

## SLOVENSKA ODŠKODNINSKA DRUŽBA d.d.

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Reg. No.: 5727847

No.:

Date: 17 May 2013

**Nova KBM d.d.**

**Attn: Management Board**

**Ulica Vita Kraigherja 4**

**2000 Maribor**

In accordance with the provisions of the Slovenia Sovereign Holding Act (Official Gazette of RS, Nos. 105/2012 and 39/2013), and Article 298 of the Companies Act, and pursuant to the notice of Nova KBM's Shareholders' Meeting, scheduled for 10 June 2013, Slovenska odškodninska družba d.d. hereby submits on behalf of the Republic of Slovenia the following

### **REQUEST TO SUPPLEMENT THE AGENDA OF THE 24th SHAREHOLDERS' MEETING**

The Republic of Slovenia holds 109,344,972 ordinary registered shares of Nova KBM d.d., Ulica Vita Kraigherja 4, Maribor (hereafter: Nova KBM), which accounts for 79.44% of Nova KBM's share capital. This justifies its legal interest in submitting a request to expand the agenda of the 24th Shareholders' Meeting of Nova KBM by including an additional item (5a) on the agenda, which reads as follows:

#### **5a. Increase in Nova KBM's share capital by contribution in cash**

##### Resolution proposal:

The share capital of Nova KBM, which as of the day of adopting this resolution totals €143,225,272.08 and is split into 140,020,464 ordinary registered freely transferable no-par value shares with voting rights, is increased by a contribution in cash of €300,002,387.14 to reach a total of €443,227,659.22, via the issuance of new ordinary registered freely transferable no-par value shares with voting rights. The new shares are of the same class as the existing shares of Nova KBM.

The increase in share capital shall be made by issuing 293,289,535 ordinary registered freely transferable no-par value shares with voting rights, so that following the share capital increase, the total number of Nova KBM's ordinary registered freely transferable no-par value shares with voting rights will be 433,309,999.

The issue price of one share shall be €1.02288, and the total amount of the issue shall be €299,999,999.56. The subscribers of new shares shall pay the entire issue price of each subscribed new share upon such subscription.

All newly issued shares shall grant their holders the same entitlements and rights as the previously issued shares of the same class. The new shares shall be issued in book-entry form and entered into the register kept by KDD d.d. following the entry of the increase in share capital into the Companies Register.

The new shares shall be offered to the public according to the regulations applicable to the financial instruments market. The public offering of shares shall be carried out based on the Prospectus for the public offering of shares which has to be previously approved by the Securities Market Agency. The method of offering the shares to the public, the time frame of actions related to the public offering, and all other conditions of the issue as well as other information about the public offering of shares shall be set out in the Prospectus for the public offering of shares.

The share capital increase shall be carried out in two rounds. In the first round, the new shares shall be offered for purchase to all the shareholders entered in the share register on the day of publication of the Prospectus; these will be able to subscribe and pay for a number of shares proportionate to their respective shareholdings (first round). The deadline for subscription and payment of shares in the first round shall be 30 days from the publication of the Prospectus.

The shares not subscribed and paid for in the first round can be subscribed and paid for in the second round by all the shareholders entered in the share register on the day of the publication of the Prospectus, or, if invited by the Management Board, by third persons. There are no special restrictions as regards the subscription for shares.

All the details with respect to the increase in the share capital in two rounds shall be determined by the Management Board and consented by the Supervisory Board, and published in the Prospectus. The deadline for subscription and payment of shares in the second round shall be 30 days from the date of publication of the announcement of the beginning of the second round.

If the increase in share capital hereunder is not entered into the Companies Register by 31 December 2013, such entry shall become non-binding.

The Supervisory Board of Nova KBM is authorised to adopt necessary amendments to Nova KBM's Articles of Association with the aim of aligning its text with the implemented share capital increase.

**Explanation:**

The Republic of Slovenia proposes that the share capital of Nova KBM be increased by €299,999,999.56 via the issuance of new shares. This additional capital will substantially improve the capital position of Nova KBM and will help facilitate its restructuring process.

**The proposer calls upon the Management Board of Nova KBM to publish, pursuant to Article 298 of the Companies Act, this request to supplement the agenda of the 24th Shareholders' Meeting of Nova KBM within the prescribed deadline and in the same manner as it published the notice of the Shareholders' Meeting.**

Prepared by:  
Marko Garbajs, MBA

Slovenska odškodninska družba d.d.  
Tomaž Kuntarič  
President of the Management Board  
*(by his power of attorney: signature and stamp)*

Matej Runjak  
Member of the Management Board  
*(signature)*