

MINUTES

**of the Proceedings of the Ordinary General Meeting (hereinafter referred to as the
“General Meeting”) of Komerční banka, a. s.,
held on 25th April 2007 from 1.00 p.m.
in the Great Hall of Slovanský House, Na příkopě 22, Prague 1**

At 1.03 p.m. the Chairman of the company's Board of Directors and Chief Executive Officer, Mr. Laurent Goutard (hereinafter referred to as the “Opening Chairman”) welcomed those attending, introduced himself to those attending the ordinary General Meeting and stated that according to the company's Articles of Association and the authorisation of the Board of Directors of the company Komerční banka, a. s., he would preside over the General Meeting until this task would be taken up by the chairman of the General Meeting appointed by the shareholders. He also stated that the proceedings of today's General Meeting will take place in Czech and French simultaneously interpreted, and it was for this purpose that the shareholders, when registering their attendance, at the General Meeting were provided with earphones and controls that were set so that the shareholders could receive Czech on channel no. 1, and French on channel no. 2. The shareholders were also provided with brief instructions for operating the controls together with materials for the General Meeting when registering their attendance. He also asked the shareholders to return the complete interpreting device to the attendance service before their departure.

He also introduced to the attending shareholders the vice-chairman of the Board of Directors, Mr Philippe Rucheton, the members of the Board of Directors, Messrs Didier Colin, Jan Juchelka and Peter Palečka. He also stated that members of the Supervisory Board were also attending the General Meeting headed by their chairman Mr. Didier Alix. He also introduced the public notary, JUDr. Lucie Foukalová to the General Meeting who would draw up the notarial record.

The Opening Chairman informed the General Meeting that in accordance with the bank's Articles of Association, the Board of Directors had invited as guests to the General Meeting a representative of the auditing company Deloitte, Audit, s. r. o., and announced that the attendance and voting procedure would be ensured by the company Centin, a. s. as authorised by the Board of Directors. He also announced that in accordance with the current Banking Act, an extract from the share issuer register approved by the Czech National Bank was used for today's attendance of the shareholders.

The Opening Chairman also informed the General Meeting that he had received a report from the persons authorised with the attendance list of the shareholders according to which the shareholders now attending the General Meeting hold shares to the total nominal value representing an aggregate of 63.91% of the bank's registered capital. He declared that according to the company's current Articles of Association, the General Meeting is able to constitute a quorum and competent to adopt resolutions and no protest had been made against the exercise of voting rights.

The Opening Chairman then asked the shareholders to attach a sticker with the KB logo, which they received at the attendance registration in a visible spot as a form of their identification. Subsequently he opened the proceedings of the General Meeting.

The Opening Chairman informed those attending of today's agenda of the General Meeting as it was published in the notice of the ordinary General Meeting in the Commercial Bulletin and in the economic daily *Hospodářské noviny* dated 21. 3. 2007, on the company's official notice board and also on the company's website. He subsequently read out the agenda of the proceedings as follows:

1. Opening
2. Approval of the procedure and voting rules of the General Meeting, election of its chairman, minutes clerk, verifiers and scrutineers
3. Approval of the Board of Directors' report on the bank's business activities and the state of its assets and liabilities for the year 2006
4. Discussion of the regular financial statements with the proposal for the distribution of profit for the year 2006 and the consolidated financial statements for the year 2006
5. Opinion of the Supervisory Board on the regular financial statements for the year 2006, on the proposal for the distribution of profit for the year 2006, and opinion on the consolidated financial statements for the year 2006, report by the Supervisory Board on the results of its supervisory activity, and opinion of the Supervisory Board on the Board of Directors' report on relations among related entities in accordance with Section 66a (9) of the Commercial Code No. 513/1991 Coll., as amended
6. Approval of the regular financial statements for the year 2006
7. Resolution on the distribution of profit for the year 2006
8. Approval of the consolidated financial statements for the year 2006
9. Personnel changes on the Supervisory Board
10. Resolution of remuneration of members of the Bank's bodies
11. Resolution on the acquisition of the Bank's own shares
12. Conclusion

After reading the agenda of the General Meeting, the Opening Chairman informed the General Meeting that according to the current Articles of Association of Komerční banka, a. s., voting is cast with ballot papers that all the shareholders received at the attendance registration, however if the Board of Directors so requests, the chairman of the General Meeting or the General Meeting so decides, voting may take place in a different manner. First of all a vote is cast on the proposal of the Board of Directors. In case that the proposal of the Board of Directors is adopted by the required majority vote, no vote is cast on the remaining proposals.

Voting takes place on further proposals or counter-proposals in the time sequence in which they are submitted.

The Opening Chairman of the General Meeting informed the shareholders in more detail on the voting procedure. He stated that when casting the vote, the shareholder will always separate the ballot paper with the announced consecutive number of the voting round and if he agrees with the presented proposal, he will separate the green ballot paper, if he does not agree he will separate the red ballot paper, if he abstains he will separate the yellow ballot paper and will place it in the ballot box with which the authorised scrutineers will go round the shareholders. He reminded the shareholders that at the attendance registration shareholders also received an attendance and acclamation paper marked with the number of his votes. Voting by using this paper will be applied only if a different voting

method is used than that with ballot papers. He also stated that the conference hall with the balcony and vestibule are also considered part of the rooms for the proceedings of the General Meeting. When leaving these rooms, the shareholders will be signed out and when re-entering they must sign in again and register their attendance with the attendance and acclamation paper. If a shareholder leaves the General Meeting permanently he must return the ballot papers at attendance registration.

The Opening Chairman also informed the shareholders that there is the General Meeting's information centre at the back of the conference hall in which employees of the company Komerční banka, a. s. are ready to answer any questions or explanation requests posed by shareholders. He also asked the shareholders to present their written proposals, counter-proposals, explanation requests and any possible protests at the centre.

After opening the General Meeting and its introductory part, the Opening Chairman proceeded with the discussion of **item 2** of today's agenda which was the "**Approval of the procedure and voting rules of the General Meeting, election of its chairman, minutes clerk, verifiers and scrutineers**".

The Opening Chairman stated that the shareholders had received on paper the procedure and voting rules which only determined the technical aspect of the exercise of voting rights and proceedings of the General Meeting at their attendance registration marked as material no. 1. He also stated that the rules for the proceedings of the General Meeting, including the voting procedure at the General Meeting and the legal conditions of the exercise of voting rights are regulated by the bank's Articles of Association. He also stated that the voting technique will be repeated before each vote.

The Opening Chairman asked the question whether there are any written explanation, proposal, counter-proposal or protest requests regarding this item of the agenda. Then the Opening Chairman asked the question whether there is any oral explanation, proposal, counter-proposal requests regarding this item of the agenda.

No written or oral explanation proposal, counter-proposal or protest requests regarding this item of the agenda was submitted.

The Opening Chairman informed the General Meeting that according to the data from the persons authorised with the attendance of the shareholder that prior to the actual vote on the submitted proposal the General Meeting had been able to constitute a quorum because the shareholders attending held shares of a total nominal value which in aggregate represents 63.91 % of the registered capital of Komerční banka, a. s.

