

**CONVOCAATION OF THE MEETING OF KBM10 BONDHOLDERS****INVITATION**

Pursuant to Article 9.2 and 9.3 of the Terms and Conditions of the Bonds, being integral part of the Offering Circular dated 13 December 2012, the Management Board of Nova Kreditna banka Maribor d.d., Ulica Vita Kraigherja 4, 2000 Maribor invites all the bondholders of KBM10 bonds with ISIN code SI0022103301 to a meeting of the bondholders to be held on 17 February 2017 at 13 hour at the seat of the company Ulica Vita Kraigherja 4, 2000 Maribor.

**AGENDA**

1. Identification of the KBM10 bondholders or their proxies, respectively
2. Determination of the quorum (at least 3/4 of the sum of all obligations deriving from the KBM10 Bonds)
3. Confirmation of the appointment of the Chairman of the KBM10 bondholders meeting,
4. Voting on proposed resolutions

1. *Identification of the KBM10 bondholders or their proxies – conditions for participation on the KBM10 bondholders meeting and exercise of voting rights*

Convocation of the KBM10 bondholders meeting, voting conditions and the exercise of voting rights is governed by the rules of the KBM10 Bonds Terms.

All those KBM10 bondholders, who are in accordance with Article 9.1 of the KBM10 Bonds Terms entered in the central register of securities as KBM10 bondholders 48 hours before the bondholders meeting, or their proxies, may attend the KBM10 bondholders meetings and exercise their voting rights.

Each bondholder, who is entitled to attend the meeting of bondholders, may appoint a proxy to attend the meeting and exercise his voting right on his behalf. The authorization must be granted in writing, on a form which is attached to this notice. The authorization is sent to the Issuer at least 24 hours before the KBM10 bondholders meeting by e-mail to the address [sib@nkbm.si](mailto:sib@nkbm.si), namely as a scanned document in the attachment. The authorization shall include a handwritten signature if the KBM10 bondholder is a natural person. If the KBM10 bondholder is a legal person the authorization must contain the signature of the authorized legal representative and a stamp of the legal entity, if it is being used.

The authorization may be revoked in the same way and at least 24 hours before the KBM10 bondholders meeting.

The Issuer has the right to verify the identity of the KBM10 bondholder and the authenticity of the signature.

KBM10 bondholders, their proxies or representatives must, at the request of the Issuer identify themselves with an identification document and written authorization, and legal representative of a holder also with an extract from the judicial or business register.

2. *Determination of the quorum*

Article 101 of ZTFI determines the required majority for adoption of the bonds delisting resolution, namely a majority including at least 3/4 of the sum of all commitments deriving from debt securities.

If the KBM10 bondholders meeting, to which this invitation applies, is not attended by KBM10 bondholders holding KBM10 Bonds, the sum of commitments from which reaches the 3/4 of the sum of all commitments included deriving from the KBM10 Bonds, the meeting of the KBM10 bondholders shall not be carried out.

### *3. Confirmation of the appointment of the Chairman of the KBM10 bondholders meeting*

In accordance with Article 9.4 of the KBM10 Bonds Terms the Issuer appoints Mr. / Ms. Maksimiljan Juder as the Chairman of the KBM10 bondholders meeting.

If the appointed Chairman of the KBM10 bondholders meeting will not be present within 15 minutes from the time, which is set for the start of the KBM10 bondholders meeting, in accordance with Article 9.4 of the KBM10 Bonds Terms, the present KBM10 bondholders shall elect the Chairman of the KBM10 bondholders meeting among themselves. If the bondholders do not elect the Chairman of the KBM10 bondholders meeting, it may be appointed by the Issuer.

### *4. Voting on proposed resolutions*

#### *a. Proposed resolution*

The Issuer proposes that the KBM10 bondholders at the meeting adopt a resolution on delisting of KBM10 bonds from the Vienna Stock Exchange in the proposed wording:

"The bonds of the issuer Nova Kreditna banka Maribor d.d. with the designation KBM10 and ISIN code SI00022103301 with maturity on 14 December 2017 and fixed interest rate of 6.00% shall be delisted from the regulated market, i.e. the Vienna Stock Exchange, Third Market, pursuant to Article 101 of the Financial Instruments Market Act (Official Gazette RS no. 100/07 as amended)."

#### *b. Binding declaration of the Issuer*

Each KBM10 bondholder, who shall at the KBM10 bondholders meeting object to the proposed decision on the delisting of KBM10 bonds from the regulated market, may request that the Issuer takes over his KBM10 bonds against the payment of adequate monetary compensation. This right applies also to a KBM10 bondholder, who did not attend the KBM10 bondholders meeting because he was unlawfully prevented from attending, or if the meeting was not properly convened or if the subject of decision of the meeting has not been properly published. To this end, below the Issuer makes a binding declaration on a takeover bid for KBM10 bonds.

#### *Binding declaration:*

"The Issuer undertakes to offer buyback of KBM10 bonds against payment of adequate cash compensation in the amount of EUR 1,010.68 per KBM10 bond to all KBM10 bondholders, who at the KBM10 bondholders meeting object to the proposed decision on the delisting of KBM10 bonds from the regulated market, or who were not invited to the KBM10 bondholders meeting in an appropriate manner.

