

# 23<sup>rd</sup>

Shareholders'  
Meeting of  
**Nova KBM d.d.**



MATERIALS

 **Nova KBM**  
READY FOR TOMORROW



# 23<sup>rd</sup> Shareholders' Meeting of Nova Kreditna banka Maribor d.d.

to take place on Tuesday, 11 December 2012, at 12:00 hours in the Lecturing Hall (amphitheatre) of Hotel Piramida, Ulica heroja Šlandra 10, Maribor.

## 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 Bank's Management Board will open the Shareholders' Meeting, establish the presence of shareholders, and propose to shareholders to appoint Pavle Pensa, an attorney of Ljubljana, as the chairperson of the Shareholders' Meeting and Robert Ernestl and Gregor Mavsar as the counters of votes.

#### Resolution proposal:

- The Shareholders' Meeting appoints Pavle Pensa, an attorney of Ljubljana, as the chairperson of the Shareholders' Meeting and Robert Ernestl and Gregor Mavsar as the counters of votes.

In accordance with Article 304 of the Companies Act, Ines Bukovič, a notary public of Maribor, will attend the 23<sup>rd</sup> Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4, Maribor.

The resolution is being proposed by the Management Board.

### 2. Resolution concerning the increase in share capital of Nova KBM d.d.

#### Resolution proposal:

- The share capital of Nova KBM d.d., which as of the date of the adoption of this resolution totals € 40,814,313.08 and is split into 39,122,968 freely transferable ordinary registered no par value shares with voting rights, is increased by € 40,124,231.30 to € 80,938,544.38 through the issue of new freely transferable ordinary registered no par value shares with voting rights, all of which shall be of the same class as the shares already outstanding. New shares are issued for cash consideration.
- The share capital increase is to be carried out through the issue of 38,461,539 freely transferable ordinary registered no par value shares with voting rights, so that after the increase in share capital the total number of freely transferable ordinary registered no par value shares with voting rights issued by Nova KBM d.d. will be 77,584,507.
- The issue price is € 1.30 per one new share. The total amount of the issue is € 50,000,000.70.
- All newly issued shares will have the same rights and benefits as the existing shares of the same class. The new shares will be issued in book-entry form and will be entered into the central registry maintained by KDD d.d. (Central Securities Clearing Corporation) once the share capital increase is entered in the court register.



- Pre-emptive rights of existing shareholders to subscribe for new shares shall be excluded. The subscription for and payment of new shares pursuant to this resolution shall be made without a prospectus being published, in accordance with the exceptions provided for under the applicable legislation.
- The deadline for the subscription for and payment of new shares shall be 7 (seven) days of the adoption of this resolution on the share capital increase by the Shareholders' Meeting. The subscribers of new shares must pay the full issue price for each new share at the time of subscribing for new shares.
- The share capital increase carried out on the basis of this resolution shall be considered successful if all new shares are subscribed for and paid in full within 7 (seven) days of the adoption of this resolution by the Shareholders' Meeting. If the share capital increase under this resolution is not entered in the court register by 31 December 2012 at the latest, the entry becomes non-binding.
- The Supervisory Board of Nova KBM d.d. is authorised to adopt amendments to the Articles of Association of Nova KBM d.d. arising from the share capital increase.

The resolution is being proposed by the Management and Supervisory Boards.

### **3. Resolution concerning amendments to the Articles of Association of Nova KBM d.d.**

#### **Resolution proposal:**

- Article 11 of the Articles of Association of Nova KBM d.d. is supplemented by a new third paragraph which reads as follows: »The Management Board of the Bank is authorised, with consent of the Supervisory Board, and without any additional resolution of the Shareholders' Meeting, to increase, either in one or in several occasions, the share capital of the Bank by not more than € 120,372,692.00 (one-hundred-twenty-million-three-hundred-seventy-two-thousand-six-hundred-ninety-two euro 00/100) (authorised capital) in the period of five years after the amendments to the Articles of Association, adopted by the Shareholders' Meeting on 11 December 2012 (eleventh December two-thousand-twelve), have been entered in the court register. For the amount of share capital increased within the authorised capital, a total of not more than 115,384,615 (one-hundred-fifteen-million-three-hundred-eighty-four-thousand-six-hundred-fifteen) new ordinary shares may be issued, at the issue price determined by the Management Board with consent of the Supervisory Board. New shares shall be issued with the rights, under the conditions and in the manner as set forth in the resolution of the Management Board on the share capital increase and the issue of new shares, it being understood that the new shares may be issued solely in exchange for hybrid debt instruments, issued by Nova KBM d.d. in December 2012, or a hybrid loan facility in the amount of € 150,000,000.00 (one-hundred-fifty-million euro 00/100), taken by Nova KBM d.d. in December 2012 (consideration other than cash within the meaning of legislation governing companies). The Management Board may exclude pre-emptive rights of existing shareholders to subscribe for new shares, provided that consent is given by the Supervisory Board. If the statutory conditions are met for issuing shares for consideration other than cash without an audit being required, the auditor does not need to review the issue of shares for consideration other than cash carried out pursuant to this Article of the Bank's Articles of Association«.

