



## GENERAL SHAREHOLDERS' MEETING OF KOMERČNÍ BANKA, a.s., HELD ON 23 APRIL 2015

### Results of the voting on the resolutions proposed to the general meeting

#### **Resolution No. 1**

The general meeting approves the Rules of Order and of Voting of the general meeting of Komerční banka, a. s., in accordance with the proposal submitted by the Board of Directors.

The number of valid votes cast was 30,187,635. These votes were attached to 30,187,635 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

29,974,951 of the valid votes cast were for the proposal representing 99.294792 per cent of the votes present. 181,633 of the valid votes cast was against the proposal representing 0.601676 per cent of the votes present. 31,051 of the votes cast abstained on this proposal representing 0.102859 per cent of the votes present.

#### **Resolution No. 2**

The general meeting elects Mr. Pavel Henzl as chair of the General Meeting.

The number of valid votes cast was 30,107,964. These votes were attached to 30,107,964 shares representing 79.71 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

29,926,277 of the valid votes cast were for the proposal representing 99.132445 per cent of the votes present. 181,633 of the valid votes cast was against the proposal representing 0.601669 per cent of the votes present. 54 of the votes cast abstained on this proposal representing 0.000179 per cent of the votes present.

#### **Resolution No. 3**

The general meeting elects Ms. Marcela Ulrichová as the minutes clerk.

The number of valid votes cast was 30,187,845. These votes were attached to 30,187,845 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,006,158 of the valid votes cast were for the proposal representing 99.397055 per cent of the votes present. 181,633 of the valid votes cast was against the proposal representing 0.601669 per cent of the votes present. 54 of the votes cast abstained on this proposal representing 0.000179 per cent of the votes present.

#### **Resolution No. 4**

The general meeting elects Ms. Marie Bartošová as the minutes verifier.

The number of valid votes cast was 30,187,845. These votes were attached to 30,187,845 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,006,158 of the valid votes cast were for the proposal representing 99.397055 per cent of the votes present. 181,633 of the valid votes cast was against the proposal representing 0.601669 per cent of the votes present. 54 of the votes cast abstained on this proposal representing 0.000179 per cent of the votes present.

#### **Resolution No. 5**

The general meeting elects Mr. Antonín Králík as the scrutineer.

The number of valid votes cast was 30,187,845. These votes were attached to 30,187,845 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,006,158 of the valid votes cast were for the proposal representing 99.397055 per cent of the votes present. 181,633 of the valid votes cast was against the proposal representing 0.601669 per cent of the votes present. 54 of the votes cast abstained on this proposal representing 0.000179 per cent of the votes present.

#### **Resolution No. 6**

The general meeting elects Mr. Václav Novotný as the scrutineer.

The number of valid votes cast was 30,187,845. These votes were attached to 30,187,845 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,006,158 of the valid votes cast were for the proposal representing 99.397055 per cent of the votes present. 181,633 of the valid votes cast was against the proposal representing 0.601669 per cent of the votes present. 54 of the votes cast abstained on this proposal representing 0.000179 per cent of the votes present.

#### **Resolution No. 7**

The General Meeting approves the Board of Directors' report on the Bank's business activity and state of assets for the year 2014 in the wording submitted by the Board of Directors.

The number of valid votes cast was 30,188,045. These votes were attached to 30,188,045 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,156,618 of the valid votes cast were for the proposal representing 99.873958 per cent of the votes present. 376 of the valid votes cast was against the proposal representing 0.001245 per cent of the votes present. 31,051 of the votes cast abstained on this proposal representing 0.102836 per cent of the votes present.

#### **Resolution No. 8**

The General Meeting approves the annual financial statements of Komerční banka, a. s., for the year 2014 in the wording submitted by the Board of Directors.

The number of valid votes cast was 30,193,981. These votes were attached to 30,193,981 shares representing 79.94 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,160,016 of the valid votes cast were for the proposal representing 99.885212 per cent of the votes present. 376 of the valid votes cast was against the proposal representing 0.001245 per cent of the votes present. 33,589 of the votes cast abstained on this proposal representing 0.111241 per cent of the votes present.

