

Notar
Vojko Pintar
Nazorjeva ulica 1
4000 KRANJ

Opr. št.: SV 579/18

P O T R D I L O

Na temelju določila čl. 332 (tristodvaintrideset) Zakona o gospodarskih družbah - 1 ter čl. 14 in čl. 27 Uredbe o vpisu družb in drugih pravnih oseb v sodni register-----

p o t r j u j e m,

da se spremenjene določbe statuta delniške družbe Gorenjska banka d.d., Kranj, Bleiweisova cesta 1 (ena), Kranj, ujemajo z vsebino sklepa 32 (dvaintridesete) skupščine te delniške družbe z dne 20.07.2018 (dvajsetega julija dvatisočosemnajst) o podelitvi pooblastila upravi za povečanje osnovnega kapitala – odobreni kapital, ki je upravi podeljeno s spremembo in dopolnitvijo 9 (devetega) člena statuta delniške družbe Gorenjska banka d.d., Kranj (tč. 5 (pet) dnevnega reda skupščine).-----

Notarskemu potrdilu je priložen in z njim predpisano spojen čistopis statuta delniške družbe Gorenjska banka d.d., Kranj.-----

Kranj, 20.07.2018 (dvajsetega julija dvatisočosemnajst).-----



**STATUT
GORENJSKE BANKE D.D., KRANJ
(prečiščeno besedilo)**

SPLOŠNE DOLOČBE

Firma banke

1. člen

- (1) Gorenjska banka d.d., Kranj (v nadaljevanju: banka) je delniška družba, ki opravlja bančne in druge finančne storitve.
- (2) Firma banke je: Gorenjska banka d.d., Kranj.
- (3) Skrajšana firma banke je: GB d.d., Kranj.
- (4) Sedež banke je v Kranju, Bleiweisova cesta 1 (ena).
- (5) Organizacijske enote banke uporabljajo poleg firme banke še oznake, ki jih določi uprava banke.
- (6) Banka uporablja poleg firme tudi znak, ki ga določi uprava banke.

2. člen

- (1) Banka je pravna oseba in je registrirana pri pristojnem sodišču v Kranju.
- (2) Poslovno organizacijski deli banke nimajo lastnosti pravne osebe.

Dejavnost banke

3. člen

- (1) Banka opravlja finančne storitve in sicer bančne storitve, vzajemno priznane finančne storitve in dodatne finančne storitve ter pomožne storitve.
- (2) Banka opravlja naslednje **bančne storitve**:
- 1. sprejemanje depozitov od javnosti ter
 - 2. dajanje kreditov za svoj račun.
- (3) Banka opravlja tudi **vzajemno priznane finančne storitve** predvsem:
- 1. sprejemanje depozitov,
 - 2. dajanje kreditov, ki vključuje tudi:
 - potrošniške kredite,
 - hipotekarne kredite,
 - odkup terjatev z regresom ali brez njega (factoring),
 - financiranje komercialnih poslov, vključno z izvoznim financiranjem na podlagi odkupa

z diskontom in brez regresa dolgoročnih nezapadlih terjatev, zavarovanih s finančnim instrumentom (forfeiting),

3. finančni zakup (leasing): dajanje sredstev v zakup, katerega trajanje je približno enako pričakovani življenjski dobi sredstva, ki je predmet zakupa, in pri katerem zakupnik pridobi večino koristi od uporabe sredstev ter prevzame celotno tveganje posla,
4. plačilne storitve in storitve izdajanja elektronskega denarja,
5. izdajanje in upravljanje drugih plačilnih instrumentov (na primer potovalnih čekov in bančnih menic), v delu, v katerem ta storitev ni vključena v storitev iz predhodne točke (4),
6. izdajanje garancij in drugih jamstev,
7. trgovanje za svoj račun ali za račun strank:
 - z instrumenti denarnega trga,
 - s tujimi plačilnimi sredstvi, vključno z menjalniškimi posli,
 - s standardiziranimi terminskimi pogodbami in opcijami,
 - z valutnimi in obrestnimi finančnimi instrumenti,
 - s prenosljivimi vrednostnimi papirji,
8. sodelovanje pri izdaji vrednostnih papirjev in storitve, povezane s tem,
9. svetovanje podjetjem glede kapitalske strukture, poslovne strategije in sorodnih zadev ter svetovanje in storitve v zvezi z združitvami in nakupom podjetij,
10. denarno posredništvo na medbančnih trgih,
11. upravljanje z naložbami in svetovanje v zvezi s tem,
12. hramba vrednostnih papirjev in druge storitve, povezane s hrambo,
13. kreditne bonitetne storitve: zbiranje, analiza in posredovanje informacij o kreditni sposobnosti pravnih oseb,
14. oddajanje sefov ter
15. investicijske ter pomožne investicijske storitve in posli.

(4) Banka opravlja tudi **dodatne finančne storitve:**

1. posredovanje pri prodaji zavarovalnih polic po zakonu, ki ureja zavarovalništvo,
2. storitve upravljanja plačilnih sistemov,
3. upravljanje pokojninskih skladov po zakonu, ki ureja pokojninsko in invalidsko zavarovanje,
4. skrbniške storitve, za katere drug zakon določa, da jih opravlja banka, in storitve, povezane s temi skrbniškimi storitvami,
5. kreditno posredništvo pri potrošniških in drugih kreditih,
6. druge storitve ali posli, ki imajo glede načina opravljanja in tveganj, ki jim je banka pri opravljanju izpostavljena, podobne značilnosti kot vzajemno priznane finančne storitve ali storitve iz 1. do 5. točke tega odstavka.

(5) Banka opravlja pomožne storitve, kot so bančne in investicijske storitve.

1. Pomožne bančne storitve so upravljanje z nepremičninami, upravljanje ali vodenje sistema za obdelavo podatkov ali opravljanje podobnih poslov, ki se izvajajo kot podpora opravljanju storitev ene ali več kreditnih institucij.
2. Pomožne investicijske storitve so upravljanje z nepremičninami, upravljanje ali vodenje sistema za obdelavo podatkov ali opravljanje podobnih poslov, ki se izvajajo kot podpora opravljanju storitev ene ali več investicijskih podjetij.

(6) Banka izvaja le tiste storitve, za katere ima dovoljenje Banke Slovenije.

(7) Storitve iz tega člena se po standardni klasifikaciji dejavnosti – SKD 2008 razvrščajo v:

Drugo denarno posredništvo – 64.190
Dejavnost finančnega zakupa – 64.910
Drugo kreditiranje – 64.920
Dejavnost pokojninskih skladov – 65.300
Upravljanje finančnih trgov – 66.110
Posredništvo pri trgovanju z vrednostnimi papirji in borznim blagom – 66.120
Druge pomožne dejavnosti za finančne storitve, razen za zavarovalništvo in pokojninske sklade – 66.190
Druge pomožne dejavnosti za zavarovalništvo in pokojninske sklade – 66.290
Trgovanje z lastnimi nepremičninami – 68.100
Oddajanje in obratovanje lastnih ali najetih nepremičnin – 68.200
Upravljanje nepremičnin za plačilo ali po pogodbi – 68.320
Dajanje pisarniške opreme in računalniških naprav v najem in zakup – 77.330
Dajanje drugih strojev, naprav in opredmetenih sredstev v najem in zakup – 77.390
Računalniško programiranje – 62.010
Svetovanje o računalniških napravah in programih – 62.020
Upravljanje računalniških naprav in sistemov – 62.030
Druge z informacijsko tehnologijo in računalniškimi storitvami povezane dejavnosti – 62.090
Računovodske, knjigovodske in revizijske dejavnosti; davčno svetovanje – 69.200
Dejavnost uprav podjetij – 70.100
Dejavnost stikov z javnostjo – 70.210
Drugo podjetniško in poslovno svetovanje – 70.220
Varovanje – 80.100
Nadzorovanje delovanja varovalnih sistemov – 80.200
Poizvedovalne dejavnosti – 80.300
Nudnje celovitih pisarniških storitev – 82.110
Fotokopiranje, priprava dokumentov in druge posamične pisarniške dejavnosti – 82.190
Dejavnost klicnih centrov – 82.200
Organiziranje razstav, sejmov, srečanj – 82.300
Zbiranje terjatev in ocenjevanje kreditne sposobnosti – 82.910
Pakiranje – 82.920
Druge nerazvrščene spremljajoče dejavnosti za poslovanje – 82.990
Druge nerazvrščeno izobraževanje, izpopolnjevanje in usposabljanje – 85.590
Pomožne dejavnosti za izobraževanje – 85.600
Trgovina na debelo s kovinami in rudami – 46.720
Nespecializirana trgovina na debelo – 46.900

Druga trgovina na drobno v nespecializiranih prodajalnah – 47.190
Druga trgovina na drobno zunaj prodajaln, stojnic in tržnic – 47.990
Priložnostna priprava in dostava jedi – 56.210
Strežba pijač – 56.300
Drugo izdajanje programja – 58.290
Druga poštna in kurirska dejavnost – 53.200
Druga specializirana gradbena dela – 43.990
Gradnja drugih objektov nizke gradnje – 42.990
Saniranje okolja in drugo ravnanje z odpadki – 39.000
Razmnoževanje posnetih nosilcev zapisa – 18.200

(8) Nadzorni svet banke je pooblaščen, da v skladu s predpisi spremeni in dopolni razvrstitev dejavnosti banke v ustrezne razrede in podrazrede dejavnosti.

