

**Ref. No.: SV 1684/2012**  
**Date: 11 December 2012**

-----**NOTARY'S MINUTES OF**-----  
-----**THE COURSE AND THE RESOLUTIONS OF THE 23<sup>rd</sup> (twenty-third)**-----  
-- **SHAREHOLDERS MEETING OF NOVA KREDITNA BANKA MARIBOR d.d.** --  
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I, Ines Bukovič, a notary public of Maribor, participated on 11 December 2012 (eleventh December two-thousand-twelve), at the invitation of the Management Board of NOVA KBM d.d., in the 23<sup>rd</sup> (twenty-third) 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 Conference Hall (amphitheatre) of Hotel Piramida, Ulica heroja Šlandra 10 (ten), between 12:00 noon (twelve noon) and 1:40 p.m. (one-forty p.m.), in my continuous presence. --

Based on the excerpt from the court/AJPES business register dated 11 December 2012 (eleventh December 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). ---

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The identity of the persons present was not established, since no such request has been made. -----  
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I establish that a notice of the Shareholders Meeting was published on the Bank's website and, on 10.11.2012 (tenth November two-thousand-twelve), in the newspaper VEČER, and that a counter-proposal of the Pan-Slovenian Shareholders' Association to item 2 (two) of the agenda was published in the newspaper VEČER on 21.11.2012 (twenty-first November two-thousand-twelve).

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The agenda of the Shareholders Meeting is as follows: -----  
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1. Opening of the Shareholders Meeting, establishment of quorum and election of Shareholders' Meeting bodies -----
2. Resolution concerning the increase in share capital of Nova KBM d.d.-----
3. Resolution concerning amendments to the Articles of Association of Nova KBM d.d. -----

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

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The attorney Pavle Pensa opened the 23<sup>rd</sup> (twenty-third) 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 a representative of the company IXTLAN FORUM to explain how the voting devices should be used. -----

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Following a brief explanation of the voting method, the authorised representative of the Management Board informed the persons present of the number of shareholders participating in the Shareholders' Meeting:-----

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He established that the **Shareholders Meeting constituted a quorum because 27.46% (twenty-seven-point-four-six percent) of all voting shares in the Bank were present.** He informed the persons present that the Republic of Slovenia had no voting rights, in accordance with the decision of the Securities Market Agency dated 26.09.2012 (twenty-sixth September two-thousand-twelve). -----

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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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Pavle Pensa read the resolution proposal to the first item of the agenda, and put it to the vote: -----  
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**RESOLUTION**-----

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**The Shareholders Meeting appoints Pavle Pensa, an attorney of Ljubljana, as the Chair of the Shareholders Meeting, and Robert Ernestl and Gregor Mavsar 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, is to attend the 23<sup>rd</sup> (twenty-third) 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: 5,253,935 (five-million-two-hundred-fifty-three-thousand-nine-hundred-thirty-five);-----
- the proportion of these shares in the share capital was: 13.429% (thirteen-point-four-two-nine percent);-----
- the total number of valid votes was: 5,253,935 (five-million-two-hundred-fifty-three-thousand-nine-hundred-thirty-five); -----
- the number of votes FOR the resolution was: 5,253,935 (five-million-two-hundred-fifty-three-thousand-nine-hundred-thirty-five), 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: 535 (five-hundred-thirty-five); -----

**The authorised representative of the Management Board declared that the resolution on appointing Shareholders Meeting bodies was carried unanimously.**-----

The elected Chair of the Shareholders' Meeting, Pavle Pensa, took over the chairing of the Shareholders' Meeting, and thanked for the confidence. He informed the persons present that Ines Bukovič, a notary public, would attend the Shareholders' Meeting. Based on the list of participants, he announced the number of shareholders attending the Shareholders' Meeting:-----

He said that **of the total of 39,122,968 (thirty-nine-million-one-hundred-twenty-two-thousand-nine-hundred-sixty-eight) shares, 19,136,937 (nineteen-million-one-hundred-thirty-six-thousand-nine-hundred-thirty-seven) were voting shares, of which 5,254,470 (five-million-two-hundred-fifty-four-thousand-four-hundred-seventy) were present, which accounted for 27.46% (twenty-seven-point-four-six percent) of all voting shares in the Bank.**-----

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 the shareholders of their right to inspect the list at the notary public, by the end of the Shareholders' Meeting.-----

He then read the proposed agenda of the Shareholders' Meeting. Rajko Stankovič, a representative of small shareholders, proposed that item 2 (two) be withdrawn from the agenda on the ground that a private capital raising would not be reasonable for the Bank.-----

Kristjan Verbič, a representative of the Pan-Slovenian Shareholders' Association, and Venčeslav Pirc, a shareholder, supported the proposal to withdraw the second agenda item.-----

With respect to the proposed share capital increase, Aleš Hauc, President of the Bank's Management Board, said that both the Management Board and the

Supervisory Board were doing anything within their power to restore the financial stability of the Bank, but could not be held responsible for the decisions taken by the previous Management Board. He said it was not possible to, at the same time, sell the shares of Zavarovalnica Maribor and prepare the prospectus for the issue of new shares of the Bank, adding that the Management Board had proposed the exclusion of pre-emptive rights of existing shareholders due to the tight time schedule not permitting other solutions. An increase in share capital is also planned for 2013; the capital raising process will be carried out in such a way as to ensure that all shareholders will be invited to purchase new shares.

