**BALLOT PAPER  
to vote on the decisions of the General Meeting of Komerční banka, a.s.,**

**remotely in writing pursuant to S. 19 of Lex COVID**

**This Ballot Paper is only meant for proxy holders who represent several shareholders at the same time, including administrators.**

If you wish to exercise your voting right, please make a cross in the box of your choice, attach your handwritten officially-authenticated signature and send the Ballot Paper by mail to Komerční banka a.s., P.O.BOX 839, postal code 114 07 marking “2300 KB GENERAL MEETING” on the envelope, or send you vote in another way stated in the Notice.

▶ ATTENTION: Disagreement can be expressed by simply making a cross in the AGAINST box on the Ballot Paper or by remaining silent (by not submitting the whole Ballot Paper). Any other expression of will other than “FOR”, including abstaining from voting, will be considered to be a vote against the proposal and will not cause any detriment to the shareholder.

**V O T I N G**   
**with the vote closing on 29 June 2020 at 24:00 p.m.**

|  |  |  |
| --- | --- | --- |
| **Decision on item No. 1 on the decisions agenda**  I vote on the approval of the Board of Directors’ report on the Bank’s business activity and state of assets for the year 2019 in accordance with the draft resolution which is set out in the Proposal presented by the Board of Directors and which reads as follows:  DRAFT RESOLUTION:  **Remotely, in writing and using the remote communication electronic platform, the General Meeting approves the Board of Directors’ report on the Bank’s business activity and state of assets for the year 2019 in the wording submitted by the Board of Directors the way it was published by the Board of Directors as part of the Annual Report for the year 2019 on the Bank's website (**[**https://www.kb.cz/cs/o-bance/pro-investory/akcionari-akcie-a-dividendy/valne-hromady-a-vyplata-dividend**](https://www.kb.cz/cs/o-bance/pro-investory/akcionari-akcie-a-dividendy/valne-hromady-a-vyplata-dividend)**).**  *Reasoning: The Board of Directors' report is submitted to shareholders every year based on the provisions of S. 436 (2) of the Companies and Cooperatives Act and S. 9 (d) of the Articles of Association of the Bank. This report is part of the Annual Report. The Board of Directors' report is available at the Bank’s head office and on the Bank’s Website* [*www.kb.cz*](http://www.kb.cz)*. According to the opinion of the members of the Board of Directors, the report gives a true and fair view of the business activity of Komerční banka, a. s., and Komerční banka Group for the year 2019 and of the state of its assets as of 31 December 2019, and gives a summary of all the important information regarding the business operations of Komerční banka in 2019.* | **FOR** | **AGAINST** |
| **Decision on item No. 2 on the decisions agenda**  I vote on the approval of the annual financial statements for the year 2019 in accordance with the draft resolution which is set out in the Proposal presented by the Board of Directors and which reads as follows:  DRAFT RESOLUTION:  Remotely, in writing and using the remote communication electronic platform, the General Meeting approves the annual financial statements of Komerční banka, a. s., for the year 2019 in the wording submitted by the Board of Directors the way they were published by the Board of Directors as part of the Annual Report for the year 2019 on the Bank's website (<https://www.kb.cz/cs/o-bance/pro-investory/akcionari-akcie-a-dividendy/valne-hromady-a-vyplata-dividend>).  *Reasoning: Under the Accounting Act, Komerční banka, a. s., has the duty to prepare its annual (separate) financial statements and, under the Companies and Cooperatives Act, these are submitted to the General Meeting by the Board of Directors for approval. The annual financial statements for the year 2019 are available at the Bank’s head office and on the Bank’s Website* [*www.kb.cz*](http://www.kb.cz)*, and will be part of the Bank’s Annual Report for the year 2019. The main figures from the annual financial statements are, in accordance with the law and S. 24 (3) of the Articles of Association, stated in this Notice. The Board of Directors declares that the submitted annual financial statements for the year 2019 give a true and fair view of the accounting and financial position of the Bank and that neither the Supervisory Board nor the auditor of the company has cast any doubt thereon.*  **The main figures from the Annual (Separate) Financial Statements for the year 2019**   |  |  | | --- | --- | | **CZK million** | **IFRS** | | Profit for the accounting period | 14,816 | | Total assets | 1,011,519 | | Registered capital | 19,005 | | Shareholders’ equity | 98,218 |   *In connection with the approval of the annual financial statements of the Bank for the year 2019 using the remote decision-making procedure, reports and other documents which are normally presented to shareholders at the general meetings of the Bank prior to approving the financial statements are available to shareholders.* | **FOR** | **AGAINST** |
