



Podpis subjekta NOVA KREDITNA BANKA MARIBOR d.d., matična številka 5860580000, vpisani v poslovni in sodni register in objavljeni po 1. točki drugega odstavka 7. člena ZSReg na dan 24.03.2017 ob uri 11:36, datum in ura izpisa 24.03.2017 ob uri 11:36

Signature valid

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Date: 2017.03.24 11:36:39 +01:00  
Reason: Podpis e-izpiska PRS  
Location: Ljubljana

## Redni izpis iz sodnega/poslovnega registra

*Pojasnilo: Datumi vpisa posameznega podatka v sodni register so prikazani v zgodovinskem izpisu*

### OSNOVNI PODATKI O SUBJEKTU

Status subjekta	vpisan
Datum vpisa subjekta v sodni register	27.07.1994
Matična številka	5860580000
Ident. št. za DDV in davčna številka	SI 94314527
Vložna številka	10924200
Firma	NOVA KREDITNA BANKA MARIBOR d.d.
Skrajšana firma	NOVA KBM d.d.
Sedež	Maribor
Poslovni naslov	Ulica Vita Kraigherja 4, 2000 Maribor
Pravnoorganizacijska oblika	Delniška družba d.d.
Dodatna oblika	banka ali hranilnica
Osnovni kapital	150.000.000,00 EUR
Število delnic	10.000.000
Vrsta organa nadzora	Nadzorni svet

### DRUŽBENIKI IN POSLOVNI DELEŽI

#### DRUŽBENIKI

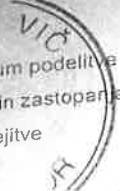
*Ni vpisov*

#### POSLOVNI DELEŽI

*Ni vpisov*

### OSEBE, POOBlašČENE ZA ZASTOPANJE

Zap. št. zastopnika	662879
Vrsta zastopnika	prokurist
Identifikacijska številka	davčna številka - podatek ni javen
Osebnostno ime	SÖZER EMIN
Naslov	ADNAN SAYGUN CD, ETITEK SITESI 46B/ 29 ULUS, 34000 ISTANBUL, TURČIJA
Datum podelitve pooblastila	01.03.2017
Način zastopanja	skupno
Opombe	Zastopa skupaj s še enim članom uprave ali z drugim prokuristom.
Zap. št. zastopnika	597233
Vrsta zastopnika	član uprave
Identifikacijska številka	EMŠO - podatek ni javen
Osebnostno ime	Župec Kranjc Sabina
Naslov	Spodnji Žerjavci 2, 2230 Lenart v Slov. goricah

 Datum podelitve pooblastila	17.11.2014
Način zastopanja	skupno
Omejitve	Zastopa skupaj s predsednikom ali drugim članom uprave.
Zap. št. zastopnika	663857
Vrsta zastopnika	član uprave
Identifikacijska številka	EMŠO - podatek ni javen
Osebno ime	<b>Senica Robert</b>
Naslov	Hrušovje 12, 3225 Planina pri Sevnici
Datum podelitve pooblastila	01.03.2017
Način zastopanja	skupno
Omejitve	Zastopa skupaj s predsednikom uprave ali drugim članom uprave.
Zap. št. zastopnika	663858
Vrsta zastopnika	član uprave
Identifikacijska številka	davčna številka - podatek ni javen
Osebno ime	<b>LOCKE JONATHAN CHARLES</b>
Naslov	PAULAY EDE 20, 10061 BUDIMPEŠTA, MADŽARSKA
Datum podelitve pooblastila	01.01.2017
Način zastopanja	skupno
Omejitve	Zastopa skupaj s predsednikom uprave ali drugim članom uprave.
Zap. št. zastopnika	663859
Vrsta zastopnika	član uprave
Identifikacijska številka	EMŠO - podatek ni javen
Osebno ime	<b>Gröblacher Josef</b>
Naslov	Razlagova ulica 2, 2000 Maribor
Datum podelitve pooblastila	01.01.2017
Način zastopanja	skupno
Omejitve	Zastopa skupaj s predsednikom uprave ali drugim članom uprave.
Zap. št. zastopnika	663856
Vrsta zastopnika	predsednik uprave
Identifikacijska številka	EMŠO - podatek ni javen
Osebno ime	<b>Denhof John Michael</b>
Naslov	Razlagova ulica 2, 2000 Maribor
Datum podelitve pooblastila	01.03.2017
Način zastopanja	skupno
Omejitve	Zastopa skupaj z drugim članom uprave.

