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Opozorilo: Neuradno prečiščeno besedilo predpisa predstavlja zgolj informativni delovni pripomoček, glede katerega organ ne jamči odškodninsko ali kako drugače.

Neuradno prečiščeno besedilo Zakona o ukrepih Republike Slovenije za krepitev stabilnosti bank obsega:

- Zakon o ukrepih Republike Slovenije za krepitev stabilnosti bank – ZUKSB (Uradni list RS, št. 105/12 z dne 27. 12. 2012),
- Zakon o spremembah in dopolnitvah Zakona o sodiščih – ZS-K (Uradni list RS, št. 63/13 z dne 26. 7. 2013),
- Zakon o spremembah in dopolnitvah Zakona o dostopu do informacij javnega značaja – ZDIJZ-C (Uradni list RS, št. 23/14 z dne 2. 4. 2014),
- Zakon o spremembah in dopolnitvah Zakona o ukrepih Republike Slovenije za krepitev stabilnosti bank – ZUKSB-A (Uradni list RS, št. 104/15 z dne 28. 12. 2015).

**ZAKON  
O UKREPIH REPUBLIKE SLOVENIJE ZA KREPITEV STABILNOSTI  
BANK (ZUKSB)**

**(neuradno prečiščeno besedilo št. 3)**

I. TEMELJNE DOLOČBE

Disclaimer: All of the translations contained on this website are unofficial. Only the original Slovene texts of the laws and regulations have legal effect, and the translations are to be used solely as reference materials to aid in the understanding of Slovene laws and regulations. The Government of the Republic of Slovenia is not responsible for the accuracy, reliability or currency of the translations provided on this website, or for any consequence resulting from the use of information on this website. For all purposes of interpreting and applying law to any legal issue or dispute, users should consult the original Slovene texts published in the Official Gazette of the Republic of Slovenia.

The unofficial consolidated version of the Act Regulating Measures of the Republic of Slovenia to Strengthen the Stability of Banks comprises:

- Act Regulating Measures of the Republic of Slovenia to Strengthen the Stability of Banks – ZUKSB (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 105/12 of 27 December 2012),
- Act Amending the Courts Act – ZS-K (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 63/13 of 26 July 2013),
- Act Amending the Public Information Access Act – ZDIJZ-C (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 23/14 of 2 April 2014),
- Act Amending the Act Regulating Measures of the Republic of Slovenia to Strengthen the Stability of Banks – ZUKSB-A (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 104/15 of 28 December 2015).

**ACT  
REGULATING MEASURES OF THE REPUBLIC OF SLOVENIA TO  
STRENGTHEN THE STABILITY OF BANKS (ZUKSB)**

**(Unofficial consolidated version No. 3)**

I. FUNDAMENTAL PROVISIONS

**1. člen**  
**(predmet zakona)**

Ta zakon ureja Družbo za upravljanje terjatev bank (v nadaljnjem besedilu: DUTB) in Sklad za stabilnost bank (v nadaljnjem besedilu: SSB) ter ukrepe za krepitev stabilnosti bank v Republiki Sloveniji.

**2. člen**  
**(ukrepi za krepitev stabilnosti bank)**

(1) Ukrepi za krepitev stabilnosti bank po tem zakonu so namenjeni krepitvi stabilnosti finančnega sistema v Republiki Sloveniji, izvajajo pa se lahko v bankah in hranilnicah, kot so opredeljene v zakonu, ki ureja bančništvo, in ki imajo sedež v Republiki Sloveniji (v nadaljnjem besedilu: banke).

(2) Ukrepi, namenjeni doseganju krepitve stabilnosti bank, so naslednji:

1. odkup oziroma odplačni prevzem premoženja banke;
2. poročta države za krepitev stabilnosti bank, in sicer:
  - za prevzete obveznosti DUTB;
  - za obveznosti namenske družbe, ki so jo ustanovile banke ali DUTB skupaj z bankami zaradi prevzemanja tveganj (v nadaljnjem besedilu: namenska družba);
  - za obveznosti bank iz naslova zadolževanja pri Banki Slovenije iz naslova ukrepov za zagotavljanje potrebne likvidnosti bank v skrajni sili;
3. povečanje osnovnega kapitala bank ter vplačila drugih kapitalskih instrumentov, ki jih izda banka in se v skladu z zakonom, ki ureja bančništvo, upoštevajo pri izračunu temeljnega kapitala banke.

II. DRUŽBA ZA UPRAVLJANJE TERJATEV BANK IN SKLAD ZA  
STABILNOST BANK

**Article 1**  
**(Subject of the Act)**

This Act shall regulate the Bank Assets Management Company (hereinafter: the BAMC) and the Bank Stability Fund (hereinafter: the BSF) and measures to enhance bank stability in the Republic of Slovenia.

**Article 2**  
**(Measures to enhance bank stability)**

(1) Measures to enhance bank stability according to this Act shall be intended to enhance the stability of the financial system in the Republic of Slovenia, and shall be implemented in banks and savings banks as defined in the Act governing banking and which have registered offices in the Republic of Slovenia (hereinafter: banks).

(2) The measures intended to enhance the stability of banks, shall be:

1. The purchase or acquisition of bank assets against payment;
2. State guarantees to enhance bank stability, specifically:
  - for commitments of the BAMC,
  - for the liabilities of a dedicated company established by banks, or the BAMC together with banks for the purpose of assuming risks (hereinafter: the dedicated company),
  - for the liabilities of banks arising from borrowings made at the Bank of Slovenia arising from the enforcement of measures to guarantee the necessary liquidity of banks in emergency cases;
3. The increase of share capital of banks and the payment of other capital instruments issued by a bank which, in accordance with the Act governing banking shall be considered in the calculation of the bank's core capital.

II. THE BANK ASSETS MANAGEMENT COMPANY AND THE BANK  
STABILITY FUND

### **3. člen (cilji zakona in načela poslovanja DUTB)**

(1) Cilji zakona so:

- z ukrepi za krepitev stabilnosti bank zagotoviti stabilnost bank in finančnega sistema;
- omogočiti, kadar je to smotno, učinkovito prestrukturiranje podjetij, katerih družbenik ali upnik je zaradi izvedbe ukrepov za krepitev stabilnosti bank postala DUTB;
- olajšati prepoznavanje nepravilnosti, ki so vodile do kreditov in naložb, ki so bile kot tvegane postavke prenesene na DUTB, in
- izvedba ukrepov za krepitev stabilnosti bank tako, da se zagotovi gospodarna uporaba sredstev proračuna in njihova povrnitev.

(2) DUTB posluje pregledno, gospodarno, učinkovito in uspešno. DUTB zagotavlja preglednost svojega poslovanja tako, da vse postopke odločanja o sklepanju pravnih poslov dokumentira tako, da je mogoča njihova rekonstrukcija. DUTB posluje gospodarno, če so bili viri, ki jih je DUTB uporabila za opravljanje svoje dejavnosti, pridobljeni v ustreznih količinah, kakovosti, ob pravem času in po najboljši ceni. DUTB posluje učinkovito, če je bilo doseženo kar najboljše razmerje med uporabljenimi vložki in doseženimi učinki. DUTB posluje uspešno, če je dosegla vnaprej postavljene cilje.

(3) Merila za ugotavljanje gospodarnosti, učinkovitosti in uspešnosti se podrobneje opredelijo v smernicah, ki jih Vlada Republike Slovenije (v nadaljnjem besedilu: vlada) sprejme na podlagi petnajstega odstavka 11. člena tega zakona.

(4) Kadar ta zakon določa dolžnost posvetovanja oziroma pridobitve predhodnega mnenja Banke Slovenije, mora ministrstvo, pristojno za finance (v nadaljnjem besedilu: ministrstvo) izvesti postopek posvetovanja ali pridobivanja mnenja Banke Slovenije na način, da ministrstvo obrazloži vsako odstopanje od stališča ali podanega mnenja

### **Article 3 (Aims of the Act, and operating principles of the BAMC)**

(1) The aims of this Act shall be:

- to ensure the stability of banks and the financial system by measures to enhance bank stability;
- to allow for, where practicable, the effective restructuring of companies in which the BAMC has become a shareholder or a creditor due to the implementation of measures to enhance bank stability;
- to facilitate the identification of irregularities resulting in loans and investments transferred to the BAMC as risky items; and
- the implementation of measures to enhance bank stability as required to ensure economical use of budgetary funds and reimbursement thereof.

(2) The BAMC shall operate in accordance with the principles of transparency, economy, efficiency and successful performance. The BAMC shall ensure the transparency of its activities by documenting any decision procedure concerning the conclusion of legal transactions in a manner which enables its reconstruction. The BAMC shall be considered to operate in accordance with the principle of economy provided the sources of financing for its operations are acquired in adequate amount, quality, in good time and at best price. The BAMC shall be considered to operate in accordance with the principle of efficiency provided the best possible ratio between input and effects is achieved. The BAMC shall be considered to perform successfully provided its pre-set objectives are met.

(3) The criteria for determining economy, efficiency and effectiveness shall be regulated in detail by guidelines adopted by the Government of the Republic of Slovenia (hereinafter: the Government) pursuant to paragraph fifteen of Article 11 of this Act.

(4) Wherever this Act requires the consultation or provisional opinion of the Bank of Slovenia, the ministry responsible for finance (hereinafter: the ministry) shall establish a procedure for consultation or securing the opinion of the Bank of Slovenia in which the ministry shall explain any deviation from observations or opinions delivered by the Bank

Banke Slovenije.

#### **4. člen (položaj DUTB in nadzor nad DUTB)**

(1) Ustanovi se DUTB, ki opravlja dejavnosti v skladu s tem zakonom.

(2) Nadzor nad DUTB izvaja ministrstvo. Nadzor ministrstva obsega nadzor poslovanja DUTB. DUTB predloži ministrstvu kateri koli dokument in vse informacije, ki jih ministrstvo zahteva. Ministrstvo lahko zahteva vse dokumente in informacije, ki jih potrebuje za opravljanje nadzora, razen dokumentov in informacij, ki se nanašajo na zaupna razmerja. Ministrstvo lahko da DUTB usmeritve, ki jih mora DUTB upoštevati. Usmeritve so pisne, obrazložene, splošne in abstraktne in ne smejo biti navodilo za ravnanje v posameznem primeru. Ministrstvo vsake tri mesece obvesti vlado in Državni zbor Republike Slovenije (v nadaljnjem besedilu: državni zbor) o nadzoru, ki ga je opravilo ter o izdanih pisnih usmeritvah. Če ministrstvo v postopku nadzora ugotovi, da je član upravnega odbora kršil svojo dolžnost, o kršitvi nemudoma obvesti vlado.

(3) Za DUTB se uporabljajo določbe zakona, ki ureja gospodarske družbe, če ni s tem zakonom določeno drugače. Ne glede na prejšnji stavek:

- DUTB v konsolidirano letno poročilo ne vključi družb, katerih deleže ali delnice (v nadaljnjem besedilu: deleže) je pridobila na podlagi izvedbe ukrepa odkupa oziroma odplačnega prevzema premoženja banke ali v okviru prestrukturiranja gospodarskih družb v skladu s prvim odstavkom 10.a člena tega zakona;
- lahko vlada kot skupščina DUTB izvede skupščino DUTB tudi, če skupščine ni sklical upravni odbor DUTB, ali če niso bile upoštevane določbe zakona, ki ureja gospodarske družbe, o vsebini sklica skupščine, o objavi sklica skupščine ali o sklicnih rokih.

(4) DUTB se šteje za družbo, s katere vrednostnimi papirji se trguje na organiziranem trgu vrednostnih papirjev po zakonu, ki ureja trg

of Slovenia.

#### **Article 4 (Status and supervision of the BAMC)**

(1) The BAMC, which shall perform activities in accordance with this Act, shall be established.

(2) The supervision of the BAMC shall be performed by the ministry. The ministry shall supervise the business operations of the BAMC. The BAMC shall submit to the ministry any document and all the information requested by the ministry. The ministry may request all documents and information required for the provision of supervision excluding those related to confidential relationships. The BAMC shall comply with any directions that may be given by the ministry. The directions shall be in writing, reasoned, general and abstract and shall not constitute an instruction for action in a particular case. The ministry shall notify the Government and the National Assembly of the Republic of Slovenia (hereinafter: the National Assembly) every three months of the supervision conducted and of written instructions issued. The ministry shall immediately notify the Government of any misconduct of a member of the BAMC's Management Board established in the procedure of supervision.

(3) The provisions of the Act governing companies shall apply to the BAMC, unless otherwise provided by this Act. Notwithstanding the preceding sentence:

- the BAMC shall not include in consolidated annual reports any company, the interests or shares (hereinafter: the shares) of which it acquired by implementation of the measure of purchase or acquisition of bank assets against payment, in accordance with paragraph one of Article 10.a of this Act;
- the Assembly of the BAMC may also be held by the Government as the Assembly of the BAMC, should the Assembly not be convened by the BAMC's Management Board, or should the provisions of the Act governing companies concerning the contents, publication and period of notice to convene the Assembly not be taken into account.

(4) The BAMC shall be deemed a company, the securities of which are traded on the regulated market of financial instruments

finančnih instrumentov.

(5) DUTB pri računovodenju in pripravi računovodskih poročil uporablja mednarodne standarde računovodskega poročanja, kot so določeni z Uredbo Evropskega parlamenta in Sveta 1606/2002/ES z dne 19. julija 2002 o uporabi mednarodnih računovodskih standardov (UL L št. 243 z dne 11. 9. 2002, str. 1), zadnjič spremenjena z Uredbo (ES) št. 297/2008 Evropskega parlamenta in Sveta z dne 11. marca 2008 o spremembah Uredbe (ES) št. 1606/2002 o uporabi mednarodnih računovodskih standardov, glede Komisiji podeljenih izvedbenih pooblastil (UL L št. 97 z dne 9. 4. 2008, str. 62), in Uredbo Komisije 1126/2008/ES z dne 3. novembra 2008 o sprejetju nekaterih mednarodnih računovodskih standardov v skladu z Uredbo Evropskega parlamenta in Sveta 1606/2002/EC (UL L št. 320 z dne 29. 11. 2008, str. 1), zadnjič spremenjena z Uredbo Komisije (EU) 2015/29 z dne 17. decembra 2014 o spremembi Uredbe (ES) št. 1126/2008 o sprejetju nekaterih mednarodnih računovodskih standardov v skladu z Uredbo (ES) št. 1606/2002 Evropskega parlamenta in Sveta glede mednarodnega računovodskega standarda 19 (UL L št. 5 z dne 9. 1. 2015, str. 11).

(6) Za DUTB se ne uporabljajo določbe zakona, ki ureja sodelovanje delavcev pri upravljanju gospodarskih družb, ki se nanašajo na sodelovanje delavcev v organih družb.

(7) DUTB sporoča Evropski centralni banki in Banki Slovenije informacije o svojem poslovanju, ki jih Evropska centralna banka in Banka Slovenije zahtevata zaradi izvajanja svojih pristojnosti.

(8) DUTB ne sme izplačati dividend, če so obveznosti DUTB do virov sredstev zavarovane s poroštvom države.

#### **5. člen (pravnoorganizacijska oblika, sedež in firma DUTB)**

- (1) DUTB je delniška družba.
- (2) Firma DUTB je: Družba za upravljanje terjatev bank, d. d.

pursuant to the Act governing the financial instruments market.

