

On the basis of the provisions of the Financial Instruments Act, the Rules of the Ljubljana Stock Exchange and the Corporate Governance Code, the Management board of Nova KBM d.d. announces:

**the resolutions adopted at the 17<sup>th</sup> Shareholders' Meeting of Nova KBM d.d.**

which took place on Tuesday, 8 July 2008 in Maribor.

**At the 17<sup>th</sup> Shareholders' Meeting, 16,392,698 shares out of 23,357,984 shares with voting right were present representing 70.18 % of the Bank's share capital.**

**Five of the largest shareholders of Nova KBM present/represented at the Shareholders' Meeting, number of their shares and % of voting rights as compared to the total number of voting rights of the Bank:**

1. Republic of Slovenia, Gregorčičeva 20, 1000 Ljubljana – 9,883,123 shares and voting rights, i.e. 42.31 %.
2. KAD d.d., Dunajska c. 119, 1000 Ljubljana – 1,200,000 shares and voting rights, i.e. 4.79 %.
3. SOD d.d., Mala ul. 5, 1000 Ljubljana – 1,200,000 shares and voting rights, i.e. 4.79 %.
4. KD Galileo, vzajemni sklad, Celovška c. 206, 1000 Ljubljana – 483,969 shares and voting rights, i.e. 2.07 %.
5. POM-Invest d.d., Cankarjeva ul. 6, 2000 Maribor – 439,146 shares and voting rights, i.e. 1.88 %.

Adopted resolutions:

**AD 3 (three) Adoption of the resolution on the allocation of the balance sheet profit (accumulated profit) for the financial year 2007 and for discharging the Management Board and the Supervisory Board of Nova KBM d.d. for the financial year 2007**

**On 16 June 2008, the shareholder the PanSlovenian Shareholders' Association (VZMD) presented a counter-proposal to this item of the agenda.**

A counter-proposal was also presented by the shareholder, the Republic of Slovenia.

The resolution – the counter-proposal of the shareholder, the Republic of Slovenia – was put to the vote.

**RESOLUTION no. 1 (one)**

1. Based on the proposal of the Bank's Management Board and on the opinion of the Bank's Supervisory Board, the 2007 balance sheet profit (accumulated profit) in the amount of €10,070,705.30 is to be used as follows:

payment of dividends to the shareholders € 4,671,596.80, which amounts to €0.20 gross per share, and for other reserves € 5,264,108.23.

Shareholders entered in the share register on 10 July 2008 are entitled to receive dividends. The dividend will be paid no later than 60 days following the adoption of the decision of the Shareholders' Meeting on the balance sheet profit (accumulated profit) allocation.

2. In accordance with the provision of Article 294 of the Companies Act (ZGD-1), the Shareholders' Meeting discharges the Management Board and the Supervisory Board from liability in the financial year 2007.

For the resolution number 1, 15,999,479 votes out of the total number of 16,392,698 votes were cast, of which 12,888,632 or 80.557 % voted FOR, and 3,110,847 or 19.443 % voted AGAINST.

Thus **the resolution has been adopted**, and the other counter-proposals and the proposal of the Management and the Supervisory board have not been put to the vote.

**AD 4 (four) Adoption of the resolution on the appointment of the auditor for the audit of the 2008 financial statements of the Bank**

The Supervisory board proposed the following

**RESOLUTION no. 2 (two)**

**For the audit of the 2008 (two thousand eight) financial statements of Nova KBM d.d. and the Nova KBM Group, the auditing firm KPMG Slovenija d.o.o., Ljubljana is appointed.**

Regarding this proposal, Mr Vlado Kramberger, the leader of the civil initiative »WE DO NOT GIVE NKBM« proposed to appoint Deloitte & Touche as the auditor for the audit of the 2008 (two thousand eight) financial statements of Nova KBM d.d..

For the resolution number 2 (two) 16,392,190 votes out of the total number of 16,392,698 votes were cast, of which 16,350,405 or 99.745 % votes FOR, and 41,785 or 0.255 % votes AGAINST.