## ČLANI ORGANA NADZORA

zap. št. člana	27255
tip člana	ČLAN
identifikacijska številka	davčna številka - podatek ni javen
osebno ime	<b>MONETA ANDREA</b>
Naslov	VIA NOSEDA 5, 6977 LUGANO, ŠVICA
datum izvolitve ali imenovanja	21.04.2016

zap. št. člana	27256
tip člana	ČLAN
identifikacijska številka	davčna številka - podatek ni javen
osebno ime	LÖHR GERNOT WILHELM FRIEDRICH
Naslov	5 HOLYROOD COURT 3-5 GLOUCESTER AVE, NW1 7AE LONDON, ZDRUŽENO KRALJESTVO
datum izvolitve ali imenovanja	21.04.2016
zap. št. člana	27257
tip člana	ČLAN
identifikacijska številka	davčna številka - podatek ni javen
osebno ime	PUFFER MANFRED
Naslov	AM TANNENECK 1, 40667 MEERBUSCH, NEMČIJA
datum izvolitve ali imenovanja	21.04.2016
zap. št. člana	27283
tip člana	PREDSEDNIK
identifikacijska številka	EMŠO - podatek ni javen
osebno ime	Fatur Andrej
Naslov	Hranišniška ulica 9, 1000 Ljubljana
datum izvolitve ali imenovanja	21.04.2016
zap. št. člana	27253
tip člana	ČLAN
identifikacijska številka	davčna številka - podatek ni javen
osebno ime	RABA MICHELE
Naslov	SOVEREIGN COURT, 29 WRIGHTS LANE, W8 5SH LONDON, ZDRUŽENO KRALJESTVO
datum izvolitve ali imenovanja	21.04.2016
zap. št. člana	27254
tip člana	ČLAN
identifikacijska številka	davčna številka - podatek ni javen
osebno ime	SAVELIEV ALEXANDER
Naslov	WESTBURY HOUSE, BUTLERS DENE ROAD, CR3 7HX SURREY, ZDRUŽENO KRALJESTVO
datum izvolitve ali imenovanja	21.04.2016

## SKUPŠČINSKI SKLEPI

datum skupščine	18.12.2013
vsebina sklepa	<p>Više se sklep o zmanjšanju osnovnega kapitala na 0 in povečanju osnovnega kapitala za 150.000.000,00 EUR sprejet s strani Banke Slovenije na podlagi Odločbe o potrditvi povečanja osnovnega kapitala z oznako: 24.20-022/13-010 z dne 18. 12. 2013 v zvezi s povečanjem osnovnega kapitala banke Nove Kreditne banke Maribor d. d. v skladu s sklepom o povečanju osnovnega kapitala banke, kot je določen v Odločbi o izrednih ukrepih z oznako: PBH-24.20-022/13-009 z dne 17. 12. 2013, v imenu banke:</p> <p>1. sprejme spremembe in dopolnitve Statuta Nove Kreditne banke Maribor d. d. tako, da se določila statuta Nove Kreditne banke Maribor d. d. z dne 26. 6. 2013 spremenijo, kot sledi:</p> <p>Besedilo 8. člena se spremeni, tako, da glasi:</p> <p>? Osnovni kapital banke znaša 150.000.000,00 EUR.?</p> <p>V 9. členu se besedilo prvega odstavka spremeni tako, da glasi:</p> <p>?Osnovni kapital banke je razdeljen na 10.000.000 navadnih kosovnih delnic.?</p> <p>Za 3. alineo četrtega odstavka 9. člena se doda nova 4. alineja, ki glasi:</p>

22.873.656 delnic je vplačanih s strani Republike Slovenije s stvarnimi vložki, katerih skupna vrednost znaša 249.999.403,96 EUR, ki jih je banka pridobila od Republike Slovenije in katerih predmet so:

a) 3.000.881 lotov obveznic Republike Slovenije RS62, ki so vpisane v centralni register nematerializiranih vrednostnih papirjev pri KDD z oznako SI0002102570, katerih skupna tržna vrednost po stanju na dan 9. 12. 2013 znaša 124.999.978,46 EUR,

b) 67.138 lotov obveznic Republike Slovenije RS67, ki so vpisane v centralni register nematerializiranih vrednostnih papirjev pri KDD z oznako SI0002103057, katerih skupna tržna vrednost po stanju na dan 9. 12. 2013 znaša 63.999.701,33 EUR in

c) 63.939 lotov obveznic Republike Slovenije RS69, ki so vpisane v centralni register nematerializiranih vrednostnih papirjev pri KDD z oznako SI0002103149, katerih skupna tržna vrednost po stanju na dan 9. 12. 2013 znaša 60.999.724,17 EUR.?

datum skupščine 10.06.2013

vsebina sklepa

Vpiše se sklep skupščine o povečanju osnovnega kapitala družbe, potrjen v notarskem zapisniku, opr. št. SV 732/2013 z dne 10.06.2013 z naslednjo vsebino:

Osnovni kapital Nove KBM d.d., ki na dan sprejema tega sklepa znaša 140.814.313,08 EUR in je razdeljen na 137.645.135 navadnih imenskih kosovnih delnic, ki so prosto prenosljive (obstoječe delnice), se poveča s stvarnim vložkom, t.j. terjatvijo Republike Slovenije do Nove KBM d.d. iz naslova obresti na hibridno posojilo na podlagi Pogodbe o hibridnem posojilu v višini 100 mio EUR sklenjene med Republiko Slovenijo in Novo KBM d.d. dne 31.12.2012, v višini 2.410.959,00 EUR in z izdajo 185.458.385 novih delnic Nove KBM d.d. (nove delnice). Izdajo se nove delnice s sledečimi sestavinami:

- Izdajatelj: Nova Kreditna banka Maribor d.d., 2000 Maribor, Ulica Vita Kraigherja 4, matična št. 5860580  
- Oznaka in oblika: navadne, kosovne, nematerializirane, prosto prenosljive imenske delnice, ISIN koda SI0021104052, oznaka KBMR

- Razred: delnice tvorijo z že izdanimi navadnimi imenskimi delnicami isti razred

- Pravice iz delnic: Delnice dajejo enako kot ostale navadne imenske delnice imetnikom (1) pravico do udeležbe pri upravljanju družbe (glasovalno pravico), (2) pravico do udeležbe pri dobičku, (3) pravico do sorazmernega dela preostalega dela premoženja po likvidaciji ali stečaju banke

- Pripadajoči znesek ene delnice: 0,44328 EUR

- Emisijski znesek ene delnice: 0,013 EUR

- Skupni emisijski znesek izdanih delnic: 2.410.959,00 EUR

- Datum izdaje: datum vpisa delnic v centralni register

- Rok za vpis in vplačilo delnic: 7 dni po vpisu sklepa v sodni register

- Vpis novih delnic postane nezavezujoč dne 15.07.2013, če do tedaj ni vpisano povečanje osnovnega kapitala v sodni register.

Za stvarni vložek se zagotovi 185.458.385 novih navadnih delnic. Prednostna pravica delničarjev družbe na dan sprejema tega sklepa do vpisa novih delnic se izključuje.

Delnice se vplačajo s stvarnim vložkom. Predmet stvarnega vložka je terjatev Republike Slovenije (matična številka 5854814) iz naslova obresti v višini 2.410.959,00 EUR po Pogodbi o hibridnem posojilu v višini 100 mio EUR, sklenjeni med Republiko Slovenijo, kot posojilodajalko, in Novo KBM d.d., kot posojilodajalko, dne 31.12.2012. Za omenjeni stvarni vložek upnik pridobi 185.458.385 novih delnic.

Skupščina pooblašča nadzorni svet Nove KBM d.d., za sprejem sprememb in dopolnitev statuta Nove KBM d.d., zaradi uskladitve njegovega besedila z izvedenim povečanjem osnovnega kapitala družbe s stvarnim vložkom.

datum skupščine 10.06.2013

vsebina sklepa

Vpiše se pooblastilo upravi za povečanje osnovnega kapitala (odobreni kapital), na podlagi sklepa skupščine, potrjenega v notarskem zapisniku, opr. št. SV 732/2013 z dne 10.06.2013 z naslednjo vsebino:

Uprava banke je pooblaščenca, da v obdobju petih let od vpisa spremembe statuta banke, sprejete na 24. seji skupščine banke dne 10.06.2013, v sodni register, s soglasjem nadzornega sveta banke in brez dodatnega sklepa skupščine banke, osnovni kapital banke enkrat poveča za skupaj največ 400.000.000,00 EUR z izdajo ustreznega števila novih delnic za denarne ali stvarne vložke (odobreni kapital). Nove delnice se izdajo s pravicami, pod pogojem in na način, kot so določeni v sklepu uprave banke o povečanju osnovnega kapitala in izdaji novih delnic, pri čemer se nove delnice lahko izdajo izključno samo za zagotovitev kapitalske ustreznosti banke pod pogoji, ki jih določi domači ali tuji regulator (Banka Slovenije ali European Banking Authority) ali Evropska komisija. Uprava banke lahko izključno prednostno pravico obstoječih delničarjev do novih delnic v primeru, da nove delnice vpiše Republika Slovenija ali z njo povezane osebe, če s tem soglašata nadzorni svet banke

datum skupščine 11.12.2012

vsebina sklepa

Vpiše se sklep skupščine:

Uprava banke je pooblaščenca, da v roku petih let od vpisa spremembe statuta, sprejete na skupščini banke 11.12.2012, v sodni register, s soglasjem nadzornega sveta banke in brez dodatnega sklepa skupščine banke, osnovni kapital banke enkrat ali večkrat poveča za največ 100.000.000,00 EUR (odobreni kapital). Za znesek iz naslova odobrenega kapitala povečanega osnovnega kapitala se lahko izda skupno največ 200.000.000 novih navadnih delnic po emisijski vrednosti, ki je enaka povprečni tržni vrednosti delnice v zadnjih 30 dneh trgovanja na Ljubljanski borzi, pred sklepom o izdaji novih delnic, zmanjšani za 25 % diskont. Nove delnice se izdajo s

pravicami, pod pogojem in na način, kot so določeni v sklepu uprave banke o povečanju osnovnega kapitala in izdaji novih delnic, pri čemer se razume, da se nove delnice lahko izdajo izključno za zagotovitev zamenjave dolžniških instrumentov, ki jih izda Nova KBM d.d. v decembru 2012, ali hibridnega posojila v znesku največ 100.000.000 EUR, ki ga pridobi Nova KBM d.d. v decembru 2012 (stvarni vložek v smislu določb zakona, ki ureja gospodarske družbe), v delnice. Uprava banke lahko izključi prednostno pravico obstoječih delničarjev do novih delnic, če s tem soglašata nadzorni svet banke. Če so podani zakonski pogoji za izdajo stvarnih vložkov brez revizije, revizorju ni treba pregledati izdaje delnic za stvarne vloške, izdane skladno s tem členom statuta.

