

## **Disclosures in conjunction with paragraphs 2 and 3 of Article 88 of the Banking Act (ZBan-2) for Nova KBM d.d. Group members**

### **Organisational chart of Nova KBM Group members**

In addition to the parent company, i.e. Nova KBM, the Nova KBM Group members include banks, leasing companies, asset management companies, real estate companies and companies dealing in other activities, namely:

- KBM Infond d.o.o.
- KBM Invest d.o.o.
- KBM Leasing d.o.o. in liquidation
- Gorica Leasing d.o.o. in liquidation
- KBM Leasing Hrvatska d.o.o. in liquidation
- Adria Abwicklungs GmbH in liquidation
- M-Pay d.o.o.
- KBM ASCO d.o.o.

According to the Slovenian banking legislation, the members of the Nova KBM d.d. Group are organised so as to allow the parent bank to manage the risks to which the Group members are exposed in their operations.

In general, the Nova KBM Group members represent long-term investments in shares or shareholdings of banks and companies.

### **Internal management**

The members in the Nova KBM Group carry out management and supervision of Nova KBM Group members in accordance with the Republic of Slovenia's legislation and the laws applicable in the territory of the country of any Nova KBM Group member.

The bodies responsible for managing and supervising the Nova KBM Group members are:

- In Nova KBM: Supervisory Board of Nova KBM, Management Board of Nova KBM, Group Governance Centre and specific areas in connection with any Nova KBM Group member;
- In Nova KBM Group members: management of companies, liquidators, supervisory boards, executive and management boards, committees (performance monitoring committees, risk management committees, audit committees and other bodies).

The Management Board of Nova KBM appoints members of the Nova KBM d.d. management and representatives of support services to the management and supervisory bodies of the Nova KBM Group members in order to ensure efficient control over the operations of each Nova KBM Group member.

The bodies of the Nova KBM Group members operate in compliance with the local legislation of each Nova KBM Group member.

In view of diverse business activities, local legislation and ownership structure, the legal form of the Nova KBM Group members is the following:

Public limited companies – The bodies of a public limited company include: general meeting, supervisory board or management board, audit committee (in banks) and board of directors.

The bodies of a limited liability company include: general meeting, management board and supervisory board or liquidator and working group to supervise the winding up proceedings.

The operation of KBM Leasing d.o.o. in liquidation, Gorica leasing d.o.o. in liquidation, KBM Leasing Hrvatska d.o.o. in liquidation and KBM Invest is carried out so that the documents for any general meeting, supervisory board meeting and audit committee meeting of the Nova KBM Group members are (previously) discussed, on a regular basis, at the Group Governance Centre within the framework of its responsibilities and powers, whereby the Centre obtains the opinions of the competent departments regarding specific issues and submits for consideration to the Management Board of Nova KBM any guidance, if necessary. Once appropriate information and opinions are obtained, adequate guidance is formulated for the supervisory and management board members.

The mission of the Group Governance Centre, as a special organisational unit, is to ensure management and supervision of the Nova KBM Group members, implementation of harmonisation with Nova KBM's standards, cooperation in the preparation of the Nova KBM Group's development strategy and adoption of guidelines for the operation of the members and monitoring of their implementation.

The Centre's objectives include improving quality and efficiency of corporate governance and business management as well as supervision and development of the Nova KBM Group.

The Centre operates with due professional care, in compliance with professional principles and the applicable legislation.

The Centre's main responsibilities and duties are the following:

- Preparation and implementation of the policy concerning the management and supervision of Nova KBM and the Nova KBM Group members and reporting to the Management Board of Nova KBM on a regular, periodic basis,
- Monitoring and guiding the work of supervisory bodies in the members, discussing, assessing, developing guidance for the members, subject to a prior coordination with the Management Board of Nova KBM,
- Cooperation in the preparation of the development strategy for the Nova KBM Group members and monitoring its implementation, formulating proposals and measures for a coordinated development of the activities within the framework of the Nova KBM Group,
- Participation in the preparation of key planning parameters and orientations for the mid-term and/or annual period for the Nova KBM Group members,
- Participation in the development and implementation of operating and financial plans for the Nova KBM Group members,
- Participation in the development of the funding policy for the Nova KBM Group members,
- Participation in the implementation of uniform reporting principles,
- Participation in the preparation of the strategy and policy of capital investments at home and abroad as well as monitoring its implementation,
- Business management of the Nova KBM Group members and monitoring their performance, capital investment management and supervision,
- Coordination of activities related to acquisitions, establishing new members, mergers and managing divestment activities of capital investments in the Nova KBM Group,
- Monitoring and coordination of corporate disclosures and communication to the public of the Nova KBM Group members,
- Guiding, coordinating and supervising the activities in business areas in accordance with the corporate governance principles of the Nova KBM Group,
- Monitoring the implementation of the process of harmonisation of the Nova KBM Group's standards in the Nova KBM Group members through the members' supervisory bodies,
- Preparation of analyses, information as well as monthly and quarterly performance reports of the Nova KBM Group members.