The resolution is being proposed by the Management and Supervisory Boards.



## INFORMATION FOR SHAREHOLDERS

### **Materials for the Shareholders' Meeting, resolution proposals along with explanations, and information related to the Shareholders' Meeting**

The materials for the Shareholders' Meeting, including resolution proposals along with explanations, proposed amendments to, and a clean copy of, the Bank's Articles of Association as well as other materials referred to in the second paragraph of Article 297(a) of the Companies Act, are available for inspection at the headquarters of Nova KBM d.d., Maribor, Ulica Vita Kraigherja 4, from the date of publishing the notice until the day of the Shareholders' Meeting, each working day between 10:00 a.m. and 1:00 p.m., as well as on the Bank's website at [www.nkbm.si](http://www.nkbm.si). The notice of the Shareholders' Meeting, resolution proposals along with explanations, and other materials are also published on the website of the Ljubljana Stock Exchange (<http://seonet.ljse.si>) and on the website of the Warsaw Stock Exchange ([http://gpw.pl/root\\_en](http://gpw.pl/root_en)).

Information referred to in the third paragraph of Article 296 of the Companies Act, as well as detailed information on the rights of shareholders in respect of requesting additional agenda items, proposing counter-proposals to resolutions, election proposals, and rights of shareholders to information (first paragraph of Article 298, first paragraph of Article 300, Article 301 and Article 305 of the Companies Act) are published on the Bank's website.

### **Shareholder requests and proposals**

The shareholders whose total shares reach one twentieth of the Bank's share capital may request in writing an additional item be put on the agenda seven days after publication of the notice of the Shareholders' Meeting. The written resolution proposal to be decided by the Shareholders' Meeting must be attached to the request, or, if no resolution is to be adopted about an individual item, the explanation of the agenda item. In accordance with the third paragraph of Article 298 of the Companies Act, the Bank's Management Board shall publish additional agenda items required by the shareholders and sent to the Bank no later than seven days following the publication of the notice of the Shareholders' Meeting.

Shareholders may also communicate their requests for additional agenda items by e-mail: [delnicar@nkbm.si](mailto:delnicar@nkbm.si) or by fax: +386 2 229 2014.

To each agenda item, shareholders may provide written resolution and election proposals. In the same manner as the present notice of the Shareholders' Meeting, the Management Board shall also publish those shareholder proposals that will be sent to the Bank no later than seven days following the publication of the notice of the Shareholders' Meeting, that will be reasonably substantiated, and for which the shareholder-proposer advises that he plans to object to the Management or Supervisory Board's resolution at the Shareholders' Meeting, and that he will bring other shareholders to vote for his proposal. In accordance with Article 301 of the Companies Act, shareholders need not substantiate election proposals. Resolution and election proposals may also be communicated to the Bank by e-mail: [delnicar@nkbm.si](mailto:delnicar@nkbm.si) or by fax: +386 2 229 2014.

Requests for additional agenda items and resolution and election proposals communicated to the Bank by e-mail must be scanned and sent as an attachment, they must contain the personal signature of the natural person, and in case of legal entities they must contain the personal signature of the statutory representative and a stamp of the legal entity, if used. The Bank is entitled to check the identity of the shareholder or the principal sending the request or proposal by e-mail as well as the authenticity of his signature.



### Shareholders' right to information

At the Shareholders' Meeting, shareholders may put questions and request information on matters concerning the Bank, if this is necessary to assess the agenda, and they may exercise their right to information in accordance with the first paragraph of Article 305 of the Companies Act.

