



**GENERAL SHAREHOLDERS' MEETING OF KOMERČNÍ BANKA, a. s.,
HELD ON 26 APRIL 2012**

**Results of the voting on the resolutions proposed to the general meeting of
Komerční banka, a. s.**

**AGENDA ITEM 2: APPROVAL OF THE RULES OF PROCEDURE AND OF VOTING OF THE GENERAL MEETING,
ELECTION OF GENERAL MEETING CHAIRMAN, MINUTES CLERK, MINUTES VERIFIERS AND SCRUTINEERS**

Resolution No. 1

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

The number of valid votes cast was 29,943,892. These votes were attached to 29,943,892 shares representing 79.28 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.

29,943,739 of the valid votes cast were for the proposal representing 99.996911 per cent of the votes present. None of the valid votes cast was against the proposal representing 0 per cent of the votes present. 153 of the votes cast abstained on this proposal representing 0.000511 per cent of the votes present.

Resolution No. 2

The general meeting elects:

Mr. Pavel Henzl as chair of the general meeting,

Ms. Marcela Ulrichová as minutes clerk,

Ms. Marie Bartošová and Mr. Jaroslav Hoch as minutes verifiers, and

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

The number of valid votes cast was 29,943,545. These votes were attached to 29,943,545 shares representing 79.28 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.

29,907,816 of the valid votes cast were for the proposal representing 99.876946 per cent of the votes present. 84 of the valid votes cast was against the proposal representing 0.000281 per cent of the votes present. 35,645 of the votes cast abstained on this proposal representing 0.119036 per cent of the votes present.

**AGENDA ITEM 3: APPROVAL OF THE BOARD OF DIRECTORS' REPORT ON THE BANK'S BUSINESS
ACTIVITIES AND ON THE STATE OF ITS ASSETS AND LIABILITIES FOR THE YEAR 2011; DISCUSSION OVER
THE EXPLANATORY REPORT ON MATTERS UNDER S. 118 (5) (A) – (K) OF ACT NO. 256/2004 SB., THE ACT
PROVIDING FOR BUSINESS UNDERTAKING IN THE CAPITAL MARKET AS AMENDED**

Resolution No. 3

The general meeting approves the Board of Directors' report regarding the Bank's business activities and the state of its assets and liabilities for the year 2011 submitted and presented by the Board of Directors.

The number of valid votes cast was 29,944,326. These votes were attached to 29,944,326 shares representing 79.28 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.

29,944,116 of the valid votes cast were for the proposal representing 99.997065 per cent of the votes present. 141 of the valid votes cast was against the proposal representing 0.000471 per cent of the votes present. 69 of the votes cast abstained on this proposal representing 0.000230 per cent of the votes present.

**AGENDA ITEM 4: DISCUSSION ABOUT THE ANNUAL FINANCIAL STATEMENTS WITH THE PROPOSAL FOR
THE DISTRIBUTION OF PROFIT FOR THE YEAR 2011, AND ABOUT THE CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR 2011**

Shareholders shall vote on the aforementioned matters when dealing with items 7, 8 and 9 of the general meeting agenda. The draft resolutions are included in these items.

**AGENDA ITEM 5: SUPERVISORY BOARD'S POSITION ON THE ANNUAL FINANCIAL STATEMENTS FOR THE
YEAR 2011, ON THE PROPOSAL FOR THE DISTRIBUTION OF PROFIT FOR THE YEAR 2011, AND ON THE
CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2011; SUPERVISORY BOARD'S REPORT ON THE**

RESULTS OF ITS SUPERVISORY ACTIVITY; AND SUPERVISORY BOARD'S POSITION ON THE BOARD OF DIRECTORS' REPORT ON RELATIONS AMONG RELATED ENTITIES IN ACCORDANCE WITH S. 66A (9) OF ACT NO. 513/1991 SB., THE COMMERCIAL CODE AS AMENDED

AGENDA ITEM 6: AUDIT COMMITTEE'S REPORT ON THE RESULTS OF ITS ACTIVITY

AGENDA ITEM 7: APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR 2011

Resolution No. 4

The general meeting approves the Annual Financial Statements of Komerční banka, a. s., for the year 2011 in the wording contained in the Annual Report of Komerční banka, a. s., for the year 2011.

The number of valid votes cast was 29,944,080. These votes were attached to 29,944,080 shares representing 79.28 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.

29,943,827 of the valid votes cast were for the proposal representing 99.996093 per cent of the votes present. 69 of the valid votes cast was against the proposal representing 0.000230 per cent of the votes present. 184 of the votes cast abstained on this proposal representing 0.000614 per cent of the votes present.

AGENDA ITEM 8: DECISION ON THE DISTRIBUTION OF PROFIT FOR THE YEAR 2011

Resolution No. 5

The general meeting decided to distribute the profit of Komerční banka, a. s., for the year 2011 in the total amount of CZK 7,950,518,546.72 as follows:

<i>Dividends</i>	<i>CZK 6,081,576,320.00</i>
<i>Retained earnings</i>	<i>CZK 1,868,942,226.72</i>

The amount of the dividend per share is equal to CZK 160 before tax. The dividend can be claimed by each shareholder holding a share of Komerční banka, a. s., with ISIN CZ0008019106 as of 19 April 2012. The dividend shall be due on 28 May 2012.