The Opening Chairman presented the draft resolution of the General Meeting hereunder.

Resolution One:

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

The Opening Chairman informed the General Meeting that an absolute majority of votes of the attending shareholders was required for the adoption of the resolution.

The Opening Chairman then called on the shareholders to cast their votes on the submitted draft resolution by separating their ballot paper with the consecutive number of

voting round 1 so that they could express their approval by separating the green ballot paper and disapproval by separating their red ballot paper. He pointed out to the shareholders that if they were to abstain from voting, they must separate the yellow ballot paper. He asked the shareholders to place the relevant ballot paper in the ballot boxes, and simultaneously asked the temporarily authorised scrutineers to assume their duties and report that the collection of the ballot papers had ended.

The temporarily authorised scrutineers announced that voting had ended.

After the voting had ended, the Opening Chairman announced the preliminary results of voting on resolution one expressed by a percentage of the votes. In favour were more than 94.56 % of the votes of the attending shareholders.

The Opening Chairman stated that resolution one had been adopted.

The final percentage results of voting on individual resolutions announced during the proceedings of the General Meeting are being included to these minutes for reasons of transparency about the resolution on which voting took place.

The final results of voting in round one were announced later during the proceedings of the General Meeting by its chairman Mr. Pavel Henzl as follows: shareholders holding 99.56% of the present number of votes voted in favour shareholders holding 0% of the present number of votes voted against shareholders holding 0.42% of the present number of votes abstained from voting

After announcing the results of the voting, the Opening Chairman of the General Meeting presented the proposal of the Board of Directors for the election of the chairman, minutes clerk, minutes verifiers and scrutineers. The Board of Directors proposed Mr. Pavel Henzl as chairman of the Board of Directors, Mr. Karel Kohout as minutes clerk, Mr. Jiří Matyášek and Mr. Jaroslav Hoch as minutes verifiers and Mr. Antonín Králík and Mr. Václav Novotný as authorised scrutineers.

The Opening Chairman pointed out to the General Meeting that all these candidates are elected only for the proceedings of this ordinary General Meeting and their duties are to ensure its proper proceedings in accordance with the requirements of the law and the Articles of Association of Komerční banka, a. s.

The Opening Chairman also stated that the Board of Directors proposes that these proposals be voted on en bloc.

Then the Opening Chairman asked whether another written or oral proposal, counter-proposal or explanation request had been presented on the submitted proposal for the election of the officials of the General Meeting.

No other written or oral proposal, counter-proposal or explanation request to the presented proposal had been submitted.

The Opening Chairman stated that according to the data from the persons temporarily authorised with the attendance registration of the shareholders that prior to the vote on the proposal, which will be presented, the General Meeting had been able to constitute a quorum because at this moment the shareholders attending hold shares of a total nominal value which in aggregate represents 63.92 % of the bank's registered capital.

The Opening Chairman subsequently presented the proposal of the Board of Directors on the resolution as follows:

Resolution Two:

The General Meeting elects:

Mr. Pavel Henzl as chairman of the General Meeting

Mr. Karel Kohout as minutes clerk

Mr. Jiří Matyášek and Mr. Jaroslav Hoch as minutes verifiers

Mr. Antonín Králík and Mr. Václav Novotný as authorised scrutineers.

The Opening Chairman declared that the Board of Directors proposes that a vote is cast en bloc on these proposals and that an absolute majority of votes of the attending shareholders is required for the adoption of the proposed resolution.

The Opening Chairman subsequently called on the shareholders to separate their ballot paper with the consecutive number of voting round 2 and subsequently place the green, red, or yellow ballot paper in the ballot box. Simultaneously he asked the temporarily authorised scrutineers to assume their duties and report that the collection of the ballot papers had ended.

The temporarily authorised scrutineers announced that voting had ended.

After the voting had ended, the Opening Chairman announced the preliminary results of voting on resolution two expressed by a percentage of the votes: in favour were more than 94.56 % of the votes of the attending shareholders.

The Opening Chairman stated that resolution two had been adopted by the required absolute majority vote and the precise result of the voting will be announced to the attending shareholders in further proceedings of the ordinary General Meeting.

The final percentage results of voting on resolution two were announced and read from the paper taken from the scrutineers by the chairman of the General Meeting during the proceedings of the General Meeting as follows:
shareholders holding 99.95% of the present number of votes voted in favour
shareholders holding 0% of the present number of votes voted against
shareholders holding 0.04% of the present number of votes abstained from voting

The Opening Chairman then handed matters over to the elected chairman of the General Meeting, Mr. Pavel Henzl, and simultaneously asked all the elected officials of the General Meeting to assume their duties.

The chairman of the General Meeting, Mr. Pavel Henzl, assumed the running of the General Meeting at 1.24 p.m.

The agenda of the General Meeting continued according to the approved agenda with the discussion of item no. 3 which was – **the Approval of the Report of the Board of Directors on the Bank's Business Activities and the State of its Assets and Liabilities for the year 2006.**

The chairman of the General Meeting pointed out to the shareholders that the Report of the Board of Directors on the Bank's Business Activities is part of the Annual Report of Komerční banka, a. s. for the year 2006 which the shareholders received together with the materials for the proceedings of today's General Meeting. Part of the Annual Report is

also the Regular Financial Statements for the year 2006, the Consolidated Financial Statements for the year 2006 and the Report on Relations Among Related Entities for the year 2006.

The chairman of the General Meeting then asked the chairman of the Board of Directors and the Chief Executive Officer, Mr. Laurent Goutard, to present a commentary for this item of the agenda.

The chairman of the Board of Directors and Chief Executive Officer, Mr. Laurent Goutard, informed the shareholders as follows:

“Last year was once again marked by the dynamic growth of the Czech economy. The rate of growth of gross domestic product in 2006 reached 6.1 %, which is the same rate of growth as recorded in 2005. This regular growth of the Czech economy again contrasted with the relatively low performance of other European economies. The rate of growth in 2006 was, to a great extent, the result of internal demand and a new increase in household consumption.

The significant improvement of the situation of the labour market associated with slight inflation enabled considerable growth of disposable household income. Czech households also took out more loans to finance property and consumer goods. It is for these reasons that in 2006 there was an increase in personal loans by 28.6 %. Despite this growth the rate of indebtedness in the Czech Republic remains lower than the average in the European Union. Towards the end of 2006 the share of the total sum of credit in the gross national product in the Czech Republic reached the value of 44 % against 70 to 110 % in the countries of the European zone. Yet the total indebtedness of Czech households is 16.5 % of the gross national product. Komerční banka, a. s. managed to exploit this positive development of the Czech economy but showed considerable development in its activities during 2006.

In total, deposits increased by 8% and client credit by more than 21% in 2006. This increase was above all evident on the natural person (personal banking) market where there was an increase in mortgage loans by 32 %, consumer loans by 27 % and credit provided by our specialised subsidiary Modrá pyramida stavební spořitelna, a. s., by 27 %. In the same period the number of active debit cards reached 1.5 million and the number of active credit cards exceeded 170 000.

