

**Ref. no.: SV 489/3013**  
**Date: 12 April 2013**

### **NOTARIAL CERTIFICATE**

The undersigned notary public Ines Bukovič of Maribor, **confirm** that the consolidated text of the Articles of Association of NOVA KREDITNA BANKA MARIBOR d.d., abbreviated name NOVA KBM d.d., with registered office at Ulica Vita Kraigherja 4 (four), 2000 (two thousand) Maribor, entered in the register of companies AJPES under the registration number 5860580000 (five eight six nought five eight nought nought nought nought), is consistent and in compliance with the:

- ❖ **Resolution of the Management Board on the increase in the share capital of the Bank** dated 18 March 2013 (eighteenth March two thousand and thirteen),
- ❖ **Resolution of the Management Board on the implemented increase in the share capital of the Bank** dated 2 April 2013 (second April two thousand and thirteen),
- ❖ **Resolution of the Management Board** dated 15 April 2013 (fifteenth April two thousand and thirteen) bound to the amendments to the resolution of the Management Board dated 18 March 2013 (eighteenth March two thousand and thirteen),
- ❖ **Resolution of the Supervisory Board on the consent to the increase in the share capital on the basis of authorisation pursuant to Article 11 of the Articles of Association** dated 2 April 2013 (second April two thousand and thirteen),
- ❖ **Resolution of the Supervisory Board on the amendments to the Bank's Articles of Association** dated 2 April 2013 (second April two thousand and thirteen), and
- ❖ **Supplementary resolution of the Supervisory Board on the amendments to the Bank's Articles of Association** dated 12 April 2013 (twelfth April two thousand and thirteen),

adopted by the Management Board and the Supervisory Board on the basis of the Article 11 of the Bank's Articles of Association, and certified in my notarial record, ref. no. SV 1685/2012 (one thousand six hundred and eighty five / two thousand and twelve) dated 11 December 2012 (eleventh December two thousand and twelve).

The consolidated text of the Articles of Association is annexed to this notarial certificate, and joined with it in the prescribed manner.

**Ines Bukovič**  
**Notary Public**

On the basis of the:

- resolution of the Management Board on the increase in the share capital of the Bank dated 18 March 2013 (eighteenth March two thousand and thirteen), resolution of the Management Board on the implemented increase in the share capital of the Bank dated 2 April 2013 (second April two thousand and thirteen), resolution of the Management Board dated 15 April 2013 (fifteenth April two thousand and thirteen) bound to the amendments to the resolution of the Management Board dated 18 March 2013 (eighteenth March two thousand and thirteen), resolution of the Supervisory Board on the consent to the increase in the share capital dated 2 April 2013 (second April two thousand and thirteen), resolution of the Supervisory Board on the amendments to the Bank's Articles of Association dated 2 April 2013 (second April two thousand and thirteen), and supplementary resolution of the Supervisory Board on the amendments to the Bank's Articles of Association dated 12 April 2013 (twelfth April two thousand and thirteen),

the consolidated text runs as follows:

## **ARTICLES OF ASSOCIATION**

of

### **NOVA KREDITNA BANKA MARIBOR d.d.**

#### **1. GENERAL PROVISIONS**

##### **Name**

###### Article 1

(1) The name of the Bank is Nova Kreditna banka Maribor d.d.

(2) The abbreviated name of the Bank is Nova KBM d.d.

(3) Organisational parts of the Bank that are entered in the register of companies use their own name in addition to the name of the Bank.

(4) For its business operations, the Bank uses a logo, consisting of stylized small printed letters, and the name which is protected as a trademark in accordance with industrial property regulations.

##### **Registered office**

###### Article 2

The registered office of the Bank is in Maribor.

##### **Activities of the Bank**

###### Article 3

(1) The Bank carries out the following types of financial services:

a) Banking services such as acceptance of deposits and granting of loans for its own account,

b) Mutually recognised financial services such as:

1. acceptance of deposits,
2. granting of loans, including:
  - consumer loans,
  - mortgage loans,
  - factoring with or without recourse,
  - financing of commercial transactions, including forfeiting,
3. financial leasing: financial leasing of assets of which the duration approximately equals the expected useful life of the asset which is the subject of the lease and for which the lessee acquires most of the benefit from the use of the asset and accepts the full risk of the transaction,
4. payment transaction services and issuance of electronic money,
5. issuing and managing of other payment instruments (such as travellers cheques and bank bills), not included in subpoint 4 of this paragraph,
6. issuance of guarantees and other commitments,
7. trading for own account and for account of customers in:
  - money market instruments,
  - foreign exchange, including currency exchange transactions,
  - financial futures and options,
  - exchange and interest rate instruments,
  - transferable securities,
8. participation in the issuance of securities and services related to such issues,
9. advising companies about capital structure, business strategy and similar matters, and advisory services related to mergers and the purchase of undertakings,
10. brokerage in interbank markets,
11. portfolio management and advice,
12. safekeeping of securities and other services related to safekeeping of securities,
13. credit reference services: collection, analysis and provision of information on creditworthiness of legal entities,
14. renting of safe deposit boxes, and
15. investment services and transactions as well as ancillary investment services from the first paragraph of Article 10 of the Financial Instruments Market Act (ZTFI).

c) Additional financial services:

1. insurance brokerage in accordance with the law governing the insurance business,
2. payment systems management in accordance with the Payment Transactions Act,
3. pension fund management in accordance with the law governing pension and disability insurance,
4. custodian services for which another act determines that such services shall be carried out by a bank, and services related to these custodian services,
5. credit brokerage in consumer and other credits, and
6. other services or transactions which - in terms of the Bank's exposure to risk and the manner of conducting operations - have similar characteristics as mutually recognised financial services and auxiliary financial services.

