

Pursuant to Article 329 of the Companies Act (Official Gazette RS no. 42/2006 as amended) and the decision of the Shareholder's Meeting on amendments of the Articles of Association of 15 June 2016 (fifteenth of June two thousand and sixteen) the following is to be drawn up, namely

**Consolidated text of  
ARTICLES OF ASSOCIATION  
OF NOVA KREDITNA BANKA MARIBOR d.d.**

**GENERAL PROVISIONS**

**Definitions**

Article 1

The terms and abbreviations used herein shall have the following meaning:

- (1) **"Bank"** means Nova Kreditna banka Maribor d.d.;
- (2) **"ZBan-2"** means the Banking Act (Official Gazette of the Republic of Slovenia, No. 25/2015);
- (3) **"ZGD-1"** means the Companies Act (Official Gazette of the Republic of Slovenia, No. 42/06, 10/08, 68/08, 42/09, 65/09, 33/11, 91/11, 32/12, 57/12, 44/13 and 82/13);
- (4) **"ZTFI"** means the Financial Instruments Market Act (Official Gazette of the Republic of Slovenia, No. št. 67/07, 100/07, 69/08, 40/09, 88/10, 108/10 78/11, 55/12, 105/12 and 63/138).

**Name**

Article 2

- (1) The name of the Bank shall read: "Nova Kreditna banka Maribor d.d."
- (2) The Bank's abbreviated name shall read: "Nova KBM d.d."
- (3) The Bank's name in foreign language: The Bank may, in line with the provisions of ZGD-1, use its abbreviated name translated in English. The Bank's abbreviated name in English shall read: "Nova KBM Plc".
- (4) The organisational units of the Bank entered into the court register shall use their own names in addition to the name of the Bank.
- (5) In addition to the name, the Bank uses a trademark consisting of stylised lower case letters and a name which is protected as service mark and subject to protection under the regulations of the industrial property laws.

## **Registered Office and Business Address**

### Article 3

- (1) The Bank's registered seat shall be in Maribor.
- (2) The Management Board shall determine the business address of the Bank.

## **Branch Offices**

### Article 4

The Bank may establish one or more branch offices, subject to the supervisory board's consent.

## **Activity of the Bank**

### Article 5

- (1) The Bank shall perform all types of banking services pursuant to Zban-2 and other services, which can only be performed by banks pursuant to the laws and regulations.
- (2) In addition to banking services, the Bank may perform all other financial services for which the Bank obtained the required permit, approval or consent, in particular:
  1. Receive deposits and other repayable funds;
  2. Granting of credits, including:
    - Consumer loans;
    - Mortgage loans;
    - Recourse or non-recourse factoring;
    - Forfaiting: financing of commercial transactions including export financing based on discount non-recourse purchase of long-term undue receivables secured by financial instruments;
  3. Financial leasing: leasing of assets where all material risks and benefits arising from the title to the leased asset are transferred to the lessee whereby the transfer of title to the lessee is possible but not obligatory;
  4. Payment services;
  5. Issue and management of other payment instruments (e.g. travellers' cheques and bankers' drafts) whenever this service is not included in the service from the preceding paragraph 4;
  6. Issue of guarantees and other warranties;
  7. Trading for own account or for the clients' account in:
    - Money market instruments;
    - Foreign means of payment including money exchange;
    - Standardized futures and options;

- Exchange and interest-rate instruments;
  - Transferable securities;
8. Participation in issuances of securities and provision of related services;
  9. Advice and services related to mergers and acquisitions;
  10. Investment management and related counselling;
  11. Custody of securities and other custody-related services;
  12. Safe custody services;
  13. Investment services and transactions and ancillary investment services pursuant to ZTFI.
- c) The Bank may perform the following ancillary financial services:
1. Insurance brokerage according to the law regulating insurance;
  2. Payment system management services;
  3. Marketing of investment funds, sale of investment coupons or investment fund stocks;
  4. Brokerage of voluntary pension insurance.
- (3) The Bank may perform ancillary banking services, including, but not limited to real estate management, the Bank's asset management, database management including personal data or performance of similar transactions supporting the performance of services of one or more credit institutions.
- (4) According to the applicable standard classification of activities, services under this article are classified into the following classes and sub-classes:
- 64.190 – Other monetary intermediation
  - 64.200 – Activities of holding companies
  - 64.300 – Trusts, funds and similar financial entities
  - 64.910 – Financial leasing
  - 64.920 – Other credit granting
  - 64.990 – Other financial service activities, except insurance and pension funding n.e.c.
  - 65.110 – Life insurance
  - 65.120 – Non-life insurance
  - 65.300 – Pension funding
  - 66.120 – Security and commodity contracts brokerage
  - 66.190 – Other activities auxiliary to financial services, except insurance and pension funding
  - 66.220 – Activities of insurance agents and brokers
  - 66.290 – Other activities auxiliary to insurance and pension funding

