

# 26<sup>th</sup>

Shareholders'  
Meeting of  
Nova KBM d.d.



## **26th Shareholders' Meeting of Nova Kreditna banka Maribor d.d.,**

**to be held on Friday, June 27<sup>th</sup> 2014, at 9:00,  
at the head office of Slovenski državni holding d.d., Mala ulica 5, 1000  
Ljubljana**

### **AGENDA:**

#### **1. Opening of the Shareholders' Meeting, establishment of quorum and election of Shareholders' Meeting bodies**

The President of the Company's Management Board will open the Shareholders' Meeting on behalf of the convener, make observations regarding the attendance of shareholders and propose to elect Mr. Maksimiljan Juder as the chairperson of the Shareholders' Meeting and Mrs. Marija Šeme Irman and Mrs. Vojka Curk as the counters of votes.

#### **Resolution proposal:**

The Shareholders' Meeting elects Mr. Maksimiljan Juder as the chairperson of the Shareholders' Meeting and Mrs. Marija Šeme Irman and Mrs. Vojka Curk as the counters of votes.

In accordance with Article 304 of the Companies Act (ZGD-1), Nada Kumar, a notary public from Ljubljana, will attend the 26<sup>th</sup> Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4, Maribor.

The resolution is proposed by the Management Board.

#### **2. Taking note of the report on internal auditing of the Nova KBM Group for 2013, including the Supervisory Board's opinion, of the 2013 Annual Report of Nova KBM Group and 2013 Annual Report of Nova KBM d.d. including the Auditor's Report and of the Supervisory Board's Report on the verification of the 2013 Nova KBM Group Annual Report and of the 2013 Nova KBM d.d. Annual Report.**

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### **3. Information to the Shareholders' Meeting on the amount and coverage of Nova KBM d.d.'s 2013 loss, granting of discharge to the Nova KBM d.d.'s Management Board and the Supervisory Board for the 2013 financial year and information on remunerations of the members of the management and supervisory bodies in 2013.**

#### **Resolution proposal:**

3.1. The Shareholders at the Shareholders' Meeting are informed that as at 31 December 2013 Nova KBM d.d. recorded a negative operating result (retained loss, including the loss of the 2013 financial year) in the amount of EUR 943,472,456.46.

The shareholders at the Shareholders' Meeting are informed that Nova KBM d.d. covered on 31 December 2013 the negative operating result (retained loss, including the loss for financial year as at 31 December 2013) in accordance with the requirements from the Decision of the Bank of Slovenia on extraordinary measures, PBH-24.20-022/13-009, and pursuant to Article 230 of the ZGD-1, upon the preparation of the Annual Report, against the capital reserves and profit reserves, namely against the reserves as follows:

- Legal reserves in the amount of .....EUR 12,144,695.54,
- Statutory reserves in the amount of .....EUR 172,158,127.31,
- Other profit reserves in the amount of ..... EUR 90,741,497.60,
- Capital reserves in the amount of ..... EUR 668,428,136.01.

In 2013, Nova KBM d.d. recorded the distributable profit of EUR 0.00.

3.2. The Shareholders' Meeting grants discharge to the Management Board for the 2013 financial year.

3.3. The Shareholders' Meeting grants discharge to the Supervisory Board for the 2013 financial year.

3.4. The Shareholders' Meeting is informed of the remunerations of the members of the management and supervisory bodies in 2013.

The resolutions are proposed by the Management Board and the Supervisory Board.

### **4. Adoption of the resolution on appointment of a certified auditor to audit the financial statements of the Bank and the Group for the year 2014**

#### **Resolution proposal:**

On the basis of a proposal by the Supervisory Board, Deloitte Revizija d.o.o. Ljubljana shall be appointed to audit the Nova KBM d.d. and Nova KBM Group's 2014 financial statements.

The resolution is proposed by the Supervisory Board.



## 5. Amendments to the Nova KBM d.d.'s Articles of Association

### Resolution proposal:

- The Nova KBM d.d.'s Shareholders' Meeting adopts the amendments to the Nova KBM d.d.'s Articles of Association as proposed.
- On the basis of the adopted amendments, the consolidated text of the Nova KBM d.d.'s Articles of Association is to be drawn up.

The resolution is proposed by the Management Board and the Supervisory Board.