In 2006 Komerční banka, a. s. continued to expand its activities thanks to the net acquisition of 48 000 new clients (a 4% increase) particularly specialising in natural persons. In this respect I would like to underline the dynamic growth in accounts for children and students called Gaudeamus 2.

The specialised subsidiaries of Komerční banka, a. s. have also shown good results in acquiring new clients. This particularly involves the case of Modrá pyramida stavební spořitelny, a. s. with a portfolio of 805 000 clients at the end of 2006, of which about 600 000 are not clients of Komerční banka, a. s., as well as our subsidiary Penzijní fond KB, a. s. with 417 000 clients of which more than 300 000 are not clients of Komerční banka, a. s. or the subsidiary for consumer loans ESSOX, s. r. o. with more than 160 000 active clients.

In total, after the deduction of joint clients, the Komerční banka, a. s. Group had about 2.5 million clients of natural persons in its portfolio at the end of 2006.

In order to support this development of the bank and in response to the demographic development in the Czech Republic, we opened 19 new sales points in 2006. These new branches with two or three employees are located above all in newly emerging quarters of large conurbations, above all in Prague and new shopping centres. Likewise, we moved four branches in an effort to get closer to our clients. At the end of 2006 the network of sales points of Komerční banka, a. s. consisted of 378 branches. I would like to reiterate the fact that our objective is to achieve 400 sales points in 2008. Clients from the ranks of medium enterprises and municipalities are serviced by 35 regional centres and at the start of 2007 four new sales divisions were created (one in Moravia) designed for large enterprises.

One of the bank's key indicators – cross sale shows considerable popularity and makes use of our products whereby they are a good match to the needs of our clients. As regards natural persons there has been an increase in the number of products per one client from 4.94 products to one current account in 2005 to 5.23 products to one current account at the end of 2006.

The acquisition of 60 % of the share in Modrá pyramida stavební spořitelna, a. s. for more than 4 billion crowns means an important strategic decision in 2006 for Komerční banka, a. s. We are of the opinion that this acquisition represents an excellent opportunity for the development of our group. Modrá pyramida stavební spořitelna, a. s. has an extensive network of experienced and motivated dealers who will continue to distribute the traditional products of this company associated with building savings. Simultaneously, Modrá pyramida stavební spořitelna, a. s. will have the opportunity from the second half of 2007 to expand its sales offer by further products of the Komerční banka, a. s. Group. Likewise, this acquisition of Modrá pyramida stavební spořitelna, a. s. will enable Komerční banka, a. s. to approach more than 600 000 new clients which is a key factor. As soon as it will be possible and interesting for both companies, we intend to proceed to interconnect the organisation and costs between Modrá pyramida stavební spořitelna, a. s. and Komerční banka, a. s. Besides the exchange of employees between both companies which began since the start of 2006, there are other examples. A second call centre was opened in Zlín which is designed not only for the activities of Komerční banka, a. s., but also of Modrá pyramida stavební spořitelna, a. s. including the activities of other subsidiaries of the Komerční banka, a. s. Group.

The good business results of Komerční banka, a. s. are also being positively displayed in 2006 in the financial results for this period. We decided to publish the results for the first time in the form of consolidated results for the entire Komerční banky, a. s. Group, which means the results of Komerční banka, a. s., ESSOX, s. r. o., Factoring KB, a. s., Komerční banka Bratislava, a. s., Modrá pyramida stavební spořitelna, a. s. and Penzijní fond Komerční banky, a. s. I am convinced that this consolidated view better corresponds to our business model and reflects the results of the cooperation within the Group. In this respect, the Group's net profit increased year-on-year by 2.3 % and exceeded the value of 9.1 billion crowns. But it must be pointed out that in 2005 the financial results were positively affected by some transactions that are not being repeated. If we exclude these unrepeatable transactions, there is an 18% increase which is the biggest increase recorded since 2002. These results are due to the development of the sales activities described above as well as due to the effectiveness of the entire bank's activities and the attention devoted to risk management.

Mr. Philippe Rucheton in present more detailed information which will apply to the banks financial results in his paper.

In conclusion allow me to present the basic directions of our development plan for the years to follow. Our strategy of a large universal bank present on all markets for natural persons and enterprise of all types, which is capable of developing sales synergy and sharing of costs and organisation in all its subsidiaries within the Group in the Czech Republic and in the Slovak Republic.

It is for this reason that we will continue to emphasise constant cooperation with our clients while placing particular stress on the quality and transparency of our daily activities. As has already been mentioned several times, one of our main objectives is to expand our client portfolio by gaining new clients so we are more competitive on the retail market against our main competitors – Česká spořitelna and Československá obchodní banka, which currently have a larger client base than Komerční banka, a. s. it is for this purpose that cooperation is of fundamental importance with our subsidiaries and particularly Modrá pyramida stavební spořitelna, a. s..

Our continuing priority is the sale of loans and above all mortgages to natural persons. The development of the distribution network, as I have already reiterated, to create 400 sales points in 2008 and improve the offer of products and services is also a major task. Our objective on the businessmen and enterprises market is to maintain first place and our share by expanding the range of products above all in investment banking and through the specialised companies of the Komerční banka, a. s. Group and the Société Générale Group. This also involves a new division designed for large corporate services which was created at the start of 2007 and is managed by Mr. Jan Juchelka. We also want to continue in the good operating efficiency, maintain this indicator below 50 % and continue with cautious risk management.

As we have stated, we established demanding objectives which we can achieve only in cooperation with all employees of the Komerční banka, a. s. Group. Hence we also want to continue supporting the active human resources policy. The trust of our clients and shareholders is of prime importance in order to achieve the established objectives. Therefore I would also like to thank you for your trust and loyalty and look forward to our future cooperation.”

The relevant accompanying data during the commentary were projected on a screen installed in the conference hall for the shareholders.

The chairman of the General Meeting thanked the chairman of the Board of Directors and Chief Executive Officer, Mr. Laurent Goutard, for the presented commentary.

The chairman of the General Meeting asked whether a written explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

He also asked whether an oral explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

No other written or oral explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

The chairman of the General Meeting stated that according to the data on the monitor the General Meeting had been able to constitute a quorum and was competent to adopt a decision prior to the vote on the proposal, which will be presented, because at this moment the shareholders attending held shares totalled 63.92 % of the bank's registered capital.

The chairman of the general meeting presented the draft resolution as follows:

Resolution Three

The General Meeting approves the Report of the Board of Directors on the Business Activities and the state of its Assets and Liabilities for the year 2006 submitted and presented by the Board of Directors.

The chairman of the General Meeting stated that an absolute majority was required of the attending shareholders to adopt this resolution. He subsequently called on the shareholders to separate their ballot paper with the consecutive number of voting round 3 and subsequently place the green, red, or yellow ballot paper in the ballot box. Simultaneously he asked the authorised scrutineers to assume their duties and report that the collection of the ballot papers had ended.

The authorised scrutineers announced that voting had ended.

After the voting had ended the chairman of the General Meeting stated that resolution three had so far been adopted by 98.19% of the votes of attending shareholders and the result of the voting will be announced to the attending shareholders in further proceedings of the General Meeting and will be entered in the minutes of the proceedings of the General Meeting.