66.300 – Fund management activities

69.200 – Accounting, bookkeeping and auditing activities, tax consultancy

70.220 – Business and other management consultancy activities

82.910 – Activities of collection agencies and credit bureaus

## **Liability for Obligations**

### Article 6

- (1) The Bank is liable for its own obligations with all of its assets.
- (2) The shareholders of the Bank are not liable for the obligations of the Bank, unless otherwise stipulated by law.

## **Representation of the Bank**

### Article 7

- (1) The Bank shall be jointly represented by two members of the Management Board.
- (2) If the Bank enters into transactions with the members of the Management Board, the Bank shall be represented by the Chairman of the Supervisory Board.
- (3) The Supervisory Board may appoint a procurator of the Bank. The procurator shall jointly represent the Bank with a member of the Management Board or with another procurator.

## **Publication of Data and Notifications**

### Article 8

- (1) All notifications and information, for which publication is mandatory pursuant to law, shall be published in a way as prescribed by law.
- (2) Data or notifications of the Bank important for the Bank or its shareholders shall be published on the AJPES website or in a daily newspaper covering the entire territory of the Republic of Slovenia, and on the Bank's website ([www.nkbm.si](http://www.nkbm.si)).

## **SHARE CAPITAL AND SHARES**

### **Share capital and Shares**

#### Article 9

- (1) The Bank's share capital amounts to EUR 150,000,000.00 (one hundred and fifty million euros) and is divided into 10,000,000 (ten million) ordinary non-par value shares.
- (2) Each non-par value share affords the same share and corresponding value in the share capital. The share of an individual non-par value share in the share capital is determined on the number of issued non-par value shares.

- (3) Ordinary non-par value shares give their holders:
- the right to the profit (dividends);
  - the right to a proportionate share of the remaining assets after liquidation or bankruptcy of the Bank.
- (4) The share capital consist of cash contributions and contributions in kind. Contributions in-kind are:
- 2,873,556 shares are paid in by the Republic of Slovenia by means of contributions in-kind in the total amount of EUR 249,999,403.96 that the Bank acquired from the Republic of Slovenia, consisting of:
    - a) 3,000,881 notes of the Republic of Slovenia RS62 entered in the central securities register with KDD under the code SI0002102570 in the aggregate market value of EUR 124,999,978.46 as of 9 December 2013;
    - b) 67,138 notes of the Republic of Slovenia RS67 entered in the central securities register with KDD under the code SI0002103057 in the aggregate market value of EUR 63,999,701.33 as of 9 December 2013;
    - c) 63,939 notes of the Republic of Slovenia RS69 entered in the central securities register with KDD under the code SI0002103149 in the aggregate market value of EUR 60,999,724.17 as of 9 December 2013.

The list of contributions in-kind forms an attachment and integral part hereof.

- (5) As of 27 July 1994 (day of registration of the Bank), the share capital amounted to SIT 4,832,073,000.00 (four billion eight hundred and thirty-two million and seventy-three thousand Slovenian tolar) or EUR 20,163,883.32 (twenty million one hundred and sixty-three thousand eight hundred and eighty three euros and thirty two cents).

## **MEASURES FOR CAPITAL INCREASE**

### **Hybrid Securities**

#### Article 10

- (1) On the basis of a resolution by the Shareholders' Meeting, the Bank may issue convertible bonds, call options on stocks and dividend-paying bonds – hybrid securities.
- (2) Such resolution requires at least a three-quarter majority of the share capital represented in a Shareholders' Meeting at the time the resolution is adopted.