### Conditions for the participation in the Shareholders' Meeting and exercising of the voting right

The Shareholders' Meeting may be attended by only those shareholders who register their participation in the Shareholders' Meeting with the Management Board by the end of the fourth day prior to the session, i.e. by 7 December 2012 inclusive, and are entered in the central registry of book-entry securities as owners of Bank shares at the end of 7 December 2012. The registration is to be sent by mail to the address: Nova Kreditna banka Maribor d.d., Bank Secretariat – for the Shareholders' Meeting, 2505 Maribor, Slovenia. The registration form must reach the Bank no later than the end of the day on 7 December 2012. The registration for the Shareholders' Meeting cannot be sent via electronic means. Only registrations with original signatures will be considered valid and taken into consideration.

Each shareholder entitled to participate in the Shareholders' Meeting may appoint a proxy to attend it on his behalf and to exercise his voting right. The written power of attorney must be submitted to the Bank where it will be kept. The form for exercising the voting right via a proxy is available on the Bank's website, and each shareholder can obtain it free of charge at the Bank's headquarters in Maribor, Ulica Vita Kraigherja 4, each working day between 10:00 a.m. and 1:00 p.m., from the date of publishing the notice until the day of the Shareholders' Meeting. The power of attorney may also be sent to the Bank by e-mail to: delnicar@nkbm.si; it must be scanned and sent as an attachment, it must contain the personal signature of the natural person, and in case of legal entities it must contain the personal signature of the statutory representative and a stamp of the legal entity, if used. The Bank is entitled to check the identity of the shareholder or the principal sending the power of attorney by e-mail as well as the authenticity of his signature. The power of attorney may also be sent to the Bank by fax to: +386 2 229 2014. Until the day of the Shareholders' Meeting, the power of attorney may be revoked by the shareholder anytime in the same manner as it was granted.

If so requested, shareholders or their representatives or proxies must provide their personal documents and a written power of attorney; statutory representatives must also provide the extract from the court or business register.

On the day of the notice of the Shareholders' Meeting, the Bank has 39,122,968 ordinary registered no par value shares outstanding. According to the law, each ordinary share entitles its owner to one vote at the Shareholders' Meeting. On the day of the notice of the Shareholders' Meeting, the Bank does not hold any treasury (its own) shares; however, Poštna banka Slovenije d.d., a member of the Nova KBM Group, holds 136,000 ordinary registered no par value shares of Nova KBM d.d.

Upon their arrival at the venue, the participants are kindly invited to register with the reception office one hour prior to the session in order to confirm their presence at the Shareholders' Meeting and to take over the material necessary for voting.

Maribor, 10 November 2012

Management Board of Nova KBM d.d.

Igor Žibrik  
Member

Aleš Hauc  
President

**Point 1**

# Opening of the Shareholders' Meeting,

## **establishment of quorum and election of Shareholders' Meeting bodies**

The Shareholders' Meeting bodies need to be appointed in order for the Shareholders' Meeting to be carried out. In accordance with the Articles of Association of Nova KBM d.d., the Shareholders' Meeting is chaired by a chairperson who is appointed by the Shareholders' Meeting on the motion of the Bank's Management Board.

The Bank's Management Board proposes that the Shareholders' Meeting be chaired by Pavle Pensa, an attorney of Ljubljana, and that the representatives of the company IXTLAN FORUM d.o.o., Ljubljana, are elected as the counters of votes. This company was selected on the basis of good references and has already been successfully in charge of voting and counting of votes at the Shareholders' Meetings of Nova KBM d.d. in previous years. The attendance of a notary public must also be ensured for smooth running of the Shareholders' Meeting.

On the basis of Article 32 of the Bank's Articles of Association, the Management Board proposes to the Shareholders' Meeting to adopt the following

**RESOLUTION**

- The Shareholders' Meeting appoints Pavle Pensa, an attorney of Ljubljana, as the chairperson of the Shareholders' Meeting and Robert Ernestl and Gregor Mavsar as the counters of votes.

On the basis of Article 304 of the Companies Act, Ines Bukovič, a notary public of Maribor, will attend the 23<sup>rd</sup> Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4, Maribor.

Maribor, 10 November 2012

Management Board of Nova KBM d.d.

Igor Žibrik  
Member

Aleš Hauc  
President

**Point 2**

# Resolution concerning

## **the increase in share capital of Nova KBM d.d.**

At its 21<sup>st</sup> session held on 8 June 2012, the Shareholders' Meeting of Nova KBM d.d. made a ruling requiring the relevant bodies of the Bank (the Management and Supervisory Boards) to immediately start undertaking capital raising activities, the aim of which is to increase the Bank's Core Tier I Capital Ratio to at least 9.00 percent by the end of December 2012 at the latest. Within the context of these activities, an independent due diligence review of the Nova KBM Group had to be carried out by an institution selected through an international tendering process. In addition, the Shareholders' Meeting requested the relevant bodies of the Bank to sell non-core assets of the Nova KBM Group by the end of December 2012 at the latest.

