

Na podlagi tretje, četrte in pete točke 6. člena Statuta Raiffeisen Banke d.d.  
uprava banke sklicuje

**27. skupščino Raiffeisen Banke d.d.**  
**dne 13.08.2014 ob 13.00 uri na sedežu banke, Zagrebska cesta 76, 2000**  
**Maribor, sejna soba uprave:**

Dnevni red :

- 1. Otvoritev skupščine, ugotovitev sklepčnosti, potrditev dnevnega reda in izvolitev delovnih teles.**

Predlog sklepa št.1.: Skupščina ugotovi sklepčnost, potruje predlagani dnevni red, sestavo delovnega predsedstva skupščine (predsednik Igor Zupančič), verifikacijsko komisijo in ugotavlja prisotnost notarja za sestavo notarskega zapisnika.

- 2. Poročilo nadzornega sveta o preveritvi in potrditvi letnega poročila In stališče nadzornega sveta k poročilu pooblaščenega revizorja za poslovno leto 2013.**

Predlog sklepa št.2.: Skupščina se seznaní s poročilom nadzornega sveta o preveritvi in potrditvi letnega poročila za poslovno leto 2013 Raiffeisen Banke d.d in s pozitivnim stališčem k poročilu revizijske družbe Deloitte revizija d.o.o. Ljubljana za poslovno leto 2013.

- 3. Poročilo o notranjem revidiranju v letu 2013 z mnenjem nadzornega sveta.**

Predlog sklepa št.3.: Skupščina sprejme poročilo o notranjem revidiranju v letu 2013 z mnenjem nadzornega sveta.

- 4. Obračnavanje poslovnega izida za leto 2013, razrešnica upravi in nadzornemu svetu ter seznanitev s prejemki uprave in nadzornega sveta v letu 2013.**

Predlog sklepa št.4.: Poslovni izid leta 2013 izkazuje izgubo v višini 32.920.371,32 EUR, ki se pokriva v breme drugih rezerv iz dobička (4.258.445,98 EUR) in kapitalskih rezerv (28.661.925,34 EUR).

Skupščina Raiffeisen Banke d.d. podeljuje razrešnico upravi in nadzornemu svetu za poslovno leto 2013.

Skupščina se seznaní z informacijo o prejemkih uprave in nadzornega sveta v letu 2013.

- 5. Imenovanje revizorja za poslovno leto 2014.**

**Predlog sklepa št. 5: Skupščina imenuje za revidiranje poslovanja Raiffeisen Banke d.d. za poslovno leto 2014 revizjsko družbo Deloitte revizija d.o.o. iz Ljubljane.**

**6. Predlog za izvolitev člana nadzornega sveta.**

**Predlog sklepa št. 6.: Za člana nadzornega sveta za mandatno dobo 4 let se izvoli Kurt Bruckner od dneva poteka prejšnjega mandata naprej.**

Gradivo za 27. skupščino, predlogi sklepov z obrazložitvijo za vsako točko dnevnega reda, vključno s predlaganimi spremembami statuta in letnim poročilom in poročilom nadzornega sveta ter druge informacije so delničarjem na voljo in na vpogled na sedežu Raiffeisen Banke d.d., v tajništvu uprave, Zagrebška cesta 76, Maribor, vsak delavnik med 9. in 12. uro.

V skladu z določili 6. člena Statuta Raiffeisen Banke d.d. in določili ZGD-1 se lahko skupščine udeležijo delničarji banke, ki bodo vpisani v delniško knjigo banke najmanj konec četrtega dne pred zasedanjem skupščine banke in ostanejo vpisani do konca zasedanja skupščine. Glasuje se osebno oziroma po pooblaščencu. Glasovalno pravico lahko uresničujejo le tisti delničarji, ki bodo sami ali prek svojih zakonitih zastopnikov ali pooblaščencev pisno prijavili svojo udeležbo na skupščini najkasneje konec četrtega dne, tj. 09.08.2014 (presečni dan) pred zasedanjem skupščine v Oddelek centralne bančne operative Raiffeisen Banke d.d., Zagrebška ulica 76, Maribor in bodo hkrati deponirali pisna dokazila o pooblastitvi in zakonitem zastopanju.

Delničarji, katerih skupni deleži dosegajo dvajsetino osnovnega kapitala, lahko sedem dni po objavi sklica skupščine pisno zahtevajo dodatno točko dnevnega reda. Zahtevi morajo v pisni obliki predložiti predlog sklepa, o katerem naj skupščina odloča, ali če skupščina pri posamezni točki dnevnega reda ne sprejme sklepa, obrazložitev točke dnevnega reda. Uprava banke bo, v skladu s tretjim odstavkom 298. člena ZGD-1, takoj po poteku sedem dnevnega roka objavila prejete dodatne točke dnevnega reda.

Delničarji lahko k vsaki točki dnevnega reda v pisni obliki dajejo predloge sklepov ali volilne predloge. Uprava banke bo, na enak način kot ta sklic skupščine, objavila tiste predloge delničarjev, ki bodo poslaní banki v sedmih dneh po objavi tega sklica skupščine, ki bodo razumno utemeljeni in za katere bo delničar – predlagatelj pri tem sporočil, da bo na skupščini ugovarjal predlogu uprave ali nadzornega sveta in da bo druge delničarje pripravil do tega, da bodo glasovali za njegov predlog.

Delničarji lahko na skupščini postavljajo vprašanja in zahtevajo podatke o zadevah družbe, če so potrebni za presojo točk dnevnega reda in izvršujejo svojo pravico do obveščenosti iz 305.člena ZGD-1.

