

**Case No.: SV 1134/2017**

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----- **NOTARIZED MINUTES of** -----  
----- **PROCEEDINGS AND RESOLUTIONS OF THE 33<sup>RD</sup> (thirty-third)** -----  
----- **SHAREHOLDERS' MEETING of** -----  
----- **NOVA KREDITNA BANKA MARIBOR d.d.** -----  
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By invitation of the management board of NOVA KBM d.d., I, notary public Ines Bukovič of Maribor, have attended on **23 August 2017** (August twenty-third two thousand seventeen) the 33<sup>rd</sup> (thirty-third) Shareholders' Meeting of the company NOVA KREDITNA BANKA MARIBOR d.d. (hereinafter also: NOVA KBM d.d.), which took place at the registered office of the company in Maribor, located at Ulica Vita Kraigherja 4 (four), beginning at **11.00 am** (eleven hundred hours). I was present at the meeting at all times. -----

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Based on the standard printout from the court/company register AJPES dated 23.08.2017 (August twenty-third two thousand seventeen), I hereby determine that **NOVA KREDITNA BANKA MARIBOR d.d.**, short registered name NOVA KBM d.d., registered office Ulica Vita Kraigherja 4 (four), 2000 (two thousand) Maribor, is registered in the court/company register AJPES under registration number 5860580000 (five eight six zero five eight zero zero zero zero). -----

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Based on records from the Central Securities Clearing Corporation dated 19.08.2017 (August nineteenth two thousand seventeen) and records from the Luxembourg Trade and Companies Register dated 17.08.2017 (August seventeenth two thousand seventeen), I, the notary public, determine that the Shareholders' Meeting is attended by **the sole shareholder Biser Bidco S.à r.l.**, business address 2 (two) Avenue Charles de Gaulle, 1653 (one thousand six hundred and fifty-three) Luxembourg, registered in the Luxembourg Trade and Companies Register under registration No. B197853 (B one nine seven eight five three), who holds all 10,000,000 (ten million) par value shares of NOVA KBM d.d. and holds 100% (one hundred percent) of stock capital and voting rights in the company. The proxy representing the shareholder by power of attorney dated 16.08.2017 (August sixteenth two thousand seventeen) is **Simon Tantegel**, D.O.B. 20.12.2983 (December twentieth one thousand nine hundred eighty-three), stated residence Dupleška

cesta 93 (ninety-three), Maribor. I can hereby confirm that the identity of the proxy is compliant with his statement.

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In the Convocation Notice published on Seonet, AJPES website under ID No. 3448999 (three four four eight nine nine nine), and on the company's website, the management board of the company proposed the following agenda of the Shareholders' Meeting: -----

1. Opening the Shareholders' Meeting, testing the quorum and electing bodies of the Shareholders' Meeting -----
2. Appointment of new member of the Supervisory Board of Nova KBM d.d. -----
3. Allocation of payments to Supervisory Board members -----

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**AD 1 (one) Opening the Shareholders' Meeting, testing the quorum and electing bodies of the Shareholders' Meeting**-----

Board member – Vice Chairman Mr Robert Senica greeted all in attendance and opened the Shareholders' Meeting. He brought to the attention of all in attendance that the Shareholders' Meeting was convoked by means of the Convocation Notice published on Seonet, the AJPES website under ID No. 3448999 (three four four eight nine nine nine), and on the company's website, and served to the proxy of the sole shareholder. He declared the **Shareholders' Meeting quorate, as holders of 100% (one hundred percent) of shares with voting rights were in attendance.** -----

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He proposed to the Shareholders' Meeting to elect bodies of the Shareholders' Meeting by raising hands, and opened for voting the following: -----

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**RESOLUTION number 1 (one):** -----

**The agenda of the 33<sup>rd</sup> regular Shareholders' Meeting shall be accepted as proposed. Agenda items shall be heard as proposed in the agenda draft. As Chair of the Shareholders' Meeting shall hereby be elected Mr. Maksimiljan Juder.** -----

