



**THE ARTICLES OF ASSOCIATION
OF KOMERČNÍ BANKA, a. s.**

draft amendments for the general meeting to be held in 2021



**GENERAL MEETING OF KOMERČNÍ BANKA, a. s.,
HELD ON 21 APRIL 2021**

**Article I
Fundamental Provisions**

**Section 1
Trade Name and Registered Office**

(1) The trade name of the company shall be "Komerční banka, a. s." (hereinafter referred to as "the Bank").

~~—(2) The trade name of the Bank shall not be translated into foreign languages.~~

(32) The registered office of the Bank shall be at Prague.

(43) The Bank has been registered in the Register of Companies maintained with the Metropolitan Court of Prague, Section B, Entry 1360.

(45) The Bank has been established for an indefinite period of time.

(56) The address of the Bank's website is www.kb.cz.

**Article II
Business Activities of the Bank**

Section 2

(1) The Bank shall carry on business pursuant to Act No. 21/1992 Coll., the Banking Act, as amended (hereinafter referred to as "the Banking Act"). The business activities of the Bank shall include:

- a) acceptance of deposits from the public;
- b) granting of loans;
- c) investing in securities on the Bank's own account;
- d) financial leasing;
- e) making and receiving payments and administration of clearing system;
- f) issue and administration of payment instruments, such as payment cards and traveller's cheques;
- g) provision of guarantees;
- h) issue of letters of credit;
- i) provision of collection services;
- j) provision of investment services including:
 - main investment services provided by the receiver and transferor of instructions relating to investment instruments on the client's account relating to investment instruments;
 - main investment services linked with the execution of instructions relating to investment instruments on other than the Bank's account relating to investment instruments;
 - main investment services linked with dealing in investment instruments on the Bank's own account relating to investment instruments;
 - main investment services linked with the management of individual portfolios based on free consideration under contractual covenants made with the client, if the portfolio contains an investment instrument;
 - main investment services linked with the subscription for an issue of investment instruments or its placement relating to investment instruments;
 - complementary escrow and administration investment services for several investment instruments relating to investment instruments;
 - complementary investment services linked with the rental of safe-deposit boxes;
 - complementary investment services linked with the provision of loans and credits for clients aiming at making deals with investment instruments, if the credit or loan provider is a party to this deal relating to investment instruments;

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- complementary investment consultancy services relating to capital structure, business strategy and questions relating thereto, as well as consultancy and services relating to the fusion and purchase of businesses;
 - complementary investment services concerning issue subscriptions relating to investment instruments,
 - complementary investment consultancy services concerning investments in investment instruments relating to investment instruments;
 - complementary foreign exchange investment services relating to the provision of investment services;
- k) dealing on the Bank's own account or on the client's account in foreign currencies and gold;
- l) financial brokerage;
- m) foreign exchange operations (foreign exchange purchase);
- n) provision of depository services;
- o) provision of banking information;
- p) rental of safe-deposit boxes;
- q) issue of mortgage bonds,
- r) activities directly related to those mentioned in paragraphs a) – q).

(2) The Bank shall further carry on business activities for another as long as they relate to the operation of the Bank and to the operation of other banks, saving and credit associations, securities traders, insurance companies, reinsurance companies, financial institutions and enterprises that provide supporting banking services that are controlled by the Bank. The extent of the business activities shall cover:

- a) accounting consultants' activities, book-keeping, tax record keeping;
- b) procurement of deals and services;
- c) advisory and consulting activities, creation of expert studies and opinions;
- d) real estate activities, administration and maintenance of real property;
- e) out-of-school education and training, organisation of courses and training including teaching;
- f) provision of software, consultancy in the area of information technologies, data processing, hosting and the relating activities and web portals;
- g) administration services and services of organisation and economic nature.

**Article III
Registered Capital of the Bank**

Section 3

The registered capital of the Bank shall be CZK 19,004,926,000.

**Article IV
Shares**

**Section 4
Fundamental Provisions**

The Bank's registered capital specified under Section 3 shall be divided into 190,049,260 ordinary bearer shares admitted to trading in the European regulated market, each of a nominal value of CZK 100 issued as an uncertificated security. One vote is attached to one share; the total number of votes attached to the shares shall be 190,049,260.

**Article V
Rights and Obligations of Shareholders**

Section 5

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(1) Both legal entities and natural persons (individuals) may become shareholders of the Bank.

(2) Any shareholder is entitled to attend the General Meeting and to vote thereat, to request and receive explanation regarding matters concerning the Bank or entities controlled by the Bank, if such explanation is necessary for the assessment of the content of the matters included in the General Meeting agenda or for the exercise of his shareholder rights thereat. The explanation can be provided in the form of a summary answer to several questions of similar content. The shareholder shall be deemed to have received an explanation also if the information was posted on the Bank's website no later than on the day preceding the day of the General Meeting and is available to shareholders in the place where the General Meeting is held. Any shareholder is entitled to file proposals or counter-proposals to matters included in the General Meeting agenda. ~~Should a shareholder intend to file a counter-proposal to matters included in the General Meeting agenda, he shall deliver the counter-proposal to the Bank in reasonable time prior to the General Meeting, however, no later than 10 days prior to the General Meeting. The above shall not apply provided that the proposals regard the election of specific persons to the bodies of the Bank. These individuals must meet the requirements set forth by the generally binding legal regulations for the performance of their service. The Board of Directors of the Bank shall publish without undue delay on the Bank's website all proposals and counter-proposals delivered to the Bank no later than three days prior to the date of the General Meeting. If the proposals and counter-proposals are delivered to the Bank no later than five days prior to the date of the General Meeting, the Board of Directors shall also publish without undue delay their position thereon on the Bank's website. If the proposal and counter-proposal also includes a reasoning, the Board of Directors shall also publish this reasoning. The Board of Directors shall inform shareholders of the wording of the shareholder's counter-proposal and the Board's opinion thereon in the same manner as used for convening the General Meeting. This shall not apply if the notification was delivered less than two days prior to the date when the General Meeting is held, or if the cost thereof was grossly disproportionate to the significance and content of the counterproposal, or if the text of the counter-proposal contains more than 100 words. If the counter-proposal contains more than 100 words, the Board of Directors shall notify shareholders of the core of the counter-proposal and their opinion thereon and post the counter-proposal on the Bank's website.~~ Any shareholder has the right to make proposals regarding matters which will be included in the agenda of the General Meeting also before the publication of the Notice of General Meeting. The Board of Directors shall publish each proposal that will be delivered to the Bank no later than **seven-five** days prior to the publication of the Notice of General Meeting and their position thereon together with such Notice on the Bank's website.

3) The shareholders shall be entitled to exercise their rights at the General Meeting either in person or through a natural person or legal entity (a proxy) under the terms and conditions specified by law (hereinafter referred to as "the Attending Shareholder"). The proxy must be in writing and must show whether it may be used by the proxy holder to represent the principal at one or more General Meetings. A form of proxy is available to shareholders either in paper form at the Bank's head office or on the Bank's website from the day of publication of the Notice of General Meeting. The Bank shall make it possible for shareholders to send a notification of the grant of a proxy to a person appointed to represent a shareholder at the General Meeting or of the revocation of such proxy electronically. The notification must be accompanied by an advanced electronic signature established on the basis of a qualified certificate issued by an accredited certification service provider. Should a notification fail to allow the Bank to make a clear identification of the signatory, the Bank shall have a right to request that the notifier indicate the certification service provider that issued his certificate and that keeps his records, or that the notifier attach the certificate to the notification and give consent to the disclosure of his personal data by the certification service provider, so that the Bank may verify his identity. Should the verification of the notifier's identity not be possible, the shareholder's proxy must submit his proxy upon registration at the General Meeting. This fact shall be notified to the notifier by the Bank, if possible, to the e-mail address indicated by the notifier. The details on the receipt of such notifications and the requirements with respect to their content shall be specified by the Board of Directors on the Bank's website www.kb.cz. When being registered as present at the General Meeting, the shareholders shall provide evidence of their identity by means of an identity document. In addition, a member of a governing body of a shareholder that is a legal entity shall also submit an up-to-date excerpt from the relevant public register or another document evidencing his right to act on behalf of the company concerned, When being registered as present at the General Meeting, the shareholder's proxy shall provide evidence of his identity by means of an identity document and shall submit a written proxy, unless the law provides

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otherwise. A person registered with the uncertificated securities registry as an administrator or as a person authorized to exercise rights attached to a share does not need to submit a proxy. A representative, whose right to represent a shareholder arises from a fact other than a proxy, is obliged to provide evidence of this fact.