(5) For accounting and preparing accounting reports, the BAMC shall apply international accounting standards as laid down in Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards (OJ L 243, 11.9.2002, p. 1), as last amended by Regulation (EC) No 297/2008 of the European Parliament and of the Council of 11 March 2008 amending Regulation (EC) No 1606/2002 on the application of international accounting standards, as regards the implementing powers conferred on the Commission (OJ L 97, 9.4.2008, p. 62), and Commission Regulation (EC) No 1126/2008 of 3 November 2008 adopting certain international accounting standards in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council (OJ L 320, 29.11.2008, p. 1), as last amended by Commission Regulation (EC) 2015/29 of 17 December 2014 amending Regulation (EC) No 1126/2008 adopting certain international accounting standards in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council as regards International Accounting Standard 19 (OJ L 5, 9.1.2015, p. 11).

(6) The provisions of the Act governing worker participation in the management of companies that relate to worker participation shall not apply to the BAMC.

(7) The BAMC shall provide to the European Central Bank and the Bank of Slovenia information on its operations, as required by the European Central Bank and the Bank of Slovenia for the purpose of exercising their powers.

(8) Should the liabilities of the BAMC be secured by state guarantee, the BAMC shall not pay any dividends.

#### **Article 5 (Legal form of organisation, head office and company name of the BAMC)**

- (1) The BAMC is a joint stock company.
- (2) The company name of the BAMC is: Družba za upravljanje

terjatev bank, d. d.

(3) Skrajšana firma je: DUTB, d.d.

(4) Prevod firme je: Bank Assets Management Company.

(5) Skrajšani prevod firme je: BAMC.

(6) DUTB ima sedež v Ljubljani.

**6. člen  
(organa DUTB)**

Organa DUTB sta skupščina in upravni odbor.

**7. člen  
(skupščina DUTB)**

Naloge in pristojnosti skupščine DUTB izvršuje vlada kot edini delničar.

**8. člen  
(upravni odbor)**

(1) Upravni odbor DUTB sestavlja sedem članov, izmed katerih so trije izvršni direktorji. Izvršni direktorji upravnega odbora DUTB se izberejo na razpisu. Vsak član upravnega odbora DUTB se imenuje posamično. Člani upravnega odbora, ki niso izvršni direktorji, imajo pristojnosti nadzornega sveta po zakonu, ki ureja gospodarske družbe in ne smejo voditi poslov DUTB. Za člana upravnega odbora DUTB je lahko imenovan, kdor izpolnjuje naslednje pogoje ter merila:

- osebna integriteta in poslovna etičnost, še posebej, da v zvezi z

(3) The abbreviated name is: DUTB, d.d.

(4) The English name is: Bank Assets Management Company.

(5) The abbreviated English name is: the BAMC.

(6) The BAMC's head office is in Ljubljana.

**Article 6  
(Bodies of the BAMC)**

The bodies of the BAMC are the Assembly and the Management Board.

**Article 7  
(Assembly of the BAMC)**

The tasks and competences of the Assembly of the BAMC shall be implemented by the Government as the sole shareholder.

**Article 8  
(Management Board)**

(1) The BAMC's Management Board shall have seven members, of which three shall be executive directors. The executive directors of the BAMC's Management Board shall be selected on the basis of a call for applications. Each member of the BAMC's Management Board shall be appointed individually. The members of the Management Board other than executive directors shall have the competences of the supervisory board pursuant to the Act governing companies and shall not manage the operations of the BAMC. Any person meeting the following conditions and criteria may be appointed as a member of the BAMC's Management Board:

- personal integrity and business ethics – in particular, that no grave

njegovim ravnanjem ni bila ugotovljena hujša kršitev predpisov s področja integritete in preprečevanja korupcije ali s področja javnega naročanja,

- najmanj univerzitetna izobrazba ali izobrazba, pridobljena po študijskem programu druge stopnje v skladu z zakonom, ki ureja visoko šolstvo,
- je strokovnjak s področja bančništva, financ ali gospodarskega prava z vsaj desetimi leti izkušenj s področja vodenja ali nadziranja gospodarskih družb,
- ni delničar ali družbenik v banki, ki je deležna ukrepov po tem zakonu ali namenske družbe, ki je deležna ukrepov po tem zakonu,
- ni bil obsojen zaradi kaznivega dejanja, ki se preganja po uradni dolžnosti ali zoper njega ni bila vložena pravnomočna obtožnica za kaznivo dejanje, ki se preganja po uradni dolžnosti.

(2) Neizvršne direktorje upravnega odbora DUTB imenuje in odpokliče vlada kot skupščina DUTB, pri čemer tri neizvršne direktorje upravnega odbora DUTB predlaga ministrstvo, enega pa ministrstvo, pristojno za gospodarstvo.

(3) Izvršne direktorje imenujejo in odpokličejo neizvršni direktorji. Z odpoklicem izvršnemu direktorju preneha članstvo v upravnem odboru.

(4) Ne glede na določbe zakona, ki ureja integriteto in preprečevanje korupcije, se za neizvršne direktorje upravnega odbora DUTB ne uporabljajo določbe omenjenega zakona, ki določajo, da poklicni funkcionar ne sme biti član oziroma opravljati dejavnosti upravljanja, nadzora ali zastopanja v gospodarskih družbah.

(5) Člani upravnega odbora so imenovani za obdobje petih let.

(6) Izvršni direktorji upravnega odbora DUTB svojo funkcijo opravljajo polni delovni čas na podlagi delovnega razmerja z DUTB.

(7) Ne glede na določbe zakona, ki ureja prejemke poslovodnih

violation of regulations in the field of integrity and prevention of corruption and public procurement has been established in connection with the applicant's conduct,

- possesses at least a university degree or a degree obtained under a second-cycle study programme in accordance with the Act governing higher education,
- is an expert in the fields of banking, finance or commercial law with at least ten years of experience in the field of management or supervision of commercial companies,
- is not a shareholder or partner of a bank subject to the measures laid down in this Act, or a dedicated company subject to the measures laid down in this Act,
- is not under sentence for a criminal offence prosecuted *ex officio* or under final indictment for a criminal offence prosecuted *ex officio*.

(2) The non-executive directors of the BAMC's Management Board shall be appointed and dismissed by the Government as the Assembly of the BAMC, while three non-executive directors of the Management Board shall be proposed by the ministry and one shall be proposed by the ministry responsible for the economy.

(3) The executive directors shall be appointed and dismissed by the non-executive directors. Upon dismissal, the membership of an executive director in the Management Board shall cease.

(4) Notwithstanding the provisions of the Act governing integrity and prevention of corruption, the provisions of the said Act whereby a professional official may not be a member or may not perform management, supervision or representation activities in companies, shall not apply to the non-executive directors of the BAMC's Management Board.

(5) Members of the BAMC's Management Board shall be appointed for a term of five years.

(6) The executive directors of the BAMC's Management Board shall perform their duties full-time based on an employment relationship concluded with the BAMC.

(7) Notwithstanding the provisions of the Act governing the



oseb v gospodarskih družbah v večinski lasti Republike Slovenije in samoupravnih lokalnih skupnosti, politiko prejemkov članov upravnega odbora DUTB določi skupščina.

(8) Člani upravnega odbora morajo spoštovati usmeritve ministrstva iz drugega odstavka 4. člena tega zakona in ravnati v skladu s smernicami, ki jih vlada sprejme na podlagi petnajstega odstavka 11. člena tega zakona.

(9) Neizvršnega direktorja odpokliče vlada kot skupščina DUTB, izvršnega pa neizvršni direktorji:

- če to sam zahteva,
- če v času trajanja mandata nastopijo razlogi za nezdružljivost opravljanja funkcije,
- če ne izpolnjuje več pogojev, ki se zahtevajo za opravljanje funkcije člana upravnega odbora DUTB,
- če je kršil dolžnosti člana upravnega odbora DUTB, ter
- iz drugih razlogov, kot jih določa zakon, ki ureja gospodarske družbe.

#### **9. člen**

##### **(prijava premoženjskega stanja in nadzor nad premoženjskim stanjem članov upravnega odbora DUTB in DUTB)**

(1) Člani upravnega odbora DUTB so zavezanci za prijavo premoženjskega stanja in sprememb tega stanja skladno z določbami zakona, ki ureja integriteto in preprečevanje korupcije. Za prijavo zavezancev, prijavo premoženjskega stanja in nadzor nad premoženjskim stanjem teh oseb se za DUTB in člane upravnega odbora DUTB v celoti uporabljajo določbe zakona, ki ureja integriteto in preprečevanje korupcije. Rok v zvezi s dolžnostmi DUTB pričnejo teči z dnem ustanovitve DUTB, roki za člane upravnega odbora DUTB pa z dnem, ko nastopijo položaj.

remuneration of managers in companies with majority ownership held by the Republic of Slovenia or self-governing local communities, the policy of remuneration of the members of the BAMC's Management Board shall be determined by the Assembly.

(8) The members of the Management Board must adhere to any directions provided by the ministry referred to in paragraph two of Article 4 of this Act and must act in accordance with the guidelines adopted by the Government pursuant to paragraph fifteen of Article 11 of this Act.

(9) Non-executive directors shall be dismissed by the Government as the Assembly of the BAMC, and executive directors shall be dismissed by non-executive directors:

- if the member demands dismissal himself/herself,
- if any reasons of incompatibility in performing duties emerge during the term of office,
- if the member does not fulfil the conditions that are required for performance of the duties of a member of the BAMC's Management Board,
- if the obligations of a member of the BAMC's Management Board are violated, and
- due to any other reason as provided by the Act governing companies.

#### **Article 9**

##### **(Notification of personal financial standing and supervision of financial standing of members of the Management Board of the BAMC and the BAMC)**

(1) The members of the BAMC's Management Board shall be obliged to report their assets and changes in their assets in accordance with the provisions of the Act governing integrity and prevention of corruption. For the BAMC and members of the Management Board of the BAMC, the provisions of the Act governing integrity and prevention of corruption shall apply in full for the reporting of liable persons, the reporting of assets and the supervision of assets of said persons. The deadlines related to the obligations of the BAMC shall begin to apply on the day of the establishment of the BAMC, while the deadlines for members of the Management Board shall begin to apply on the day when they assume office.

(2) Nadzor nad izvajanjem določbe prejšnjega odstavka opravlja Komisija za preprečevanje korupcije Republike Slovenije.

## **10. člen (SSB)**

DUTB lahko, če bo tako lažje in enostavneje dosegla cilje svojega delovanja, oblikuje SSB kot namensko premoženje, ki nima lastne pravne osebnosti.

### **10.a člen (dejavnost DUTB, dovoljeni pravni posli, poslovna strategija, zadolževanje in upravljanje dolga)**

(1) Dejavnost DUTB je izvajanje ukrepov za krepitev stabilnosti bank, upravljanje premoženja in obveznosti, ki jih je pridobila zaradi izvedbe ukrepov za krepitev stabilnosti bank ter vzpostavljanje kratkoročne in dolgoročne plačilne sposobnosti (v nadaljnjem besedilu: prestrukturiranje gospodarskih družb) v gospodarskih družbah, katerih upnik ali družbenik je.

(2) DUTB lahko, upoštevajoč omejitve v tem zakonu, sklepa vse pravne posle, ki so potrebni za njen obstoj in opravljanje njene dejavnosti. DUTB pred sklenitvijo posameznega pravnega posla oceni tveganje neizpolnitve nasprotne stranke in posla ne sklene, če bi neizpolnitev nasprotne stranke lahko ogrozila njeno delovanje.

(3) DUTB upravlja svoje premoženje in obveznosti v skladu s poslovno strategijo in smernicami iz petnajstega odstavka 11. člena tega zakona. Poslovno strategijo sprejme upravni odbor DUTB. Poslovna strategija se začne uporabljati, ko DUTB pridobi soglasje skupščine. Poslovna strategija vključuje petletni poslovni načrt, v katerem DUTB opredeli ciljno donosnost kapitala, donosnost sredstev kot celote in donosnost po posameznih segmentih, predviden obseg dolga in način upravljanja z njim, usmeritve za sodelovanje pri prestrukturiranju gospodarskih družb ter načrt prodaje kapitalskih instrumentov bank in

(2) Supervision of the provisions referred to in the preceding paragraph shall be carried out by the Commission for the Prevention of Corruption.

## **Article 10 (BSF)**

With a view to facilitating and simplifying achievement of the objectives of its operations, the BAMC may establish the BSF as dedicated assets without legal personality.

### **Article 10a (The BAMC's activities, permitted legal transactions, business strategy, borrowing and debt management)**

(1) The BAMC's activities shall be the implementation of measures to enhance bank stability, management of assets and of liabilities acquired by the implementation of measures to enhance bank stability, and establishing short-term and long-term financial solvency (hereinafter: the restructuring of commercial companies) of companies in which it is a creditor or a shareholder.

(2) The BAMC may, considering the limitations in this Act, conclude any legal transaction required for its existence and performance of its activities. The BAMC shall assess the risk of default by the opposite party prior to conclusion of a particular legal transaction and shall not conclude the transaction where default by the opposite party could endanger its operations.

(3) The BAMC shall manage its assets and liabilities in accordance with its business strategy and the guidelines referred to in paragraph fifteen of Article 11 of this Act. The business strategy shall be adopted by the BAMC's Management Board. The business strategy shall apply upon approval of the Assembly of the BAMC. The business strategy shall include a five-year business plan of the BAMC defining target return on equity, return on assets as a whole and return for individual segments, the envisaged extent of debt and the method of its management, the guidelines for participation in company restructuring and sales plan for

deležev gospodarskih družb. DUTB objavi poslovno strategijo na svoji spletni strani. Skupščina lahko kadar koli zahteva dopolnitve ali spremembe poslovne strategije.

(4) DUTB lahko sodeluje pri prestrukturiranju gospodarske družbe, katere družbenik ali upnik je, če s sklepom ugotovi, da je:

- na podlagi podatkov, pridobljenih v skrbnem pregledu in na podlagi načrta prestrukturiranja gospodarske družbe verjetno, da bo ta družba po izvedenem postopku prestrukturiranja sposobna samostojnega poslovanja;
- sodelovanje DUTB pri prestrukturiranju gospodarske družbe skladno s pravili Evropske unije o državnih pomočeh in
- sodelovanje DUTB pri prestrukturiranju gospodarske družbe v skladu s poslovno strategijo DUTB.

(5) DUTB lahko sodeluje pri prestrukturiranju gospodarske družbe s katerim koli pravnim poslom, ki lahko gospodarski družbi omogoči, da postane kratkoročno ali dolgoročno plačilno sposobna.

(6) DUTB lahko odplačno pridobi delež gospodarske družbe, če:

- je pred odplačno pridobitvijo novega deleža že upnik ali družbenik te gospodarske družbe in lahko verjetno pričakuje, da se bo zaradi pridobitve novega deleža povečala vrednost njene obstoječe terjatve do te gospodarske družbe ali vrednost njenega deleža v tej gospodarski družbi, ali
- ga pridobi od Republike Slovenije in gre za delež v družbi, ki ji je v skladu z zakonom, ki ureja bančništvo, prenehalo dovoljenje za opravljanje bančnih storitev ali ji je bilo odvzeto.

(7) DUTB lahko sama ali skupaj z drugo pravno osebo ustanovi družbo z omejeno odgovornostjo ali delniško družbo, če:

- bodo na novo ustanovljena družba prenesene terjatve ali deleži DUTB do tistih gospodarskih družb, pri prestrukturiranju katerih lahko DUTB sodeluje; ali
- bo novo ustanovljena družba prevzela sredstva druge gospodarske družbe, s katerimi je slednja opravljala dejavnost, in bo novo ustanovljena družba sposobna samostojnega poslovanja in je njena

capital instruments of banks and shares of commercial companies. The business strategy shall be published by the BAMC on its website. The Assembly may require amendments or modifications to the business strategy at any time.