#### **Resolution No. 9**

The General Meeting approves the distribution of the profit of Komerční banka, a. s., for the year 2014 in the total amount of CZK 12,796,223,334.21 as follows:

Share in the profit to be distributed among shareholders (dividend)	CZK 11,783,054,120.00
Retained earnings	CZK 1,013,169,214.21

The amount of the dividend per share is CZK 310 before taxation. The dividend can be claimed by each shareholder owning a share of Komerční banka, a. s., with ISIN CZ0008019106 as of 16 April 2015. The dividend shall be due on 25 May 2015.

The number of valid votes cast was 30,194,030. These votes were attached to 30,194,030 shares representing 79.94 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,184,091 of the valid votes cast were for the proposal representing 99.965206 per cent of the votes present. 0 of the valid votes cast was against the proposal representing 0.00 per cent of the votes present. 9,939 of the votes cast abstained on this proposal representing 0.032916 per cent of the votes present.

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**Resolution No. 10**

The General Meeting approves the consolidated financial statements of Komerční banka, a. s., for the year 2014 in the wording submitted by the Board of Directors.

The number of valid votes cast was 30,194,219. These votes were attached to 30,194,219 shares representing 79.94 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,160,254 of the valid votes cast were for the proposal representing 99.886417 per cent of the votes present. 376 of the valid votes cast was against the proposal representing 0.001245 per cent of the votes present. 33,589 of the votes cast abstained on this proposal representing 0.111242 per cent of the votes present.

**Resolution No. 11**

The General Meeting elects Ms. Sylvie Remond, born on 20 July 1963, residing at 11 rue Henri Cloppet-78110 Le Vesinet, French Republic, as a member of the Supervisory Board.

The number of valid votes cast was 30,187,610. These votes were attached to 30,187,610 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

25,979,154 of the valid votes cast were for the proposal representing 86.058394 per cent of the votes present. 4,111,850 of the valid votes cast was against the proposal representing 13.620890 per cent of the votes present. 96,606 of the votes cast abstained on this proposal representing 0.320016 per cent of the votes present.

**Resolution No. 12**

The General Meeting consents to the acquisition of own ordinary shares under the following conditions:

- The maximum amount of shares that can be held by the Bank at any specific moment shall be 3,800,985 pieces of ordinary shares representing the total nominal value of CZK 1,900,492,500.
- The share purchase value must be at least CZK 1 a piece and at most CZK 7,000 a piece.
- The time for which it is possible for the Bank to acquire the shares is 18 months.

Shares may not be acquired by the Bank should such acquisition breach the conditions stipulated in S. 301 (1) (b) and (c) and S. 302 of Act No. 90/2012 Sb., the Corporations and Cooperatives Act or, as the case may be, any other applicable legal rules of the Czech Republic or the European Union.

The number of valid votes cast was 30,186,661. These votes were attached to 30,186,661 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,032,239 of the valid votes cast were for the proposal representing 99.488011 per cent of the votes present. 139,140 of the valid votes cast was against the proposal representing 0.460930 per cent of the votes present. 15,282 of the votes cast abstained on this proposal representing 0.050625 per cent of the votes present.

**Resolution No. 13**

The General Meeting appoints the company Deloitte Audit s.r.o., with its registered office at Karolinská 654/2, 186 00 Prague 8 - Karlín, identification No. 49620592 as the external auditor of Komerční banka, a. s., for the year 2015.

The number of valid votes cast was 30,186,606. These votes were attached to 30,186,606 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

29,870,658 of the valid votes cast were for the proposal representing 98.952921 per cent of the votes present. 251,313 of the valid votes cast was against the proposal representing 0.832528 per cent of the votes present. 64,635 of the votes cast abstained on this proposal representing 0.214117 per cent of the votes present.