~~— (4) The General Meeting may be attended by any shareholder registered in the statutory register of securities as a owner of shares of the Bank as of the seventh calendar day prior to the date of the General Meeting (i.e. the decisive date for the right of the shareholder to attend the General Meeting). The Bank's Board of Directors shall place an application for an excerpt from the statutory register of securities as of the decisive date. Persons that are designated by the CNB in the statutory register of securities, persons not mentioned therein, or persons empowered by these persons may not attend the General Meeting.~~

(54) The voting right belonging to a shareholder is governed by the nominal value of their shares; each CZK 100 of the nominal value of the shares shall represent one vote. The vote shall not be further divisible. Each shareholder present at the general meeting shall vote using an electronic voting device; the Board of Directors may decide in justified cases that votes shall be cast by ballot. The Board of Directors' proposal or, as the case may be and if the General Meeting was convened by the Supervisory Board, the Supervisory Board's proposal, if any, shall be put to the vote first. Should the proposal of the Board of Directors or of the Supervisory Board, if the General Meeting was convened by the Supervisory Board, be carried, other proposals shall not be put to the vote. If the proposal is not carried, the other proposals shall be put to the vote in the order in which they were filed. If a notarized record is to be drawn up concerning a resolution of the General Meeting, the Chairman of the General Meeting shall be obliged to manage the vote in a way allowing making the notarized record of the General Meeting resolution with all the elements required by statute.

(65) Any requests for explanation shall be made by the Attending Shareholder orally upon invitation by the Chairman of the General Meeting or in writing and placed at a designated place. Each shareholder has a limited time to present his proposal/request for explanation; the time limit shall be 10 minutes maximum. ~~Any shareholder's proposal or counterproposal made in writing may be presented by the Chairman of the General Meeting.~~ The Chairman of the General Meeting shall be obliged to ensure that all requests for explanation of matters be answered, as long as such matters form the subject of the agenda of the General Meeting and the requests are made in the course of the General Meeting in accordance with these Articles of Association. If an explanation cannot be provided due to its complexity, it shall be provided to shareholders within 15 days of the day of the General Meeting. The wording of the answer shall be available to shareholders on the Bank's website. ~~Any Attending Shareholder shall be entitled to request that the~~ The minutes clerk of the General Meeting shall include a potential protest raised by an Attending Shareholder concerning the General Meeting, the way it was convened, its dealings or a resolution of the General Meeting in the minutes of the General Meeting. ~~Any shareholder's proposal or counterproposal and request for explanation made in writing may be presented by the Chairman of the General Meeting.~~

(67) The right to receive a share of the profit, the right to other own resources, the pre-emptive right to subscribe for shares and convertible and priority bonds and the right to an interest in the liquidation balance otherwise associated with a share may be transferred separately.

(87) The shareholder or shareholders of the Bank holding shares the total nominal value of which reaches at least 1 % of the Bank's registered capital may:

- a) request that the Board of Directors convene a General Meeting in order to discuss the matters proposed by them, provided that each item of the proposal is accompanied with a draft resolution or with a justification;
- b) request that the Board of Directors include issues specified in their request in the agenda of the General Meeting, provided that each item also includes a draft resolution or that its inclusion is justified and the request is delivered to the Bank no later than 10 days prior to the record date for shareholders to be entitled to attend the General Meeting;
- c) request that the Supervisory Board examine the exercise of powers by the Board of Directors with regard to the matters specified in the request;

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- d) under the conditions set forth by the Corporations Act seek on behalf of the Bank a compensation for loss from a member of the Board of Directors or of the Supervisory Board or the discharge of ~~their~~ his possible duty arising from an agreement for the settlement of loss incurred by the Bank due to a breach of the duty of due care or the payment of the issue price from a shareholder who is in default of its payment, and to represent the Bank in such proceedings;
- e) for serious reasons, apply to a court of justice for the appointment of an expert in order to examine the report on relations between the controlling entity and the controlled entity and between the controlled entity and the entities controlled by the same controlling entity (hereinafter called "the report on relations"), ~~should he believe that the report on relations was not worked out duly~~;
- f) seek a compensation for loss from an influential person if such person causes loss to the Bank.

(89) No shareholder shall be entitled to demand that the investments the shareholder invested in the Bank in order to acquire or increase their holding in the Bank be returned either in the course of the Bank's existence or upon its winding up. However, in the event of the Bank's dissolution and subsequent liquidation, the shareholders shall have the right to an adequate interest in the liquidation balance of the Bank.

(940) Any shareholder shall be entitled to ask the Board of Directors to produce a copy of the minutes of any General Meeting or a part thereof throughout the Bank's existence. Such request shall be in writing. The copy of the minutes or a part thereof shall be made at the expense of the Bank. The copy of the minutes or a part thereof shall be available to the shareholder no later than within thirty days from the date of receipt by the Bank of the shareholder's request, however, not earlier than on the sixteenth day following the end of the General Meeting concerned.

Section 5a

Correspondence Voting

(1) Furthermore, each shareholder has a right to vote before the day of the general meeting under the conditions set forth by these Articles of Association and the legislation (hereinafter called "correspondence voting"). To cast a vote by correspondence, the voter ~~either returns his vote by mail ballot or~~ votes via a remote e-voting platform allowing the shareholder's identification; the bank shall create remote access to the platform for the shareholder upon his request. ~~The way selected by the shareholder to cast his vote by correspondence cannot be changed once it becomes effective against the bank.~~

(2) Voting by correspondence is admitted subject to the following conditions:

- a) The bank's Board of Directors shall decide on the possibility of using correspondence voting before the specific general meeting and state the conditions of such voting in the notice of general meeting.
- b) The shareholder shall exercise his voting right by casting his vote by correspondence at the time set by the bank's Board of Directors in the notice of general meeting.
- c) The correspondence voting meets all the other prerequisites set by these Articles of Association and stated in the notice of general meeting.

~~(3) If a shareholder casts his vote using a vote-by-mail ballot (hereinafter called the "ballot"), he shall state the following information in the ballot:-~~

~~his name and surname, date of birth and place of residence if the shareholder is a natural person, or its name or trade name, its registered office and its identification number if the shareholder is a legal entity. If the vote is cast by a shareholder's proxy, the proxy shall state the information as per the previous sentence on itself and on the represented shareholder; and the proposal that is being put to the vote and the way the shareholder is voting on the proposal. If the ballot pertaining to a proposal does not show the way the shareholder voted, the shareholder shall be deemed to have abstained from voting on this proposal.~~

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~~(4) The shareholder's or the shareholder's proxy's signature on the ballot shall be officially attested. A shareholder's tied agent shall enclose to the ballot a written proxy bearing the shareholder's officially attested signature. The enclosure of the written proxy shall not be required if the right to represent the shareholder arises from the extract from the issue of uncertificated securities.~~

~~—(5) A legal entity which is a shareholder or a shareholder's proxy shall enclose to the ballot the original or a certified copy of a statement from the register of companies or another document proving the legal entity's existence and the way the members of its governing body act on the legal entity's behalf. If the shareholder is represented by a legal entity and there is no governing body member acting on the legal entity's behalf, the person acting on its behalf shall enclose to the ballot an instrument proving such person's right to act on behalf of the shareholder's proxy.~~

~~—(6) Any instruments executed by foreign authorities or institutions or procured with their certification clauses and attached to the ballot 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.~~

~~—(7) A vote cast by correspondence using a vote-by-mail ballot becomes effective against the bank upon delivery of the ballot to the address of the bank's registered office.~~

~~(38)~~ Each shareholder casting his vote by correspondence ~~using a remote e-voting platform allowing the shareholder's identification~~ shall proceed in accordance with the rules for the use of this remote e-voting platform approved by the bank's Board of Directors; these shall be posted on the bank's website and also stated in the notice of general meeting.

~~(94)~~ ~~Regardless of the way selected to vote by correspondence, a~~ A shareholder casting his vote by correspondence is shall be considered present at the general meeting and his votes shall be counted towards the total number of votes and towards the individual voting rounds at the general meeting only if he was a shareholder of the bank as of the record date for shareholders to be entitled to attend the general meeting. Nevertheless, shareholders can also vote by correspondence before the record date or, as the case may be, even after the record date; their vote by correspondence will, however, be taken into account only if such vote becomes effective against the bank by the time stated in the notice of general meeting.

~~(105)~~ To ascertain whether the general meeting has a quorum and whether a given resolution was carried, it is deemed that the shareholders who vote by correspondence ~~(including those that abstained from voting on the draft of a certain resolution in accordance with these Articles of Association)~~ are present at the general meeting. The information about the number and nominal value of the shares of the shareholder who cast his vote by correspondence shall be obtained from the list of shareholders statement from the issue register as of the record date for shareholders to be entitled to attend the general meeting.

~~(146)~~ A vote cast by correspondence by a shareholder cannot be changed once it becomes effective against the bank. The shareholder can, however, attend the general meeting in person or by proxy; in this case, the shareholder's vote cast by correspondence shall not be taken into account.

**Section 6
Share in Profits and in Other Own Resources**

(1) The shareholder shall be entitled to a proportion of the Bank's profit and of its other own resources ~~(a dividend)~~ which was approved for distribution to the Shareholders by the General Meeting taking into account the Bank's financial results and the payment of which was decided upon by the Board of Directors based on the fulfilment of the terms and conditions specified by the generally binding legal regulations.