(4) The BAMC may participate in commercial company restructuring as a shareholder or a creditor of that company provided it concludes that:

- according to data acquired in the due diligence process and on the basis of the company restructuring plan, that company is likely to be capable of independent operation after completion of its restructuring;
- participation of the BAMC in the company restructuring process is compliant with the European Union rules on state aid, and
- Participation of the BAMC in the company restructuring process is compliant with the business strategy of the BAMC;

(5) The BAMC may participate in the company restructuring process by any legal transaction which can enable the company to achieve short-term or long-term financial solvency.

(6) The BAMC may acquire a share in a commercial company against payment provided that:

- it has already been the creditor or shareholder of that company prior to acquisition of a new share and may expect the value of its existing claim on that company or its share in that company to rise due to acquisition of the new share, or
- the share is acquired from the Republic of Slovenia and is held by a company whose authorisation to provide banking services has ceased to be in force or has been revoked, in accordance with the Act governing banking.

(7) The BAMC may alone or with another legal person establish a limited liability company or a joint-stock company provided that:

- the claims or shares of the BAMC in the companies in which the BAMC may participate in restructuring will be transferred to the newly established company; or
- the newly established company will take over the assets of the other company intended for the operation of the latter, and the newly established company will be capable of independent operation, and

- ustanovitev skladna s poslovno strategijo DUTB; ali
- bodo na to družbe prenesene nepremičnine DUTB in bo zaradi tega doseženo gospodarnejše upravljanje in razpolaganje s prenesenimi nepremičninami.

(8) DUTB lahko sodeluje pri pripojitvi kot prevzemna družba, če je družbi, ki bo prevzeta, prenehalo dovoljenje za opravljanje bančnih storitev ali če ji je bilo to odvzeto. Če je imetnik delnic družbe, ki bo prevzeta, Republika Slovenija, izvršuje pravice, ki gredo družbeniku v tej družbi v povezavi z izvedbo pripojitve k DUTB, ne glede na zakon, ki ureja Slovenski državni holding, vlada. Če je Republika Slovenija edini družbenik družbe iz prvega stavka tega odstavka, izvaja vlada naloge in pristojnosti skupščine v skladu z zakonom, ki ureja delovanje vlade, pri čemer se za izvajanje nalog in pristojnosti skupščine ne uporabljajo določbe zakona, ki ureja gospodarske družbe, glede sklica skupščine, zapisnika, pravice do obveščenosti ter priprave in izvedbe skupščine, ki bo odločala o soglasju za pripojitev.

(9) Preden DUTB odsvoji delež v gospodarski družbi, v kateri je naložba Republike Slovenije skladno s strategijo upravljanja kapitalskih naložb države opredeljena kot strateška ali pomembna, obvesti DUTB Slovenski državni holding o nameravani prodaji svojega deleža v tej družbi ter o pogojih te prodaje. Slovenski državni holding lahko delež DUTB pridobi na podlagi odplačnega odkupa ali na podlagi zamenjave za delež Republike Slovenije v družbi, v kateri upravljavška upravičenja izvaja Slovenski državni holding.

(10) Če DUTB svojega deleža v skladu s prejšnjim odstavkom ni prenesla na Slovenski državni holding in če se ni za odsvojitev svojega deleža dogovorila v okviru sporazuma o prestrukturiranju, ki ga je sklenila z osebami, ki so sodelovale pri prestrukturiranju te gospodarske družbe, pred odsvojitvijo deleža v gospodarski družbi, v kateri je izvajala prestrukturiranje, obvesti svet delavcev ali delavskega zaupnika te družbe o nameravani prodaji svojega deleža določeni osebi ter o pogojih te prodaje in v obvestilu ponudi zaposlenim v tej družbi, da naj oni kupijo njen celoten delež pod enakimi pogoji. Za vsa vprašanja, povezana s ponudbo DUTB zaposlenim, se uporabljajo določbe zakona, ki ureja

- its establishment corresponds to the BAMC business strategy; or
- the real estate of the BAMC will be transferred to that company with a view to achieving more economic management and disposal of the transferred real estate.

(8) The BAMC may participate in acquisitions as an acquiring company provided that the authorisation to provide banking services of the company to be acquired has ceased to be in force or has been revoked. Should the shares of the company to be acquired be held by the Republic of Slovenia, the rights of the shareholder in that company concerning the acquisition by the BAMC shall be exercised by the Government, notwithstanding the Act governing Slovenian Sovereign Holding. Should the Republic of Slovenia be sole shareholder of the company referred to in the first sentence of this paragraph, the tasks and competences of the Assembly shall be implemented by the Government pursuant to the Act governing the functioning of the Government, whereby the provisions of the Act governing companies shall not apply to implementation of the tasks and competences of the Assembly as regards the calling of the general meeting, the minutes, right to information and preparation and holding of the general meeting which shall decide on consent to acquisition.

(9) Prior to disposal of the BAMC's share in a company in which the Republic of Slovenia has an investment defined as strategic or important according to the state assets management strategy, the BAMC shall notify Slovenian Sovereign Holding of the intended sale of its share in that company and of the conditions of sale. Slovenian Sovereign Holding may acquire the BAMC's share by purchase or by exchange for the share of the Republic of Slovenia in that company in which the management rights are exercised by Slovenian Sovereign Holding.

(10) Should the BAMC not transfer its share to Slovenian Sovereign Holding pursuant to the preceding paragraph and should it not agree on disposal of its share in the framework of the restructuring agreement concluded with persons involved in the restructuring of that company, the BAMC shall, prior to disposal of the share in that company subject to restructuring, notify the works council and worker representative of that company of the intended sale of its share to a particular person and of conditions of the sale, and shall offer in the notification its share to the employees of that company for them to buy it on equal terms. The provisions of the Act governing obligations as

obligacijska razmerja, o predkupni pravici.

(11) DUTB se lahko zadolži, če je to potrebno, da se zagotovi banki nadomestilo za prevzeto premoženje ali da se zagotovijo pogoji za opravljanje dejavnosti.

(12) DUTB vodi sredstva za plačilo posojil in izdanih dolžniških vrednostnih papirjev ločeno od preostalega premoženja. Ta sredstva se lahko porabijo le za:

- plačilo dospelih obveznosti iz naslova posojil ali izdanih vrednostnih papirjev ali
- odkup izdanih vrednostnih papirjev ali predčasno poplačilo posojil, če je to ekonomsko upravičeno.

(13) Če DUTB preneha, se sredstva iz prejšnjega odstavka prenesejo na osebo, ki prevzame obveznost plačila izdanih dolžniških vrednostnih papirjev in posojil.

(14) DUTB pripravi finančni načrt. Finančni načrt vsebuje načrt uporabe prostih denarnih sredstev in druge sestavine, ki jih določi podzakonski akt iz petnajstega odstavka tega člena. V načrtu uporabe prostih denarnih sredstev DUTB določi, kolikšen del prostih denarnih sredstev bo v poslovnem letu namenjen opravljanju dejavnosti in kolikšen del se bo v skladu z dvanajstim odstavkom tega člena vodil ločeno kot sredstva, namenjena za plačilo posojil in izdanih dolžniških vrednostnih papirjev. Če so obveznosti DUTB do virov sredstev zavarovane s poroštvom Republike Slovenije, lahko ministrstvo kadar koli predlaga dopolnitve ali spremembe finančnega načrta. DUTB mora predloge ministrstva upoštevati.

(15) Vlada s podzakonskim aktom podrobneje uredi:

- način sprejetja in potrditve finančnega načrta;
- sestavine finančnega načrta, ki morajo biti določene tako, da omogočajo izdelavo načrta prostih denarnih sredstev;
- opredelitev prostih denarnih sredstev;
- pravila za izdelavo popravka finančnega načrta;
- kdaj sta odkup izdanih vrednostnih papirjev in predčasno poplačilo posojil ekonomsko upravičena, vključno s pravili za predčasno plačilo nezavarovanih terjatev, ki se na podlagi pravnega razmerja med

regards pre-emptive right shall apply to any question concerning the BAMC's offer to the employees.

(11) The BAMC may incur debts, where considered necessary, in order to provide a bank with compensation for assets received or to create the necessary conditions for the performance of activities.

(12) The BAMC shall keep funds intended for the repayment of loans and debt securities issued separately from other assets. These funds may only be used for:

- the repayment of overdue liabilities pertaining to debts or securities issued or
- the redemption of securities issued or for prepayment of loans, where economically viable.

(13) Should the BAMC be wound up, the funds referred to in the preceding paragraph shall be transferred to a person taking over the obligation to repay securities issued and loans.

(14) The BAMC shall prepare a financing plan. The financing plan shall contain the plan of use of available funds and other elements laid down in the implementing regulation referred to in paragraph fifteen of this Article. The shares of available funds to be intended for the performance of activities in the business year and of available funds to be kept separately as funds intended for the repayment of loans and securities issued in accordance with paragraph twelve of this Article, shall be defined by the BAMC in the plan of use of available funds. Should the BAMC's liabilities be secured by the Republic of Slovenia, the ministry may propose amendments or modifications to the financing plan at any time. The BAMC should comply with the proposals of the ministry.

(15) The Government shall specify by implementing regulation the following:

- the procedure for the adoption and approval of the financing plan;
- elements of the financing plan which should allow the preparation of the plan of available funds;
- definition of available funds;
- rules for modification of the financing plan;
- economic viability of the redemption of securities issued and of prepayment of loans, including the rules for prepayment of unsecured claims, should the BAMC become insolvent, to be paid only after

DUTB in upnikom, če postane DUTB insolventna, plačajo šele po plačilu drugih nezavarovanih terjatev do DUTB;

- pravila za vodenje in upravljanje sredstev iz dvanajstega odstavka tega člena.

(16) Preden ministrstvo vladi predloži predlog podzakonskega akta iz prejšnjega odstavka, ga pošlje v mnenje Banki Slovenije.

## **11. člen**

### **(prenos tveganih postavk in pravila delovanja DUTB)**

(1) DUTB lahko za namensko premoženje, ki ga predstavlja SSB, pridobi ali z drugimi sredstvi krije tveganja, ki so nastala pred 1. septembrom 2012, zlasti terjatve, vrednostne papirje, izvedene finančne instrumente, pravice in obveznosti iz odobrenih kreditov ali garancij in deležev, v vsakem primeru skupaj s pripadajočim zavarovanjem. DUTB zagotovi nadomestilo za odkup premoženja iz prejšnjega stavka kot denarno nadomestilo ali kot nedenarno nadomestilo v obliki obveznic, ki jih izda DUTB v skladu s prvim odstavkom 12. člena tega zakona.

(2) Če je DUTB pri izvedbi ukrepov za krepitev stabilnosti bank pridobila terjatev do posamezne gospodarske družbe ali delež v tej gospodarski družbi in če je predhodno pridobila mnenje Banke Slovenije, da taka zahteva ne bo vplivala na sposobnost banke, da izpolnjuje svoje kapitalske zahteve, lahko DUTB zahteva od katerekoli banke, v kateri je bil izveden ukrep za krepitev stabilnosti bank, da nanjo, v zameno za denarno nadomestilo v višini tržne vrednosti prenesenega sredstva, prenese svoje terjatve do te gospodarske družbe ali svoje deleže te gospodarske družbe. Tržno vrednost prenesene terjatve ali deleža določi v skladu z Mednarodnimi standardi ocenjevanja vrednosti Odbora za mednarodne standarde ocenjevanja vrednosti neodvisni cenilec, ki ga sporazumno določita banka in DUTB. Če DUTB in banka v desetih dneh od dneva, ko DUTB zahteva prenos terjatve ali deleža, sporazumno ne določita neodvisnega cenilca, ga določi banka, ki ga tudi plača. Prenos terjatve ali deleža se po pridobitvi ocene vrednosti izvede v 15 dneh. DUTB lahko kadar koli odstopi od zahteve za prenos. Če je stroške cenitve krila banka in je DUTB odstopila od zahteve za prenos, mora DUTB banki vrniti stroške cenitve.

payment of other unsecured claims on the BAMC, in accordance with the legal relationship between the BAMC and the creditor;

- rules on keeping and managing funds referred to in paragraph twelve of this Article.

(16) Prior to submitting the proposal of the implementing regulation referred to in the preceding paragraph to the Government, the ministry shall send it to the Bank of Slovenia for its opinion.

## **Article 11**

### **(Transfer of risky items and rules of operations of the BAMC)**

(1) For the purposes of dedicated assets as represented by the BSF, the BAMC may acquire or may cover risks with other assets, i.e. risks that emerged before 1 September 2012, especially claims, securities, financial derivatives, rights and obligations arising from approved loans or guarantees and shares, in each case together with the appropriate insurance. The BAMC shall ensure compensation for the purchase of assets referred to in the preceding sentence as monetary compensation or non-monetary compensation in the form of bonds issued by the BAMC in accordance with paragraph one of Article 12 of this Act.

(2) Should the BAMC in the implementation of measures to enhance bank stability acquire a claim on a particular company or a share in that company, the BAMC may require from any bank subject to the measure to enhance bank stability to transfer its claims on that company or its shares in it to the BAMC in return for financial compensation in the amount equal to the market value of the asset transferred, upon prior opinion of the Bank of Slovenia that such requirement shall not affect the capability of the bank to fulfil its capital requirements. The market value of the claim or share transferred shall be determined in accordance with the International Valuation Standards produced by the International Valuation Standards Committee, by an independent evaluator designated by mutual agreement between the bank and the BAMC. Should the BAMC and the bank not designate an independent evaluator by mutual agreement within ten days of the request of the BAMC for the transfer of the claim or share, he/she shall be designated and paid by the bank. The transfer of the claim or share shall be performed within 15 days of the acquisition of the evaluation. The BAMC may, at any time, withdraw its request for transfer. Should the costs of the evaluation be covered by the bank and the BAMC

(3) Vlada s podzakonskim aktom po posvetovanju z Banko Slovenije podrobneje uredi:

1. vrste tveganih postavk, ki se jih lahko pridobi in s tem povezanih tveganj, ki se lahko krijejo,
2. vrste prevzema ali kritja tveganj, vključno s kriteriji,
3. zgornje meje za prevzem tveganj posameznih finančnih institucij, kot tudi za posamezne vrste tveganj,
4. vprašanja vrednotenja prenesenih terjatev, ki se morajo oceniti po ceni, ki odraža realno dolgoročno ekonomsko vrednost,
5. druga merila in kriterije, potrebne za zagotavljanje namena tega zakona v okviru prevzema tveganja v skladu s prvim odstavkom tega člena.

(4) Preden ministrstvo vladi predloži predlog podzakonskega akta iz prejšnjega odstavka, ga pošlje v mnenje Banki Slovenije.

(5) DUTB je upravičena do povračila stroškov s strani bank, ki so deležne ukrepov po tem zakonu, oziroma njihovih lastnikov, sorazmerno z njihovim lastniškim deležem. Stroški, ki se podrobneje določijo v pogodbi med DUTB ter banko, ki je deležna ukrepov po tem zakonu, vključujejo tudi stroške morebitnih zunanjih izvajalcev dejavnosti DUTB.

(6) V pogodbi iz prejšnjega odstavka se določi tudi vrednotenje prenesenih terjatev.

