

**Ref. No.: SV 1093/2012**

**Date: 14 August 2012**

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**NOTARY'S MINUTES OF**  
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**THE COURSE AND THE RESOLUTIONS OF THE 22<sup>nd</sup> (twenty-second)**  
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**SHAREHOLDERS' MEETING OF NOVA KREDITNA BANKA MARIBOR d.d.**  
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I, Ines Bukovič, a notary public of Maribor, participated on 14 August 2012 (fourteenth of August two-thousand-twelve), at the invitation of the Management Board of NOVA KBM d.d., in the 22<sup>nd</sup> (twenty-second) Shareholders' Meeting of NOVA KREDITNA BANKA MARIBOR d.d. (hereafter also referred to as »Nova KBM d.d.« or the »Bank«), which took place in the Minarik Hall of Hotel Habakuk, Pohorska ulica 59 (fifty-nine), between 10:00 a.m. (ten a.m.) and 10:22 a.m. (ten-twenty-two a.m.), in my continuous presence.-----

Based on the excerpt from the court/AJPES business register dated 14 August 2012 (fourteenth of August two-thousand-twelve), I establish that **NOVA KREDITNA BANKA MARIBOR d.d.**, short name NOVA KBM d.d., with registered office at Ulica Vita Kraigherja 4 (four), 2000 (two-thousand) Maribor, is entered in the court/AJPES business register under the registration number 5860580000 (five-eight-six-nought-five-eight-nought-nought-nought-nought). ---

Aleš Hauc, President of the Bank's Management Board, first welcomed all the persons present and then gave the floor to Boštjan Špec, an attorney of Ljubljana, who has been authorised by the Bank's Management Board to chair the Shareholders' Meeting.-----

The attorney Boštjan Špec opened the 22<sup>nd</sup> (twenty-second) regular Shareholders' Meeting of the Bank, and welcomed on behalf of the Management Board all the persons present, thanking them for their participation.-----

He then asked the representative of the company IXTLAN FORUM to explain how the voting devices should be used. -----

Following a brief explanation of the voting method, the authorised representative of the Management Board informed the persons present about the attendance at the Shareholders' Meeting:-----

He established that the **Shareholders' Meeting constituted a quorum because 53.29% (fifty-three-point-two-nine percent) of all voting shares in the Bank were present.**-----  
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He then proceeded to the first item of the agenda. -----  
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**1 (one) Opening of the Shareholders' Meeting, establishment of quorum and election of Shareholders' Meeting bodies**-----  
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Boštjan Špec said the Management Board proposed to the Shareholders' Meeting to appoint the following Shareholders' Meeting bodies: Boštjan Špec as the Chair of the Shareholders' Meeting, and Gregor Mavsar and Rok Sedej as the counters of votes. He put to the vote the following resolution proposal: -----  
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**RESOLUTION**-----

**The Shareholders' Meeting appoints Boštjan Špec, an attorney of Ljubljana, as the Chair of the Shareholders' Meeting, and Gregor Mavsar and Rok Sedej as the counters of votes.**-----  
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**In accordance with Article 304 of the Companies Act (ZGD-1), Ines Bukovič, a notary public of Maribor, shall attend the 22<sup>nd</sup> (twenty-second) Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4 (four), Maribor.**-----  
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Following the voting, the authorised representative of the Management Board established that: -----

- the number of shares for which valid votes were cast was: 20,775,554 (twenty-million-seven-hundred-seventy-five-thousand-five-hundred-fifty-four);-----
- the proportion of these shares in the share capital was: 53.103% (fifty-three-point-one-nought-three percent);-----
- the total number of valid votes was: 20,775,554 (twenty-million-seven-hundred-seventy-five-thousand-five-hundred-fifty-four);-----
- the number of votes FOR the resolution was: 20,775,554 (twenty-million-seven-hundred-seventy-five-thousand-five-hundred-fifty-four), which accounted for 100% (one-hundred percent) of the votes cast;-----
- the number of votes AGAINST the resolution was: 0 (nought), which accounted for 0% (nought percent) of the votes cast;-----
- the number of votes ABSTAINED was: 0 (nought); -----