**Resolution No. 14**

The General Meeting decided to amend the Bank's Articles of Association in force as follows:

The current wording of **Section 9 Powers of the General Meeting** is extended by the inclusion of new paragraphs after paragraph (x):

- y) instruct the Supervisory Board to set the proportion between the fixed and flexible component of the compensation of each member of the Board of Directors at a level higher than 100 % knowing that the total flexible component amount of none of the members of the Board of Directors may exceed 200 % of the fixed component of his total compensation;
- z) approve the proportion between the fixed and flexible component of the compensation of each employee at a maximum level higher than 100 % provided that the total flexible component amount of none of the individuals exceeds 200 % of the fixed component of their total compensation;

Current paragraph (y) of Section (9) of the Articles of Association is referred to as (za).

Subsection (4) of **Section 10 Convening the General Meeting** is amended and newly reads as follows:

*The General Meeting shall be convened by means of a public notice of General Meeting posted on the Bank's website [www.kb.cz](http://www.kb.cz), on the notice board in the Bank's registered office and on the website [www.londonstockexchange.com](http://www.londonstockexchange.com) at least thirty days prior to the date of the General Meeting. This notice of general meeting does not require electronic signature. Sending the notice to the shareholder's address is replaced by publishing the notice in the Mladá fronta DNES daily. Other documents relating to the General Meeting debate the publication of which is required by the law shall be published on the Bank's website. The notice of General Meeting shall, contain at least the following:*

- a) trade name and registered office of the Bank;
- b) venue, date and time of the General Meeting;
- c) specification as to whether the Annual General Meeting or Substitute General Meeting will be held;
- d) agenda of the General Meeting including the name of each person nominated as a member of a body of the Bank;
- e) record date for participation in the General Meeting, and explanation of its meaning for voting at the General Meeting;
- f) draft resolution(s) of the General Meeting and its/their justification.

*Should any alteration of the Articles of Association be on the agenda of the General Meeting, the Bank shall allow each shareholder to inspect the draft amendments to the Articles of Association free of charge within the time period specified in the notice of General Meeting.*

Subsection (1) and subsection (3) of **Section 12 Constituting Quorum and Casting Votes at the General Meeting** are amended and newly read as follows:

*(1) The General Meeting shall constitute a quorum if the attending Shareholders hold shares whose total nominal value exceeds 30% of the registered capital of the Bank, provided that voting rights are attached thereto based on generally binding legal rules. Shareholders whose maximum level of the flexible component of compensation under S. 9 (y) and (z) hereof exceeds the fixed component of their total compensation shall not exercise their voting right, whether directly or indirectly, whenever the General meeting decides about these questions. The number of votes belonging to a shareholder lacking the authorization under the previous sentence shall not be taken into account for the purposes of determining the number of votes needed for the quorum of the General meeting and to adopt a specific resolution on matters specified in S. 9 (y) and (z).*

*(3) The General Meeting shall pass resolutions by majority of votes of the attending Shareholders unless legal regulations or these Articles of Association require a qualified majority of votes. Resolutions of the General Meeting under S. 9 (y) and (z) must obtain the consent of at least three-quarters of votes of the attending Shareholders to be carried.*

Subsection (2) of **Section 13 Powers of the Supervisory Board** is amended and newly reads as follows:

*(2) The Supervisory Board shall:*

- a) convene a General Meeting when the Bank's interests so require /Section 10, subsection (3)/ and propose the General Meeting necessary measures to be taken;
- b) elect and remove members of the Board of Directors;
- c) approve service contracts with individual members of the Board of Directors, evaluate the activity of members of the Board of Directors; and, based on an instruction of the General Meeting, set the proportion between the fixed and flexible component of the compensation of each member of the Board of Directors exceeding 100 % knowing that the total flexible component amount of none of the members of the Board of Directors may exceed 200 % of the fixed component of his total compensation;
- d) examine annual, extraordinary, interim, and consolidated financial statements, proposals for the distribution of profit or the coverage of loss, and submit its opinion to the General Meeting;
- e) be entitled to inspect, through any of its members, all documents and records related to the activity of the Bank;
- f) check whether the books and records are maintained properly and in accordance with the current state and whether the business activities of the Bank are carried on in compliance with the generally binding legal regulations, the Bank's Articles of Association, and resolutions and instructions of the General Meeting;