Thus **the resolution no. 2 (two) has been adopted**, and the other counter-proposals have not been put to the vote.

## **AD 5 (five) Proposal for the amendment of the Bank's activities**

Adopted was the following

### **RESOLUTION no. 3 (three)**

The activities of the Bank are to be amended and harmonized with the new Decree on the Standard Classification of Activities (Official Gazette of the Republic of Slovenia, no. 17/2008) dated 19 February 2008 as follows:

Activities of the Bank until now entered in the third paragraph of Article 3 of the Articles of Association should be deleted;

In the third paragraph of Article 3 of the Articles of Association, the following activities of the Bank should be entered:

- K/64.190 – Other monetary intermediation
- K/64.200 – Activities of holdings
- K/64.300 – Activities of trust and other funds and similar financial entities
- K/64.910 – Financial leasing activities
- K/64.920 – Other credit granting
- K/64.990 – Other financial service activities not elsewhere classified, except insurance and pension fund activities
- K/65.200 – Re-insurance activities
- K/65.300 – Pension fund activities
- K/66.120 – Brokerage in securities and stock exchange commodities trading
- K/66.190 – Other auxiliary activities for financial services, except for insurance and pension funds
- K/66.290 – Other auxiliary activities for insurance and pension funds
- K/66.300 – Financial funds management
- M/69.200 – Accounting, bookkeeping and auditing activities; tax advisory – except auditing activities
- M/70.220 – Other corporate and business advisory services
- N/82.910 – Collection of claims and assessment of credit capability

After casting of the votes, the chairman established that for the resolution no. 3 (three) 16,392,702 votes out of the total number of 16,392,698 votes were cast, of which 16,378,251 or 99.912 % votes FOR, and 14,451 or 0.088 % votes AGAINST.

Thus the resolution no. 3 (three) has been adopted.

## **AD 6 Proposal for the amendment of the Bank's Articles of Association**

To this item of the agenda, the shareholder the Republic of Slovenia presented a counter-proposal which in addition to the stated amendments of the Articles of Association proposes an amendment of Article 22, by amending its first paragraph as follows: »The term of office of the members of the Supervisory Board is 4 (four) years« and by deleting the 3 (third) paragraph of Article 22. The remaining part of

the proposal of the Management and the Supervisory Board shall remain unchanged.

The following counter-proposal of the shareholder, the Republic of Slovenia, was put to the vote:

#### **RESOLUTON no. 4**

**I. The Shareholders' Meeting of Nova KBM d.d. adopts the amendments of the Nova KBM d.d. Articles of Association as follows:**

**The third paragraph of Article 3 is amended so as to read:**

- **K/64.190 – Other monetary intermediation**
- **K/64.200 – Activities of holdings**
- **K/64.300 – Activities of trust and other funds and similar financial entities**
- **K/64.910 – Financial leasing activities**
- **K/64.920 – Other credit granting**
- **K/64.990 – Other financial service activities not elsewhere classified, except insurance and pension fund activities**
- **K/65.200 – Re-insurance activities**
- **K/65.300 – Pension fund activities**
- **K/66.120 – Brokerage in securities and stock exchange commodities trading**
- **K/66.190 – Other auxiliary activities for financial services, except for insurance and pension funds**
- **K/66.290 – Other auxiliary activities for insurance and pension funds**
- **K/66.300 – Financial funds management**
- **M/69.200 – Accounting, bookkeeping and auditing activities; tax advisory – except auditing activities**
- **M/70.220 – Other corporate and business advisory services**
- **N/82.910 – Collection of claims and assessment of credit capability«**

**2. The first paragraph of Article 11 is amended so as to read:**

**»Within five years from the entry of the amendments to the Articles of Association adopted at the general meeting dated 8 July 2008 into the company/business register, the management board is authorised, with the consent of the supervisory board, and without an additional resolution of the shareholders' meeting, to increase one or several times the share capital of the Bank by no more than € 5,946,419.61 by issuing new shares. New shares issued bear the rights, and are issued under the conditions and in the manner determined in the resolution of the management board on increasing the capital. «**