4. člen

(1) Podatki in sporočila, za katera zakon določa dolžnost objave in posebej ne določa, da se objavijo v Uradnem listu Republike Slovenije, se objavijo v dnevniku Delo ali dnevniku Finance in v glasilu banke ali na elektronskem mediju banke. V navedenih glasilih in elektronskem mediju banke se objavljajo tudi drugi podatki ali sporočila, za katera uprava meni, da so pomembni za delničarje.

(2) Ne glede na prejšnji odstavek lahko uprava določi, da se posamezni podatki o poslovanju banke objavijo tudi na drugačen način.

OSNOVNI KAPITAL IN DELNICE

5. člen

(1) Osnovni kapital banke znaša 16.188.366,33 (šestnajstmilijonovstooseminosemdesettisočtristošestinšestdeset 33/100) EUR.

(2) Osnovni kapital je razdeljen na 387.938 (tristosedeminosemdesettisočdevetstoemintrideset) kosovnih delnic.

(3) Delnice banke glasijo na ime in so redne. Banka lahko izda tudi prednostne delnice, in sicer z ali brez glasovalne pravice.

6. člen

(1) Delničarji imajo prednostno pravico do nakupa delnic novih izdaj v sorazmerju z njihovimi deleži v osnovnem kapitalu banke, razen če skupščina banke s sklepom o povečanju osnovnega kapitala banke ali drug organ, pristojen za odločanje o izdaji delnic, v skladu z zakonom, ne določi drugače.

(2) Rok za uveljavitev prednostne pravice do nakupa delnic novih izdaj je 15 (petnajst) dni od dneva objave prodaje.

7. člen

(1) Banka lahko pridobiva lastne delnice pod pogoji, določenimi z zakonom. O pridobitvi in odsvojitvi lastnih delnic ter pogojih v tej zvezi odloča uprava. Banka oblikuje za pridobivanje lastnih delnic rezerve za lastne delnice v skladu z zakonom ter jih po vsaki odsvojitvi pridobljenih lastnih delnic

zmanjša v sorazmernem delu izračunanem iz števila delnic v dobro vira, iz katerega so bile oblikovane. Kadar so rezerve za lastne delnice uporabljene za pridobitev lastnih delnic, ki so bile nato odtujene, banka sprosti rezerve v dobro vira, iz katerega so bile oblikovane. Banka lahko oblikuje nove rezerve za lastne delnice s sklepom uprave do z zakonom predpisane višine.

-----8. člen-----

(1) Prenos ali druga sprememba glede pravnih razmerij v zvezi z imetništvom delnice na ime ali pravicami na delnici se vpiše v delniško knjigo v skladu z veljavnimi predpisi.

(2) Če vodenje delniške knjige ni zakonsko predpisano izven banke, določi postopke za vpis v delniško knjigo in njeno uporabo uprava.

-----9. člen-----

(1) Uprava banke je pooblaščenca, da ob soglasju nadzornega sveta v roku 5 (pet) let od dneva vpisa 14. sprememb in dopolnitev tega statuta v sodni register, enkrat ali večkrat, osnovni kapital banke poveča do skupnega zneska 8.094.183,16 (osemmilijonovštiriindevetdesettisočstotriinosemdeset 16/100) EUR. O vsebini pravic iz delnic in drugih pogojih za izdajo delnic odloča uprava banke, ki mora za svojo odločitev pridobiti soglasje nadzornega sveta. V okviru tega povečanja kapitala se lahko ob soglasju nadzornega sveta izdajo tudi prednostne delnice brez glasovalne pravice.

(2) Povečanje osnovnega kapitala se izvede z enkratno ali večkratno izdajo novih delnic. Ob nakupu nove delnice mora biti za tako delnico vplačan celotni emisijski znesek posamezne nove delnice.

(3) Nove delnice se najprej ponudijo delničarjem, ki bodo konec dneva na dan začetka objave poziva za vpis in plačilo novih delnic vpisani v delniško knjigo v centralnem registru nematerializiranih vrednostnih papirjev pri KDD - Centralno klirinško depotni družbi, ki imajo v sorazmerju s svojimi deleži v osnovnem kapitalu prednostno pravico do vpisa novih delnic (prvi krog). Uprava banke objavi poziv za vpis in vplačilo novih delnic na podlagi povečanja osnovnega kapitala najkasneje v petnajstih delovnih dneh od dneva pridobitve soglasja nadzornega sveta k povečanju osnovnega kapitala.

Če vsi delničarji ne bodo uveljavili prednostne pravice, se preostale delnice v drugem krogu ponudijo delničarjem, ki so uveljavili prednostno pravico v prvem krogu, v sorazmerju z njihovimi deleži v osnovnem kapitalu in ki lahko uveljavijo prednostno pravico do vpisa novih delnic v naslednjih 15 (petnajst) dneh od objave poziva za vpis in vplačilo delnic. Rok za vpis in vplačilo delnic je 15 (petnajst) dni po objavi poziva za vpis in vplačilo novih delnic.

Preostale razpoložljive delnice, ki v drugem krogu ne bi bile vpisane in vplačane s strani obstoječih delničarjev, uprava najprej ponudi v vpis delničarju, ki je izrazil interes za vpis ne glede na višino njegovega deleža v osnovnem kapitalu in šele nato tretjim osebam (tretji krog).

(4) Nove delnice bodo izdane v nematerializirani obliki z vpisom v centralni register nematerializiranih vrednostnih papirjev pri KDD - Centralno klirinški depotni družbi, d.d. Delničar, ki bo vpisal in vplačal nove delnice, se vpiše kot imetnik v centralni register.

(5) Izdaja novih delnic bo uspela, če bodo vpisane in vplačane vse delnice. Denarne zneske morebitnih vplačil bo družba vrnila vplačnikom v roku 8 (osem) dni od morebitne ugotovitve neuspešnega vpisa in vplačila.

-----ORGANIZACIJA IN NAČIN POSLOVANJA BANKE-----

-----10. člen-----

(1) Banka opravlja svoje poslovanje preko organizacijskih in teritorialnih enot.

(2) Notranjo organizacijo in pooblastila organizacijskih enot določa uprava banke.

ORGANI BANKE, UPRAVLJANJE IN NAČIN ODLOČANJA

11. člen

(1) Delničarji uresničujejo svojo glasovalno pravico na skupščini banke, glede na delež njihovih delnic v osnovnem kapitalu in glede na vrsto delnic ter v skladu s tem statutom.

12. člen

(1) Organi banke so:

- skupščina,
- nadzorni svet,
- uprava.

Skupščina

13. člen

(1) Skupščina ima naslednje pristojnosti:

1. odloča o uporabi bilančnega dobička in o podelitvi razrešnice upravi in nadzornemu svetu,
2. sprejema letno poročilo v primerih, določenih z zakonom,
3. imenuje in odpokliče oziroma razrešuje člane nadzornega sveta,
4. odloča o spremembah statuta,
5. odloča o povečanju in zmanjšanju kapitala, razen v delu, za katerega so pooblastila s tem statutom ali sklepi skupščine prenešeni na druge organe banke,
6. odloča o statusnih spremembah banke in prenehanju banke,
7. Imenuje revizorje,
8. odloča o nagradah nadzornega sveta,
9. odloča o drugih zadevah, za katere je pooblaščen po zakonu in tem statutu in o zadevah, ki jih v odločanje skupščini predlaga uprava.

14. člen

(1) Skupščino skliče v skladu z zakonom uprava ali nadzorni svet.

(2) Sklic skupščine se objavi 30 (trideset) dni pred skupščino.