(7) Pri prenosu terjatev je potrebno oceniti potencialne izgube za banke na podlagi popolnega prenosa kreditne mape posameznega dolžnika banke, ki je deležna ukrepov po tem zakonu. Pri prenosu kreditnih map z bank, ki so deležne ukrepov po tem zakonu, na DUTB v skladu s tem odstavkom, za banke, ki so deležne ukrepov po tem zakonu, ne veljajo določbe zakona, ki ureja bančništvo, o varovanju zaupnih podatkov. Pri ravnanju s kreditnimi mapami DUTB zavezujejo določbe zakona, ki ureja bančništvo, o varovanju zaupnih podatkov.

withdraws its request for transfer, the BAMC shall reimburse the costs of the evaluation to the bank.

(3) After consulting the Bank of Slovenia, the Government shall specify by implementing regulation the following:

1. Types of risky items which may be acquired, and thus associated risks which may be covered,
2. Types of acquisitions or risk coverage, including the criteria,
3. The upper limits for acquisition of risks of individual financial institutions, as well as for individual types of risk,
4. Issues concerning valuation of transferred claims which need to be assessed according to a price which reflects their real long-term economic value,
5. Other measures and criteria necessary to ensure the purposes of this Act within the scope of risk assumed in accordance with paragraph one of this Article.

(4) Prior to submitting the proposal of the implementing regulation referred to in the preceding paragraph to the Government, the ministry shall send it to the Bank of Slovenia for its opinion.

(5) The BAMC shall be entitled to the reimbursement of costs by banks, subject to the measures provided by this Act, or by their owners in proportion to their ownership shares. The costs that shall be stipulated in the contract concluded between the BAMC and the bank, subject to the measures provided by this Act, include the possible costs of external providers of services for the BAMC.

(6) The contract referred to in the preceding paragraph shall also determine the valuation of transferred claims.

(7) In the transfer of claims, any potential bank losses shall be assessed on the basis of a complete transfer of the credit portfolio of each debtor of the bank, subject to the measures provided by this Act. The provisions of the Act governing banking that govern the protection of confidential data shall not apply to banks, subject to the measures provided by this Act in the transfer of credit portfolios from banks, subject to the measures provided by this Act, to the BAMC in accordance with this paragraph. In the process of managing credit portfolios, the BAMC shall be bound by the provisions of the Act governing banking concerning protection of confidential data.

(8) Kreditne mape iz prejšnjega odstavka predstavljajo dokumentacijo, kot jo določa sklep Banke Slovenije, ki ureja ocenjevanje izgub iz kreditnega tveganja bank.

(9) DUTB ne sme opravljati nobenih dejavnosti, za katere se zahteva dovoljenje za opravljanje bančnih storitev v skladu z Direktivo 2006/48/ES Evropskega parlamenta in Sveta z dne 14. junija 2006 o začetku opravljanja in opravljanju dejavnosti kreditnih institucij (UL L 177 z dne 30. junija 2006, str. 1), ali Direktivo 2004/39/ES Evropskega parlamenta in Sveta z dne 21. aprila 2004 o trgih finančnih instrumentov in o spremembah direktiv Sveta 85/611/EGS, 93/6/EGS in Direktive 2000/12/ES Evropskega parlamenta in Sveta ter o razveljavitvi Direktive Sveta 93/22/EGS (UL L 145 z dne 30. aprila 2004, str. 1). DUTB ni kreditna institucija ali finančna institucija v smislu zakona, ki ureja bančništvo, investicijska družba v smislu zakona, ki ureja trg finančnih instrumentov, ali zavarovalnica v smislu zakona, ki ureja zavarovalništvo.

(10) DUTB mora pri opravljanju svojih dejavnosti ravnati s skrbnostjo dobrega gospodarstvenika v skladu z načeli preglednosti, učinkovitosti, gospodarnosti in uspešnosti.

(11) DUTB mora vsako leto ustvariti denarni priliv v višini vsaj 10% ocenjene vrednosti pridobljenih sredstev na podlagi tega zakona.

(12) Člani upravnega odbora DUTB ter drugi zaposleni v DUTB smejo imeti nejavne stike z lobisti, kot jih opredeljuje zakon, ki ureja integriteto in preprečevanje korupcije, katerih namen je vplivati na vsebino ali postopek sprejemanja odločitev in delo DUTB le v okviru dovoljenih meja lobiranja, kot jih opredeljuje zakon, ki ureja integriteto in preprečevanje korupcije.

(13) Osebe, ki so z DUTB v pravnem razmerju, so dolžne naznaniti organom pregona vsako kaznivo dejanje, o katerem so bile obveščene ali so drugače izvedele zanj, storjeno v povezavi z banko, ki je deležna ukrepov po tem zakonu. Hkrati z ovadbo navedejo dokaze, za

(8) Credit portfolios referred to in the preceding paragraph represent documentation as determined by a decision of the Bank of Slovenia regulating the assessment of losses arising from the credit risks of banks.

(9) The BAMC shall not perform any activities which require authorisation to provide banking services in accordance with Directive 2006/48/EC of the European Parliament and of the Council of 14 June 2006 relating to the taking up and pursuit of the business of credit institutions (OJ L 177, 30.6.2006, p. 1) or Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of the European Parliament and of the Council and repealing Council Directive 93/22/EEC (OJ L 145, 30.4.2004, p. 1). The BAMC is neither a credit institution nor a financial institution in the sense of the Act governing banking, nor an investment company in the sense of the Act governing the financial instruments market, nor an insurance company in the sense of the Act governing insurance.

(10) In the performance of its activities, the BAMC shall act with the diligence of a good manager and in accordance with the principles of transparency, efficiency, economy and effectiveness.

(11) The BAMC shall provide cash in-flow annually in the amount of at least 10% of the estimated value of the assets acquired on the basis of this Act.

(12) The members of the BAMC's Management Board and other employees of the BAMC may hold non-public contacts with lobbyists, as defined by the Act governing integrity and prevention of corruption, the purpose of which is to influence the content or procedure of decision-making and work of the BAMC within the framework of the permitted lobbying limits only as defined by the Act governing integrity and prevention of corruption.

(13) Persons in legal relationship with the BAMC shall be obliged to report to the law enforcement authorities any criminal offence in connection with the bank subject to the measures provided by this Act, of which they have been informed or otherwise become aware. In submitting



katere vedo, ter poskrbijo, da se ohranijo sledovi in druga dokazila o kaznivem dejanju. O naznanitvi iz prvega stavka tega odstavka obvestijo Banko Slovenije ter navedejo, ali ima naznanjena oseba kakšen položaj ali dela v banki, ki je deležna ukrepov ter za katero kaznivo dejanje je bila izvršena naznanitev.

(14) Za storitve finančnega svetovanja glede izdaje, prodaje, nakupa ali prenosa vrednostnih papirjev DUTB v skladu z 18. členom Zakona o javnem naročanju (Uradni list RS, št. 128/06, 16/08, 19/10, 18/11 in 43/12 – Odl. US) ni treba izvesti postopka javnega naročanja.

(15) Vlada s sklepom določi smernice delovanja DUTB. Preden ministrstvo vladi predloži predlog smernic, jih pošlje v mnenje Banki Slovenije.

## **12. člen (poročstva države za delovanje DUTB)**

(1) Za financiranje svojega delovanja lahko DUTB izda obveznice ali druge finančne instrumente s poročstvom države in najema posojila s poročstvom države. Obveznice ali drugi finančni instrumenti, ki jih izda DUTB, se lahko vplačajo s prenosom terjatev bank.

(2) Obveznice ali drugi finančni instrumenti iz prejšnjega odstavka se izdajo ob upoštevanju pogojev Evropske centralne banke za financiranje finančnih institucij.

(3) Za poročstvo države za delovanje DUTB se smiselno uporabljajo drugi, tretji in četrti odstavek 22. člena tega zakona. Poročstva za delovanje DUTB se všttevajo v skupen obseg poročstev iz petega odstavka 22. člena tega zakona.

(4) Podrobnejša merila, pogoje ter višino provizije za izvedbo poročstva države vlada podrobneje uredi s podzakonskim aktom.

crime reports they shall indicate evidence known to them and shall undertake steps to preserve traces and other items of evidence. They shall notify the Bank of Slovenia of the report referred to in the first sentence of this paragraph and specify the status and employment of the reported person in the bank subject to the measures, if any, and the criminal offence which has been reported.

(14) No public procurement procedure shall be required for the services of financial consultation regarding the issue, sale, purchase or transfer of securities of the BAMC, in accordance with Article 18 of the Public Procurement Act (Official Gazette of the Republic of Slovenia [Uradni list RS], Nos 128/06, 16/08, 19/10, 18/11 and 43/12 – Dec. of the CC).

(15) The guidelines for the operation of the BAMC shall be laid down by a resolution of the Government. Prior to submitting the proposed guidelines to the Government, the ministry shall send them to the Bank of Slovenia for its opinion.

## **Article 12 (State guarantees for the operation of the BAMC)**

(1) In order to finance its own operation, the BAMC may issue bonds or other financial instruments which are guaranteed by the state and take loans with guarantees by the state. Bonds or other financial instruments issued by the BAMC may be paid for by the transfer of bank claims.

(2) Bonds or other financial instruments referred to in the preceding paragraph shall be issued subject to the conditions of the European Central Bank for financing financial institutions.

(3) Paragraphs two, three and four of Article 22 of this Act shall apply mutatis mutandis to state guarantees to provide for the operation of the BAMC. Guarantees to provide for the operation of the BAMC shall be included in the total scope of guarantees referred to in paragraph five of Article 22 of this Act.

(4) The Government shall specify detailed criteria, the conditions and the amount of commission for providing state guarantees

Podzakonski akt temelji na izhodiščih in smernicah Evropske komisije, ki urejajo vprašanja državnih pomoči.

### **13. člen** **(prepoved dejanj, ki bi neupravičeno okoristila dolžnika)**

(1) DUTB ne sme terjatve, katere imetnica je postala pri izvajanju ukrepov za krepitev stabilnosti bank, prenesti na:

- osebo, ki se v skladu z zakonom, ki ureja gospodarske družbe, šteje za osebo, povezano z dolžnikom;
- družbenika dolžnika, čigar delež v kapitalu dolžnika je večji od 5 %, razen če je pridobitelj terjatve Republika Slovenija, Slovenski državni holding ali Kapitalska družba, d. d.;
- pravno osebo, v kapitalu katere ima oseba iz prejšnjih alinej delež oziroma katere član posloводства ali prokurist je oseba, ki je bila član posloводства ali prokurist dolžnika v obdobju treh let pred nastankom terjatve, razen če gre za osebo, ki je z osebo iz prve ali druge alineje tega odstavka povezana tako, da je Republika Slovenija obvladujoča družba po zakonu, ki ureja prevzeme;
- fizično osebo, ki je z družbenikom dolžnika v razmerju ožje povezane osebe, kot jo določa zakon, ki ureja postopke zaradi insolventnosti, in temu družbeniku pripada večina deležev dolžnika ali večina glasovalnih pravic;
- fizično osebo, ki je bila član posloводства ali prokurist dolžnika v obdobju treh let pred nastankom terjatve;
- fizično osebo, ki je s fizično osebo iz prejšnje alineje v razmerju ožje povezane osebe, kot jo določa zakon, ki ureja postopke zaradi insolventnosti;
- osebo, za katero se v skladu z zakonom, ki ureja prevzeme, neizpodbitno domneva, da z osebo iz pete ali šeste alineje tega odstavka deluje usklajeno, razen če gre za osebo, ki je z osebo iz pete ali šeste alineje tega odstavka povezana tako, da je Republika Slovenija obvladujoča družba po zakonu, ki ureja prevzeme.

(2) DUTB ne sme terjatve, katere imetnica je postala pri

by an implementing regulation. The implementing regulation shall be based on the principles and guidelines of the European Commission that regulate the issue of state aid.

### **Article 13** **(Prohibition of acts leading to unjust enrichment of debtor)**

(1) The BAMC should not transfer any claim acquired in the implementation of measures to enhance bank stability to:

- a person deemed to be affiliated with the debtor pursuant to Act governing companies;
- a shareholder of the debtor with a share in the debtor's capital exceeding 5%, unless the claim is acquired by the Republic of Slovenia, Slovenian Sovereign Holding or Pension Fund Management (Kapitalska družba, d. d.);
- a legal person in which a person referred to in the preceding indents is a shareholder, or in which a member of its management or holder of procuration is a person that was a member of the debtor's management or debtor's holder of procuration, within a period of three years before the claim arose, except for a person affiliated with the person referred to in indents one or two of this paragraph such that the Republic of Slovenia shall be the controlling company pursuant to the Act governing takeovers;
- an individual person who is closely related to the debtor's shareholder, as laid down by the Act governing insolvency proceedings, and a majority holding or majority of the voting rights pertain to that shareholder;
- an individual person who was a member of the debtor's management or holder of procuration within the period of three years before the claim occurred;
- an individual person who is closely related to an individual person referred to in the preceding indent, as laid down by the Act governing insolvency proceedings,
- a person deemed beyond any doubt to be acting in concert with a person referred to in indents five or six of this paragraph, except for a person affiliated with the person referred to in indents five or six of this paragraph such that the Republic of Slovenia shall be the controlling company pursuant to the Act governing takeovers.

(2) The BAMC may not transfer its claim acquired in the

izvajanju ukrepov za krepitev stabilnosti bank, prenesti na:

- pravno osebo, ki je opravljala pregled kakovosti sredstev bank in obremenitvene teste bank v letu 2013;
- pravno osebo, ki je kapitalsko povezana s pravno osebo, ki je opravljala preglede kakovosti sredstev bank in obremenitvene teste bank v letu 2013;
- pravno osebo, ki ji poslovno svetuje pravna oseba, ki je opravljale preglede kakovosti sredstev bank in obremenitvene teste v bankah leta 2013, ali ki ji poslovno svetuje posameznik, ki je kot zaposleni v teh pravnih osebah ali kot podizvajalec teh podjetij sodeloval pri pregledu kakovosti sredstev bank in obremenitvenih testih bank v letu 2013.

(3) Kupec terjatve DUTB s podpisom klavzule v pogodbi zagotavlja, da ne spada med pravne ali fizične osebe iz prvega in drugega odstavka tega člena.

(4) DUTB ne sme z dolžnikom ali porokom terjatve, katere imetnica je postala pri izvajanju ukrepov za krepitev stabilnosti bank, skleniti sporazuma o odpustu dolga ali drugega pravnega posla, ki bi imel enak učinek. Ne glede na prejšnji stavek lahko DUTB dolžniku odpusti dolg, če to stori v okviru prestrukturiranja gospodarske družbe.

#### **14. člen (dodatno zadolževanje za izvedbo ukrepov)**

Država se lahko za financiranje ukrepov po tem zakonu, ki jih izvaja DUTB, dodatno zadolži do zneska, ki je določen v zakonu, ki ureja letno izvrševanje proračuna. Za namen financiranja ukrepov po tem zakonu država poveča osnovni kapital DUTB.

#### **15. člen (poročanje državnemu zboru)**

DUTB najpozneje do 31. maja tekočega leta poroča državnemu zboru o svojem poslovanju v preteklem letu. Prejšnji stavek se uporablja tudi za poročanje o poslovanju SSB, če je bil ustanovljen.

implementation of measures to enhance bank stability to:

- a legal person that reviewed bank asset quality and implemented bank stress tests in 2013;
- a legal person belonging to the same company group as the legal person that reviewed bank asset quality and implemented bank stress tests in 2013;
- a legal person provided with management consulting services by a legal person that reviewed bank asset quality and implemented bank stress tests in 2013, or being advised by an individual who as an employee in those legal persons or as a subcontractor of those companies participated in a bank asset quality review and bank stress tests in 2013;

(3) The acquirer of the claim shall assure the BAMC by signing the clause in the agreement that they are not a legal or individual person referred to in paragraph one and two of this Article.