The final results of voting on resolution three were announced and read from the paper taken from the scrutineers by the chairman of the General Meeting during the proceedings of the General Meeting as follows:
shareholders holding 98.64% of the present number of votes voted in favour
shareholders holding 0% of the present number of votes voted against
shareholders holding 1.36% of the present number of votes abstained from voting

The chairman of the General Meeting subsequently proceeded to the discussion of the next item no. 4 of the agenda of the General Meeting which was the **Discussion of the Ordinary Financial Statements with a Proposal for the Distribution of Profit for 2006 and the Consolidated Financial Statements for 2006.**

The chairman of the General Meeting pointed out to the shareholders that they had received the material to this item during the attendance registration as material no. 2, 3 and 4, and also received the Annual Report. The voting will take place as part of item no. 6, 7 and 8.

The chairman of the General Meeting also reiterated that the regular financial statements, consolidated financial statements and the report of relations among related entities could be examined by shareholders as of 23rd March 2007 in the bank's seat and today these are available to the shareholders as part of the bank's Annual Report. The main data of the non-consolidated financial statements and consolidated financial statements were part of the Notice on the Proceedings of today's General Meeting.

The chairman of the General Meeting asked the vice chairman of the Board of Directors, Mr. Philippe Rucheton, to present the commentary for this item of the agenda.

The vice chairman of the Board of Directors, Mr. Philippe Rucheton, commented on the presentation projected at the head of the conference hall as follows:

“Allow me to present the results of 2006. This will be the first time, as Mr. Goutard had already said, when the consolidated results will be commented for the entire KB Group. It will also be the first time that I will comment on the results after the acquisition of Modrá pyramida stavební spořitelna, a. s. which took place at the start of October 2006. Since then our Group has taken on different dimensions and the consolidated results show the position and importance of our Group.

The general results of 2006 confirm our capability of ensuring a positive development of the total revenues and simultaneously also have control of operating costs. The increase in net operating revenues by 7.3 % and the slight increase in operating costs by 2.3 % testifies to a good result when the operating profit increased by 12 %. It is an excellent result. The costs of risks appear high nevertheless this is only apparent because this has not led to the breakdown of reserves, so this was a general reserve, as was the case in previous years and particularly in 2005. As a result, risk costs are at 43 points this is therefore a very slight increase and this increase is normally associated with the increasing volume of consumer loans, particularly at the company ESSOX, s. r. o. These consumer loans are on average a far greater risk than loans to large enterprises.

Hence, we managed better than expected to compensate for the breakdown of reserves and managed to create a net profit of 9.1 billion crowns which is an increase of 2 % against 2005. I would like to stress as one of the financial indicators the improvement of the ratio of costs to revenues which have reached 47 %. So it is a very low level and it means that we are one of the best banks in Europe. Another indicator is the fall of capital adequacy which came below 12 % or just above 12 % and it is a figure which also reflects our subordinate debt of 6 billion crowns. When we look at the TIR 1 indicator which is calculated according to the CNB standard and is without this debt, we can see that at the end of 2006 it reached the value of 10.6 %. I would also like to point out as I have already mentioned several times, that this TIR 1 ratio shows the figure that is understandable to analysts which is proportionate and enables us to face risks well which can arise on the Czech market.

The increase of net operating revenues was caused above all by an increase of interest margins and above all interests and credit. Mr. Goutard has already mentioned this, so it is our portfolio which is greatly responsible for this. The results were also affected by the fact that we operated in a very strong competitive Czech environment and therefore had to reduce the margins on credit transactions. Nevertheless fortunately this fall was only partial and only partially reduced the impact on the increase in the volume of credit and therefore the interest margin finally increase as a result. This competition is also reflected as far as income is concerned from the charges and commission which as you can be convinced of are more or less stable and led to a slight increase of 0.4 %. Here too there is stronger pressure from our clients who use the Internet or telebanking and this is also accompanied by the very slight increase from commissions and charges. So this is also reflected in the total operating costs.

Another source of our net banking revenues is income which comes from various financial instruments. It is a figure which more or less remains stable and I would still like to comment on this.

I would say that the activity of investment banking - about 5 % of our income – is associated with certain risks such as in the case of trading, foreign exchange transactions and so on. On the other hand, as far as sales activity is concerned, i.e. the sale of products to our clients, then the scale there is considerably broad such as a large part of our margin comes from the sale of derivative products. So this allows us to cover the

exchange risks which are matters which a number of our clients are interested in. The risks of the fluctuation of the Czech crowns are therefore considerably significant for our clients.

As far as our costs are concerned, costs increased by 2.3 %, personal costs by 3.6 % and so this is the first accounting period when the average number increased of employees in our Group. This, among other things, is associated with the opening of new branches as Mr. Goutard talked about, and this is associated with the situation concerning profitability. The increase in the number of employees was terminated and we now are at a stage when it is being reduced because we are trying to increase productivity. On the other hand, the number is increasing of our activities. Risk costs, as I have just mentioned, appear to be rising which is associated on the one hand with the non-existence of the transfer from reserve – breakdown of reserve.

And finally, so that we can consider the real trend in results, we have to deduct what is unrepeatable and one-off and what is connected to a sole and one-off transaction as the mentioned case in operating costs. The same applies to the exceptional income in our portfolio. And if we remove these elements because they are truly exceptional and unrepeatable, we see that there is truly very good dynamic growth here which was also speeded up in 2006 and represents more than 18 %. It means that 2006 was a truly excellent year. It cannot be guaranteed that this excellent growth will continue in the years to come, but 2006 was a really exceptional and very successful year.

What is particularly important for you the shareholders is to know the non-consolidated economic results. The commentary to these results would basically repeat what I have already said about the consolidated results. I would only wish to point to the last line which applies to the average number of employees in the period. For the first time our average number of employees in this period changed and resulted in an increase which was caused above all by the increased number of new sales points. This increase was 2.2 %.

I would also like to refer to the draft dividends. Dividends have been proposed by the Board of Directors of 150 crowns per share. The graph shows the historic development of dividends. You can see that in 2006 (dividends for 2005) we proceeded in paying out very high dividends. This was exceptional and we pointed out this fact. We distributed more than the annual result for 2005. Of course this year 150 crowns represents 65 % of the total result and this is a significant figure. We believe that this is a reasonable level and also reflects an attempt at the capitalisation of our bank. I have just mentioned how high the dividend for 2005 was. But we had purchased Modrá pyramida stavební spořitelna, a. s. which led to a reduction in equity and there are certain effects here in 2006. But I believe that 150 crowns per share is a reasonable level. We would like the shareholders to accept these dividends because this will mean that in one month we will distribute 5 701 million crowns.”

If you have any questions I am prepared to answer them.”

The chairman of the General Meeting thanked Mr. Philippe Rucheton for the presented commentary and asked whether any written explanation, proposal, counter-proposal or protest request had been submitted to this item of the agenda.

The chairman of the General Meeting announced that he had received from the information centre a written explanation request from the shareholder Radek Honzajko, who read the following:

“How many assets are currently allocated to the 1 share of the company KB?”