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(2) The monetary consideration under paragraph (1) above is provided by the Bank at its own risk and cost solely by wire transfer to a bank account. For this purpose, Board of Directors may give an order to the shareholder, the person authorized to maintain entered in the central register of uncertificated securities as administrator or as the person authorized to exercise rights attached to a share (hereinafter called the "administrator") or the person benefiting from the separately transferable right have the duty to notify the bank of the bank account number to which the monetary consideration is to be transferred. The notification of the bank account number is a precondition for the provision of the monetary consideration by the bank.
~~for registration of separately transferable rights to a share in the profit payable.~~

(3) ~~The record date to assert the right to a share in profit is the same as the record date for a shareholder to be entitled to attend the General Meeting.~~ The right to a share in the profits and in other own resources shall ~~thus~~ belong to any shareholder owning shares on the seventh calendar working day ~~prior to following~~ the day of the General Meeting which approved the share of the profits and of other own resources to be distributed among shareholders. The share of the profits and of other own resources shall become payable upon expiration of thirty calendar days following the date of the General Meeting which took the resolution on the distribution of profit and of other own resources.

(4) The Bank shall pay out the share of the profits and of other own resources as of the due date for their payment ~~of the share in profit either:~~

a) ~~in cash at sales points of the Bank or~~

b) ~~by bank transfer from the Bank's account to the shareholder's or administrator's account upon shareholder's request.~~

(5) ~~Where~~ When remitting a share in profit s remitted to legal entities by bank transfer, the Bank shall remit the share of the profits and of other own resources as long as it knows the relevant bank account number of the person authorized to receive the monetary consideration by transfer no later than within five working days of receiving the required information and the below listed documents, however, on the due date for their payment ~~of the share in the profit~~ at the earliest. The required documents shall be as follows: a request for the payment of a share ~~in the profit~~ containing the relevant banking details procured with an officially attested signature of the shareholder or of another authorized person having the relevant right. Legal entities shall attach and an updated a recent and officially authenticated statement from the competent public registry or another document proving the existence of the legal entity. ~~The signature of a member of the shareholder's governing body (or its representative) subscribed at the request for the payment of a share in profit must be attested.~~ In addition, if a shareholder is represented by another legal entity or natural person, such representative shall be obliged to deliver officially verified powers of attorney from all entities so represented with the exception of the security administrator entered in the central register of uncertificated securities, and its updated ~~and officially verified~~ excerpt from the relevant public register or another document proving its existence. ~~If the excerpt from the issue's register only states the information about the share's administrator, the shareholder shall be obligated to submit a property account statement of the security's owner.~~ The Bank shall not assume responsibility for the accuracy and current relevance of the data stated by the shareholder.

(6) The Bank's obligation to pay out the share of the profits and of other own resources, ~~in the event of a bank transfer,~~ shall be discharged upon debiting the dividend shares from the Bank's account.

(7) The right to claim a share of the profits and of other own resources shall lapse 3 years from the day when the shareholder learnt of the due date for the payment of the share in the profits or when he could or should have learnt this, however, no later than within 10 years of the due date.

(8) The information on the proposed amount of the profit share of the profits and of other own resources ~~amount~~ and the information about the method of ~~its~~ their payment shall be published by the Board of Directors in the notice of General Meeting and on the Bank's website 30 days prior to the date of the General Meeting. The results of the vote on ~~profit share~~ the payment of the share of the profits and of other own resources shall be made public by the Board of Directors without undue delay after the General Meeting on the Bank's website.

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(9) Based on the decision of the General Meeting, the payment of the share of the profits and other own resources can be made using the Bank's own shares instead of money.

**Article VI
Bodies of the Bank**

**Section 7
Management System**

The Bank has chosen the dualistic system of its internal structure.

**Section 8
General Meeting**

The General Meeting shall be the supreme body of the Bank.

**Section 9
Powers of the General Meeting**

It is within the powers of the General Meeting to:

- a) decide on alterations of the Articles of Association, with the exception of alteration in consequence of an increase in the registered capital by the authorized Board of Directors or alteration made on the basis of other legal facts;
- b) decide on a change in the amount of the registered capital; the registered capital may only be reduced after prior approval of the Czech National Bank unless it is reduced to cover a loss;
- c) elect and remove two-thirds of the members of the Supervisory Board, elect and remove members of the Audit Committee;
~~d) approve the Board of Directors' reports regarding the Bank's business activities and the Bank's assets, at least once per accounting period;~~
- d) decide on the possibility of setting off a monetary claim towards the Bank against a claim to be used for payment of the issue price including the draft of the relevant contract for set-off;
e) ~~f)~~ decide on a change in the class or type of the shares, on the conversion of par value shares into no-par value shares or the conversion of no-par value shares into par value shares, or on the splitting of shares into multiple shares or merging multiple shares into one share;
- f) decide to issue convertible or priority bonds of the Bank;
- g) decide to modify the rights attached to individual classes of the shares;
- h) ~~i)~~ approve the annual financial statements, extraordinary financial statements, consolidated financial statements and, when required by law, ~~i)~~ interim financial statements;
- i) ~~j)~~ decide on distribution of the profit or other own resources or coverage of the loss;
- j) ~~k)~~ approve the service contracts with the members of the Supervisory Board and of the Audit Committee;
- k) ~~l)~~ decide on transformation of the Bank, unless the act regulating transformations of companies and cooperatives provides otherwise, provided that a prior consent of the Czech National Bank has been given where so required by law;
- l) ~~m)~~ decide to wind up the Bank with the prior consent of the Czech National Bank;
- m) approve the final report on the liquidation and the proposed ~~distribution-use~~ of the liquidation balance of the Bank's assets;
- n) ~~e)~~ decide to file for admitting the participation securities of the Bank to trading in the European regulated market or for excluding these securities from trading in the European regulated market;
- o) ~~p)~~ approve the transfer or pledging of an establishment or such part thereof of its assets and liabilities meaning which would mean a substantial change to the existing structure of the establishment or a substantial change to the real business purpose of the Bank;

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- p) ~~q)~~ charge the Board of Directors to decide on an increase in the registered capital under the conditions specified in the legislation;
- q) ~~r)~~ decide to acquire the Bank's treasury shares in accordance with the applicable provisions of the Corporations Act;
- ~~s)~~ ~~r)~~ decide on elimination or restriction of the pre-emptive right to acquire convertible or priority bonds, elimination or restriction of the pre-emptive right to subscribe for new shares in accordance with the Corporations Act;
- s) ~~t)~~ approve the acquisition or disposal of assets, when the law so requires;
- t) ~~u)~~ decide on appointment of the auditor to make the statutory audit or to verify other documents if such appointment is required by legal regulations;
- u) ~~v)~~ give principles and instructions to the Board of Directors of the Bank with the exception of instructions regarding the business management of the Bank unless provided to the Board of Directors upon their request; and approve principles and give instructions to the Supervisory Board with the exception of instructions regarding the statutory duty to check the competence of the Board of Directors;
- v) ~~w)~~ grant consent to the contract for the settlement of loss caused by a breach of the duty of due care by a member of a body of the Bank;
- w) ~~x)~~ decide to suspend the service of ~~the a~~ member of an elected body of the Bank in the case of who announces a conflict of interest under the Corporations Act, or ban a member of an elected Bank's body of the Bank from entering into a contract which is not in the Bank's interest, or prohibit entering into a contract with an influential or controlling person or with a person controlled by the same controlling person which is not in the Bank's interest; this shall not apply if the person that should enter into the contract with the Bank is a person managing the Bank or another person that is part of the same group as the Bank;
- x) decide that the flexible component amount of the compensation of persons whose work has a substantial influence on the Bank's risk profile can be higher than their fixed compensation component amount; however, it may not exceed the double of their fixed compensation component amount;
- y) approve the compensation policy and the report on the compensation of the members of the Board of Directors and of the Supervisory Board;
- z) approve material transactions with related parties if so required by Act No. 256/2004 Sb. the Act Regulating Business Undertaking in the Capital Market as Amended (hereinafter called the "Business Undertaking Act");
- za) decide on other questions falling under the powers of the General Meeting according to a generally binding legal regulation or these Articles of Association.

**Section 10
Convening the General Meeting**

(1) The Regular General Meeting is held at least once a year, however no later than four months from the last day of the preceding accounting period. The General Meeting shall be convened by the Board of Directors or, as the case may be, by a member of the Board of Directors if the Board of Directors fails to convene it without undue delay and the law stipulates a duty to convene the same or if the Board of Directors lacks a quorum long term, unless the generally binding legal regulations specify otherwise.

(2) The General Meeting shall also be held if so requested by the shareholders as specified under Section 5, subsection (8). The Board of Directors shall convene the General Meeting upon request of these shareholders where the requirements of the Articles of Association and of the Corporations Act are met.

(3) The Supervisory Board shall convene the General Meeting if it is in the interest of the Bank. The Supervisory Board shall then submit necessary proposals to the General Meeting. The Supervisory Board shall also convene the General Meeting in the case that the Bank does not have a Board of Directors or if the elected Board of Directors fails to perform their duties long term and the General Meeting fails to be convened by any of its members. If, in such case, the Supervisory Board fails to convene the General Meeting, the General Meeting may be convened by any member of the Supervisory Board.

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(4) The General Meeting shall be convened by means of a public notice of General Meeting posted on the Bank's website www.kb.cz ~~and on the notice board in the Bank's registered office~~ at least thirty days prior to the date of the General Meeting. This notice of general meeting does not need to be accompanied by an 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 an an elected body of the Bank;
- e) record date for shareholders to be entitled to attend 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; if, however, the draft resolutions are not submitted, the notice of General Meeting contains a commentary of the Board of Directors on each of the proposed matters;
- g) the time period allowed for the delivery of shareholders' comments on the General Meeting agenda in the case that they can vote by correspondence; the time period may not be shorter than 15 (fifteen) days and it begins to run from the day of the publication of the notice of General Meeting on the Bank's website.