(4) The BAMC should not conclude any agreement on forgiveness of debt or any other legal transaction having equivalent effect with a debtor or guarantor of a claim it acquired in the implementation of measures to enhance bank stability. Notwithstanding the preceding sentence, the BAMC may only cancel a debtor's debt within the framework of company restructuring.

#### **Article 14 (Additional borrowing for the implementation of measures)**

The state may make additional borrowings to finance the measures provided by this Act which are implemented by the BAMC, specifically up to the amount as provided by the Act governing the annual implementation of the budget. The state shall increase the share capital of the BAMC for the purpose of financing the measures provided by this Act.

#### **Article 15 (Reporting to the National Assembly)**

(1) The BAMC shall report to the National Assembly, by 31 May of the current year at the latest, on its operations in the preceding year. The preceding sentence shall also apply for reporting on the operations of

## **16. člen (letno poročilo)**

(1) Za sprejetje letnega poročila DUTB je pristojna vlada kot skupščina DUTB. DUTB predloži ministrstvu predlog letnega poročila, ki naj ga potrdi vlada, v štirih mesecih po koncu koledarskega leta.

(2) DUTB pripravi letno poročilo za SSB, če je bil ta ustanovljen. Za letno poročilo SSB se smiselno uporablja prejšnji odstavek.

## **17. člen (posebna pravila zaradi prestrukturiranja gospodarskih družb)**

(1) Za DUTB se ne uporabljajo določbe zakona, ki ureja postopke zaradi insolventnosti, ki določajo, da:

- se pri izračunu deleža upnikov, ki soglašajo s sporazumom o finančnem prestrukturiranju, ne upoštevajo finančne terjatve upnikov, ki imajo v razmerju do dolžnika položaj povezane družbe;
- za člana upniškega odbora ne more biti imenovan ali izvoljen upnik, ki ima v razmerju do insolventnega dolžnika ali njegovega dolžnika položaj povezane družbe;
- so člani upniškega odbora ločitvenih upnikov vsi ločitveni upniki, razen tistih, ki imajo v razmerju do dolžnika položaj povezane družbe;
- upnik nima pravice glasovati o prisilni poravnavi, če ima v razmerju do insolventnega dolžnika položaj povezane družbe;
- vplačnik novih delnic nima pravice zahtevati, da ga sodišče pooblasti za vodenje poslov insolventnega dolžnika, če ima v razmerju do insolventnega dolžnika položaj povezane družbe, in
- terjatev upnika, ki ima v razmerju do insolventnega dolžnika položaj povezane družbe, v postopku finančnega prestrukturiranja tega dolžnika ne sme biti predmet stvarnega vloška.

the BSF, if the latter has been established.

## **Article 16 (Annual report)**

(1) The Government as the Assembly of the BAMC shall be responsible for the adoption of the annual report of the BAMC. The BAMC shall submit its annual report proposal within four months of the end of the calendar year to the ministry for the approval of the Government.

(2) The annual report of the BSF, where established, shall be prepared by the BAMC. The preceding paragraph shall apply mutatis mutandis to the annual report of the BSF.

## **Article 17 (Special rules concerning company restructuring)**

(1) The provisions of the Act governing insolvency proceedings that lay down the following shall not apply to the BAMC:

- financial claims of creditors which have the position of a related company in relation to the debtor shall not be considered in the calculation of the share of creditors which approve the financial restructuring agreement;
- a creditor may not be appointed or elected a member of the creditors' committee which has, in relation to an insolvent debtor or to the debtor thereof, the position of a related company;
- any creditor with the right to separate settlement, other than those which have, in relation to the insolvent debtor, the position of a related company, may be a member of the creditors' committee;
- a creditor which has the position of a related company in relation to the insolvent debtor shall not be entitled to vote on composition;
- a person paying up new shares which has in relation to the insolvent debtor the position of a related company shall not be entitled to demand from the court authorisation to conduct the business of the insolvent debtor, and
- the claim of a creditor which has in relation to the insolvent debtor the position of a related company may not be subject to non-monetary contribution in the process of financial restructuring.

(2) Če DUTB v okviru prestrukturiranja gospodarske družbe z dolžnikom sklene dogovor o delnem odpustu dolga, lahko v postopku zaradi insolventnosti, ki je uveden zoper tega dolžnika v 12 mesecih po sklenitvi dogovora o odpustu dolga, uveljavlja poplačilo celotnega dolga, kot da dogovor o odpustu dolga ne bi bil sklenjen.

(3) Posojilo, ki ga DUTB v okviru prestrukturiranja gospodarske družbe zagotovi dolžniku, v katerem je prej ali pozneje pridobila delež v kapitalu, se v poznejšem stečajnem postopku ali postopku prisilne poravnave nad tem dolžnikom ne šteje kot premoženje družbe.

(4) Ne glede na tretji stavek sedmega odstavka 11. člena tega zakona lahko posreduje DUTB preostalim dolžnikovim upnikom, če je to potrebno, da se sklene sporazum o prestrukturiranju dolžnika in če so upniki podpisali sporazum o varovanju zaupnih podatkov, podatke o dolžniku, ki se v skladu z zakonom, ki ureja bančništvo, štejejo za zaupne. Prejšnji stavek se uporablja tudi za osebe, s katerimi se DUTB pogaja o prodaji svojih terjatev do dolžnika. DUTB lahko razkrije le tiste zaupne podatke, ki so nujno potrebni za sklenitev ali izvajanje sporazuma o prestrukturiranju dolžnika ali pogodbe o prodaji svojih terjatev do dolžnika. Dolžnikovi upniki in osebe, s katerimi se DUTB pogaja o prodaji svojih terjatev do dolžnika, teh podatkov ne smejo sporočiti tretjim osebam, niti omogočiti, da bi jih uporabile tretje osebe.

#### **18. člen (davčna obravnava)**

Osebe, premoženje in dohodki po tem zakonu se obravnavajo v skladu z veljavno davčno ureditvijo v Republiki Sloveniji.

#### **19. člen (nadzor računskega sodišča)**

(2) Should the BAMC in the framework of company restructuring conclude an agreement with the debtor on partial forgiveness of debt, it may claim the repayment of total debt in insolvency proceedings against that debtor as if the agreement on forgiveness of debt had not been concluded, within 12 months of the conclusion of the agreement on forgiveness of debt.

(3) A loan provided in the framework of company restructuring by the BAMC to the creditor, an equity share of which the BAMC acquires prior to restructuring or subsequently, shall not be deemed assets of the company in subsequent bankruptcy or composition proceedings initiated against that debtor.

(4) Notwithstanding the provisions of the third sentence of paragraph seven of Article 11 of this Act, the BAMC may communicate data on a debtor deemed confidential according to the Act governing banking, to the debtor's other creditors, where considered necessary for conclusion of an agreement on debtor restructuring, and provided that the agreement on protection of confidential data has been concluded by the creditors. The preceding sentence shall also apply to persons with which the BAMC negotiates the sale of its claims on a debtor. The BAMC may only disclose confidential data which are strictly necessary to conclude or implement the agreement on debtor restructuring or a contract on sale of the BAMC's claims on the debtor. The debtor's creditors and persons with which the BAMC negotiates the sale of its claims on a debtor should neither disclose those data to any third party nor allow third parties to use them.

#### **Article 18 (Tax treatment)**

Persons, assets and incomes as defined in this Act shall be considered in accordance with the applicable tax regime in the Republic of Slovenia.

#### **Article 19 (Supervision of the Court of Audit)**

Računsko sodišče je pristojno za opravljanje revizije pravilnosti in smotrnosti poslovanja DUTB v skladu s pristojnostmi, kot jih določa zakon, ki ureja računsko sodišče. Računsko sodišče je pristojno tudi za opravljanje revizij pravilnosti in smotrnosti poslovanja v gospodarskih družbah, v katerih ima DUTB neposredno ali posredno prevladujoč delež glasovalnih pravic. Glede postopkovnih vprašanj revizije in dolžnosti revidiranja se uporabljajo določbe zakona, ki ureja računsko sodišče.

### III. UKREPI

#### **20. člen (predlaganje, odločanje in uveljavitev ukrepov)**

(1) Pobudo za uporabo ukrepov po tem zakonu lahko podajo:

- DUTB na lastno pobudo, če presodi, da je ukrepanje potrebno za stabilnost bančnega sistema ali kapitalne ustreznosti ne bi bilo mogoče doseči brez uporabe javnih sredstev,
- banka,
- Banka Slovenije.

(2) DUTB lahko v zvezi s predlogom banke dodatno zahteva od banke predložitev vseh informacij, na podlagi katerih je mogoče celovito in natančno identificirati tveganja pri poslovanju, vključno s posredovanimi informacijami Banke Slovenije.

(3) O uporabi ukrepov, za katere je bila dana pobuda v skladu s prvim odstavkom tega člena, odloči vlada na predlog medresorske komisije iz četrtega odstavka tega člena ob upoštevanju pomena zadevne banke za finančno stabilnost, bremena tveganih postavk za samo banko, nujnosti ukrepov zaradi zagotavljanja kapitalne trdnosti banke ter najučinkovitejše in ekonomične porabe sredstev. Vlada s podzakonskim aktom podrobneje predpiše:

- postopek odločanja medresorske komisije,
- naloge in vrste odločitev medresorske komisije,

The Court of Audit shall be responsible for carrying out regularity and performance audits of the BAMC's operations, in accordance with its auditing competences defined in the Act governing the Court of Audit. The Court of Audit shall also be responsible for carrying out regularity and performance audits of commercial companies in which the BAMC has directly or indirectly a majority of the voting rights. The provisions of the Act governing the Court of Audit shall apply to audit procedural issues and to the duties of the auditee.

### III. MEASURES

#### **Article 20 (Proposal, decision-making and enforcement of measures)**

(1) An initiative for the application of measures provided by this Act may be submitted by:

- the BAMC on its own initiative if it assesses that the action is necessary for the stability of the banking system or where capital adequacy may not be achieved without the use of public funds;
- a bank;
- the Bank of Slovenia.

(2) The BAMC, in connection with a bank's proposal, may additionally require that the bank submit all information based on which all risks in operations, including information provided by the Bank of Slovenia, may be comprehensively and accurately identified.

(3) The application of measures for which the initiative was provided in accordance with paragraph one of this Article, shall be decided by the Government on the proposal of the interministerial committee referred to in paragraph four of this Article, and by considering the significance of the bank for financial stability, the burden of risky items for the bank itself, the need for measures to ensure the capital solidity of the bank and the most efficient and economic use of assets. The Government shall prescribe in detail by implementing regulation the following:

- the decision-making procedure of the interministerial committee,
- the tasks and types of the interministerial committee's decisions,

- način poročanja medresorske komisije o njenem delu vladi.

(4) Medresorsko komisijo ustanovi vlada. Medresorska komisija ima osem članov. Pet članov medresorske komisije se imenuje na predlog vlade, izmed katerih enega predlaga Kabinet predsednika vlade, tri ministrstvo in enega ministrstvo, pristojno za gospodarstvo. Tri člane medresorske komisije imenuje Banka Slovenije. Vlada lahko določi tudi dodatne člane medresorske komisije kot svetovalce brez glasovalne pravice. Predsednika medresorske komisije imenuje minister, pristojen za finance, v primeru enakega števila glasov članov medresorske komisije, odloči glas predsednika medresorske komisije.

(5) Banka Slovenije sodeluje z DUTB pri spremljanju izvajanja ukrepov na podlagi tega zakona. V okviru tega sodelovanja si Banka Slovenije in DUTB medsebojno posredujeta vse podatke in informacije glede banke, ki so potrebni v postopku odločanja o ukrepih na podlagi tega zakona in pri izvajanju nadzora nad banko v skladu z zakonom, ki ureja bančništvo. DUTB mora prejete zaupne podatke in informacije varovati v skladu z zakonom, ki ureja bančništvo.

(6) Ministrstvo spremlja učinke izvedenih ukrepov na podlagi tega zakona, zlasti z vidika izpolnjevanja zavez, ki jih je Republika Slovenija dala EU v skladu s pravili o državnih pomočeh. Ministrstvo si v ta namen izmenjuje podatke in informacije z Banko Slovenije ter Slovenskim državnim holdingom. Ministrstvo o učinkih izvedenih ukrepov na podlagi tega zakona poroča vladi polletno. Ministrstvo mora prejete zaupne podatke in informacije varovati v skladu z zakonom, ki ureja bančništvo. Vlada s podzakonskim aktom po posvetovanju z Banko Slovenije podrobneje predpiše kriterije za ocenjevanje učinkov izvedenih ukrepov na podlagi tega zakona.

(7) Ukrepi za krepitev stabilnosti banke, o uporabi katerih odloči vlada v skladu s tretjim odstavkom tega člena, se lahko začnejo izvajati,

- the method of reporting by the interministerial committee to the Government on its work.

(4) The interministerial committee shall be established by the Government. The interministerial committee shall consist of eight members. Five members shall be appointed on the Government's proposal, of which one is proposed by the Office of the Prime Minister, three by the ministry and one by the ministry responsible for the economy. Three members of the interministerial committee shall be appointed by the Bank of Slovenia. The Government may also appoint additional members of the interministerial committee as advisers without voting rights. The president of the interministerial committee shall be appointed by the minister responsible for finance; when the number of votes of the members of the interministerial committee is tied, the president of the interministerial committee shall have the casting vote.

(5) The Bank of Slovenia shall cooperate with the BAMC in monitoring the implementation of measures pursuant to this Act. Within the framework of this cooperation, the Bank of Slovenia and the BAMC shall exchange all data and information regarding the bank that are necessary in the process of decision-making on the measures pursuant to this Act and in the implementation of supervision of the bank in accordance with the Act governing banking. The BAMC shall keep all received confidential data and information in accordance with the Act governing banking.

(6) The ministry shall monitor the effects of the implemented measures pursuant to this Act, with a view in particular to fulfilling the undertakings given by the Republic of Slovenia to the EU in accordance with the rules on state aid. To this end, the ministry shall exchange data and information with the Bank of Slovenia and Slovenian Sovereign Holding. The ministry shall report to the Government semi-annually on the effects of the implemented measures pursuant to this Act. The ministry shall protect confidential data and information received in accordance with the Act governing banking. After consulting the Bank of Slovenia, the Government shall prescribe in detail by an implementing regulation the criteria for assessment of the effects of the implemented measures pursuant to this Act.

(7) The measures to enhance bank stability which are decided by the Government in accordance with paragraph three of this Article,

ko banka sklene pogodbo z DUTB o izvajanju ukrepov v skladu z odločbo vlade.

(8) Če je za izvedbo ukrepov za krepitev stabilnosti banke potrebno zagotoviti aktivnosti, za katere se zahteva soglasje organov banke razen skupščine, morajo biti soglasju predložene ustrezne odločitve organov banke, ki se v skladu z internimi akti banke ali veljavnimi predpisi zahtevajo za veljavnost teh ukrepov.

## **21. člen (namenska družba)**

(1) Namenska družba je družba, ki prevzema tveganja bank. Namenska družba se lahko ustanovi le v obliki delniške družbe.

(2) Ne glede na določbe zakona, ki ureja gospodarske družbe, o vplačilu osnovnega kapitala delniške družbe v denarju, je lahko celotni kapital namenske družbe, ki je organizirana kot delniška družba, ki jo ustanovi banka ali več bank, vplačan s stvarnimi vložki.

