

Notice of General Meeting

The Board of Directors of Komerční banka, a. s., calls an

ORDINARY GENERAL MEETING

of Komerční banka, a. s.,

with its registered office at Prague 1, Na Příkopě 33, building identification No. 969, postal code 114 07, registration No. 45317054, registered in the Register of Companies maintained with the Metropolitan Court of Prague, section B, inserted file No. 1360 (hereinafter called “the Bank” or “KB”),

which will be held on 25 April 2017 at 1 p.m. in the Great Auditorium of the Congress Center of the Czech National Bank located at Senovážné náměstí 866/30, Prague 1.

Agenda:

1. Discussion over and approval of the Board of Directors’ report on the Bank’s business activity and state of assets for the year 2016
2. 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
3. Discussion over the Board of Directors’ report on relations among related entities for the year 2016
4. Discussion over the consolidated financial statements for the year 2016 and over the annual financial statements with the proposal for the distribution of profit for the year 2016
5. Supervisory Board’s position on the consolidated financial statements for the year 2016, on the annual financial statements for the year 2016 and on the proposal for the distribution of profit for the year 2016; Supervisory Board’s report on its activity; and Supervisory Board’s information on the results of the examination of the Board of Directors’ report on relations among related entities for the year 2016
6. Discussion over the Audit Committee’s report on the results of its activity
7. Approval of the consolidated financial statements for the year 2016
8. Approval of the annual financial statements for the year 2016
9. Decision on the distribution of profit for the year 2016
10. Election of Supervisory Board members
11. Election of Audit Committee members
12. Approval of the contracts of service of Audit Committee members and chairman
13. Decision on the acquisition of own shares
14. Decision on the appointment of a statutory auditor to make the statutory audit

Record date:

The record date for shareholders to be entitled to attend the General Meeting shall be 18 April 2017. Only shareholders listed in the statement from the registry of issues of uncertificated shares of Komerční banka, a. s., on that date shall be entitled to attend, vote and exercise shareholder rights at the General Meeting. Persons identified by the Czech National Bank in its position on the statement from the bank share issues registry, persons not listed in the statement from the bank share issues registry or their proxies may not be admitted to the General Meeting by the bank. Any identification by the Czech National Bank of a person involving new grounds for the suspension of its shareholder rights stated in the Czech National Bank’s position on the statement from the bank share issues registry shall amount to the commencement of administrative proceedings under S. 20a (1) of Act No. 21/1992 Sb., the Banking Act as Amended, unless such administrative proceedings commenced earlier, the identification of the said person having the effects of a preliminary measure.

Shareholder rights with respect to the General Meeting:

1. Attendance and representation of shareholders at the General Meeting:

Shareholders may attend the General Meeting in person or be represented by a proxy. Each shareholder may give a proxy to an individual or to a legal entity; the proxy shall authorize the individual or legal entity to represent the shareholder at the General Meeting and exercise his shareholder rights including the right to vote on the shareholder’s behalf. A form of proxy which may be used by shareholders for the purpose is available at the Bank’s internet address located at www.kb.cz. The form of proxy is also available on paper at the Bank’s head office on business days from 9 a.m. to 4 p.m. Each shareholder may apply to be sent the form of proxy at his own expense and risk in paper form or electronically; the applications must be submitted by e-mail addressed to valnahromada@kb.cz or by mail addressed to the Bank’s head office. Mailbox valnahromada@kb.cz may also be used by shareholders wishing to notify the Bank electronically of the



grant of a proxy to a person appointed to represent the shareholder at the General Meeting and of the revocation of such proxy by the principal. The notification must be furnished with a guaranteed electronic signature established on the basis of a qualified certificate issued by an accredited certification service provider (hereinafter called “the advanced electronic signature”). The rules for the receipt of such notifications including the requirements with respect to their content and form are available at the Bank’s internet address located at www.kb.cz.

