

**GENERAL MEETING OF KOMERČNÍ BANKA, a. s., HELD ON 8 OCTOBER 2001****MATERIAL No. 1****RULES OF PROCEDURE AND RULES OF VOTING  
AT THE GENERAL SHAREHOLDERS' MEETING OF KOMERČNÍ BANKA, a. s.****A) Acting of shareholders at the General Meeting**

1. At the general meeting of the company, a shareholder is entitled to exercise his rights laid down in the Act No. 513/1991 of Coll., Commercial Code (in its valid version) and in Articles of Association approved by the general meeting. In compliance with them, a shareholder has the right to vote at the general meeting on items of agenda and ask the meeting for explanation of matters concerning the company and persons controlled by the company if such explanation is needed for the assessment of the subject of the general meeting discussions. A shareholder is further entitled to lodge proposals and counterproposals, either in person or through persons authorised to act on his behalf, or through his representatives authorised based on the proxy.
2. The general meeting discussions shall be subject to the agenda indicated in the notice of holding the general meeting. Matters not placed on the proposed agenda of the general meeting may be decided on only in the presence and with consent of all shareholders of the company.
3. The general meeting shall be opened by the member of the Board of Directors authorised by the Board of Directors (a Board member opening the meeting) and he shall conduct the general meeting until the election of the general meeting chairman.
4. In the beginning, the general meeting shall elect:
  - Chairman of the general meeting,
  - Minutes clerk,
  - Two verifiers of minutes,
  - Persons authorised to count votes (hereinafter "scrutineers").
5. Nominations for the chairman of the general meeting, for a minutes clerk, two verifiers of minutes and scrutineers are voted on by one ballot.
6. Then the general meeting is conducted by the general meeting chairman who is responsible for the general meeting course.
7. The general meeting chairman is obliged to:
  - Observe the general meeting agenda,
  - Adhere to provisions of these Rules of Procedure and Rules of Voting, company Articles of Association, Commercial Code, Act on Banks, and to decide on all controversial issues connected with the course of the general meeting,
  - Conduct the voting in such manner so that in cases when a notary record is to be made on resolutions of the general meeting, such notary record may be issued with all prerequisites required by laws.

8. The general meeting chairman has the right to:
  - Interrupt the general meeting discussions and announce breaks in order to enable the proper exercise of shareholders' rights, and ensure the order and correct course of the general meeting,
  - Adopt procedural resolutions to be applied to the course of the general meeting, in particular, to decide on a time limit for lodging oral proposals, counterproposals, requests for explanation or a protest.
9. Shareholders shall file their proposals, counterproposals and requests for explanation to the general meeting chairman either in writing or orally. If these are filed in writing, they shall be lodged at the information centre. It is necessary to indicate in a header if a proposal, counterproposal or request for explanation is concerned. A shareholder shall put his legible signature below the text and indicate his first name, surname if he is the natural person, and a company name and identification number if he is a corporate person. If the lodged proposal, counterproposal or request does not include such particulars, the general meeting chairman shall try to complete them. Should the general meeting chairman not make sure that the proposal, counterproposal or request has been filed by an authorised person, it will not be discussed. In case of the oral proposal, counterproposal or request for explanation of matters concerning the company matters and persons controlled by the company, if such explanation is necessary for the assessment of the subject of the general meeting discussion, the person who filed them shall indicate his first name and surname, or the first and surname of the person on behalf of whom he is acting, if he is acting for a shareholder - natural person. If needed and if requested by the general meeting chairman, he shall also indicate his permanent address. If a shareholder - corporate person is concerned, he shall indicate his first name and surname and also the company name and identification number of the person on behalf of which he is acting. He shall also indicate if a proposal, counterproposal or request for explanation.

The general meeting chairman is obliged to ensure the explanation of requests for explanation lodged subject to these Rules of Procedure and Rules of Voting. The information contained in the explanation must be certain and must provide a clear picture of reality. The information may be fully or partially declined in cases laid down in the Commercial Code.

