

CONDITIONS APPLYING TO THE MEMBERS OF NOVA KBM d.d. SUPERVISORY BOARD

Each member of Nova Kreditna banka Maribor d.d. Supervisory Board has to meet the following criteria as stipulated in the Companies Act (ZGD-1), the Banking Act (ZBan-1), and the Articles of Association of Nova Kreditna banka Maribor d.d..

Article 23 of the Articles of Association, referring to Article 72 of ZBan-1 provides that only a person who meets the following criteria can be appointed as a member of the Supervisory Board:

- has adequate professional qualifications, characteristics and experiences necessary for supervising the Bank's operations, and
- has not been finally convicted of a criminal offence, committed intentionally, and prosecuted ex officio, or of any of the following criminal offences, committed by negligence: negligent homicide; serious bodily injury; extremely serious bodily injury; endangering safety at work; concealing, disclosing and unauthorised obtaining of a business secret; money laundering; disclosing of an official secret; causing general danger; or disclosing a state secret, and the punishment has not been expunged yet.

It is deemed that the condition referred to under indent 1 of the first paragraph of this Article has been met, if the relevant person has experience of not less than five years in managing and supervising operations in an institution of a comparable size and business to the Bank's, or other comparable business.

General conditions for supervisory board members as stipulated in Article 273 of the Companies Act (ZGD-1) also need to be taken into account. A member of a supervisory board may not be:

- a member of the management board or board of directors of a company associated with the bank;
- a specially authorised representative or procurator of such company;
- a member of the management board of another company limited by shares, on whose supervisory board is a member of bank's management board;
- a person who is a member of a supervisory or management board in three other companies, or
- a person not fulfilling the conditions laid down in the articles of association.

In connection with additional limitations provided by the Bank's Articles of Association also Article 24 needs to be taken into account which also stipulates negative conditions. The content of the relevant Article 24 is as follows:

“The function of the Supervisory Board member cannot be taken over by a person:

- who is closely linked with the legal entity:
 - in which the Bank holds more than 5 (five) percent in voting rights or in the share capital, and
 - which does not have the position of a controlled company within the Banking Group, or
- who is a member of a supervisory or management body (hereinafter referred to as a “Member of a supervisory or management body”), procurator (hereinafter referred to as a “Procurator”) or owner of majority of voting rights or shares in the following legal entities, regardless of their registered office:
 - in another controlled financial company,
 - in a company which is directly or indirectly controlling another controlled financial company, or
 - in a financial holding.”

In determining the profile of the new candidate, the Supervisory Board nomination committee shall take into account primarily the following criteria:

- personal integrity and business ethics,
- at least university-level education,
- adequacy of work experience in the field of management, organization and company management,
- adequacy of business and professional know-how, necessary to carry out the supervisory function,
- capability to focus in their work and in the decision-taking process on the long-term interest of the bank,
- no management, supervising or representation function for competitive companies, and they should not be large shareholders or partners in such companies,
- availability during their term of office,
- ability for efficient communication and team work,
- willingness to undertake further training and professional development.