

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 13 March 2018 at 15:06, date and time of the extract: 13 March 2018 at 15:09

**AJPES**

*Agency of the Republic of Slovenia for  
Public Legal Records and Related Services*

[Round stamp]  
**INES BUKOVIČ,**  
**NOTARY PUBLIC, MARIBOR**

**Signature valid**

*Digitally signed by Slovenian Business Register  
Date: 13 March 2018 15:09:50 +01:00  
Reason: Signature of E-extract from the SBR  
Location: Ljubljana*

## **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*

## AUTHORISED REPRESENTATIVES

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Representative No.:	674818
Type of representative:	Procurator
ID number:	Unique personal identification number – data not publicly accessible
Personal name:	<b>Zupančič Rok</b>
Address:	Lavrica, Ogrinova ulica 31, 1291 Škofljica
Date of appointment:	1 September 2017
Manner of representation:	Joint representation
Restrictions:	Represents jointly with another member of the Management Board or another procurator.

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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.

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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.

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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.

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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.

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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
Restrictions:	Represents jointly with another member of the Management Board.

## MEMBERS OF THE SUPERVISORY BODY

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Member No.:	29810
Member type:	MEMBER
ID number:	Tax number – data not publicly accessible
Personal name:	<b>KLESYK ANDRZEJ PIOTR</b>
Address:	SZCZESLIWA 13, 20-534 LUBLIN, POLAND
Date of election or appointment:	1 September 2017

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Member No.:	27253
Member type:	MEMBER
ID number:	Tax number – data not publicly accessible
Personal name:	<b>RABA MICHELE</b>
Address:	FLAT 20 ABINGDON COURT ABINGDON VILLAS, W8 6BS LONDON, UNITED KINGDOM
Date of election or appointment:	21 April 2016

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Member No.:	27254
Member type:	MEMBER
ID number:	Tax number – data not publicly accessible
Personal name:	<b>SAVELIEV ALEXANDER</b>
Address:	WESTBURY HOUSE, BUTLERS DENE ROAD, CR3 7HX SURREY, UNITED KINGDOM
Date of election or appointment:	21 April 2016

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Member No.:	27255
Member type:	MEMBER
ID number:	Tax number – data not publicly accessible
Personal name:	<b>MONETA ANDREA</b>
Address:	VIA NOSEDA 5, 6977 LUGANO, SWITZERLAND
Date of election or appointment:	21 April 2016

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Member No.:	27256
Member type:	MEMBER
ID number:	Tax number – data not publicly accessible
Personal name:	<b>LÖHR GERNOT WILHELM FRIEDRICH</b>
Address:	5 HOLYROOD COURT 3-5 GLOUCESTER AVE, NW1 7AE LONDON, UNITED KINGDOM
Date of election or appointment:	21 April 2016

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Member No.:	27257
Member type:	MEMBER
ID number:	Tax number – data not publicly accessible
Personal name:	<b>PUFFER MANFRED</b>
Address:	AM TANNENECK 1, 40667 MEERBUSCH, GERMANY
Date of election or appointment:	21 April 2016

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Member No.:	27283
Member type:	CHAIRMAN
ID number:	Unique personal identification number – data not publicly accessible
Personal name:	<b>Fatur Andrej</b>
Address:	Hranilniška ulica 9, 1000 Ljubljana
Date of election or appointment:	21 April 2016

## RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING

Date of the Annual General Meeting	18 December 2013
Content of the resolution	<p>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:</p> <p>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:</p> <p>The text of Article 8 shall be changed to read as follows: ? The Bank's share capital is EUR 150,000,000.00.?</p> <p>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.?</p> <p>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:</p> <p>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,</p> <p>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</p> <p>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.?</p>
Date of the Annual General Meeting	10 June 2013
Content of the resolution	<p>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:</p> <ul style="list-style-type: none"><li>- Issuer: Nova Kreditna banka Maribor d.d., 2000 Maribor, Ulica Vita Kraigherja 4, Registration No. 5860580</li><li>- Designation and form: ordinary, no-par value, book entry, freely transferable registered shares, ISIN code SI0021104052, ticker symbol KBMR.</li><li>- Class: The shares are classified in the same class together with the ordinary registered shares already issued.</li><li>-The rights arising from shares: Like other ordinary registered shares, these</li></ul>

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

11 December 2012

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 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 8 June 2012

Content of the resolution 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 8 July 2009

Content of the resolution 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 2, 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, shall be merged 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, shall be merged 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: 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 the 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 term of office of new members of the Supervisory Board started: Michele Rabá, Alexander Saveliev, Andrea Moneta, Gernot Wilhelm Friedrich Löhr, Manfred Puffer, Andrej Fatur.
- Subject matter of the of entry: The sole shareholder of the Company is: Biser Bidco S.à.r.l., with 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 BUKOVIČ*  
*NOTARY PUBLIC*  
*MARIBOR*

[signed]  
*Deputy notary public*  
*Vida Lorber*