**3. The third paragraph in Article 12 is deleted.**

4. The third paragraph in Article 14 is amended so as to read:  
»The members of the Bank's management board shall perform their duties of managing the Bank on a full-time basis.«
5. The second paragraph in Article 40 is amended so as to read:  
»The purpose, the significance and the duties of the internal audit department have to be determined in a written document, which is to be approved by the management board with the consensus of the supervisory board.«

The third indent in the third paragraph is deleted.

- II. Based on the adopted amendments, the consolidated text of the Nova KBM d.d. Articles of Association is to be drawn up.

For the resolution number 5 (five) 15,999,541 votes out of the total number of 16,392,698 votes were cast, of which 14,650,418 or 91.568 % votes FOR, and 1,349,123 or 8.432 % votes AGAINST.

Thus the resolution no. 4 (four) has been adopted.

Mag. Kristjan Verbič, the statutory representative of the PanSlovenian Shareholders' Association (VZMD) announced on behalf of the shareholder, the PanSlovenian Shareholders' Association (VZMD) to bring an action for rescission of the resolution number 4, as the resolution is unlawful.

#### **Ad 7 Election of the members of the Supervisory Board and the resolution proposal**

The shareholders, Slovenska odškodninska družba d.d. and the PanSlovenian Shareholders Association, have presented a counter-proposal.

The counter-proposal of the shareholder SOD d.d. was put to the vote separately, first votes were cast on the dismissal and then on the appointment of the members.

The following was adopted regarding the dismissal of the members of the Supervisory Board

#### **RESOLUTION no. 5.1**

Upon the entry of the amendments regarding the Supervisory board into the company/business register, or on 31 August 2008 at the latest, the following members of the Supervisory Board shall be dismissed:

Danijel Blejc,  
Andrej Svetina,  
dr. Anton Jurgetz,

**Anton Guzej,  
Matjaž Koželj,  
Stanislav Lesjak,  
Tanja Markovič - Hribernik,  
Marija Ribič,  
Janez Erjavec.**

After casting of the votes, the chairman established that for the resolution no. 5.1 (five one) 15,896,103 votes out of the total number of 16,392,698 votes were cast, of which 14,574,860 or 91.688 % votes FOR, and 1,321,243 or 8.312 % votes AGAINST.

Thus **the resolution no. 5.1 has been adopted.**

Then the shareholders voted about the appointment of the members of the Supervisory Board and adopted the following

**RESOLUTION no. 5.2**

**Upon the entry of the amendments regarding the Supervisory board into the court register, or on 1 September 2008 at the latest, the following members of the Supervisory Board shall be appointed:**

**Danijel Blejc,  
Andrej Svetina,  
dr. Anton Jurgetz,  
Anton Guzej,  
Ivan Vizjak,  
dr. Aleš Valentinčič,  
Franci Škufca,  
dr. Egon Žižmond,  
Boštjan Kramberger.**

After casting of the votes, the chairman established that for the resolution no. 5.2 (five two) 15,871,726 votes out of the total number of 16,392,698 votes were cast, of which 14,501,071 or 91.364 % votes FOR, and 1,370,655 or 8.636 % votes AGAINST.

Thus **the resolution no. 5.2 has been adopted.**

Mag. Kristjan Verbič, the statutory representative of the PanSlovenian Shareholders' Association (VZMD) announced on behalf of the shareholder, the PanSlovenian Shareholders' Association (VZMD) **to bring an action for rescission of the resolution number 5.1 and the resolution no. 5.2, as the resolutions are unlawful.**

The resolutions adopted at the Shareholders' Meeting and other relevant information are published on Nova KBM's website [www.nkbm.si](http://www.nkbm.si).

Manja Skerlišak  
Member

Matjaž Kovačič  
President