Should the agenda of the General Meeting include an alteration of the Articles of Association, the notice of General Meeting shall contain at least a brief and concise description of and justification for the proposed alteration of the Articles of Association. The full draft wording of the amendments to the Articles of Association shall be published by the Board of Directors on the Bank's website together with the notice of General Meeting and 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, which right shall be notified to shareholders in the notice of General Meeting.

(5) When the Board of Directors is requested by the shareholders specified under Section 5, subsection (78) to convene a General Meeting, such General Meeting must be convened so that it would take place no later than within fifty days of the date on which the request to such effect is delivered to the Board of Directors. Should the Board of Directors fail to convene the General Meeting within such period of time, such shareholders may apply to the competent court of justice for an order to authorise the shareholders to convene the General Meeting and to execute any acts associated therewith on behalf of the Bank. The notice of General Meeting shall be made public in the manner specified under Section 109, subsection (4) at least twenty-one days prior to the date of the General Meeting.

(6) Should a substitute General Meeting be convened due to the failure to constitute a quorum at the Regular General Meeting, Section 12, subsection (2) of the Articles of Association shall apply to the process of the convening.

(7) Upon the request of the shareholders specified under Section 5, subsection (78), the Board of Directors shall declare the matter specified by these shareholders to be the subject of the agenda of the General Meeting as long as the request meets the conditions set forth by the Corporations Act and by the Articles of Association in respect of such requests. Should such request be delivered after the publication of the notice of General Meeting, the Board of Directors shall publish an amendment to the agenda of the General Meeting no later than 5 days prior to the record date in the manner stipulated for the convening of the General Meeting by the Corporations Act and the Articles of Association. If such publication is no longer possible, such issue may be included in the agenda of the General Meeting only as specified in the following subsection.

(8) Matters which were not included in the proposed General Meeting agenda may only be discussed or decided upon by the General Meeting with the consent of all shareholders.

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(9) The Board of Directors shall inform the Supervisory Board and the Audit Committee of the day of the General Meeting no later than within the period of time specified by the Corporations Act for a General Meeting to be convened.

(10) The General Meeting may be revoked or postponed. The revocation or postponement of the General Meeting shall be communicated in the manner stipulated by the Corporations Act and the Articles of Association for the convening of the General Meeting no later than one week prior to the originally scheduled date of the General Meeting; otherwise the Bank shall be obliged to reimburse all reasonable expenses of the shareholders who arrived in accordance with the original notice relating thereto. The General Meeting may only be revoked and the date of a General Meeting may only be changed by the person who convened the same. Where the General Meeting was convened upon request of the shareholders specified under Section 5, subsection (78), it may be revoked or postponed only if the shareholders concerned agree thereto. A new date for the General Meeting shall be determined in accordance with the period of time specified hereunder regarding the convening of the General Meeting.

**Section 11
Proceeding at the General Meeting**

(1) The shareholders, ~~or~~ their proxies or other persons authorised to attend the General Meeting along with the shareholders shall sign at the General Meeting an attendance list which shall contain the following details: trade name or name and registered office if a shareholder is a legal entity, or name and residential address if a shareholder is a natural person (an individual) or a shareholder's proxy; nominal value of the shares that constitute the shareholder's (his proxy's) entitlement to vote and, as the case may be, a statement that the shares have no voting rights attached thereto. Should the Bank refuse to enter a certain person in the list of attending shareholders, this fact shall be noted in the list together with the reasons therefor. The accuracy of the attendance list shall be certified by the signatures of the convenor of the General Meeting or a person designated by the latter and present at the registration of shareholders.

(2) Members of the Supervisory Board, members of the Board of Directors, chairman of the Audit Committee or, as the case may be, vice-chairman or another authorized member of this Committee shall attend the General Meeting of the Bank.

(3) The Board of Directors may authorise employees of the Bank or third parties (hereinafter referred to as "the Authorised Persons") to attend the General Meeting in order to ensure the same in terms of organisational and technical aspects. The Board of Directors shall be obliged to bind such Authorised Persons to maintain confidentiality concerning confidential facts and information that might cause loss to the Bank. The Authorised Persons shall be, in particular, entitled to examine the right of the shareholder or of their proxy or another person authorised by the shareholder to attend the General Meeting along with the shareholder to attend the General Meeting as specified by the generally binding legal regulations and the Articles of Association. Until scrutineers are elected, the Authorised Persons shall be entitled to perform their duties.

(4) The General Meeting shall be opened by the convener or a person designated by the latter. The person who opens the General Meeting shall organize the election of the Chairman of the General Meeting, one or two verifiers of the minutes, the minutes clerk and the persons to count votes cast (scrutineers). The election shall be governed by the provisions of Section 5, subsection (45). The Chairman of the General Meeting shall then preside at the General Meeting. Rules concerning the technique of the procedure and voting of the General Meeting as well as other details can be specified by the Rules of Procedure if such Rules of Procedure are approved by the General Meeting.

(5) Should any of the elected officers, in accordance with subsection (4), cease to hold their office during the General Meeting, the General Meeting shall elect a new officer. Such election shall be organised by the Chairman of the General Meeting or a person authorised for this purpose by the Board of Directors or by the Supervisory Board.

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(6) The Board of Directors shall ensure that the minutes of the General Meeting are produced within a period of fifteen days from the date of the closing of the General Meeting. The minutes shall contain:

- a) trade name and registered office of the Bank;
- b) venue and time of the General Meeting;
- c) names of the Chairman of the General Meeting, the minutes clerk, the verifier or verifiers of the minutes, and scrutineers;
- d) comments made on individual items on the agenda;
- e) resolutions of the General Meeting and results of voting;
- f) contents of any protest of a shareholder, a member of the Board of Directors or the Supervisory Board ~~concerning a resolution of the General Meeting, if the same is requested by the person raising such objection.~~

Proposals and statements presented for discussion at the General Meeting along with the attendance sheet shall be attached to the minutes of the General Meeting. The minutes shall be signed by the minutes clerk and the Chairman of the General Meeting or the convenor and the verifier or two elected verifiers.

(7) The minutes of the General Meeting together with the respective notice of the General Meeting and the list of the Attending Shareholders shall be kept in the Bank's archives throughout the Bank's existence. ~~The liquidator shall arrange that such minutes are archived or kept in custody for a period of ten years following the winding-up of the Bank. Should the Bank cease to legally exist and there is a legal successor, the conservation of the said documents shall be ensured by its legal successor. In the event of the Bank's dissolution and subsequent liquidation, the conservation of the said documents shall be ensured by the liquidator. In the event of the Bank's dissolution without subsequent liquidation, the conservation of the said documents shall be ensured by the insolvency administrator or by another person appointed by court. The competent person within the meaning of the third and fourth sentence shall ensure the conservation of the documents for a period of ten years from the cessation of the Bank's legal existence.~~

**Section 12
Constituting Quorum and Casting Votes at the General Meeting**

(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 and are authorised to vote.~~ Shareholders who are persons whose work has a substantial influence on the Bank's risk profile, who are directly concerned by the level of the proportion between the fixed and flexible compensation component under S. 9 (yx) hereof and persons acting in concert with such shareholders may not exercise their voting right whenever the general meeting decides about matters listed in S. 9 (yx) hereof. The number of votes belonging to a shareholder lacking the right to vote 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 (yx).

(2) Should the General Meeting fail to constitute a quorum, the Board of Directors (or the Supervisory Board, should it be the convenor of the General Meeting, or shareholders authorised by a court of justice to convene a General Meeting in accordance with the Corporations Act) shall convene, if it is still necessary, without undue delay a substitute General Meeting with the same agenda or with an agenda including the items that were on the agenda of the originally convened General Meeting but that were not discussed thereat due to the lack of the quorum. ~~without undue delay if it is still necessary.~~ The substitute General Meeting shall be convened by means of a new notice in the manner set out in Section 10, subsection (4) of the Articles of Association; the time limit so specified shall be shortened to fifteen days and the notice does not need to contain the justification for the draft resolutions or the statement of the Board of Directors on each of the proposed ~~reasonable information about the core of the individual~~ matters included in the General Meeting agenda. The substitute General Meeting shall be held no later than within six weeks of the date on which the originally convened General Meeting should have been

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held. The substitute General Meeting so convened shall have the same agenda and shall constitute a quorum irrespective of the provisions of Section 12, subsection (1).

(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 ~~xy~~) must obtain the consent of at least sixty-six percent of votes of the Attending Shareholders to be carried; all this provided that the general meeting is attended by shareholders who dispose of at least fifty percent of the voting rights in the Bank or, in the absence of the shareholders who dispose of at least fifty percent of the voting rights in the Bank, at least a three-quarter majority of the votes of the Attending Shareholders.

(4) When assessing the capacity of the General Meeting to make decisions and at each particular vote casting at the General Meeting, the shares with no voting rights or the shares where the voting rights cannot be exercised shall not be taken into account.

