



## **Announcement of the General Meeting**

The Board of Directors of Komerční banka, a. s., convenes

### **REGULAR GENERAL MEETING**

**of Komerční banka, a. s.,**

with its registered office at Prague 1, Na Příkopě 33, building identification No. 969, postcode 114 07, identification No. 45317054, incorporated in the Register of Companies maintained with the Municipal Court of Prague, Section B, File No. 1360 (hereinafter only the "Bank")

**that will be held on 19 June 2003, from 10.00 o'clock at the Congress Hall of the Ambassador Hotel, Wenceslas Square 5 - 7, Prague 1.**

Agenda:

1. Opening
2. Approval of the rules of procedure and voting rules of the general meeting, election of the general meeting chairman, minutes clerk, minutes verifiers and scrutineers
3. Approval of the report prepared by the Board of Directors on business activities of the Bank and on the state of its assets and liabilities in 2002
4. Discussion of the regular financial statements with the proposal for the distribution of profit for the year 2002, and of the consolidated financial statements for the year 2002
5. Position of the Supervisory Board on the regular financial statements, on the proposal for the distribution of profit for the year 2002, and on the consolidated financial statements for the year 2002; report by the Supervisory Board on the results of its supervisory activity; and position of the Supervisory Board on the report by the Board of Directors on relations between the supervised and the supervisor in accordance with section 66a subsection 9 of Commercial Code No. 513/1991 Coll., as amended
6. Approval of the regular financial statements for the year 2002
7. Decision on the distribution of profit for the year 2002
8. Approval of the consolidated financial statements for the year 2002
9. Decision on amendments to the Articles of Association
10. Decision on remuneration of the members of the bodies of the Bank
11. Conclusion

The essence of the proposed amendments to the Articles of Association submitted to the general meeting consists in the modification that stems particularly from the new provision of the ČNB No. 12 that is dated 11 December 2002 and that deals with the internal management and control system of the bank, and from a Regulation of the Securities Commission that is dated 24 October 2002 and that specifies to a greater detail the organisation rules of the securities dealer's internal operations. These prescriptions called forth modifications of or

amendments to the provisions of the Articles of Association stated in sections 12, 16, 17, 19, 43, and 44

Moreover, it is proposed to extend the business activities of the bank performed for its subsidiaries so as to make the activities carried out within the framework of the financial group more effective. Section 5 Subsection 4 specifies the cases in which a shareholder cannot attend the general meeting pursuant to the Banking Act. Section 6 Subsection 6 contains a newly inserted provision stipulating the necessity of submitting the account statement of a security's holder upon the dividend payment. The issuance of bonds mentioned in Section 8 Paragraph g) and in Section 19 Subsection 1 Paragraph m) has become a part of the powers of the Board of Directors; an exception is the issue of priority and convertible bonds that is within the range of powers of the general meeting. The provision of Section 19 Subsection 1 Paragraph d) dealing with the necessity of submitting to the general meeting special information on the principles of the annual plan of the bank has been excluded from the range of powers of the Board of Directors. The change pertaining to the structure and organisation of the bank mentioned in Section 40 has been made with respect to the bank's necessity of having a flexible organisational structure. Section 41 redefines the term "bank executive officers" in accordance with the Banking Act by specifying its application only to the managers that are subordinated to the chief executive officer and to his deputy.

Proposed amendments to the Articles of Association will be available for shareholders' inspection in the head office of Komerční banka, a. s., from 19 May 2003, on business days from 8.00 to 16.00 o'clock, and at the Internet address [www.kb.cz](http://www.kb.cz). Every shareholder has the right to ask to be sent a copy of the draft Articles of Association at his/her cost and danger.

Komerční banka, a. s., hereby informs its shareholders that if they wish to lodge counterproposals to proposed amendments to the Articles of Association at the general meeting, they are obligated - subject to Section 180, subsection 5 of the Commercial Code - to deliver their proposals or counterproposals in writing to the head office of Komerční banka, a. s., no later than 5 business days prior to the general meeting date.

The regular financial statements, consolidated financial statements, and the report by the Board of Directors on relations between the supervising and the supervised in accordance with Section 66a Subsection 9, Commercial Code No. 513/1991 Coll., unabridged, will be available for inspection in the head office of Komerční banka, a. s., from 19 May 2003, on business days from 8.00 to 16.00 o'clock.

**Decisive day:**

The decisive day for the participation at the general meeting is 12 June 2003.

**Registration of shareholders:**

Shareholders will be registered from 9 o'clock in the place of holding the general meeting. Upon the registration, shareholders - natural persons shall prove their identity by a valid proof of identity. In the case of empowerment, the empowered person shall present a valid proof of identity and the original or an officially attested copy of the power of attorney.

If a shareholder is a legal person, upon the registration the person acting in the legal person's name in accordance with the extract from the Register of Companies or other register shall present a valid proof of identity and the original or officially attested copy of the valid extract from the Register of Companies, or from other register stipulated by law, or the original or an officially attested copy of the shareholder's - legal person's resolution certifying the authority to act in such person's name. The shareholder's representative shall also present, jointly with

the original or officially attested copy of the valid extract from the Register of Companies or other register, the original or officially attested copy of the principal's written power of attorney or other document certifying his or her right to act for the company, and he or she shall present a valid proof of identity.

The report on relations between the supervising and the supervised shows that Komerční banka, a. s., did not suffer any harm in the accounting period between 1 January 2002 and 31 December 2002 in relation with agreements and contracts made between the supervising and the supervised in 2002. No legal acts in the interest of or initiated by the two were made between the supervised and the supervising and no measures in the interest of or initiated by the supervised or the supervising which would make Komerční banka, a. s., suffer harm, gain profit or advantage, or be disadvantaged were taken or made by the supervised during this accounting period.

*Main figures of the regular financial statements for the year 2002*

<b>CZK million</b>	<b>IFRS</b>	<b>CAS</b>
Net profit	8 763	9 229
Total assets	439 753	445 982
Amounts due from customers	121 154	163 806
Amounts owed to customers	341 114	305 788
Share capital	19 005	19 005

*Main figures of the consolidated financial statements for the year 2002*

<b>CZK million</b>	<b>IFRS</b>
Net profit	9 026
Total assets	446 092
Loans to customers – net	122 978
Amounts due to customers	341 708
Share capital	19 005

Board of Directors of Komerční banka, a. s..