

**NOTICE OF REMOTE DECISION-MAKING**  
**by the General Meeting of Komerční banka, a. s.**

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

The Board of Directors of the Bank (hereinafter called the “**Board of Directors**”) announces that, based on the provisions of S. 12a of the Articles of Association of the Bank and under the below conditions, the General Meeting will take a decision on the below items in writing and electronically using the **remote decision-making procedure** referred to in Czech as “**per rollam**” with votes on the below items cast either using ballot papers, which will be made available to shareholders by the Bank on its website [www.kb.cz](http://www.kb.cz), or using the remote communication electronic platform:

**1. Decision on the distribution of retained earnings of previous years**

(hereinafter called the “**decision-making agenda**”).

The Board of Directors will include another item of business in the decision-making agenda if qualified shareholders apply for the inclusion of an item of business in the decision-making agenda under the conditions stated in article 11 below.

**1. GENERAL INFORMATION ON REMOTE DECISION-MAKING**

- 1.1 In accordance with S. 418 of Act No. 90/2012 Coll., the Companies and Cooperatives Act as Amended (hereinafter called the “Corporations Act”, Section 12a of the Articles of Association of the Bank allows using the remote decision-making procedure. The main difference between remote per rollam decision-making and standard decision-making by the general meeting consists in the fact that shareholders or, as the case may be, their proxy holders, are not physically present at the general meeting and do not vote on the proposals thereat; rather the decision is carried if the Bank receives a sufficient number of shareholders’ votes in favor of the proposal (assenting votes) in writing or in another specified form within the time period specified in the draft decision to be taken remotely.
- 1.2 During the remote decision-making procedure, there is no on-site discussion on the individual items of business on the general meeting agenda in the presence of shareholders. The fundamental difference that needs to be mentioned is that remote voting follows the statutory rule that “silence means dissent”. Shareholders can thus vote “against” a proposal simply by not sending any position thereon (S. 419 /1/ of the Corporations Act). The quorum for the purposes of voting on the submitted proposals (the relevant majority) is nevertheless calculated from the total number of votes of all shareholders (S. 419 /3/ of the Corporations Act); the votes that cannot be exercised are not taken into consideration (S. 412 /2/ of the Corporations Act). No proposals or potential counterproposals can thus be carried by a minority of votes. The detailed rules are set out further below in articles 2 - 13 hereof.
- 1.3 For the reasons above, the scope and ways of exercising shareholder rights may differ from the situation when they are exercised at a physical general meeting (for more details, see below).

## **2. A SUMMARY OF THE CONDITIONS FOR THE REMOTE DECISION-MAKING PROCEDURE**

- 2.1 Shareholders can express their opinion (vote) remotely either in writing (“**a decision taken remotely in writing**”) or using the Bank's remote communication electronic platform (“**a decision taken remotely using the electronic platform**”).
- 2.2 Shareholders can express their opinion (vote) remotely on the draft decision submitted by the Bank's Board of Directors or, as the case may be, amended by the Board of Directors based on the proposal of a qualified shareholder under the conditions stated in art. 11 below (hereinafter called “the Proposals”) within a time period commencing on **18 October 2021** and terminating on **2 November 2021** (hereinafter called “**the first round of remote decision-making**”).
- 2.3 In the case that shareholders of the Bank file a counterproposal or counterproposals to the Proposal under the conditions stated in art. 11 below (hereinafter called “**Counterproposals**”) and the corresponding Proposal targeted by the lodged Counterproposal is not carried in the first round of remote decision-making, a new round of remote voting on the Counterproposals (hereinafter called “**the second round of remote decision-making**”) will take place no later than 30 days from the announcement of the results of the first round of remote decision-making (comp. art. 13 hereof). The precise dates and the rules for the second round of remote decision-making, if any, will be communicated to shareholders together with the announcement of the results of the first round of remote decision-making (comp. art. 13 hereof).
- 2.4 The shareholders entitled to vote in the first round of remote decision-making will be identified as of the Record Date (see art. 3 below).
- 2.5 A detailed explanation of the rules for the first round of remote decision-making can be found below. The below remote decision-making rules do not apply to the second round of remote decision-making.