The Chair then put to the vote the following **procedural resolution**:

**Resolution**

**2 (two) – The resolution concerning the increase in share capital of Nova KBM d.d. is withdrawn from the agenda:**

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

- the number of shares for which valid votes were cast was: 5,223,143 (five-million-two-hundred-twenty-three-thousand-one-hundred-forty-three);
- the proportion of these shares in the share capital was: 13.351% (thirteen-point-three-five-one percent);
- the total number of valid votes was: 5,223,143 (five-million-two-hundred-twenty-three-thousand-one-hundred-forty-three);
- the number of votes FOR the resolution was: 4,520,159 (four-million-five-hundred-twenty-thousand-one-hundred-fifty-nine), which accounted for 86.541% (eighty-six-point-five-four-one percent) of the votes cast;
- the number of votes AGAINST the resolution was: 702,984 (seven-hundred-two-thousand-nine-hundred-eighty-four), which accounted for 13.459% (thirteen-point-nine-eight-four percent) of the votes cast;
- the number of votes ABSTAINED was: 31,327 (thirty-one-thousand-three-hundred-twenty-seven);

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

**3 (three) Resolution concerning amendments to the Articles of Association of Nova KBM d.d.**

The Chair of the Shareholders Meeting first asked the President of the Management Board to substantiate the resolution proposal.

Aleš Hauc, President of the Management Board, informed the shareholders about the reorganisation of the Bank, its market and liquidity position, and its capital adequacy. With respect to past operations, he said that the Management Board had requested a forensic review be carried out. The final report in this regard is expected to be presented in January 2013 (two-thousand-thirteen). The extent of damages caused by poor business decisions and any potential liability of individuals or corporate bodies will be known at that time. Since an adequate capital position is a prerequisite for the development of the Bank, the Management Board has proposed that the share capital increase be carried out as provided for in the resolution concerning amendments to the Articles of Association. -----

Dejan Krušec, State Secretary and a representative of the Ministry of Finance, informed the persons present that the talks with private investors regarding their participation in Nova KBM d.d.'s capital raising were being held. If no agreement could be reached with them, the government will pay for convertible bonds. He also informed the persons present of the government's intention to reduce its shareholding in Nova KBM d.d. to 25% (twenty-five percent) plus one share.-----

The Chairman of the Supervisory Board briefed the shareholders on how the Supervisory Board controls the operations of the Bank and the implementation of the action plan to increase the Bank's capital position by the end of the year. -----

The Chair of the Shareholders' Meeting then informed the persons present that EAST CAPITAL BALKAN FUND, a shareholder of the Bank, had submitted a counter-proposal to item 3 (three) of the agenda, and asked the representative of this institution, Mr. Škerlak, to substantiate it.-----

Mr. Škerlak, an authorised representative of EAST CAPITAL BALKAN FUND, stated the reasons for submitting the counter-proposal, and then read it:-----

*»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 €100,000,000.00 (one-hundred-million euro 00/100) (authorised capital) in the period of five years after the amendments to the Articles of Association, adopted at 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 200,000,000 (two-hundred-million) new ordinary shares may be issued, at the issue price that is equal to the average price at which Nova KBM d.d. shares are traded on the Ljubljana Stock Exchange in the preceding 30 (thirty)-day period, reduced by a discount of 25% (twenty-five percent). 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 (two-thousand-twelve), or a hybrid loan facility, taken by Nova KBM d.d. in December 2012 (two-thousand-twelve), in the amount of not more than €100,000,000.00 (one-hundred-million euro 00/100) (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 content of the counter-proposal was then also explained by the Chair of the Shareholders' Meeting.-----

In the discussion that followed, Mr. Stanković and Mr. Pirc supported the counter-proposal of EAST CAPITAL BALKAN FUND.-----

Mr. Jovanovič, a shareholder of the Bank, proposed that the counter-proposal be submitted to the shareholders in written form. He also asked how the agreement between the Ministry of Finance and EAST CAPITAL BALKAN FUND complied with Articles 8 and 63 of the Takeover Act.-----

Mr. Škerlak, a representative of EAST CAPITAL BALKAN FUND, said that the actions taken by the government and EAST CAPITAL BALKAN FUND could not be regarded as a concerted action within the meaning of the Takeover Act, and that the government had agreed to provide a loan facility to the Bank only if there would be no other investor willing to provide funds.-----

Mr. Krušec added that the government would have supported this proposal if it had had a voting right at the 23<sup>rd</sup> Shareholders' Meeting.-----

The Chair of the Shareholders' Meeting then asked the authorised representative of the proposer to amend the following part of the counter-proposal »*traded on the Ljubljana Stock Exchange in the preceding 30 (thirty)-day period*« so as to read as follows »**traded on the Ljubljana Stock Exchange in the 30 (thirty)-day period prior to the resolution on the issue of new shares**«.-----