(2) The Bank also carries out auxiliary banking services: real estate management, management of data processing systems and other services for the support of services carried out by one or more credit institutions.

(3) In compliance with the standard classification of activities, the activities referred to in the first paragraph of this Article are classified into the following classes and subclasses:

- K/64.190 – Other monetary intermediation
- K/64.200 – Activities of holdings
- K/64.300 – Activities of trust and other funds and similar financial entities
- K/64.910 – Financial leasing activities
- K/64.920 – Other credit granting
- K/64.990 – Other financial service activities not elsewhere classified, except insurance and pension fund activities
- K/65.200 – Re-insurance activities
- K/65.300 – Pension fund activities
- K/66.120 – Brokerage in securities and stock exchange commodities trading
- K/66.190 – Other auxiliary activities for financial services, except for insurance and pension funds
- K/66.290 – Other auxiliary activities for insurance and pension funds
- K/66.300 – Financial funds management
- M/69.200 – Accounting, bookkeeping and auditing activities; tax advisory – except auditing activities
- M/70.220 – Other corporate and business advisory services
- N/82.910 – Collection of claims and assessment of credit capability

(4) In case of any changes to the standard classification of activities, the Supervisory Board of the Bank is authorised to classify the activities of the Bank referred to in the first paragraph of this Article into appropriate classes and subclasses of the standard classification of activities.

### **The meaning of terms and abbreviations used**

#### Article 4

Individual terms and abbreviations used in the present Articles of Association have the following meaning:

1. The Bank is Nova Kreditna banka Maribor d.d.;
2. ZBan-1 (ZBan - one) is the Banking Act (Official Gazette of the RS, No. 131/06 (one hundred and thirty one / nought six), 1/08 (one/ nought eight), 109/08 (one hundred and nine / nought eight), 19/09 (nineteen / nought nine), 98/2009 (ninety eight / two thousand and nine), 79/2010 (seventy nine / two thousand and ten), 99/2010 (ninety nine / two thousand and ten), 35/2011 (thirty five / two thousand and eleven))
3. ZGD-1 (ZGD – one) is the Companies Act (Official Gazette of the RS, No. 42/06 (forty two/ nought six), 10/08 (ten / nought eight), 68/08 (sixty eight/ nought eight), 42/09 (forty two / nought nine))
4. ZNVP is the Book Entry Securities Act (Official Gazette of the RS, No. 23/99 (twenty three / ninety nine, 75/02 (seventy five / nought two), 114/06 (one hundred and fourteen / nought six), 67/07 (sixty seven / nought seven), 58/09 (fifty eight / nought nine)),

### **Duration of the Bank**

#### Article 5

The Bank is established for an indefinite period of time.

## **Publication of information by the Bank**

### Article 6

The information or notices of the Bank to be published under the law, and information and notices for which the Management Board believes to be of significant importance to the shareholders are published in the Official Gazette of the Republic of Slovenia or in a daily newspaper issued in the entire territory of the Republic of Slovenia, as well as on the Bank's website ([www.nkbm.si](http://www.nkbm.si)).

## **2. SHARE CAPITAL AND SHARES**

### **Share capital amount**

#### Article 7

The Bank's share capital amounts to €140,814,313.08 (one hundred and forty million eight hundred and fourteen thousand three hundred and thirteen euros 08/100).

### **Shares**

#### Article 8

(1) The share capital of the Bank is split into 137,645,135 (one hundred and thirty seven million six hundred and forty five thousand one hundred and thirty five) ordinary no-par value shares.

(2) All shares are registered shares.

(3) Ordinary shares entitle their owners to:

- participate in managing the Bank,
- participate in the profit (dividend), and
- participate in the residual estate after liquidation or bankruptcy of the Bank.

(4) The non-cash considerations represent:

- 170,965 (one hundred and seventy thousand nine hundred and sixty five) book-entry ordinary registered shares of Poštna banka Slovenije d.d. (Postal Bank of Slovenia), whose estimated value amounts to €7,538,419.30 (seven million five hundred and thirty eight thousand four hundred and nineteen euros 30/100), for which the investor, the Republic of Slovenia, acquired on 11 October 2004 (eleventh October two thousand and four) 119,748 (one hundred and nineteen thousand seven hundred and forty eight) new book-entry ordinary registered shares of Nova Kreditna banka Maribor d.d., which, following the split of each no-par value share into 8 (eight) no-par value shares, decided by the Shareholders' Meeting on 20 August 2007 (twentieth August two thousand and seven), amounts to 957,984 (nine hundred and fifty seven thousand nine hundred and eighty four) ordinary no-par value shares,
- claim deriving from principal in the amount of 100 (one hundred) million euros under the Hybrid Loan Agreement in the amount of 100 (one hundred) million euros dated 31 December 2012 (thirty first December two thousand and twelve) between the Republic of Slovenia as the Lender and Nova KBM d.d. as the Borrower, for which the Republic of Slovenia, on the basis of the resolution of the Shareholders' Meeting on authorised

capital dated 11 December 2012 (eleventh December two thousand and twelve), the resolutions of the Management Board dated 18 March 2013 (eighteenth March two thousand and thirteen) and 2 April 2013 (second April two thousand and thirteen), and the resolution of the Supervisory Board dated 2 April 2013 (second April two thousand and thirteen), acquired 98,522,167 (ninety eight million five hundred and twenty two thousand one hundred and sixty seven) new no-par value shares for estimated value of €100,000,000.00 (one hundred million euros 00/100).