Shareholders, or their proxies, will be registered in the place of holding the General Meeting from 12 o'clock. Upon registration, shareholders - individuals shall prove their identity with a valid proof of identity. A member of a governing body of a shareholder being a legal entity shall also hand in a recent statement from the relevant public registry or another document certifying his right to act on behalf of the company. Upon registration, a proxy holder shall present his identity card and hand in his proxy in writing unless the law provides otherwise. A person registered with the registry of uncertificated securities as an administrator or as a person authorized to exercise rights attached to a share does not need to submit a proxy. A representative whose right to represent a shareholder at the General Meeting stems from a fact other than a proxy has the duty to prove this fact upon registration.

The proxy must be in writing and must show whether it may be used by the proxy holder to represent the principal at one or more General Meetings. If the Bank receives a written electronic notification of the grant of a proxy furnished with the advanced electronic signature allowing a clear identification of the signatory, the proxy holder shall not be requested to hand in his proxy in writing upon registration of shareholders or their representatives.

2. Rights relating to the attendance at the General Meeting

Any shareholder is entitled to attend the General Meeting and to vote thereat, to request and receive explanation regarding matters concerning the Bank or entities controlled by the Bank if such explanation is necessary to assess the content of an item of business included in the General Meeting agenda or to exercise shareholder rights thereat. Any shareholder is entitled to file proposals and counter-proposals with respect to the items of business included in the General Meeting agenda.

The voting right belonging to a shareholder is governed by the nominal value of his shares; each CZK 100 of the nominal value of the shares shall represent one vote. The vote shall not be further divisible. Votes shall be cast by ballot. The Board of Directors' proposal, if any, shall be put to the vote first. If carried, other proposals shall not be put to the vote. Other proposals shall be put to the vote in the order in which they were filed.

Any requests for explanation shall be made by the attending shareholder orally upon invitation by the General Meeting Chairman or in writing and placed at a designated place. Each shareholder has a limited time to present his proposal; the time limit shall be 10 minutes maximum. Any shareholder’s proposal or counterproposal made in writing may be presented by the Chairman of the General Meeting. The Chairman of the General Meeting shall be obliged to ensure that all requests for explanation of matters be answered, as long as such matters form the subject of the agenda of the General Meeting and the requests are made in the course of the General Meeting in accordance with the law and the Articles of Association. If an explanation cannot be provided due to its complexity, it shall be provided to shareholders by the Bank within 15 days of the day of the General Meeting. The wording of the answer shall be available to shareholders at the Bank’s internet address located at www.kb.cz. The explanation can be provided in the form of a summary answer to several questions of similar content. The shareholder shall be deemed to have received an explanation also if the information was posted at the Bank’s internet address located at www.kb.cz no later than on the day preceding the day of the General Meeting and is available to shareholders in the place where the General Meeting is held. Any attending shareholder shall be entitled to request that the minutes clerk of the General Meeting include a protest concerning a decision of the General Meeting in the minutes of the General Meeting.

Should a shareholder intend to file a counter-proposal to the items of business on the General Meeting agenda, he shall deliver his counter-proposal within reasonable time before the General Meeting, however, no later than 10 days prior to the General Meeting. This shall not apply to proposals for the election of specific persons to the Bank’s bodies. The Board of Directors shall make public the shareholder’s counter-proposal jointly with their opinion thereon in the way used to convene the General Meeting. This shall not apply if the notification was delivered less than two days prior to the date when the General Meeting is held, or if the cost thereof was grossly disproportionate to the significance and content of the counterproposal, or if the text of the counter-proposal contains more than 100 words. The Bank shall, however, always post at least the shareholders’ proposals or counter-proposals at its internet address located at www.kb.cz if delivered prior to the General Meeting. If the counter-proposal contains more than 100 words, the Board of Directors shall notify shareholders of the core of the counter-proposal and their opinion thereon and post the counter-proposal at the Bank’s internet address located at www.kb.cz.

Upon request of a Bank’s shareholder or shareholders holding shares the total nominal value of which reaches at least one percent of the Bank’s registered capital, and provided that each point of the proposal is supported by a justification or a draft resolution, the Board of Directors shall include the matter specified by these shareholders in the agenda of the



General Meeting. The Board of Directors shall publish an amendment to the agenda of the General Meeting no later than 5 days prior to the record date in the manner specified for the convening of the General Meeting by the law and the Articles of Association. If such publication is no longer possible, such issue may be included in the agenda of the General Meeting only in the presence and with the consent of all shareholders of the Bank.