datum skupščine 08.06.2012

vsebina sklepa Vpiše se sklep skupščine:  
Uprava banke je pooblaščenca, da v obdobju petih let po vpisu sprememb in dopolnitev statuta v sodni register, sprejetih na seji skupščine banke dne 08.06.2012, s soglasjem nadzornega sveta in brez dodatnega sklepa skupščine, poveča osnovni kapital banke za največ 20.407.156,00 EUR, z izdajo novih delnic za denarne vloške. Nove delnice se izdajo s pravicami, pod pogoji in na način, ki je določen v sklepu uprave banke o povečanju osnovnega kapitala.

datum skupščine 08.07.2009

vsebina sklepa Vpiše se sklep skupščine:  
Uprava banke je poleg že podeljenega pooblastila upravi banke za povečanje osnovnega kapitala iz prvega odstavka tega člena pooblaščenca, da v obdobju petih let po vpisu sprememb in dopolnitev tega statuta v sodni register, sprejetih na seji skupščine banke dne 08.07.2009 in ob soglasju nadzornega sveta, poveča osnovni kapital banke za največ 10.500.109,03 EUR z izdajo novih delnic za denarne ali stvarne vloške. Za stvarne vloške se nove delnice izdajo le na podlagi Zakona o spremembi in dopolnitvah Zakona o javnih financah (ZJF-D). Revizorju ni potrebno pregledati izdaje delnic za stvarne vloške.

datum skupščine 08.07.2008

vsebina sklepa Vpiše se sklep skupščine:  
Uprava banke je pooblaščenca, da v obdobju petih letih po vpisu sprememb in dopolnitev statuta, sprejetih na seji skupščine banke dne 08.07.2008, v sodni register s soglasjem nadzornega sveta in brez dodatnega sklepa skupščine enkrat ali večkrat poveča osnovni kapital banke za največ 5.946.419,61 EUR z izdajo novih delnic za vloške. Nove delnice se izdajo s pravicami, pod pogoji in na način, ki je določen v sklepu uprave banke o povečanju kapitala.

## RAZNO

vsebina vpisa Vpiše se pripojitev po pogodbi o pripojitvi, potrjeni v notarskem zapisu notarke Ines Bukovič iz Maribora, opr. št. SV 1606/2016 z dne 28.10.2016, na podlagi katere se k družbi kot prevzemni družbi pripoji prevzeta družba KBS BANKA D.D., Zagrebška cesta 76, 2000 Maribor, matična številka 5706491000, ki zaradi izvedbe pripojitve preneha.

vsebina vpisa Vpiše se pripojitev po Pogodbi o pripojitvi z dne 29.03.2016, potrjeni v notarskem zapisu notarke Ines Bukovič iz Maribora, opr. št. SV 437/2016, na podlagi katere se k družbi kot prevzemni družbi pripoji prevzeta družba POŠTNA BANKA SLOVENIJE, d.d. - bančna skupina Nove Kreditne banke Maribor d.d., s skrajšano firmo PB SLOVENIJE, d.d. - bančna skupina Nove KBM d.d., s poslovnim naslovom Ulica Vita Kraigherja 5, 2000 Maribor, matična številka 5620112000, ki zaradi izvedbe pripojitve preneha.

vsebina vpisa Na podlagi odstopnih izjav in sklepa skupščine z dne 21.04.2016, potrjenega v notarskem zapisniku notarke Ines Bukovič iz Maribora, opr. št. SV 612/2016 je dosedanji član nadzornega sveta Kukovica Petru, Samec Niku, Kavčič Petru, Glavič Mihi in Fatur Andreju prenehalo članstvo dne 21.04.2016 ob 15:11 uri, od takrat dalje začne teči mandat novim članom nadzornega sveta in sicer: Michele Rabà, Alexander Saveliev, Andrea Moneta, Gernot Wilhelm Friedrich Löhr, Manfred Puffer, Andrej Fatur.

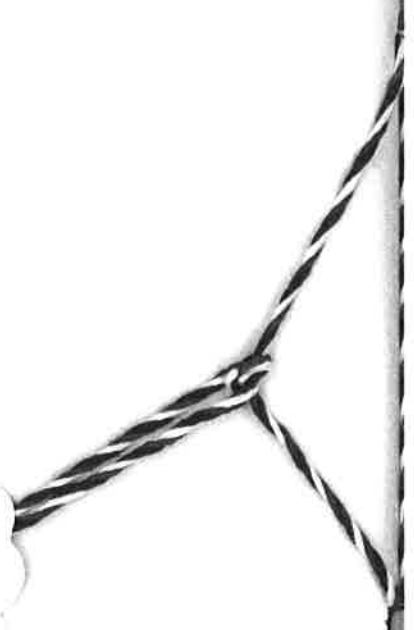
vsebina vpisa Edini delničar družbe je: Biser Bidco S.à r.l., s poslovnim naslovom 5 rue Guillaume Kroll, L-1882 Luksemburg, vpisan v Trgovinski register Luksemburg z registrsko številko B 197853.