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**Pursuant to Article 304 of ZGD-1 (ZGD – one), this regular Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4 (four), Maribor, shall be attended by notary public Ines Bukovič of Maribor.** -----

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Following the vote, the Vice Chairman declared as follows:-----

- Number of shares for which votes were cast in regulation: 10,000,000 (ten million)-----
- Percentage of aforementioned shares in total stock capital: 100% (one hundred percent);-----
- Total number of votes cast in regulation: 10,000,000 (ten million); -----
- Total number of votes cast IN FAVOUR: 10,000,000 (ten million), which represents 100% (one hundred percent) of total votes cast; -----
- Total number of votes cast AGAINST: 0 (zero), which represents 0% (zero percent) of total votes cast; -----

– Number of votes in ABSTENTION: 0 (zero) votes. -----

**The board member – Vice Chairman declared the resolution adopted unanimously** and handed over the management of proceedings to the elected Shareholders’ Meeting Chairman, Mr. Maksimiljan Juder. -----

The Shareholders’ Meeting Chairman took over the management of proceedings and declared that **of the total number of 10,000,000 (ten million) shares with voting rights, all 10,000,000 (ten million) are in attendance, which represents 100% (one hundred percent) of total voting shares of the Bank.** -----

Pursuant to Article 303 of ZGD-1 (ZGD – one), the Shareholders’ Meeting Chairman signed the attendance list, which was available to all in attendance throughout the proceedings. -----

He announced to all in attendance that votes will be cast by raising hands, to which the sole shareholder consented. -----

**AD 2 (two) Appointment of new member of the Supervisory Board of Nova KBM d.d.** -----

The Shareholders’ Meeting Chairman read the proposed resolution to the agenda item. The Shareholders’ Meeting had previously taken knowledge of the recommendation of the Appointment Committee of the Supervisory Board, made with observance of the fit & proper policy. The Shareholders’ Meeting Chairman opened the discussion on the item. As no one in attendance took the floor, he opened for voting the following: -----

**RESOLUTION number 2 (two):** -----

**The Shareholders’ Meeting of Nova KBM d.d. hereby appoints Mr Andrzej Klesyk, D.O.B 10.04.1964 (April tenth one thousand nine hundred sixty-four), permanent residence Lipowa 24A (twenty-four A), 05-520 (zero five – five hundred and twenty), Konstancin-Bielawa, Poland, as the new Supervisory Board member. The new Supervisory Board member will take office as of 01.09.2017 (September first two thousand seventeen). The term of the Supervisory Board member runs 5 (five) years after the date of taking office.** -----

Following the voting, which was done by raising hands, the Shareholders’ Meeting Chairman declared as follows: -----

- Number of shares for which votes were cast in regulation: 10,000,000 (ten million); -----
- Percentage of aforementioned shares in total stock capital: 100% (one hundred percent); -----
- Total number of votes cast in regulation: 10,000,000 (ten million); -----
- Total number of votes cast IN FAVOUR: 10,000,000 (ten million), which represents 100% (one hundred percent) of total votes cast; -----

- Total number of votes cast AGAINST: 0 (zero), which represents 0% (zero percent) of total votes cast; -----
- Number of votes in ABSTENTION: 0 (zero) votes. -----

**The Shareholders' Meeting Chairman declared resolution number 2 (two) adopted unanimously.** -----

**AD 3 (three) Allocation of payments to Supervisory Board members**-----

The Shareholders' Meeting Chairman read the proposed resolution to the agenda item and opened the discussion. As no one in attendance took the floor, he opened for voting the following: -----

**RESOLUTION number 3 (three):** -----

**Members of the Supervisory Board of Nova KBM, d.d. who are not employed by or in any other contractual relationship with the sole shareholder of Nova KBM, d.d., Biser Bidco S.ř r.l., 2 Avenue Charles de Gaulle L-1653 (L – one thousand six hundred fifty-three), Luxembourg, or its affiliated party or shareholder shall be entitled to a lump sum payment as remuneration for the office of Supervisory Board members in the sum of EUR 6,250 (six thousand two hundred and fifty euro) gross per month. -----**