The total number of the Bank's shares is 190,049,260; each of a nominal value of CZK 100. Each CZK 100 of the nominal value of the shares shall represent one vote. The total number of the votes attached to the shares is 190,049,260.

The documents relating to the General Meeting, that is, the Notice of General Meeting including the draft resolutions, the documents dealing with the agenda items, the wording of shareholders' proposals or counterproposals, if any, and the information on the total number of shares and on the total number of votes as of the day of publication of the Notice of General Meeting can be obtained at the Bank's internet address located at www.kb.cz (for access click on "General Meetings" on the homepage) and in the Bank's head office on business days from 9 a.m. to 4 p.m.

The annual financial statements, the consolidated financial statements, the report on the Bank's business activity and state of assets for the year 2016, and the Board of Directors' report on relations among related entities for the year 2016, 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 (hereinafter also called "ABUCM"), the Supervisory Board's report on its activity and the Audit Committee's report on the results of its activity are available to shareholders in the head office of Komerční banka, a. s., on business days from 9 a.m. to 4 p.m. and at the Bank's internet address located at www.kb.cz.

Draft resolutions of the General Meeting (including their reasoning) or explanation of the Board of Directors as to the proposed items of business on the General Meeting agenda

Ad 1: Discussion over and approval of the Board of Directors' report on the Bank's business activity and state of assets for the year 2016

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.

Reasoning: The Board of Directors' report is submitted to shareholders every year based on the provisions of S. 436 (2) of the Companies and Cooperatives Act (the Corporations Act) (hereinafter also called the "Corporations Act or the "CA") and S. 9 (d) of the Articles of Association of the Bank. This report is part of the Annual Report. The Board of Directors' report is available at the Bank's head office and at the Bank's internet address located at www.kb.cz. According to the opinion of the members of the Board of Directors, the report gives a true and fair view of the business activity of Komerční banka, a. s., and Komerční banka Group for the year 2016 and of the state of its assets as of 31 December 2016, and gives a summary of all the important information regarding the business operations of Komerční banka, in 2016.

Ad 2: 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

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, is worked out in accordance with the requirement of S. 118 (9) of the ABUCM. This report has to be submitted by the Board of Directors to shareholders at the General Meeting every year to explain the defensive structures and mechanisms for the case of a take-over bid. This report is not put to the vote. The report is available at the Bank's head office and at the Bank's internet address located at www.kb.cz. The Board of Directors submits this summary explanatory report to shareholders and declares that the report gives all the information regarding the matters required by the above-stated provisions of the ABUCM.

Ad 3: Discussion over the Board of Directors' report on relations among related entities for the year 2016

Under S. 84 (1) of the Corporations Act, the Board of Directors has the duty to inform shareholders of the conclusions of the report on relations among related entities. This report is not put to the vote. The Board of Directors is convinced that the submitted report on relations among related entities for the year 2016 is complete and true. The report on relations among related entities for the year 2016 shows that, during the reporting period from 1 January 2016 to 31 December 2016, Komerční banka, a. s., did not suffer any harm arising from any contract, agreement or another legal act made or adopted by Komerční banka, a. s., or from influence otherwise exerted by Société Générale S. A., as its controlling entity.

Ad 4: Discussion over the consolidated financial statements for the year 2016 and over the annual financial statements with the proposal for the distribution of profit for the year 2016

The draft resolutions including their reasoning are stated in points 7, 8 and 9.

Ad 5: Supervisory Board's position on the consolidated financial statements for the year 2016, on the annual financial statements for the year 2016 and on the proposal for the distribution of profit for the year 2016; Supervisory Board's report on its activity; and Supervisory Board's information on the results of the examination of the Board of Directors' report on relations among related entities for the year 2016

In accordance with the requirement of S. 83 (1), S. 447 (3) and S. 449 (1) of the Corporations Act, shareholders will hear the Supervisory Board's statement on the said matters. This statement is not put to the vote. The Board of Directors declares that the Supervisory Board has not expressed any reservations about the consolidated financial statements for the year 2016, the annual financial statements for the year 2016, the proposal for the distribution of profit for the year 2016, nor the Board of Directors' report on relations among related entities for the year 2016.