Podatki o subjektu NOVA KREDITNA BANKA MARIBOR d.d., matična številka 5860580000, vpisani v poslovni in sodni register in objavljeni po 1. točki drugega odstavka 7. člena ZSReg na dan 24.03.2017 ob uri 11:36, datum in ura izpisa 24.03.2017 ob uri 11:36

## SPREMEMBA DRUŽBENE POGODBE / STATUTA

Datum vpisa spremembe v sodni register	16.06.2016
Datum sklepa o spremembi	15.06.2016





/Round stamp/

/INES BUKOVIČ  
NOTARY PUBLIC  
MARIBOR/

Details of the entity: NOVA KREDITNA BANKA MARIBOR d.d., Registration Number: 5860580000, registered in the Business Register and published according to section 1, paragraph 2 of Article 7 of the Court Register Act on 24 March 2017 at 11:36,  
date and time of the extract: 24 March 2017 at 11:36

## Regular Extract from the Business Register

Clarification: The dates of entry of individual data in the Business Register are included in the historical extract.

### BASIC INFORMATION ABOUT THE ENTITY

Entity status:	Registered
Business Register entry date:	27 July 1994
Registration number:	5860580000
VAT ID number:	SI 94314527
Entry number:	10924200
Full company name:	NOVA KREDITNA BANKA MARIBOR d.d.
Abbreviated company name:	NOVA KBM d.d.
Registered head office:	Maribor
Business address:	Ulica Vita Kraigherja 4, 2000 Maribor
Legal form:	Joint stock company (d.d.)
Additional form:	Bank or savings bank
Share capital:	EUR 150,000,000.00
Number of shares:	10,000,000
Type of supervisory body:	Supervisory Board

### SHAREHOLDERS AND SHAREHOLDINGS

#### SHAREHOLDERS

No entries

#### SHAREHOLDINGS

No entries





**RISED REPRESENTATIVES**

Representative No.:	662879
Type of representative:	Procurator
ID number:	Tax number – data not publicly accessible
Personal name:	<b>SÖZER EMIN</b>
Address:	ADNAN SAYGUN CD. ETITEK SITESI 46B/ 29 ULUS, 34000 ISTANBUL, TURKEY
Date of appointment:	1 March 2017
Manner of representation:	Joint representation
Restrictions:	Represents jointly with another member of the Management Board or with another procurator.
Representative No.:	597233
Type of representative:	Member of the Management Board
ID number:	Unique personal identification number – data not publicly accessible
Personal name:	<b>Zupec Kranjc Sabina</b>
Address:	Spodnji Žerjavci 2, 2230 Lenart v Slov. Goricah
Date of appointment:	17 November 2014
Manner of representation:	Joint representation
Restrictions:	Represents jointly with the President of the Management Board or another member of the Management Board.
Representative No.:	663857
Type of representative:	Member of the Management Board
ID number:	Unique personal identification number – data not publicly accessible
Personal name:	<b>Senica Robert</b>
Address:	Hrušovje 12, 3225 Planina pri Sevnici
Date of appointment:	1 March 2017
Manner of representation:	Joint representation
Restrictions:	Represents jointly with the President of the Management Board or another member of the Management Board.
Representative No.:	663858
Type of representative:	Member of the Management Board
ID number:	Tax number – data not publicly accessible
Personal name:	<b>LOCKE JONATHAN CHARLES</b>
Address:	PAULAY EDE 20, 10061 BUDAPEST, HUNGARY
Date of appointment:	1 January 2017
Manner of representation:	Joint representation
Restrictions:	Represents jointly with the President of the Management Board or with another member of the Management Board.
Representative No.:	663859
Type of representative:	Member of the Management Board
ID number:	Unique personal identification number – data not publicly accessible
Personal name:	<b>Gröblacher Josef</b>
Address:	Razlagova ulica 2, 2000 Maribor
Date of appointment:	1 January 2017
Manner of representation:	Joint representation
Restrictions:	Represents jointly with the President of the Management Board or with another member of the Management Board.
Representative No.:	663856
Type of representative:	President of the Management Board
ID number:	Unique personal identification number – data not publicly accessible
Personal name:	<b>Denhof John Michael</b>
Address:	Razlagova ulica 2, 2000 Maribor
Date of appointment:	1 March 2017
Manner of representation:	Joint representation



Represents jointly with another member of the Management Board.

