



Prague 1, Na Příkopě 33, building identification number 969, Post Code 114 07  
Identification No.: 45 31 70 54  
incorporated in the Commercial Register maintained with the Municipal Court in Prague,  
section B, insert 1360

Prague, 8 October 2001

## **Announcement of information**

### **Resolutions adopted by Komerční banka, a. s., General Meeting held on October 8, 2001**

#### **Resolution no. 1**

The General Meeting approves Rules of Procedure and Voting at the Komerční banka, a. s. General Meeting as suggested by the Board of Directors.

#### **Resolution no. 2**

The General Meeting elects:

JUDr. Ladislav Petrásek as the General Meeting chairman

Mgr. Jolana Zábršová as the minute clerk

Ing. Emília Fricová, CSc. and Ing. Ilona Lehovcová as minute verifies

Ing. Radomil Kochánek and Ing. Daniela Marková as vote-counters

#### **Resolution no. 3**

The General Meeting elects the following member of the Supervisory board:

Petr LAUBE, birth number 490708/118, resident in Kvapilova 957/9, Prague 5, Košíře

#### **Resolution no. 4**

The General Meeting elects the following member of the Supervisory board:

Didier ALIX, born 18 August 1946, resident in 14, bis, rue Raynouard, 75116 Paris

#### **Resolution no. 5**

The General Meeting elects the following member of the Supervisory board:

Jean-Louis MATTEI, born 8 September 1947, resident in 24, Rue Pierre et Marie Curie, 75005 Paris

#### **Resolution no. 6**

The General Meeting elects the following member of the Supervisory board:

Christian Achille Frederic POIRIER, born 30 November 1948, resident in 19, Rue Mademoiselle, 78000 Versailles

#### **Resolution no. 7**

The General Meeting elects the following member of the Supervisory board:

Séverin CABANNES, born 21 July 1958, resident in 14, rue de VOIJINS, 78430 LOUVELIENNES

**Resolution no. 8**

The General Meeting elects the following member of the Supervisory board:

Jan JUCHELKA, birth number 710919/5148, resident in Poděbrady, Jižní 1339, Nymburk district, ZIP code 290 01

**Resolution no. 9**

The General Meeting approved the following amendments in the existing Statutes of the Bank:

1. Second and third sentence in § 5, paragraph 7, is deleted.
2. The entire § 5, paragraph 10, is deleted.
3. The words „and at all branches“ in § 9, paragraph 5, first sentence, are deleted.
4. § 12, paragraph 2 h) is replaced with the following wording: „ submit to the Board of Directors opinion concerning the acquisition or disposal of fixed assets of the Bank which exceed CZK 340,000,000 in any single case or in numbers of related cases “.
5. The words „(if any such program has been set up)“ are appended to the end of § 12, paragraph 2 aa).
6. The word „twelve“ is replaced with the word „nine“ in § 13, paragraph 1, first sentence“.
7. The entire § 14, paragraph 8 is deleted.
8. The word „seven“ is replaced with the word „five“ in § 15, paragraph 2, first sentence.
9. The word „monthly“ is replaced with the word „quarterly“ in § 15, paragraph 3.
10. § 15, paragraph 8, second sentence shall have the following wording:  
"Such resolution shall be adopted if approved by affirmative vote of at least 5 members of the Supervisory Board"
11. § 16, paragraph 1 is replaced with the following wording:  
"the Supervisory Board shall set up the following two committees (hereinafter „Supervisory Board Committees“) as advisory and recommending bodies:  
a) Remuneration and Personal Committee, and  
b) Audit Committee"
12. § 16, paragraph 2 shall have the following wording:  
"Remuneration and Personal Committee as well as Audit Committee shall each have three members."

13. § 16, paragraph 4 shall have the following wording:

"Remuneration and Personal Committee shall be responsible for:

- a) Suggesting basic remuneration for Supervisory Board members and bonus for Board of Directors members based on the policy approved by the General Meeting and the terms for the use of options resulting from Share Incentive Plan being a part of remuneration for Board of Directors and Supervisory Board members,
- b) Preparing supporting documents for the report to be submitted to the General Meeting on the remuneration policy and actual remuneration paid in previous year based on the policy approved by the General Meeting at the recommendation of the Supervisory Board,
- c) Seeing that the principles used to provide remuneration for Board of Directors and Supervisory Board members comply with generally accepted international standards applicable to the remuneration of bank executives and members of governing bodies as well as with the requirements provided by generally binding legal regulations and so that they have an incentive effect on Board of Directors members; and/or initiating amendments in such principles,
- d) Suggesting the amount of remuneration for Supervisory Board members to the Supervisory Board to be ratified by the General Meeting,
- e) Suggesting to the Supervisory Board the distribution of royalties approved by the General Meeting,
- f) Evaluating remunerations paid to Supervisory Board members on an annual basis,
- g) Monitoring and evaluating the performance of Board of Directors and Supervisory Board members and committees,
- h) Providing recommendations to the Supervisory Board as regards Board of Directors members election and recall,
- i) Submitting proposals to the Supervisory Board concerning the appointments to Supervisory Board functions, Supervisory Board committees membership and division of labour within the Supervisory Board and its committees."

14. The whole § 16, paragraph 6 is deleted.

15. The words „once in a quarter“ are replaced with the words „once in a year“ in § 16, the existing paragraph 8".

16. § 18, paragraph 1, first sentence shall have the following wording:

"the Board of Directors consists of five members – natural persons – meeting the conditions provided in legal regulations and elected by the majority of all Supervisory Board members at the recommendation of Remuneration and Personal Committee."

17. The expression „40 times a year“ is replaced with the expression „20 times a year“ in § 18, paragraph 6, first sentence.

18. § 18, paragraph 11, second sentence shall have the following wording:

„Such resolution shall be adopted if approved by majority votes of all members of the Board of Directors“

19. Paragraph 6 in § 20 is deleted.

20. § 25, paragraph 2 f) shall have the following wording:

"to employees' share in profit (if approved by the Bank's General Meeting)"

21. § 39, first sentence, shall have the following wording:

"If the publication of certain facts is required by the Commercial Code, section Two, or by these Statutes such facts must be published both in the daily *Hospodářské noviny* and on the bank's official notice boards (under the title „Information for shareholders“) located in the Bank's seat".

22. § 40, paragraph 1, first indent: the words "top executive management of the bank" is replaced with the words "Executive Committee of the bank" and further in the provision the existing sentence "Top executive management of the bank is made up of the general manager and deputy general managers who execute the resolutions adopted by the Board of Directors." (including the heading "Top executive management of the bank" is replaced with the following new unnumbered paragraph:

"The Board of Directors appoints the Executive Committee whose members are general manager, deputies of general manager and other managers of the bank. The General manager occupies the post of Executive Committee Chairman automatically; Executive Committee meetings shall be presided by a nominated deputy general manager in the absence of the general manager. Total number of Executive Committee members must not exceed 15 persons. The Executive Committee shall meet regularly at least 20 times a year and resolve on all important affairs concerning everyday banking business."

23. The following new sentence shall be appended § 41, paragraph 2:

"The general manager need not be the bank's Board of Directors chairman."