(3) Sklic skupščine se sme preklicati najkasneje 3 (tri) delovne dni pred skupščino na način, kot je bila skupščina sklicana.

(4) V objavi sklica skupščine uprava določi mesto, kjer lahko delničarji vpogledajo v gradivo za predlagane sklepe skupščine.

(5) Sklic skupščine se objavi v skladu s 4. členom statuta in na spletni strani banke.

(6) V sklicu skupščine uprava določi, kdaj bo ponovno zasedanje skupščine, če se ob prvem sklicu ne doseže sklepčnost.

-----15. člen-----

(1) Sklic skupščine lahko pisno zahtevajo tudi delničarji, katerih skupni deleži dosegaajo najmanj 5 (pet) % osnovnega kapitala banke. Zahtevo pošljejo upravi banke ter navedejo namen in razloge za sklic skupščine.

(2) Uprava banke je v primeru iz prejšnjega odstavka dolžna sklicati skupščino tako, da skupščina zaseda najkasneje v roku dveh mesecev od prejema pisne zahteve, če je njena vsebina v pristojnosti skupščine, sicer lahko sodišče delničarje, ki so postavili zahtevo, ali njihove pooblaščenca pooblasti za sklic skupščine.

(3) Skupščina se opravi v kraju, ki ga v sklicu skupščine določi uprava banke (praviloma v kraju sedeža banke).

-----16. člen-----

(1) Do udeležbe in uresničevanja glasovalne pravice na skupščini so upravičeni le delničarji, imetniki delnic na ime z glasovalno pravico, ki so vpisani v centralnem registru nematerializiranih vrednostnih papirjev in prijavijo svojo udeležbo na skupščini konec četrtega dne pred zasedanjem skupščine (presečni dan).

-----17. člen-----

(1) Skupščina je sklepčna pod pogojem, če so navzoči delničarji z glasovalno pravico, ki predstavlja vsaj 15 (petnajst) % zastopanega osnovnega kapitala.

(2) Za sprejem posameznega sklepa skupščine je potrebna večina oddanih glasov delničarjev, razen če zakon ali ta statut ne določata višje večine ali drugih zahtev. Za sprejem sklepa o spremembah statuta je potrebna večina najmanj treh četrtin pri sklepanju zastopanega osnovnega kapitala.

-----18. člen-----

(1) Delničar uresničuje svoje pravice na skupščini osebno, po pooblaščenca ali po zastopniku.

(2) Pooblaščenec in zastopnik morata svoje pooblastilo izkazati ob vsakem zasedanju skupščine posebej, skladno zahtevam zakona.

-----19. člen-----

(1) Delo in potek skupščine podrobneje ureja poslovnik za delo skupščine.

Nadzorni svet

-----20. člen-----

(1) Nadzorni svet ima najmanj pet in največ sedem članov.

(2) Člane nadzornega sveta voli in odpokliče skupščina na predlog nadzornega sveta.

-----21. člen-----

(1) Člani nadzornega sveta izmed sebe imenujejo predsednika in namestnika predsednika nadzornega sveta.

(2) Mandat članov nadzornega sveta traja pet let.

-----22. člen-----

(1) Nadzorni svet ima naslednje pristojnosti:

1. Nadzira poslovanje banke v skladu z zakonom.

2.

2.1. Daje soglasje upravi k določitvi poslovne politike banke.

2.2. Daje soglasje upravi k določitvi finančnega načrta banke.

2.3. Daje soglasje upravi k določitvi organizacije sistema notranje kontrole.

2.4. Daje soglasje upravi k določitvi okvirnega letnega programa dela notranje revizije.

2.5. Nadzira primernost postopkov in učinkovitost delovanja notranje revizije.

2.6. Obravnava ugotovitve Banke Slovenije, davčne inšpekcije in drugih nadzornih organov v postopku nadzora na banko.

2.7. Preverja in potrjuje letno poročilo in o rezultatih preveritve pisno poroča skupščini.

2.8. Preverja druga finančna poročila banke in o tem izdela obrazloženo mnenje.

2.9. Skupščini delničarjev obrazloži svoje mnenje k letnemu poročilu notranje revizije.

2.10. Daje mnenje k predlogu uprave za uporabo bilančnega dobička.

2.11. Daje soglasje upravi k odločitvam, ki predstavljajo nastanek velike izpostavljenosti do posamezne osebe, in k odločitvam, zaradi katerih se velika izpostavljenost banke do posamezne osebe poveča, če ob obravnavi nastanka velike izpostavljenosti, za njeno povečanje do največje možne izpostavljenosti, ne pooblasti uprave banke.

2.12. Daje soglasje k odločitvi uprave o vsebini pravic iz delnic, o pogojih za izdajo delnic in o Izključitvi prednostne pravice do novih delnic ter o izplačilu vmesnih dividend, če za točke od 2.1 do 2.12 zakon to zahteva.

3. Imenuje predsednika uprave in na njegov predlog člane uprave.

4. Razrešuje oziroma odpokliče predsednika in člane uprave.

5. Imenuje komisije za opravljanje posebnih stalnih ali enkratnih nalog s področja dela in pooblastil nadzornega sveta banke in določa obseg pooblastil, ki jih prenaša nanje.

6. Odloča o drugih zadevah, za katere je pooblaščen po zakonu in tem statutu, ter o zadevah, ki jih v obravnavo predlaga uprava.

-----23. člen-----

(1) Članom nadzornega sveta lahko predčasno preneha mandat z odpoklicem ali na podlagi pismenega odstopa člana.

-----24. člen-----

(1) Nadzorni svet je sklepčen, če je pri sklepanju navzočih vsaj polovica članov.

(2) Nadzorni svet odloča z večino oddanih glasov.

(3) Natančnejši način dela je opredeljen v poslovniku za delo nadzornega sveta.-----

-----25. člen-----

(1) Članom nadzornega sveta pripadajo plačila za opravljanje funkcije, sejnine in nadomestila njihovih materialnih stroškov, ki se izplačajo kot tekoči strošek iz sredstev banke. Višino plačil za opravljanje funkcije in sejin določi skupščina, nadomestilo za materialne stroške pa se izplača po enakih merilih, kot to velja za delavce banke.-----

(2) V primeru, da banka izkaže izgubo, članom nadzornega sveta nagrada ne pripada.-----

Uprava-----

-----26. člen-----

(1) Banko predstavlja, zastopa in vodi uprava, ki ima najmanj dva in največ pet članov, od katerih je eden predsednik uprave. Predsednika uprave, člane uprave pa na njegov predlog, imenuje in razrešuje oziroma odpokliče nadzorni svet. Konkretno število članov uprave določi nadzorni svet s sklepom. Predsednik uprave in člani uprave so imenovani za dobo petih let z možnostjo ponovnega imenovanja. Mandat članov uprave traja najdlje, dokler traja mandat predsednika uprave. V primeru predčasnega prenehanja mandata predsednika uprave, preneha istočasno tudi mandat članov uprave.-----

(2) Banko zastopata in predstavljata v pravnem prometu predsednik uprave in še en član uprave, razen v zadevah, glede katerih nadzorni svet določi, da banko zastopa in predstavlja le predsednik uprave.-----

(3) Nadzorni svet sprejme sklep o delu uprave, s katerim določi predsedniku uprave obseg individualnih pooblastil za odločanje, zastopanje in podpisovanje.-----

-----27. člen-----

(1) Posamezne naloge iz svoje pristojnosti ter pooblastila za zastopanje in podpisovanje lahko prenese predsednik uprave, drugi člani uprave pa le ob soglasju predsednika uprave prenesejo, na druge delavce banke, v utemeljenih primerih pa tudi na osebe, ki niso delavci banke.-----

(2) Obliko in vsebino sklepa o prenosu pooblastil na druge osebe iz 1. odstavka tega člena se določi s poslovníkom o delu uprave, ki ga sprejme uprava.-----

-----28. člen-----

(1) V primerih, ko mora uprava nadzornemu svetu predložiti v mnenje gradivo, ki ga obravnava skupščina, to stori dva dni pred sklicem skupščine, če pa gre za naknadno spremembo predloga v skladu z zakonom, pa dva dni pred skupščino.-----

-----29. člen-----

(1) Uprava sprejema odločitve z navadno večino. Pri neodločenem izidu glasovanja odloča glas predsednika uprave.-----

(2) Predsednik uprave sprejema odločitve o izvrševanju sprejetih sklepov uprave, ki so obvezujoči za člane uprave in ostale delavce v skladu s sklepom o delu uprave, ki ga sprejme nadzorni svet.-----

-----30. člen-----

(1) Člani uprave so upravičeni do udeležbe na dobičku, ki ga v ta namen nameni skupščina. Višino udeležbe na dobičku za posameznega člana uprave določi nadzorni svet. Udeležba na dobičku se lahko izplača tudi v delnicah.