Zaradi čim bolj nemotenega poteka zasedanja skupščine prosimo vse udeležence, da se registrirajo pri tajništvu uprave Raiffeisen Banke d.d. pol ure pred zasedanjem skupščine.

Sklic skupščine bo objavljen tudi na spletni strani banke [www.raiffeisen.si](http://www.raiffeisen.si).

Če skupščina ob napovedani uri ne bo sklepčna, bo ponovno zasedanje istega dne ob 14.00 uri v istih prostorih. V tem primeru bo skupščina banke veljavno odločala ne glede na višino zastopanega kapitala.

Werner Georg Mayer

Mag. Gvido Jermenšek

Uprava Raiffeisen Banke d.d.



On the basis of the third, fourth and fifth item of article 6 of Statute of Raiffeisen Banka d.d., the Management Board of the bank convenes:

**The 27th general assembly of Raiffeisen Banka d.d. which will be on 13.08.2014 at 13.00 hrs at the seat of the bank, Zagrebška cesta 76, 2000 Maribor, in the conference room of the management board:**

Agenda:

**1. Opening of the General Assembly, determination of the quorum, approval of the agenda and election of working bodies**

Resolution proposal no. 1:

The General Assembly determines the quorum, approves the proposed agenda, the set-up of the working chairmanship of the General Assembly (president Igor Zupančič), commission for counting votes and notes the presence of the public notary for preparation of the notary protocol.

**2. Report of the supervisory board on the verification of the annual report and the supervisory board's position regarding the authorized auditor's report for the business year 2013**

Resolution proposal no. 2:

The General Assembly approves the Supervisory Board's report on verification of the Raiffeisen Banka d.d. annual report for the business year 2013, as well as the positive stance regarding the report by the audit company Deloitte revizija d.o.o. Ljubljana for the business year 2013.

**3. Internal audit report for the year 2013 with the opinion of the Supervisory Board**

Resolution proposal no.3: The General Assembly approves the internal audit report for the year 2013, in common with the opinion of the Supervisory Board.

**4. Proposal for treating the end of year balance sheet result for the business year 2013, deciding on granting of discharge of the Management Board and of the Supervisory Board and acquaintance with the income of management and supervisory**

Resolution proposal No.4: The end of year 2013 balance-sheet result amounts to 32.920.371,32 EUR loss and shall be covered from other reserves of profit (4.258.445,98 EUR) and capital reserves (28.661.925,34 EUR).

The General Assembly is acquainted with the income of the management and supervisory board in the year 2013.

The General Assembly of Raiffeisen Banka d.d. grants discharge to the Management Board and the Supervisory Board for the business year 2013.

**5. Appointment of the auditor for the business year 2014**

Resolution Proposal no. 5:

The General Assembly Meeting appoints the audit company Deloitte revizija d.o.o. Ljubljana as the auditor of Raiffeisen Banka d.d. operations in the business year 2014.

## **6. Proposal for election of the supervisory board member**

Resolution Proposal no. 6: For the member of the supervisory board with the term of office of 4 years Kurt Bruckner shall be elected, namely from the day of expiry of the previous term of office.

Materials for the 27th General Assembly, resolution proposals with explanation for each item of the agenda and other information are accessible to the shareholders for insight at Raiffeisen Banka d.d. in the secretariat of the Management Board, Zagrebška ulica 76, Maribor, each working day between 9. and 12. am.

In accordance with the provisions of article 6. of the Statue of Raiffeisen Banka d.d., and the provisions of Companies act-1 participation at General Assembly is allowed to the shareholders of the bank, which will be entered in the shareholders book at least at the end of the fourth before the bank's General Assembly meeting will take place and will also stay entered until the end of the General Assembly meeting. Voting can be performed personally or through authorized person. Voting right can be enforced only by those shareholders which will (in writing) alone or through their legal representatives or through their authorized persons, apply their participation at the General Assembly to the Central Processing Department of Raiffeisen Banka d.d., Zagrebška cesta 76, Maribor, at least at the end of the fourth day, i.e. 09.08.2014, before the meeting and who will also deposit written evidence about authorization and legal representation.

The shareholders, which capital together exceeds the twentieth part of the share capital, can seven days after the publication of the convocation of the general assembly in written demand an additional item for the agenda. The demand must include the proposal on which the general assembly should decide or if the general assembly on a single point of the agenda does not vote for the proposal, the explanation of the point of the agenda. The management board of the bank will, according to article 298/3 of ZGD-1, immediately after the 7 days term publish the additional received items of the agenda.

The shareholders have the right to give written proposals of resolutions or election proposals. The management board of the bank will in the same way, as this agenda was published, publish also the proposals of the shareholders, that will be sent to the bank in seven days after the publication of this agenda, and will be reasonably grounded and for which the shareholder – proposer will give notice, that he will obstruct the proposal of the management board or the supervisory board and that he will try to persuade other shareholders, that they will vote for his proposal.

The shareholders at the general assembly can ask questions or demand data regarding the business of the company, if this is necessary to estimate the agenda and they can perform their right on information based on article 305 of the Companies act-1.

To assure non-obstructive procedure of the General Assembly we request all participants to register at the secretariat of the Management board of Raiffeisen Banka d.d., Zagrebška cesta 76, 2000 Maribor half an hour before the session.

The convocation of the general assembly will be published also on the internet site of the bank [www.raiffeisen.si](http://www.raiffeisen.si).

In case that provided quorum at appointed time will not be present, a repeated meeting will take place on the same day at 02:00 p.m. at the same place. In this case the General Assembly is entitled to pass resolutions irrespective of the represented capital.

Werner Georg Mayer

Mag. Gvido Jermenšek

Management Board  
Raiffeisen Banka d.d.