The vice chairman of the Board of Directors, Mr, Philippe Rucheton responded to this explanation request as follows:

“The way I understand this question is What is the level of net assets per one share? The net assets at the end of 2006 are 56.6 billion crowns. After dividing the number of shares this is 1436 crowns per share. We counted the consolidated accounts.”

The chairman of the General Meeting read the next explanation request from the shareholder Radek Honzajko: “What is the level of cash after this year’s allocation to the reserve fund?”

The chairman of the General Meeting responded to this explanation request as follows: “It is 2,982,763,564 crowns.”

The chairman of the General Meeting also raised the question whether anybody has any oral explanation, proposal, counter-proposal or protest request to this item of the agenda.

The shareholder who introduced himself as Kubát asked the following:

Question No. 1:

“In the Annual Report on page 53 there is information on the subsidiary ESSOX, s. r. o. which is the biggest subsidiary in view of its level of registered capital. It is remarkable that its result is negative. What are these company’s claims at the end of 2006, what were the corrections made to the adjustments of these claims and what are the claims to these corrections?”

Question No. 2:

“Then on page 72 there is the consolidated balance sheet at 31st December 2006 and there is a total item – share premium, reserves and funds totalling CZK 29,640,000,000. There was a fall against last year of CZK 2 billion. I request the breakdown of this total item into share premium, reserve items and funds.”

Question No. 3:

“The third question applies to page 104, where in item 35 the registered capital is given as the balance of own shares at the end of 2005 and at the end of 2006. When I divide the numbers of the acquisition price, I reach the conclusion that in 2005 the shares were bought for about CZK 3,500 and in 2006 for about CZK 2,777. I would like to know in what margin - minimum and maximum – the shares were purchased in 2006?”

Question No. 4:

“What were retained earnings as at 31.12.2006?”

The vice chairman of the Board of Directors, Mr. Philippe Rucheton, answered the questions of shareholders.

Answer to question no. 1:

“The first question concerned the company ESSOX, s. r. o. this is a company specialising in consumer loans, it is a company we bought and then merged with another company that we established. The company ESSOX, s. r. o. has been developing in an amazing way. Currently it is the leader in consumer loans and the losses you talked about, or the negative economic results are lower than we planned and are part of the planned

development of this subsidiary. The plan of its development assumes that it will start becoming profitable this year and this profitability will grow in the years to follow. The company ESSOX, s. r. o. is a shining example of development and profitability. It is totally natural that the company which is experiencing explosive growth will record certain losses in the first year but are not great. You mentioned the claims and I understand that Komerční banka, a. s. is understandably financing ESSOX, s. r. o. If ESSOX, s. r. o. provided credit its resources are restricted to equity but the rest it must borrow. As you know at Komerční banka, a. s. we have a surplus of free resources because we have far more deposits than credit. So we finance these subsidiaries such as ESSOX, s. r. o. or factoring or leasing companies. It is for this reason that we also have claims at the company ESSOX, s. r. o. But we have no doubts as to the quality of these claims and the quality of the company itself. It is for this reason that we did not create reserves to the claims at ESSOX, s. r. o. because we have no doubt that these loans will be repaid.”

Answer to question no. 2:

“The next question concerned the reduction in capital items. A moment ago I said that last year we had paid out more than the annual economic result in dividends. So it is unusual that this led to a fall in equity. Of course, currently we have the economic results for this period when there will be an increase, but at a certain point there must be a fall in our own funds.”

Answer to question no. 3:

“As regards the purchase of own shares, this is a matter which will still be discussed in the next item of the agenda which concerns this purchase. You will be asked to renew the permit of last year so we can buy our shares up to 10 % as part of a certain margin. Last year I had the opportunity to say and this will also apply to this year that no plan exists for the purchase of own shares. We have not set an objective that we will buy, for example, 5% of our capital or that we want to have such or different types of own shares. But if at a certain moment what we would consider a deviation of the market, which means that there will be a fall in the value of shares which we do not consider economically justified, we have the possibility of buying own shares based on your permission. It is not a plan but the possibility of taking the opportunity for this action. The figures you stated are the average price of the acquisition in 2006. As I have already said in a certain period the shares of Komerční banka, a. s. fell for some reasons which appear unjustified to us so we believed that it is appropriate to buy the shares and retain them. So there is a margin here of CZK 2000 – 4500, but no precise plan exists.”

Answer to question no. 4:

“As far as the last question is concerned applying to retain earnings (profit) of 2006, I am not altogether certain whether I understood this question exactly. But in the draft resolution there is a table for the draft distribution of profit in 2006 between reserves, dividends and the rest which will obviously be reinvested.”

The chairman of the General Meeting thanked Mr. Philippe Rucheton for the answers to the submitted questions and asked whether anybody still has a written or oral explanation, proposal, or counter-proposal or protest request to this item of the agenda.

No other written or oral explanation, proposal, or counter-proposal or protest request to this item of the agenda was submitted.

The chairman of the General Meeting subsequently proceeded to discuss the next item no. 5 of the agenda of the General Meeting which was the **Opinion of the Supervisory Board on the regular financial statements for the year 2006, on the proposal for the**

distribution of profit for the year 2006, and on the consolidated financial statements for the year 2006, report by the Supervisory Board on the results of its supervisory activity, and opinion of the Supervisory Board on the Board of Directors' report on relations among related entities in accordance with Section 66a (9) of the Commercial Code No. 513/1991 Coll., as amended and asked the chairman of the Supervisory Board, Mr. Didier Alix, to present the opinion of the Supervisory Board.

The chairman of the Supervisory Board, Mr. Didier Alix, presented the opinion of the Supervisory Board as follows:

“Dear shareholders, ladies and gentlemen,

From the authorisation of the Supervisory Board of Komerční banka, a. s., I wish to present the opinion of the Supervisory Board of the regular financial statements for 2006, the proposal for the distribution of profit for 2006, the consolidated financial statements for 2006, the Board of Directors' report on relations among related entities in accordance with Section 66a (9) of the Commercial Code No. 513/1991 Coll. as amended, and information on the supervisory activities of the Supervisory Board for the period from the General Meeting held on 26th April of last year to today's General Meeting.

The Supervisory Board, in accordance with Section 12, (2), d) of the bank's Articles of Association, examined the regular financial statements of Komerční banka, a. s. as of 31st December 2006 under international financial reporting standards (IFRS) and the consolidated financial statements as of 31st December 2006 also drawn up under international financial reporting standards.

The Supervisory Board, after examining the bank's regular and consolidated financial statements for the period from 1st January to 31st December 2006 and based on the opinion of the external auditor states that accounting entries and other records were kept in a conclusive manner and in accordance with generally binding regulations regulating the bank's accounting and also in accordance with the bank's Articles of Association. The accounting entries and other records show the financial situation of Komerční banka, a. s. from all its important aspects. The financial statements drawn up under these accounting entries present a faithful and true picture of the subject matter of the bank's accounting and financial situation.

The auditor – the company Deloitte Audit, s. r. o. audited the consolidated and non-consolidated financial statements of the bank drawn up under international accounting standards and provided a report without reservations.