A list of contributions in kind is attached to the Articles of Association and represents its integral part.

### **Shares as securities**

#### Article 9

(1) The shares are issued in book-entry form.

### **Transfer of shares**

#### Article 10

(1) The shares are freely transferable.

(2) The shares are transferable by transfers between the owner accounts in the central register of book entry securities in compliance with the Book Entry Securities Act (ZNVP).

#### Article 11

(1) The Management Board of the Bank is authorised, with the consent of the Supervisory Board and without any additional resolution of the Shareholders' Meeting, to increase the share capital of the Bank by not more than €20,407,156.00 (twenty million four hundred and seven thousand one hundred and fifty six euros 00/100) by issuing new shares for cash consideration in the period of five years after the changes and amendments to the Articles of Association adopted at the Shareholders' Meeting of the Bank held on 8 June 2012 (eighth June two thousand and twelve) have been entered into the court register. New shares are issued with the rights, under the conditions, and in the manner as set forth in the resolution of the Management Board relating to the increase of share capital.

(2) Following the increase in share capital within the limits of the authorised capital, the Supervisory Board of the Bank is authorised to appropriately amend the Articles of Association of the Bank in order for its provisions to comply with the new facts which have arisen due to the increase in share capital and the issue of new shares.

## **3. MEASURES FOR THE INCREASE IN SHARE CAPITAL**

### **Authorized share capital**

### **Hybrid instruments**

#### Article 12

(1) On the basis of a resolution adopted by the Shareholders' Meeting, the Bank may issue convertible bonds, share call options and dividend bonds - hybrid instruments.

(2) In order for the resolution to be valid, at least a three-quarters majority of the votes of the share capital represented is required.

#### **4. MANAGEMENT SYSTEM**

##### Article 13

The Bank has a two-tier management system with a Management Board and a Supervisory Board.

#### **5. THE BODIES OF THE BANK**

##### **5.1 Composition of the Management Board of the Bank**

##### Article 14

(1) The Management Board has at least two members. One of the board members is appointed as president of the Management Board.

(2) The number of the members of the Management Board is determined by a resolution of the Supervisory Board.

(3) The members of the Bank's Management Board must be full-time employees.

(4) Only a person who meets the conditions for member of the management board pursuant to Article 63 of the Banking Act (ZBan-1), and who has acquired a licence from the Bank of Slovenia for performing the function of member of the management board pursuant to Article 65 of the Banking Act (ZBan-1) may be appointed as member of the Management Board.

##### **Appointment and recall or dismissal of the members of the Management Board**

##### Article 15

(1) The President and other members of the Management Board are appointed and discharged by the Supervisory Board, whereby the President of the Management Board may propose to the Supervisory Board to appoint or discharge individual members or other members of the Management Board.

(2) Management Board members are appointed for a five-year period and may be re-appointed, but no earlier than one year before the end of their term of office.

(3) The Supervisory Board may recall a member or the President of the Management Board, if a reason for the recall exists pursuant to the second paragraph of Article 268 of the Companies Act (ZGD-1).

(4) The membership of the Management Board may also expire on request of the member himself/herself.

## **Duties of the members of the Management Board**

### Article 16

(1) The Management Board must ensure that the Bank operates in compliance with the Banking Act (ZBan-1) and the regulations issued on its basis, in compliance with the laws governing the provision of financial services carried out by the Bank and the regulations issued on their basis, and in accordance with other regulations that apply to the financial and banking profession, and in accordance with the highest ethical standards of governance by taking into account the prevention of conflicts of interest.

(2) The Management Board must ensure that the Bank operates in compliance with the risk management rules, and must in this regard:

1. define exact internal relations with respect to responsibilities:
  - providing exact division of competencies and assignments within the Bank, and
  - preventing conflict of interest.
2. approve and regularly check strategies and policies to establish, measure or assess, manage and monitor risks to which the Bank is or could be exposed, including risks arising from the macroeconomic environment in which the Bank operates, with regard to the position of the Bank within its business cycle.

(3) In order to establish, measure or assess, manage and monitor risks in connection with the Bank's operations, the Management Board must determine measures for managing risks which have to include:

1. internal procedures for risk management,
2. risk management measures and internal procedures for carrying out these measures, and
3. internal procedures for monitoring risk management measures.

(4) The Management Board must set up and implement adequate administrative and accounting procedures and a system of internal controls:

1. to establish and monitor risks to which the Bank is or could be exposed and to calculate the fulfilment of capital requirements with respect to such risks, and
2. to establish and monitor large exposures and changes to such large exposures, and their compliance with the Bank's policies regarding exposures.