## **3. THE RECORD DATE**

- 3.1 Persons listed as shareholders in the statement from the statutory register of uncertificated shares of the Bank (hereinafter called the “**Statement from the Central Securities Depository**”) as of **7 October 2021** (hereinafter called the “**Record Date**”) will be entitled to vote within the framework of the remote decision-making process. The Statement from the Central Securities Depository will be procured by the Bank. The procedure is similar to the identification of the persons entitled to attend a general meeting and to exercise shareholder rights, including the voting right, thereat.

## **4. THE IDENTIFICATION OF SHAREHOLDERS AND THEIR PROXIES**

- 4.1 The Bank will procure a Statement from the Central Securities Depository reflecting the state as of the Record Date.
- 4.2 **Prohibition on the exercise of the voting right by legal entities:**  
A legal entity's beneficial owner is, under Act No. 37/2021 Coll., the Beneficial Owners Registration Act, prohibited from voting at the General Meeting unless he/she is entered in the beneficial owners register. Furthermore, votes may not be cast by any legal entity or anyone acting on behalf of a legal person the beneficial owner of which is not entered in the register. Moreover, the voting right at the General Meeting may not be exercised by any legal entity or anyone acting on behalf of a legal arrangement which has no beneficial owner entered in the beneficial owners register. Also, votes may not be cast by anyone who cannot exercise the voting right under the conditions set out by the Corporations Act or by another piece of legislation.

## **A) Decisions to be taken remotely in writing**

- 4.3 Unless below provided otherwise, shareholders will be identified for the purposes of casting their vote on the decisions to be taken remotely in writing using the following instruments:
- (a) Each shareholder who is an individual and is not represented by a proxy will be identified based on the Statement from the Central Securities Depository and does not have to provide any other documents to be allowed to vote.
  - (b) Each shareholder that is a legal entity will be identified based on the Statement from the Central Securities Depository and must deliver, no later than together with the ballot, a current statement from the competent public registry or another document proving his right to act on behalf of the legal entity.
  - (c) A shareholder's proxy holder must deliver, no later than together with the ballot, the original or an officially attested copy of the proxy unless it meets the conditions of art. 4.4 hereof. The proxy must be in writing, the shareholder's signature attached to it must be officially authenticated and the proxy must show whether it may be used by the proxy holder to represent the principal at one or more general meetings unless it meets the conditions of art. 4.4 hereof.
  - (d) A person registered with the registry of uncertificated securities as an administrator or as a person authorized to exercise rights attached to a share will be identified based on the Statement from the Central Securities Depository and does not have to provide any other documents to be allowed to vote.
  - (e) A representative, whose right to represent a shareholder when taking a decision remotely in writing stems from a fact other than a proxy has the duty to provide a document showing this fact no later than together with the ballot.
- 4.4 In the case that the instruments listed in art. 4.3 (b) or 4.3 (c) above are executed by foreign authorities or institutions or procured with their certification clauses, they must be procured with an apostille or another type of certification or authentication required for such foreign instruments by Czech authorities in official communication. Should such instruments, certifications or authentications be executed in a foreign language, they must also be procured with a certified translation into the Czech language.
- 4.5 Specific provisions for proxies:
- (a) To grant a proxy in writing (see also art. 4.3 (c) above), it is also possible for shareholders to use the form posted by the Bank on its website together with this Notice. The paper form of proxy is also available at the Bank's head office on business days from 9 a.m. to 12 o'clock noon. Each shareholder may apply to be sent the form of proxy at his own expense and risk as a paper document or electronically; the applications must be submitted by e-mail addressed to [valnahromada@kb.cz](mailto:valnahromada@kb.cz) or by mail addressed to the Bank's head office. Using the form of proxy to appoint a proxy holder is not mandatory.
  - (b) Shareholders may also:
    - (i) notify the Bank by an e-mail sent to [valnahromada@kb.cz](mailto:valnahromada@kb.cz) of the grant of a proxy to a person appointed to represent the shareholder in remote decision-making and of the revocation of such proxy by the principal. As in the case of notifying the Bank of the grant of a proxy to represent the shareholder at a general meeting which is held physically under S. 5 (3) of the Bank's Articles