DELA VCI S POSEBNIMI POOBLASTILI

31. člen

(1) Banka ima tudi delavce s posebnimi pooblastili.

(2) Delovna področja in pooblastila delavcev s posebnimi pooblastili določi uprava.

(3) Delavce s posebnimi pooblastili imenuje in razrešuje predsednik uprave.

(4) Za svoje delo so delavci s posebnimi pooblastili odgovorni predsedniku uprave.

(5) Delavci s posebnimi pooblastili so lahko razrešeni dolžnosti tudi pred potekom mandata.

PREPOVED KONKURENČNE DEJAVNOSTI

32. člen

(1) Člani uprave ter drugi delavci, za katere je v pogodbi o zaposlitvi tako določeno, ne smejo, dokler so zaposleni v banki in za čas po prenehanju zaposlitve v banki, določen v pogodbi o zaposlitvi, opravljati pridobitne dejavnosti, na področju dejavnosti banke pa tudi ne sklepati poslov za lasten ali tuj račun.

(2) Soglasje za ravnanje v nasprotju z določili prvega odstavka tega člena izda za predsednika uprave, za člane uprave pa na njegov predlog, nadzorni svet, za druge delavce banke pa predsednik uprave.

(3) Podrobneje se prepoved konkurenčne dejavnosti uredi v pogodbi o zaposlitvi, ki se sklene s posameznim članom uprave ali drugim delavcem banke.

NAČIN POSLOVANJA BANKE

33. člen

(1) Za izvajanje storitev lahko uprava imenuje razne odbore in komisije, sestavljene iz vrst delavcev banke ter iz vrst komitentov ter finančnih strokovnjakov.

(2) Uprava s posebnim aktom določi ustanovitev, pristojnosti, delovna področja in sestavo delovnih teles iz 1. odstavka tega člena.

NOTRANJA REVIZIJA BANKE

34. člen

(1) Za opravljanje nadzora nad poslovanjem banke se oblikuje notranja revizija kot samostojna organizacijska enota, ki je neposredno podrejena upravi banke.

(2) Notranja revizija deluje v skladu s pravili delovanja notranje revizije in letnim programom, ki ju sprejme uprava v soglasju z nadzornim svetom.

(3) Notranja revizija je dolžna sestavljati trimesečna in letna poročila, ki jih predloži upravi in nadzornemu svetu.

LETNO POROČILO, DELITEV DOBIČKA TER OBLIKOVANJE REZERV

35. člen

(1) Letno poročilo skupaj s poročilom nadzornega sveta sta delničarjem dostopna od objave sklica skupščine dalje na sedežu družbe. Povzetek revidiranega letnega poročila in revidiranega konsolidiranega letnega poročila z mnenjem revizorja se objavi do roka in na način, ki ga določi zakon.

36. člen

(1) Čisti dobiček poslovnega leta uprava ob sestavi letnega poročila najprej uporabi za naslednje namene in po naslednjem vrstnem redu:

- za kritje prenesene izgube,
- za oblikovanje zakonskih rezerv,
- za oblikovanje rezerv za lastne delnice,
- za oblikovanje statutarnih rezerv.

(2) Uprava in nadzorni svet lahko pri sprejemu letnega poročila iz dela zneska čistega dobička, ki ostane po njegovi uporabi za namene iz prejšnjega odstavka tega člena, oblikujeta:

- druge rezerve iz dobička.

(3) Bilančni dobiček se na predlog uprave in nadzornega sveta na podlagi sklepa skupščine uporabi za naslednje namene:

- za povečanje osnovnega kapitala,
- za oblikovanje zakonskih rezerv, statutarnih rezerv in drugih rezerv iz dobička,
- za razdelitev delničarjem,
- za izplačilo zaposlenim in članom uprave,
- za preneseni dobiček.

37. člen

(1) Banka pri svojem poslovanju oblikuje naslednje vrste rezerv:

- kapitalske rezerve,
- zakonske rezerve,
- rezerve za lastne delnice,
- statutarne rezerve,
- druge rezerve iz dobička.

(2) Banka oblikuje zakonske rezerve v taki višini, da znaša vsota zakonskih rezerv in tistih kapitalskih

rezerv, ki se na podlagi zakona za namene ugotavljanja potrebne višine zakonskih rezerv le tem prištevajo, šestkratnik osnovnega kapitala banke.

(3) Banka oblikuje statutarne rezerve, dokler njihova višina ne doseže dvanajstkratnika osnovnega kapitala banke. V posameznem poslovnem letu se za oblikovanje statutarnih rezerv nameni najmanj 10% zneska čistega dobička, zmanjšanega za morebitne zneske, uporabljene za kritje prenesene izgube, oblikovanje zakonskih rezerv in rezerv za lastne delnice.

-38. člen-

(1) Kapitalske rezerve in zakonske rezerve se uporabijo pod pogoji in za namene, ki jih določa zakon.

(2) Statutarne rezerve se uporabljajo za oblikovanje rezerv za lastne delnice, za kritje izgube, za povečanje osnovnega kapitala, za oblikovanje zakonskih rezerv ter za kritje drugih poslovnih tveganj.

(3) Druge rezerve iz dobička se uporabljajo za oblikovanje rezerv za lastne delnice, za kritje izgube, za povečanje osnovnega kapitala, za izplačilo dobička delničarjem, zaposlenim, članom uprave in nadzornega sveta, za zavarovanje pred drugimi poslovnimi tveganji, za oblikovanje zakonskih in statutarnih rezerv ter za druge namene v skladu s sprejeto poslovno politiko banke.

-39. člen-

(1) Udeležba na dobičku (dividenda) se izplača delničarjem v rokih, višini in na način, kot to določi sklep skupščino o delitvi oz. uporabi dobička.

(2) Pod enakimi pogoji se izplačuje tudi del dobička, ki ga skupščina nameni upravi in delavcem banke.

(3) Uprava lahko glede na predvideni dobiček izplača tudi vmesno dividendo.

TRAJANJE IN PRENEHANJE POSLOVANJA BANKE

-40. člen-

(1) Banka je ustanovljena za nedoločen čas in preneha pod pogoji, določenimi z zakonom.

POSLOVNA SKRIVNOST IN VAROVANJE ZAUPNIH PODATKOV

-41. člen-

(1) Za poslovno skrivnost banke se štejejo listine in podatki, ki jih kot take določa zakon in v skladu z zakonom organi banke, ter listine in podatki, ki jih zaradi njihove narave in pomena za poslovanje banke ni dovoljeno sporočati, posredovati ali dajati na vpogled nepooblaščenim osebam, razen na način, predpisan z zakonom ali aktom banke.

(2) Natančnejša določila o poslovni skrivnosti, varovanju podatkov in premoženja banke sprejme uprava s posebnim aktom, s katerim se seznanijo vsi, ki so dolžni varovati poslovno skrivnost.

DELAVCI BANKE

-----42. člen-----

(1) Delavci banke oblikujejo za uresničevanje svojih pravic organe v skladu z zakonom in kolektivno pogodbo.

-----PREHODNE IN KONČNE DOLOČBE-----

-----43. člen-----

(1) Ta statut je bil sprejet na ustanovnem zboru banke dne 22.12.1989 ter dopolnjen na 2. seji zbora banke, dne 19.3.1990.

(2) Prve spremembe in dopolnitve statuta ter prečiščeno besedilo statuta so bile sprejete na 3. seji zbora banke, dne 27.2.1991 in so začele veljati takoj.

(3) Druge spremembe in dopolnitve statuta ter prečiščeno besedilo statuta so bile sprejete na 4. seji zbora banke, dne 27.2.1992 in so pričele veljati takoj.

(4) Tretje spremembe in dopolnitve statuta ter prečiščeno besedilo statuta so bile sprejete na 5. seji zbora banke, dne 29.6.1993 in so pričele veljati takoj.

(5) Četrte spremembe in dopolnitve spremembe ter prečiščeno besedilo statuta so bile sprejete na 6. seji zbora banke, dne 10.5.1994 in so pričele veljati z dnem vpisa v sodni register, to je dne 24.5.1994.

(6) Po pooblastilu 6. zbora banke je bilo dodatno sprejeto prečiščeno besedilo četrteh sprememb statuta banke na 26. seji upravnega odbora banke dne 23.2.1995.

