



## INFORMATION FOR SHAREHOLDERS

**Pursuant to Article 296 of the Companies Act (ZGD-1), Nova KBM d.d. hereby publishes the following information for shareholders concerning their rights at the Shareholders' Meeting which will be held on 22 July 2011 at 11:00 a.m.**

Shareholders who jointly hold at least one-twentieth of the Bank's share capital may request within seven days from the publication of the call of the Shareholders' Meeting additional items to be put on the agenda. They shall enclose to the request a written proposal for the resolution on which the Shareholders' Meeting is to reach a decision, or, if the Shareholders' Meeting does not pass a decision on a particular item of the agenda, explanation of the agenda item. Pursuant to the third paragraph of Article 298 of the Companies Act (ZGD-1), the Bank's Management Board will publish those additional agenda items for which shareholders will send a request to the Bank no later than seven days after the call of the Shareholders' Meeting.

Shareholders may send requests to the Bank for additional agenda items via e-mail to the e-mail address [delnicar@nkbm.si](mailto:delnicar@nkbm.si) or by telefax to the number +386 2 229 2014.

The Management Board shall immediately after expiration of the above stated period publish additional agenda items to be discussed at the Shareholders' Meeting. An additional agenda item can be discussed at the Shareholders' Meeting only if it is published no later than 14 days prior to the day of the Shareholders' Meeting, otherwise it shall be discussed at the first subsequent Shareholders' Meeting.

Shareholders may give in written form proposals for resolutions and voting proposals for each agenda item. The Bank's Management Board will publish in the same way as this call of the Shareholders' Meeting those well-founded proposals of shareholders that will be sent to the Bank within seven days after publication of this call of the Shareholders' Meeting and for which the shareholder-proposer will give a notification that he/she will challenge the proposal of the Management or Supervisory Board at the Shareholders' Meeting and that he/she will try to convince other shareholders to vote in favour of his/her proposal. Pursuant to Article 301 of the Companies Act (ZGD-1), the shareholder is not obliged to justify a voting proposal. Shareholders may send to the Bank proposals for resolutions and voting proposals also via e-mail to the e-mail address [delnicar@nkbm.si](mailto:delnicar@nkbm.si) or by telefax to the number +386 2 229 2014.

Requests for additional agenda items as well as proposal for resolutions and voting proposals that are communicated to the Bank via e-mail shall be sent in a scanned format as attachment and shall have a hand-written signature of the natural person or, in case of legal entities, a hand-written signature of the legal representative and a stamp or a seal of the legal entity where this is used. The Bank has the right to verify the identity of the shareholder or principal, including the authenticity of his/her signature, who sends a request or proposal via e-mail.

The Management Board does not need to publish the proposal and the reasoning of a shareholder, if:

- publishing the proposal would constitute a criminal offence or an economic infringement;
- the proposal may give rise to a resolution of the Shareholders' Meeting that would be against the law or the Articles of Association;
- the reasoning for a proposal contains in essential points apparently false or misleading information or insults;
- the proposal of a shareholder containing the same content has already been communicated to the Shareholders' Meeting;
- during the last five years, the same proposal of a shareholder with essentially the same reasoning has been submitted to at least two Shareholders' Meetings, and if less than one-twentieth of the capital represented at the Shareholders' Meeting voted in favour of such a proposal;
- the shareholder makes it known that he/she will not attend the Shareholders' Meeting and has not made arrangements to be represented; or
- during the last two years, the shareholder has not raised his/her proposal or has not requested the proposal to be raised at the Shareholders' Meeting.

The reasoning for a proposal does not need to be published if it contains more than 3,000 characters.

The Management Board may publish only a summary of those proposals and the reasoning for proposals for which more shareholders have submitted identical requests.

Proposals of shareholders that are not sent to the Bank within the period of seven days, but are submitted directly at the Shareholders' Meeting, are discussed at the Shareholders' Meeting.

At the Shareholders' Meeting, the Management Board shall furnish the shareholders with reliable information about the Bank's affairs when this is necessary for assessing agenda items. If the same question is raised by more than one shareholder, the Management Board may provide information in one single reply. The shareholders' right to information shall also apply in respect of the Bank's legal and business relations with its affiliated companies.

The Management Board is not obliged to provide information:

- if reasonable business judgement suggests that the provision of information could cause damage to the Bank or its affiliated companies;
- on the method of compiling the balance sheet and of making estimates, if stating these methods in notes to the financial statements is sufficient for an assessment of the property and the financial and profit position of the Bank which conforms with the actual circumstances;
- if disclosure of the information would constitute a criminal offence or an economic infringement or would be in breach of good business practices; or
- if the information is published on the Bank's website in the form of questions and answers at least seven days prior to the Shareholders' Meeting.

If a shareholder is given information outside a session of the Shareholders' Meeting, that information must be passed on to every other shareholder upon request even if it is not necessary for the assessment of an agenda item. If a shareholder is not given the information, he/she may request his/her question and the reasons for which his/her request was refused to be included in the minutes of the Shareholders' Meeting.