(5) The Bank's Management Board must organise the Bank's operations and keep its business and other records and other administrative documents up-to-date so that they can be checked anytime to establish whether the Bank operates in line with the risk management rules.

(6) The Bank's Management Board must immediately inform the Supervisory Board in writing of the following events:

- if the liquidity or capital adequacy of the Bank is at risk,
- if conditions arise which would lead to termination or withdrawal of the licence for performing banking services, or to a prohibition to perform individual banking services or mutually recognised services and additional financial services or auxiliary services,
- if the financial position of the Bank changes to such an extent that it does not meet the minimum capital requirements set by the Banking Act (ZBan-1),
- cases of each individual large exposure, and
- findings of the Bank of Slovenia, the tax inspection and other supervisory bodies during a supervision process in the Bank.

(7) A member of the Management Board must immediately inform the Bank's Supervisory Board in writing of the following events:



- his/her appointment and termination of his/her function on supervisory bodies of other legal entities, and
- legal transactions on the basis of which a member of the Management Board himself/herself or his/her near relative has directly or indirectly acquired equities or shares in a legal entity, as a result of which the member of the Management Board together with his/her near relatives have reached or exceeded a qualified stake in that legal entity, or their share has fallen below the level of a qualified stake.

(8) The Management Board of the Bank is required to submit the audited annual report or the audited consolidated annual report to the Supervisory Board together with the auditor's report in eight days after receipt of the auditor's report.

### **Decision-making by the Management Board**

#### Article 17

(1) Decisions that fall within the competence of the Management Board are, as a rule, adopted unanimously by the president and the members of the Management Board, and in case of a disaccord, with a majority of votes cast by all the members of the Management Board. In making the decisions or voting, the president and each member of the Management Board have one vote.

(2) In case of an equal number of votes, the president of the Management Board has the casting vote.

(3) The Management Board of the Bank may authorise each individual member of the Management Board by a special resolution, adopted unanimously, to make autonomous decisions regarding individual matters and transactions that relate to the current operations of the Bank.

### **Representation of the Bank**

#### Article 18

(1) In legal transactions, the Bank is represented jointly by at least two members of the Management Board.

(2) All members of the Management Board or, alternatively, two members of the Management Board may authorise one individual member of the Management Board in writing to represent the Bank autonomously when concluding certain transactions or certain types of transactions.

### **Rules for the work of the Management Board**

#### Article 19

The Management Board of the Bank adopts in agreement with the Supervisory Board the Rules for the work of the Management Board in which the rights and obligations of individual members of the Management Board regarding the management of operations are settled.

## **Relations with the members of the Management Board**

### Article 20

(1) Mutual rights and obligations between individual members of the Management Board and the Bank are laid down in a special contract concluded, on the Bank's behalf, by the chairman of the Supervisory Board.

(2) The members of the Management Board are entitled to participate in the profit which may be distributed in the form of shares or share call options.

## **4.2 Supervisory Board of the Bank**

### **Composition**

#### Article 21

The Supervisory Board of the Bank is composed of 9 (nine) members.

### **Term of office**

#### Article 22

(1) The term of office of the Supervisory Board members lasts four years.

(2) The function of a Supervisory Board member may terminate before expiry of his/her term of office referred to in the first paragraph of this Article in the following cases:

1. if he/she gives a written notice of resignation, or
2. if he/she is recalled by the Shareholders' Meeting, in which case it is required for the resolution on early recall of the member of the Supervisory Board to be adopted with at least a three-quarters majority of votes cast.

### **Conditions for the Supervisory Board membership**

#### Article 23

(1) 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.

(2) 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 experiences 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.

(3) The Bank of Slovenia is entitled to request of the Management Board of the Bank to call a Shareholders' Meeting of the Bank, and propose dismissal of a Supervisory Board member, if

- the Supervisory Board member violates his/her duties,
- there are obstacles for appointment of member of the Supervisory Board in line with Article 24 of these Articles of Association, and
- he/she does not meet the conditions referred to under the first paragraph of this Article.

#### Article 24

(1) 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.

(2) The prohibition referred to in the second item of the first paragraph of this Article does not apply to persons who are Members of a supervisory or management body or Procurators of the controlling bank or another controlling company within the Banking Group, or to other persons who are appointed as members of the Supervisory Board of the Bank upon the proposal of the controlling bank or another controlling company within the Banking Group.

(3) Regardless of the fourth indent of the first paragraph of Article 273 of the Companies Act (ZGD-1), a person referred to in the second paragraph, carrying out only the function of the member of supervisory board or another body supervising the Bank and other companies of the Banking Group, may carry out this function:

1. if it is carried out during regular employment in a member of this Banking Group, and if the person - apart from regular remuneration - does not receive any special reimbursement: in an unlimited number of supervisory boards of banks and other companies within the Banking Group, and
2. in other cases, in a total of seven supervisory boards of banks and other companies within the Banking Group.