Ad 6: Discussion over the Audit Committee's report on the results of its activity

Shareholders will hear a report on the activity of the Audit Committee established by the General Meeting based on the requirement of Act No. 93/2009 Sb., the Auditors Act as Amended, with terms of reference governed by the same Act and by the Committee Charter. This report is not put to the vote. The Board of Directors declares that, while exercising its range of powers, the Audit Committee did not ascertain any serious shortcomings.

Ad 7: Approval of the consolidated financial statements for the year 2016

Resolution No. 2:

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.

Reasoning: In addition to the duty to compile its annual financial statements, under the Accounting Act, Komerční banka, a. s., also has the duty to compile consolidated financial statements that are, under the Corporations Act and the Articles of Association, submitted to the General Meeting by the Board of Directors for approval. The consolidated financial statements for the year 2016 are available at the Bank's head office and at the Bank's internet address located at www.kb.cz, and will be part of the Annual Report for the year 2016. The main figures from the consolidated financial statements are, in accordance with the law and with S. 24 (3) of the Articles of Association, stated in this notice. The Board of Directors declares that the submitted consolidated financial statements give a true and fair view of the accounting and financial position of the consolidated group of which the Bank is part, and neither the Supervisory Board nor the auditor of the company has cast any doubt thereon.

The main figures from the Consolidated Financial Statements for the year 2016

CZK million	IFRS
Profit for the accounting period	14,074
Profit attributed to shareholders of the parent company	13,688
Total assets	922,737
Registered capital	19,005
Shareholders' equity	105,401

Ad 8: Approval of the annual financial statements for the year 2016

Resolution No. 3:

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.

Reasoning: Under the Accounting Act, Komerční banka, a. s., has the duty to compile its annual (separate) financial statements and, under the Corporations Act, these are submitted to the General Meeting by the Board of Directors for approval. The annual financial statements for the year 2016 are available at the Bank's head office and at the Bank's internet address located at www.kb.cz, and will be part of the Bank's Annual Report for the year 2016. The main figures from the annual financial statements are, in accordance with the law and S. 24 (3) of the Articles of Association, stated in this notice. The Board of Directors declares that the submitted annual financial statements for the year 2016 give a true and fair view of the accounting and financial position of the Bank and that neither the Supervisory Board nor the auditor of the company has cast any doubt thereon.

The main figures from the Annual (Separate) Financial Statements for the year 2016

CZK million	IFRS
Profit for the accounting period	14,119
Total assets	868,065
Registered capital	19,005
Shareholders' equity	93,032

Ad 9: Decision on the distribution of profit for the year 2016

Resolution No. 4:

The General Meeting approves the distribution of the profit of Komerční banka, a. s., for the year 2016 in the total amount of CZK 14,119,191,681.91 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.

Reasoning: The decision on the distribution of profit is, under the Corporations Act and the Articles of Association of Komerční banka, a. s., part of the powers of the General Meeting. The share in the profit is set on the basis of the annual financial statements for the year 2016 approved by the General Meeting. The proposal is that the General Meeting approve the profit share distribution (the dividend) in the amount of CZK 40 per share before taxation to shareholders. The aggregate amount of the proposed dividend is CZK 7,601,970,400.00, which represents a payout ratio of 55.54 % of the consolidated net profit attributed to shareholders of the parent company. The profit share payment must be in line with the Corporations Act and is subject to a decision of the Board of Directors of the Bank. The dividends will be paid out by Komerční banka, a. s. The dividend payment details can be found at the Bank's internet address located at www.kb.cz. The Board of Directors declares that the statutory requirements for the distribution and payment of dividends are met. The proposal for profit sharing is in line with the long-term plan for capital management keeping the capital adequacy at a level corresponding to the risks taken under the current economic conditions in the Czech Republic and given the business opportunities of the Bank. The proposal also leaves adequate space for the Bank's future business growth and, according to the Board of Directors' conviction, provides shareholders with a fair share in the profit. The dividend due date is set in line with S. 6 (3) of the Articles of Association.

The way of disposing of the share in the profit for the year 2016 corresponding to own shares held by the Bank stems from S. 309 (2) of the Corporations Act and will be transferred to the account of retained earnings when it falls due. The amount of this part of share in the profit will be determined based on the number of own shares held by Komerční banka, a. s., on the record date, which is 18 April 2017.

