

## Draft of the amendments to the Articles of Association

### Article II Business Activities of the Bank

#### Section 2

(1) The Bank shall carry on business pursuant to Act No. 21/1992 Coll., the Banking Act, as amended (hereinafter referred to as „the Banking Act,“). The business activities of the Bank shall include:

- a) acceptance of deposits from the public;
- b) granting of loans;
- c) investing in securities on the Bank's own account;
- d) financial leasing;
- e) making and receiving payments and administration of clearing system;
- f) issue and administration of payment instruments, such as payment cards and traveller's cheques;
- g) provision of guarantees;
- h) issue of letters of credit;
- i) provision of collection services;
- j) provision of investment services
- k) dealing on the Bank's own account or on the client's account in:  
foreign currencies and gold;
- l) financial brokerage;
- m) foreign exchange operations (foreign exchange purchase);
- n) provision of depository services;
- o) provision of banking information;
- p) rental of safe-deposit boxes;
- q) issue of mortgage bonds,
- r) activities directly related to those mentioned in paragraphs a) – q).

(2) The Bank shall further carry on business activities for business enterprises that provide supporting banking services and for financial institutions that are controlled by the Bank. The extent of the business activities shall cover:

- a) accounting consultants' activities, book-keeping, tax record keeping
- b) procurement of deals,
- ~~e) road transportation~~
- d) engineering activities in investment production,
- e) administration and maintenance of real property,
- f) organisation of specialised courses, training, and other educational programs including teaching,
- g) business, financial, organisational, and economic consultants' activity
- h) data processing, databank services, web administration.

#### Section 6 Dividend Payment

(1) The shareholder shall be entitled to a proportion of the Bank's profit approved for distribution to the Shareholders by the General Meeting (a dividend) taking into account the Bank's financial results and terms and conditions specified by the generally binding legal regulations.

(2) The Board of Directors may give an order to the person maintaining the register of uncertificated securities for registration of separately transferable rights to a dividend payable.

(3) The right to a dividend shall belong to any shareholder holding shares on the thirtieth calendar day following the date of the General Meeting at which the resolution on the dividend payment was adopted. If the Board of Directors has decided on registration of the right to receive the dividend in the register of uncertificated securities, the right to receive the dividend shall apply to such shareholder whose right in this respect is registered with the registry of uncertificated securities on the thirtieth calendar day following the

date of the General Meeting which resolved on the dividend payment. The dividend shall become payable upon expiration of thirty days following the date which is decisive for origination of the shareholder's right hereunder.

(4) The Bank shall pay out the dividends as of the due date of the dividend either:

- a) ~~by sending the Bank's payment document to the address of the shareholder or the administrator in cash – the dividend shall be payable at sales points of the Bank, or~~
- b) by a non-cash transfer on the request of shareholders from the Bank's account to the account of the shareholder or the administrator (with legal entities, this is the sole manner of dividend payment).

~~(5) Where dividends are paid through the Bank's payment document, they shall be paid out to the shareholders by any payment point of the Bank.~~

(6) Where dividends are remitted to legal entities by a non-cash transfer, the Bank shall remit the dividends no later than within five working days of receiving the required documents, however, on the dividend due date at the earliest. The required documents shall be as follows: a request for the dividend payment containing the relevant banking details and an updated and officially verified statement from the Commercial Register (or a similar document evidencing registration with the relevant state authority). The signature of the shareholder's statutory body (or its representative) subscribed at the request for the dividend payment must be attested. In addition, if a shareholder is represented by another legal person or natural person, such representative shall be obliged to deliver officially verified powers of attorney from all entities so represented and its updated and officially verified excerpt from the Commercial Register. If the excerpt from the issuer's register only states the information about the share's administrator, the shareholder shall be obligated to submit an updated account statement of the security's holder. The Bank shall not assume responsibility for the accuracy and completeness of the data stated by the shareholder.

(7) The Bank's obligation to pay the dividend, in the event of a non cash transfer, shall be discharged by ~~sending the Bank's payment document to the address of the shareholder or the administrator specified in the register of uncertificated securities or, in the event of a non-cash transfer, upon debiting the dividend from the Bank's account.~~

(8) The right to claim a dividend shall lapse upon expiration of a four-year period following the dividend due date.

(9) Upon the resolution of the General Meeting, the Board of Directors shall announce the date when the dividend is payable, and the place, method, and the decisive date for the dividend payment as specified in Section 39 of the Articles of Association.

### **Section 43 Organisation of the Internal Management and Control System**

(1) The Internal Management and Control System (hereinafter the "IMCS") shall include all activities through which it will be ascertained whether the activities carried out and the results achieved correspond to the planned and determined activities and results, whether they comply with the Bank's overall strategy while spending optimal costs, and whether they comply with the corresponding laws and regulations. The IMCS shall further integrate all operations and activities that guarantee that the information used by the Bank for its decision-making processes and provided to third parties shall be up-to-date, reliable, and complete. The IMCS includes all organisational units of the Bank.

(2) The IMCS shall be a process implemented by the Board of Directors, by respective executive officers, by other Bank's employees, and by members of all Bank's bodies all of which are responsible therefor. The Board of Directors shall be finally responsible for creating, maintaining, and evaluating an adequate and efficient IMCS. The monitoring and evaluation of the IMCS is made on all management levels and by the Internal Audit Unit and makes a part of everyday banking activities. The requirements dealing with the IMCS shall be specified in the internal regulations of the Bank.

~~(3) Basic elements of the IMCS shall be as follows:-~~

- ~~a. supervisory and management bodies and supervisory environment~~
  - ~~a1) Board of Directors of the Bank~~
  - ~~a2) Executive officers~~
  - ~~a3) Supervisory Board and its Audit Committee~~

- a4) Internal Audit Unit
- a5) Compliance Unit
- b. ~~risk management~~
- c. ~~checks and separation of irreconcilable functions~~
  - ~~c1) check carried out by the executive officers on all levels of the Bank~~
  - ~~c2) checks carried out by specialised units integrated into various parts of the Bank~~
  - ~~c3) checks made by the of Internal Control Unit~~
  - ~~c4) physical checks focusing on Bank's assets (tangible assets, securities, etc.)~~
  - ~~c5) checks made by every employee while performing his job~~
- d. ~~information system and communication~~
- e. ~~monitoring and evaluating the efficiency and effectivity of the IMCS and correction of defects~~

(4) Extent of authorities, powers, and liabilities of the different elements of the IMCS shall be governed by the internal regulations of the Bank.