### **Powers and duties of the Supervisory Board**

#### Article 25

(1) In addition to the powers vested in the Supervisory Board under the Companies Act (ZGD-1) and the Banking Act (ZBan-1), the Supervisory Board also gives consent to the Management Board in determining:

- the Bank's business policy,
- the Bank's financial plan,
- the organisation of the internal control system,
- annual plan of work of the internal audit department,
- new issues of own securities exceeding €30 (thirty) million,

- all transactions regarding the acquisition and disposal of holdings in companies and other legal entities whose book value exceeds €550,000.00 (five hundred and fifty thousand euros 00/100),
- acquisition and disposal of investments in equities with the purpose of portfolio investments, if such investment in any one issuer exceeds 5 per cent of the Bank's capital,
- deciding on actions resulting in status changes in companies and other legal entities in which the Bank holds a majority stake,
- the formation of a banking and/or financial group or groups,
- writing-off claims amounting over €1 million,
- raising loans and taking over other liabilities for the Bank which in one business year, individually or in total, exceed 25% (twenty-five per cent) of the Bank's capital,
- concluding a legal transaction which would, considering the Bank's total exposure, result in the Bank's large exposure to a client or a group of related clients, and concluding a legal transaction on the basis of which the Bank's large exposure to a client or a group of related clients would be increased by so much as to reach or exceed 15 (fifteen) per cent of the Bank's capital, and each subsequent 5 per cent of its capital,
- concluding a deal which is a basis for the Bank's exposure to a person having a special relationship with the Bank in accordance with the provisions of Article 167 of the Banking Act (ZBan-1), and
- other matters in accordance with the regulations.

(2) The members of the Supervisory Board are required to:

- supervise the adequacy of procedures and the efficiency of the work of the internal audit department,
- deal with the findings of the Bank of Slovenia, the tax inspection and other supervisory bodies during the process of supervision of the Bank,
- check annual and other financial reports of the Bank and draw up a written opinion on their conclusions for the Shareholders' Meeting, and
- explain to the Shareholders' Meeting their opinion about the annual report of the internal audit department and their opinion about the annual report of the Management Board,
- act in accordance with the highest ethical standards of governance by taking into account the prevention of conflicts of interest.

(3) A member of the Supervisory Board of the Bank must immediately inform the Bank of Slovenia of the following:

- his/her appointment and termination of his/her function in management and supervisory bodies of other legal entities, and
- legal transactions on the basis of which a member of the Supervisory Board himself/herself or his/her near relatives have directly or indirectly acquired equities or shares in a legal entity, as a result of which the member of the Supervisory Board together with his/her near relatives have reached or exceeded a qualified stake in that legal entity, or their share has fallen below the qualified stake.

(4) The Supervisory Board is required to:

- check the annual report together with the auditor's report and the proposal of the Management Board for the appropriation of the balance sheet profit, and
- draw up a written report for the Shareholder's Meeting in accordance with the second paragraph of Article 282 of the Companies Act (ZGD-1).

(5) The Supervisory Board adopts the annual report.

## **Decision-taking by the Supervisory Board**

### Article 26

- (1) The Supervisory Board constitutes a quorum, if more than one half of its members are present.
- (2) The Supervisory Board adopts its decisions with a simple majority of votes cast by the members present at the vote.
- (3) In case of an equal number of votes, the chairman of the Supervisory Board has the casting vote.
- (4) The work of the Supervisory Board is governed by the Rules for the work of the Supervisory Board.

## **Remuneration and reimbursement of expenses of the members of the Supervisory Board and Supervisory Board Committees**

### Article 27

- (1) Fees of the members of the Supervisory Board and Supervisory Board committees consist of the following:
  - remuneration for performing their function,
  - attendance fees,
  - reimbursement of expenses related to performance of their function.
- (2) For performing their function and assuming responsibility the members of the Supervisory Board are entitled to a basic remuneration the amount of which is determined by a resolution of the Shareholders' Meeting.
- (3) Members of the Supervisory Board who are also members of the Supervisory Board permanent committees and working bodies are entitled to an additional fee for their work the amount of which is determined by a resolution of the Shareholders' Meeting. Fees of external members of the Supervisory Board committees and working bodies are determined by the Supervisory Board.
- (4) Each member of the Supervisory Board shall be reimbursed for expenses related to performance of his/her function and also for participation and the time spent at the meetings in the form of an attendance fee in the amount determined by a resolution of the Shareholders' Meeting. External members of the Supervisory Board committees and working bodies shall be reimbursed for expenses related to performance of their function and also for participation and the time spent at the meetings in the form of an attendance fee in the amount determined by the Supervisory Board.

## **Supervisory Board Committees**

### Article 28

- (1) The Supervisory Board appoints an Audit Committee in compliance with Article 75 of the Banking Act (ZBan-1) and Article 280 of the Companies Act (ZGD-1).

(2) In compliance with Article 279 of the Companies Act (ZGD-1), the Supervisory Board appoints a Human Resource Committee.

#### Article 29

In compliance with Article 279 of the Companies Act (ZGD-1), the Supervisory Board may also appoint other committees to prepare resolution proposals, to monitor their realisation, and to carry out other assignments.

### **4.3 Shareholders' Meeting**

#### **Competences of the Shareholders' Meeting**

##### Article 30

(1) The Shareholders' Meeting shall decide on:

- adoption of the annual report,
- appropriation of the balance sheet profit,
- appointment and recall of the members of the Supervisory Board,
- award of discharge note to the members of the Management Board and the Supervisory Board,
- amendments to the Articles of Association,
- measures for increasing or decreasing share capital,
- dissolution of the Bank and status changes,
- appointment of the auditor, and
- other matters, if so provided by the Articles of Association or the law.