of Association, the electronic notification must be furnished with a guaranteed electronic signature established on the basis of a qualified certificate issued by an accredited certification service provider (hereinafter called the “**advanced electronic signature**”). The rules for the receipt of such notifications including the requirements with respect to their content and form are available on the Bank’s Website [www.kb.cz](http://www.kb.cz); or

- (ii) notify the Bank via their data mailbox of the grant of a proxy to a person appointed to represent the shareholder in remote decision-making and of the revocation of such proxy via the data mailbox the address (ID) of which is: 4ktes4w marking 2300 KB GENERAL MEETING in the field *To*; this notification must also allow assessing the compliance of the proxy with legal requirements. To facilitate the processing, we request that the relevant message duly identify the subject (dmAnnotation) in the form “Proxy for remote decision-making”.

If the shareholder’s representation is proven in one of the above ways, the Bank will not request handing in a proxy in writing.

#### **B) Decisions to be taken remotely using the electronic platform**

- 4.6 In the case of taking a decision remotely using the electronic platform, the Shareholder must enter with the Bank into a contract for access to the electronic platform (hereinafter called the “**Contract**”). The contract template is available on the Bank’s Website. The shareholder will deliver the completed and signed Contract with the Shareholder’s officially authenticated signature to Komerční banka, a. s., P.O.BOX 839, postal code 114 07 marking 2300 KB GENERAL MEETING on the envelope. The contract is entered into the moment when the Shareholder receives from the Bank by e-mail, to the e-mail address specified in the contract, an electronic confirmation of the conclusion of the Contract and a notification of the creation of his access to the Application with a link to the location of the Application.
- 4.7 The Bank will, based on the authentication of the shareholder’s identity, create his unique identity within the framework of the electronic platform. The shareholder can use this identity to take decisions remotely using the electronic platform. The shareholder’s identity will be authenticated in a two-step procedure and a one-time code will be sent to the Shareholder to the selected telephone number specified in the Contract for each access to the application.
- 4.8 A shareholder being a legal entity has to specify in the Contract one or more of its proxy holders authorized to vote on its behalf remotely using the electronic platform; each of the proxy holders must be listed separately. Joint representation is not admitted. The signatures attached to the Contract must be officially authenticated and the Contract must be supplemented with the original or officially attested copy of an extract from the register of companies or of another document proving the existence of the legal entity and the way it is represented by the members of its governing body; S. 5 (3) of the Bank’s Articles of Association shall apply *mutatis mutandis*. In the case that the instruments that must be enclosed with the package containing the Contract are executed by foreign authorities or institutions or procured with their certification clauses, they must be procured with an apostille or another type of certification or authentication required for such foreign instruments by Czech authorities in official communication. Should such instruments, certifications or authentications be executed in a foreign language, they must also be procured with a certified translation into the Czech language.
- 4.9 In the event that, prior to the publication of this Notice on the Bank’s Website, the shareholder has already entered with the Bank into the Contract to vote by correspondence using the remote communication electronic platform and a unique identity has been created for him within the

electronic platform, he does not need to enter with the Bank into a new Contract to vote remotely using the electronic platform; rather he may use the unique identity that has already been created.