- supervise and ascertain the integrity of the accounting and financial reporting systems including the reliability of the financial and operational checks; assess the effectiveness of risk management systems;*
- g) designate the member of the Supervisory Board who shall represent the Bank before court or other authorities in disputes with members of the Board of Directors;*
  - h) inform the General Meeting of the results of its activity;*
  - i) be entitled to restrict the right on the part of the Board of Directors to act on behalf of the Bank, including acting in any single matter; any such restriction, however, shall not be effective against third parties;*
  - j) discuss the strategic and periodic plan of the activities of the internal audit;*
  - k) decide to suspend the service of the member of a Bank's body who announced a conflict of interest under the Corporations Act, or to ban entering into a contract with a member of a Bank's body that is not in the Bank's interest;*
  - l) examine the report on relations among related entities as provided by the Corporations Act and submit the information on the examination of the report to the General Meeting if so required by law;*
  - m) supervise the efficiency, integrity, adequacy, overall functionality and effectiveness of the management and control system and make an evaluation thereof at least once a year, and deliberate over the mitigation of the risks that are or that might be incurred by the Bank;*
  - n) regularly deliberate over matters relating to the Bank's strategic development; supervise and make sure of the fulfillment of the approved strategies including the risk management strategy;*
  - o) express itself on the Board of Directors' proposal to appoint (in Czech "pověřit") Director of Internal Audit, Head of Compliance, Risk Management Director, and Head of Operational Risks, assess the activity of these individuals, and grant consent to their removal from office;*
  - p) define the principles of compensation of members of the Board of Directors, Director of Internal Audit, Head of Compliance, Risk Management Director, and Head of Operational Risks;*
  - q) discuss the focus and planning of the activities of the internal audit, evaluate internal audit activities;*
  - r) approve and regularly evaluate the global principles for the compensation of selected employees or their groups; evaluate the general compensation system;*
  - s) supervise and make sure of the fulfillment of legal obligations and applicable standards by the Bank and the adequacy of its communication system and disclosure of information;*
  - t) take decisions on suitable measures aiming to remedy ascertained shortcomings;*
  - u) take decisions on other matters that are included in the powers of the Supervisory Board by a generally binding legal regulation or by the Articles of Association.*

Subsection (2) of **Section 14 Election and Removal of Members of the Supervisory Board** is amended and newly reads as follows

*(2) If a member of the Supervisory Board dies, resigns, is removed or if his membership terminates in another way, the Bank's General Meeting shall elect a new member of the Supervisory Board within a period of two months. The membership of a member of the Supervisory Board also terminates by the election of a new member, unless the decision of the General Meeting says something else. If the number of the Supervisory Board members does not fall below one half, the Supervisory Board may appoint, upon the proposal of the Nominations Committee of the Supervisory Board, substitute members to serve on the Supervisory Board until the forthcoming General Meeting is held. The time of service as a substitute member of the Supervisory Board is not counted as a part of the time of service as a member of the Supervisory Board.*

New subsection (6) is inserted in **Section 15 Rights and Obligations of Members of the Supervisory Board**, and the following subsections are renumbered:

*(6) A member of the Supervisory Board may not concurrently serve on the bodies of other legal entities to an extent greater than serving in one position of executive member together with two positions of non-executive member or serving in four positions of non-executive member unless the Czech National Bank allows his serving in one more non-executive member position on a body of another legal entity. An executive member of a body means a member of a body holding an executive management position within the bank. Serving in one position means serving in the position of executive and non-executive member within the same group of the controlling bank; the same institutional protection system under Art. 113 (7) of Regulation(EU) No 575/2013 of the European Parliament and of the Council; and within a corporation in which the bank holds a qualified interest.*

Current subsection 6 is referred to as subsection 7.