(7) Pete spremembe in dopolnitve statuta ter prečiščeno besedilo statuta so bile sprejete na 7. seji zbora banke, dne 16.5.1995 in so pričele veljati z dnem vpisa v sodni register, to je dne 27.5.1995.

(8) Šeste spremembe in dopolnitve statuta ter prečiščeno besedilo statuta so bile sprejete na 8. seji zbora banke, dne 16.5.1996 in so pričele veljati z dnem vpisa v sodni register, to je dne 18.6.1996.

(9) Sedme spremembe in dopolnitve statuta so bile sprejete na 12. seji zbora banke dne 10.5.2000 in bodo pričele veljati z dnem vpisa v sodni register, to je dne 12.5.2000.

(10) Osme spremembe in dopolnitve statuta so bile sprejete na 14. seji skupščine banke dne 14.5.2002 in so pričele veljati z dnem vpisa v sodni register, to je dne 22.5.2002.

(11) Devete spremembe in dopolnitve statuta so bile sprejete na 18. seji skupščine banke dne 11.5.2006 in so pričele veljati z dnem vpisa v sodni register, to je dne 23.5.2006.

(12) Desete spremembe in dopolnitve statuta so bile sprejete na 20. seji nadzornega sveta Gorenjske banke d.d., Kranj dne 14.12.2006 in so pričele veljati z dnem vpisa v sodni register, to je dne 10.1.2007.

(13) Enajste spremembe in dopolnitve statuta so bile sprejete na 20. seji skupščine banke dne 14.5.2008 in so pričele veljati z dnem vpisa v sodni register, to je dne 28.5.2008.

(14) Dvanajste spremembe in dopolnitve statuta so bile sprejete na 22. seji skupščine banke dne

13.5.2010 in pričnejo veljati z dnem vpisa v sodni register.

(15) Trinajste spremembe in dopolnitve statuta so bile sprejete na 25. skupščini banke dne 28.08.2013
in začnejo veljati z dnem vpisa v sodni register. -----

16) Štirinajste spremembe in dopolnitve statuta so bile sprejete na 32. skupščini banke dne 20.07.2018
in začnejo veljati z dnem vpisa v sodni register -----

Kranj, 20.07.2018 (dvajsetega julija dvatisočosemnajst). -----



**ARTICLES OF ASSOCIATION
OF GORENJSKA BANKA D.D., KRANJ**

GENERAL PROVISIONS

Bank's Trade Name

Article 1

- (1) Gorenjska banka d.d., Kranj (hereafter referred to as: the Bank) is a joint stock company engaged in banking and other financial services.
- (2) The Bank's trade name reads: Gorenjska banka d.d., Kranj.
- (3) The Bank's abbreviated trade name reads: GB d.d., Kranj.
- (4) The Bank's registered office is located in Kranj, Bleiweisova cesta 1.
- (5) The Bank's organizational units shall use, next to the Bank's trade name, other designations specified by the Bank's Board of Directors.
- (6) Beside the trade name, the Bank shall use the trademark specified by the Bank's Board of Directors.

Article 2

- (1) The Bank is a legal entity, registered with the competent court in Kranj.
- (2) The business and the organizational units of the Bank are not qualified as legal entities.

Bank's Activity

Article 3

- (1) The Bank shall perform financial services, i.e. banking services, mutually recognized financial services and additional financial services along with auxiliary services.

- (2) The Bank shall perform the following **banking services**:
1. Acceptance of deposits made by individuals and corporate clients
 2. Granting loans for its own account,
- (3) The Bank shall also perform **mutually recognized financial services**, in particular:
1. Acceptance of deposits
 2. Granting loans, including:
 - Hire-purchase loans,
 - Mortgage loans,
 - Factoring,
 - Forfeiting,
 3. Financial leasing: leasing of assets whereby the lease lasts approximately as long as the anticipated life of the leased asset and where the lessee gains most benefits from the use of the assets and assumes the total risk,
 4. Payment services and issuing of e-money,
 5. Issuing and management of other payment instruments (e.g.: traveller's cheques and bank drafts), whenever this service is not included in the service from the preceding paragraph (4),
 6. Issue of guarantees and other warranties,
 7. Trading for own account or for client's account in:
 - Money market instruments,
 - Foreign means of payment, including money exchange,
 - Standardized forward agreements and options,
 - Currency and interest financial instruments,
 - Transferable securities,
 8. Participation at the issue of securities and the related services,
 9. Corporate consulting on capital structure, business strategy and related matters along with consulting and services about mergers and acquisition of companies,
 10. Monetary intermediation on interbank markets,
 11. Investment management and the related consultancy,
 12. Custody of securities and other custody-related services,

13. Credit rating services: collection, analysis and provision of information on the credit worthiness of corporate clients,
 14. Safe deposit service and
 15. Investment and auxiliary investment services and transactions.
- (4) The Bank shall also perform **additional financial services**:
1. Intermediation at the sale of insurance policies in accordance with the law regulating the insurance system,
 2. Payment system control services
 3. Pension fund management in accordance with the law regulating pension and disability insurance,
 4. Custodian services, under some other law attributed to the Bank, and services related to such custodian services,
 5. Credit intermediation at hire-purchase and other loans,
 6. Other services or transactions, in terms of operational mode and risk exposure similar to mutually recognized financial services or the services invoked in items 1 through 5 hereabove.
- (5) The Bank shall perform auxiliary services, i.e. banking and investment services.
1. **Auxiliary banking services** shall include real estate management, management and conducting of a data processing system or performance of similar tasks supporting the activity of one or several credit institutions.
 2. **Auxiliary investment services** shall include real estate management, management and conducting of a data processing system or performance of similar tasks supporting the activity of one or several investment companies.
- (6) The Bank shall only perform those services that are covered by the licence of the Bank of Slovenia.
- (7) The services referred to in this Article are classified according to the standard classification of activities – SKD 2008 as follows:
- Other monetary intermediation – 64.190
 - Financial leasing – 64.910
 - Other credit granting – 64.920
 - Pension funding – 65.300
 - Administration of financial markets – 66.110
 - Security and commodity contracts brokerage – 66.120
 - Other activities auxiliary to financial services, except insurance and pension funding – 66.190
 - Other activities auxiliary to insurance and pension funding – 66.290
 - Buying and selling of own real estate – 68.100

Renting and operating of own or leased real estate – 68.200
 Management of real estate on a fee or contract basis – 68.320
 Renting and leasing of office machinery and equipment (including computers) – 77.330
 Renting and leasing of other machinery, equipment and tangible goods n.e.c. – 77.390
 Computer programming activities – 62.010
 Computer consultancy activities – 62.020
 Computer facilities management activities – 62.030
 Other information technology and computer service activities – 62.090
 Accounting, book-keeping and auditing activities, tax consultancy – 69.200
 Activities of head offices – 70.100
 Public relations and communication activities – 70.210
 Business and other management consultancy activities – 70.220
 Private security activities – 80.100
 Security systems service activities – 80.200
 Investigation activities – 80.300
 Combined office administrative service activities – 82.110
 Photocopying, document preparation and other specialised office support activities – 82.190
 Activities of call centers – 82.200
 Organization of conventions and trade shows – 82.300
 Activities of collection agencies and credit bureaus – 82.910
 Packing – 82.920
 Other business support service activities n.e.c. – 82.990
 Other education n.e.c. – 85.590
 Educational support activities – 85.600
 Wholesale of metals and metal ores – 46.720
 Non-specialized wholesale trade – 46.900
 Other retail sale in non-specialised stores – 47.190
 Other retail sale not in stores, stalls or markets – 47.990
 Event catering activities – 56.210
 Beverage service activities – 56.300
 Other software publishing – 58.290
 Other postal and curier activities – 53.200
 Other specialized construction activities n.e.c. – 43.990
 Construction of other civil engineering projects n.e.c. – 42.990
 Remediation activities and other waste management services – 39.000
 Reproduction of recorded media – 18.200.

- (8) The Bank's Supervisory Board shall be authorized to change and to amend, in accordance with the regulations, the classification of the Bank's activities into the corresponding classes and sub-classes of activities.

Article 4

- (1) The data and the messages required by law to be published, yet without particular specification to be published in the Official Gazette of the Republic of Slovenia, shall be published in the Delo or in the Finance dailies as well as in the Bank's journal or on its electronic medium. The above journals and the Bank's electronic medium shall also serve for the publication of other data and messages that the Board of Directors deems to be important for the Shareholders.
- (2) Notwithstanding the provision of the preceding paragraph, the Board of Directors may determine that individual data on the Bank's operation shall also be published in a different manner.

