



## GENERAL SHAREHOLDERS' MEETING OF KOMERČNÍ BANKA, a.s., HELD ON 25 APRIL 2017

### Results of the voting on the resolutions proposed to the general meeting

#### **Resolution No. 1**

The General Meeting approves the Board of Directors' report on the Bank's business activity and state of assets for the year 2016 in the wording submitted by the Board of Directors.

The number of valid votes cast was 154,885,999. These votes were attached to 154,885,999 shares representing 82.01 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

146,024,313 of the valid votes cast were for the proposal representing 94.278575 per cent of the votes present. 43,429 of the valid votes cast was against the proposal representing 0.028039 per cent of the votes present. 260 of the votes cast abstained on this proposal representing 0.000168 per cent of the votes present.

#### **Resolution No. 2**

The general meeting elects Mr. Pavel Henzl as chair of the General Meeting.

The number of valid votes cast was 154,887,084. These votes were attached to 154,887,084 shares representing 82. per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

146,068,262 of the valid votes cast were for the proposal representing 94.306290 per cent of the votes present. 1,200 of the valid votes cast was against the proposal representing 0.000775 per cent of the votes present. 1,260 of the votes cast abstained on this proposal representing 0.000813 per cent of the votes present.

#### **Resolution No. 3**

The general meeting elects Ms. Marcela Ulrichová as the minutes clerk.

The number of valid votes cast was 154,887,084. These votes were attached to 154,887,084 shares representing 82. per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

146,068,262 of the valid votes cast were for the proposal representing 94.306290 per cent of the votes present. 1,200 of the valid votes cast was against the proposal representing 0.000775 per cent of the votes present. 1,260 of the votes cast abstained on this proposal representing 0.000813 per cent of the votes present.

#### **Resolution No. 4**

The general meeting elects Ms. Marie Bartošová as the minutes verifier.

The number of valid votes cast was 154,887,084. These votes were attached to 154,887,084 shares representing 82. per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

146,068,262 of the valid votes cast were for the proposal representing 94.306290 per cent of the votes present. 1,200 of the valid votes cast was against the proposal representing 0.000775 per cent of the votes present. 1,260 of the votes cast abstained on this proposal representing 0.000813 per cent of the votes present.

#### **Resolution No. 5**

The general meeting elects Mr. Miroslav Černý as the scrutineer.

The number of valid votes cast was 154,887,084. These votes were attached to 154,887,084 shares representing 82. per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.



146,068,262 of the valid votes cast were for the proposal representing 94.306290 per cent of the votes present. 1,200 of the valid votes cast was against the proposal representing 0.000775 per cent of the votes present. 1,260 of the votes cast abstained on this proposal representing 0.000813 per cent of the votes present.

#### **Resolution No. 6**

The general meeting elects Mr. Aleš Babor as the scrutineer.

The number of valid votes cast was 154,887,084. These votes were attached to 154,887,084 shares representing 82. per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

146,068,262 of the valid votes cast were for the proposal representing 94.306290 per cent of the votes present. 1,200 of the valid votes cast was against the proposal representing 0.000775 per cent of the votes present. 1,260 of the votes cast abstained on this proposal representing 0.000813 per cent of the votes present.

#### **Resolution No. 7**

The General Meeting approves the Board of Directors' report on the Bank's business activity and state of assets for the year 2016 in the wording submitted by the Board of Directors.

The number of valid votes cast was 154,892,534. These votes were attached to 154,892,534 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

154,797,630 of the valid votes cast were for the proposal representing 99.938729 per cent of the votes present. 66,935 of the valid votes cast was against the proposal representing 0.043214 per cent of the votes present. 26,248 of the votes cast abstained on this proposal representing 0.016946 per cent of the votes present.

#### **Resolution No. 8**

The General Meeting approves the consolidated financial statements of Komerční banka, a. s., for the year 2016 in the wording submitted by the Board of Directors.

The number of valid votes cast was 154,900,094. These votes were attached to 154,900,094 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

154,748,371 of the valid votes cast were for the proposal representing 99.902051 per cent of the votes present. 67,105 of the valid votes cast was against the proposal representing 0.043321 per cent of the votes present. 25,238 of the votes cast abstained on this proposal representing 0.016293 per cent of the votes present.

#### **Resolution No. 9**

The General Meeting approves the annual financial statements of Komerční banka, a. s., for the year 2016 in the wording submitted by the Board of Directors.

The number of valid votes cast was 154,900,093. These votes were attached to 154,900,093 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

154,761,970 of the valid votes cast were for the proposal representing 99.910830 per cent of the votes present. 67,585 of the valid votes cast was against the proposal representing 0.043631 per cent of the votes present. 25,248 of the votes cast abstained on this proposal representing 0.0163 per cent of the votes present.