Current subsection 7 is referred to as subsection 8.

Current subsection 8 is referred to as subsection 9.

**Section 16 Meetings of the Supervisory Board** is extended by the inclusion of new subsection (11):

*(11) Should the Risk Management Director come to the conclusion that a risk evolves in a way which has or which might have an adverse impact on the Bank, he shall, if needed, report his concerns including the reasons therefor to the Supervisory Board directly. In the case of findings with a potential significant negative impact on the Bank's financial*

situation, the Risk Management Director shall initiate an extraordinary meeting of the Supervisory Board which may be held based on a decision of the Supervisory Board or upon his justified proposal.

**Section 17 Committees of the Supervisory Board** newly reads as follows:

(1) *The Supervisory Board shall set up, within its terms of reference, a Risk Committee, a Nominations Committee, a Remuneration Committee and, as the case may be, other committees (hereinafter referred to as “Supervisory Board Committees”) as its advisory and recommending bodies.*

(2) *The Supervisory Board Committees shall have at least two members.*

(3) *Members of the Supervisory Board Committees shall be members of the Supervisory Board, shall be elected and removed by the Supervisory Board, and shall meet the appropriate professional, time and other prerequisites for the performance of their activities and dedicate to them corresponding and sufficient capacities.*

(4) *The terms of reference, powers, composition, meeting and decision-making method and the incorporation of a Supervisory Board Committee into the Bank's organization hierarchy and information flows shall be specified by the charter of each of the committees and by the Bank's internal regulations.*

(5) *The Supervisory Board Committees shall provide the Supervisory Board with regular reports on their activities and, regarding the areas in their range of powers, submit to the Supervisory Board their recommendations focusing on the preparation of decisions to be taken by the Supervisory Board.*

Subsection (1) of **Section 18 Board of Directors** newly reads as follows:

(1) *The Board of Directors is a governing body which manages the Bank's activities. The Board of Directors is charged with business management, including arrangements for proper maintenance of the accounting records of the Bank, the integrity of the accounting and financial reporting systems, the reliability of financial and operating checks, the continuous performance of activities and the permanent functioning of the Bank in the financial market in line with its business purpose and plan of activities. The Board of Directors shall ensure a continuous and effective performance of the risk management function, compliance function and internal audit function. The Board of Directors shall further ensure the creation of a complex and reasonable management and control system, its compliance with legal regulations, and be responsible for its continuous functioning and effectiveness. The Board of Directors shall ensure the setting and maintenance of the management and control system so as to ensure the adequacy of information and communication when conducting the Bank's operations.*

Subsection (1) and subsection (3) of **Section 19** are amended and newly read as follows

(1) *The Board of Directors consists of six members, natural persons, who meet the conditions provided in legal regulations and who are elected by an absolute majority of all Supervisory Board members at recommendation of its Nominations Committee. The term of office of the members of the Board of Directors shall be four years. Members of the Board of Directors serve in executive management positions within the Bank and are charged by the Board of Directors to manage selected arms.*

(3) *The Supervisory Board shall be whenever entitled to decide by the absolute majority of all its members to remove a member of the Board of Directors. The decision of the Supervisory Board is based on a proposal of the Nominations Committee of the Supervisory Board. The term of office of a member of the Board of Directors shall terminate upon delivery of the notice of removal, either in person or by mail to the address specified in the service contract unless a later date is specified in the removing notice. The notice of removal shall be deemed delivered also in the case when the document is returned to the Bank by the post office as undeliverable or when the Board of Directors member by their acting or failure to act shall prevent the delivery of the notice.*

In **Section 20 Powers of the Board of Directors**, subsection (1) paragraphs (r), (w) (z) and (za) are amended and newly read as follows:

- r) *approve the charter and the purpose of the risk management function, compliance function and internal audit function, the strategic and periodic plan of the Internal Audit;*
- w) *approve and regularly evaluate the Bank's structure to keep it functional and effective; this includes separation of incompatible functions and prevention of the occurrence of a possible conflict of interest;*
- z) *approve and regularly evaluate the risk management strategy, the strategy relating to the capital and to capital situation, the information and communication system development strategy and the human resource management strategy;*
- za) *approve and regularly evaluate the principles of the internal control system including principles aiming to prevent the occurrence of any possible conflict of interest, compliance-related principles, internal-audit-related principles and security and safety principles;*

In **Section 21 Obligations of the Members of the Board of Directors**, subsection (4) and new subsection (9) read as follows:

(4) *Furthermore, a member of the Board of Directors may not concurrently serve on the bodies of other legal entities to an extent greater than serving in one position of executive member together with two positions of non-executive member or serving in four positions of non-executive member unless the Czech National Bank allows his*

*...serving in one more non-executive member position on a body of another legal entity. An executive member of a body means a member of a body holding an executive management position within the bank. Serving in one position means serving in the position of executive and non-executive member within the same group of the controlling bank; the same institutional protection system under Art. 113 (7) of Regulation (EU) No 575/2013 of the European Parliament and of the Council; and within a corporation in which the bank holds a qualified interest.*

*(9) Should, due to positions held in another legal entity, a member of the Board of Directors get into even a possible conflict of interest with the interest of the Bank, he shall inform the Board of Directors and the Supervisory Board thereof and abstain from voting on any matters relating to the Bank's relation to such entity.*

Article VII is inserted after Section 21.

In **Section 22 Position and Terms of Reference of the Audit Committee**, subsection (2) paragraphs (b), (c) and (e) are amended and newly read as follows:

*The Audit Committee shall:*

- b) monitor the effectiveness of the Bank's internal control, internal audit and risk management systems and, in this context, at least once a year, review and evaluate the internal control and internal audit systems and discuss the report on internal audit activities; and, furthermore, make recommendations to the Bank's Board of Directors and Supervisory Board about matters concerning internal audit;*
- c) monitor the statutory audit of the annual financial statements and consolidated financial statements; and, in this context, obtain and evaluate information relating to audit activities and the way in which the Bank's executives follow the recommendations made by the auditor to the Bank's executives; and cooperate in the communication between the auditor and the Bank's executives;*
- e) recommend the auditor to the Supervisory Board.*

In **Section 26 Remote Decisions of the Audit Committee**, subsections (1), (2) and (6) are amended and newly read as follows:

- (1) The Audit Committee can also vote remotely. If a member of the Audit Committee casts his vote remotely (or, as the case may be, abstains from voting in the form set out in (2) below), he shall be deemed to consent to remote voting.*
- (2) Decisions may be taken remotely in one of the forms below:*
  - a) in writing, including the use of devices that allow recording the will of the voting member of the Audit Committee and identifying the voter (e.g. by fax or e-mail);*
  - b) using devices which allow the transmission of voice or, as the case may be, the transmission of the voter's voice and image (e.g. by telephone, call conference or video conference).*
- (6) If the Audit Committee constitutes a quorum at a meeting, votes under (2) above can be cast also by members who are not present at the meeting in person; these members shall also be considered present when determining the number of votes necessary to adopt a decision. The vote of the Audit Committee member who is not present at the Audit Committee meeting in person must clearly show his will. Information on votes cast and decisions made hereunder shall be recorded in the minutes of the Audit Committee meeting.*

The designation of Article VII after Section 27 is left out.