The Centre holds monthly meetings of the Nova KBM Group to brief on current developments in different Nova KBM Group members and on specific issues (information on Nova KBM and major developments, assumptions for the preparation of budget documents, major issues concerning risk management, harmonisation of the operations of the Nova KBM Group,...). The invitations to the meetings are sent to: the Management Board of Nova KBM, executive directors of the Management Board, the director of the Centre, presidents of management boards and managers of the Nova KBM Group members.

As a rule, individual meetings between the Management Board of Nova KBM and the boards of directors and managers of the members are held at least quarterly.

### **KBM Infond d.o.o.**

KBM Infond, družba za upravljanje, d.o.o. – Nova KBM Group (hereinafter: the Company) was set up in 1993 for an indefinite period of time. It was established for investment fund management purposes.

The Management Board consists of two members, namely: Matjaž Lorenčič and Samo Stonič, MSc. The Management Board runs the Company independently and on its own responsibility, acts on behalf of the Company and represents it.

The Management Board notifies the Supervisory Board on any matters as required by the applicable regulations. The Management Board of the Company notifies the Supervisory Board on any other issues as determined by the Supervisory Board's decision. Throughout the performance of its function, the Management Board must meet all duties and obligations as well as put in place and supervise risk management.

In accordance with the Articles of Association, the Supervisory Board consists of 5 members appointed at the General Meeting of the Company. The Supervisory Board members are: Miha Šlamberger, MSc., Sabina Župec Kranjc, MSc., Mitja Leskovar, Dr. Vito Bobek, Borut Celcer.

The Supervisory Board's competencies comply with the Companies Act (ZGD-1) and other regulations. The Supervisory Board works according to its Rules of Procedure. According to the law, any member of the Company's Supervisory Board must meet the requirements for appointment throughout the performance of his/her function, act with due professional care and make sure that the Supervisory Board complies with the provisions of the law.

**More information on the work of the Supervisory Board and risk management is available in the KBM Infond d.o.o.'s 2015 Annual Report.**

### **KBM Invest d.o.o.**

KBM Invest družba za investiranje v nepremičnine d.o.o. – Nova KBM Group (hereinafter: the Company) was set up in 1993 for an indefinite period of time. It was established for real estate management purposes.

The Company has its management director, who runs the Company independently and on her own responsibility, on behalf of the Company and represents it. Nada Kolmanič is the Company's Managing Director.

The Managing Director notifies the Supervisory Board on the matters as required by the applicable regulations and on any other issues as determined by the Supervisory Board's decision. Throughout the performance of his/her function, the Managing Director must meet all duties and obligations, clearly define the competences and responsibilities in the Company, pursue policies and take measures to prevent any conflict of interest as specified by law.

In accordance with the Articles of Association, the Supervisory Board consists of 3 members appointed by the General Meeting. The Supervisory Board members are: Mitja Leskovar, Damijan Podlesek, Dr. Primož Britovšek.

The Supervisory Board's powers are in accordance with the Companies Act (ZGD-1) and other regulations. The Supervisory Board works according to its Rules of Procedure.

According to the law, any member of the Company's Supervisory Board must meet the requirements for appointment throughout the performance of his/her function, act with due professional care and make sure that the Supervisory Board complies with the provisions of the law.

### **KBM Leasing d.o.o. in liquidation and Gorica Leasing d.o.o. in liquidation**

Nova KBM adopted the decision on orderly winding up of KBM Leasing in liquidation and Gorica Leasing in liquidation in 2014 in order to implement the Commitments made to the European Commission. The winding up procedure is run by Stjepan Marinović, liquidator, responsible for efficient, transparent and successful implementation and for the legality of the winding up proceedings.

The liquidator is obliged to report on a monthly basis (or more frequently) on the matters related to the implementation of the winding up proceedings to the Group Governance Centre of the Nova KBM Group (the powers and responsibilities of the Centre are indicated above) and to the Working Group for the supervision of the winding up as well as any limitations in the plan concerning the liquidation of companies.

