

Pursuant to Articles 13, 14, 15, and 16 of the Statute of SKB banka d.d. Ljubljana, Ajdovščina 4, the Board of Directors of SKB d.d. hereby convenes the

**34<sup>th</sup> General Meeting of Shareholders of SKB banka d.d. Ljubljana,**

which will be held on **23 July 2019 at 1 p.m.** in the Bank's conference room (no.611/VI) at Ajdovščina 4, Ljubljana. For the General Meeting of Shareholders the Board of Directors proposes the following

**AGENDA:**

**1.0 Opening of the General Meeting of Shareholders and election of its officers**

PROPOSED RESOLUTION:

The General Meeting of Shareholders hereby appoints the Chairperson and the Credentials Committee:

- Chairperson: Jean-Philippe Guillaume
- Credentials Committee

Notary: Nada Kumar

**2.0 Addresses by:**

- the President of the Board of Directors of SKB d.d

**3.0 Appointment of new members of the Board of directors**

PROPOSED RESOLUTIONS:

1. The Board of Directors consists of nine members.
2. The General Meeting of Shareholders of the bank on the day of the meeting appoints Mr. Milan Žiaran as the new member of the Board of Directors.
3. The General Meeting of Shareholders of the bank on the day of the meeting appoints Mrs. Manica Novak as the new member of the Board of Directors.
4. The mandate of the newly appointed members of the Board of Directors lasts 4 years from the day of nomination by the General Meeting of Shareholders for the Board of Director's members.
5. The General Meeting of Shareholders of the bank establishes that the newly appointed members of the Board of Directors have been appointed in compliance with the applicable Banking Act and the Companies Act and regulation of the Bank of Slovenia on Internal Governance Arrangements, the Management body and the Internal Capital Adequacy Assessment Process for Banks and Savings banks.

**4.0 Appointment of new members of the Board of Directors subject to and effective as of the occurrence of closing of the process of sale of the majority stake in SKB d.d. to the purchaser OTP BANK on the basis of the share purchase agreement dated 2 May 2019 that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt).**

PROPOSED RESOLUTIONS:

1. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the Board of Directors shall consist of nine members.
2. The General Meeting of the Shareholders takes notices of, and agrees with, the resignation letters presented by Mr. Jean-Philippe Guillaume, Mr. Pierre-Yves Andre Marie Joseph Demoures, Mrs. Clara-Elen Grigore, Mrs. Maria Koytcheva Rousseva, Mr. Milorad Katnić and Mr. Andre Gardella, all submitted subject to, and effective as of, the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt)
3. The General Meeting of the Shareholders takes notice of, and agrees with, the resignation letters by Mr. Milan Ziaran and Mrs. Manica Novak submitted in written form at the General Meeting and made subject to, and effective as of, the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt).
4. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the General Meeting of Shareholders appoints Mr. Jean-Philippe Guillaume as the new member of the Board of Directors.
5. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the General Meeting of Shareholders appoints Mr. Pierre-Yves Andre Marie Joseph Demoures as the new member of the Board of Directors.
6. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the General Meeting of Shareholders appoints Mrs. Clara-Elen Grigore as the new member of the Board of Directors.
7. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the General Meeting

of Shareholders appoints Mrs. Maria Koytcheva Rousseva as the new member of the Board of Directors.

8. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the General Meeting of Shareholders appoints Mr. Milorad Katnić as the new member of the Board of Directors.
9. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the General Meeting of Shareholders appoints Mr. Andre Gardella as the new member of the Board of Directors.
10. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the General Meeting of Shareholders appoints Mr. Milan Žiaran as the new member of the Board of Directors.
11. Subject to and effective as of the occurrence of Closing pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt), the General Meeting of Shareholders appoints Mrs. Manica Novak as the new member of the Board of Directors.
12. The mandate of the members of the Board of Directors appointed pursuant to this item 4.0 of the agenda lasts 4 years from the Closing Date pursuant to the share purchase agreement dated 2 May 2019 concluded between the seller Societe Generale and purchaser OTP BANK in respect of the majority stake in SKB d.d. that takes place on the date when the shares of the seller in SKB d.d. are transferred to the benefit of the Purchaser's dedicated securities account with KDD d.d. (as evident from the account excerpt).
13. The General Meeting of Shareholders of the bank establishes that the newly appointed members of the Board of Directors have been appointed in compliance with the Banking Act and the Companies Act and regulation of the Bank of Slovenia on Internal Governance Arrangements, the Management body and the Internal Capital Adequacy Assessment Process for Banks and Savings banks.”

## **PARTICIPATION**

The General Meeting of Shareholders of SKB banka d.d. may be attended by the shareholders or their proxies. The right to participate at the General Meeting of Shareholders and to cast votes may be exercised by those shareholders who are registered in the central securities register at the end of fourth day before General Meeting of Shareholders and who have applied to participate in the General Meeting of Shareholders no later than at the end of fourth day before General Meeting of Shareholders.

The shareholders of SKB d. d. or their proxies may apply to participate:

- personally at the SKB headquarters, floor VI, room 612, Ajdovščina 4 in Ljubljana,
- by fax at no. + 386 1 432-91-22 marked »for the General Meeting of Shareholders«,
- by e-mail: [jadranka.zadnikar@skb.si](mailto:jadranka.zadnikar@skb.si) marked »for the General Meeting of Shareholders«,
- by registered mail marked »for the General Meeting of Shareholders«,

no later than at the end of (4) fourth day before General Meeting of Shareholders. The application shall be received by the end of 19 July 2019.

The shareholders whose total stake amounts to one-twentieth of the share capital may submit the written request for additional item of the agenda immediately after the General Meeting of Shareholders is convened. The request shall be accompanied by the written proposal of the

resolution on which the General Meeting shall decide or if the resolution for the particular item is not adopted by the General Meeting, the explanation of the agenda item. Shareholders shall submit to SKB d. d. the request for additional item of the agenda no later than within 7 days after publication of this convocation.

The shareholders may propose resolutions to each item of the agenda in writing and put forward voting proposals. The shareholders' proposal of resolution and voting proposal is published and communicated in the legally imposed manner only if the shareholder submits a reasonably justified proposal to SKB d. d. within 7 days after the General Meeting is convened with the message that he will oppose the proposal made by a management or supervisory body and that he will prevail upon other Shareholders. Shareholder's voting proposal for the election of members of the Board of Directors and auditor does not need to be justified.

The shareholders' proposals of resolutions and voting proposals not submitted to the bank within the above stated period of seven (7) days and submitted at the General Meeting itself shall be treated at the General Meeting itself.

The shareholders will be able to exercise at the General Meeting their right to be informed pursuant to the paragraph 1, Article 305 of the Companies Act.

The participants at the General Meeting of Shareholders are requested to report to the representative at the check-in point in SKB's conference room (no.611/VI) at Ajdovščina 4, Ljubljana, half an hour prior to the beginning of the General Meeting. By signing the list of applicant shareholders, a shareholder or a proxy confirms his or her participation in the General Meeting of Shareholders and receives the ballot papers. In order to participate in the General Meeting of Shareholders, individuals must prove their identity with their personal ID, whilst the proxies must also show a proxy form.

#### **MATERIALS FOR THE GENERAL MEETING**

As of the day when the convocation is announced all materials for the General Meeting of Shareholders will be available for review every working day between 10 a.m. and 12 p.m. in the SKB's Secretariat General, room 612/VI, Ajdovščina 4 in Ljubljana. As of this day the shareholders can obtain all the material for the General Meeting of Shareholders at the same place.



Jean-Philippe Guillaume  
President of the Board of Directors