SHARE CAPITAL AND SHARES

Article 5

- (1) The Bank's share capital amounts to EUR 16,188,366.33 (sixteen million one hundred and eighty-eight thousand three hundred and sixty-six euros, thirty-three cents).
- (2) The share capital is divided into 387,938 (three hundred and eighty-seven thousand nine hundred and thirty-eight) individual shares.
- (3) The Bank's shares are ordinary registered shares. The Bank may also issue preference shares with or without voting right.

Article 6

- (1) The Shareholders shall have the pre-emptive right to the purchase of newly issued shares proportionally to their shareholdings in the Bank's share capital, unless otherwise specified by the Shareholders' Meeting in its resolution of the Bank's share capital increase, or by some other authority competent for decision-making on the issue of shares in accordance with the law.
- (2) The term available for enforcement of the pre-emptive right to the purchase of the newly issued shares shall be 15 (fifteen) days from the date of the public announcement of the sale.

Article 7

- (1) The Bank may acquire its treasury stock under the terms and conditions specified by law. The acquisition and the alienation of the treasury stock as well as the respective

terms and conditions shall be subject to the decision of the Board of Directors. In view of acquisition of its treasury stock, the Bank shall create reserves for its treasury stock in accordance with the law; after each alienation of the acquired treasury stock, the Bank shall reduce them proportionally to the number of shares to the benefit of the source from which they were created. Whenever such treasury stock reserves are used for the acquisition of the treasury stock that was subsequently alienated, the Bank shall release the reserves to the benefit of the source from which they were created. The Bank may create new reserves for the treasury stock up to the legally prescribed amount subject to the decision of the Board of Directors.

Article 8

- (1) The transfer or any other change in the legal relations concerning the ownership of the registered share or the title to the share shall be entered into the share ledger in compliance with the regulations in force.
- (2) Unless the keeping of the share ledger is legally prescribed outside the Bank, the proceedings for entry into the share ledger and the respective application shall be specified by the Board of Directors.

Article 9

- (1) The bank's Management Board is authorised to increase, with consent from the Supervisory Board, the share capital once or several times up to the total amount of €8,094,183.16 (eight million ninety-four thousand hundred eighty-three 16/100) in the period of 5 years (five) from the day the 14th amendments to these Articles of Association are entered in the Court Register. The content of the rights from the shares and other conditions for issuing shares shall be determined by the bank's Management Board which must obtain consent from the Supervisory Board for their decision. As part of this capital increase, preference shares without voting rights can also be issued, subject to the Supervisory Board's consent.
- (2) The share capital shall be increased with single or multiple issues of new shares. When purchasing new shares, the full issue price of each new share must be paid up.
- (3) New shares shall be offered first to shareholders that are entered in the share register in the central registry of dematerialised securities at KDD - Central Securities Clearing Corporation at the end of the day the call to subscribe to and pay up new shares is published, and that hold a preemptive right to subscribe to new shares (first round) in proportion to their holding in the share capital. The bank's Management Board shall publish a call to subscribe to and pay up new shares on the basis of the share capital increase not later than fifteen business days from the date the Supervisory Board gives its consent to the share capital increase.

If not all shareholders exercise their preemptive right, any remaining shares shall be offered in the second round to the shareholders who exercised their preemptive right in the first round in proportion to their holdings in the share capital and who may exercise their preemptive right to subscribe to new shares in the next 15 (fifteen) days from the date the call to subscribe to and pay up shares is published. The deadline for subscribing to and paying up shares is 15 (fifteen) days from the date the call to subscribe to and pay up new shares is published.

The Management Board shall offer for subscription any remaining available shares that are not subscribed to and paid up by the existing shareholders in the second round first to the shareholder who expressed interest in subscribing, irrespective of the amount of their holding in the share capital, and only afterwards to third parties (third round).

- (4) New shares will be issued in dematerialised form by registering them in the central registry of dematerialised securities at KDD - Central Securities Clearing Corporation. Shareholders who subscribe to and pay up new shares shall be registered in the central registry as new holders.
- (5) The issue of new shares will be successful if all shares are subscribed to and paid up. The Company will return amounts of money resulting from any paying-up to the parties who paid them up within 8 (eight) days from the date it is found that the subscription and paying-up were unsuccessful.

BANK'S ORGANIZATION AND OPERATING MODE

Article 10

- (1) The Bank may operate through its organizational and territorial units.
- (2) The internal organization and the powers of the organizational units shall be specified by the Board of Directors.

BANK'S BODIES, CONTROL AND DECISION-MAKING METHODS

Article 11

- (1) The Shareholders shall enforce their voting right at the Bank's Shareholders' Meeting, proportionally to their shareholding and with reference to the type of the shares as well as in compliance with these Articles of Association.

Article 12

The Bank's bodies are:

- Shareholders' Meeting
- Supervisory Board
- Board of Directors.

Shareholders' Meeting

Article 13

- (1) The Shareholders' Meeting shall have the following competencies:
1. To decide on the application of accumulated profits and on the final approval of the actions of the Board of Directors and of the Supervisory Board,
 2. To adopt the annual report in the cases specified by law,
 3. To appoint and to recall and/or to release the members of the Supervisory Board,
 4. To decide on the modifications of the Articles of Association,
 5. To decide on the capital increase / decrease, except in the part for which the powers have been transferred to other Bank's bodies under these Articles of Association or under the resolutions by the Shareholders' Meeting,
 6. To decide on the Bank's status changes and termination,
 7. To appoint auditors,
 8. To decide on the awards to the Supervisory Board,
 9. To decide on other issues for which it is authorized by law and by these Articles of Association, as well as on the issues proposed by the Board of Directors to the Shareholders' Meeting for decision.

Article 14

- (1) The Shareholders' Meeting shall be convened by the Board of Directors or by the Supervisory Board, in compliance with the law.
- (2) The convening of the Shareholders' Meeting shall be published 30 (thirty) days in advance.
- (3) The convening of the Shareholders' Meeting may be cancelled at the latest 3 (three) working days in advance, in the same way as the Shareholders' Meeting was convened.
- (4) In the published notice of convening, the Board of Directors shall specify the place where the Shareholders may have an insight into the materials relating to the proposed resolutions by the Shareholders' Meeting.

- (5) The convening of the Shareholders' Meeting shall be published in accordance with Article 4 of the Articles of Association and on the Bank's web site.
- (6) In the notice of convening the Shareholders' Meeting, the Board of Directors shall determine the date of the next convening of the Shareholders' Meeting, unless the quorum is reached on the first convening.

Article 15

- (1) The convening of the Shareholders' Meeting may also be required in writing by the Shareholders whereof the aggregate shareholdings constitute at least 5% (five per cent) of the Bank's share capital. They shall address their request to the Bank's Board of Directors by indicating the purpose and the reasons for the convening of the Shareholders' Meeting.
- (2) In the case referred to in the preceding paragraph the Bank's Board of Directors shall convene the Shareholders' Meeting in the way that the Shareholders' Meeting is held at the latest within 2 (two) months from the receipt of the request in writing, provided that the substance of the latter falls under the competence of the Shareholders' Meeting; in case of the contrary, the Court may authorize the requesting shareholders or their proxies for convening the Shareholders' Meeting.
- (3) The Shareholders' Meeting shall be held at the location determined by the Bank's Board of Directors in its notice of convening (as a rule at the location of the Bank's registered office).

Article 16

- (1) Entitled to the participation and to the implementation of their voting rights at the Shareholders' Meeting shall be the Shareholders, the holders of registered shares with the voting right, that have been entered into the Central Register of Dematerialized Securities and that announce their participation at the Shareholders' Meeting at the end of the fourth day before the holding of the Shareholders' Meeting (cut-off date).

Article 17

- (1) The Shareholders' Meeting shall attain the quorum on condition of the presence of all Shareholders with the right of vote representing at least 15% (fifteen per cent) of the represented share capital.
- (2) The adoption of individual resolution by the Shareholders' Meeting shall be subject to the majority of the Shareholders' votes cast, unless otherwise specified by law or

by these Articles of Association. The adoption of the resolution on the modifications of the Articles of Association shall be subject to an at least three quarters majority of the share capital represented on the occasion of the adoption of resolutions.

Article 18

- (1) The Shareholder shall enforce his rights at the Shareholders' Meeting personally, through a proxy or through a representative.
- (2) The proxy and the representative shall prove their powers of attorney in compliance with the law, on the occasion of each Shareholders' Meeting apart.