(2) At the Shareholders' Meeting deciding about the appropriation of the balance sheet profit, the Management Board must inform shareholders of the remuneration of the Management and Supervisory Board members received for their work during the previous financial year. The information must contain all the data required by law, and it must also be revealed in the annual report along with the policy regarding the remuneration of the Management and Supervisory Board members.

(3) The Shareholders' Meeting is responsible for the adoption of the annual report only, if the Supervisory Board did not adopt it, or if the Management Board and the Supervisory Board leave the adoption of the annual report to the discretion of the Shareholders' Meeting.

#### **Call of the Shareholders' Meeting**

##### Article 31

(1) The Shareholders' Meeting is called by the Management Board.

(2) The Shareholders' Meeting may also be called by the Supervisory Board, especially in cases, if the Management Board does not call the Shareholders' Meeting in time, or if the call of the Shareholders' Meeting is required for the smooth running of the Bank's operations.

(3) The Shareholders' Meeting must be called in cases in accordance with the law, at least once a year, and if it is in the interest of the Bank.

(4) The Shareholders' Meeting is called by publication of the call of the meeting along with the content required by the law in the Official Gazette of the Republic of Slovenia or in a daily newspaper issued in the entire territory of the Republic of Slovenia, as well as on the Bank's website ([www.nkbm.si](http://www.nkbm.si)) at least 30 (thirty) days prior to the Meeting.

(5) As a rule, the Shareholders' Meeting takes place at the Bank's registered office or in a place specified in the notice of Shareholders' Meeting.

## **Conducting the Shareholders' Meeting**

### Article 32

- (1) The Shareholders' Meeting of the Bank is chaired by the chairman of the Shareholders' Meeting. The chairman of the Shareholders' Meeting is the person appointed by the convenor.
- (2) The work procedures of the Shareholders' Meeting of the Bank are laid down in detail in the Rules for the Work of the Shareholders' Meeting adopted by the Shareholders' Meeting of the Bank.

## **Call of the Shareholders' Meeting on request of a minority**

### Article 33

- (1) The Shareholders' Meeting must be called if the shareholders holding jointly one-twentieth of the share capital request from the Management Board in writing for the Shareholders' Meeting to be called.

## **Participation in the Shareholders' Meeting**

### Article 34

- (1) Shareholders, their representatives and agents are allowed to participate in the Shareholders' Meeting and exercise their right to vote only under the condition that they are entered in the central register of securities at the end of the fourth day prior to the Meeting, and they have informed the Management Board in writing about their participation in the Shareholders' Meeting no later than by the end of the fourth day prior to the Meeting.
- (2) The conditions for participating and exercising the right to vote in the Meeting are specified in more detail in the invitation and notice of Shareholders' Meeting.

## **Supplementation of the agenda and shareholders' proposals**

### Article 35

- (1) After the notice of Shareholders' Meeting, the shareholders who jointly hold one-twentieth of the share capital may by law request in writing additional items to be put on the agenda. Requests for additional items on the agenda may also be sent to the Bank by electronic mail as scanned document to the address provided by the Bank in each call of the Shareholders' Meeting, or by fax.
- (2) To each item of the agenda the shareholders may in accordance with the law make written resolutions and voting proposals. Resolution and voting proposals may also be sent to the Bank by electronic mail as scanned document to the address provided by the Bank in each call of the Shareholders' Meeting, or by fax.



## **Adoption of resolutions**

### Article 36

The Shareholders' Meeting shall adopt resolutions with a bare majority of the votes cast, unless a qualified majority has been laid down by these Articles of Association or the law.

## **Shareholders' right to vote**

### Article 37

The right to vote of the shareholders holding ordinary shares is exercised in proportion to the number of their shares in the share capital. Each no-par value share with a voting right entitles the shareholder to one voting right.

## **Exercising the right to vote by proxy**

### Article 38

(1) Each shareholder entitled to participate in the Shareholders' meeting has the right to authorise a natural or legal person having unlimited legal capacity to participate in the Meeting and to exercise his/her right to vote.

(2) In order to be eligible to exercise the right to vote, the proxy must have a written power of attorney.

(3) The shareholders may appoint the proxy by means of electronic media. The form used to exercise the right to vote by proxy is accessible at the Bank's website. The power of attorney may also be sent to the Bank as scanned document by electronic mail to the address provided by the Bank in each call of the Shareholders' Meeting, or by fax.

(4) The power of attorney shall remain deposited with the Bank.

(5) The right to vote may also be exercised through a financial institution, a shareholders' association, or another person.

## **5. OTHER BODIES OF THE BANK**

### **Credit committees**

#### Article 39

(1) The Bank may have one or several credit committees.

(2) Credit committees decide on the Bank's investments, the taking over of liabilities for the Bank as well as about other banking operations falling within the authority of the Management Board.

(3) Credit committees, their members as well as their authorities are determined by the Bank's Management Board. The method of work of credit committees is determined by the Management Board in the rules of procedure.

## **Other bodies and committees**

### Article 40

(1) The Management Board can appoint other committees for performing individual tasks falling within the Management Board's authority.

(2) The composition, powers, authorities as well as the work method of such committees are determined by the Bank's Management Board in the rules of procedure and a resolution on their appointment.