MEMBERS OF THE SUPERVISORY BODY

Member No:  
Member type:  
ID number:  
Personal name:  
Address:  
Date of election or appointment:

27255  
MEMBER  
Tax number – data not publicly accessible  
**MONETA ANDREA**  
VIA NOSEDA 5, 6977 LUGANO, SWITZERLAND  
21 April 2016

Member No:  
Member type:  
ID number:  
Personal name:  
Address:  
Date of election or appointment:

27256  
MEMBER  
Tax number – data not publicly accessible  
**LÖHR GERNOT WILHELM FRIEDRICH**  
5 HOLYROOD COURT 3-5 GLOUCESTER AVE, NW1 7AE  
LONDON, UNITED KINGDOM  
21 April 2016

Member No:  
Member type:  
ID number:  
Personal name:  
Address:  
Date of election or appointment:

27257  
MEMBER  
Tax number – data not publicly accessible  
**PUFFER MANFRED**  
AM TANNENECK 1, 40667 MEERBUSCH, GERMANY  
21 April 2016

Member No:  
Member type:  
ID number:  
Personal name:  
Address:  
Date of election or appointment:

27283  
CHAIRMAN  
Unique personal identification number – data not publicly accessible  
**Fatur Andrej**  
Hranilniška ulica 9, 1000 Ljubljana  
21 April 2016

Member No:  
Member type:  
ID number:  
Personal name:  
Address:  
Date of election or appointment:

27253  
MEMBER  
Tax number – data not publicly accessible  
**RABA MICHELE**  
SOVEREIGN COURT, 29 WRIGHTS LANE, W8 5SH LONDON, UNITED  
KINGDOM  
21 April 2016

Member No:  
Member type:  
ID number:  
Personal name:  
Address:

27254  
MEMBER  
Tax number – data not publicly accessible  
**SAVELIEV ALEXANDER**  
WESTBURY HOUSE, BUTLERS DENE ROAD, CR3 7HX SURREY, UNITED  
KINGDOM  
21 April 2016

Date of election or appointment:

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING

Date of the Annual General Meeting:  
Content of the resolution:

18 December 2013  
The resolution is hereby entered on decreasing the share capital to 0 and increasing the share capital by EUR 150,000,000.00, which was adopted by the Bank of Slovenia based on the Decision on confirming the share capital increase, Ref. No. 24.20-022/13-010 dated 18 December 2013, with respect to the share capital increase of Nova Kreditna banka Maribor d.d., in accordance with the resolution on increasing the Bank's share capital as set forth in the Decision on extraordinary measures, Ref. No. PBH-24.20-022/13-009 dated 17 December 2013, on behalf of the Bank:

1. It shall adopt the amendments to the Articles of Association of Nova Kreditna banka Maribor d.d. by amending the provisions of the Articles of Association of Nova Kreditna banka Maribor d.d. dated 26 June 2013 as follows:



The text of Article 8 shall be changed to read as follows:

? The Bank's share capital is EUR 150,000,000.00.?

Paragraph 1 of Article 9 shall be changed to read as follows:

?The Bank's share capital is divided into 10,000,000 ordinary no-par value shares.?

A new indent 4 shall be added after indent 3 of paragraph 4 of Article 9 to read as follows:

?2,873,556 shares were paid in by the Republic of Slovenia through the in-kind contributions totalling EUR 249,999,403.96, acquired by the Bank from the Republic of Slovenia and consisting of:

- a) 3,000,881 lots of RS62 bonds of the Republic of Slovenia recorded in the Central Register of Book-Entry Securities held at the Central Securities Clearing Corporation (KDD) under the designation SI0002102570 in the total market value of EUR 124,999,978.46 as at 9 December 2013,
- b) 67,138 lots of RS67 bonds of the Republic of Slovenia recorded in the Central Register of Book-Entry Securities held at the Central Securities Clearing Corporation (KDD) under the designation SI0002103057 in the total market value of EUR 63,999,701.33 as at 9 December 2013, and
- c) 63,939 lots of RS69 bonds of the Republic of Slovenia recorded in the Central Register of Book-Entry Securities held at the Central Securities Clearing Corporation (KDD) under the designation SI0002103149 in the total market value of EUR 60,999,724.17 as at 9 December 2013.?

Date of the Annual General Meeting:  
Content of the resolution:

10 June 2013

The resolution on increasing the share capital of the company approved in the notary's minutes, Ref. No. SV 732/2013 dated 10 June 2013, is hereby entered as follows:

The share capital of Nova KBM d.d., totalling EUR 140,814,313.08 at the date of the adoption of this resolution and divided into 137,645,135 ordinary registered no-par value and freely transferable shares (the existing shares), shall be increased through in-kind contribution, i.e. a claim of the Republic of Slovenia against Nova KBM d.d. related to the interest on the hybrid loan under the Hybrid Loan Agreement in the amount of EUR 100 million, concluded between the Republic of Slovenia and Nova KBM d.d. on 31 December 2012, totalling EUR 2,410,959.00 and by issuing 185,458,385 new Nova KBM d.d. shares (new shares).