The Supervisory Board recommends to the General Meeting to approve the regular financial statements for 2006 as proposed by the bank's Board of Directors.

The bank's Supervisory Board in accordance with Section 12 (2) d) of the bank's Articles of Association to examine the proposal of the Board of Directors for the distribution of net profit for the accounting period of 2006 and in view of the fact that the proposal for the distribution of profit corresponds to the bank's regulations and Articles of Association, the Supervisory Board recommends that it approve the proposal for its distribution as proposed by the bank's Board of Directors.

The Supervisory Board examined the Report on Relations among Related Entities in 2006 drawn up in accordance with Section 66a (9) of the Commercial Code No. 513/1991 Coll. and based on the submitted data it states that Komerční banka, a. s. no loss arose in the

accounting period from 1st January 2006 to 31st December 2006 in connection with the contracts and agreements concluded between the related entities.

Dear shareholders, I would now like to inform you of the supervisory activities of the Supervisory Board of Komerční banka, a. s. since the General Meeting held in April last year to today's General Meeting.

The Supervisory Board was continuously informed last year of the bank's activities. Reports and analyses were regularly submitted to it. The Supervisory Board particularly assessed the functionality and effectiveness of the bank's internal management and control system. The Supervisory Board stated that the bank's internal management and control system is functional and stable even though there is still room for its continued improvement. The Supervisory Board also devoted attention to the introduction of the first level of control in the bank, including its modification in internal regulations. It also monitored the bank's readiness to adopt Basel II, the new capital calculation and management system which will manage the Bank as of 2008, it expressed its unanimous opinion of the strategic internal audit plan for the period of 2007 - 2010 and the annual internal audit activity plan and was informed of the basic principles for risk management compliance. The Supervisory Board also expressed its opinion of the choice of the external auditor the company Deloitte. Seven complaints and incentives were also addressed to the Supervisory Board which duly investigated and followed the adopted conclusions and measures taken by the bank's Board of Directors.

An important role in the supervisory activities of the Supervisory Board was held by its audit committee which closely cooperated within the bank particularly with the internal audit department and finance and strategy department, but also with the external auditor which continuously informed it of the ongoing audit at the bank. The audit committee analysed in detail the management of the bank's potential risk conditions such as the growing risk arising from some of the bank's retail activities. The audit committee devoted great attention to the transformation of the bank's internal audit department, and this includes the mapping out of the risks and implementation of new methodology. It was acquainted in detail with the results of the audits and control investigations which the internal audit department had performed in the past period and with the adopted remedial measures. The bank's economic results were continuously discussed at meetings of the audit committee.

The other Supervisory Board committee which it relied for its activities was the remuneration and personnel questions committee. The committee discussed a whole series of questions relating to the bank's personnel policy, remuneration of its employees and provided the Supervisory Board with various recommendations as part of its scope of activities. Both committees regularly informed the Supervisory Board of its activities and recommended further procedures to the Supervisory Board.

The Supervisory Board commented on the submitted materials at the meetings of the individual members of the Board of Directors. The Supervisory Board adopted its individual decisions based on the recommendations of the committees and commentaries as part of its scope of activities laid down by the law and bank's Articles of Association.

At the proposal of the remuneration and personnel questions committee, the Supervisory Board elected Mr. Christian Poirier a member of the audit committee on 26th April 2006.

Since last year's General Meeting a change occurred on the Board of Directors. The Supervisory Board elected Mr. Jan Juchelka member of the Board of Directors on 26th April 2006 which came into effect as of 1st July 2006.

Ladies and gentlemen, the Supervisory Board checked the fulfilment of the tasks of the Board of Directors, supervised the Board of Directors' competence, checked the accounting records and other financial records of the Komerční banka, a. s. just as being engaged in the effectiveness of the internal management and control system which it regularly assessed. So I can state that the bank's business activities were performed in accordance with the legal regulations and the bank's Articles of Association."

The chairman of the General Meeting thanked the chairman of the Supervisory Board, Mr. Didier Alix, for the presented commentary and asked whether a written explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

He also asked whether anybody had an oral explanation, proposal, counter-proposal or protest request to this item of the agenda.

No other written or oral explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

The chairman of the General Meeting then proceeded to item no. 6 of the agenda of the General Meeting which was the **Approval of the Regular Financial Statements for 2006**.

The chairman of the General Meeting stated that the shareholders listened to the commentary of the vice chairman of the Board of Directors, Mr. Philippe Rucheton, to this item as part of item 4, and that they had received data for approval as material no. 2 and the Annual Report.

The chairman of the General Meeting also informed the shareholders that according to the data on the monitor the General Meeting had been able to constitute a quorum and was competent to adopt a decision prior to the vote on the proposal, which will be presented, because at this moment the shareholders attending held shares to the nominal value which represents in aggregate 63.91 % of the bank's registered capital.

The chairman of the General Meeting presented the draft resolution as follows:

Resolution Four

The General Meeting approves the regular financial statements of Komerční banka, a. s. for 2006 in the wording of the Annual Report of Komerční banka, a. s. for 2006.

The chairman of the General Meeting stated that an absolute majority was required of the attending shareholders to adopt this resolution. He subsequently called on the shareholders to separate their ballot paper with the consecutive number of voting round 4 and subsequently place the green, red, or yellow ballot paper in the ballot box. Simultaneously he asked the authorised scrutineers to assume their duties and report that the collection of the ballot papers had ended.

After the voting had ended, the chairman of the General Meeting read the preliminary results of voting on resolution four expressed by a percentage of the votes as follows: so far for 95.28 % of the votes of the attending shareholders.

The chairman of the General Meeting stated that resolution four had been adopted by the required absolute majority vote and the result of the voting will be announced to the attending shareholders in further proceedings of the ordinary General Meeting and will be entered in the minutes of the proceedings of the General Meeting.

The final percentage results of voting on resolution four were announced and read from the paper taken from the scrutineers by the chairman of the General Meeting during the proceedings of the General Meeting as follows:
shareholders holding 98.2% of the present number of votes voted in favour
nobody voted against
shareholders holding 1.8% of the present number of votes abstained from voting

The chairman of the General Meeting then proceeded to item no. 7 of the agenda of the General Meeting which was the Decision on the Distribution Profit for 2006 and informed the General Meeting that the shareholders had listened to the commentary of the vice chairman of the Board of Directors, Mr. Philippe Rucheton as part of item 4, and had received the data for approving the draft profit distribution as material no. 3.

The chairman of the General Meeting then stated that according to the data on the monitor the General Meeting had been able to constitute a quorum and was competent to adopt a decision prior to the vote on the proposal, which will be presented, because at this moment the shareholders attending held shares to the total nominal value of 63.91 % of the bank's registered capital.

The chairman of the General Meeting presented the Board of Directors' draft resolution as follows:

Resolution Five

The General Meeting decided on the distribution of the profit of Komerční banka, a. s. for 2006 to the total of CZK 8,747,497,842,61 as follows:

Allocation to the reserve fund	CZK 437,374,892,13
Dividends	CZK 5,701,477,800,00
Balance retained profit from previous years	CZK 2,608,645,150,48

The level of dividends converted to one share is CZK 150 before tax. A shareholder is entitled to a dividend who is the holder of the share of Komerční banka, a. s., with ISIN CZ0008019106 as of 25th May 2007. The dividend becomes repayable as of 25th June 2007.