In **Section 28 Audit**, subsection (1) and subsection (3) newly read as follows:

- (1) The Bank shall be obliged to ensure that auditors primarily:*
  - a) verify the Bank's financial statements;*
  - b) verify the management and control system of the Bank;*
  - c) compile Auditor's Reports on verification of the Bank's financial statements and on the management and control system;*
  - d) verify the information disclosed under S. 11b of the Banking Act to the extent provided by the regulation of the Czech National Bank.**in compliance with the generally binding legal regulations and with International Accounting Standards.*
- (3) The nomination for the auditor submitted to the General Meeting by the Supervisory Board shall reflect the recommendation of the Audit Committee. Should the Supervisory Board nominate an auditor other than the one nominated in the recommendation of the Audit Committee, the Supervisory Board must duly justify such nomination to the General Meeting, in particular state the reasons for diverging from the recommendation of the Audit Committee.*

**Section 38 Disclosure and Publication Duty** newly reads as follows:

*The notice of General Meeting shall be published in the manner specified in 10, (4) of the Articles of Association. The Bank shall disclose the information specified by the generally binding legal regulations in the way defined by the*

generally binding legal regulations. Any matters relating to the management and administration of the Bank shall be posted on the Bank's website [www.kb.cz](http://www.kb.cz).

In **Section 39 Structure and Organisation of the Bank**, subsection (1) paragraph (a) Head Office is amended and newly reads as follows:

**Head Office of Komerční banka**

*The powers of the Head Office of the Bank shall include, in particular, carrying on business activities of the Bank by means of provision of products and services to clients, and by carrying out other activities relating to the management, methodological guidance and co-ordination of all organisational units of the Bank. The Head Office units shall be entitled to include into their powers (both temporarily and permanently) any matters which fall within the powers of the Sales Network units. The Head Office shall be formed by organisational units of the Head Office. Details shall be set forth in the internal regulations.*

*Various Bank Committees can be established at the Head Office. The Board of Directors shall decide about the establishment and dissolution of the Bank Committees. The composition of the Bank's committees and its changes are determined by Chair of the Board of Directors.*

Original Section 40 Authorities and Responsibilities of the Bank Executive Directors is left out. The subsequent provisions are renumbered.

The title of Section 40 newly reads **Authorities and Liabilities of Bank Employees Authorized to Make Banking Transactions**.

In **Section 41 Organisation of the Management and Control System**, subsection (1) and subsection (2) are amended and newly read as follows:

*(1) The Management and Control System (hereinafter referred to as the "MCS") shall include the prerequisites of the due administration and management of the Bank, the risk management system, the internal control system and the arrangements for the credibility, professional qualifications and experience of the members of the Board of Directors and Supervisory Board, and the arrangements for the professional qualifications and experience of the Board of Directors and Supervisory Board as a whole allowing the understanding of the Bank's activities, including sufficient understanding of the main risks. The MCS covers all activities of the Bank and includes all structural units of the Bank.*

*(2) The Board of Directors shall ensure the creation and evaluation of the MCS and be responsible for its continued functioning and effectiveness. The monitoring and evaluation of the MCS is made on all management levels and by the Internal Audit Unit and is part of everyday banking activities. The requirements with respect to the MCS shall be specified in the internal regulations of the Bank.*

In **Section 42 Internal Audit**, subsections (1), (2) and (3) newly read as follows:

*(1) The Internal Audit Unit has a special position within the Bank's structure. The Internal Audit is established by the Board of Directors. Internal Audit Director, organisationally subordinated to the Chair of the Bank's Board of Directors, is charged by the Bank's Board of Directors, based on the prior position of the Bank's Supervisory Board, to carry out internal audit. The Board of Directors may not remove the Internal Audit Director without the consent of the Supervisory Board. The Internal Audit exercises its activity independently of the Bank's executive activities. The activity of the Internal Audit can only be performed upon request of and tasks to the Internal Audit can only be assigned by:*

- *Chairman of the Board of Directors*
- *Bank's Board of Directors*
- *Supervisory Board*
- *Audit Committee*
- *Director of Internal Audit*

*The Director of Internal Audit shall notify the internal audit findings, the proposed measures to rectify the problems and the elimination of the detected shortcomings to the Bank's Board of Directors, the Audit Committee, and the Supervisory Board. The Director of Internal Audit shall submit to the Board of Directors, the Audit Committee and the Supervisory Board at least once a year an overall evaluation of the functioning and effectiveness of the MCS and a report on the internal audit activities.*