In accordance with the ruling made by the Shareholders' Meeting, the Management Board of the Bank immediately started carrying out the necessary activities. Based on a call for offers, the Bank selected an international adviser (UniCredit) to lead the share capital increase and the sale of non-core assets of the Nova KBM Group. The sale of the Bank's stake in Zavarovalnica Maribor d.d. is under way. Since this sale alone will not be sufficient to increase the Bank's Core Tier I capital ratio to the recommended level of 9 percent, the Bank needs to increase its share capital through issuing shares for cash consideration, in accordance with Article 333 of the Companies Act. The share capital increase shall be carried out via the issue of 38,461,539 new registered no par value shares, all of which shall have the same rights as attached to the existing shares. As of the date of notice of the Shareholders' Meeting, there are a total of 39,122,968 Nova KBM d.d. shares outstanding. All of the shares are of the same class.

The Management and Supervisory Boards propose that pre-emptive rights of existing shareholders to purchase new shares be completely excluded, which is justified by the following (report by the Management Board): In the two-month period prior to the notice of the Shareholders' Meeting, both the Management Board and the international adviser had conducted a number of meetings with the existing institutional shareholders of the Bank, discussing a potential increase in the Bank's share capital and the probability of existing shareholders to participate in the capital raising process. Most of the existing shareholders said they were reluctant to participate in a potential raising of capital by the Bank. In addition, experience from the previous two capital raisings, in 2009 and 2011 respectively, suggests that the majority of existing retail and institutional investors are not much interested in participating in the Bank's capital raising. Therefore, the Management Board believes that capital raising carried out by taking account of pre-emptive rights of existing shareholders to purchase new shares would be time-consuming and ineffective, with no assurance that capital raising would be completed within the set time limit. Nova KBM d.d. must reach the recommended Core Tier I capital ratio by the end of 2012. The Bank will not be able to meet this deadline if new shares are offered via a public offering, which is a very complex transaction and involves the exercise of pre-emptive rights of existing shareholders. Accordingly, the Management and Supervisory Boards believe it is reasonable to exclude pre-emptive rights of existing shareholders. It has to be pointed out that the existing institutional investors will be given a possibility to participate in capital raising. To that effect, the Management Board will invite the 20 largest shareholders of Nova KBM d.d. to participate in the capital increase. All legal restrictions regarding the issue of new shares will be complied with.

The Management and Supervisory Boards propose to the Shareholders' Meeting to adopt, on the basis of Article 333 of the Companies Act, the following



**RESOLUTION**

- The share capital of Nova KBM d.d., which as of the date of the adoption of this resolution totals € 40,814,313.08 and is split into 39,122,968 freely transferable ordinary registered no par value shares with voting rights, is increased by € 40,124,231.30 to € 80,938,544.38 through the issue of new freely transferable ordinary registered no par value shares with voting rights, all of which shall be of the same class as the shares already outstanding. New shares are issued for cash consideration.
- The share capital increase is to be carried out through the issue of 38,461,539 freely transferable ordinary registered no par value shares with voting rights, so that after the increase in share capital the total number of freely transferable ordinary registered no par value shares with voting rights issued by Nova KBM d.d. will be 77,584,507.
- The issue price is € 1.30 per one new share. The total amount of the issue is € 50,000,000.70.
- All newly issued shares will have the same rights and benefits as the existing shares of the same class. The new shares will be issued in book-entry form and will be entered into the central registry maintained by KDD d.d. (Central Securities Clearing Corporation) once the share capital increase is entered in the court register.
- Pre-emptive rights of existing shareholders to subscribe for new shares shall be excluded. The subscription for and payment of new shares pursuant to this resolution shall be made without a prospectus being published, in accordance with the exceptions provided for under the applicable legislation.
- The deadline for the subscription for and payment of new shares shall be 7 (seven) days of the adoption of this resolution on the share capital increase by the Shareholders' Meeting. The subscribers of new shares must pay the full issue price for each new share at the time of subscribing for new shares.
- The share capital increase carried out on the basis of this resolution shall be considered successful if all new shares are subscribed for and paid in full within 7 (seven) days of the adoption of this resolution by the Shareholders' Meeting. If the share capital increase under this resolution is not entered in the court register by 31 December 2012 at the latest, the entry becomes non-binding.
- The Supervisory Board of Nova KBM d.d. is authorised to adopt amendments to the Articles of Association of Nova KBM d.d. arising from the share capital increase.