**The authorised representative of the Management Board declared that the resolution on appointing Shareholders' Meeting bodies was carried unanimously.**-----  
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The elected Chair of the Shareholders' Meeting, Boštjan Špec, took over the chairing of the Shareholders' Meeting, and thanked for the confidence. -----  
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Based on the list of participants, he announced the number of shareholders attending the Shareholders' Meeting. -----  
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He said that **of the total of 39,122,968 (thirty-nine-million-one-hundred-twenty-two-thousand-nine-hundred-sixty-eight) shares, 38,986,968 (thirty-eight-million-nine-hundred-eighty-six-thousand-nine-hundred-sixty-eight) were voting shares, of which 20,775,554 (twenty-million-seven-hundred-seventy-five-thousand-five-hundred-fifty-four) were present, which accounted for 53.29% (fifty-three-point-two-nine percent) of all voting shares in the Bank.** -----  
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The Chair of the Shareholders' Meeting then signed the list of participants and, in accordance with the provision of Article 303 of the Companies Act (ZGD-1), informed shareholders of their right to inspect the list at the notary public, by the end of the Shareholders' Meeting. -----  
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He said the notice of the Shareholders' Meeting was published on 13 July 2012 (thirteenth of July two-thousand-twelve) in the daily newspaper VEČER, and on the websites of the Bank, the Ljubljana Stock Exchange and the Warsaw Stock Exchange). -----  
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**2 (two) Adoption of a resolution on the appointment of a certified auditor for the audit of the 2012 (two-thousand-twelve) financial statements of the Bank and the Group** -----  
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The Chair of the Shareholders' Meeting read the resolution proposal and asked Peter Kukovica, Chairman of the Bank's Supervisory Board, to substantiate the proposal of the Supervisory Board. -----  
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The Chairman of the Supervisory Board informed the persons present of the criteria and procedures applied in the selection of the auditor for the audit of the 2012 (two-thousand-twelve) results. -----  
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The Chair of the Shareholders' Meeting then opened the discussion. Rajko Stanković, the representative of small shareholders - MDS, thanked the Chairman of the Supervisory Board for outlining the criteria used to select the auditing firm, and asked the President of the Management Board to inform shareholders of the Bank's current operations. Kristjan Verbič, the authorised representative of the PanSlovenian Shareholders' Association, and Venčeslav Pirc participated in the discussion as well. The latter proposed that, in the

future, an assessment should be carried out of the work of the Management Board, the Supervisory Board and the auditing firm. -----

As regards the information for shareholders, the President of the Management Board explained that shareholders would be given a report on the Bank's performance after it has been discussed by the Supervisory Board, thus ensuring equitable right to information of all shareholders of the Bank. -----

Thereafter, the Chair put to the vote the following resolution proposal: -----

**RESOLUTION**-----

**In accordance with the proposal of the Supervisory Board, the auditing firm Deloitte Revizija d.o.o., Ljubljana, is appointed as the certified auditor for the audit of the 2012 (two-thousand-twelve) financial statements of Nova KBM d.d. and the Nova KBM Group.**-----

Following the voting, the Chair of the Shareholders' Meeting established that:---

- the number of shares for which valid votes were cast was: 20,775,470 (twenty-million-seven-hundred-seventy-five-thousand-four-hundred-seventy);-----
- the proportion of these shares in the share capital was: 53.103% (fifty-three-point-one-nought-three percent);-----
- the total number of valid votes was: 20,775,470 (twenty-million-seven-hundred-seventy-five-thousand-four-hundred-seventy);-----
- the number of votes FOR the resolution was: 20,775,470 (twenty-million-seven-hundred-seventy-five-thousand-four-hundred-seventy), which accounted for 100% (one-hundred percent) of the votes cast;-----
- the number of votes AGAINST the resolution was: 0 (nought), which accounted for 0% (nought percent) of the votes cast;-----
- the number of votes ABSTAINED was: 84 (eighty-four);-----

**The Chair of the Shareholders' Meeting declared that the resolution was carried.**-----

The Chair of the Shareholders' Meeting then established that the agenda was exhausted, thanked the persons present for their cooperation, and concluded the Shareholders' Meeting at 10:22 a.m. (ten-twenty-two a.m.).-----

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**Chair of the Shareholders' Meeting**  
**Boštjan Špec, attorney**-----

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**I, the undersigned Ines Bukovič, a notary public of Maribor, confirm that these minutes are a true record of the course of the Shareholders' Meeting and that all of the above stated resolutions were adopted in the form and with the content as written above.** -----  
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**I certify the content of these minutes and the resolutions set forth herein with my signature and seal.** -----  
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**Notary Public** -----  
**Ines Bukovič** -----  
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Annexed to this notary's minutes and joined with them in a prescribed manner are the following documents: -----  
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- the power of attorney, dated 26 July 2012 (twenty-sixth of July two-thousand-twelve), issued by the Bank's Management Board in favour of Boštjan Špec -----
  - the notice of the Shareholders' Meeting published in the newspaper VEČER, dated 13 July 2012 (thirteenth of July two-thousand-twelve) -----
  - a document evidencing quorum of the Shareholders' Meeting, dated 14 August 2012 (fourteenth of August two-thousand-twelve) – 3 (three) copies --
  - a list of persons present at the Shareholders' Meeting, dated 14 August 2012 (fourteenth of August two-thousand-twelve) -----
  - results of voting on items 1 (one) and 2 (two) of the agenda. -----
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**Notary Public** -----  
**Ines Bukovič** -----  
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