The General Meeting decided that part of the profit for 2006 for a dividend appertaining to own shares held by Komerční banka, a. s., and held by its controlled companies will be transferred to the retained profit from previous years account. The level of this part of the profit will be determined according to the number of own shares held by Komerční banka, a. s. and its controlled companies at the decisive day for the payment of dividends, i.e. 25.5.2007.

The chairman of the General Meeting stated that an absolute majority was required of the attending shareholders to adopt this resolution. He subsequently called on the shareholders to separate their ballot paper with the consecutive number of voting round 5 and subsequently place the green, red, or yellow ballot paper in the ballot box.

Simultaneously he asked the authorised scrutineers to assume their duties and report that the collection of the ballot papers had ended.

After the voting had ended, the chairman of the General Meeting read the preliminary results of voting on resolution five expressed by a percentage of the votes as follows: so far for 98.47 % of the votes of the attending shareholders.

The chairman of the General Meeting stated that resolution five had been adopted by the required absolute majority vote and the result of the voting will be announced to the attending shareholders in further proceedings of the General Meeting and will be entered in the minutes of the proceedings of the General Meeting.

The final percentage results of voting on resolution five were announced and read from the paper taken from the scrutineers by the chairman of the General Meeting during the proceedings of the General Meeting as follows:
shareholders holding 98.66% of the present number of votes voted in favour
shareholders holding 868 votes voted against
shareholders holding 0.43% of the present number of votes abstained from voting

The chairman of the General Meeting then proceeded to item no. 8 of the agenda of the General Meeting which was the **Approval of the Consolidated Financial Statements for 2006** and informed the General Meeting that the shareholders had listened to the commentary of the vice chairman of the Board of Directors, Mr. Philippe Rucheton as part of item 4, and had received the data for the agenda as material no. 4 and also the Annual Report.

The chairman of the General Meeting stated that according to the data on the monitor the General Meeting had been able to constitute a quorum and was competent to adopt a decision prior to the vote on the proposal, which will be presented, because at this moment the shareholders attending held shares to the nominal value which represents on aggregate 63.91 % of the bank's registered capital.

The chairman of the General Meeting stated that there was a question in the information centre relating to the distribution of profit from the shareholder, Mr. Radek Honzajko which after receiving it he read as follows:

"I received compiled draft resolutions of today's General Meeting convened today, i.e. 25th April 2007. These draft resolutions for the approval at the KB General Meeting are very well compiled and are transparent for the minority shareholders. So in future years it would be good to add them to the agenda of the General Meeting at the start of the General Meeting. PROPOSAL: add these draft resolutions to shareholders at the General Meeting during attendance registration – opening."

The chairman of the General Meeting stated that Komerční banka, a. s. would attempt to comply with this proposal in future years.

The chairman of the General Meeting presented the draft resolution as follows:

Resolution Six

The general Meeting approves the consolidated financial statements of Komerční banka, a. s., for 2006 in the wording in the Annual Report of Komerční banka, a. s. for 2006.

The chairman of the General Meeting stated that an absolute majority was required of the attending shareholders to adopt this resolution. He subsequently called on the shareholders to separate their ballot paper with the consecutive number of voting round 6 and subsequently place the green, red, or yellow ballot paper in the ballot box. Simultaneously he asked the authorised scrutineers to assume their duties and report that the collection of the ballot papers had ended.

After the voting had ended, the chairman of the General Meeting read the preliminary results of voting on resolution six expressed by a percentage of the votes as follows: so far for 94.59 % of the votes of the attending shareholders.

The chairman of the General Meeting stated that resolution six had been adopted by the required absolute majority vote and the result of the voting will be announced to the attending shareholders in further proceedings of the General Meeting and will be entered in the minutes of the proceedings of the General Meeting.

**The final percentage results of voting on resolution six were announced and read from the paper taken from the scrutineers by the chairman of the General Meeting during the proceedings of the General Meeting as follows:
shareholders holding 98.58% of the present number of votes voted in favour
shareholders holding 41 votes voted against
shareholders holding 1.42% of the present number of votes abstained from voting**

After the voting had ended a shareholder who presented himself as shareholder number 40 for the purpose of this General Meeting, Mr. Pavel Dobranský, stated:

“I want to ask you not to read the results when the voting is taking place because two procedures cannot be performed at once.”

The chairman of the General Meeting stated that obviously he would comply with this request and in future would not read the final results of previous voting until after the end of the ongoing voting.

The shareholder, Mr. Pavel Dobranský subsequently asked the chairman of the General Meeting to repeat the results of round 5.

The chairman of the General Meeting repeated the final results of voting round no. 5, as follows:

98.66 % voted in favour
868 votes voted against
0.43 % abstained

The shareholder, Mr. Pavel Dobranský subsequently asked the chairman of the General Meeting to read the results more consistently – not twice in relative and once in absolute terms.

The chairman of the General Meeting stated that the results of the voting are rounded off to two decimal points so that the data are stated in percentages, but if this data is in 0 %,

which may mean that the number of shareholders' votes voted in favour which in the results is less than 0.00 %, then the concrete number of votes against is stated.

The shareholder, Mr. Pavel Dobranský subsequently asked the chairman of the General Meeting to read the results in absolute terms.

The chairman of the General Meeting repeated the results of the voting round no. 5 as follows:

Shareholders holding 23.935.018 of votes voted in favour

Shareholders holding 868 votes voted against

Shareholders holding 685 votes abstained from voting

Another shareholder who did not introduced himself, stated:

"Those 867 votes were 0.00 % and those who did not express their opinion was 0.14 %?"

The chairman of the General Meeting stated that it was a slip of the tongue and that shareholders holding 103.361 votes had abstained from voting, shareholders holding 685 votes had not voted and shareholders holding 219,527 votes had delivered invalid papers.

The shareholder, Mr. Pavel Dobranský, asked the chairman of the Board of Directors to tell him the total quorum.

The chairman of the General Meeting stated that expressed in total nominal value of shares appertaining to shareholders attending the voting in this round, the quorum of round 5 was CZK 12,129,729,500 of the registered capital which represents 24,259,459 votes.

The chairman of the General Meeting then proceeded to item no. 9 of the agenda of the General Meeting which was the **Personnel Changes to the Supervisory Board**.

The chairman of the General Meeting stated to this item of the agenda that Komerční banka, a. s. is still looking for an appropriate candidate to the position of member of the Supervisory Board, and the bank's Board of Directors does not propose any resolution to this item.

The chairman of the General Meeting asked whether a written explanation, proposal, counter-proposal or protest request to this item of the agenda had been or is submitted.

He also asked whether anybody had an oral explanation, proposal, counter-proposal or protest request to this item of the agenda.

No other written or oral explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

The shareholder, Mr. Pavel Dobranský stated that he had not heard the explanation to the question from his colleague as to why 685 of votes is 0.14 % and 868 of votes is 0 %.