## **6. INTERNAL AUDIT**

### **Internal audit**

### Article 41

(1) The internal audit department performs continuous and comprehensive supervision of the Bank's operations. It is an independent organisational unit separated from the other organisational parts of the Bank, and is directly subordinated to the Bank's Management Board.

(2) The purpose, significance and the duties of the internal audit department must be determined in a written document which shall be approved by the Bank's Management Board with the consent of the Bank's Supervisory Board.

(3) Internal auditing encompasses:

- monitoring and assessing the efficiency of the risk management systems and support in risk management,
- checking, assessing and testing the efficiency of the systems of internal controls,
- review of the Bank's process of assessing adequate internal capital of the Bank in terms of own risk assessment,
- review of the information system reliability, including the electronic information system and electronic banking services,
- review of accuracy and reliability of accounting records and financial reports,
- checking of completeness, reliability and timeliness of reporting in accordance with regulations,
- checking of the Bank's compliance with regulations, internal rules and of the measures adopted, and
- carrying out of special investigations.

(4) In accordance with the Banking Act (ZBan-1), the internal audit department is required to draw up quarterly and annual reports and present them to the Management and the Supervisory Board.

(5) The internal audit department carries out internal audit of the operations in accordance with professional standards for internal auditing, the code of internal audit principles and the code of internal auditors' professional ethics.

## **7. ANNUAL REPORT, APPROPRIATION OF NET AND BALANCE SHEET PROFIT AND CREATION OF RESERVES**

### **Business year**

#### Article 42

The business year equals the calendar year.

### **Types of reserve**

#### Article 43

For its operations, the Bank creates the following types of reserves:

- capital reserves,
- legal reserves,
- reserves for own shares,
- statutory reserves, and
- other reserves from profit.

### **Capital reserves and legal reserves**

#### Article 44

(1) Capital reserves and legal reserves are used under such condition and for the purposes determined by the Companies Act (ZGD-1).

(2) Legal reserves are created in such an amount that the sum of legal reserves and of those capital reserves which are under the law and for the purpose of establishing the necessary amount of legal reserves added to legal reserves equals four times the amount of the Bank's share capital.

### **Statutory reserves**

#### Article 45

(1) Statutory reserves of the Bank are created from the net profit.

(2) Statutory reserves are created up to the amount equalling eight times the amount of the Bank's share capital.

(3) For as long as statutory reserves do not reach the amount referred to in the second paragraph of this Article, or if they fall below the said amount as a result of having been used, statutory reserves shall be created by allocating to them each business year an amount equalling up to 50% (fifty per cent) of the amount which remains after the appropriation of the net profit for the purposes of items 1 to 3 of the eleventh paragraph of Article 64 of the Companies Act (ZGD-1).

(4) Statutory reserves may only be used for the following purposes:

1. creation of reserves for own shares,
2. coverage of losses which cannot be covered from the net profit, profit brought forward or other reserves from profit, and
3. increase in the Bank's share capital from the Bank's assets.

Statutory reserves may also be used for any liability for damages caused by the Bank's operations or other extraordinary expenditures, if the total amount of such expenditures of the Bank exceeds the amount of €500,000.00 (five hundred thousand euros 00/100). In such cases, the appropriate amount of statutory reserves is released.

The creation and the use of statutory reserves under the provisions referred to in the previous paragraphs are taken into consideration in the preparation of the annual report for the business year in which the reserves were created or used.

### **Reserves for own shares**

#### Article 46

(1) If the Bank acquires own shares in a business year, it is required to create reserves for own shares in the balance sheet for that same business year in the amount which was paid for acquiring own shares.

(2) Reserves for own shares are created and used in the method and under conditions laid down in the Companies Act (ZGD-1).

### **Other reserves from profit**

#### Article 47

(1) Other reserves created from the net profit are used for creating reserves for own shares, for covering losses, and for increasing the share capital of the Bank.

(2) Other reserves created from the balance sheet profit may be used for purposes referred to in the first paragraph of this Article until they reach the amount equalling 2.7 (two point seven) times the share capital of the Bank.

(3) Other reserves created from the balance sheet profit exceeding the amount equalling 2.7 (two point seven) times the share capital of the Bank may be used, in addition to purposes referred to in the first paragraph of this Article, for distribution to shareholders, employees, members of the Management Board and the Supervisory Board, by the resolution on the appropriation of the balance sheet profit, in accordance with procedures determined by law.

### **Discussion of the annual report at the Shareholders' Meeting of the Bank**

#### Article 48

(1) If the Shareholders' Meeting is not competent for the adoption of the annual report because the report which was drawn up by the Management Board was adopted by the Supervisory Board, the president of the Management Board and the chairman of the Supervisory Board are required, before the Shareholders' Meeting is deciding about the appropriation of the balance sheet profit and the award of the discharge note, to inform shareholders about the adopted annual report and the report of the Supervisory Board on the review of the annual report.

(2) If the Shareholders' Meeting is competent for the adoption of the annual report, the president of the Management Board is required to inform the shareholders at the Shareholders' Meeting about the content of the annual report drawn up by the Management Board. The chairman of the Supervisory Board is required to inform shareholders at the Shareholders' Meeting about the content of the report of the Supervisory Board on the review of the annual report, and give reasons which have led to the Supervisory Board's decision not to adopt the annual report drawn up by the Management Board.