**The rule laid down in the preceding paragraph notwithstanding, Supervisory Board members Andrea Moneta and Manfred Puffer shall be granted annual payment in the amount of EUR 60,000 (sixty thousand euro) gross each as remuneration for the office of Supervisory Board member and Chairman of Supervisory Board committee, respectively. The annual remuneration shall be paid to Supervisory Board members in two identical lump-sum payments, with the first 50% (fifty percent) paid in September 2017 (two thousand seventeen) and the remaining 50% (fifty percent) paid in December 2017 (two thousand seventeen) for fiscal 2017 (two thousand seventeen).**

**Payments in subsequent fiscal years in which the members maintain their office shall be split in two identical parts as well, with the first 50% (fifty percent) paid in July and the remaining 50% (fifty percent) paid in December of the fiscal year concerned.**

**Supervisory Board members shall be entitled to reimbursement of costs incurred by travel, per-diems and costs of accommodation incurred in relation to their membership in the Supervisory Board and Supervisory Board Committees up to the amount stipulated by regulations governing the reimbursement of work-related costs and other remuneration not observed in the tax base calculation, providing the sums paid are based on authentic financial records (invoices, statements) and its relation to the**

**work performed as members of the Supervisory Board in line with tasks pertinent to the office can be justified.**

**Supervisory Board members shall also be entitled to compensation for costs incurred by training, computer and communications equipment and other administrative and relevant costs related to their office as Supervisory Board and Supervisory Board Committee members, providing the sums compensated are based on authentic financial records (invoices, statements) and its relation to the work performed as members of the Supervisory Board in line with tasks pertinent to the office can be justified.**

**This resolution shall enter into force and shall apply as of the date of adoption by the Shareholders' Meeting. This resolution shall supersede the resolution adopted in the 32<sup>nd</sup> (twenty-third) Shareholders' Meeting of Nova KBM, d.d., dated 27 March 2017 (march twenty-seventh two thousand seventeen).**

Following the voting, which was done by raising hands, the Shareholders' Meeting Chairman declared as follows:

- Number of shares for which votes were cast in regulation: 10,000,000 (ten million);
- Percentage of aforementioned shares in total stock capital: 100% (one hundred percent);
- Total number of votes cast in regulation: 10,000,000 (ten million);
- Total number of votes cast IN FAVOUR: 10,000,000 (ten million), which represents 100% (one hundred percent) of total votes cast;
- Total number of votes cast AGAINST: 0 (zero), which represents 0% (zero percent) of total votes cast;
- Number of votes in ABSTENTION: 0 (zero) votes.

**The Shareholders' Meeting Chairman declared resolution number 3 (three) adopted unanimously.**

The Shareholders' Meeting Chairman subsequently determined that the meeting agenda has been addressed in full, thanked all in attendance for their cooperation and closed the Shareholders' Meeting at **11.20 am** (twenty past eleven).

I, the undersigned notary public Ines Bukovič of Maribor, hereby declare that these minutes are a true reflection of the proceedings of the Shareholders' Meeting and that all resolutions recorded in this document have been adopted with the wording and content recorded herein.

Pursuant to Article 69 of the Notary Act, notarized minutes do not contain full statements of respective persons in attendance or their discussions, but only facts of legal relevance, as stipulated by law. -----

I hereby certify the contents of these minutes and resolutions recorded herein by official seal and signature. -----

The following documents are enclosed and attached to these minutes, as stipulated by law: -----

- Shareholders' Meeting Convocation Notice dated 23.08.2017 (August twenty-third two thousand seventeen); -----
- Records from the Central Securities Clearing Corporation dated 19.08.2017 (August nineteenth two thousand seventeen); -----
- Notarized copy of power of attorney and translation dated 16.08.2017 (August sixteenth two thousand seventeen), -----
- List of attending shareholders dated 23.08.2017 (August twenty-third two thousand seventeen).-----

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**Chairman of the Shareholders' Meeting** -----

Maksimiljan Juder -----  
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**Notary public** -----  
**Ines Bukovič** -----  
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