*(2) The Internal Audit carries out an independent, objective, assuring, and consultancy activity aiming at adding value and at perfecting the process in the organisation. The Internal Audit helps the Bank to attain its goals by setting forth a systematic methodical approach to the assessment and enhancement of the effectivity of the risk management, of the management and control systems, and of the organisation's administration and management. This basic scope of the Internal Audit's activities is exercised by carrying out the following activities: audits, analysis and independent risk assessment, special projects, activities of consulting and examination, and monitoring and corrective actions tracking.*

*(3) The detailed extent of the powers and the activities of the Internal Audit are governed by the Bank's Internal Audit Charter that shall be approved by the Bank's Board of Directors. The Internal Audit shall have the following powers to carry on its activity:*



- a) *the Internal Audit shall abide by its own procedures and assessment criteria to carry on audit activities and to work out the auditor's report;*
- b) *the Internal Audit shall have access to all premises where audited activities take place;*
- c) *when carrying out its activity, the Internal Audit shall have access to all relevant documents of the Bank;*
- d) *when carrying out their activity, auditors can make copies of all documents containing relevant information and can record the running of discussions.;*
- e) *the Internal Audit can request the co-operation of any Bank's employee within the framework of the performance of audit activities;*
- f) *within the framework of the continued monitoring of the Bank's activity, the Internal Audit can request from any Bank's unit current information on the activities of this Bank's unit, on any breach of internal or external rules, on the results of an inspection by an external entity;*
- g) *the Internal Audit shall have the right and obligation to find out information on the fulfilment of the measures recommended in the auditor's report or in the report on the inspection by an external entity;*
- h) *if the findings might have a substantial negative impact on the Bank's financial situation, the Director of Internal Audit must initiate an extraordinary meeting of the Supervisory Board.*

**Section 45 Closing Provision** reads as follows:

*The Bank conformed to the Corporations Act by the decision of the General Meeting on 28th January 2014 with effect from 10 March 2014.*

*These amended Articles of Association shall take force and become effective on the day of approval by the General Meeting of the Bank.*

The number of valid votes cast was 30,186,583. These votes were attached to 30,186,583 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,097,831 of the valid votes cast were for the proposal representing 99.705559 per cent of the votes present. 78,713 of the valid votes cast was against the proposal representing 0.260754 per cent of the votes present. 10,039 of the votes cast abstained on this proposal representing 0.033256 per cent of the votes present.

#### **Resolution No. 15**

The General Meeting instructs the Supervisory Board to set the level of the flexible component of the compensation of the individual members of the Board of Directors in a range of 0 % to 200 % of the fixed component knowing that the flexible component of none of the individuals may exceed 200 % of the fixed component of his compensation.

The number of valid votes cast was 30,186,054. These votes were attached to 30,186,054 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,032,655 of the valid votes cast were for the proposal representing 99.490734 per cent of the votes present. 143,352 of the valid votes cast was against the proposal representing 0.474890 per cent of the votes present. 10,047 of the votes cast abstained on this proposal representing 0.033283 per cent of the votes present.

#### **Resolution No. 16**

The General Meeting approves the maximum proportion between the fixed and flexible component of the compensation of employees of the Investment Banking Unit at a level of 200 % of the fixed component of compensation. The flexible component may range from 0 % to 200 % of the fixed component and may not exceed 200 % of the fixed component of the compensation of none of the individuals.

The number of valid votes cast was 30,186,254. These votes were attached to 30,186,254 shares representing 79.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119 336 000 which can not be used to exercise voting rights.

30,084,267 of the valid votes cast were for the proposal representing 99.661712 per cent of the votes present. 91,818 of the valid votes cast was against the proposal representing 0.304170 per cent of the votes present. 10,169 of the votes cast abstained on this proposal representing 0.033687 per cent of the votes present.