Ad 10: Election of Supervisory Board members

Resolution No. 5:

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.

Resolution No. 6:

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.

Resolution No. 7:

The General Meeting elects Mr. Jean-Luc André Joseph Parer, born on 16 April 1954, residing at 75014 Paris, Square Henri Delormel 6, France as a member of the Supervisory Board with effect from 2 May 2017.

Resolution No. 8:

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.

Resolution No. 9:

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.

Resolution No. 10:

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.

Resolution No. 11:

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.

Reasoning: The term of office expiring, there are new candidates proposed for the membership of the Supervisory Board. The candidates meet all the prerequisites to serve as members of the Supervisory Board and have sufficient capacity for the service. The Czech National Bank has assessed the professional qualifications, credibility and experience of all the said candidates and issued a favorable position on their membership of the Supervisory Board. The candidates' resumes are available at the Bank's internet address located at www.kb.cz.

Ad 11: Election of Audit Committee members

Resolution No. 12:

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.

Resolution No. 13:

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.

Reasoning: Given the expiration of both candidates' term of office, the Board of Directors proposes their reelection. Both of the candidates are Supervisory Board members, meet the prerequisites to serve as Audit Committee members, and are professionally qualified. Mr. Petr Laube is independent. The candidates' resumes are available at the Bank's internet address located at www.kb.cz.

Ad 12: Approval of the contracts of service of Audit Committee members and chairman

Resolution No. 14:

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.

Reasoning: The draft contract stems from the standard template of the contract of service that has been used by the bank so far. Given the rather frequent legislative modifications of Act No. 93/2009 Sb., the Auditors Act as Amended (the latest amendment being made by Act No. 299/2016 Sb.), for practical reasons, the contract defines the Audit Committee member's duties by referring to the applicable regulations. The approval of the contracts of service with Audit Committee members is within the scope of the powers of the General Meeting. The compensation for serving as Audit Committee chairman remains unchanged. The other Audit Committee members do not receive any compensation for their service (nor for their attendance at meetings). The contract of service of the Audit Committee chairman and Audit Committee member is available at the Bank's head office and on its internet address located at www.kb.cz

Ad 13: Decision on the acquisition of own shares

Resolution No. 15:

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.

Reasoning: The Corporations Act allows the Bank to acquire its own shares as long as such resolution is made by the General Meeting while respecting statutory conditions. The reason to allow buying back these shares consists in the management of the Bank's capital adequacy. The maximum proposed limit for the volume of own shares which may be acquired reflects the said purpose of the acquisition. This limit may be subject to further restrictions by the Czech National Bank that grants prior consent to the acquisition of own shares in accordance with the applicable regulatory rules of BASEL III. The acquisition price range is proposed in a way broad enough to meet the said purpose of the acquisition given the current share price. The lowest price and the highest price are proposed in a way which is not limiting. Moreover, when acquiring own shares, the real price and the volume will be assessed considering the market situation and the acceptable impact on the Bank's capital. The proposed time period for which it is possible for the Bank to acquire own shares reflects the maximum limit allowed by the Corporations Act.

Ad 14/ Decision on the appointment of a statutory auditor to make the statutory audit

Resolution No. 16

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.

Reasoning: The appointment of the auditor is, under Act No. 93/2009 Sb., the Auditors Act as Amended, part of the powers of the General Meeting. Based on the recommendation of the Audit Committee, the Supervisory Board proposes that the General Meeting appoint Deloitte Audit s.r.o., as the external auditor. The Czech National Bank does not have any objections to Komerční banka's decision to appoint Deloitte Audit s.r.o., to carry out the audit work. According to Slovak legal regulations, to audit the branch of Komerční banka, a. s., in the Slovak Republic, it is necessary to appoint an auditor certified to perform the audit activity on the territory of the Slovak Republic.

On behalf of the Board of Directors of Komerční banka, a. s., signed by the hand of:

Albert Le Dirac'h
Chairman of the Board of Directors
Komerční banka, a. s.

Peter Palečka
Member of the Board of Directors
Komerční banka, a. s.