

The Management Board of Nova Kreditna banka Maribor d.d., Ulica Vita Kraigherja 4, 2000 Maribor, invites to the 28<sup>th</sup> General Assembly on

**21 April 2016 at 15:00**  
**at the headquarters of the Company: Ulica Vita Kraigherja 4,**  
**SI-2000 Maribor,**

**WITH THE FOLLOWING AGENDA**

- 0. Opening of the General Assembly, establishment of quorum and election of the bodies of the General Assembly**
- I. Election of new members of the Supervisory Board**
- II. Determination of compensation for the members of the Supervisory Board**
- III. Articles of Association**
- IV. Miscellaneous**

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**Note:**

It is permitted that shareholders are represented at the General Meeting by proxies.

Shareholders, whose total shares meet one twentieth of the share capital may after the convocation of the General Meeting request in writing an additional item on the agenda. Shareholders may send to the bank Nova KBM d.d. requests for additional agenda items via e-mail to the address [info@nkbm.si](mailto:info@nkbm.si), namely in scanned form as attachment or by fax.

Should the General Assembly not adopt a resolution for any of the agenda items, an explanation has to be attached to this agenda item.

A Shareholder may exercise the right to be informed at the General Assembly in accordance with Article 305 of the Companies Act (ZGD-1).

Call for the General Assembly and the proposed resolutions are published on the website of the Ljubljana Stock Exchange d.d. (<http://seonet.ljse.si>) and on the website [www.nkbm.si](http://www.nkbm.si). Nova KBM shall inform the Bank of Slovenia and the European Central Bank on the convening of the General Assembly in the statutory time limits.

Maribor, 21 April 2016

**Management Board of Nova Kreditna banka Maribor d.d.:**

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Chairman of the Board, Robert Senica

\_\_\_\_\_  
Member of the Board, Sabina Župec Kranjc

## **Proposals to the General Assembly:**

### **0. Opening of the General Assembly, establishment of quorum and election of the bodies of the General Assembly**

#### **Proposal:**

*The agenda of the extraordinary General Assembly shall be adopted and items pursuant to the proposed order shall be addressed. Mr Markus Bruckmüller shall be elected as the Chairman of the General Assembly.*

*In accordance with Article 304 of ZGD-1, the extraordinary General Assembly of Nova KBM d.d., Ulica Vita Kraigherja 4, Maribor, will be attended by the Notary Ines Bukovič from Maribor.*

### **I. Election of new members of the Supervisory Board**

*1.1 The General Assembly of Nova KBM d.d. bank appoints as new members of the Supervisory Board:*

- Mr Michele Rabà, born on 5 May 1984, residing at 103A Sovereign Court, 29 Wrights Lane, W8 5SH, London, United Kingdom;*
- Mr Alexander Saveliev, born on 9 September 1984, residing at Westbury House, Butlers Dene Road, Woldingham, Surrey, CR3 7HK, United Kingdom;*
- Mr Andrea Moneta, born on 1 September 1965, residing at Via Nosedà, 5 6977 Lugano, Switzerland;*
- Mr Gernot Wilhelm Friedrich Löhr, born on 4 April 1969, residing at 5 Holyrood Court, 3-5 Gloucester Avenue, NW1 7AE London, United Kingdom;*
- Mr Manfred Puffer, born on 18 June 1963, residing at Am Tanneneck 1, 40667 Meerbusch, Germany;*
- Mr Andrej Fatur, born on 1 June 1974, residing at Hranilniška ulica 9, 1000 Ljubljana, Slovenia,*

*all with immediate effect upon the finishing time of this Shareholders Meeting.*

*1.2 The supervisory board members are appointed for 5 years. Since the current Articles of Association of the Company provide a maximum period of 4 years, the decision under this point 1.2 shall become effective upon the effectiveness of the changes of the Articles of Association (point III. of the agenda).*

*1.3 The General Assembly of Nova KBM d.d. acknowledges that the current Supervisory Board members, namely Mr Peter Kukovica, Mr Niko Samec, Mr Peter Kavčič, Mr Miha Glavič and Mr Andrej Fatur, handed in resignations letters which shall become effective on the day of the appointment of new members of the Supervisory Board. Since the new Supervisory Board members have been elected on this day, 21 April 2016 with immediate effect, the Shareholders Meeting states and confirms that the term of office of the previous members of the Supervisory Board ends with the date and finishing time of this Shareholders Meeting.*

### **II. Determination of compensation for the members of the Supervisory Board**

*Members of the Supervisory Board Nova KBM d.d., who are not employed or in a contractual relationship with the shareholder of Nova KBM d.d., the sole shareholder Biser Bidco S.à r.l., 5*

*rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, Luxemburg (number B 197853, entered into Luxembourg Register of Commerce and Companies), or with any of its affiliated company or shareholders, shall receive a flat compensation for the function as Supervisory Board members which amounts to EUR 6,250 (gross) per month. The aforementioned amount already includes all costs (transport, subsistence costs, overnight accommodation costs incurred in connection with their work in the Supervisory Board, insurance premiums for liability, computer and communication equipment, trainings, etc.). On the date of the adoption of this resolution, the resolution determining the compensation to the members of the Supervisory Board of Nova KBM d.d., which was adopted on the General Assembly meeting of Nova KBM d.d. dated 27 June 2014 ceases to be valid.*

*This resolution shall become affective upon the effectiveness of the changes of the Articles of Association (point III. of the agenda).*

### **III. Articles of Association**

*The General Assembly adopts new Articles of Association of the Nova KBM d.d. bank in the content as is evident from the schedule to these notarial minutes.*