## 5. VOTING ARRANGEMENTS

- 5.1 The Proposal will be published by the Bank on its website [www.kb.cz](http://www.kb.cz) (hereinafter called the “**Website**“) and in the Mladá fronta DNES daily on **14 October 2021**.
- 5.2 The Counterproposals lodged under the conditions stated in art. 10 hereof, including the position of the Bank's Board of Directors, will be published by the Bank on its Website no later than on **28 October 2021**.
- 5.3 Shareholders and their proxy holders can vote on the Proposals within the first round of remote decision-making from **18 October 2021**. The votes sent in prior to this date will not be taken into consideration.
- 5.4 Within the first round of remote decision-making, it is not possible to vote on Counterproposals. Shareholders will be able to vote on Counterproposals only during a second round of remote decision-making, if any – see art. 2.3 above.
- 5.5 The ballot papers to vote on the Proposals remotely in writing will be posted by the Bank on its Website on **14 October 2021**. The ballot papers to be used to vote remotely in writing on Counterproposals will not be posted prior to the first round of remote decision-making.
- 5.6 The ballot papers to decide remotely in writing will contain option “FOR” and option “AGAINST”; nevertheless, shareholders can also vote AGAINST a resolution by not sending in any vote (hereinafter called the “**Ballot Papers**”).
- 5.7 If required to hand in certain instruments (in particular a proxy or an extract from the register of companies) when voting on a decision remotely in writing, shareholders or their proxy holders must deliver the instruments to the Bank no later than together with the Ballot Papers.
- 5.8 The voting procedure when taking a decision remotely in writing will be as follows:
  - (a) Shareholders who have decided to vote “FOR” a proposal will fill in the Ballot Papers as indicated thereon and send them to the Bank using one of the ways below:
    - (i) By mail to Komerční banka, a. s., P.O.BOX 839, postal code 114 07, stating 2300 KB GENERAL MEETING on the envelope;
      - Here, the signatures on the Ballot Papers must be officially authenticated and the provisions of art. 4.4 above apply to foreign certification clauses mutatis mutandis; this shall not affect any potential requirements arising from art. 4.3 – 4.5 hereof; or
    - (ii) By e-mail to [valnahromada@kb.cz](mailto:valnahromada@kb.cz);
      - Here, a simple electronic copy of the signed Ballot Papers will be sufficient (no need for an officially authenticated signature); however, the relevant e-mail message must be furnished with an advanced electronic signature; this shall not affect any potential requirements arising from art. 4.3 – 4.5 hereof; or
    - (iii) To the data mailbox the address (ID) of which is 4ktes4w. Please fill in 2300 KB GENERAL MEETING as the addressee.

- If the Ballot Papers are sent from the data mailbox of a shareholder or his proxy, a simple electronic copy of the signed Ballot Papers is sufficient (no need for an officially authenticated signature or for an advanced electronic signature on the Ballot Paper); this shall not affect any potential requirements arising from art. 4.3 – 4.5 hereof.
- (b) Shareholders who have decided to vote “AGAINST” a proposal can fill in the Ballot Papers as indicated thereon and send them to the Bank using one of the ways described above or not to send any vote at all (S. 419 /1/ of the Corporations Act).
- 5.9 To vote on a decision remotely using the electronic platform, the shareholder clicks on the “FOR” or “AGAINST” button referring to the item of business concerned. If the electronic vote does not show clearly the way the shareholder voted, he will be deemed to have voted AGAINST the proposal. The shareholder needs to vote FOR or AGAINST the proposal for his voting to be valid. The electronic application will be preset for the shareholder to vote with all the shares held by the shareholder as of the record date. Prior to the record date, the electronic application will not allow the shareholder to vote with a different number of shares nor to vote with individual shares in different ways. To express his choice, the shareholder needs to save his vote and subsequently send it in. Once the vote is sent in electronically, it is no longer possible to vote again or to correct one’s choice.
- 5.10 The Ballot Papers or the votes sent in remotely using the electronic remote communication platform must be delivered to the Bank in one of the ways described in art. 5.8 or 5.9 no later than by **2 November 2021, 24:00**, to be counted towards the votes in favor of the Proposal within the framework of the remote decision-making process. If a shareholder voted using both Ballot Papers and electronically, the decisive vote is the vote which the Bank receives first.
- 5.11 Specific provision for the concurrence of votes cast both by a shareholder and his proxy or by several proxies of the same shareholder: In the case that both a shareholder and his proxy or several proxies of the same shareholder vote for a Proposal or potential Counterproposal, only the vote cast (delivered to the Bank, even using the remote communication electronic platform) first will be counted towards the result of the voting. No other votes are taken into account.
- 5.12 Specific provision for voting by a proxy representing more than one shareholder: In the event that a proxy represents more than one shareholder in a voting, they shall attach to the ballot completed in accordance with the rules set out herein a list of shareholders for whom they are voting in favor of a Proposal and their identification. A sample ballot paper for voting by a proxy who represents several shareholders will be published on the Bank’s Website.
- 5.13 Votes cast (i.e., using Ballot Papers or the remote communication electronic platform) cannot be changed or revoked.
- 5.14 The majority decisive for determining whether the relevant Proposal has been approved is calculated from the total number of votes of all shareholders entitled to vote (see S. 419 /3/ of