(3) V postopku povečanja osnovnega kapitala namenske družbe se ne uporabljajo določbe zakona, ki ureja gospodarske družbe, o obvezni ustanovitveni reviziji in o reviziji stvarnih vložkov.

## **22. člen (porošstva države za krepitev stabilnosti bank)**

(1) Ne glede na določbe zakona, ki ureja javne finance, ki urejajo izdajanje poroštev države, lahko država za doseganje namena tega zakona, izdaja porošstva:

- za prevzete obveznosti DUTB;
- za obveznosti namenske družbe.

(2) Poroštva države, izdana na podlagi prejšnjega odstavka, se

shall be implemented when a bank concludes a contract with the BAMC on implementation of the measures in accordance with the Government's decision.

(8) If the implementation of measures to enhance bank stability requires activities that must be approved by the bodies of the bank excluding its general meeting, all appropriate decisions of the bodies of the bank which are required in accordance with the internal acts of the bank, or valid regulations in order to prove the validity of the measures, must be submitted for consent.

## **Article 21 (Dedicated company)**

(1) A dedicated company is a company that shall assume the risks of banks. A dedicated company may be established only as a joint stock company.

(2) Notwithstanding the provisions of the Act governing companies regarding the payment of share capital of a joint stock company in monetary form, the entire capital of the dedicated company, which is organised as a joint stock company established by one or several banks, may be paid in non-monetary contributions.

(3) The provisions of the Act governing companies on compulsory formation audit and the audit of non-monetary contributions do not apply to the process of increasing the share capital of the dedicated company.

## **Article 22 (State guarantees for the enhancement of bank stability)**

(1) Notwithstanding the provisions of the Act governing public finance that regulate the issue of state guarantees, the state may issue guarantees in order to achieve the purposes of this Act:

- for commitments of the BAMC;
- for liabilities of the dedicated company.

(2) The state guarantees issued on the basis of the preceding



z diskrecijsko pravico Republike Slovenije lahko izdajo za vse ali le del obveznosti DUTB oziroma namenskih družb.

(3) Poroštva države, izdana na podlagi prvega odstavka tega člena, se ne všttevajo v obseg poroštev države, določen v zakonu, ki ureja letno izvrševanje proračuna. Država se lahko za financiranje poroštev za krepitev stabilnosti bank dodatno zadolži do zneska, ki je določen v zakonu, ki ureja letno izvrševanje proračuna.

(4) Pogodbo o poroštvu podpiše v imenu in za račun države minister, pristojen za finance.

(5) Skupen obseg poroštev iz prvega odstavka tega člena ne sme presegati 4 milijarde eurov.

(6) Vlada s podzakonskim aktom po posvetovanju z Banko Slovenije podrobneje uredi:

1. vrsto poroštv in vrste tveganj, ki se lahko krijejo,
2. najnižjo raven lastnih virov sredstev, ki jih mora imeti banka, ki je deležna ukrepov po tem zakonu,
3. izračun in nadomestilo iz poroštev,
4. merila in kriterije za dodelitev poroštv,
5. zgornje meje za izdajo poroštv za obveznosti posameznih finančnih institucij, kakor tudi za posebne vrste poroštev in
6. druge pogoje, potrebne za zagotavljanje uresničevanja namena izdaje poroštev države v skladu s tem zakonom.

(7) Vlada najpozneje v treh delovnih dneh obvesti državni zbor o izdaji in spremembah podzakonskega akta iz prejšnjega odstavka.

### **23. člen**

#### **(povečanje osnovnega kapitala bank in drugih kapitalnih instrumentov banke)**

(1) Premoženje DUTB se lahko uporabi za povečanje osnovnega kapitala bank. Za ta namen lahko DUTB pridobi delnice banke

paragraph may be issued on the basis of the discretionary right of the Republic of Slovenia for all or part of the liabilities of the BAMC or dedicated companies.

(3) The state guarantees issued on the basis of paragraph one of this Article shall not be included within the scope of state guarantees provided by the Act governing the annual implementation of the budget. The state may make additional borrowings to finance guarantees for the enhancement of bank stability, specifically up to the amount as provided by the Act governing the annual implementation of the budget.

(4) A state guarantee contract shall be signed by the minister responsible for finance, in the name and for the account of the state.

(5) The total scope of guarantees referred to in paragraph one of this Article shall not exceed EUR 4 billion.

(6) After consulting the Bank of Slovenia, the Government shall specify by implementing regulation the following:

1. the type of guarantee and the risks covered by such guarantee,
2. the minimum level of own funds of the bank, subject to the measures provided by this Act,
3. the calculation of and compensation arising from a guarantee,
4. the measures and criteria for granting a guarantee,
5. the upper limit for the issue of a guarantee for the liabilities of individual financial institutions, as well as for special types of guarantees, and
6. other conditions necessary to ensure fulfilment of the purpose of the issuing of state guarantees in accordance with this Act.

(7) The Government shall within three working days at the latest notify the National Assembly of such issue and amendments to the implementing regulation referred to in the preceding paragraph.

### **Article 23**

#### **(Increase of share capital of banks and other capital instruments of banks)**

(1) The assets of the BAMC may be used for increasing the share capital of banks. For this purpose, the BAMC may acquire the

in druge kapitalske instrumente, ki se v skladu z zakonom, ki ureja bančništvo, upoštevajo pri izračunu kapitala banke.

(2) Prevzem in prodaja deležev v skladu s prejšnjim odstavkom se izvede, če se finančne stabilnosti v Republiki Sloveniji ne da doseči z drugimi ukrepi ali na bolj ekonomičen način.

(3) V primeru uporabe ukrepa povečanja osnovnega kapitala bank lahko DUTB pridobiva delnice bank po ceni, ki se določi v postopku presoje glede uvedbe ukrepa in mora biti znatno nižja od knjigovodske oziroma cene, določene na podlagi vrednotenja, odvisno od tega, katera od njiju je nižja. Banka mora pred povečanjem osnovnega kapitala oziroma vplačilom sredstev v druge instrumente banke zagotoviti, da se izguba banke iz poslovanja krije v breme za to razpoložljivega kapitala banke.

(4) DUTB lahko pridobiva delnice bank z vplačilom denarnih sredstev pri ustanovitvi ali povečanju osnovnega kapitala banke. Ob pridobitvi delnic banke mora biti opredeljen tudi rok in drugi pogoji za odtujitev delnic banke, z namenom dezinvestiranja sredstev SSB. Ob vplačilu delnic ali drugih kapitalskih instrumentov, ki jih izda banka, se lahko določijo tudi sankcije oziroma druge posledice, vključno z določitvijo prednostne pravice pri izplačilu dividend oziroma dobička, če banka ali delničarji po izteku obdobja udeležbe DUTB v kapitalu banke ne zagotovijo dezinvestiranja sredstev.

(5) Vlada s podzakonskim aktom po posvetovanju z Banko Slovenije podrobneje uredi:

1. merila in kriterije za povečanje osnovnega kapitala bank,
2. zgornje meje za udeležbo v lastnih virih sredstev posameznih bank, kakor tudi za posebne vrste postavk lastnih virov sredstev,
3. merila in kriterije, pod katerimi sklad odproda svojo udeležbo v postavkah lastnih virov sredstev, in
4. druga merila in kriterije, potrebne za zagotavljanje namena tega zakona v okviru povečanja osnovnega kapitala bank v skladu s tem členom.

shares of a bank and other capital instruments which, in accordance with the Act governing banking, shall be considered in the calculation of the bank's capital.

(2) The acquisition and sale of shares in accordance with the preceding paragraph shall be implemented if financial stability in the Republic of Slovenia cannot be achieved by other measures or in a more economical manner.

(3) If an increase in the share capital of banks is implemented, the BAMC may acquire the shares of banks at a price determined in the assessment procedure regarding the introduction of the measure; the said price should be substantially lower than the book value or the price determined on the basis of valuation, depending on which price is lower. The bank shall provide, prior to an increase in the share capital or payment of other capital instruments of the bank, the operating loss of the bank to be covered from the bank's available capital intended for this purpose.

(4) The BAMC may acquire the shares of banks with money at establishment or upon an increase of the bank's share capital. Upon acquisition of the bank's share, the deadline and other conditions for the disposal of the bank's shares must be determined for the purpose of divesting the assets of the BSF. Sanctions and other consequences, including determination of the priority right in the payment of dividends or profits if upon expiry of the period of BAMC's participation in the bank's capital the bank or shareholders do not ensure the divestment of assets, may be determined upon the purchase of shares or other capital instruments.

(5) After consulting the Bank of Slovenia, the Government shall specify by implementing regulation the following:

1. The measures and criteria for increasing the share capital of banks,
2. The upper limit for the participation in own funds of individual banks, as well as for special types of items of own funds,
3. The measures and criteria according to which the fund sells its participation in items of its own funds, and
4. Other measures and criteria necessary to ensure the purpose of this Act within the scope of the share capital increase of banks in accordance with this Article.

**24. člen**  
**(poročstva države za obveznosti bank iz naslova črpanja neposrednega posojila v skrajni sili)**

(1) Ne glede na predviden obseg novo izdanih poroštev države v posameznem proračunskem letu na podlagi zakona, ki ureja letno izvrševanje proračuna, lahko država izdaja dodatna poročstva za obveznosti banke do Banke Slovenije iz naslova črpanja neposrednega posojila v skrajni sili.

(2) Če Banka Slovenije ugotovi, da so pri banki podani pogoji za odobritev neposrednega posojila v skrajni sili in da banka ne razpolaga s premoženjem, ki je v skladu s predpisi, ki jih določa Banka Slovenije za odobritev neposrednega posojila v skrajni sili, potrebno za zavarovanje obveznosti banke iz naslova črpanja posojila v skrajni sili, Banka Slovenije:

- ob predhodnem soglasju banke poda pobudo iz prvega odstavka 20. člena tega zakona in
- ministrstvu ter medresorski komisiji iz 20. člena tega zakona posreduje vse informacije, potrebne za sklenitev pogodbe o poročstvu.

(3) Država se lahko za financiranje poroštev iz prvega odstavka tega člena dodatno zadolži do zneska, ki je določen v zakonu, ki ureja letno izvrševanje proračuna.

**25. člen**  
**(presoja upravičenosti)**

Država izda poročstvo iz prvega odstavka 24. člena tega zakona, če iz predloga Banke Slovenije izhaja, da bi v nasprotnem primeru nastale resne posledice za pravilno delovanje finančnih trgov, ki bi lahko ogrozile stabilnost finančnega sistema.

**26. člen**

**Article 24**  
**(State guarantees for the liabilities of banks arising from the drawing of a direct loan in last resort)**

(1) Notwithstanding the anticipated scope of newly issued state guarantees in each individual budgetary year pursuant to the act governing annual implementation of the budget, the state may issue additional guarantees for the bank's obligations to the Bank of Slovenia arising from the drawing of a direct loan in last resort.

(2) If the Bank of Slovenia establishes that the bank meets the conditions for the approval of a direct loan in last resort, and that the bank does not dispose of assets that, according to the regulations laid down by the Bank of Slovenia for the approval of a direct loan in last resort, are required as collateral for the bank's liabilities arising from the drawing of a loan in last resort, the Bank of Slovenia shall:

- provide an initiative referred to in paragraph one of Article 20 of this Act upon the preliminary agreement of the bank, and
- provide the ministry and the interministerial committee referred to in Article 20 of this Act all information required for the conclusion of the contract on the provision of a guarantee.

(3) The state may make additional borrowings to finance guarantees referred to in paragraph one of this Article, namely up to the amount as stipulated in the Act governing the annual implementation of the budget.

**Article 25**  
**(Assessment of eligibility)**

The state shall issue a guarantee referred to in paragraph one of Article 24 of this Act if the proposal of the Bank of Slovenia determines that, should no such guarantee be issued, serious consequences for the proper functioning of financial markets would occur that could endanger the stability of the financial system.

**Article 26**

### **(pogodba o poroštvu države)**

(1) Pogodbo o poroštvu države za obveznosti banke do Banke Slovenije iz naslova črpanja neposrednega posojila v skrajni sili podpiše z Banko Slovenije v imenu in za račun države minister, pristojen za finance, in sicer za obveznosti banke v višini, ki ni zavarovana z drugim ustreznim premoženjem banke v skladu s predpisi Banke Slovenije.

(2) Za poroštvo države iz prejšnjega odstavka se smiselno uporabljajo določbe o poroštvi države, izdanih na podlagi 22. člena tega zakona.

### **27. člen**

#### **(pogoji za uporabo ukrepov za krepitev stabilnosti bank)**

(1) Banka, ki je deležna ukrepov po tem zakonu, mora zagotavljati trdno in preudarno poslovno politiko in pripraviti poslovno strategijo, ki jo oceni medresorska komisija iz 20. člena tega zakona. V poslovni strategiji mora banka, ki je deležna ukrepov po tem zakonu, navesti tudi ukrepe za pokritje preteklih izgub banke v breme imetnikov delnic banke in morebitnih imetnikov hibridnih finančnih instrumentov banke (podrejenih upnikov) in možnosti za udeležbo zasebnih investitorjev pri izvedbi ukrepov po tem zakonu.

(2) Vlada s podzakonskim aktom po posvetovanju z Banko Slovenije podrobneje določi zahteve, ki jih morajo izpolnjevati banke, ki so deležne ukrepov po tem zakonu, in sicer glede:

1. poslovne strategije in v primeru bank zlasti odobravanja posojil malim in srednje velikim podjetjem, in vzdržnost izvajanja poslovnega modela,
2. uporabe prejetih denarnih sredstev,
3. plačila njihovih organov, zaposlenih in glavnih zastopniških pooblaščenecv,
4. stopnje lastnih sredstev,
5. razdelitve dividend,

### **(Contract on state guarantee)**

(1) A contract on state guarantee for the liabilities of a bank to the Bank of Slovenia arising from the drawing of a direct loan in last resort shall be signed by the minister responsible for finance, in the name and for the account of the state, with the Bank of Slovenia, i.e. for the liabilities of the bank in an amount not secured with any other of the bank's appropriate assets, in accordance with the regulations of the Bank of Slovenia.

(2) The state guarantee referred to in the preceding paragraph shall be subject *mutatis mutandis* to the provisions on the state's guarantees issued on the basis of Article 22 of this Act.

### **Article 27**

#### **(Conditions for the application of measures to enhance bank stability)**

(1) A bank subject to the measures provided by this Act shall ensure a sound and prudent business policy and prepare a business strategy which shall be assessed by the interministerial committee referred to in Article 20 of this Act. In its business strategy, the bank, subject to the measures provided by this Act, shall state the measures for covering past losses of the bank by debiting the owners of shares of the bank and possible owners of hybrid financial instruments of the bank (subordinated creditors) and the possibilities for the participation of private investors in the implementation of measures according to this Act.

(2) Upon consultation with the Bank of Slovenia, the Government shall define in detail by implementing regulation the requirements that banks, subject to the measures provided by this Act, must ensure, i.e.:

1. A business strategy and in the case of banks, in particular approvals of loans to small and medium-sized companies, and the sustainability of implementation of the business model,
2. The use of cash assets received,
3. The payment of their bodies, employees and main authorised representatives,
4. The level of own assets,
5. The distribution of dividends,

6. načina izpolnitve teh zahtev,
  7. ukrepov za preprečevanje izkrivljanja konkurence,
  8. načina, na katerega bodo sredstva pretvorjena v SSB,
  9. pravno zavezujoče obljube o izpolnjevanju zahtev iz 1. do 8. točke tega odstavka, ki jo da pooblaščen organ s soglasjem nadzornega organa, in se objavi,
10. drugih meril in kriterijev, potrebnih za zagotavljanje namena tega zakona v skladu s prvim odstavkom tega člena,
  11. posledic ukrepa za obstoječe lastnike v bankah ter
  12. pravnih posledic neizpolnjevanja navedenih zahtev.