## **CONDITIONAL OFFER OF THE ISSUER TO ALL BONDHOLDERS**

***On condition that a resolution on delisting of bonds from the regulated market is adopted by at least 9/10 of the sum of all the commitments deriving from the KBM10 bonds, Nova KBM undertakes to pay incentive fee of 3% of nominal value of the bond***

*to all KBM10 bondholders who will sell the KBM10 bonds to Nova KBM d.d. at a price of 102.5%, until 3 March 2017 at the latest.*

**Contacts for the sale of bonds KBM10:**

**Aleksandra Vincekovič**, e-mail: [svincekovic@nkbm.si](mailto:svincekovic@nkbm.si), tel. 386 2 229 2546

**Daniel Medved**, e-mail: [dmedved@nkbm.si](mailto:dmedved@nkbm.si), tel. 386 2 229 2336

**GENERAL INFORMATION FOR THE BONDHOLDERS:**

The voting shall concern delisting of the bonds of Nova Kreditna banka Maribor d.d. ("**Issuer**" or "**Nova KBM**") with designation KBM10 and ISIN code SI0022103301 ("KBM10 Bonds") from regulated market, namely Vienna Stock Exchange, Third Market as deriving from the draft resolution. All rights, deriving from KBM10 Bonds with maturity on 14 December 2017 and fixed interest rate 6.00% will remain unchanged and are not a subject to the vote.

Majority required for the adoption of the resolution on delisting of the bonds from the regulated market is determined by The Slovenian Financial Instruments Market Act, stipulating that the majority of at least  $\frac{3}{4}$  votes of bondholders is required for the adoption of resolution. If the resolution on delisting was adopted by a majority vote representing at least 90% of all bondholders, the resolution takes effect immediately. If not, the resolution on delisting takes effect 6 months after public announcement.

The adoption of the bonds delisting resolution is governed by the Slovenian Financial Instruments Market Act (Official Gazette RS no. 100/07 as amended, "**ZTFI**"), which among others determines the required majority for adoption of the bonds delisting resolution, namely a majority including at least  $\frac{3}{4}$  of the sum of all commitments deriving from the debt securities. If the delisting resolution is adopted by the majority including at least  $\frac{9}{10}$  of the sum of all commitments deriving from the debt securities, the delisting resolution shall apply from the publication of the notary minutes of the bondholders meeting (and consent of the Issuer), if not, the delisting resolution shall apply six months after the publication of the notary minutes of the bondholders meeting (and consent of the Issuer).

Convocation of the KBM10 bondholders meeting, voting conditions and exercise of voting rights is governed by the provisions of the Terms and Conditions of the Bonds, forming integral part of the Offering Circular dated 13 December 2012 ("**KBM10 Bonds Terms**").

**PUBLICATION OF THE CONVOCAATION**

Convocation of the KBM10 bondholders meeting and proposed resolutions are published at the website of Ljubljana Stock Exchange and website of the company <http://www.nkbm.si>.

Maribor, on 27 January 2017

**APPENDIX:**

Authorization for voting



Management Board of Nova KBM d.d.

Josef Gröblacher  
member

Sabina Župec Kranjc M.Sc.  
member

## AUTHORIZATION

for participation and voting on the meeting of the bondholders of the KBM10 bond, issued by Nova Kreditna banka Maribor d.d., Ulica Vita Kraigherja 4, 2000 Maribor, convened for 17 February 2017 at 13:00 hour at the seat of the company Ulica Vita Kraigherja 4, 2000 Maribor.

Undersigned:

\_\_\_\_\_  
(enter first name and last name/business name of the bondholder, tax number and residence/business address)

authorize(s)

(Circle the number in front of one of the listed persons below. In case the principal does not make a choice of one of the persons listed below, the entity under order number 1 will be considered as their chosen proxy)

1. Nova Ljubljanska banka d.d.; Sektor investicijskega bančništva in skrbniških storitev, Čopova ulica 3, 1520 Ljubljana, Slovenija

- 2.
- 3.
- 4.
- 5.
- 6.

to attend on my behalf the meeting of the KBM10 bondholders and exercise the voting rights deriving from all my KBM10 bonds.

### Draft resolution with proposals for voting

#### A. Voting on resolutions, proposed by the KBM10 issuer

*Draft resolution:*

*The bonds of the issuer Nova Kreditna banka Maribor d.d. with the designation KBM10 and ISIN code SI00022103301 with maturity on 14 December 2017 and fixed interest rate of 6.00% shall be delisted from the regulated market, i.e. the Vienna Stock Exchange, Third Market, pursuant to Article 101 of the Financial Instruments Market Act (Official Gazette RS no. 100/07 as amended).*

*Voting instructions of the principal to the proxy: I, the principal, are herewith giving to the proxy to vote on the respective proposal of the resolution on my behalf as follows (circle the appropriate answer):*

FOR

AGAINST

Signature of the principal: .....

*Voting proposal of the proxy: if the principal fails to give the proxy the voting instructions regarding the above resolution, I, the proxy, will vote on the above resolution in the following manner: FOR.*

This authorization shall be valid only for the respective meeting of KBM10 bondholders issued by Nova Kreditna banka Maribor d.d., Ulica Vita Kraigherja 4, 2000 Maribor, convened for 17 February 2017 at 13 hour at the seat of the company Ulica Vita Kraigherja 4, 2000 Maribor. The principal may revoke this authorization at any given time by either attending the meeting in person or by revoking the authorization in writing at least 24 hours prior to the meeting of the KBM10 bondholders.

Date of issuance of authorization: ..... Signature of the principal: .....  
(enter the date of the principal's signing the authorization)

**Note: This authorization bearing no signature of the principal, is invalid. By signing this authorization the principal revokes all previously given authorizations for representation on the meeting.**