the Corporations Act). Therefore, in order for the Proposal to be approved, it must be carried by the absolute majority of votes of all the shareholders entitled to vote.

5.15 The Bank may not exercise voting rights that are attached to the Bank's own shares (it is not entitled to vote itself).

## **6. INFORMATION ON DRAFT RESOLUTIONS TO BE SUBMITTED TO SHAREHOLDERS FOR DECISION**

6.1 The Board of Directors intends to submit a Proposal to be decided upon using remote voting; the wording of the Proposal and its reasoning are set out at the end of this Notice. For the avoidance of doubt, the Board of Directors warns that it is possible to vote for the Proposal only after the Proposal has been published in the manner described in art. 5 above, i.e., the publication of the Proposal under this Notice is not in itself a call for shareholders to vote for the Proposal.

6.2 Nevertheless, the Board of Directors will also submit other Proposals to be decided upon using remote voting in the case that qualified shareholders apply for the inclusion of other items of business on the decision-making agenda under the conditions set out in art. 11 below.

6.3 If appropriate, the Board of Directors will also submit Counterproposals filed by shareholders under the conditions set out in art. 11 to be decided upon using the remote decision-making procedure. However, votes on the Counterproposals will only be cast in the second round of the remote decision-making process, if any – comp. art. 2.3 above.

## **7. INFORMATION ON THE NUMBER OF SHARES AND VOTING RIGHTS**

7.1 The voting right belonging to a shareholder is governed by the nominal value of his shares; each CZK 100 of the nominal value of the shares shall represent one vote. The vote shall not be further divisible. The total number of the bank shares shall be 190,049,260, each of a nominal value of CZK 100. The total number of votes attached to the shares shall be 190,049,260.

## **8. INFORMATION ON DOCUMENTS AVAILABLE TO SHAREHOLDERS**

8.1 This Notice, together with the below-listed documents, have been posted on the Bank's Website and can be obtained also at the Bank's head office on business days from 9 a.m. to 12 o'clock noon.

(a) The Supervisory Board's position on the proposal for the distribution of retained earnings of previous years and the Supervisory Board's report on the results of its supervisory activity

By publishing this notice, the Board of Directors informs shareholders of the results of the supervisory activity performed by the Supervisory Board since the General Meeting held on 21 April 2021 and with the outcome of the examination of the proposal for the distribution of retained earnings of previous years in accordance with the requirement of S. 447 (3) and S. 449 (1) of the Corporations Act.

The Board of Directors declares that the Supervisory Board has not expressed any reservations about the proposal for the distribution of profit from previous years.