Maribor, 10 November 2012

Management Board  
of Nova KBM d.d.

Igor Žibrik,  
Member

Aleš Hauc,  
President

Supervisory Board  
of Nova KBM d.d.

Dr. Peter Kukovica  
Chairman





## **COUNTER-PROPOSAL OF THE PAN-SLOVENIAN SHAREHOLDERS' ASSOCIATION TO THE RESOLUTION PROPOSAL UNDER POINT 2 OF THE AGENDA OF THE 23<sup>RD</sup> SHAREHOLDERS' MEETING OF NOVA KBM d.d.**

The Pan-Slovenian Shareholders' Association (VZMD), Salendrova 4, 1000 Ljubljana, a shareholder of Nova Kreditna banka Maribor d.d. (Nova KBM d.d.), hereby submits, on the basis of provisions of Article 300 of the Companies Act (ZGD-1), a counter-proposal to the resolution proposal under Point 2 of the agenda of the Shareholders' Meeting, and informs the Management Board of Nova KBM d.d. that it will object to the published resolution proposal, and that it will try to convince other shareholders to vote for the counter-proposal.

# Counter-proposal

## **to Point 2 of the agenda – The increase in share capital of Nova KBM d.d. – reads as follows:**

### **Resolution counter-proposal:**

The share capital of Nova KBM d.d., which as of the date of the adoption of this resolution totals € 40,814,313.08 and is split into 39,122,968 freely transferable ordinary registered no par value shares with voting rights, is increased by € 40,814,313.08 to € 81,628,626.16 through the issue of new freely transferable ordinary registered no par value shares with voting rights, all of which shall be of the same class as the shares already outstanding. New shares are issued for cash consideration.

The share capital increase is to be carried out through the issue of 39,122,968 freely transferable ordinary registered no par value shares with voting rights, so that after the increase in share capital the total number of freely transferable ordinary registered no par value shares with voting rights issued by Nova KBM d.d. will be 78,245,936.

The issue price is € 1.30 per one new share. The total amount of the issue is € 50,859,858.40.

All newly issued shares will have the same rights and benefits as the existing shares of the same class. The new shares will be issued in book-entry form and will be entered into the central registry maintained by KDD d.d. (Central Securities Clearing Corporation) once the share capital increase is entered in the court register.

The shares that are subject to the public offering should be available to the existing shareholders, who may exercise their pre-emptive rights and subscribe for new shares, either in Slovenia or in Poland, up to the percentage of their existing interest in the Bank's share capital. The existing shareholders may subscribe and pay for shares within 14 days following the publication of the prospectus, subject to consent of the Securities Market Agency of the Republic of Slovenia (first round). The new shares may be subscribed for within the specified 14-day period, during the business hours of Nova KBM d.d. branches that will be listed on the Bank's website.

Following the expiry of the period in which pre-emptive rights may be exercised, other potential investors will be given a 7-day period to subscribe for new shares (second round). Other potential investors may subscribe and pay for any number of remaining shares, the total number of which will be announced by Nova KBM d.d. after the completion of the first round. Subscription orders shall be submitted at the final offer price within a period



of 7 days. The decision as to the allocation of offered shares will be reached by the Bank's Management Board with consent of the Supervisory Board. Any excess payments (as a result of lack of allocation of shares) will be returned to potential investors within 15 days after the announcement of results of the offering, presumably within 21 days of the publication of the prospectus.

The subscribers of new shares must pay the full issue price for each new share at the time of subscribing for new shares.

The share capital increase carried out on the basis of this resolution shall be considered successful if all new shares are subscribed for and paid in full within the periods specified in this resolution.

The Supervisory Board of Nova KBM d.d. is authorised to adopt amendments to the Articles of Association of Nova KBM d.d. arising from the share capital increase.