(3) Zahteve se lahko spremenijo glede na vrsto in upravičenca do ukrepa.

(4) DUTB lahko imenuje pooblaščenca za spremljanje, ki kot neodvisna in strokovno usposobljena oseba v imenu DUTB v banki, ki je deležna ukrepov po tem zakonu, spremlja poslovanje banke oziroma namenske družbe, zlasti izvajanje poslovne strategije ter zahtev iz drugega odstavka tega člena. Pooblaščenec za spremljanje za svoje delo v skladu s tem odstavkom odgovarja DUTB.

(5) Vlada lahko s podzakonskim aktom po posvetovanju z Banko Slovenije podrobneje predpiše pooblastila in naloge pooblaščenca za spremljanje.

(6) DUTB lahko, če delež vseh bank, ki so deležne ukrepov po tem zakonu, v kapitalu posameznega dolžnika presega 51%, imenuje pooblaščenca za spremljanje v imenu DUTB v dolžniku bank, ki so deležne ukrepov po tem zakonu. Ta pooblaščenec ima pristojnost spremljanja poslovanje dolžnika, zlasti izvajanja poslovne strategije in načrta prestrukturiranja podjetja s ciljem odprodaje kapitalskih naložb DUTB v tem dolžniku v najkrajšem možnem času.

(7) Vlada najpozneje v treh delovnih dneh obvesti državni zbor o izdaji in spremembah predpisa iz drugega in petega odstavka tega člena.

6. The manner of fulfilling these requirements,
  7. The measures for preventing the distortion of competition,
  8. The method according to which assets will be converted to the BSF,
  9. A legally binding commitment on the completion of the requirements referred to in points 1 to 8 of this paragraph provided by the authorised authority with the supervisory body's consent, and which is published,
10. Other measures and criteria necessary to ensure the purpose of this Act in accordance with paragraph one of this Article,
  11. The consequences of the measure for existing owners of banks, and
  12. The legal consequences of failure to fulfil the above-mentioned requirements.

(3) The requirements may be modified with regard to the type and entity entitled to the provision of the measure.

(4) The BAMC may appoint authorised persons for monitoring purposes who, as independent and professionally qualified persons in the name of the BAMC at the bank, subject to the measures provided by this Act, monitor the bank's operations or the operations of the dedicated company, especially the implementation of the business strategy and the requirements referred to in paragraph two of this Article. The person authorised for such monitoring shall be answerable to the BAMC for their work pursuant to this paragraph.

(5) Upon consultation with the Bank of Slovenia, the Government may prescribe in detail the authorisations and tasks of the person authorised for monitoring by implementing regulation.

(6) The BAMC may appoint a person authorised for monitoring in the name of the BAMC at the debtor of banks, subject to the measures provided by this Act, if the share of all banks that are subject to the measures provided by this Act in the capital of each debtor exceeds 51%. This authorised person shall have the competence to monitor the debtor's operations, especially the implementation of the business strategy and the company restructuring plan, for the purpose of selling off capital investments of the BAMC in this debtor as expeditiously as possible.

(7) The Government shall within three working days at the latest notify the National Assembly of the issuing and amendments to the regulation referred to in paragraphs two and five of this Article.

## 28. člen

### (izključitev obvezne prevzemne ponudbe in priglasitve koncentracij)

(1) DUTB ni zavezana:

- priglasiti koncentracije v skladu z zakonom, ki ureja preprečevanje omejevanja konkurence,
- dati obvezne prevzemne ponudbe v skladu z zakonom, ki ureja prevzeme,
- pridobiti dovoljenja za pridobitev kvalificiranega deleža v skladu z zakonom, ki ureja bančništvo,

če bi koncentracijo, prevzemni prag oziroma dodatni prevzemni prag ali kvalificirani delež v ciljni družbi dosegla s pridobitvijo vrednostnih papirjev ali deleža ciljne družbe v okviru izvajanja ukrepov iz drugega odstavka 2. člena tega zakona, zlasti:

1. na podlagi realizacije zavarovanja, katerega predmet so bili vrednostni papirji ciljne družbe ali
2. na podlagi povečanja osnovnega kapitala ciljne družbe s stvarnimi vložki,, predmet so terjatve banke do ciljne družbe.

(2) DUTB izgubi glasovalne pravice v ciljni družbi oziroma banki, če v petih letih od pridobitve vrednostnih papirjev ali deleža v skladu s prejšnjim odstavkom teh ne odsvoji.

(3) DUTB je zavezana priglasiti koncentracijo, dati prevzemno ponudbo ali pridobiti dovoljenje za pridobitev kvalificiranega deleža ob prvi nadaljnji pridobitvi vrednostnih papirjev ali deleža ciljne družbe, ki ni povezana z izvajanjem ukrepov v skladu s tem zakonom.

(4) Če DUTB ne da prevzemne ponudbe v skladu s prejšnjim odstavkom, iz vrednostnih papirjev ali deleža ciljne družbe, ki jih je pridobila v skladu s prvim in drugim odstavkom tega člena, oziroma naknadno pridobljenih vrednostnih papirjev ali deleža ciljne družbe, ne more več uresničevati glasovalnih pravic.

(5) DUTB je dolžna obveščati Agencijo za trg vrednostnih papirjev pred in po pridobitvi vrednostnih papirjev ali deleža v skladu s

## Article 28

### (Exclusion of obligatory takeover bid and notice of concentrations)

(1) The BAMC shall not be obliged:

- to give notice of concentration in accordance with the Act governing the prevention of restriction of competition,
- to provide an obligatory takeover bid in accordance with the Act governing takeovers,
- to obtain a permit for the acquisition of the qualifying holding in accordance with the Act governing banking,

if the concentration, takeover threshold or additional takeover threshold or qualifying holding in the target company would be achieved with the acquisition of securities or a share of the target company within the scope of the implementation of measures referred to in paragraph two of Article 2 of this Act, especially:

1. on the basis of the realisation of collateral, the subject of which was the securities of the target company, or
2. on the basis of an increase of share capital of the target company through non-cash contributions, the subject of which was the bank's claims against the target company.

(2) The BAMC shall forfeit voting rights in the target company or bank if it does not dispose of them within five years of the acquisition of securities or the share in accordance with the preceding paragraph.

(3) The BAMC shall be obliged to give notice of concentration, submit a takeover bid or acquire a permit for the acquisition of the qualifying holding upon any first subsequent acquisition of the target company's securities or share which is not connected with the implementation of measures provided by this Act.

(4) If the BAMC does not provide a takeover bid in accordance with the preceding paragraph, it may not exercise its voting rights arising from the target company's securities or share acquired in accordance with paragraphs one and two of this Article, or which were acquired subsequently.

(5) The BAMC is obliged to notify the Securities Market Agency before and after the acquisition of securities or the share in accordance

prvim odstavkom tega člena najkasneje v treh delovnih dneh pred ali po pridobitvi.

(6) DUTB mora voditi in najmanj enkrat mesečno posodabljati seznam družb oziroma naložb, ki jih pridobi v okviru izvajanja ukrepov po tem zakonu.

(7) Ne glede na določbe zakona, ki ureja prevzeme, se za DUTB in od nje odvisne družbe domnevi, da odvisna družba in obvladujoča oseba delujeta usklajeno ter da usklajeno delujejo družbe, ki so odvisne od iste obvladujoče osebe, ne štejeta za neizpodbitni.

## **29. člen (izjeme od uporabe drugih zakonov)**

(1) Za pogodbe o prenosu tveganih postavk, ki jih DUTB sklene z bankami ali namenskimi družbami, ki so deležne ukrepov po tem zakonu, se ne uporabljajo določbe zakona, ki ureja obligacijska razmerja, o izpodbijanju pravnih dejanj dolžnika, če je dolжник banka deležna ukrepov po tem zakonu, o razvezi ali spremembi pogodbe zaradi spremenjenih okoliščin, o čezmernem prikrajšanju in o oderuški pogodbi.

(2) Prenos premoženja, ki je določen v pogodbi DUTB z banko ali namensko družbo, ki je deležna ukrepov po tem zakonu, učinkuje v razmerju med DUTB in dolžniki banke ali namenske družbe, ki je deležna ukrepov po tem zakonu, ne glede na morebitne omejitve prenosljivosti tega premoženja, ki bi izhajale iz prepovedi prenosa, zahteve po pridobitvi soglasja ali dovoljenja za prenos ali druge podobne omejitve, ki so določene z drugimi zakoni ali v pogodbi med banko ali namensko družbo, ki je deležna ukrepov po tem zakonu, in njenimi dolžniki ali drugimi osebami, ki so stranke večstranskega pogodbenega razmerja.

(3) Za veljavnost in učinke prenosa premoženja v razmerju med DUTB, banko, ki je deležna ukrepov po tem zakonu, in njenimi dolžniki se ne zahteva nobeno dodatno dejanje banke, ki je deležna ukrepov po tem

with paragraph one of this Article, namely within three working days at the latest before or after the acquisition.

(6) The BAMC shall keep, and at least once per month update, a list of companies or investments acquired as part of the implementation of measures provided by this Act.

(7) Notwithstanding the provisions of the Act governing takeovers, the assumptions that the controlled company and controlling person, and companies controlled by the same controlling person, are persons acting in concert shall not be deemed non-actionable as regards the BAMC and the companies controlled by it.

## **Article 29 (Exceptions in the application of other Acts)**

(1) The provisions of the Act governing obligations do not apply to contracts on the transfer of risky items concluded between the BAMC and banks or dedicated companies, subject to the measures provided by this Act, specifically on challenging the legal actions of the debtor if the debtor is a bank subject to the measures provided by this Act, on the termination or amendment of a contract due to modified circumstances, or excessive deprivation or a usurious contract.

(2) The transfer of assets as specified in the contract, which shall be concluded between the BAMC and the bank or dedicated company, subject to the measures provided by this Act, shall have effect in the relationship between the BAMC and debtors of the bank or dedicated company, subject to the measures provided by this Act, notwithstanding the possible restrictions on the transferability of these assets which could emerge from the prohibition of transfer, the requirements for acquiring a consensus or a permit for the transfer or any other similar limitations provided by other Acts or in the contract concluded between the bank or dedicated company, subject to the measures provided by this Act, and its debtors or other persons that are party to a multilateral agreement.

(3) For the validity and effects of the transfer of assets between the BAMC, the bank, subject to the measures provided by this Act, and its debtors, no additional act of the bank, subject to the measures provided

zakonu, ali njenih dolžnikov ali drugih oseb, ki so stranke večstranskega pogodbenega razmerja, ne glede na drugačne določbe v pogodbi ali zakonih, ki se uporabljajo v zvezi s prenosom tega premoženja.

(4) Za pogodbe DUTB z bankami ali namenskimi družbami, ki so deležne ukrepov po tem zakonu, o ukrepih, ki se izvedejo v skladu s tem zakonom in na njegovi podlagi izdanimi podzakonskimi akti, se ne uporabljajo določbe zakona, ki ureja postopke zaradi insolventnosti, o izpodbijanju pravnih dejanj stečajnega dolžnika.

(5) Ne glede na določbe zakona, ki ureja postopke zaradi insolventnosti, se postopki glede terjatev bank, ki so deležne ukrepov po tem zakonu, do stečajnih dolžnikov, obravnavajo prednostno.

(6) DUTB lahko v primeru stvarne ali pravne napake odstopi od prevzema posamezne tvegane postavke in zahteva, da banka vrne zaradi prenosa te postavke prejeto plačilo, če:

- zaradi ugotovljenih napak ne more uresničiti namena prevzema;
- ne more kako drugače odpraviti napake ali nadomestiti škode, nastale zaradi napake, in
- lahko preneseno premoženje vrne v stanju, v kakršnem je bilo prejeto.

DUTB pred odstopom obvesti Banko Slovenije o nameravanem odstopu od prevzema tvegane postavke. DUTB lahko odstopi od prevzema tvegane postavke le, če Banka Slovenije sporoči, da odstop od prevzema tvegane postavke ne bo ogrozil kapitalske ustreznosti banke.

(7) Ne glede na določbe zakona, ki ureja bančništvo, ki urejajo ocenjevanje primernosti članov upravljalnega organa, izvede v banki, ki je bila deležna ukrepov za krepitev stabilnosti bank po tem zakonu in v kateri je Republika Slovenija edini družbenik, ocenjevanje primernosti člana nadzornega sveta pred njegovim imenovanjem Slovenski državni holding. Pri izdelavi ocene primernosti kandidata za člana nadzornega sveta Slovenski državni holding upošteva pogoje in merila, ki jih za člana nadzornega sveta banke določa zakon, ki ureja bančništvo, in akti, izdani na njegovi podlagi.

by this Act, or its debtors or other persons which are party of multilateral agreement is required, notwithstanding any contrary provisions in the contract or Acts that apply to the transfer of these assets.

(4) The provisions of the Act governing insolvency proceedings shall not apply to contracts concluded between the BAMC and banks or dedicated companies, subject to the measures provided by this Act, namely regarding measures that are implemented in accordance with this Act and the regulations based thereon, i. e. on the challenging of legal actions of the debtor in bankruptcy.

(5) Notwithstanding the provisions of the Act governing insolvency proceedings, proceedings regarding the claims of banks, subject to the measures provided by this Act, due from debtors in bankruptcy, shall be considered with priority.

(6) In the event of factual or legal defect, the BAMC may withdraw from the acquisition of a particular risky item and require the bank to return the received payment for the transfer of that item, provided that:

- the purpose of the acquisition cannot be realised due to defects identified,
- it is not capable of removing the defect or compensating for damage incurred thereby in any other manner, and
- it is able to return the transferred asset in the state in which it was received.

The BAMC shall, prior to withdrawal, notify the Bank of Slovenia of the intended withdrawal from the acquisition of the risky item. The BAMC may only withdraw from the acquisitions of risky items upon communication from the Bank of Slovenia that capital adequacy of the bank will not be endangered by withdrawal from the acquisition of the risky item.

(7) Notwithstanding the provisions of the Act governing banking which relate to assessment of the suitability of members of a governing body, such assessment of the suitability of a member of the supervisory board in the bank subject to measures to enhance bank stability pursuant to this Act, in which the Republic of Slovenia is a sole shareholder, shall be carried out by Slovenian Sovereign Holding, prior to his/her appointment. In carrying out the assessment of the suitability of a member of the supervisory board, Slovenian Sovereign Holding shall take into consideration the conditions and criteria which apply to members of



supervisory boards laid down by the Act governing banking and regulations based thereon.

**30. člen**  
**(nesuspendivnost pravnih sredstev)**

(1) Pravno sredstvo zoper odločbo, ki je bila izdana v skladu s tem zakonom ali na njegovi podlagi izdanimi podzakonskimi akti, ne zadrži njene izvršitve.

(2) V sporih v zvezi s pravnimi posli, ki so bili sklenjeni ali izvedeni na podlagi pogodbe z DUTB o izvajanju ukrepov v skladu z odločbo vlade iz tretjega odstavka 20. člena tega zakona, se ne sme izdati odločbe o zavarovanju v skladu z zakonom, ki ureja izvršbo in zavarovanje.