## **CORPORATE GOVERNANCE**

#### Article 11

The Bank shall have a two-tier management system consisting of a Management Board and a Supervisory Board.

## **Management Board of the Bank**

### Article 12

- (1) The Management Board of the Bank shall consist of at least two members. The members of the Management Board shall be appointed by the Bank's Supervisory Board.
- (2) One of the Management Board members shall be appointed as chairman of the Management Board.
- (3) The chairman of the Management Board shall appoint one of the Management Board members as vice chairman.
- (4) The number of the Management Board members shall be determined by a resolution of the Supervisory Board adopted from time to time.
- (5) The Management Board members shall be appointed for a period of up to 5 (five) years and may be reappointed.
- (6) The Supervisory Board recalls the members of the Management Board for reasons as stipulated by the applicable law and internal regulations of the Bank. A member of the Management Board may step down voluntarily.
- (7) The Management Board is entitled to adopt all the decisions with exception of the decisions which shall be adopted by the Shareholders' Meeting or Supervisory Board pursuant to applicable law and/or these Articles of Association.
- (8) The Management Board of the Bank shall obtain prior consent of the Supervisory Board for the conclusion of any legal transactions in respect of which the consent of the Supervisory Board is determined by law. The Management Board of the Bank shall obtain prior consent of the Supervisory Board or of its competent committees, set up for this purpose by the Supervisory Board, for the conclusion of any legal transactions in respect of which the Supervisory Board adopts a special decision. The Supervisory Board shall also determine by special decision the method and procedure for giving consent.
- (9) The Management Board shall conduct business pursuant to its rules of procedure. The rules of procedure shall be confirmed by the Supervisory Board.
- (10) Decisions of the Management Board shall be adopted with the majority of the votes cast. In the event of a tie, the chairman of the Management Board shall have the decisive vote.
- (11) The Management Board adopts its decisions in the regular, extraordinary or correspondence meetings (by electronic means). Meetings shall be recorded in minutes of the meeting.
- (12) The Management Board shall inform the Supervisory Board of all matters for which the information obligation is stipulated by law. In addition, the Management Board shall inform the Supervisory Board of the other matters as determined by the Supervisory Board with its resolution from time to time.

## **Supervisory Board of the Bank**

### Article 13

- (1) The Supervisory Board of the Bank shall consist of at least six members and maximum of 11 members. Members of the Supervisory Board shall be appointed by the Shareholders' Meeting.
- (2) The members of the Supervisory Board shall elect among themselves a chairman and at least one vice chairman of the Supervisory Board.
- (3) The Supervisory Board members shall be appointed for a period of 5 (five) years and may be reappointed. The term of office of the Supervisory Board Member shall end with the lapse of time or with the decision on recall of the Shareholders' Meeting. A member of the Supervisory Board may resign at any time.
- (4) The Supervisory Board may regulate its conduct by adopting the rules of procedure.
- (5) Members of the Supervisory Board are entitled to a remuneration as determined by the Shareholders' Meeting from time to time.
- (6) The Supervisory Board validly adopts its decisions, if the majority of its members is present in the meeting. Decisions of the Supervisory Board shall be adopted with the majority of votes cast. In the event of a tie, the chairman of the Supervisory Board shall have the decisive vote.
- (7) The Supervisory Board adopts its decisions in regular, extraordinary or correspondence meetings (by electronic means). Meetings shall be recorded in minutes of the meeting.
- (8) Meetings of the Supervisory Board shall be held at least 4 times a year and shall be convened whenever business reasons give sufficient cause. Supervisory Board meetings shall be convened by the chairman or vice chairman of the Supervisory Board.
- (9) The Supervisory Board may appoint other committees, the appointment of which is not envisaged or mandatory pursuant to applicable laws. The competences of such other committees shall be determined by a resolution of the Supervisory Board adopted from time to time.