| **Decision on item No. 3 on the decisions agenda**  I vote on the Decision on the distribution of profit for the year 2019 in accordance with the draft resolution which is set out in the Proposal presented by the Board of Directors and which reads as follows:  DRAFT RESOLUTION:  Remotely, in writing and using the remote communication electronic platform, the General Meeting approves the distribution of the profit of Komerční banka, a. s., for the year 2019 in the total amount of CZK 14,816,452,741.94 as follows:   |  |  | | --- | --- | | Share in the profit to be distributed among shareholders (dividend) | CZK 0.00 | | Retained earnings | CZK 14,816,452,741.94 |   *Reasoning: Despite the high capital surplus, but also with regard to the current unprecedented pandemic-struck environment with a potentially great impact on the real economy, the Board of Directors proposes accepting the CNB’s recommendation and not paying out any dividend from the result for the year 2019 as planned originally, but rather allocating the whole result to the retained earnings account.* | **FOR** | **AGAINST** |
| **Decision on item No. 4 on the decisions agenda**  I vote on approval of the consolidated financial statements for the year 2019 in accordance with the draft resolution which is set out in the Proposal presented by the Board of Directors and which reads as follows:  DRAFT RESOLUTION:  Remotely, in writing and using the remote communication electronic platform, the General Meeting approves the consolidated financial statements of Komerční banka, a. s., for the year 2019 in the wording submitted by the Board of Directors the way they were published by the Board of Directors as part of the Annual Report for the year 2019 on the Bank's website (<https://www.kb.cz/cs/o-bance/pro-investory/akcionari-akcie-a-dividendy/valne-hromady-a-vyplata-dividend>).  *Reasoning: In addition to the duty to prepare its annual financial statements, under the Accounting Act, Komerční banka, a. s., also has the duty to prepare consolidated financial statements that are, under the Companies and Cooperatives Act and the Articles of Association, submitted to the General Meeting by the Board of Directors for approval. The consolidated financial statements for the year 2019 are available at the Bank’s head office and on the Bank’s Website at* [www.kb.cz](http://www.kb.cz)*, and will be part of the Annual Report for the year 2019. The main figures from the consolidated financial statements are, in accordance with the law and with S. 24 (3) of the Articles of Association, stated in this Notice. The Board of Directors declares that the submitted consolidated financial statements give a true and fair view of the accounting and financial position of the consolidated group of which the Bank is part, and neither the Supervisory Board nor the auditor of the company has cast any doubt thereon.*  **The main figures from the consolidated Financial Statements for the year 2019**   |  |  | | --- | --- | | **CZK million** | **IFRS** | | Profit for the accounting period | 15,172 | | Profit attributed to shareholders of the parent company | 14,901 | | Total assets | 1,077,334 | | Registered capital | 19,005 | | Shareholders’ equity | 108,635 | | **FOR**    *The text of the decision continues on the next page.* | **AGAINST** |
| **Decision on item No. 5 on the decisions agenda**  I vote on the election of a member of the Supervisory Board in accordance with the draft resolution which is set out in the Proposal presented by the Board of Directors and which reads as follows:  DRAFT RESOLUTION:  Remotely, in writing and using the remote communication electronic platform, the General Meeting elects Ms. Maylis Coupet, born on 6 December 1981, residing at 57 avenue de la République 75011, Paris, French Republic, as a member of the Supervisory Board.  *Reasoning: Ms. Maylis Coupet was, in accordance with the Bank’s Articles of Association co-opted by the Supervisory Board to the vacant position on the Supervisory Board on 4 December 2019 until the next general meeting. The Nominations Committee assessed the candidate’s eligibility and found out that she met the prerequisites to serve as a Supervisory Board member, had sufficient time capacity to perform her duties, was professionally qualified, represented the majority shareholder. The Czech National Bank assessed the said candidate’s professional qualification, credibility and experience and stated that they did not have any objections to her membership of the Supervisory Board. The candidate’s resume is available on the Bank’s Website* [www.kb.cz](http://www.kb.cz)*.* | **FOR** | **AGAINST** |