The members of the Working Group for the supervision are:  
Mitja Leskovar, Črt Slokan, Simon Tantegl, Suzana Slamek

(Some) of the authorisations the Working Group members are:

- Supervision of the winding up proceedings of the companies and access to companies' documents if necessary for the purpose of supervision,
- Supervision and guidance in internal and external communication,
- Supervision and guidance in the transfer of assets and active transactions to Nova KBM.

### **KBM Leasing Hrvatska d.o.o. in liquidation**

Nova KBM adopted the decision on orderly winding up of KBM Leasing Hrvatska in 2015 in order to implement the Commitments made to the European Commission.

A liquidator has been appointed who runs the Company independently and on his own responsibility and who acts on behalf of the Company and represents the Company in the orderly winding up process. Branimir Cvitanović is the liquidator, responsible for efficient, transparent and successful implementation and for the legality of the winding up proceedings.

The liquidator reports to the Supervisory Board on the matters as required by the applicable regulations and on any other issues as determined by the Supervisory Board's decision. Throughout the performance of his/her function, the Liquidator must meet all duties and obligations as specified by law.

In accordance with the Articles of Association of the Company, the Supervisory Board consists of 5 members appointed by the General Meeting. The Supervisory Board members are: Mitja Leskovar, Lucija Klampfer, Damijan Podlesek, Nada Topolovec, Dr. Primož Britovšek.

The competencies of the Supervisory Board comply with the Croatian legislation and other regulations. The functioning of the Supervisory Board is prescribed in the Articles of Association of the Company.

According to the law, any member of the Company's Supervisory Board must meet the requirements for appointment throughout the performance of his/her function, act with due professional care and make sure that the Supervisory Board complies with the provisions of the law.

In addition to the Supervisory Board, the liquidator is obliged to report on a monthly basis (or more frequently) on the matters related to the implementation of the winding up proceedings to the Group Governance Centre of the Nova KBM Group (the powers and responsibilities of the Centre are indicated above).

### **Adria Abwicklungs GmbH in liquidation**

Nova KBM adopted the decision on orderly winding up of Adria Abwicklungs in 2015 in order to implement the Commitments made to the European Commission.

A liquidator has been appointed who runs the Company independently and on his own responsibility and who acts on behalf of the Company and represents the Company in the orderly winding up process. Sebastian Kellermayr, MSc. is the liquidator, responsible for efficient, transparent and successful implementation and for the legality of the winding up proceedings.

The liquidator is obliged to report on the progress of the winding up proceedings to the Group Governance Centre of the Nova KBM Group (the powers and responsibilities of the Centre are indicated above).

### **KBM ASCO d.o.o.**

KBM ASCO d.o.o. - Serbia was set up in 2016 for rental of own or leased property and property management. The Company was formed for indefinite duration.

Marko Hinić, Director, is the Company's legal representative, and the other two representatives are Mitja Leskovar and Črt Slokan. The Company's director and the representative represent the Company independently, except for transactions worth over EUR 6,000 and any transactions related to acquisition, disposal or mortgaging of immovable property, when the Company is jointly represented by Marko Hinić together with one of the other two representatives.

The legal representative of the Company is obliged to report on the matters related to the running of the Company to the Group Governance Centre of the Nova KBM Group (the powers and responsibilities of the Centre are indicated above).

### **M-Pay d.o.o.**

M-Pay, družba za mobilno plačevanje, storitve in trgovino d.o.o. (hereinafter: the Company) was established in 2004 for an indefinite duration to coordinate the Moneta system development.

The Company has a director who runs it independently and on his own responsibility and who acts on behalf of the Company and represents it. Janez Stajnko is the Company's Director.

The director notifies the Supervisory Board on the matters as required by the applicable regulations and on any other issues as determined by the Supervisory Board's decision. Throughout the performance of his/her function, the director must meet all duties and obligations, clearly define the competences and responsibilities in the Company, pursue policies and take measures to prevent any conflict of interest as specified by law.

In accordance with the Articles of Association, the Supervisory Board consists of 5 members appointed by the General Meeting. The Supervisory Board members are: Severin Vičič, Tomaž Pernovšek, MSc., Samo Jošt, MSc. and Aleksander Batič.

The Supervisory Board's competencies comply with the Companies Act (ZGD-1) and other regulations.

According to the law, any member of the Company's Supervisory Board must meet the requirements for appointment throughout the performance of his/her function, act with due professional care and make sure that the Supervisory Board complies with the provisions of the law.