## **Shareholders' Meeting of the Bank**

### Article 14

- (1) The Shareholders' Meeting shall have the competences as stipulated by the applicable law.
- (2) The Shareholders' Meeting shall be convened by the Management Board or the Supervisory Board.
- (3) The Shareholders' Meeting shall be convened in cases stipulated by applicable law or when convening of the Shareholders' Meeting is for the benefit of the Bank.
- (4) The Shareholders' Meeting can also be convened by the Supervisory Board, in particular in the event that the Management Board has failed to convene the Shareholders' Meeting on time or such convocation is required for smooth operations of the Bank.

- (5) The Shareholders' Meeting session shall normally be held at the registered office of the Bank or at such location as defined in the convocation notice.
- (6) The Shareholders' Meeting shall adopt resolutions by simple majority of votes cast, unless a qualified majority is specified by law or by these Articles of Association.
- (7) Shareholders' voting rights shall be exercised in relation to their portion of shares held in the share capital. Each non-par value share with a voting right shall have one vote.

### **Non-compete Obligation**

#### Article 15

The non-compete obligations from first paragraph of Article 41 of ZGD-1 shall not apply to any member of the Supervisory Board of the Bank who is, at the same time, member of a supervisory board in (i) another bank or financial institution in Slovenia that is owned or controlled by Biser Bidco S.à.r.l or an affiliate thereof, or (ii) another bank or financial institution with its registered seat outside Slovenia.

## **INTERNAL AUDIT AND COMPLIANCE DEPARTMENT**

### **Internal Audit Department**

#### Article 16

- (1) The Bank's internal audit department conducts continuous and comprehensive control over the operations of the Bank and is an independent organizational unit, functionally and organizationally segregated from the Bank's other organizational units and reports directly to the Bank's Management Board.
- (2) The purpose, importance and tasks of the internal audit department shall be defined in an internal act approved by the Bank's Management Board, with the Supervisory Board's consent.
- (3) Internal auditing shall comprise the following:
  - monitoring and assessing the effectiveness of risk management systems and assistance with risk management;
  - review, assessment and testing the effectiveness of internal control systems;
  - evaluation of the internal capital adequacy assessment process with respect to the Bank's internal risk assessment;
  - assessment of the reliability of the information system, including the electronic information system and electronic banking services;
  - assessment of the reliability and credibility of accounting records and financial reports;
  - verification of the integrity, reliability and timeliness of reporting in accordance with the relevant regulations;
  - verification of the Bank's compliance with regulations, internal acts and measures adopted on the basis thereof; and
  - conducting special investigations.



- (4) The internal audit department shall draw up and submit its three-months and annual reports to the Bank's Management Board and Supervisory Board in accordance with ZBan-2.
- (5) The internal audit department shall conduct an internal audit of operations in accordance with the Standards for the Professional Practice of Internal Audit, the Code of Internal Auditing Principles and the Code of Ethics of Internal Auditors.
- (6) The Management Board in consent with the Supervisory Board adopts an annual operating plan of the Internal Audit Department.
- (7) The Internal Audit Department shall be duly informing the Management Board and the Supervisory Board of all circumstances determined in Article 145 of ZBan-2.

## **Compliance Department**

### Article 17

- (1) The Compliance department reports directly to the Bank's Management Board and is functionally and organisationally segregated from the Bank's other functions in which conflicts of interest could arise vis-à-vis the compliance function.
- (2) The compliance function shall identify the risks associated with the compliance of operations to which the Bank is or could be exposed in its operations due to a breach of valid regulations or requirements of the Bank of Slovenia or the European Central Bank, whenever the latter performs the tasks set out in the first paragraph of Article 4 of Regulation (EU) No 1024/2013 during the supervision of a bank in accordance with the same regulation, or due to the breach of valid agreements, prescribed practices or ethical standards that could impact the Bank's revenues, capital or reputation.
- (3) The compliance function shall report its findings to the Management Board and Supervisory Board, and to the risk management function, as appropriate.

## **ANNUAL REPORT, USE OF NET AND DISTRIBUTABLE PROFIT AND ESTABLISHMENT OF RESERVES**

### **Financial Year**

#### Article 18

The Bank's financial year shall correspond to the calendar year.

### **Reserves**

#### Article 19

The Bank shall, within its operations, establish and use capital, legal and other reserves pursuant to the regulations of mandatory laws.