The general meeting decided that the part of the profit for the year 2011 reserved for the dividend corresponding to the treasury shares held by Komerční banka, a. s., and by the companies controlled by Komerční banka, a. s., would be transferred to the retained earnings account. The amount of this part of the profit will be determined based on the number of the treasury shares held by Komerční banka, a. s., and by the companies controlled by Komerční banka, a. s., on the record date; that is, on 19 April 2012.

The number of valid votes cast was 29,943,880. These votes were attached to 29,943,880 shares representing 79.28 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.

29,907,547 of the valid votes cast were for the proposal representing 99.875604 per cent of the votes present. 36,333 of the valid votes cast was against the proposal representing 0.121333 per cent of the votes present. None of the votes cast abstained on this proposal representing 0 per cent of the votes present.

AGENDA ITEM 9: APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2011

Resolution No. 6

The general meeting approves the Consolidated Financial Statements of Komerční banka, a. s., for the year 2011 in the wording contained in the Annual Report of Komerční banka, a. s., for the year 2011.

The number of valid votes cast was 29,943,880. These votes were attached to 29,943,880 shares representing 79.28 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.

29,943,808 of the valid votes cast were for the proposal representing 99.996697 per cent of the votes present. 72 of the valid votes cast was against the proposal representing 0.000240 per cent of the votes present. None of the votes cast abstained on this proposal representing 0 per cent of the votes present.

AGENDA ITEM 10: CHANGES IN THE COMPOSITION OF THE SUPERVISORY BOARD

Resolution No. 7:

The general meeting elects Mr. Bořivoj Kačena, birth number 430224/105, residing at Praha 4, Vavákova 1486/ 4A, postal code 148 00, as a member of the Supervisory Board with effect from 30 April 2012.

The number of valid votes cast was 29,943,330. These votes were attached to 29,943,330 shares representing 79.28 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.

29,940,189 of the valid votes cast were for the proposal representing 99.984769 per cent of the votes present. 2,380 of the valid votes cast was against the proposal representing 0.007948 per cent of the votes present. 761 of the votes cast abstained on this proposal representing 0.002541 per cent of the votes present.

AGENDA ITEM 11: DECISION ON THE COMPENSATION OF AUDIT COMMITTEE MEMBERS

Resolution No. 8:

The general meeting made the following decision on the compensation of Audit Committee Chairman Petr Laube:

The monetary compensation shall consist of:

- a) a fixed annual compensation of CZK 240,000; which is CZK 20,000 a month, and*
- b) an annual compensation for the attendance of Audit Committee Chairman Petr Laube at Audit Committee meetings in the amount of CZK 60,000 which is CZK 10,000 a month, provided for the maximum of 6 meetings a year.*

The number of valid votes cast was 29,942,728. These votes were attached to 29,942,728 shares representing 79.27 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.

29,906,224 of the valid votes cast were for the proposal representing 99.871343 per cent of the votes present. 876 of the valid votes cast was against the proposal representing 0.002925 per cent of the votes present. 35,628 of the votes cast abstained on this proposal representing 0.118979 per cent of the votes present.

AGENDA ITEM 12: APPROVAL OF THE SERVICE CONTRACTS WITH AUDIT COMMITTEE MEMBERS

Resolution No. 9:

The general meeting approves:

The Contract of Service of the Chairman of the Audit Committee, Mr. Petr Laube, in the wording submitted to the general meeting.

The number of valid votes cast was 29,941,857. These votes were attached to 29,941,857 shares representing 79.27 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.

29,918,950 of the valid votes cast were for the proposal representing 99.919110 per cent of the votes present. 891 of the valid votes cast was against the proposal representing 0.002976 per cent of the votes present. 22,016 of the votes cast abstained on this proposal representing 0.073526 per cent of the votes present.

AGENDA ITEM 13: DECISION ON THE ACQUISITION OF THE BANK'S TREASURY STOCK

Resolution No. 10:

The general meeting consents to the acquisition of the Bank's ordinary treasury shares under 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 representing the total nominal value of CZK 1,900,492,500.*
- The share purchase value must be at least CZK 1 a piece and at most CZK 6,000 a piece.*
- The Bank may acquire shares for the period of 18 months.*
- Shares may not be acquired by the Bank should such acquisition breach the conditions stipulated in S. 161a (1) (b), (c) and (d) of the Commercial Code.*
- For the term of validity of this consent, the Bank may buy and sell shares repeatedly without any further restrictions.*

The number of valid votes cast was 29,941,671. These votes were attached to 29,941,671 shares representing 79.27 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.

29,903,723 of the valid votes cast were for the proposal representing 99.868257 per cent of the votes present. 37,815 of the valid votes cast was against the proposal representing 0.126289 per cent of the votes present. 133 of the votes cast abstained on this proposal representing 0.000444 per cent of the votes present.

AGENDA ITEM 14: APPOINTMENT OF A STATUTORY AUDITOR TO MAKE THE STATUTORY AUDIT

Resolution No. 11:

The general meeting appoints the company Ernst & Young Audit, s.r.o., with its registered office at Karlovo náměstí 10, Prague 2, postal code 120 00, as the external auditor of Komerční banka, a. s., for the year 2012.

The number of valid votes cast was 29,941,146. These votes were attached to 29,941,146 shares representing 79.27 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.

29,826,679 of the valid votes cast were for the proposal representing 99.610956 per cent of the votes present. 46,618 of the valid votes cast was against the proposal representing 0.155688 per cent of the votes present. 67,849 of the votes cast abstained on this proposal representing 0.226593 per cent of the votes present.