Section 12a

Remote Decision-Making by the General Meeting

(1) The General Meeting of the Bank can also take its decisions remotely (hereinafter referred to as "remote decision-making") under the conditions specified by the Corporations Act and by these Articles of Association.

(2) In the same manner as prescribed to convene the General Meeting, the Board of Directors or another person authorized to convene the General Meeting shall first publish the notice of remote decision-making by the General Meeting (hereinafter referred to as the "notice of remote decision-making").

(3) The notice of remote decision-making shall contain at least the following:

- the manner and date of the publication of the draft resolutions to be taken remotely;
- the manner, venue and time allowed to study the documents needed to adopt a draft resolution remotely;
- the conditions, manner and time allowed to exercise the voting right knowing that, when making a decision remotely, it is only possible to vote in writing or using a remote e-voting platform allowing the identification of the voting shareholder;
- the conditions, manner and time allowed to exercise the right of shareholders under S. 5 (7) to include matters in the agenda of the decisions to be taken remotely;
- the conditions, manner and time allowed to exercise the right to file proposals and counter-proposals along with the information that, in the first round of remote decision-making, shareholders only vote on the proposals made by the person that initiated the remote decision-making or, as the case may be, on the proposals included in the agenda of the decisions to be taken remotely based on a request raised by shareholders under S. 5 (7), and that a second round of remote decision-making will only be held should such a proposal fail to be adopted in the first round of remote decision-making and only to vote on the counter-proposals to the proposals that were not adopted in the first round of remote decision-making;
- the conditions, manner and time allowed to exercise the right to request an explanation.

(4) The Board of Directors or another person authorized to convene the General Meeting shall subsequently publish the draft resolutions to be taken remotely in the same manner as prescribed to convene the General Meeting and in accordance with the notice of remote decision-making, and shareholders shall be authorized to vote under the conditions stated in the notice of remote decision-making and in the draft resolutions to be taken remotely.

(5) The record date for shareholders to be entitled to participate in remote decision-making is the seventh calendar day preceding the day of the publication of the draft resolutions to be taken remotely in the same manner as prescribed to convene the General Meeting.

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(6) The time limit to deliver shareholders' standpoints (including votes cast using the remote e-voting platform) is at least 15 days from the day of the publication of the draft resolutions to be taken remotely in the same manner as prescribed to convene the General Meeting.

(7) Any resolution adopted based on remote decision-making shall be notified by the Bank or by a person authorised to convene the General Meeting in the same manner as prescribed to convene the General Meeting without undue delay from the day of its adoption. A resolution is adopted on the day of delivery of the last shareholder's standpoint on the draft resolution to be taken remotely or by the lapse of the last day of the time period specified for shareholders to deliver their standpoints as long as the number of the votes needed to adopt the resolution was reached.

**Section 13
Powers of the Supervisory Board**

(1) The Supervisory Board shall oversee the exercise of the powers by the Board of Directors and the activities of the Bank. The Supervisory Board shall oversee the efficiency and effectivity of the management and control system of the Bank as a whole.

(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 other own resources or for 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 in the case of 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;

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- 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) approve the internal procedure allowing making a regular assessment of the fulfillment of the conditions for exceptions from the approval and publication of material transactions with related parties under the Business Undertaking Act, and regularly assess the fulfillment of these conditions;
- v) 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.

Section 14

Election and Removal of Members of the Supervisory Board

- (1) The Supervisory Board shall consist of nine members, natural persons, who meet the conditions specified by the generally binding legal regulations and who are not prevented from serving on the Supervisory Board based on the requirements set forth by the Corporations Act. The term of office of a member of the Supervisory Board shall be four years. Two thirds of the members of the Supervisory Board shall be elected and removed by the General Meeting; one-third of the members of the Supervisory Board shall be elected and removed by Bank employees. Only employees who are employed by the Bank have a right to elect and remove members of the Supervisory Board elected by employees. The way and the rules to have members of the Supervisory Board elected and removed by Bank employees shall be defined by the Bank's election rules prepared and approved by the Board of Directors following a discussion with the trade union.
- (2) Any member of the Supervisory Board may resign from his membership; ~~however, he may not do so at a time inopportune for the Bank.~~ He shall be obliged to deliver his resignation letter to the Bank or announce inform the Supervisory Board of his resignation at a Supervisory Board meeting. His service shall terminate after a lapse of one month of the delivery of the notice to the address of the Bank's registered office or directly to the Supervisory Board at its meeting, unless the Supervisory Board approves, upon request of such member, another date of termination of his service. His service terminates on the day when his resignation was discussed or should have been discussed by the Supervisory Board. The Supervisory Board is obliged to discuss his resignation at their earliest meeting after they learnt of his resignation. If the Supervisory Board member resigning from his function announces his resignation at a Supervisory Board meeting, his service terminates after a lapse of two months following such announcement, unless the Supervisory Board approves, upon request of such Supervisory Board member, another date of termination of his service. The Supervisory Board shall announce the resignation of its member elected by the General Meeting to the Board of Directors and at the forthcoming General Meeting; the Supervisory Board shall announce the resignation of its member elected by employees to the Board of Directors without undue delay.
- (3) If a member of the Supervisory Board elected by the General Meeting dies, resigns, is removed by the General Meeting 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 elected by the General Meeting also terminates by the election of a new member by the General Meeting, provided that the decision of the General Meeting allows determining which of the Supervisory Board members is to be

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substituted. 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; the substitute members shall substitute for the Supervisory Board members whose service terminated in a period between General Meetings. 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.

- (4) If a member of the Supervisory Board elected by employees dies, resigns, is removed by employees or if his membership terminates in another way, the Bank's Board of Directors shall be obligated to call a new election to substitute for such member and to elect a member of the Supervisory Board elected by employees within a period of two months.

Section 15

Rights and Obligations of Members of the Supervisory Board

(1) The Supervisory Board shall exercise its rights either jointly through all its members or through its individual members. The Supervisory Board may decide that the exercise of the supervisory duties be divided among its members. The Supervisory Board shall inform the General Meeting and the Board of Directors thereof. The Supervisory Board members shall be entitled to enter the Bank's premises and to request relevant documents and records for supervisory purposes. This entitlement may only be used by the Supervisory Board members based on a decision of the Supervisory Board subject to cases where the Supervisory Board is unable to perform its duties. The division of the supervisory duties shall affect neither liability of the Supervisory Board member nor their right to perform other supervisory activities.

(2) The Supervisory Board shall be entitled to require that the Board of Directors members attend a meeting of the Supervisory Board and explain any matter relating to the Bank or its activities.

(3) The Supervisory Board shall observe all principles and instructions approved by the General Meeting insofar as they are in accordance with the generally binding legal regulations and the Articles of Association. Any breach of the approved principles or instructions shall not impact upon effectiveness of the Supervisory Board members' acts against third parties. No one shall be entitled to give the Supervisory Board instructions regarding its statutory duty to supervise the competence of the Board of Directors.

(4) Members of the Supervisory Board shall be obliged to exercise their range of powers with due care, which means with the necessary loyalty, knowledge and diligence, and always observe the Bank's best interests. They shall be obliged to maintain confidentiality regarding confidential information and facts that are subject to banking secrecy and other facts the disclosure of which to third parties might result in a loss to the Bank. Those members of the Supervisory Board who breached their duty of due care shall render the proceeds obtained by such conduct to the Bank. If the proceeds cannot be rendered, the Supervisory Board member shall reimburse the Bank with money. Further consequences of a breach of duties by the Supervisory Board members shall be specified by the Corporations Act or, as the case may be, by the Civil Code.

(5) A member of the Supervisory Board may not carry on a business activity which is identical with the business activity of the Bank even for the benefit of other persons, may not act as an intermediary for other persons in transactions with the Bank, may not participate in the business activity of another corporation as a partner with unlimited liability or as a person controlling other persons engaged in business identical with or similar to the business activities of the Bank, may not be a member of the governing body of another legal entity engaged in a similar business activity as the Bank or a person in a similar position, unless such legal entity is a holding-type group or a company controlled by the Bank which is not part of the group. Members of the Supervisory Board may conclude banking deals as individuals (clients) provided that such banking deals are concluded under the terms and conditions customary in trade.

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(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.

(7) The Bank shall be obliged to reimburse the Supervisory Board members for the expenses which have been necessary or which have been spent purposefully while serving as a member of the Supervisory Board.

(8) Should a member of the Supervisory Board cease to meet the terms and conditions required by the generally binding legal regulations and the Articles of Association to serve as a Supervisory Board member, such member shall be obliged to inform the Bank thereof in writing without delay.