The Supervisory Board's report is available here: [www.kb.cz/getmedia/a21975f8-f31f-4da0-8238-242fedaea34e/3\\_Supervisory-Board%e2%80%99s-position.pdf.aspx](http://www.kb.cz/getmedia/a21975f8-f31f-4da0-8238-242fedaea34e/3_Supervisory-Board%e2%80%99s-position.pdf.aspx)

(b) The conditions and arrangements for the payment of retained earnings of previous years

Following the examination and approval by the Supervisory Board, the Board of Directors intends to propose distributing the retained earnings of previous years in the amount of CZK 4,534,575,343.60. The volume of the payment is given by the framework of the Czech National Bank, which has no objections to its payment.

It is available here: [www.kb.cz/getmedia/9f95e6e8-22c8-4301-83eb-9550eacbf68f/2\\_Conditions-and-arrangements-for-the-payment.pdf.aspx](http://www.kb.cz/getmedia/9f95e6e8-22c8-4301-83eb-9550eacbf68f/2_Conditions-and-arrangements-for-the-payment.pdf.aspx)

(c) The form of proxy

In accordance with the information stated in art. 4.5 (a) above, together with this Notice, the Bank also publishes a form of proxy which may be used by shareholders to take their decision remotely.

The paper form of proxy is also available at the Bank's head office on business days from 9 a.m. to 12 o'clock noon. Each shareholder may apply to be sent the form of proxy at his own expense and risk as a paper document or electronically; the applications must be submitted by e-mail addressed to [valnahromada@kb.cz](mailto:valnahromada@kb.cz) or by mail addressed to the Bank's head office.

Mailbox [valnahromada@kb.cz](mailto:valnahromada@kb.cz) may also be used by shareholders wishing to notify the Bank electronically of the grant of a proxy to a person appointed to represent the shareholder at the General Meeting and of the revocation of such proxy by the principal. The electronic notification must be furnished with an advanced electronic signature. The rules for the receipt of such notifications including the requirements with respect to their content and form are available on the Bank's Website [www.kb.cz](http://www.kb.cz).

It is available here: [www.kb.cz/getmedia/5f227834-6995-4938-9251-b3c402b0c2ac/4\\_Form-of-proxy.pdf.aspx](http://www.kb.cz/getmedia/5f227834-6995-4938-9251-b3c402b0c2ac/4_Form-of-proxy.pdf.aspx)

(d) The contract for access to electronic platform

In accordance with the information stated in art. 4.6. above, together with this Notice, the Bank also publishes a template of the contract for access to electronic platform. Entering into the contract is a prerequisite for voting remotely using the electronic platform.

The shareholder will deliver the completed and signed contract with the shareholder's officially authenticated signature to the address Komerční banka, a. s., P.O.BOX 839, postal code 114 07, stating 2300 - KB GENERAL MEETING on the envelope. The contract is entered into the moment when the shareholder receives from the Bank by e-mail, to the e-mail address specified in the contract, an electronic confirmation of the conclusion of the Contract and a notification of the creation of his access to the application with a link to the location of the application.

It is available here: [www.kb.cz/getmedia/a9ab06e1-9950-4982-b3d6-0f21823b9283/6\\_Contract-for-access-to-electronic-platform.pdf.aspx](http://www.kb.cz/getmedia/a9ab06e1-9950-4982-b3d6-0f21823b9283/6_Contract-for-access-to-electronic-platform.pdf.aspx)

## **9. RIGHT TO EXPLANATION**

- 9.1 In accordance with S. 12a of the Articles of Association of the Bank, the Board of Directors will allow all shareholders to exercise, under the set conditions, their right to an answer to their request for an explanation of matters concerning the Bank or, as the case may be, the entities controlled by it, which are necessary for the assessment of the proposal for the adoption of the decision submitted by the Board of Directors or for the exercise of shareholder rights in the context of the remote decision-making process.

