



Resolutions of the General Meeting of Komerční banka, a. s., held on 20 June 2001

Resolution One

The General Meeting approves the Rules and Procedure and the Voting Rules of Komerční banka, a. s. under the proposal submitted by the Board of Directors.

Resolution Two

The General Meeting elects:

Mr. Radovan Vávra the General Meeting chairman

Mrs. Jolana Zábršová the minutes clerk

Mrs. Anna Andresová and Mr. Filip Marco the verifiers of the minutes

Mr. Radomil Kochánek and Mrs. Daniela Marková the scrutineers

Resolution Three

The General Meeting approves the Report of the Board of Directors on the Bank's business activities and the situation of its assets submitted and presented by the Board of Directors.

Resolution Four

The General Meeting approves the proper financial statements of Komerční banka, a. s. for 2000 in the version contained in the Annual Report of Komerční banka, a. s. for 2000.

Resolution Five

The General Meeting has decided on the payment of Komerční banka's loss for 2000 as follows:

The loss for 2000 amounts to CZK 149,335,677.92 and shall be paid in its full amount, i.e. CZK 149,335,677.92 from other funds from profit.

Resolution Six

The General Meeting approves the consolidated financial statement of Komerční banka, a. s. for the year 2000 in the version contained in the Annual Report of Komerční banka, a. s. for the year 2000.

Resolution Seven

The General Meeting agrees with acquiring own ordinary shares of the Bank under the following conditions:

- a) the highest amount of shares that the Bank may acquire is 1,900,000 pieces of ordinary shares;
- b) acquisition price must be at least CZK 300.- per one piece and no more than CZK 2,500.- per one piece;
- c) time-limit for acquiring shares is no more than 18 months;

Resolution Eight

The General Meeting has decided on the amendment to the Bank's valid articles of association as follows:

In Section 19, para 1 letter j) shall be omitted:

Section 19 Competence of the Board of Directors

~~j) — to decide on organisational changes: institution and cancellation of the Bank Committee, business section, branch, business centre, institution and cancellation of section, department (with the exception of a branch)~~

The existing version of Section 41 shall be replaced as follows:

Section 41 Powers and Responsibility of the Bank's Top Managers

- 1) In the sense of the Banking Act the chief executive officer and deputy chief executive officers are head officers of the Bank. These officers create the top management of the Bank. In the sense of the Banking Act directors of organisation sections directly subordinated to the chief executive officer and deputy chief executive officers (other head officers) are also head officers. Head officers of the top management are appointed to their offices by the Bank's Board of Directors. For the performance of their offices head officers of the Bank's top management are responsible to the Bank's Board of Directors. The relationship between a head officer of the Bank's top management and the Bank does not have to be governed by employment and legal regulations.
- 2) Head officers of the top management may perform offices of members of the Bank's Board of Directors; a member of the Bank's Board must be the Bank's head officer.
- 3) Head officers of the Bank's top management particularly ensure top business management of the Bank.
- 4) The chief executive officer is the Bank's head officer. The chief executive officer particularly makes decisions on priorities within the Bank's management. Within the rules of the Bank's Board of Directors he charges other head officers of the Bank with tasks and co-ordinates their activities, he makes decisions on the Bank's activities within the Bank's approved business plan and strategy and the instructions of the Bank's Board of Directors and ensures their performance by charging other employees of the Bank with tasks; he ensures communication between head officers of the Bank and the Bank's Board of Directors and the Bank's Supervisory Board in compliance with legal regulations, the articles of association, and the Bank's internal rules and the instructions of the Bank's Board of Directors. More details on the modification of competence, powers and responsibility of the chief executive officer are contained in the organisation order and other internal rules of the Bank.