New shares shall be issued having the following components:

- Issuer: Nova Kreditna banka Maribor d.d., 2000 Maribor, Ulica Vita Kraigherja 4, Registration No. 5860580
  - Designation and form: ordinary, no-par value, book entry, freely transferable registered shares, ISIN code SI0021104052, ticker symbol KBMR.
  - Class: The shares are classified in the same class together with the ordinary registered shares already issued.
  - The rights arising from shares: Like other ordinary registered shares, these shares grant their holders (1) a right to participate in the company management (a voting right), (2) a profit participation right, (3) a right to a proportionate share of the remaining assets following the bank's winding-up or bankruptcy.
  - Price per share: EUR 0.44328
  - Issue price of share: EUR 0.013
  - Total amount of issued shares: EUR 2,410,959.00
  - Date of issue: The subscription date of the shares in the Central Register
  - Deadline for subscription and payment of shares: Within 7 days after the entry of the resolution in the Companies Register
  - On 15 July 2013, the subscription of new shares will become non-binding if by that time the increased share capital is not recorded in the Companies Register.
- A total of 185,458,385 new ordinary shares shall be provided for an in-kind contribution.

The pre-emptive right of shareholders shall be excluded on the day of adoption of this resolution until the subscription of new shares.

The shares shall be paid through an in-kind contribution. The object of the in-kind contribution is the claim of the Republic of Slovenia (registration no. 5854814) concerning the interest in the amount of EUR 2,410,959.00 under the Hybrid Loan Agreement of EUR 100 million, concluded on 31 December 2012 between the Republic of Slovenia as the Creditor and Nova KBM d.d. as the Borrower. The Creditor shall acquire 185,458,385 new shares for the above in-kind contribution. The Annual General Meeting authorises the Supervisory Board of Nova KBM d.d. to adopt the amendments to the Articles of Association of Nova KBM d.d. in order to



update the text of the Articles of Association following the share capital increase through the in-kind contribution.

Date of the Annual General Meeting:  
Content of the resolution:

10 June 2013

The authorisation to increase the share capital (authorised capital) on the basis of the Annual General Meeting's resolution approved in the notary's minutes, Ref. No SV 732/2013 of 10 June 2013 shall be entered to read as follows:

The Bank's Management Board is authorised to increase the Bank's share capital once by a maximum total amount of EUR 400,000,000.00 through the issue of an appropriate number of new shares for cash or in-kind contributions (authorised capital) in the period of five years following the entry of the amendment to the Bank's Articles of Association, adopted at the 24<sup>th</sup> Annual General Meeting on 10 June 2013, in the Companies Register, with the consent of the Supervisory Board and without an additional resolution of the Bank's Annual General Meeting. The new shares shall be issued with the rights, under the condition and in the manner as set forth in the Management Board's resolution on increasing the share capital and issuing new shares; the new shares may be issued only for the purpose of ensuring the capital adequacy of the Bank under the conditions determined by the national or foreign regulator (the Bank of Slovenia or the European Banking Authority) or by the European Commission. The Bank's Management Board may exclude the pre-emptive right of the existing shareholders to new shares in the event that the new shares are subscribed by the Republic of Slovenia or any related entities provided that this is approved by the Bank's Supervisory Board.

Date of the Annual General Meeting:  
Content of the resolution:

11 December 2012

The following resolution of the Annual General Meeting shall be entered:

The Bank's Management Board is authorised to increase once or several times the Bank's share capital by a maximum amount of EUR 100,000,000.00 (authorised capital) within five years of entering the amendment to the Bank's Articles of Association, adopted at the Bank's Annual General Meeting on 11 December 2012, in the Companies Register, with the consent of the Supervisory Board and without an additional resolution of the Bank's Annual General Meeting. A maximum of 200,000,000 new ordinary shares at the issue value, equalling the average share market value in the last 30 days of trading at the Ljubljana Stock Exchange prior to the adoption of the resolution on issuing the new shares, reduced by a 25% discount, may be issued for the amount of the approved capital of the increased share capital. The new shares shall be issued with the rights, under the conditions and in the manner as set forth in the Management Board's resolution on increasing the share capital and issuing new shares, whereby it is understood that the new shares may be issued only to ensure the replacement of the hybrid debt instruments issued by Nova KBM d.d. in December 2012 or the hybrid loan in the maximum amount of EUR 100,000,000 raised by Nova KBM d.d. in December 2012 (an in-kind contribution within the meaning of the provisions of the law regulating the companies) into shares. The Bank's Management Board may exclude the pre-emptive right of the existing shareholders to the new shares if the Bank's Supervisory Board so agrees. If legal conditions exist for the issue of shares for an in-kind contribution without an audit, the auditor is not required to review the issue of shares for non-cash contributions issued in accordance with this Article of the Articles of Association.