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**Resolution No. 10**

The General Meeting approves the distribution of the profit of Komerční banka, a. s., for the year 2016 in the total amount of CZK 4,119,191,681.91 as follows:

Share in the profit to be distributed among shareholders (dividend)	CZK 7,601,970,400.00
Retained earnings	CZK 6,517,221,281.91

The amount of the dividend per share is CZK 40 before taxation. The dividend can be claimed by each shareholder holding a share of Komerční banka, a. s., with ISIN CZ0008019106 as of 18 April 2017. The dividend shall be due on 26 May 2017.

The number of valid votes cast was 154,900,093. These votes were attached to 154,900,093 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

154,810,954 of the valid votes cast were for the proposal representing 99.942453 per cent of the votes present. 25,519 of the valid votes cast was against the proposal representing 0.016474 per cent of the votes present. 18,080 of the votes cast abstained on this proposal representing 0.011672 per cent of the votes present.

**Resolution No. 11**

The General Meeting elects Mr. Laurent Goutard born on 13 May 1961, residing at 78100 Saint Germain en Laye, Ter rue de Tourville, France, as a member of the Supervisory Board with effect from 2 May 2017.

The number of valid votes cast was 154,900,093. These votes were attached to 154,900,093 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

135,597,665 of the valid votes cast were for the proposal representing 87.5194213 per cent of the votes present. 19,267,898 of the valid votes cast was against the proposal representing 12.438919 per cent of the votes present. 18,505 of the votes cast abstained on this proposal representing 0.011946 per cent of the votes present.

**Resolution No. 12**

The General Meeting elects Mr. Petr Laube born on 8 July 1949, residing at Kvapilova 958/9, Košíře, Prague 5, postal code 150 00, as a member of the Supervisory Board with effect from 2 May 2017.

The number of valid votes cast was 154,900,093. These votes were attached to 154,900,093 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

136,192,205 of the valid votes cast were for the proposal representing 87.922610 per cent of the votes present. 18,625,051 of the valid votes cast was against the proposal representing 12.023912 per cent of the votes present. 18,130 of the votes cast abstained on this proposal representing 0.011834 per cent of the votes present.

**Resolution No. 13**

The General Meeting elects Mr. Jean-Luc André Joseph Parer, born on 16 April 1954, residing at 75014 Paris, 18 Place Denfert Rochereau, France as a member of the Supervisory Board with effect from 2 May 2017.

The number of valid votes cast was 154,899,858. These votes were attached to 154,899,858 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

136,169,236 of the valid votes cast were for the proposal representing 87.907915 per cent of the votes present. 18,666,827 of the valid votes cast was against the proposal representing 12.050900 per cent of the votes present. 18,130 of the votes cast abstained on this proposal representing 0.011704 per cent of the votes present.

**Resolution No. 14**

The General Meeting elects Mr. Giovanni Luca Soma, born on 21 August 1960, residing at 75008 Paris, 104 Rue du Faubourg Saint Honoré, France, as a member of the Supervisory Board with effect from 2 May 2017.



The number of valid votes cast was 154,899,858. These votes were attached to 154,899,858 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

129,417,917 of the valid votes cast were for the proposal representing 83.549409 per cent of the votes present. 25,418,146 of the valid votes cast was against the proposal representing 16.409405 per cent of the votes present. 18,130 of the votes cast abstained on this proposal representing 0.011704 per cent of the votes present.

#### **Resolution No. 15**

The General Meeting elects Mr. Petr Dvořák, born on 31 October 1960, residing at Prague 6, U Gabrielky 569, postal code 164 00, as a member of the Supervisory Board with effect from 2 June 2017.

The number of valid votes cast was 154,898,290. These votes were attached to 154,898,290 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

135,958,464 of the valid votes cast were for the proposal representing 87.772733 per cent of the votes present. 18,875,616 of the valid votes cast was against the proposal representing 12.185813 per cent of the votes present. 18,130 of the votes cast abstained on this proposal representing 0.011704 per cent of the votes present.

#### **Resolution No. 16**

The General Meeting elects Mr. Pavel Jelínek, born on 18 May 1971, residing at Čs. partyzánů 8, Chrudim IV, Chrudim, postal code 537 01, as a member of the Supervisory Board with effect from 2 June 2017.

The number of valid votes cast was 154,898,290. These votes were attached to 154,898,290 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

136,297,626 of the valid votes cast were for the proposal representing 87.991691 per cent of the votes present. 18,536,874 of the valid votes cast was against the proposal representing 11.967126 per cent of the votes present. 23,130 of the votes cast abstained on this proposal representing 0.014932 per cent of the votes present.