- 5) Deputy chief executive directors ensure particularly the business management of the Bank, they co-ordinate activities of subordinated employees and for these purposes they provide management, they supervise the performance of the Bank's business plan and strategy and tasks imposed by instructions from the Board of Directors, the chief executive officer and deputy chief executive officers by subordinated employees, they ensure communication with subordinated employees and within the Bank in compliance with legal regulations, the articles of association, and internal rules of the Bank, instructions of the Board of Directors or the chief executive officer of the Bank. More details on the modification of competence, powers and responsibility of the deputy chief executive officers are contained in the organisation order and other internal rules of the Bank.
- 6) Other head officers of the Bank manage organisation sections where they are directors. They co-ordinate activities of subordinated employees and for this purpose they provide the management, they supervise the performance of the Bank's business plan and strategy and tasks imposed by head officers of the Bank's top management by subordinated employees, they ensure communication with subordinated employees and within the Bank in compliance with legal regulations, the articles of association, and the Bank's internal rules, instructions of head officers of the top management. More details on the modification of competence, powers and responsibility of other head officers are contained in the organisation order and other internal rules of the Bank.

The existing Section 43 shall be replaced by a new version:

Section 43 Internal Audit System

- 1) The Bank's internal audit system includes all activities that discover whether or not the activities being performed and results being achieved correspond to activities and results that have been planned and determined. It involves all means and activities available in the Bank for supporting the management, controlling, directing and verifying the Bank's activities for the purpose of increasing the stage of certainty in effectiveness and efficiency of operations, trustworthiness of financial statements, observing standards and laws and achieving the Bank's objectives. The internal audit system is a process implemented by the Board of Directors and respective head officers at all levels. All of them are responsible for such process. It is the Bank's Board of Directors that has final responsibility for creating and observing an adequate and effective internal audit system.
- 2) Basic elements of the internal audit system are as follows:
 - a) checks made by head officers at all levels of the Bank;
 - b) check activities made by specialised sections included in various parts of the Bank;
 - c) check activities made by the Internal Audit Section;
 - d) activities of the Bank's sections and other subjects within the Bank operating independently on other activities of the Bank.

- 3) The sections and other subjects stated in para 2 letter d) are particularly:
 - a) Internal Audit
 - b) Compliance Section
 - c) Supervisory Board performing check activities in the sense of the Commercial Code and the Bank's articles of association
 - d) Audit Committee as a special body of the Supervisory Board
- 4) The scope of competence, powers and responsibilities of individual elements of the internal audit system are governed by the organisation order and other internal rules of the Bank.
- 5) The Internal Audit Section has a special position in the organisation structure of the Bank. The Internal Audit Section Director subordinated to the chief executive officer from the organisation point of view is appointed by the Board of Directors. He may be removed by the Board of Directors after the prior consent of the Supervisory Board. A detailed scope of competence and an independent position of the Internal Audit Section is governed by the Internal Audit Statute.
- 6) The Internal Audit Section Director has also a special right to directly inform on discovered facts other subjects with justified interest in the Bank's operation, e.g. the Bank's Board of Directors, the Supervisory Board, the Bank Supervision of the Czech National Bank, etc.

Resolution Nine

I. The General Meeting approves:

- 1) a contract on performance of the office under Section 66 para 2 of Act No. 513/1991 Coll. as amended ("the Commercial Code") between Komerční banka, a. s. and the chairman of the Board of Directors of Komerční banka, a. s. in the version presented at the General Meeting;
- 2) a contract on performance of the office under Section 66 para 2 of the Commercial Code between Komerční banka, a. s. and the deputy chairman of the Board of Directors of Komerční banka, a. s. in the version presented at the General Meeting;
- 3) a contract on performance of the office under Section 66 para 2 of the Commercial Code between Komerční banka, a. s. a member of the Board of Directors of Komerční banka, a. s. in the version presented at the General Meeting;
- 4) a contract on performance of the office under Section 66 para 2 of the Commercial Code between Komerční banka, a. s. and the chairman of the Supervisory Board of Komerční banka, a. s. in the version presented at the General Meeting;

- 5) a contract on performance of the office under Section 66 para 2 of the Commercial Code between Komerční banka, a. s. and a member of the Supervisory Board of Komerční banka, a. s. in the version presented at the General Meeting.