#### **Justification:**

The Resolution concerning the increase in share capital of Nova KBM d.d., proposed by the Management and Supervisory Boards for the 23<sup>rd</sup> Shareholders' Meeting, along with the explanation given by the Management Board in this regard, **constitutes a completely insufficient and unfounded basis for the total exclusion of pre-emptive rights of existing shareholders to new shares.**

Statements about the discussions of the Bank's Management Board in respect of a potential capital raising and the probability of institutional investors participating in capital raising are not based on any facts or arguments whatsoever. Experience from the previous capital raisings by Nova KBM d.d. show that **the interest of shareholders to participate in capital raisings has always exceeded the number of shares offered** (in 2007, 2009 and 2011). Therefore, **expert advisers to the Pan-Slovenian Shareholders' Association (VZMD) believe that the current economic conditions and, in particular, the issue price of € 1.30 per share constitute good reasons and arguments to preserve the pre-emptive rights of existing shareholders.**

Furthermore, statements of the Management Board that capital raising carried out by taking account of pre-emptive rights of existing shareholders would be time-consuming and ineffective are unfounded and generalized as well. The Bank's need for fresh capital has been known at least since the June Shareholders' Meeting when shareholders adopted a resolution concerning the actions to be taken in order to increase the Bank's Core Tier I capital ratio to 9 percent. It seems that since June 2012, nothing has been done that would allow carrying out capital raising without the pre-emptive rights of shareholders being excluded. The explanation of the Management Board that capital raising carried out by taking account of pre-emptive rights of existing shareholders would be time-consuming and ineffective may therefore be considered as an excuse for inefficient actions or actions not taken. **Under no circumstances, however, can this be a reason and basis for penalizing shareholders by excluding their pre-emptive rights.**

The decision that the Bank must meet the Core Tier I capital ratio of 9 percent by the end of 2012 was passed by the Shareholders' Meeting on 8 June 2012. We believe this target can be achieved through capital raising without the pre-emptive rights of shareholders being excluded, and through other actions that should be taken simultaneously. Therefore, **lack of preparations for capital raising, as well as the tight schedule of this project, cannot be considered a justified reason for the exclusion of pre-emptive rights of shareholders, which, in the corporate doctrine, is defined as an exceptional (restrictive) option.**

Considering the aforementioned, **the exclusion of pre-emptive rights of shareholders is an unfounded and excessive measure. The Pan-Slovenian Shareholders' Association**



**has therefore prepared and submitted a counter-proposal** regarding the Bank's share capital increase. **This proposal envisages public offering of Nova KBM d.d. shares and equal treatment of all shareholders. The number of newly issued shares must therefore equal the number of outstanding shares**, which is 39,122,968 freely transferable ordinary registered no par value shares with voting rights, in order to enable all the existing holders of freely transferable ordinary registered no par value shares with voting rights to participate in capital raising and exercise their pre-emptive rights to new shares.

As a result, the share capital of Nova KBM d.d. is increased by € 40,814,313.08 to € 81,628,626.16. New shares are issued for cash consideration. The issue price is € 1.30 per share, so the total amount of the issue is expected to reach €50,859,858.40.

Since this proposal envisages the subscription and payment for shares in two rounds, it is necessary to draw up a prospectus, and to receive the approval from the Securities Market Agency that the share capital increase may be carried out. **The first round of subscription and payment for shares starts on the day the Securities Market Agency issues the approval, and lasts 14 days within which the existing shareholders may exercise their pre-emptive rights.** Following the expiry of this period, the 7-day period starts in which the subscription and payment for the remaining shares takes place. If the number of shares subscribed and paid for exceeds the number of available shares, the issuer should return excessive payments to the subscribers within 15 days.

Maribor, 21 November 2012

mag. Kristjan Verbič

President of VZMD

**Point 3**

# Resolution concerning

## **amendments to the Articles of Association of Nova KBM d.d.**

With the amendment to the existing Article 11 of the Bank's Articles of Association, the Management Board is granted a new authorisation to increase, within the authorised capital, the Bank's share or core capital through the issue of debt financial instruments or through raising a hybrid loan facility, with consent of the Supervisory Board and without any additional resolution of the Shareholders' Meeting, in the manner and by the procedure set forth in the Banking Act and the Companies Act. The authorisation granted to the Management Board has been adjusted to the current conditions in the financial markets and relates exclusively to new shares issued in exchange for debt financial instruments or a hybrid loan facility. It enables the Management Board, with consent of the Supervisory Board, to ensure the appropriate structure and quality of the Bank's capital, and to maintain the Bank's capital adequacy ratio above the regulatory minimum value, in compliance with the requirements of the Bank of Slovenia, EBA and the documents of the Basel Committee on Banking Supervision (Basel 3). The subject of the authorisation to the Management Board is also the option to exclude pre-emptive rights of shareholders to purchase new shares in accordance with Article 354 of the Companies Act. In accordance with the second paragraph of Article 354 of the Companies Act, the Management and Supervisory Boards propose that, along with the amendments to the Articles of Association, the authorisation is granted to the Bank's Management Board to make a decision concerning the exclusion of pre-emptive rights of existing shareholders to purchase new shares.