The chairman of the General Meeting stated that he had already said that 219,527 invalid votes had been delivered and 685 of votes had not voted.

The shareholder, Mr. Pavel Dobranský, stated again that he did not understand why 685 votes is 0.14 % and 868 votes is 0 %.

The chairman of the General Meeting read the entire results of the 5th round of voting as follows:

Shareholders holding 23,935,018 votes had voted in favour which represents 98.66 % of the present number of votes

Shareholders holding 868 votes voted against, which represents 0.003 % of the present number of votes

Shareholders holding 103.361 votes abstained from voting, which represents 0.43 % of the present number of votes

Shareholders holding 685 votes did not vote

Shareholders holding 219,527 votes delivered invalid ballot papers.

The chairman then proceeded to item no. 10 of the agenda of the General Meeting which was a **Decision on the Remuneration of Members of the Bank's Body Members.**

The chairman of the General Meeting stated that according to the data on the monitor the General Meeting had been able to constitute a quorum and was competent to adopt a decision prior to the vote on the proposal, which will be presented, because at this moment the shareholders attending held shares to the nominal value which represents on aggregate 63.9 % of the bank's registered capital.

The chairman of the General Meeting presented the draft resolution as follows:

Resolution Seven

The General Meeting approves at the proposal of the Supervisory Board the non-entitled part of the bonus of members of the Board of Directors for 2006, this bonus is listed in the gross sum according to the relevant tax legislation.

Name	Bonus
Laurent Goutard	CZK 2 878 928
Philippe Rucheton	CZK 2 123 378
Didier Colin	CZK 2 073 391
Peter Palečka	CZK 2 500 000
Jan Juchelka	CZK 1 500 000

The chairman of the General Meeting asked whether a written explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

He also asked whether any oral explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

No other written or oral explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

The chairman of the General Meeting stated that an absolute majority was required of the attending shareholders to adopt this resolution. He subsequently called on the shareholders to separate their ballot paper with the consecutive number of voting round 8 and subsequently place the green, red, or yellow ballot paper in the ballot box. Simultaneously he asked the authorised scrutineers to assume their duties and report that the collection of the ballot papers had ended.

Subsequently a shareholder who did not introduce himself stated the voting should take place with ballot paper no. 7.

The chairman of the General Meeting stated that no draft resolution had been submitted for the election of a member of the Supervisory Board which was to be round seven so that voting would take place now on the draft resolution for the payment of bonuses to the Board of Directors using ballot paper with the consecutive number of voting round 8.

After the voting had ended, the chairman announced the preliminary results of voting on resolution seven expressed by a percentage of the votes as follows: so far for 97 % of the votes of the attending shareholders.

The chairman of the General Meeting stated that resolution seven had been adopted by the required absolute majority vote and the result of the voting will be announced to the attending shareholders in further proceedings of the ordinary General Meeting and will be entered in the minutes of the proceedings of the General Meeting.

The final percentage results of voting on resolution seven were announced and read from the paper taken from the scrutineers by the chairman of the General Meeting during the proceedings of the General Meeting as follows:
shareholders holding 97.01% of the present number of votes voted in favour
shareholders holding 2.81% of the present number of votes voted against
shareholders holding 0.11% of the present number of votes abstained from voting

The chairman of the General Meeting then proceeded to item no. 11 of the agenda of the General Meeting which was the **Decision of the Acquisition of Own Shares** and informed the shareholders that they had received the material to this item no. 5 and the information to this item of the agenda had already been presented by the vice chairman of the Board of Directors, Mr. Philippe Rucheton.

The chairman of the General Meeting asked whether a written explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

He also asked whether an oral explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

No other written or oral explanation, proposal, counter-proposal or protest request to this item of the agenda had been submitted.

The chairman of the General Meeting stated that according to the data on the monitor the General Meeting had been able to constitute a quorum and was competent to adopt a decision prior to the vote on the proposal, which will be presented, because at this moment the shareholders attending held shares to the total nominal value of 63.9 % of the bank's registered capital.

The chairman of the General Meeting presented the draft resolution as follows:

Resolution Eight

The General Meeting agrees with the acquisition of own ordinary shares under these conditions:

- **Highest quantity of shares that the bank may hold at any time is 3,800,985 ordinary shares,**
- **Acquisition price must be at least CZK 2,000 per share and no more than CZK 4,500 per share,**

- **This resolution is valid for a period of 18 months,**
- **The bank may not acquire shares if it were to breach the conditions specified in Section 161a (1) b) and c) of the Commercial Code,**
- **The bank may for the period of the validity of the consent repeatedly purchase and sell shares without further restrictions.**

The chairman of the General Meeting stated that an absolute majority was required of the attending shareholders to adopt this resolution. He subsequently called on the shareholders to separate their ballot paper with the consecutive number of voting round 9 and subsequently place the green, red, or yellow ballot paper in the ballot box. Simultaneously he asked the authorised scrutineers to assume their duties and report that the collection of the ballot papers had ended.

After the voting had ended the chairman of the General Meeting read the preliminary results of voting on resolution eight expressed in the percentage of votes as follows: so far for more than 99.44% of votes of the attending shareholders.

The chairman of the general meeting stated that resolution eight was adopted with the required absolute majority of votes and the attending shareholders will be informed of the result of the voting in the further proceedings of the General Meeting and will be entered in the minutes of the General Meeting.

Shareholder Mr. Pavel Dobranský asked whether the quorum had changed between the two voting rounds?

The chairman of the General Meeting answered that the quorum changes throughout the proceedings of the General Meeting as shareholders come and go. The quorum expressed in the nominal value of shares – during voting with ballot paper no. 6 the attending shareholders held shares at a total nominal value of CZK 12,126,923,500 and during the voting with ballot paper no. 8 the attending shareholders held shares at a total nominal value of CZK 12,126,463,500.

The final percentage results of voting about resolution eight were announced and read from a paper taken from the scrutineers by the chairman of the General Meeting during the proceedings of the General Meeting as follows:
shareholders holding 99.83% of the present number of votes voted in favour
shareholders holding 0.001% of the present number of votes voted against
shareholders holding 0.15% of the present number of votes abstained from voting

In view of the fact that all the items of the agenda were discussed, at the close of the General Meeting its Chairman thanked the shareholders for their active attendance and stated that the minutes of the proceedings of the General Meeting would be executed within thirty days.

The Chairman of the General Meeting terminated the ordinary General Meeting at 3.06 p.m.

In Prague on 15th May 2007

Pavel Henzl
Chairman of the General Meeting

Karel Kohout
Minutes Clerk

Jiří Matyášek
Minutes Verifier

Jaroslav Hoch
Minutes Verifier

Appendix No.1: Record of the Situation Regarding the Quorum of the General Meeting

Appendix No.2: Attendance List of the General Meeting

Appendix No.3: Materials for shareholders to the Individual Items of the Agenda of the
General Meeting
(Materials no. 1, 2, 3, 4, 5)

Appendix No. 4: Records of the Results of the Voting

Appendix No. 5: Notice of the General Meeting

Appendix No. 6: Explanation Requests