**31. člen**  
**(sodno varstvo)**

(1) Za postopke sodnega varstva zoper odločbe vlade, izdane po tem zakonu, se smiselno uporablja zakon, ki ureja upravni spor, če v tem členu ni določeno drugače.

(2) **[prenehal veljati](#)**

(3) Zadeve v postopku sodnega varstva po tem zakonu so nujne in o njih sodišče odloča prednostno.

**IV. OMEJITVE BANKAM TER ODGOVORNOST BANČNIH UPRAV IN NADZORNIKOV**

**32. člen**  
**(omejitve bank iz naslova ukrepov po tem zakonu)**

(1) Če je banka deležna ukrepov po tem zakonu, se z ukrepi na

**Article 30**  
**(Non-suspendibility of legal remedies)**

(1) A legal remedy against a decision issued in accordance with this Act or regulations based thereon shall not stay the execution of the decision.

(2) In disputes relating to legal transactions concluded or executed on the basis of a contract concluded with the BAMC on the implementation of measures in accordance with the decision of the Government referred to in paragraph three of Article 20 of this Act, a decision on collateral in accordance with the Act governing enforcement and security shall not be issued.

**Article 31**  
**(Judicial protection)**

(1) For the procedures of judicial protection against the decisions of the Government issued pursuant to this Act, the Act governing administrative disputes shall be applied *mutatis mutandis*, unless otherwise provided by this Article.

(2) **(Ceased to be in force)**

(3) All matters in the process of judicial protection according to this Act are of an urgent nature, and therefore the court shall prioritise them.

**IV. RESTRICTIONS ON BANKS AND THE RESPONSIBILITY OF MANAGEMENT AND SUPERVISORY AUTHORITIES IN BANKS**

**Article 32**  
**(Restrictions on banks arising from measures provided by this Act)**

(1) If a bank is subject to measures provided by this Act, the

podlagi tega zakona lahko določijo naslednje omejitve:

- omejitve glede prejemkov in drugih bonitet vodilnih oseb v banki;
- omejitve v zvezi z izplačilom dividend in omejitve drugih premoženjskih pravic delničarjev banke.

(2) Poleg omejitev iz prejšnjega odstavka lahko DUTB poda dodatne predloge glede omejitev bankam, ki so deležne ukrepov po tem zakonu.

(3) Odločitev o sprejemu omejitev iz prvega in drugega odstavka tega člena sprejme medresorska komisija iz 20. člena tega zakona na predlog DUTB.

(4) Omejitve iz prvega in drugega odstavka tega člena trajajo do preklica oziroma najkasneje do odprodaje kapitalskih naložb oziroma do konca trajanja poročila.

(5) Vlada s podzakonskim aktom po posvetovanju z Banko Slovenije podrobneje določi razloge za omejitve in omejitve iz prvega ter drugega odstavka tega člena.

### **33. člen**

#### **(odgovornost članov organov vodenja in nadzora bank ter organov nadziranja bank)**

(1) Člani upravnega odbora DUTB so dolžni vsak sum kaznivega ravnanja članov organov vodenja in članov organov nadzora bank ter organov nadziranja bank, s katerim se seznanijo v zvezi z opravljanjem svoje zaposlitve, predvsem ob pregledovanju kreditnih map iz devetega odstavka 11. člena tega zakona, takoj na ustrezen način naznaniti pristojnim organom.

(2) Opustitev dolžnosti iz prejšnjega odstavka se obravnava kot utemeljen razlog za razrešitev oziroma prekinitev delovnega razmerja iz krivdnih razlogov.

following restrictions may be determined through measures pursuant to this Act:

- restrictions regarding the income and other bonuses of bank managers;
- restrictions in relation to the payment of dividends and restrictions of other property rights of the bank's shareholders.

(2) In addition to the restrictions referred to in the preceding paragraph, the BAMC may, regarding the restrictions, make additional proposals to banks, subject to the measures provided by this Act.

(3) The decision on the adoption of restrictions referred to in paragraphs one and two of this Article shall be adopted by the interministerial committee referred to in Article 20 of this Act on the proposal of the BAMC.

(4) The restrictions referred to in paragraphs one and two of this Article shall be in force until their revocation, or until the disposal of capital investments at the latest, or until the expiry of the guarantee.

(5) Upon consultation with the Bank of Slovenia, the Government shall define in detail by implementing regulation the reasons for restrictions and the restrictions referred to in paragraphs one and two of this Article.

### **Article 33**

#### **(Responsibility of members of management and supervisory bodies of banks and authorities supervising banks)**

(1) The members of the BAMC's Management Board shall be obliged to immediately report to the competent authorities any suspicion of criminal conduct on the part of members of the management and supervisory bodies of banks or members of the authorities supervising banks, where they learn of such conduct in connection with the performance of their duties, especially in reviewing credit portfolios referred to in paragraph nine of Article 11 of this Act.

(2) A failure of duties referred to in the preceding paragraph shall be considered a valid reason for the dismissal or termination of employment on fault-based grounds.

(3) Ne glede na določbe zakona, ki ureja kazniva dejanja in zakona, ki ureja obligacijska razmerja, kazniva dejanja in odškodninska odgovornost članov organov vodenja bank in organov nadzora bank ter organov nadziranja bank, ki so deležne ukrepov po tem zakonu, ki nastanejo zaradi ali v povezavi z opravljanjem funkcije člana organa vodenja ali organa nadzora ter organa nadziranja bank ali namenski družbi, ki je deležna ukrepov po tem zakonu, zastarajo v zastaralnem roku, ki je štirikratnik splošnih zastaralnih rokov, kot jih določata zakon, ki ureja kazniva dejanja ter zakon, ki ureja obligacijska razmerja.

## V. KAZENSKE DOLOČBE

### 34. člen

#### **(prekrški članov upravnega odbora DUTB, DUTB ter njenih odgovornih oseb)**

(1) Z globo od 400 do 1.200 evrov se kaznuje član upravnega odbora DUTB, ki v nasprotju z 9. členom tega zakona in v nasprotju z določbo drugega ali tretjega odstavka 41. člena Zakona o integriteti in preprečevanju korupcije (Uradni list RS, št. 69/11 – uradno prečiščeno besedilo) ne sporoči podatkov o premoženjskem stanju, v nasprotju s četrtem odstavkom 43. člena Zakona o integriteti in preprečevanju korupcije ne spoštuje poziva Komisije za preprečevanje korupcije Republike Slovenije za predložitev podatkov o premoženjskem stanju ali v obrazec za prijavo premoženjskega stanja ali sprememb tega stanja ne vpiše vseh zakonsko zahtevanih podatkov ali vpiše neresnične podatke.

(2) DUTB se kaznuje z globo od 4.000 do 100.000 evrov, če:

1. v nasprotju z 9. členom tega zakona in v nasprotju s petim odstavkom 41. člena Zakona o integriteti in preprečevanju korupcije ne sporoči Komisiji za preprečevanje korupcije Republike Slovenije seznama zavezancev za prijavo premoženjskega stanja;

(3) Notwithstanding the provisions of the Act governing criminal offences and the Act governing obligations, the criminal offences and damage liability of members of management bodies of the banks and supervisory bodies of the banks, and authorities supervising banks which are subject to the measures provided by this Act, which emerge due to, or in connection with, the performance of their duties as members of management body or supervisory body, and the authority supervising banks or in the dedicated company which is subject to the measures provided by this Act, shall fall under the statute of limitations, which is four times longer than the general statutes of limitation as provided by the Act governing criminal offences and the Act governing obligations.

## V. PENALTY PROVISIONS

### Article 34

#### **(Offences of members of Management Board of the BAMC, the BAMC and its responsible persons)**

(1) A member of the BAMC's Management Board shall be fined from EUR 400 to EUR 1,200 if, in contravention of Article 9 of this Act and in contravention of the provision laid down in paragraphs two or three of Article 41 of the Integrity and Prevention of Corruption Act (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No 69/11 – official consolidated text), they fail to report data on their financial standing, or who in contravention of paragraph four of Article 43 of the Integrity and Prevention of Corruption Act, fails to comply with a request from the Commission for the Prevention of Corruption of the Republic of Slovenia for the provision of data on their financial standing, or if they fail to enter all legally required data or enter false data on the form for reporting their financial standing or fail to enter modifications to this standing.

(2) The BAMC shall be fined from EUR 4,000 to EUR 100,000 if:

1. in contravention of Article 9 of this Act and in contravention of paragraph five of Article 41 of the Integrity and Prevention of Corruption Act, it fails to report to the Commission for the Prevention of Corruption of the Republic of Slovenia the list of persons obliged to report their financial standing;

2. v nasprotju s šestim odstavkom 28. člena tega zakona mesečno ne posodablja seznama družb oziroma naložb, ki jih pridobi v okviru izvajanja ukrepov po tem zakonu.

(3) Z globo od 500 do 5.000 evrov se za prekršek iz prejšnjega odstavka kaznuje odgovorna oseba DUTB.

### **35. člen** **(pristojen prekrškovni organ)**

(1) Pristojen prekrškovni organ za prekrške iz prvega odstavka ter 1. točke drugega odstavka ter tretjega odstavka v povezavi s 1. točko drugega odstavka 34. člena tega zakona je Komisija za preprečevanje korupcije Republike Slovenije.

(2) Pristojen prekrškovni organ za prekrške iz 2. točke drugega odstavka ter tretjega odstavka v povezavi z 2. točko drugega odstavka 34. člena tega zakona je Agencija za trg vrednostnih papirjev.

(3) Globe, predpisane s tem zakonom, se lahko v hitrem postopku o prekršku izrekajo tudi v višjem znesku kot je najnižji predpisan znesek globe za posamezen prekršek.

## **VII. PREHODNE IN KONČNE DOLOČBE**

### **36. člen** **(prenehanje DUTB, prva odprodaja pridobljenih sredstev DUTB in prva objava seznama družb oziroma naložb)**

(1) Ta zakon se preneha uporabljati 31. decembra 2022, ko DUTB preneha obstajati.

(2) Ne glede na prejšnji odstavek lahko vlada predlaga državnemu zboru ukinitve DUTB, če DUTB proda več kot 75% prevzetih obveznosti.

2. in contravention of paragraph six of Article 28 of this Act, it fails to update monthly the list of companies or investments acquired within the scope of the implementation of measures provided by this Act.

(3) The responsible person of the BAMC shall be fined from EUR 500 to EUR 5,000 for the offences referred to in the preceding paragraph.

### **Article 35** **(Competent minor offence authority)**

(1) The competent minor offence authority for determining offences referred to in paragraph one and point 1 of paragraphs two and paragraph three in connection with point 1 of paragraph two of Article 34 of this Act is the Commission for the Prevention of Corruption of the Republic of Slovenia.

(2) The competent minor offence authority for determining offences referred to in point 2 of paragraph two and paragraph three in connection with point 2 of paragraph two of Article 34 is the Securities Market Agency.

(3) The fines prescribed by this Act may be imposed by fast-track procedure in amounts higher than the lowest prescribed amount of the fine for an individual offence.

## **VII. TRANSITIONAL AND FINAL PROVISIONS**

### **Article 36** **(Termination of the BAMC, first sale of acquired assets of the BAMC and first publication of the list of companies or investments)**

(1) This Act shall cease to apply on 31 December 2022, when the BAMC ceases to exist.

(2) Notwithstanding the preceding paragraph, the Government may propose the abolition of the BAMC to the National Assembly if the BAMC sells more than 75% of commitments.

(3) Premoženje ter pravice in obveznosti DUTB, kot so določene s tem zakonom, preidejo na Slovensko odškodninsko družbo, d.d. oziroma njenega pravnega naslednika, pri čemer pravno nasledstvo DUTB podrobneje uredi vlada s podzakonskim aktom po predhodnem poročanju državnemu zboru.

(4) Za pravnega naslednika iz prejšnjega odstavka ob prenosu iz prejšnjega odstavka ne veljajo izjeme, kot jih določa prvi odstavek 28. člena tega zakona.

(5) Če je Republika Slovenija v bankah, ki so deležne ukrepov po tem zakonu, kapitalsko udeležena, nosi sorazmerno enake stroške kot drugi delničarji.

(6) DUTB izvede prvo odprodajo pridobljenih sredstev v skladu s štirinajstim odstavkom 11. člena tega zakona v letu 2013.

(7) DUTB prvič objavi seznam družb oziroma naložb po šestem odstavku 28. člena tega zakona, ki jih pridobi v okviru izvajanja ukrepov po tem zakonu, najkasneje v šestih mesecih od uveljavitve tega zakona.

### **37. člen**

#### **(imenovanje neizvršnih članov upravnega odbora DUTB in prvih izvršnih direktorjev upravnega odbora DUTB)**

(1) Vlada imenuje neizvršne člane upravnega odbora DUTB najkasneje v 15 dneh od uveljavitve tega zakona.

(2) Do imenovanja izvršnih direktorjev upravnega odbora DUTB na podlagi razpisa v skladu s prvim odstavkom 8. člena tega zakona, imenovani člani upravnega odbora DUTB imenujejo vršilce dolžnosti izvršnih direktorjev, in sicer najkasneje v 15 dneh po svojem imenovanju.

(3) Razpis za imenovanje izvršnih direktorjev upravnega odbora DUTB v skladu s prvim odstavkom 8. člena tega zakona neizvršni

(3) The assets, rights and obligations of the BAMC as provided by this Act shall be transferred to the Slovenian Compensation Fund or its legal successor, whereas the legal succession of the BAMC shall be specified by the Government by implementing regulation upon preliminary reporting to the National Assembly.

(4) Exceptions as provided in paragraph one of Article 28 of this Act shall not apply to the legal successor referred to in the preceding paragraph in the case of a transfer referred to in the preceding paragraph.

(5) If the Republic of Slovenia has capital shares in banks that are subject to the measures provided by this Act, it shall bear costs that are proportionally equal to those of other shareholders.

(6) The BAMC shall implement the first sale of acquired assets in 2013, in accordance with paragraph fourteen of Article 11 of this Act.

(7) The BAMC shall publish the list of companies or investments as defined in paragraph six of Article 28 of this Act that are acquired within the scope of implementing measures provided by this Act no later than six months after the entry into force of this Act.

### **Article 37**

#### **(Appointment of non-executive members of the Management Board and the first executive directors)**

(1) The Government shall appoint non-executive members of the BAMC's Management Board no later than fifteen days after the entry into force of this Act.

(2) Until the appointment of the executive directors of the BAMC's Management Board on the basis of a call for applications in accordance with paragraph one of Article 8 of this Act, the appointed members of the BAMC's Management Board shall appoint acting executive directors, not later than fifteen days after their appointment as members of the BAMC's Management Board.

(3) The non-executive directors shall publish the call for applications for the appointment of executive directors of the BAMC's

direktorji upravnega odbora DUTB objavijo najkasneje v šestih mesecih od uveljavitve tega zakona.

**38. člen**  
**(rok za sprejem podzakonskih aktov)**

Vlada sprejme podzakonski akt iz četrtega odstavka 12. člena tega zakona v enem mesecu po uveljavitvi tega zakona.

**39. člen**  
**(začetek veljavnosti zakona)**

Ta zakon začne veljati naslednji dan po objavi v Uradnem listu Republike Slovenije.

Management Board in accordance with paragraph one of Article 8 of this Act no later than six months after the entry into force of this Act.

**Article 38**  
**(Deadline for adoption of implementing regulations)**

The Government shall adopt the implementing regulation referred to in paragraph four of Article 12 of this Act within one month of the entry into force of this Act.

**Article 39**  
**(Entry into force)**

This Act shall enter into force on the day following its publication in the Official Gazette of the Republic of Slovenia.