The Management Board hereby gives a report concerning the justification for the exclusion of pre-emptive rights of existing shareholders. Since new shares can only be issued in exchange for debt financial instruments or a hybrid loan facility, the existing shareholders are, by the nature of things, not given an opportunity to participate in the share capital increase through the instrument of authorised capital on the basis of their pre-emptive rights. Holders of debt financial instruments or lenders of a hybrid loan facility may be (as the practice shows) entities or persons who are not necessarily shareholders of the Bank. Therefore, insisting on the possibility to exercise pre-emptive rights to new shares could lead to a situation where the exchange of debt instruments for new shares would not be possible at all. In order to be eligible as a component of Core Tier I capital, debt financial instruments or hybrid loan facilities must have certain specific characteristics, as prescribed by the bank regulator, among which is a possibility of their conversion into shares. Given that the increase in share capital through contribution other than cash according to the provisions of the Companies Act is subject to audit (except in the case of exceptions provided for in the Companies Act), the Shareholders' Meeting hereby authorises the Management Board to propose the entry of the share capital increase into the court register without the transaction being reviewed by the auditor, in accordance with the exceptions provided by law.

The Management and Supervisory Boards propose to the Shareholders' Meeting to adopt, on the basis of Article 353 of the Companies Act and Article 43(a) of the Banking Act, the following

**RESOLUTION:**

- Article 11 of the Articles of Association of Nova KBM d.d. is supplemented by a new third paragraph which reads as follows: »The Management Board of the Bank is authorised, with consent of the Supervisory Board, and without any additional resolution of the Shareholders' Meeting, to increase, either in one or in several occasions, the share capital of the Bank by not more than € 120,372,692.00 (one-hundred-twenty-million-three-hundred-seventy-two-thousand-six-hundred-ninety-two euro 00/100) (authorised capital) in the period of five years after the amendments to the Articles of Association, adopted by the Shareholders' Meeting on 11 December 2012 (eleventh December two-thousand-twelve), have been entered in the court register. For the amount of share capital increased within the authorised capital, a total of not more than 115,384,615 (one-hundred-fifteen-million-three-hundred-eighty-four-thousand-six-hundred-fifteen) new ordinary shares may be issued, at the issue price determined by the Management Board with consent of the Supervisory Board. New shares shall be issued with the rights, under the conditions and in the manner as set forth in the resolution of the Management Board on the share capital increase and the issue of new shares, it being understood that the new shares may be issued solely in exchange for hybrid debt instruments, issued by Nova KBM d.d. in December 2012, or a hybrid loan facility in the amount of € 150,000,000.00 (one-hundred-fifty-million euro 00/100), taken by Nova KBM d.d. in December 2012 (consideration other than cash within the meaning of legislation governing companies). The Management Board may exclude pre-emptive rights of existing shareholders to subscribe for new shares, provided that consent is given by the Supervisory Board. If the statutory conditions are met for issuing shares for consideration other than cash without an audit being required, the auditor does not need to review the issue of shares for consideration other than cash carried out pursuant to this Article of the Bank's Articles of Association«.

Maribor, 10 November 2012

Management Board  
of Nova KBM d.d.

Igor Žibrik,  
Member

Aleš Hauc,  
President

Supervisory Board  
of Nova KBM d.d.

Dr. Peter Kukovica  
Chairman

# 23<sup>rd</sup>

Shareholders'  
Meeting of  
Nova KBM d.d.



## REGISTRATION FOR THE 23<sup>rd</sup> SHAREHOLDERS' MEETING OF NOVA KBM d.d.

The undersigned (shareholder's name and surname or, in case of a legal entity, shareholder's name): \_\_\_\_\_

Name and surname of the legal representative (if the shareholder is a legal entity): \_\_\_\_\_

Residing at (street and number, place): \_\_\_\_\_

Personal ID number and place of birth: \_\_\_\_\_

Registration number (if the shareholder is a legal entity): \_\_\_\_\_

### hereby register

my participation in the 23<sup>rd</sup> Shareholders' Meeting of Nova KBM d.d., with its headquarters in Maribor, Ulica Vita Kraigherja 4, to be held on Tuesday, 11 December 2012, at 12:00 hours in the Lecturing Hall (amphitheatre) of Hotel Piramida, Ulica heroja Šlandra 10, Maribor, Slovenia.