(9) Should a member of the Supervisory Board learn that a conflict of interest with the interests of the Bank under the Corporations Act may occur during his service, he shall inform ~~the other members of the Supervisory Board and the General Meeting~~ thereof without undue delay. The Supervisory Board member may also inform the General Meeting of the potential conflict of interest under the first sentence above. This shall apply by analogy to the possible conflict of interest of the persons close to a Supervisory Board member or of the entities influenced or controlled by the Supervisory Board member, ~~or where the actions of a Supervisory Board member are influenced by an influential or controlling entity. The Supervisory Board or the General Meeting may suspend the service of such Supervisory Board member for a specified period of time.~~ The Supervisory Board member shall inform the General Meeting by applying to the Board of Directors of the Bank, either at a meeting of the Board of Directors or by written notice addressed to the Board of Directors to the address of the Bank's registered office, for convening a General Meeting in order to fulfill his disclosure duty. The Board of Directors is subsequently obliged to convene the General Meeting without undue delay to discuss the announced potential conflict of interest and to include, in accordance with the Corporations Act, in the General Meeting agenda the said discussion with a proposal for the possible ban to enter into a contract or to suspend his service within the intention of S. 54 (4) or S. 56 (2) of the Corporations Act.

**Section 16
Meetings of the Supervisory Board**

(1) The Supervisory Board shall elect from its membership a Chairman and Vice-Chairman of the Supervisory Board. The Chairman and Vice-Chairman of the Supervisory Board must be elected by an absolute majority of votes of all members of the Supervisory Board. The Chairman of the Supervisory Board or, in his absence, the Vice-Chairman shall convene the meetings of the Supervisory Board. The Chairman may authorise a member of the Supervisory Board to convene a Supervisory Board meeting. The Supervisory Board must also be convened if any member thereof so requests.

(2) The Chairman or Vice-Chairman of the Supervisory Board may resign from their position of chairman or vice-chairman by written notification delivered to the Supervisory Board to the address of the Bank's registered office or to a meeting of the Supervisory Board. Their service as chairman or vice-chairman shall terminate the day when, at its closest meeting, the Supervisory Board discusses the resignation, unless the written letter of resignation specifies a later date. The Supervisory Board shall be authorized to withdraw the Chairman or Vice-Chairman of the Supervisory Board from their position. If the Chairman or Vice-Chairman ceases to be a member of the Supervisory Board, he shall also cease to serve as its chairman or, as the case may be, vice-chairman.

(3) The Supervisory Board shall constitute a quorum if at least five members of the Supervisory Board are present at the meeting. Resolutions of the Supervisory Board are adopted if approved by the absolute majority of all members of the Supervisory Board. Members of the Supervisory Board who are

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a related party within the intention of the Business Undertaking Act do not take part in the assessment of the fulfillment of the conditions for exceptions from the approval and publication of material transactions with related parties under the Business Undertaking Act within the intention of S. 13 (2) u).

(4) Meetings of the Supervisory Board shall be held at least once in three calendar months and shall be convened in writing (including using technical equipment). All members must receive an invitation with documents to be discussed no later than seven calendar days prior to the scheduled date of the meeting.

(5) No member of the Supervisory Board may be represented by another person in his capacity as a member of the Supervisory Board. Any member of the Supervisory Board may, however, authorize another member of the Supervisory Board in a single case to vote on his behalf in his absence.

(6) Minutes shall be taken of the meetings of the Supervisory Board signed by the meeting chairman. The minutes shall contain the names of the Supervisory Board members who voted against individual decisions or who abstained from voting. The minutes shall also contain opinions of a minority of members if they so require. The attendance sheet shall be annexed to the minutes. The minutes must be archived throughout the existence of the Bank. The Mminutes shall specify the transactions of the meeting and all resolutions taken.

(7) The Supervisory Board shall exercise its powers-competence over the bodies of the Bank by means of its resolutions.

(8) A meeting of the Supervisory Board may, in exceptional cases, be convened to take place earlier than by means of communication media or in another suitable manner. All members of the Supervisory Board must be informed of the fact that such meeting is being convened. In this case, after the seven-day s time limit for the submission of documents; does not apply and the documents may, in this case, be submitted at the meeting itself. All members of the Supervisory Board must be informed of the fact that such meeting is being convened.

(9) The Chairman or, in his absence, the Vice-Chairman, or, as the case may be, an authorised member of the Supervisory Board may request that members of the Supervisory Board take a decision remotely either in writing or by means of communication media. The decision may be taken remotely by the absent members of the Supervisory Board if the Supervisory Board holds a meeting, or by all members of the Supervisory Board if the Supervisory Board does not hold a meeting. All voting members of the Supervisory Board are regarded as present. If the Supervisory Board does not hold a meeting and votes by means of communication media, the voting results shall be recorded in minutes. If a member of the Supervisory Board votes on a decision remotely, he is deemed to consent to taking the decision remotely.

(10) Details of the conduct of the meetings shall be set forth in the Rules of Procedure of the Supervisory Board.

(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**

(1) The Supervisory Board shall set up, within its terms of reference, an Audit Committee, a Risk Committee, a Nominations Committee, a Remuneration Committee and, as the case may be, other committees as its advisory and recommending bodies.

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(2) The Audit Committee shall consist of at least three members and the majority of the Audit Committee members must be independent and professionally qualified. Members of the Audit Committee shall be elected by the General Meeting from the membership of the Supervisory Board or from third parties. Members of the Audit Committee shall be removed by the general meeting.

(3) The other Supervisory Board committees shall consist of at least two members who shall be members of the Supervisory Board, shall be elected and removed by the Supervisory Board.

(4) Members of the Supervisory Board committees shall meet the appropriate professional, time and other prerequisites for the performance of their activities and dedicate to them corresponding and sufficient capacity. The terms of reference, powers, composition, meeting and decision-making method and the incorporation of Supervisory Board Committees 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.

**Section 18
Board of Directors**

(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.

(2) The Board of Directors shall observe the generally binding legal regulations, the Articles of Association, and the resolutions, principles and instructions approved by the General Meeting, provided that these comply with legal regulations and the Articles of Association. Any breach of the approved instructions shall not impact upon effectiveness of the acts of the Board of Directors members against third parties.

(3) The way in which the members of the Board of Directors act on behalf of the Bank is set forth in Section 31 hereof.

Section 19

(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.

(2) If a member of the Board of Directors dies, abdicates, is removed, or their term of office terminates otherwise, the Supervisory Board shall elect a new member of the Board of Directors no later than within two months from the date when the member's term of office expires or terminates otherwise.

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(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.

(4) Any member of the Board of Directors may resign from his membership by a written declaration delivered to the Bank; ~~however, he may not do so at a time inopportune for the Bank. He shall resign by written notice delivered to the Bank's address or to the Supervisory Board at its meeting. In such case, his service terminates after a lapse of one month of the delivery of such notification, The service of the member of the Board of Directors terminates on the day when his resignation was discussed or should have been discussed by the Supervisory Board. The Supervisory Board is obliged to discuss his resignation at their earliest meeting after they learnt of his resignation. If the member of the Board of Directors resigning from his function announces his resignation at a Supervisory Board meeting, his service terminates after a lapse of two months following such announcement,~~ unless the Supervisory Board approves, upon request of this member of the Board of Directors, a different time of termination of his service.

(5) The Board of Directors shall elect from its membership a Chairman of the Board of Directors. If the Chairman of the Board of Directors fails to be elected, the Board of Directors shall authorise one of the members of the Board of Directors to serve as Chairman of the Board of Directors. The Chairman of the Board of Directors must be elected by an absolute majority of votes of all members of the Board of Directors.

(6) The Chairman of the Board of Directors may resign from his position of chairman by written notice delivered to the Board of Directors to the address of the Bank's registered office or directly to the Board of Directors at its meeting. His service as Chairman shall terminate the day when, at its closest meeting, the Board of Directors discusses the resignation, unless the written letter of resignation specifies a later date. The Board of Directors shall be authorized to withdraw the Chairman from his position by the absolute majority of votes of all members of the Board of Directors. If the Chairman ceases to be a member of the Board of Directors, he shall also cease to serve as its chairman.

(7) Meetings of the Board of Directors shall be regularly convened, at least 20 times a year, and chaired by its Chairman. If the Chairman is not present, the meeting shall be convened and chaired by a member of the Board of Directors authorized therefor by the Board of Directors – the meeting chairman. Any member of the Board of Directors may ask that the Board of Directors meeting be convened provided that such member states reasons therefor. If the meeting is not convened within a period of five days from the delivery of the request to the Chairman of the Board of Directors, the said Board of Directors member shall be entitled to convene and chair the meeting himself.

(8) The meeting of the Board of Directors shall be convened in writing (including using technical equipment). Each member of the Board of Directors must receive an invitation with the documents to be discussed at least three calendar days prior to the date of the meeting. The invitation shall contain the place, date and agenda of the meeting. No member of the Board of Directors may be represented by another person in his capacity as a member of the Board of Directors; however, any member of the Board of Directors may authorize another member of the Board of Directors in a single case to vote on his behalf in his absence. A matter not included in the agenda of the meeting of the Board of Directors shall be discussed by the Board of Directors only with the consent of all members of the Board of Directors.

(9) A meeting of the Board of Directors may exceptionally be convened ~~by means of communication media or in another suitable manner. All members of the Board of Directors must be informed of the fact that such meeting is being convened. In this case, to take place earlier than after the three days -day time limit~~ for the submission of documents; ~~shall not apply and~~ the documents may, in this case, be submitted at the meeting itself. All members of the Board of Directors must be informed of the fact that



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such meeting is being convened. Members of the Board of Directors may agree to hold regular meetings of the Board of Directors on agreed dates.

