

20th

Shareholders'
Meeting of
Nova KBM d.d.



AGENDA

**AGENDA:****1. Opening of the Shareholders' Meeting, establishment of quorum and election of Shareholders' Meeting bodies**

On behalf of the convener of the Shareholders' Meeting, the President of the Management Board of the Bank will start the Meeting, establish the participation of shareholders, and advise the shareholders to appoint Grega Peljhan, a lawyer from Ljubljana as the chairperson of the Shareholders' Meeting and Rok Sedej and Gregor Mavsar as the counters of votes.

Resolution proposal:

The Shareholders' Meeting appoints Grega Peljhan, a lawyer from Ljubljana as the chairperson of the Shareholders' Meeting and Rok Sedej and Gregor Mavsar as the counters of votes.

On the basis of Article 304 of the Companies Act (ZGD-1), Ines Bukovič, notary public of Maribor, will attend the 20th Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4, Maribor.

The resolution was proposed by the Management Board.

2. Taking note of the 2010 Report on Internal Audit of the Nova KBM Group, together with the opinion of the Supervisory Board, the 2010 Annual Report of the Nova KBM Group and Nova KBM d.d., together with the auditor's report, and the report of the Supervisory Board on verification of the 2010 Annual Report of the Nova KBM Group and Nova KBM d.d.**3. Adoption of resolution on the appropriation of the 2010 balance sheet profit (profit available for distribution) and on granting discharge to the Management and the Supervisory Board of Nova KBM d.d. for the financial year 2010, and information on the remuneration provided to members of the management and supervisory bodies in 2010****Resolution proposal:**

- On the basis of the proposal of the Management Board and the opinion of the Supervisory Board, the entire 2010 balance sheet profit (profit available for distribution) of €3,391,912.68 shall be used for the payment of dividends to shareholders. The gross dividend amounts to €0.08 per share. Shareholders entered in the share register on 3 August 2011 are entitled to dividends. The dividend will be paid out on 20 September 2011.
- The Shareholders' Meeting gives a discharge to the Bank's Management Board for
- the financial year 2010.

The Shareholders' Meeting gives a discharge to the Bank's Supervisory Board for the financial year 2010.

The resolution was proposed by the Management and the Supervisory Board.

4. Adoption of resolution on the appointment of the certified auditor for the audit of the 2011 financial statements of the Bank and the Group**Resolution proposal:**

Based on the proposal of the Supervisory Board, the auditing firm Ernst & Young d.o.o., Ljubljana, is appointed as the certified auditor for the audit of the 2011 financial statements of Nova KBM d.d. and the Nova KBM Group.

The resolution was proposed by the Supervisory Board.



5. Proposal for amendments to the Articles of Association of Nova KBM d.d.

Resolution proposal:

- The Shareholders' Meeting of Nova KBM d.d. adopts the amendments to the Articles of Association as proposed.
- On the basis of the proposed amendments, the consolidated text of the Nova KBM d.d. Articles of Association shall be drawn up.

The resolution was proposed by the Management and the Supervisory Board.

6. Proposal determining the amount of the basic remuneration, attendance fees and other benefits and reimbursement of costs to the members of Supervisory Board and members of Supervisory Board committees

Resolution proposal:

- For holding their office, Supervisory Board members shall receive gross monthly remuneration in the amount EUR 1,291.00. The chairman of the Supervisory Board shall receive gross monthly remuneration in the amount EUR 1,936.00, while the deputy chairman of the Supervisory Board shall receive for his work gross monthly remuneration of EUR 1,410.00.
- Members of Supervisory Board standing committees (stated in the Articles of Association or determined as such by Supervisory Board resolution) who are simultaneously Supervisory Board members shall receive for their work gross monthly remuneration of EUR 322.00 (extra payment), members of committees who are not Supervisory Board members shall receive gross monthly remuneration as determined by the Supervisory Board. The chairman of Supervisory Board committee shall receive for his work gross monthly remuneration of EUR 483.00 (extra payment), while the deputy chairman of Supervisory Board committee shall receive for his work gross monthly remuneration of EUR 354.00 (extra payment).
- Members and chairman of Supervisory Board as well as chairmen of Supervisory Board committees shall receive a monthly reimbursement and extra payment to which they are entitled for as long as they hold their office. If they hold their office for less than one month, they are entitled to a proportional payment depending on the number of working days. Regardless of the aforementioned and regardless of the number of committees an individual is member of, or chairs over, each individual member of Supervisory Board committees is entitled to extra payments in each financial year for as long as the total amount of such payments reaches the amount of 50% of the basic remuneration for holding the office of each individual Supervisory Board member.
- In addition to the monthly remuneration for the office, the chairman and members of the Supervisory Board as well as the chairman and members of the Supervisory Board committees shall receive an attendance fee for attending the meetings in compliance with the provisions of the Articles of the Association and this resolution by the Shareholders' Meeting. Regardless of the aforementioned and regardless of the number of attendances of meetings, each individual member of Supervisory Board is entitled to attendance fees in each financial year for as long as the total amount of such fees, be it for meetings of Supervisory Board or meetings of Supervisory Board committees, reaches the amount of 50% of the basic remuneration for holding the office of each individual Supervisory Board member.
- The chairman and members of Supervisory Board shall receive a gross attendance fee in the amount of EUR 275.00. The chairman and members of Supervisory Board committees shall receive a gross attendance fee in the amount of EUR 220.00.
- For each correspondence meeting, members of Supervisory Board or committees shall receive a gross attendance fee amounting to 80 per cent of the attendance fees referred to in item 5 of this resolution.
- Members of non-standing Supervisory Board committees shall receive remuneration for their office in the amount defined in item 2 of this resolution for as long as an individual committee remains operative.



- For participation in meetings and other activities as per Supervisory Board resolution (training, meeting etc.), members of Supervisory Board and committees shall be reimbursed the actual amount of travel and other costs.
- From the date of adoption of this resolution, the resolution on attendance fees and other benefits of members of the Supervisory Board and Supervisory Board committees adopted at the 18th Shareholders' Meeting dated 8 July 2009 shall cease to have force. This resolution shall take effect on the day following its adoption at the Shareholders' Meeting.

The resolution was proposed by the Supervisory Board.

7. Recalling Supervisory Board members and appointing new Supervisory Board members

Resolution proposal

The Shareholders' Meeting of the Company recalls the following current Supervisory Board members, the representatives of shareholders:

- Danilo Toplek
- Alenka Bratušek

The Shareholders' Meeting of the Company elects for the next four-year period starting on 23 July 2011 the following Supervisory Board members, the representatives of shareholders:

- Davorin Kračun
- Vida Lebar

The proposer of the agenda item and the resolution proposal is the Republic of Slovenia.

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Maribor, 7.7.2011

Management Board of Nova KBM d.d

Andrej Plos,
Member

Manja Skernišak,
Member

Matjaž Kovačič,
President