He then read the amended counter-proposal, and put it to the vote:-----

#### **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 €100,000,000.00 (one-hundred-million euro 00/100) (authorised capital) in the period of five years after the amendments to the Articles of Association, adopted at 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 200,000,000 (two-hundred-million) new ordinary shares may be issued, at the issue price that is equal to the average price at which Nova KBM d.d. shares are traded on the Ljubljana Stock Exchange in the 30 (thirty)-day period prior to the resolution on the issue of new shares, reduced by a discount of 25% (twenty-five percent). 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 (two-thousand-twelve), or a hybrid loan facility, taken by Nova KBM d.d. in December 2012 (two-thousand-twelve), in the amount of not more than €100,000,000.00 (one-hundred-million euro 00/100) (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.«-----

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

- the number of shares for which valid votes were cast was: 5,210,224 (five-million-two-hundred-ten-thousand-two-hundred-twenty-four);-----
- the proportion of these shares in the share capital was: 13.318% (thirteen-point-three-one-eight percent);-----
- the total number of valid votes was: 5,210,224 (five-million-two-hundred-ten-thousand-two-hundred-twenty-four);-----
- the number of votes FOR the resolution was: 4,955,483 (four-million-nine-hundred-fifty-five-thousand-four-hundred-eighty-three), which accounted for 95.111% (ninety-five-point-one-one-one percent) of the votes cast;-----
- the number of votes AGAINST the resolution was: 254,741 (two-hundred-fifty-four-thousand-seven-hundred-forty-one), which accounted for 4.889% (four-point-eight-eight-nine percent) of the votes cast;-----
- the number of votes ABSTAINED was: 44,246 (forty-four-thousand-two-hundred-forty-six);-----

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**The Chair of the Shareholders Meeting declared that the resolution was carried.**-----  
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Mr. Hauc, President of the Management Board, thanked the shareholders to support a decision that will help Nova KBM d.d. increase its capital adequacy to the level as required by the EBA standards and contribute to the further development of the Bank. -----

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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 1:40 p.m. (one-forty p.m.). -----

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**Chair of the Shareholders Meeting**  
**Pavle Pensa, 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: -----

- a notice of the Shareholders' Meeting published in the newspaper VEČER on 10.11.2012 (tenth November two-thousand-twelve) -----
- a counter-proposal of the Pan-Slovenian Shareholders' Association to the second item of the agenda, published in the newspaper VEČER on 21.11.2012 (twenty-first November two-thousand-twelve) -----



## **VZMD**

Vseslovensko združenje malih delničarjev  
Pan-Slovenian Shareholders' Association

Nova Kreditna banka Maribor d.d.  
Management Board  
Ulica Vita Kraigherja 4  
2000 Maribor

Ljubljana, 16 November 2012

### **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.***

##### **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 the subject of 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 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 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 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 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.

Yours faithfully.

Kristjan Verbič  
President  
Pan-Slovenian Shareholders' Association  
(signature and stamp)

## EAST CAPITAL BALKAN FUND

hereby submits, on the basis of provisions of the Companies Act (Official Gazette of RS No. 42/06 (amendment: No. 60/06), 26/07-ZSDU-B, 33/07-ZSReg-B, 67/07-ZTFI (amendment: No. 100/07), 10/08, 68/08, 23/09; Decisions of the Constitutional Court: U-I-268/06-35, 42/09, 65/09-UPB3, 83/09; U-I-165/08-10, Up-1772/08-14, Up-379/09-08, 33/11, 91/11, 100/11; U-I-311/11-5, 32/12, 57/12), and in accordance with the notice of the 23<sup>rd</sup> Shareholders' Meeting of Nova Kreditna banka Maribor, which will take place on 11 December 2012, the following

## **C O U N T E R   P R O P O S A L**

Maribor, 11 December 2012

EAST CAPITAL BALKAN FUND holds 1,201,067 shares of Nova KBM d.d. This justifies its legal interest in submitting a counter-proposal to item 3 of the agenda of the 23<sup>rd</sup> Shareholders' Meeting of Nova KBM d.d.

Item 3 of the agenda: 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 €100,000,000.00 (one-hundred-million euro 00/100) (authorised capital) in the period of five years after the amendments to the Articles of Association, adopted at 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 200,000,000 (two-hundred-million) new ordinary shares may be issued, at the issue price that is equal to the average price at which Nova KBM d.d. shares are traded on the Ljubljana Stock Exchange in the preceding 30 (thirty)-day period, reduced by a discount of 25% (twenty-five percent). 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, taken by Nova KBM d.d. in December 2012, in the amount of not more than €100,000,000.00 (one-hundred-million euro 00/100) (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.«

**Justification:**

The resolution proposes a change in the number of newly issued shares to comply with the rules governing state aid. In addition, 'not more than' was added before the amount of hybrid debt instruments/hybrid loan that may be converted into shares. By this modification, the purpose of conversion would be accomplished even if the amount converted into shares is lower than the maximum amount stated in the proposed amendment to the Articles of Association.