- 9.2 The Board of Directors is therefore ready to provide shareholders with answers to requests for explanation if they are delivered to the Bank from the date of publication of this Notice until **23 October 2021**. Requests must be delivered to the Bank using one of the methods set out in Art. 5.8 (a); for the avoidance of doubt, the Board of Directors confirms that, depending on the way of delivering the request for explanation, the request for explanation must be furnished with an officially authenticated signature or, as the case may be, with an advanced electronic signature.
- 9.3 The request for explanation must clearly show that the shareholder or his proxy request an explanation in connection with the remote decision-making and by whom the request is made.
- 9.4 Responses to valid requests for explanation will be provided by publication on the Bank's Website no later than on **27 October 2021**. If a response cannot be provided by the said date, the Board of Directors will provide it no later than within 15 days thereafter. In such a case, the text of the request for explanation along with the information that the explanation will be provided within the additional 15-day period will be published on the Website.
- 9.5 The Board of Directors further points out that the provision of explanations may be refused in whole or in part for the reasons and under the conditions specified in S. 359 and S. 360 of the Corporations Act.

## **10. RIGHT TO FILE PROPOSALS AND COUNTERPROPOSALS**

- 10.1 In accordance with S. 12a of the Articles of Association of the Bank, the Board of Directors will allow all shareholders to exercise, under the set conditions, their right to file proposals and Counterproposals in respect of the proposal for the decision submitted by the Board of Directors or, as the case may be, in respect of the proposals added by the Board of Directors based on a qualified shareholder's proposal under the conditions set out in art. 11 below within the remote decision-making process, i.e., in respect of the Proposal stated at the end of this Notice or, as the case may be, of the Proposals published in accordance with art. 5.1 of this Notice.
- 10.2 If a shareholder intends to file a Counterproposal to the Proposals, he must deliver his Counterproposal to the Bank no later than on **30 October 2021**. Counterproposals must be delivered to the Bank using one of the methods set out in Art. 5.8 (a); for the avoidance of doubt, the Board of Directors confirms that, depending on the method of delivering the Counterproposal, the Counterproposal must be furnished with an officially authenticated signature or, as the case may be, with an advanced electronic signature.
- 10.3 The Bank will post the Counterproposal, including the position of the Board of Directors thereon, on the Bank's Website no later than on **28 October 2021**.
- 10.4 Counterproposals will be put to the vote only in the second round of remote decision-making, if any, in accordance with art. 2.3 above.

## **11. RIGHTS OF QUALIFIED SHAREHOLDERS IN CONNECTION WITH REMOTE DECISION-MAKING**

- 11.1 In accordance with S. 12a of the Articles of Association of the Bank, the Board of Directors will allow all the qualified shareholders of the Bank, i.e., the shareholders holding shares in an aggregate nominal value of at least one percent of the Bank's registered capital, to exercise their right to request the inclusion of an item of business proposed by them in the remote decision-making agenda.
- 11.2 The Bank's Board of Directors will include an item of business in the agenda of the first round of remote decision-making and publish it using the method set out in art. 5.1 together with the

Proposal for the decision submitted by the Board of Directors (see below) provided that the request for the inclusion of an item of business in the remote decision-making agenda is delivered to the Bank no later than on **27 September 2021** and that each point of the proposal is **supported by a draft resolution**. The request for the inclusion of an item of business in the remote decision-making agenda must be delivered to the Bank using one of the methods set out in art. 5.8 (a); for the avoidance of doubt, the Board of Directors confirms that, depending on the method of delivering the said request, the request for the inclusion of an item of business in the remote decision-making agenda must be furnished with an officially authenticated signature or, as the case may be, with an advanced electronic signature.

- 11.3 Shareholders may not request the inclusion of items which are not put to the vote, i.e., which are only noted by the general meeting, in the remote decision-making agenda.

## **12. INFORMATION ON THE RESULTS OF VOTING**

- 12.1 Information on the results of voting

The Board of Directors will announce the results of the first round of remote decision-making using the method set out in art. 6.1. hereof on **4 November 2021**.