The Shareholders' Meeting will be attended by me personally.

Place and date: \_\_\_\_\_

Signature of shareholder or his/her legal representative: \_\_\_\_\_

# 23<sup>rd</sup>

Shareholders'  
Meeting of  
Nova KBM d.d.



## REGISTRATION AND POWER OF ATTORNEY FOR THE 23<sup>rd</sup> SHAREHOLDERS' MEETING OF NOVA KBM d.d.

The undersigned (shareholder's  
name and surname or, in case of a  
legal entity, shareholder's name) \_\_\_\_\_

Name and surname of the legal  
representative (if the shareholder  
is a legal entity): \_\_\_\_\_

Residing at  
(street and number, place): \_\_\_\_\_

Personal ID number  
and place of birth: \_\_\_\_\_

Registration number  
(if the shareholder is a legal entity): \_\_\_\_\_

a shareholder of Nova KBM d.d.,

### hereby register

my participation in the 23<sup>rd</sup> Shareholders' Meeting of Nova KBM d.d., with its headquarters in Maribor, Ulica Vita Kraigherja 4, to be held on Tuesday, 11 December 2012, at 12:00 hours in the Lecturing Hall (amphitheatre) of Hotel Piramida, Ulica heroja Šlandra 10, Maribor, Slovenia.

For participation in the Shareholders' Meeting and for exercising my voting rights, I hereby

### authorise

Name and surname or, in case  
of a legal entity, name of the  
authorised representative: \_\_\_\_\_

Personal ID number/registration  
number: \_\_\_\_\_

Born in: \_\_\_\_\_

Residing at: \_\_\_\_\_

The authorised person may participate in the 23<sup>rd</sup> Shareholders' Meeting of Nova KBM d.d. and exercise the voting rights on behalf and for the account of the authorising shareholder. Pursuant to the applicable law, the authorised person shall exercise the voting rights on behalf and for the account of the authorising shareholder on all shares of Nova KBM d.d. owned by the authorising shareholder.

This power of attorney may be revoked at any time. The authorised person is not allowed to transfer this power of attorney to any other person.

Place and date: \_\_\_\_\_

Signature of shareholder or his/  
her legal representative: \_\_\_\_\_





## Information for shareholders

**Pursuant to Article 296 of the Companies Act, Nova KBM d.d. hereby publishes the following information for shareholders concerning their rights at the Shareholders' Meeting to be held on 11 December 2012 at 12:00 hours.**

The shareholders whose total shares reach one twentieth of the Bank's share capital may request in writing an additional item be put on the agenda seven days after publication of the notice of the Shareholders' Meeting. The written resolution proposal to be decided by the Shareholders' Meeting must be attached to the request, or, if no resolution is to be adopted about an individual item, the explanation of the agenda item. In compliance with the third paragraph of Article 298 of the Companies Act (ZGD-1), the Bank's Management Board shall publish additional agenda items required by the shareholders and sent to the Bank no later than seven days following the publication of the notice of the Shareholders' Meeting.

Shareholders may also communicate their requests for additional agenda items by e-mail: delnicar@nkbm.si or by fax: +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.

To each agenda item, shareholders may provide written resolution and election proposals. In the same manner as the present notice of the Shareholders' Meeting, the Management Board shall also publish those shareholder proposals that will be sent to the Bank no later than seven days following the publication of the notice of the Shareholders' Meeting, that will be reasonably substantiated, and for which the shareholder-proposer advises that he plans to object to the Management or Supervisory Board's resolution at the Shareholders' Meeting, and that he will bring other shareholders to vote for his proposal. In compliance with Article 301 of the Companies Act, shareholders need not substantiate election proposals. Resolution and election proposals may also be communicated to the Bank by e-mail: delnicar@nkbm.si or by fax: +386 2 229 2014.

Requests for additional agenda items and resolution and election proposals communicated to the Bank by e-mail must be scanned and sent as an attachment, they must contain the personal signature of the natural person, and in case of legal entities they must contain the personal signature of the statutory representative and a stamp of the legal entity, if used. The Bank is entitled to check the identity of the shareholder or the principal sending the request or proposal by e-mail as well as the authenticity of his signature.

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 Bank's 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 seven days, but are presented 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.