

# 27<sup>th</sup>

Shareholders'  
Meeting of  
Nova KBM d.d.



## **27th Shareholders' Meeting of Nova Kreditna banka Maribor d.d.**

**to be held on Thursday, 20th August 2015, at 9:00 a.m., at the head office of Slovenski državni holding d.d. (Slovene Sovereign Holding), 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 Nova KBM d.d. 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. Danijela Balantič as the counter of votes.

#### **Resolution proposal:**

The Shareholders' Meeting elects Mr. Maksimiljan Juder as the Chairperson of the Shareholders' Meeting, and Mrs. Danijela Balantič as the counter of votes.

In order to comply with Article 304 of the Companies Act (ZGD-1), Nada Kumar, a notary public of Ljubljana, will attend the 27th Shareholders' Meeting of Nova KBM d.d., Ulica Vita Kraigherja 4, Maribor.

The resolution is proposed by the Management Board.

#### **2. Consideration of the 2014 Internal Audit Report, along with the opinion of the Supervisory Board; the 2014 Annual Report of the Nova KBM Group and Nova KBM d.d., along with the auditor's report; and the report of the Supervisory Board on verification of the 2014 Annual Report of the Nova KBM Group and Nova KBM d.d.**

#### **3. Adoption of a resolution on the appropriation of the 2014 profit available for distribution; granting discharge to the Management and Supervisory Boards of Nova KBM d.d. for the financial year 2014; and information about the remuneration provided to members of the management and supervisory bodies of Nova KBM d.d. in 2014**

#### **Resolution proposals:**

3.1 Based on a proposal of the Nova KBM d.d. Management Board, and taking into consideration the opinion given by the Nova KBM d.d. Supervisory Board in this regard, the entire 2014 profit available for distribution, totalling €8,530,971.86, is allocated to retained earnings.

3.2 The Shareholders' Meeting grants discharge to the Nova KBM d.d. Management Board for the financial year 2014.

3.3 The Shareholders' Meeting grants discharge to the Nova KBM d.d. Supervisory Board for the financial year 2014.

3.4 The Shareholders' Meeting is informed about the amount of remuneration provided to the members of the management and supervisory bodies of Nova KBM d.d. in 2014.

The resolutions are proposed by the Management and Supervisory Boards.

#### **4 Adoption of a resolution on the appointment of the certified auditor for the audit of the financial statements of Nova KBM d.d. and the Nova KBM Group for the financial years 2015, 2016 and 2017**

##### **Resolution proposal:**

Based on the proposal of the Supervisory Board, the Shareholders' Meeting appoints the auditing firm Deloitte Revizija d.o.o., Ljubljana, as the certified auditor for the audit of the financial statements of Nova KBM d.d. and the Nova KBM Group for the financial years 2015, 2016 and 2017.

The resolution is proposed by the Supervisory Board.

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

##### **Resolution proposals:**

5.1 The Shareholders' Meeting adopts the amendments to Nova KBM d.d.'s Articles of Association as proposed.

5.2 The consolidated text of Nova KBM d.d.'s Articles of Association shall be drawn up by taking account of the adopted amendments.

The resolutions are proposed by the Management and Supervisory Boards.

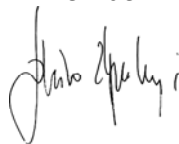
#### **Information for shareholders**

##### ***Access to the materials for the Shareholders' Meeting, resolution proposals and information relating to the Shareholders' Meeting***

Access to the materials for the Shareholders' Meeting of Nova KBM d.d., including the resolution proposals, the text of proposed amendments to Nova KBM d.d.'s Articles of Association and relevant explanations, the 2014 Annual Report of the Nova KBM Group and Nova KBM d.d., the report of the Supervisory Board, and the corporate governance statement of Nova KBM d.d. shall be granted to the shareholder of Nova KBM d.d. at its head office in Maribor, Ulica Vita Kraigherja 4, every working day from the date of the notice of the Shareholders' Meeting until the date of the Shareholders' Meeting between 10:00 a.m. and 1:00 p.m. Moreover, the notice of the Shareholders' Meeting and the resolution proposals are available on the website of the Ljubljana Stock Exchange (<http://seonet.ljse.si>).

Maribor, 20 August 2015

Management Board of Nova KBM d.d.  
Sabina Župec Kranjc,  
Member



Robert Senica,  
President