Article 19

- (1) The performance and the proceeding of the Shareholders' Meeting shall be specified in detail by the Rules of Procedure of the Shareholders' Meeting.

Supervisory Board

Article 20

- (1) The Supervisory Board shall consist of at minimum five members and of at maximum seven members.
- (2) The members of the Supervisory Board shall be elected and released by the Shareholders' Meeting on the proposal of the Supervisory Board.

Article 21

- (1) The members of the Supervisory Board shall appoint from among themselves the Chairman and the Deputy Chairman of the Supervisory Board.
- (2) The term of office of the members of the Supervisory Board shall last five years.

Article 22

- (1) The Supervisory Board shall have the following competencies:
 1. To supervise the Bank's operation in compliance with the law,
 2.
 - 2.1 To approve to the Board of Directors the determination of the Bank's business policy,

- 2.2 To approve to the Board of Directors the determination of the Bank's financial plan,
 - 2.3 To approve to the Board of Directors the determination of the organization of the internal control system,
 - 2.4 To approve to the Board of Directors the determination of an outline of the Internal Audit annual operation plan,
 - 2.5 To supervise the adequacy of the proceedings and the efficiency of the Internal Audit.
 - 2.6. To discuss the findings by the Bank of Slovenia, by the tax inspection authority and by other supervisory bodies exercising supervision over the Bank,
 - 2.7 To check and to approve the annual report and to report the checking results in writing to the Shareholders' Meeting.
 - 2.8 To check other financial reports of the Bank and to draw up the respective explanatory memorandums,
 - 2.9 To submit to the Shareholders' Meeting its opinion on the annual reports by the Internal Audit,
 - 2.10 To give its opinion to the proposal of the Board of Directors concerning the application of the accumulated profits,
 - 2.11 To approve to the Board of Directors the decisions that involve the advent of a large exposure towards individual person and the decisions involving an increase of the large Bank's exposure towards individual person, unless it authorizes, when discussing the advent of a large exposure, the Board of Directors for an increase of the large exposure to its maximum possible extent.
 - 2.12 To approve to the Board of Directors the latter's decision on the substance of the rights derived from the shares, on the terms and conditions for the issue of the shares, on the exclusion of the pre-emptive right to new shares as well as on the disbursement of interim dividends, provided that such provisions as referred to in Items 2.1 through 2.12 are required by law.
3. To appoint the President of the Board of Directors and on the latter's proposal the members of the Board of Directors,
 4. To release and/or to recall the President and the members of the Board of Directors,
 5. To appoint the committees for special permanent or unique tasks belonging to the scope of work and powers of the Bank's Supervisory Board and to specify the extent of the powers transferred thereto,
 6. To decide on other matters for which it is authorized by law and by these Articles of Association as well as on the matters proposed for discussion by the Board of Directors.

Article 23

- (1) The members of the Supervisory Board may face an early termination of their term of office through the recall or on the basis of a member's resignation in writing.

Article 24

- (1) The Supervisory Board shall attain the quorum if at least one half of its members are present at decision-making.
- (2) The Supervisory Board shall pass its decisions with the majority of the votes cast.
- (3) Some more detailed method of operation of the Supervisory Board shall be specified in the respective Rules of Procedure.

Article 25

- (1) The members of the Supervisory Board shall be entitled, in addition to their basic fee, to the attendance fee and to the allowance for their material costs that shall be disbursed as a current cost out of the Bank's assets. The amount of the basic fee and of the attendance fee shall be determined by the Shareholders' Meeting, while the material cost allowance shall be disbursed according to identical standards as applicable to the Bank's employees.
- (2) Should the Bank report the loss, the members of the Supervisory Board shall not be entitled to receive any award.

Board of Directors

Article 26

- (1) The Bank shall be represented and managed by the Board of Directors that consists of at minimum two and at maximum five members whereof one acting as President of the Board of Directors. The President of the Board of Directors and the members of the Board of Directors on the latter's proposal shall be appointed and released and/or recalled by the Supervisory Board. The concrete number of the members of the Board of Directors shall be determined by the resolution of the Supervisory Board. The President and the members of the Board of Directors shall be appointed for a five years' term with the possibility of re-appointment. The maximum term of office of the members of the Board of Directors shall last as long as the term of office of the President of the Board of Directors. In the event of early termination of the term of office of the President of the Board of Directors, the term of office of the members of the Board of Directors shall terminate simultaneously.
- (2) In legal matters, the Bank shall be represented by the President of the Board of Directors and by another member of the Board of Directors, save in the matters where according to the specification of the Supervisory Board the Bank shall only be represented by the President of the Board of Directors.
- (3) The Supervisory Board shall adopt the resolution on the tasks of the Board of Directors whereunder the President of the Board of Directors shall be determined the extent of individual powers for decision-making, representation and signing.

Article 27

- (1) Individual tasks under his competency and his powers for representation and signing may be transferred by the President of the Board of Directors, and by other members of the Board of Directors only with the consent of the President of the Board of Directors, to other Bank's employees and in justified cases also to the persons other than the Bank's employees.
- (2) The form and the contents of the resolution on the transfer of powers to other persons referred to in the first paragraph of this Article shall be determined by the Rules of Procedure of the Board of Directors, such as to be adopted by the Board of Directors.

Article 28

- (1) In the cases where the Board of Directors is obliged to submit to the Supervisory Board for opinion the material to be discussed at the Shareholders' Meeting, this shall be done two days prior to the convening of the Shareholders' Meeting; in case of a subsequent change of the proposal in accordance with the law, this shall be done two days before the date of the Shareholders' Meeting.

Article 29

- (1) The Board of Directors shall adopt its decisions with an ordinary majority of votes. In case of a draw, the vote of the President of the Board of Directors shall prevail.
- (2) The President of the Board of Directors shall adopt the decisions on the execution of the resolutions adopted by the Board of Directors that are binding upon the members of the Board of Directors as well as upon other employees, in compliance with the resolution on the performance of the Board of Directors, such as adopted by the Supervisory Board.

Article 30

- (1) The members of the Board of Directors shall be entitled to participate at the profits determined for the respective purpose by the Shareholders' Meeting. The amount of individual member's participation at the profits shall be determined by the Supervisory Board. The participation at the profits may be disbursed in shares.

EXECUTIVES

Article 31

- (1) The Bank may also employ executives.
- (2) The operating areas and the power of the executives shall be specified by the Board of Directors.
- (3) The executives shall be appointed and released by the President of the Board of Directors.
- (4) The executives shall be held responsible for their performance to the President of the Board of Directors.
- (5) The executives may be released of their office even before the expiration of their term of office.

PROHIBITION OF COMPETITION

Article 32

- (1) The members of the Board of Directors as well as other employees whereof the Employment Agreements contain such provision, shall not engage, as long as they are employed with the Bank and thereafter for the duration specified in their Employment Agreements, into any gainful activity; in the field of the Bank's activity, they shall also not make any deals for their own or other party's accounts.
- (2) The consent for an activity contrary to the provisions referred to in the first paragraph of this Article shall be issued by the Supervisory Board for the President of the Board of Directors and for the members of the Board of Directors on the President's proposal, and by the President of the Board of Directors for other Bank's employees.
- (3) Further details concerning the prohibition on competition shall be regulated by the Employment Agreement concluded with individual member of the Board of Directors as well as with any other Bank's employee.

BANK'S OPERATION MODE

Article 33

- (1) In view of performance of services, the Board of Directors may appoint various committees and commissions composed of the Bank's employees as well as of clients and financial experts.

- (2) The Board of Directors shall specify the foundation, the competencies, the operating areas and the composition of the operating bodies referred to in the first paragraph of this Article under a separate act.

BANK'S INTERNAL AUDIT

Article 34

- (1) In view of supervision of the Bank's operation there shall be established the Internal Audit as an independent organizational unit, directly subordinated to the Bank's Board of Directors.
- (2) The Internal Audit shall operate in compliance with the Internal Audit Rules of Procedure and with the annual programme to be adopted by the Board of Directors in agreement with the Supervisory Board.
- (3) The Internal Audit shall draw up quarterly and annual reports to be submitted to the Board of Directors and to the Supervisory Board.

ANNUAL REPORT, DISTRIBUTION OF PROFITS AND CREATION OF RESERVES

Article 35

- (1) The annual report along with the report by the Supervisory Board shall be available to the Shareholders at the Company's registered office from the publication of the convening of the Shareholders' Meeting onwards. The summary of the revised annual report and of the revised consolidated annual report accompanied by the auditor's opinion shall be published by the deadline and in the manner specified by law.

