

Resolutions of the regular general meeting of Komerční banka, a. s.,
held on 28 April 2005

Resolution No. 1

The general meeting approves the Rules of Procedure and of Voting of the general meeting of Komerční banka, a. s., in accordance with the proposal submitted by the Board of Directors.

Resolution No. 2

The general meeting elects:

Mr. Ladislav Petrásek as the chairman of the General Meeting,

Mr. Karel Kohout as the recorder,

Ms. Ilona Musílková and Mr. Jaroslav Hoch as the minutes verifiers,

Mr. Antonín Králík and Mr. Václav Novotný as the scrutineers.

Resolution No. 3

The general meeting approves the Board of Directors' reports regarding the Bank's business activities and the state of its assets for the year 2004 submitted and presented by the Board of Directors.

Resolution No. 4

The general meeting approves the Annual Financial Statements of Komerční banka, a. s., for the year 2004 as stated in the 2004 Annual Report of Komerční banka, a. s.

Resolution No. 5

The general meeting decided to distribute the profit of Komerční banka, a. s., for the year 2004 in the total amount of CZK 9,435,340,415.04 as follows:

Contribution to the Reserve Fund	471,767,020.75
Dividends	3,800,985,200.00
Retained earnings	5,162, 588,194.29

The amount of the dividend per share amounts to CZK 100 before taxation. The dividend can be claimed by each shareholder owning a share of Komerční banka, a. s., with ISIN CZ0008019106 as of 28 May 2005. The dividend shall be due on 28 June 2005.

The general meeting decided that a part of the profit for the year 2004 reserved for the dividend devolving upon the Bank's own shares would be transferred to the account of retained earnings from previous years. The amount of this part of the profit will be determined based on the number of own shares held by Komerční banka, a. s., on the date decisive for the dividend payment; that is, on 28 May 2005.

Resolution No. 6

The general meeting approves the Consolidated Financial Statements of Komerční banka, a. s., for the year 2004 as stated in the 2004 Annual Report of the Komerční banka, a. s.

Resolution No. 7

The general meeting agrees with the acquisition of own ordinary shares subject to the following conditions:

- The maximum amount of shares that can be held by the Bank at any specific moment shall be 3,800,985 pieces of ordinary shares.
- The share purchase value must be at least CZK 1,500 a piece and at most CZK 3,500 a piece.
- This resolution shall be valid for the term of 18 months.
- Shares may not be acquired by the Bank should such acquisition breach the conditions stipulated in S. 161a (1) (b) and (c) of the Commercial Code.

- For the term of validity hereof the Bank can buy and sell shares repeatedly without any further restrictions.

Resolution No. 8

The general meeting elects Mr. Didier Alix, born on 16 August 1946, residing at 14, bis Rue Raynouard, 75016 Paris, French Republic, as a member of the Supervisory Board with effect from 29 April 2005.

Resolution No. 9

The general meeting elects Mr. Séverin Cabannes, born on 21 July 1958, residing at 14, Rue de Voisins, 78430 Louveciennes, French Republic, as a member of the Supervisory Board with effect from 29 April 2005.

Resolution No. 10

The general meeting elects Mr. Jan Juchelka, birth registration No. 710919/5148, residing at Poděbrady, Jižní 1339, district Nymburk, postal code 290 01, as a member of the Supervisory Board with effect from 29 April 2005.

Resolution No. 11

The general meeting elects Mr. Petr Laube, birth registration No. 490708/118, residing at Kvapilova 958/9, Prague 5, Košíře, as a member of the Supervisory Board with effect from 29 April 2005.

Resolution No. 12

The general meeting elects Mr. Jean-Louis Mattei, born on 8 September 1947, residing at 24, Rue Pierre et Marie Curie, 75005 Paris, French Republic, as a member of the Supervisory Board with effect from 29 April 2005.

Resolution No. 13

The general meeting elects Mr. Christian Achille Frederic Poirier, born on 30 November 1948, residing at 19, Rue Mademoiselle, 78000 Versailles, French Republic, as a member of the Supervisory Board with effect from 29 April 2005.

Resolution No. 14

The general meeting approves:

- a) the contract for the exercise of office under S. 66 (2) of Act No. 513/1991 Sb., the Commercial Code as Amended, between Komerční banka, a. s., and the chairman of the Supervisory Board of Komerční banka, a. s., in the wording submitted to the general meeting;
- b) the contract for the exercise of office under S. 66 (2) of Act No. 513/1991 Sb., the Commercial Code as Amended, between Komerční banka, a. s., and each member of the Supervisory Board of Komerční banka, a. s., elected by this general meeting and between Komerční banka, a. s., and each member of the Supervisory Board of Komerční banka, a. s., elected by the Bank's employees in April 2005 in the wording submitted to the general meeting; and
- c) the conclusion of the contract for the exercise of office approved in a) and b) above between Komerční banka, a. s., and the members of the Supervisory Board elected by this general meeting, between Komerční banka, a. s., and the members of the Supervisory Board elected by the Bank's employees in April 2005, and also between Komerční banka, a. s., and the future members of the Supervisory Board.

general meeting approves the monetary and other than monetary consideration for the members of the Board of Directors with effect from 1 January 2005 in accordance with the amounts stated in the below overview:

	<i>Fixed annual remuneration</i>	<i>Bonus</i>
<i>Board of Directors Chairman</i>	<i>CZK 3,600,000</i>	<i>CZK 0 – 5,800,000</i>
<i>Board of Directors Vice-Chairman</i>	<i>CZK 2,460,000</i>	<i>CZK 0 – 3,600,000</i>
<i>Board of Directors Member</i>	<i>CZK 2,460,000</i>	<i>CZK 0 – 3,600,000</i>

The awarding of the annual bonus and of its amount shall be subjected to the decision of the Bank's Supervisory Board.

II) The general meeting approves the following fixed annual remuneration and bonus of Mr. Didier Colin, member of the Board of Directors, for the period from 9 October 2004 to 31 December 2004:

- a) The fixed annual remuneration for 2004 shall be equal to CZK 2,460,000. The proportional part of this fixed annual remuneration shall be paid for the period extending from the effectiveness date of the election, that is, from 9 October 2004, to 31 December 2004.
- b) The annual bonus for the exercise of office shall amount to CZK 0 – 3,600,000. The decision on the annual bonus amount shall correspond to the period of the exercise of office in 2004. The awarding of the annual bonus shall be subjected to the decision of the Bank's Supervisory Board.