II. The General Meeting approves:

- 1) entering into contracts on performance of the office approved in para I of this provision between Komerční banka, a. s. and the existing and future members of the Board of Directors and the Supervisory Board and charges the Board of Directors to ensure the conclusion of such contracts;
- 2) principles of remuneration for the Board of Directors and the Supervisory Board of Komerční banka, a. s. in the version presented and submitted at the General Meeting.

III. The General Meeting approves the financial and non-financial fulfilment to members of the Board of Directors and the Supervisory Board in 2001 in the extent reflecting the below given overview:

a) Board of Directors

	Board Chairman and CEO	Board Vice-Chairman and deputy CEO	Board member and deputy CEO
<u>Monetary remuneration</u>			
A) Contract for execution of Board of Directors member functions			
• fixed annual remuneration	CZK 2,640,000.-	CZK 2,460,000.-	CZK 2,280,000.-
• annual bonus (depends on meeting pre-defined criteria) up to:	CZK 3,600,000.-	CZK 3,420,000.-	CZK 3,240,000.-
• extra compensation (depends on meeting pre-defined criteria) up to:	CZK 4,000,000.-	CZK 4,000,000.-	CZK 4,000,000.-
B) Manager contract			
• annual salary:	CZK 960,000.-	CZK 960,000.-	CZK 960,000.-
<u>Benefits in kind</u>			
A) Contract for execution of Board of Directors member functions			

<ul style="list-style-type: none"> insurance against death for insured sum of CZK 10,000,000 	yes	yes	yes
B) Manager contract			
<ul style="list-style-type: none"> personal car used in line with the Bank's in-house regulation 	yes	yes	yes
<ul style="list-style-type: none"> mobile phone used in line with the Bank's in-house regulation 	yes	yes	yes

b) Supervisory Board

	Supervisory Board Chairman	Supervisory Board member
<u>Monetary remuneration</u>		
<ul style="list-style-type: none"> Obligatory compensation 		
Fixed annual compensation	Average annual compensation owed to SB member	CZK 150,000
Annual gratuity for attendance (not more than 13 meetings)	No	CZK 146,900
<ul style="list-style-type: none"> other annual gratuities (not more than) 	Treble of fixed annual compensation owed to SB chairman	CZK 450,000
<ul style="list-style-type: none"> bonus for chairmanship 	150% of total average annual compensation owed to SB member	No
<u>Benefits in kind</u>		
<ul style="list-style-type: none"> personal car 	Yes	No
<ul style="list-style-type: none"> mobile phone 	Yes	Yes

IV. The General Meeting acknowledges that in 2001, members of the Board of Directors and the Supervisory Board become entitled to the purchase or sale of shares of Komerční banka, a. s. based on the rules of the Share Motivation Programme approved by the General Meeting, in the extent reflecting the below given overview:

a) Board of Directors

	Board Chairman and CEO	Board Vice-Chairman and deputy CEO	Board member and deputy CEO
Based on the rules of approved Share Incentive Program the Board of Directors members are entitled to buy Komerční banka, a. s., shares of nominal value CZK 1,000 each for CZK 500 each from Komerční banka, a. s. and to sell the same to Komerční banka a. s. for CZK 1,000 each in 2001.	20,000 pieces of shares	19,000 pieces of shares	19,000 pieces of shares

b) Supervisory Board

	Supervisory Board Chairman	Supervisory Board member
Based on the rules of approved Share Incentive Program the Supervisory Board members are entitled to buy the shares of Komerční banka, a. s. of nominal value CZK 1,000 each for CZK 500 each and to sell the same shares to Komerční banka, a. s. for nominal value CZK 1,000 each in 2001.	3,420 pieces of shares	2,280 pieces of shares