10. A shareholder, member of the Board of Directors or the Supervisory Board, has the right to ask the minutes clerk for the incorporation of a protest concerning the resolution of the general meeting into the general meeting minutes. The manner of lodging the protest must be subject to provision of para 9 hereof.
11. When leaving the general meeting, a shareholder is obliged to return his ballots and register his leave at the attendance registration point. If he returns again to the general meeting, after he has registered himself in the list of attending shareholders, he will again receive his ballots.
12. After the agenda of the general meeting has been exhausted, the general meeting chairman shall end its discussions.
13. Minutes of the general meeting must be signed by the general meeting chairman, minutes clerk and by verifiers of minutes.

## **B) Manner of voting at the general meeting**

1. All persons entered in the list of attending shareholders and present at the general meeting in the time when the voting is announced, are entitled to vote, unless stipulated differently by laws.
2. The order of voting shall reflect the agenda of the general meeting.
3. Shareholders shall vote by ballots. Ballots have a presentation number assigned and a numerical code of a voting shareholder, number of the voting round and designation for voting "PRO" (for), "PROTI" (against), "ZDRŽEL SE" (abstained) indicated. During the announced voting round a shareholder may hand over only one ballot (PRO - or PROTI - or ZDRŽEL SE), in particular, the ballot where his numerical code and the announced number of the voting round are indicated.
4. A shareholder will receive ballots upon the registration of his attendance to the general meeting. One share in the nominal value of CZK 500 represents one vote.
5. If the Board of Directors or Chairman of the general meeting asks, or if the general meeting resolved so, shareholders will vote by acclamation. Each shareholder will receive a card with the number of his votes marked. When called by the general meeting chairman, shareholders shall pick the cards up so that scrutineers may count votes.
6. The proposal submitted by the Board of Directors shall be voted on first. If such proposal is passed by the required majority, other proposals or counterproposals to this issue are not voted on. In the opposite case other proposals or counterproposals to the same issue are voted on in the time order in which they were lodged. If the general meeting approves any such proposal or counterproposal lodged this way, other proposals or counterproposals are not voted on.
7. If several proposals are voted on within the scope of one resolution (so-called en-bloc voting) and if a shareholder does not agree with any of such proposals, it shall be understood that he does not agree with the whole resolution.
8. Amendment of Articles of Association shall be voted en-block. Separate provisions of Articles of Association, which have been affected by changes compared with hitherto valid Articles of Association, will be read verbatim to shareholders at the general meeting.
9. In the course of voting:
  - a) the general meeting chairman shall:
    - establish if the general meeting has a quorum,
    - inform that the general meeting has a quorum and is capable to adopt a resolution,
    - announce the start of voting on a certain item of the general meeting agenda,
    - read, optionally ask for reading, the accurately proposed resolution which is to be voted on and announce the required quorum of votes,
    - notify the number of the voting round,
  - b) a voting person shall cast a respective ballot into a ballot box prepared by a scrutineer.
10. In case of a loss of a ballot or in case of incorrectly printed data on a ballot, a shareholder shall ask a scrutineer for a substitute ballot. A scrutineer shall ensure that the issue of such new ballot is indicated in the minutes.
11. After each voting scrutineers shall take over ballots from voting shareholders and verify their validity. An invalid ballot is deemed a ballot in which it is impossible to ascertain explicitly any of identification data or which includes a serial number of a voting round different from that announced. Invalid are also ballots torn apart, or otherwise destroyed when it is impossible to ascertain the will contained in it.

12. Scrutineers shall count votes attached to valid ballots. As soon as they establish that the number of votes required for passing the resolution on the proposed item of the agenda was achieved, they will notify the preliminary result of voting to the general meeting chairman and the chairman will inform the general meeting. Then the counting of remaining votes continues and complete results are notified to the general meeting only at its closure and indicated in the general meeting minutes. If the number of votes required for passing the proposal is not achieved in the voting, the general meeting chairman shall inform attending shareholders of the next proposal and call them for new voting.
13. If a notarial record is to be made on resolutions of the general meeting, the general meeting chairman shall wait until complete results of voting on this issue of the general meeting agenda are known and then announce complete results of voting. If the number of votes required for passing the proposal is not achieved in voting, the general meeting chairman shall inform attending shareholders of the next proposal and call them for new voting.
14. If no submitted proposal or counterproposal has been passed to any item of the general meeting agenda, the general meeting chairman shall end discussions on such item.

These Rules of Procedure are valid for the Extraordinary General Meeting of Komerční banka, a. s., held on 8 October 2001.