### **Decision on the Use of Net Profit**

#### Article 20

The Management Board of the Bank may decide to form other reserves from the net profit which remains undistributed after its use for purposes prescribed by law (coverage of transferred loss, formation of legal reserves and reserves for own shares), but must not use more than one half of the profits which remain after the use of the profits for such purposes.

#### **Decision on the use of distributable profit**

#### Article 21

- (1) The Shareholders' Meeting adopts a resolution on the distribution of profits upon the proposal of the Bank's Management and Supervisory Board. The distributable profit may be used for:
  - distribution among shareholders,
  - for establishment of additional other reserves,
  - award of a bonus to members of the Management Board or employees.
- (2) The dividend shall be distributed and paid to the accounts of the shareholders in the amount, deadline and method as determined by the Shareholders' Meeting. The same conditions shall also apply for the payment of the part of distributable profit to the Management Board and employees.
- (3) The Shareholders' Meeting may adopt a resolution on the distribution of profits by which it also decides that it shall decide on the use of whole or part of the distributable profit in upcoming financial years (retained profit brought forward).

#### **TERM AND WIND UP OF THE BANK**

##### **Term and wind up**

#### Article 22

- (1) The Bank is established for indefinite period of time.
- (2) The Bank shall be wind up for reasons and in accordance with the procedure stipulated by the applicable law.

#### **TRANSITIONAL AND FINAL PROVISIONS**

##### **Termination of the previous Articles of Association**

#### Article 23

From the date of entry of the consolidated text of this Articles of Association in the court register the Articles of Association of the Bank dated 20 August 2015 shall cease to be valid.

### **Alignment of the text of Articles of Association**

#### Article 24

The Supervisory Board is authorized to amend the Articles of Associations concerning the alignment of its text with the decisions validly adopted by the Shareholders' Meeting or the Management Board in accordance with this Articles of Associations.

### **Implementation of the Articles of Association**

#### Article 25

These Articles of Association in consolidated text shall enter into force on the date of entry in the court register.

Maribor, 15 June 2016

## Appendix

### A List of Non-Cash Contributions

#### I. List of existing non-cash contributions

In accordance with the Bank of Slovenia's Decision on Extraordinary Measures No. PHB-24.20-022/13-009 of 17 December 2013 (the seventeenth of December two thousand and thirteen), the Bank's share capital amounting to EUR 43,103,320.00 (forty-three million one hundred and three thousand three hundred and twenty euro 00/100) was paid in through non-cash contributions. Through such a non-cash contribution, 2,873,556 (two million eight hundred and seventy-three thousand five hundred and fifty-six) shares were provided, paid-in by the Republic of Slovenia through non-cash contributions, whose total value accounts for EUR 249,999,403.96 (two hundred and forty-nine million nine hundred and ninety-nine thousand four hundred and three euro 96/100) obtained by the Bank from the Republic of Slovenia, and having as their object:

- a) 3,000,881 (three million eight hundred and eighty-one) lots of RS62 (six-two) bonds of the Republic of Slovenia, entered in the central register of book-entry securities managed by Centralna klirinško depotna družba d.d., Ljubljana (the Central Securities Clearing Corporation; hereinafter 'the KDD'), designated SI0002102570 (zero-zero-zero-two-one-zero-two-five-seven-zero), whose total market value as at 9 December 2013 (the ninth of December two thousand and thirteen) amounts to EUR 124,999,978.46 (one hundred and twenty-four million nine hundred and ninety-nine thousand nine hundred and seventy-eight euro 46/100);
- b) 67,138 (sixty-seven thousand one hundred and thirty-eight) lots of RS67 (six-seven) bonds of the Republic of Slovenia, entered in the central register of book-entry securities managed by the KDD, designated SI0002103057 (zero-zero-zero-two-one-zero-three-zero-five-seven), whose total market value as at 9 December 2013 (the ninth of December two thousand and thirteen) amounts to EUR 63,999,701.33 (sixty-three million nine hundred and ninety-nine thousand seven hundred and one euro 33/100);
- c) 63,939 (sixty-three thousand nine hundred and thirty-nine) lots of RS69 (six-nine) bonds of the Republic of Slovenia, entered in the central register of book-entry securities managed by the KDD, designated SI0002103149 (zero-zero-zero-two-one-zero-three-one-four-nine), whose total market value as at 9 December 2013 (the ninth of December two thousand and thirteen) amounts to EUR 60,999,724.17 (sixty million nine hundred and ninety-nine thousand seven hundred and twenty-four euro 17/100).