- 12.2 Publication of the running count of the votes cast

In order for each investor to be able to assess, during the time period allowed to express their consent to a Proposal, the current situation and, at the same time, to allow the Bank to prevent using any inside information relating to the remote decision-making and its progress, the Board of Directors will further ensure that every business day after 5 p.m., the Bank's Website will feature up-to-date information on the number of votes that the Board of Directors has received so far in relation to individual Proposals. The number of votes will be stated both in absolute numbers and as a percentage of the total number of votes of all shareholders.

- 12.3 Information on whether a particular shareholder's votes have been counted in

You can check whether your Ballot Paper has been delivered, registered and is valid by enquiring at the telephone number +420 955 511 000 on business days from 9 a.m. to 4 p.m.

## **13. INFORMATION ON THE SECOND ROUND OF REMOTE DECISION-MAKING**

The information on whether a second round of remote decision-making may take place in accordance with art. 2.3 above will be announced by the Board of Directors together with the results of the first round of remote decision-making. In the case of a second round of remote decision-making, the Board of Directors will make public the precise dates and detailed conditions for the second round of remote decision-making using the method set out in art. 5.1. hereof.

## **The Draft Proposal to be submitted to shareholders**

The Board of Directors intends to use the remote decision-making procedure to vote on the Proposal the wording of which and the relating reasoning for which are stated below. The Proposal of the Board of Directors as stated below has been examined and approved by the Supervisory Board. For the avoidance of any doubt, the Board of Directors warns that it is possible to vote for the Proposal only after the Proposal has been published and only in the manner described in art. 5 above. The publication of the Proposal in this Notice is not in itself a call for shareholders to vote in favor of the Proposal.

### Ad item Distribution of retained earnings of previous years

DRAFT RESOLUTION:

**Remotely, in writing and using the remote communication electronic platform, the General Meeting approves the distribution of the retained earnings of Komerční banka, a. s., in the amount of CZK 4,534,575,343.60 as follows:**

**The amount of the share in retained earnings per share is CZK 23.86 before taxation. The right to a share in the retained earnings can be claimed by each shareholder holding a share of Komerční banka, a. s., with ISIN CZ0008019106 as of 11 November 2021. The share in the retained earnings shall be due on 3 December 2021.**

*Reasoning: Under the Corporations Act and the Articles of Association of Komerční banka, a. s., the decision on the distribution of retained earnings of previous years falls within the scope of powers of the General Meeting. The share in the retained earnings is set on the basis of the annual financial statements for 2020 approved by the General Meeting on 21 April 2021 available on the Bank's Website [www.kb.cz](http://www.kb.cz), and was retained in 2019 and 2020 due to the regulatory restrictions relating to the pandemic. As of 31 December 2020, the retained earnings amounted to CZK 74,689,698,163.66 and, based on a decision of the General Meeting of 21 April 2021, this amount was increased by CZK 6,928,610,374.90 and by a dividend amount of CZK 39,480,158 which became time-barred. This means that currently there are CZK 81,657,788,696.56 on the account of retained earnings of previous years. The payment of retained earnings of previous years must be in line with the Corporations Act and will be decided upon by the Board of Directors of the Bank. The share of retained earnings of previous years will be paid out by Komerční banka, a. s., **solely by cashless transfer to a bank account**. The details on its payment are stated on the Bank's Website [www.kb.cz](http://www.kb.cz). The Board of Directors declares that the statutory requirements as to the distribution of retained earnings of previous years are met and that the volume of the share of the retained earnings to be paid out has been given by the framework of the Czech National Bank, which has no objections to its payment. The due date for the payment of the share of retained earnings of previous years is set in line with S. 6 (3) of the Articles of Association, which is 3 December 2021.*

*The way of managing the share in retained earnings of previous years attributable to own shares held by the Bank reflects S. 309 (2) of the Corporations Act and terminates by its maturity.*

*A document entitled **Conditions and arrangements for the payment of retained earnings of previous years**, which is located on the Bank's Website, is available to shareholders in connection with the proposal for the distribution of retained earnings of previous years using the remote decision-making procedure.*

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