Article 36

- (1) On drawing up the annual report, the Board of Directors shall allocate the net profits first for the following purposes and in the following order of priority:
 - Coverage of the loss brought forward,
 - Creation of legal reserves,
 - Creation of reserves for treasury stock,
 - Creation of statutory reserves.

- (2) On adoption of the annual report, the Board of Directors and the Supervisory Board may create from the part of the net profits remaining upon its allocation for the purposes referred to in the preceding paragraph of this Article:
 - Other reserves from the profits.
- (3) On the proposal of the Board of Directors and of the Supervisory Board, subject to the resolution by the Shareholders' Meeting, the accumulated profits shall be allocated as follows:
 - Share capital increase,
 - Creation of legal reserves, statutory reserves and other reserves from profits,
 - Allocation to Shareholders,
 - Disbursement to the employees and to the members of the Board of Directors,
 - Profits brought forward.

Article 37

- (1) In its operation, the Bank shall create the following types of reserves:
 - Capital reserves,
 - Legal reserves,
 - Reserves for treasury stock,
 - Statutory reserves,
 - Other reserves from profits.
- (2) The Bank shall create legal reserves in such amount that the sum of legal reserves and of those capital reserves that shall be added thereto for the purpose of assessment of the required amount of legal reserves, as specified by law, shall constitute a sextuple of the Bank's share capital.
- (3) The Bank shall create statutory reserves as long as their amount attains the twelvetuple of the Bank's share capital. In each financial year, the creation of statutory reserves shall cover at least 10% of the amount of the net profits, reduced by the possible amounts allocated for coverage of the loss brought forward, for creation of legal reserves and of reserves for treasury stock.

Article 38

- (1) Capital reserves and legal reserves shall be allocated under the terms and conditions and for the purposes specified by law.
- (2) Statutory reserves shall be allocated for creation of reserves for treasury stock, for coverage of loss, for share capital increase, for creation of legal reserves as well as for coverage of other business risks.

- (3) Other reserves from the profits shall be allocated for creation of reserves for treasury stock, for coverage of loss, for share capital increase, for disbursement of profits to the Shareholders, to employees, to members of the Board of Directors and of the Supervisory Board, for protection against other business risks, for creation of legal and statutory reserves as well as for other purposes in accordance with the Bank's business policy.

Article 39

- (1) The dividend shall be disbursed to the Shareholders by the deadlines, in the amount and in the manner specified in the resolution of the Shareholders' Meeting on the distribution and/or allocation of profits.
- (2) The same terms and conditions shall apply to the disbursement of the profits allocated by the Shareholders' Meeting to the Board of Directors and to the Bank's employees.
- (3) With reference to the envisaged profits, the Board of Directors may as well disburse an interim dividend.

TERM AND TERMINATION OF THE BANK'S OPERATIONS

Article 40

- (1) The Bank shall be established for an unlimited period of time and shall be terminated under the terms and conditions specified by law.

BUSINESS SECRET AND CONFIDENTIALITY

Article 41

- (1) The Bank's business secret shall include the documents and the data specified as such by law and in its turn by the Bank's bodies, as well as the documents and the data which, due to their nature and importance for the Bank's operation, shall not be communicated, forwarded or disclosed to non-authorized persons, except in the way specified by law or by the Bank's acts.
- (2) More detailed provisions on the business secret, confidentiality and safeguard of the Bank's information and property shall be adopted by the Board of Directors under a separate act that shall be conveyed to everybody obliged to keep business secret.

BANK'S EMPLOYEES

Article 42

- (1) In order to enforce their rights, the Bank's employees shall create their bodies in compliance with the law and with the Collective Agreement.

TRANSITIONAL AND FINAL PROVISIONS

Article 43

- (1) These Articles of Association were adopted at the Bank's Inaugural Annual Shareholders' Meeting, held on 22 December 1989, and amended at the Bank's Second Annual Shareholders' Meeting, held on 19 March 1990.
- (2) The first modifications and amendments of the Articles of Association and the restated wording of the Articles of Association were adopted at the Bank's Third Annual Shareholders' Meeting, held on 27 February 1991, and became effective immediately.
- (3) The second modifications and amendments of the Articles of Association and the restated wording of the Articles of Association were adopted at the Bank's Fourth Annual Shareholders' Meeting, held on 27 February 1992, and became effective immediately.
- (4) The third modifications and amendments of the Articles of Association and the restated wording of the Articles of Association were adopted at the Bank's Fifth Annual Shareholders' Meeting, held on 29 June 1993, and became effective immediately.
- (5) The fourth modifications and amendments of the Articles of Association and the restated wording of the Articles of Association were adopted at the Bank's Sixth Annual Shareholders' Meeting, held on 10 May 1994, and became effective on the date of entry into the Court Registry, i.e. on 24 May 1994.
- (6) By procuration of the Bank's Sixth Annual Shareholders' Meeting, the restated wording of the fourth modifications of the Articles of Association was additionally adopted at the 26th meeting of the Board of Management, held on 23 February 1995.
- (7) The fifth modifications and amendments of the Articles of Association and the restated wording of the Articles of Association were adopted at the Bank's Seventh

Annual Shareholders' Meeting, held on 16 May 1995, and became effective on the date of entry into the Court Registry, i.e. on 27 May 1995.

- (8) The sixth modifications and amendments of the Articles of Association and the restated wording of the Articles of Association were adopted at the Bank's Eighth Annual Shareholders' Meeting, held on 16 May 1996, and became effective on the date of entry into the Court Registry, i.e. on 18 June 1996.
- (9) The seventh modifications and amendments of the Articles of Association and the restated wording of the Articles of Association were adopted at the Bank's Twelfth Annual Shareholders' Meeting, held on 10 May 2000, and became effective on the date of entry into the Court Registry, i.e. on 12 May 2000.
- (10) The eighth modifications and amendments of the Articles of Association were adopted at the Bank's Fourteenth Annual Shareholders' Meeting, held on 14 May 2002, and became effective on the date of entry into the Court Registry, i.e. on 22 May 2002.
- (11) The ninth modifications and amendments of the Articles of Association were adopted at the Bank's Eighteenth Annual Shareholders' Meeting, held on 11 May 2006, and became effective on the date of entry into the Court Registry, i.e. on 23 May 2006.
- (12) The tenth modifications and amendments of the Articles of Association were adopted at the twentieth meeting of the Supervisory Board of Gorenjska banka d.d., Kranj, held on 14 December 2006, and became effective on the date of entry into the Court Registry, i.e. on 10 January 2007.
- (13) The eleventh modifications and amendments of the Articles of Association were adopted at the Bank's Twentieth Annual Shareholders' Meeting, held on 14 May 2008 and became effective on the date of entry into the Court Registry, i.e. on 28 May 2008.
- (14) The twelfth modifications and amendments of the Articles of Association were adopted at the Bank's Twenty-Second Annual Shareholders' Meeting, held on 13 May 2010 and will become effective on the date of entry into the Court Registry, i.e. on 17 May 2010.
- (15) The thirteenth modifications and amendments of the Articles of Association were adopted at the Bank's Twenty-Fifth Annual Shareholders' Meeting, held on 28 August 2013 and will become effective on the date of entry into the Court Registry.
- (16) The fourteenth modifications and amendments of the Articles of Association were adopted at the Bank's Thirty-Second Annual Shareholders' Meeting, held on 20 July 2018 and will become effective on the date of entry into the Court Registry.

In Kranj, on 20 July 2018

“Podpisana Zdenka Simčič, z odločbo Ministrstva za pravosodje Republike Slovenije z dne 18.4.2013, številka: 705-650/2012, imenovana sodna tolmačka za angleški jezik, potrjujem, da se ta prevod popolnoma ujema z izvirnikom, ki je sestavljen v slovenskem jeziku.”

I, the undersigned Zdenka Simčič, permanent Court Interpreter for the English language, appointed by decree No. 705-650/2012, issued by the Ministry of Justice of the Republic of Slovenia on 18 April 2013 hereby declare that this translation completely corresponds to the original text written in the Slovene language.

Ljubljana, 9. januar 2019

Ljubljana, 9 January 2019



The image shows a handwritten signature in black ink that reads "Zdenka Simčič". The signature is written over two circular official stamps. The stamps are identical and contain the following text: "SODNA TOLMAČKA ZA ANGLEŠKI JEZIK" around the perimeter, "ZDENKA SIMČIČ" in the center, and "Polanškova ulica 30 LJUBLJANA ČRNUČE" below the name. The signature is written in a cursive style, with the first name "Zdenka" being more prominent.