## II. List of previous non-cash contributions

Pursuant to the Bank of Slovenia's Decision on Extraordinary Measures No. PHB-24.20-022/13-009 of 17 December 2013 (the seventeenth of December two thousand and thirteen) the Bank's share capital was reduced to 0 (zero), whereby all then existing shares ensured by the below indicated non-cash contributions were cancelled. The non-cash contributions paid in as the Bank's share capital before the reduction of the share capital to 0 (zero) and the cancellation of the then existing shares no longer comprise the Bank's share capital. Those non-cash contributions included:

- a) 170,965 (one hundred and seventy thousand nine hundred and sixty-five) book-entry ordinary registered shares of Poštna banka Slovenije d.d., whose estimated value accounted for EUR 7,538,419.30 (seven million five hundred and thirty-eight thousand four hundred and nineteen euro 30/100), for which the Republic of Slovenia, as investor, obtained on 11 October 2004 (the eleventh of October two thousand and four) 119,748 (one hundred and nineteen thousand seven hundred and forty-eight) new book-entry ordinary registered shares of the Bank, which, after the division of each no-par-value share into 8 (eight) no-par-value shares, decided upon by the General Assembly of the Bank on 20 August 2007 (the twentieth of August two thousand and seven), amounted to 957,984 (nine hundred and fifty-seven thousand nine hundred and eighty-four) ordinary no-par-value shares;
- b) A claim in respect of a principal amounting to EUR 100 (one hundred) million under the hybrid loan agreement of 31 December 2012 (the thirty first of December two thousand and twelve), concluded between the Republic of Slovenia, as the lender, and the Bank, as the borrower, for which, on the basis of the decision on authorised capital, adopted at the General Meeting of the Bank on 11 December 2012 (the eleventh of December two thousand and twelve) and the decisions of the Management Board of 18 March 2013 (the eighteenth of March two thousand and thirteen) and 2 April 2013 (the second of April two thousand and thirteen) as well as the resolution of the Supervisory Board of 2 April 2013 (the second of April two thousand and thirteen), the Republic of Slovenia obtained 98,522,167 (ninety-eight million five hundred and twenty-two thousand one hundred and sixty-seven) new no-par-value shares at the estimated value of EUR 100,000,000.00 (one hundred million euro 00/100);

- c) A claim in respect of interest on the principal of the loan in the amount of EUR 2,410,959.00 (two million four hundred and ten thousand nine hundred and fifty-nine euro 00/100) under the hybrid loan agreement of 31 December 2012 (the thirty first of December two thousand and twelve), concluded between the Republic of Slovenia, as the lender, and the Bank, as the borrower, for which, on the basis of the decision to increase the share capital through a non-cash contribution, adopted at the General Meeting of the Bank on 10 June 2013 (the tenth of June two thousand and thirteen), the Republic of Slovenia obtained 185,458,385 (one hundred and eighty-five million four hundred and fifty-eight thousand three hundred and eighty-five) new no-par-value shares at the estimated value of EUR 2,410,959 (two million four hundred and ten thousand nine hundred and fifty-nine euro 00/100).

I, INES BUKOVIČ, Notary Public, hereby confirm  
that this is a copy of the original document – certified copy – ordinary copy  
of the document NOTARIAL CERTIFICATE, Ref. No.: SV 881/2016;

.....  
(designation of the document)

of: 15 June 2016

The document is written by hand – on a typing machine – on a computer.

The document contains 13 pages. The document is fitted with – a seal – a stamp -  
revenue stamps

of Notary Public Ines Bukovič, Maribor  
.....

The original document, as claimed by the client, is held

at the office of the notary public Ines Bukovič

– The original copy was submitted by the client.

In Maribor, on 15 June 2016

Notary Public

Stamp:

INES BUKOVIČ  
NOTARY PUBLIC  
MARIBOR