(3) The Shareholders' Meeting to discuss the annual report must be called by the Management Board not later than two months after receiving the report of the Supervisory Board on the review of the annual report or after the day when the Supervisory Board would be required to submit the report on the review of the annual report to the Management Board.

(4) The annual report and the report of the Supervisory Board on the review of the annual report must be available to the shareholders at the registered office of the Bank from the day of announcement of the call of the Shareholders' Meeting at which the annual report is to be discussed. The place where both reports shall be available must be stated in the Notice of the Shareholders' Meeting.

### **Deciding on the appropriation of balance sheet profit**

#### Article 49

(1) The Shareholders' Meeting decides on the appropriation of balance sheet profit for an individual business year at the meeting at which it discusses the annual report for the same business year.

(2) Based on a resolution, the Shareholders' Meeting can decide for the balance sheet profit to be appropriated for all or some of the following purposes:

1. distribution to shareholders,
2. creation of additional other reserves pursuant to the sixth paragraph of Article 230 of the Companies Act (ZGD-1), and
3. participation in profit of the members of the Management Board, or employees.

(3) Based on a resolution, the Shareholders' Meeting can decide for the appropriation of the entire or a part of the balance sheet profit to be determined in the coming business years (profit brought forward).

### **Deciding on the award of the discharge note**

#### Article 50

At the meeting at which it discusses the annual report for the business year, the Shareholders' Meeting also decides about the award of the discharge note to the members of the Management Board and the Supervisory Board for the same business year.

### **Amount of dividend**

#### Article 51

Each individual shareholder's interest within the balance sheet profit, which is according to the resolution of the Shareholders' Meeting on the appropriation of the balance sheet profit to be distributed to shareholders, is determined in proportion to their interest in the share capital of the Bank.

### **Distribution of dividend**

#### Article 52

The dividend is distributed to the shareholders within three months from the adoption of the Shareholders Meeting's resolution on the appropriation of the balance sheet profit, unless the Shareholders' Meeting decides otherwise.

### **Other payments made from balance sheet profit**

#### Article 53

A part of the balance sheet profit allocated by the Shareholders' Meeting to the Management Board and the employees is paid out under the same conditions as set forth in Article 51 of these Articles of Association.

### **Interim dividend**

#### Article 54

(1) On approval of the Supervisory Board, the Management Board is allowed to distribute an interim dividend in accordance with the projected net profit for the business year in which the interim dividend is distributed.

(2) Not more than one half of the amount which remains of the projected net profit after reserves have been created may be distributed as an interim dividend, and the amount of the interim dividend may not exceed one half of the net profit of the previous business year.

## **8. DISSOLUTION OF THE BANK**

### **Reasons for the dissolution of the Bank**

#### Article 55

In addition to reasons for the dissolution of the Bank provided by the law, the Bank can be dissolved on the basis of a resolution of the Shareholders' Meeting which must be adopted with at least a three-quarter majority of the votes of the represented share capital.

## **Liquidator**

### Article 56

- (1) Liquidators can be appointed by the Shareholders' Meeting based on a resolution which must be adopted with a three-quarters majority of the votes of the represented share capital.
- (2) Only a natural person who meets the conditions to be appointed as member of the Bank's Management Board can be appointed as liquidator of the Bank.

## **9. TRANSITIONAL AND FINAL PROVISIONS**

### **Expiry of the previous Articles of Association**

#### Article 57

As of the date of entering the consolidated text of these Articles of Association in the court register, the Bank's Articles of Association dated 11 December 2012 (eleventh December two thousand and twelve) cease to be effective.

### **Alignment of the wording of the Articles of Association**

#### Article 58

The Supervisory Board is authorised to perform amendments to the Articles of Association as regards the alignment of the wording with the resolutions adopted by the Shareholders' Meeting or the Management Board in accordance with these Articles of Association.

### **Effective date of the Articles of Association**

#### Article 59

- (1) The consolidated text of these Articles of Association shall become effective as of the date of its entry in the court register.

Maribor, 12 April 2013 (twelfth April two thousand and thirteen)

LIST OF CONTRIBUTIONS IN KIND OF NOVA KBM D.D.

The non-cash considerations represent:

1. 170,965 (one hundred and seventy thousand nine hundred and sixty five) book-entry ordinary registered shares of Poštna banka Slovenije d.d. (Postal Bank of Slovenia), whose estimated value amounts to €7,538,419.30, for which the investor, the Republic of Slovenia, acquired on 11 October 2004 119,748 new book-entry ordinary registered shares of Nova Kreditna banka Maribor d.d., which, following the split of each no-par value share into 8 no-par value shares, decided by the Shareholders' Meeting on 20 August 2007, amounts to 957,984 ordinary no-par value shares,
2. claim deriving from principal in the amount of 100 million euros under the Hybrid Loan Agreement in the amount of 100 million euros dated 31 December 2012 between the Republic of Slovenia as the Lender and Nova KBM d.d. as the Borrower, for which the Republic of Slovenia, on the basis of the resolution of the Shareholders' Meeting on authorised capital dated 11 December 2012, the resolutions of the Management Board dated 18 March 2013 and 2 April 2013, and the resolution of the Supervisory Board dated 2 April 2013, acquired 98,522,167 new no-par value shares for estimated value of €100,000,000.00.