(10) The Board of Directors shall take their decisions as a collective body and constitute a quorum if an absolute majority of the Board members is present. Where the Board of Directors delegates the authority over certain activities of the Bank by its decision to the individual members of the Board of Directors, decisions on such matters shall be taken by the authorized member of the Board of Directors. One member of the Board of Directors shall always be charged to make legal acts towards employees. The distribution of authorities does not release other members of the Board of Directors from their duty to supervise the administration of the Bank's matters.

(11) Resolutions of the Board of Directors shall be adopted by the absolute majority of members of the Board of Directors present.

(12) The Chairman or, in his absence, an authorised member of the Board of Directors may request that members of the Board of Directors take a decision remotely either in writing or by means of communication media. The decision may be taken remotely by the absent members of the Board of Directors if the Board of Directors holds a meeting or by all members of the Board of Directors if the Board of Directors does not hold a meeting. All voting members of the Board of Directors are regarded as present. If the Board of Directors does not hold a meeting and votes by means of communication media, the voting results shall be recorded in minutes. If a member of the Board of Directors votes on a decision remotely, he is deemed to consent to taking the decision remotely.

(13) Minutes shall be taken of all meetings of the Board of Directors. The minutes shall be signed by the meeting chairman, ~~by another member of the Board of Directors as a verifier,~~ and by the minutes clerk. The minutes of the meeting shall contain the names of the members of the Board of Directors who voted against the resolutions of the Board of Directors or abstained from voting. Unless documented otherwise, members not listed shall be deemed to have voted in favour of the resolution. ~~The minutes shall not be destroyed and must be archived throughout the existence of the Bank. The m~~Minutes shall describe the course of conduct of the meeting and all adopted resolutions.

(14) Details of the conduct of the meetings of the Board of Directors shall be set forth in the Rules of Procedure of the Board of Directors.

**Section 20
Powers of the Board of Directors**

(1) Unless the law or these Articles of Association provide otherwise, it is within the exclusive powers of the Board of Directors to:

- a) convene the General Meeting and implement its resolutions;
- b) submit to the General Meeting for approval the annual, extraordinary and consolidated financial statements and, as the case may be, also the interim financial statements if the law provides that they must be approved by the supreme body, and also -along with- a proposal for the distribution of profit (the same must be available to the shareholders for inspection at least thirty days prior to the date of the General Meeting) and of other own resources including or a proposal for the coverage of loss;
- c) submit to the General Meeting proposals for amendments to and alterations of the Articles of Association as well as proposals for increasing or decreasing the Bank's registered capital;
- d) submit to the General Meeting ~~a Report on the Bank's Business Activities, and on the state of the Bank's assets at least once for each accounting period, and~~ the annual report;
- e) decide to grant and revoke procuration;
- f) decide on the appointment, removal and compensation of selected managers of the Bank;
- g) approve acts in connection with the realisation of security instruments for the Bank's claims whose price exceeded CZK 100,000,000 as at the date of the claim origin if the presumed realisation price thereof is lower than 50 % of the security instrument price ascertained upon entering into the loan agreement;

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- h) submit to the Supervisory Board for information quarterly and semi-annual financial statements;
- i) decide on acts which are beyond the scope of the Bank's common trade relations;
- j) define and make a regular evaluation of the Bank's overall strategy including the setting of the principles and targets for its fulfilment and arranging the continued and effective operation of the internal control system;
- k) approve the Bank's annual plans and budgets;
- l) enter into the contract for the performance of the statutory audit or, as the case may be, for the provision of other services with the auditor;
- m) inform the Supervisory Board of the General Meeting day no later than within the period specified by the Corporations Act for a General Meeting to be convened;
- n) decide on the issue of bonds of the Bank with the exception of decisions on the issue of bonds for which the decision of the General Meeting is required by the law;
- o) decide on an increase in the registered capital if so authorised by the General Meeting;
- p) enter into collective agreements;
- q) decide on providing loans or security of debts to persons with a special relationship to the Bank pursuant to the Banking Act;
- 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;
- s) decide to pay out a share in the profits and in other own resources based on the fulfillment of conditions set forth by generally binding legal regulations;
- t) approve and regularly evaluate the security principles of the Bank including the security principles for information systems;
- u) decide on establishing other funds and on the rules governing the creation and usage thereof;
- v) work out the report on relations among related entities within the intention of the Corporations Act;
- 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;
- x) approve the principles of the personnel and compensation policy;
- y) evaluate the overall functioning and effectivity of the management and control system at least once a year;
- 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;
- zb) discuss the audit report with the auditor;
- zc) approve the Bank's election rules governing the way and rules to elect and remove members of the Supervisory Board elected by Bank employees after a discussion with the trade unions that operate within the bank;
- zd) call and organize elections and removals of members of the Supervisory Board elected by Bank employees and inform the Supervisory Board of the results of such elections.

(2) In addition to the above mentioned, the Board of Directors shall:

- a) manage activities of the Bank and conduct its business affairs;
- b) ensure the proper maintenance of the Bank's accounting including the due administrative and accounting processes;
- c) exercise employer's rights;
- d) exercise rights in respect of the Bank's property interests resulting from the ownership holdings of the Bank;
- e) approve the acquisition or disposal of fixed assets of the Bank exceeding CZK 30,000,000 as a single case or as a total of related cases;
- f) approve the business continuity plan.

Section 21

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Obligations of the Members of the Board of Directors

(1) Members of the Board of Directors shall be obliged to exercise their range of powers with due care, which means with the necessary loyalty, knowledge and diligence and always observe the Bank's best interests. They shall be obliged to maintain confidentiality regarding confidential information and facts the disclosure of which to third parties might result in a loss to the Bank. Those members of the Board of Directors who breached the duty of due care shall render the proceeds obtained by such conduct to the Bank. If the proceeds cannot be rendered, the Board of Directors member shall reimburse the Bank with money.

(2) If a member of the Board of Directors fails to compensate the Bank for any loss caused by a breach of duty in his service although he had the duty to compensate the Bank for the loss, he shall be liable to the Bank's creditor for its debt to the extent of the uncompensated loss, should the creditor be unable to obtain performance from the Bank.

(3) A member of the Board of Directors may not undertake business within the scope of the business activity of the Bank even for the benefit of other persons, may not act as an intermediary for other persons in transactions with the Bank, may not participate in the business activity of another corporation as a partner with unlimited liability or as a person controlling other persons engaged in business identical with or similar to the business activities of the Bank, may not be a member of the governing body of another legal entity engaged in a similar business activity as the Bank or an entity in a similar position, unless such legal entity is a holding-type group or a company controlled by the Bank which is not part of the group. Members of the Board of Directors may conclude banking deals as individuals (clients) unless they conclude such banking deal in the name of the Bank and provided that such banking deal is concluded under the terms and conditions customary in trade.

(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.

(5) The Board of Directors shall convene the General Meeting without undue delay when it ascertains that a settlement of a loss shown in any of the financial statements from the Bank's disposable funds would still leave an unsettled amount representing a half of the Bank's registered capital, or when this could be expected taking into account all the circumstances, or for another serious reason, in which case it will recommend that the General Meeting would wind up the Bank with liquidation or adopt another suitable measure, unless special legal regulations specify otherwise.

(6) The Board of Directors shall be obliged to file without undue delay an insolvency petition with the competent court provided that the terms and conditions stated by the generally binding legal regulations have been met. Should the members of the Board of Directors fail to comply with the above obligation, they shall be liable to the creditors for any damage or other loss caused by a breach of this duty.

(7) Any person who is to become a member of the Board of Directors shall inform the Bank of any obstacles to his service under the Corporations Act. Should a member of the Board of Directors cease to meet the terms and conditions required by the generally binding legal regulations and the Articles of Association to serve as a Board member, he shall be obliged to inform the Bank thereof in writing without delay.

(8) Should a member of the Board of Directors learn that a conflict of interest with the interests of the Bank under the Corporations Act may occur during his service, he shall inform ~~the other members of the Board of Directors~~ and the Supervisory Board thereof without undue delay. This shall apply by analogy to the possible conflict of interest of the persons close to a member of the Board of Directors or

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of the entities influenced or controlled by the member of the Board of Directors, ~~or where the actions of a member of the Board of Directors are influenced by an influential or controlling entity.~~ In the event of a conflict of interest, the Supervisory Board may suspend the service of such member for a specified period of time or ban entering into a contract which is not in the Bank's interest. The Supervisory Board shall report this information or, as the case may be, the suspension of service by the Supervisory Board to the General Meeting.

(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

**Section 22
Audit**

(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.

(2) The Bank shall ensure the submission of the reports to the Czech National Bank by the set deadlines.

(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.

**Article VIII
Financial Management of the Bank**

Section 23

The accounting period shall commence on 1 January and end on 31 December of the calendar year, unless a legal regulation specifies otherwise.

**Section 24
Financial Statements**

(1) The Bank shall maintain its accounts in the prescribed manner and in accordance with the generally binding legal regulations. The proper maintenance of the accounts shall be ensured by the Board of Directors which shall submit annual, extraordinary and consolidated financial statements to the auditors, together with a request for verification of the Bank's financial management for the respective year. Having received the auditors' report on verification of the financial statements and the Bank's financial management for the respective year, the Board of Directors shall forthwith pass the financial

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statements along with the auditors' report and a proposal for the distribution of profit or for the coverage of loss to the Supervisory Board for review.