#### **Resolution No. 17**

The General Meeting elects Ms. Miroslava Šmídová born on 6 May 1965, residing at bytem Plzeň, Žižkova 55, Plzeň-město, postal code 320 15, as a member of the Supervisory Board with effect from 2 June 2017.

The number of valid votes cast was 154,896,545. These votes were attached to 154,896,545 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

136,358,737 of the valid votes cast were for the proposal representing 88.032135 per cent of the votes present. 1,8474,418 of the valid votes cast was against the proposal representing 11.926940 per cent of the votes present. 23,050 of the votes cast abstained on this proposal representing 0.014881 per cent of the votes present.

#### **Resolution No. 18**

The General Meeting elects Mr. Giovanni Luca Soma born on 21 August 1960, residing at 75008 Paris, 104 Rue du Faubourg Saint Honoré, France, as a member of the Audit Committee with effect from 26 April 2017.

The number of valid votes cast was 154,892,065. These votes were attached to 154,892,065 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

129,274,849 of the valid votes cast were for the proposal representing 83.461247 per cent of the votes present. 24,774,949 of the valid votes cast was against the proposal representing 15.994976 per cent of the votes present. 18,130 of the votes cast abstained on this proposal representing 0.011705 per cent of the votes present.

#### **Resolution No. 19**

The General Meeting elects Mr. Petr Laube born on 8 July 1949, residing at Kvapilova 958/9, Košíře, Prague 5, postal code 150 00, as a member of the Audit Committee with effect from 1 May 2017.



The number of valid votes cast was 154,892,065. These votes were attached to 154,892,065 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

135,830,602 of the valid votes cast were for the proposal representing 87.693712 per cent of the votes present. 18,219,196 of the valid votes cast was against the proposal representing 11.762510 per cent of the votes present. 18,130 of the votes cast abstained on this proposal representing 0.011705 per cent of the votes present.

#### **Resolution No. 20**

The General Meeting approves:

- a) the contract of service between Komerční banka, a. s., and the chairman of the Audit Committee of Komerční banka, a. s., in the wording submitted by the Board of Directors;
- b) the contract of service between Komerční banka, a. s., and each member of the Audit Committee of Komerční banka, a. s., in the wording submitted by the Board of Directors;
- c) entering into the contracts of service approved in point a) and b) of this resolution between Komerční banka, a. s., and the current Audit Committee chairman, the current Audit Committee members as well as the future Audit Committee members and chairman.

The number of valid votes cast was 154,892,065. These votes were attached to 154,892,065 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

153,706,108 of the valid votes cast were for the proposal representing 99.234333 per cent of the votes present. 25,19 of the valid votes cast was against the proposal representing 0.016217 per cent of the votes present. 18,050 of the votes cast abstained on this proposal representing 0.011653 per cent of the votes present.

#### **Resolution No. 21**

The General Meeting consents to the acquisition of own ordinary shares, each of a nominal value of CZK 100, under the following conditions:

- The maximum amount of shares that can be held by the Bank at any specific moment shall be 19,004,926 pieces of ordinary shares representing the total nominal value of CZK 1,900,492,600.
- The share purchase value must be at least CZK 1 a piece and at most CZK 1,400 a piece.
- The time for which it is possible for the Bank to acquire the shares is 5 years.
- Shares may not be acquired by the Bank should such acquisition breach the conditions stipulated in S. 301 (1) (b) and (c) and S. 302 of the Corporations Act or, as the case may be, any other applicable legal rules of the Czech Republic or the European Union.

The number of valid votes cast was 154,892,065. These votes were attached to 154,892,065 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

151,926,950 of the valid votes cast were for the proposal representing 98.085689 per cent of the votes present. 2,876,516 of the valid votes cast was against the proposal representing 1.857109 per cent of the votes present. 310 of the votes cast abstained on this proposal representing 0.00002 per cent of the votes present.

#### **Resolution No. 22**

The General Meeting appoints company Deloitte Audit s.r.o. with its registered office at Karolinská 654/2, 186 00 Prague 8 - Karlín, identification No. 49620592 as the external auditor of Komerční banka, a. s., for the year 2017, and company Deloitte Audit s.r.o. with its registered office at Digital Park II, Einsteinova 23, Bratislava 851 01, as the external auditor of the branch of Komerční banka, a. s. located on the territory of the Slovak Republic.

The number of valid votes cast was 154,890,415. These votes were attached to 154,890,415 shares representing 82.02 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

151,851,946 of the valid votes cast were for the proposal representing 98.038310 per cent of the votes present. 2,980,859 of the valid votes cast was against the proposal representing 1.924495 per cent of the votes present. 18,330 of the votes cast abstained on this proposal representing 0.011834 per cent of the votes present.