| **Decision on item No. 6 on the decisions agenda**  I vote on the approval of the Remuneration Policy in accordance with the draft resolution which is set out in the Proposal presented by the Board of Directors and which reads as follows:  DRAFT RESOLUTION:  Remotely, in writing and using the remote communication electronic platform, the General Meeting approves the Remuneration Policy in the wording submitted by the Board of Directors the way it was published by the Board of Directors on the Bank's website (<https://www.kb.cz/cs/o-bance/pro-investory/akcionari-akcie-a-dividendy/valne-hromady-a-vyplata-dividend>).  *Reasoning: The Board of Directors submits to shareholders a Remuneration Policy worked out by the Supervisory Board on the basis of a recommendation and proposal made by the Remuneration Committee. It is a framework setting the limits for the remuneration of the members of the bodies of the Bank. The Policy defines the individual remuneration components and the bracket of the relative ratios of these components. In the Board of Directors' opinion, the submitted Remuneration Policy contributes to the Bank’s business strategy, long-term interests and sustainability.* | **FOR** | **AGAINST** |
| **Decision on item No. 7 on the decisions agenda**  I vote on the approval of the decision on the appointment of a statutory auditor to make the statutory audit for the year 2020:  DRAFT RESOLUTION:  Remotely, in writing and using the remote communication electronic platform, the General Meeting appoints Deloitte Audit s.r.o., a company with its registered office at Italská 2581/67, Vinohrady, 120 00 Praha 2, identification No. 49620592 as the external auditor of Komerční banka, a. s., for the year 2020, and Deloitte Audit s.r.o., a company with its registered office at Digital Park II, Einsteinova 23, Bratislava 851 01, as the external auditor of the branch of Komerční banka, a. s., located on the territory of the Slovak Republic.  *Reasoning: The appointment of the auditor is, under Act No. 93/2009 Coll., the Auditors Act as Amended, part of the powers of the General Meeting. Based on the recommendation of the Audit Committee, the Supervisory Board proposes that the General Meeting appoint Deloitte Audit s.r.o., as the external auditor. The Czech National Bank does not have any objections to Komerční banka's decision to appoint Deloitte Audit s.r.o., to carry out the audit work. The role of the statutory auditor will be taken up by Daniela Hynštová (reg. No. 2235). The company Deloitte Audit s.r.o. has been the Bank’s external auditor for five years, which is since the 2015 reporting period. According to Slovak legislation, to audit the branch of Komerční banka, a. s., in the Slovak Republic, it is necessary to appoint an auditor certified to perform the audit activity on the territory of the Slovak Republic.* | **FOR** | **AGAINST** |

**ANNEX**

**to Ballot Paper**

**To be filled in electronically, not by hand.**

If the number of shares and/or the nominal value are not filled in, the information on the shareholder stated in the statement from the registry of uncertificated shares of Komerční banka, a. s., as of the record date will be used for the purposes of voting.

|  |  |  |  |
| --- | --- | --- | --- |
| Name and surname / Name or trade name of shareholder | Date of birth / Identification number of shareholder | Address of residence / Registered office of shareholder | Number and nominal value of shares \* |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

\*Add more lines as needed.

……………………………………………………………………………………………  
Name and surname / Name or trade name of shareholders’ proxy holder

……………………………………………………………………………………………  
Date of birth / Identification number of shareholders’ proxy holder

……………………………………………………………………………………………  
Address of residence / Registered office of shareholders’ proxy holder

……………………………………………………………………………………………  
Total number and nominal value of shares of all shareholders represented by this Ballot Paper

(The value must correspond to the sum of all shares of the individual shareholders listed in the Annex to this Ballot Paper).

.....................................................................................................................

Officially authenticated signature of proxy holder