(2) The annual, extraordinary, consolidated and, as the case may be, interim financial statements shall be submitted by the Board of Directors to the General Meeting for approval. The Supervisory Board shall examine the annual, extraordinary, consolidated and, as the case may be, interim financial statements and the proposal for the distribution of profit or coverage of loss and shall present its position statement to the General Meeting.

(3) The Bank shall be obliged to publish the financial statements on the Bank's website for a period of at least 30 days prior to the date of the General Meeting and for a period of 30 days from the approval or non-approval of the financial statements. The Bank shall, together with the financial statements, publish its annual report which is available on the Bank's website for a period of 10 years. the main data from the financial statements verified by the auditor and to issue the Annual Report for the purpose of publication thereof in accordance with the generally binding legal regulations. The main data from the financial statements shall be as follows: profit for the accounting period, total assets, registered capital, and equity.

**Section 25
Distribution of Profit and Other Own Resources**

(1) The distribution of profit and of other own resources of the Bank shall be decided by the General Meeting upon the Board of Directors' proposal; such proposal shall first be reviewed by the Supervisory Board.

(2) The General Meeting may distribute the Bank's profit after tax particularly in the manner specified below. The order of the methods of the profit distribution stated herein shall not be binding on the General Meeting:

- a) allocation to the Bank's funds;
- b) payment of a share in the profits to shareholders;
- c) increase in the registered capital of the Bank;
- d) transfer of the profit to the previous years retained earnings account~~undistributed profit~~;
- e) coverage of loss.

To distribute profit, it is necessary to meet the conditions set out especially in S. 34 (1) and (2) and in S. 40 (1) and (2) of the Corporations Act.

~~(3) The provisions of (2), a), b), c) and e) above may also be applied to the distribution of retained earnings from previous years. The decision on the payment of a share in profit shall be taken by the Board of Directors. Shares in profit shall not be paid out, should the distribution of profit and of shares in profit be contrary to the generally binding legal regulations. Other own resources may be distributed among shareholders subject to the fulfillment of the conditions for the distribution of other own resources set out especially in S. 34 (1) and (2) and in S. 40 (1) and (2) of the Corporations Act.~~

(3)-(4) The provisions of subsection (2) a), b), c) and e) can also be applied to the distribution of the undistributed profit from previous years. The decision on the payment of a share in the profits or in other own resources is made by the Board of Directors. Should the distribution be contrary to the generally binding legal regulations, shares in profit and in other own resources shall not be paid out.

**Section 26
Acquisition of Shares by Bank Employees**

Bank employees may acquire shares of the bank or shares of companies related to the bank under preferential conditions; the potential difference between the paid-off part of the issue price and the price or the issue price and the price shall be covered from the Bank's own resources.

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**Section 27
Pre-Emptive Right of Shareholders and Increase in Registered Capital**

In the case that the general meeting decides to increase the registered capital asserting the pre-emptive right of shareholders, each shareholder shall have a pre-emptive right to subscribe for a part of the Bank's new shares, if these are intended to increase the registered capital, such part being proportionate to his share provided that such shares are to be subscribed for by money. ~~The pre-emptive right of shareholders to also subscribe for the shares that were not subscribed for by another shareholder in the first round of subscription shall be eliminated in the second and, as the case may be, in any further round of subscription.~~

**Section 28
Decrease in Registered Capital**

(1) A decrease in the registered capital shall be decided on by the General Meeting by a two-thirds majority of the votes of the Attending Shareholders. The decrease in the registered capital shall be subject to a prior consent of the Czech National Bank unless the registered capital is being decreased in order to cover a loss. The registered capital of the Bank may be decreased as follows:

- a) by decreasing the nominal value of the Bank's shares;
- b) by withdrawing shares from the market ~~based on a contract~~ ~~upon public bid to shareholders~~;
- c) by refraining from the issue of unpaid shares;
- d) by cancelling or by destroying treasury shares held by the Bank.

**Section 29
Decrease in the Nominal Value of Shares**

The nominal value of the shares shall be reduced by modifying the nominal value of such shares on the basis of the Bank's instruction to the statutory register of uncertificated securities.

**Section 30
Withdrawal of Shares from the Market based on a ~~Public Offer~~ Contract**

The manner of withdrawing the shares from the market on the basis of a ~~contract~~ ~~public offer~~ shall be decided by the General Meeting. The resolution of the General Meeting may determine that the registered capital shall be reduced by the extent of the nominal value of the shares withdrawn from the market or by a fixed amount.

**Article IX
Common, Interim and Closing Provisions**

**Section 31
Acting on Behalf of the Bank**

The members of Board of Directors represent the Bank in all matters, either jointly all members of the Board of Directors or jointly any two members of the Board.

**Section 32
Disclosure and Publication Duty**

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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.

**Section 33
Structure and Organisation of the Bank**

(1) The general organisational division of Komerční banka is as follows:

- a) Head Office;
- b) Sales Network.

Head Office

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 otherwise 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 individual Bank Committees. The composition of the Bank's committees and its changes are determined by Chair of the Board of Directors.

Sales Network

The Sales Network shall be formed by organisational units of the Sales Network, in particular the sales points and the Sales Network management units in the regions which carry out the sale of products and services in the respective region or a part thereof. Powers of the organisational units are specified in the internal Bank regulations and by authorisations and other decisions of the Board of Directors or, as the case may be, directors of the Bank authorised therefor by the Board of Directors.

(2) Internal regulations

The basic internal regulations of the Bank elaborate the corresponding provisions of the Articles of Association that pertain to the organisational structure and management of the Bank. The regulations can be amended based on the decision of the Board of Directors if the Bank's needs so require and if the organisational structure of the Bank laid down by the Articles of Association is respected. The range of powers of the different organisational parts of the Bank within the framework of the basic organisational division of the Bank mentioned above and the division of the basic parts into different organisational units (including the specification of their range of powers, authorities, obligations, and liabilities) shall be specified in more details also in other internal regulations of the Bank.

Section 34

Authorities and Liabilities of Bank Employees Authorized to Make Banking Transactions

(1) For the purpose of the Articles of Association of the Bank, "banking deals" shall mean transactions which form part of the subject of the business of the Bank to which the Bank is entitled under Section 2 hereof.

(2) Banking deals within the Bank may be transacted by employees specified in the internal regulations of the Bank. Such employees shall be liable for the performance of their respective obligations to their respective superior employees, in accordance with legal regulations and internal regulations. The powers and obligations of the employees entitled to transact banking deals shall include in particular the following operations:

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- a) when transacting banking deals, to proceed independently within the scope of their respective powers, the job definition, and other internal regulations of the Bank, in accordance with the legal regulations in force, the Articles of Association of the Bank, internal regulations of the Bank, instructions given by the executive directors or, as the case may be, by other senior employees, taking into account the interests of the Bank in order to achieve the best possible profit;
- b) according to the instructions of the executive directors of the Bank or, as the case may be, senior employees, and in accordance with the legal regulations, the Articles of Association of the Bank and the internal regulations of the Bank, to prepare data for the banking deals, should the same be necessary for the conclusion of such banking deals;
- c) to transact business with clients of the Bank and when doing so, to protect the good reputation of the Bank and just interests of the Bank and the clients;
- d) to act on behalf of the Bank within the scope of their powers and job definition within the scope determined by the internal regulations of the Bank to the extent common when discharging the duties and authorities assigned.

The authorities and liabilities of the employees entitled to transact banking deals shall be specified in more details in the internal regulations of the Bank.

**Section 35
Organisation of the Management and Control System**

(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.

**Section 36
Internal Audit**

(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

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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;
- i) the Internal Audit has a right to check the compliance of the activities performed through another person (outsourcing) with the legislation.

(4) Significant shortcomings of the MCS shall be notified to the Bank's Board of Directors, to the Audit Committee, and to the Supervisory Board.

**Section 37
Legal Status of the Bank and Settlement of Disputes**

(1) The establishment, legal status and winding-up of the Bank as well as any and all legal relationships arising from the Bank's Articles of Association, labour law relations and other relationships within the Bank, including those concerning the Bank's employees' health insurance and social security, shall be governed by the generally binding legal provisions.

(2) Any dispute which may arise between the shareholders and the Bank, between the Bank and members of the Bank's bodies, or among shareholders in connection with their holdings in the Bank, shall be settled by conciliation. Should the parties fail to settle such dispute amicably, the dispute shall be referred to and resolved by a court of respective jurisdiction.

**Section 38
Interpretation Provision**

Should any of the provisions of the Articles of Association prove to be invalid, ineffective, colourable or disputable – with respect to the existing legal system or to the alteration thereof – or should any provision be missing, the remaining provisions shall be unaffected thereby. In such cases, those



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provisions of the relevant generally binding legal regulations corresponding most closely to the nature and purpose of the Articles of Association shall apply, or where no such provision exists, the provisions shall be derived from established business customs and practice.

**Section 39
Closing Provision**

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

These amended Articles of Association shall take force and effect on the moment of their approval by the General Meeting of the Bank.