## 6. A proposal to set the amount of the base pay, attendance fees and other remunerations as well as reimbursement of expenses for the members of the Supervisory Board and Supervisory Board committees

### Resolution proposal:

Each member of the Supervisory Board shall receive an attendance fee of EUR 275.00 gross. Each member of a Supervisory Board committee shall receive an attendance fee amounting to 80% of the attendance fee for a Supervisory Board meeting. The attendance fee for a correspondence meeting shall amount to 80% of attendance fee. Irrespective of the aforementioned and irrespective of the number of attendances at the meetings, each Supervisory Board member shall be entitled to the payment of attendance fees, in any financial year, until the total amount of attendance fees, either for the Supervisory Board meetings or the meetings of the Supervisory Board committees, reaches 50% of the base pay for the performance of the function for each Supervisory Board member in respect of the actual payments on a yearly basis.

In addition to the attendance fees, the Supervisory Board members shall receive a base pay for the performance of the function in the amount of EUR 13,000.00 gross annually for each member. Furthermore, the chairman of the Supervisory Board shall be entitled to an extra payment amounting to 50% of the base pay for the performance of the function of the Supervisory Board member and the deputy chairman of the Supervisory Board to an extra payment in the amount of 10% of the base pay for the performance of the function of the Supervisory Board member.

The members of the Supervisory Board committees, who are also members of the Supervisory Board, are entitled to the payment for the performance of the function in the committee in the amount of 25% of the payment for the performance of the function in the Supervisory Board. The chair persons of the committees are entitled to an extra payment in the amount of 50% of the base pay for the performance of the function in the Supervisory Board.

The members of the Supervisory Board and of the Supervisory Board committees shall receive a base pay and an extra payment for the performance of the function in proportional monthly payments to which they are entitled for as long as they perform the function. The

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monthly payment shall amount to one twelfth of the above stated annual amounts. Irrespective of the above indicated and irrespective of the number of the committees whose member or a chair person he/she is, any member of a Supervisory Board committee is entitled to receive extra payments in any financial year until the total amounts of such extra payments achieve the value of 50% of the base pay for the performance of the function for each Supervisory Board member in respect of the actual payments on a yearly basis.

The limitation of the amount of total payments of attendance fees or extra payments to any member of the Supervisory Board shall in no way affect the members' duty to actively participate at all meetings of the Supervisory Board and Supervisory Board committees of which they are members, and their statutory liability.

The Supervisory Board members shall be entitled to the reimbursement of travel expenses, daily allowances and costs of overnight accommodation related to their work in the Supervisory Board, namely up to the amount specified in the regulations on reimbursement of work-related expenses and other income not included in the tax base. Accommodation expenses shall be reimbursed if the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board committee is at least 100 (one hundred) kilometres away from the place of work and when a Supervisory Board member or a member of a Supervisory Board committee is unable to return as there is no public transport connection scheduled or for any other objective reasons.

Furthermore, the Supervisory Board members shall be entitled to the payment of expenses incurred in relation to training and payment of membership fees to associations and other institutions as well as to the payment of administrative and other necessary expenses related to their work in the Supervisory Board. The Shareholders' Meeting authorises the Supervisory Board to take a special decision regarding the reimbursement of expenses of the Supervisory Board members related to training and payment of membership fees to associations and other institutions as well as regarding the payment of administrative and other expenses related to the work of the Supervisory Board.

This decision shall enter into force and shall apply from the date of its adoption at the Shareholders' Meeting. It annuls the decision adopted at the 20<sup>th</sup> Shareholders' Meeting from 2011, adopted by the Shareholders' Meeting on 22 July 2011.

The resolution is proposed by the Supervisory Board.

## **7. Taking note of the Policy on the assessment of the suitability of members of the management or supervisory bodies and key function holders (Fit & Proper Policy)**

Resolution proposal:

The Shareholders' Meeting takes note of the Policy on the assessment of the suitability of members of the management or supervisory bodies and key function holders (Fit & Proper Policy).

The resolution is proposed by the Management Board and the Supervisory Board.

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## Information for Shareholders

### ***Access to documents for the Shareholders' Meeting, resolutions proposals and information relating to the Shareholders' Meeting***

Access to the documents for the Shareholders' Meeting, including the resolution proposals, the text of proposed amendments to the Articles of Association, together with explanations, the Annual Report, the report of the Supervisory Board, the corporate governance statement and the Policy on the assessment of the suitability of members of the management or supervisory bodies and key function holders (Fit & Proper Policy) shall be granted to the shareholder of the Company at the head office of the Bank in Maribor, Ulica Vita Kraigherja 4, every working day from the date of the calling notice of the Shareholders' Meeting until the date of the Shareholders' Meeting between 10.00 and 13.00. Moreover, the calling notice of the Shareholders' Meeting and the resolution proposals are available on the websites of the Ljubljana Stock Exchange. (<http://seonet.ljse.si>).

Maribor, on June 18<sup>th</sup> 2014

Management Board of Nova KBM d.d.

Igor Žibrik,  
Member

Aleš Hauc,  
President