Date of the Annual General Meeting:  
Content of the resolution:

8 June 2012

The following resolution of the Annual General Meeting shall be entered:

The Bank's Management Board is authorised to increase the Bank's share capital by a maximum of EUR 20,407,156.00 by issuing new shares for cash contributions in the period of five years of the entry in the Companies Register of the amendment to the Bank's Articles of Association, adopted at the Bank's Annual General Meeting on 8 June 2012, with the consent of the Supervisory Board and without an additional resolution of the Bank's Annual General Meeting. The new shares shall be issued with the rights, under the conditions and in the manner as set forth in the Management Board's resolution on increasing the share capital.

Date of the Annual General Meeting:



of the resolution:

8 July 2009

The following resolution of the Annual General Meeting shall be entered:

In addition to the authorisation already granted to the Bank's Management Board to increase the share capital under the first paragraph of this Article 7, the Bank's Management Board is authorised to increase the Bank's share capital by a maximum of EUR 10,500,109.03 by issuing new shares for cash or in-kind contributions in the period of five years of entering in the Companies Register of the amendments to the Bank's Articles of Association, adopted at the Bank's Annual General Meeting on 8 July 2009, with the consent of the Supervisory Board. The new shares for in-kind contributions may only be issued pursuant to the Act Amending the Public Finance Act (ZJF-D). The auditor is not required to review the issue of shares for the in-kind contributions.

Date of the Annual General Meeting:

8 July 2008

Content of the resolution:

The following resolution of the Annual General Meeting shall be entered:  
The Bank's Management Board is authorised to increase once or several times the Bank's share capital by a maximum of EUR 5,946,419.61 by issuing new shares for the contributions in the period of five years of the entry in the Companies Register of the amendments to the Bank's Articles of Association, adopted at the Bank's Annual General Meeting on 8 July 2008, with the consent of the Supervisory Board and without an additional resolution of the Bank's Annual General Meeting. The new shares shall be issued with the rights, under the conditions and in the manner as set forth in the Management Board's resolution on increasing the capital.

## MISCELLANEOUS

Subject matter of the of entry:

The merger shall be entered according to the Merger Agreement, confirmed in the notarial protocol written by Ines Bukovič, Notary Public from Maribor, Ref. No. SV 1606/2016, of 28 October 2016, on the basis of which the acquired company, KBS BANKA D.D., Zagrebška cesta 76, 2000 Maribor, Reg. No. 5706491000, merges with the Company, as the acquiring company, and the acquired company ceases to exist as a result of the merger.

Subject matter of the of entry:

The merger shall be entered according to the Merger Agreement of 29 March 2016, confirmed in the notarial protocol written by Ines Bukovič, Notary Public from Maribor, Ref. No. SV 437/2016, on the basis of which the acquired company, POŠTNA BANKA SLOVENIJE, d.d. – bančna skupina Nove Kreditne banke Maribor d.d., abbreviated name PB SLOVENIJE, d.d. – bančna skupina Nove KBM d.d., with its business address at Ulica Vita Kraigherja 5, 2000 Maribor, Reg. No. 5620112000, merges with the Company, as the acquiring company, and the acquired company ceases to exist as a result of the merger.

Subject matter of the entry:

On the basis of the resignation letters and the decision taken at the Annual General Meeting held on 21 April 2016, confirmed in the notarial protocol written by Ines Bukovič, Notary Public from Maribor, Ref. No. SV 612/2016, the membership of current members of the Supervisory Board, i.e. Kukovica Peter, Samec Niko, Kavčič Peter, Glavič Miha and Fatur Andrej ceased on 21 April 2016 at 15:11, when the mandate of new members of the Supervisory Board began, namely: Michele Rabá, Alexander Saveliev, Andrea Moneta, Gernot Wilhelm Friedrich Löhr, Manfred Puffer, Andrej Fatur.

Subject matter of the entry:

The sole shareholder of the Company is: Biser Bidco S.a.r.l., with its business address at 5 rue Guillaume Kroll, L-1882 Luxembourg, registered in the Trade and Companies Register of Luxembourg, under the registration number B 197853.



AMENDMENT TO THE MEMORANDUM/ARTICLES OF ASSOCIATION

Date of entry of the amendment in the Business Register: 16 June 2016  
Date of the resolution on the amendment: 15 June 2016

*/Round stamp/*

INES BUKOVIC  
NOTARY PUBLIC  
MARIBOR  
*/signature/*



Podpisana mag. Aleksandra Hribar-Košir, prof. angleškega in nemškega jezika, z odločbo Ministrstva za pravosodje Republike Slovenije z dne 18.10.1995, št. 756-22/92-17, imenovana za stalnega zapriseženega sodnega tolmača za angleški in nemški jezik, izjavljam, da se ta prevod v celoti ujema z izvirnikom, ki je sestavljen v slovenskem jeziku.

Celje, 2 april 2017

Mag. Aleksandra Hribar-Košir



I, Aleksandra Hribar-Košir, M.A., the undersigned permanent sworn Court Interpreter for English and German, appointed by the Ministry of Justice of the Republic of Slovenia (Decree No. 756-22/92-17), DO HEREBY CERTIFY that the above is a full and true translation of the Slovenian original documents.

Celje, this 2nd Day of April 2017

Aleksandra Hribar-Košir M.A.



