



Svetog Save 14
11000 Beograd
Registration number - 07737068
Activity code - 06419

Belgrade, 26 November 2019

Pursuant to Article 73 of the Law on Banks, Articles 335 and 373 of the Company Law, Article 65 of the Law on the Capital Market, Article 18 and Article 27 of the Articles of Association of Komercijalna banka AD Beograd, and the Decision on Convening the Extraordinary General Meeting of Shareholders of Komercijalna banka AD Beograd, which was passed by the Board of Directors of Komercijalna banka AD Beograd at its 8. session held on 26 November 2019, it is hereby forwarded the

**INVITATION
TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD
BEOGRAD**

I

The Extraordinary General Meeting of Shareholders of Komercijalna Banka AD Beograd (hereinafter referred to as: „General Meeting of Shareholders“ and „Bank“) will be held on 18 December 2019 in Belgrade, 14 Svetog Save Street, commencing at 12 hours.

For the Extraordinary General Meeting of Bank's Shareholders the Board of Directors has established the following:

DRAFT AGENDA

1. DECISION ON AMENDMENTS AND SUPPLEMENTS TO THE ARTICLES OF ASSOCIATION OF KOMERCIJALNA BANKA AD BEOGRAD
2. DECISIONS ON REMOVAL OF THE MEMBERS OF THE BOARD OF DIRECTORS

Items of the draft agenda are voted upon by shareholders – holders of ordinary shares – the total number of ordinary shares on the day of adopting these decisions is 16.817.956

The General Meeting of Shareholders passes the decisions on proposed items of the agenda in the following manner:

1. DECISION ON AMENDMENTS AND SUPPLEMENTS TO THE ARTICLES OF ASSOCIATION OF KOMERCIJALNA BANKA AD BEOGRAD – by at least 67% of votes of total number of votes attached to ordinary shares
2. DECISIONS ON REMOVAL OF THE MEMBERS OF THE BOARD OF DIRECTORS – by majority of votes of total number of votes attached to ordinary shares.

II

The Invitation to the Extraordinary General Meeting of Shareholders is forwarded to the Bank's shareholders holding such status on the day of rendering these decisions by publishing on internet presentation of the Bank, continuously, over the period from 27.11.2019, until and inclusive of day the General Meeting of Shareholders is held, as well as on internet page of Register of Companies (www.apr.gov.rs), on internet page of Central Securities, Depository and Clearing House and on internet page of Belgrade Stock Exchange (Beogradska berza ad Beograd (www.belex.rs)) until the day the General Meeting of Shareholders is held.

One or more shareholders holding at least 5% of voting shares may propose to the Bank's Board of Directors the additional items for the agenda of the General Meeting of Shareholders which are thus proposed to be discussed, provided they explain such proposal, as well as to propose additional items to the agenda of GMS of which it is proposed that the General Meeting of Shareholders should pass a decision, provided they explain such proposal and provided they submit the text of the decision they propose, as well as to propose different decisions as per existing items of the agenda, provided they explain such proposal and submit the text of the said decisions. The proposal shall be presented in writing, stating the information about the applicants, no later than 10 (ten) days prior to the day the Extraordinary General Meeting of Shareholders is held, and/or no later than 08.12.2019. The Bank is obliged to publish the proposal for the supplement to the agenda of the General Meeting of Shareholders on its internet presentation at the latest on the next business day upon receipt. In case the proposal for supplement to the agenda is accepted, new agenda and draft decisions in accordance with the Article 337, paragraph 3 of the Company Law will be promptly published in the same way this Invitation for attending the General Meeting of Shareholders has been published, in accordance with the Article 337, paragraph 4 of the Company Law.

In case the Board of Directors does not accept the proposal for additional items of the agenda or the proposal for different decisions as per existing items of the agenda, pursuant to Article 337 of the Company Law, within three days from the day of receipt of the proposal, the proponent/proposer, in line with the Article 338, paragraph 1 of the Company Law, is entitled to request, in time period exceeding the three days, that the competent court in extra-judicial proceedings instructs the Bank to include the proposed items in the agenda of the General Meeting of Shareholders.

III

The Bank's Shareholders holding at least 1% of voting shares on the Shareholders' Day, or on 08.12.2019 are entitled to exercise their voting rights directly (in person or through a proxy) at the Extraordinary General Meeting of Bank's Shareholders

The Bank's shareholders holding less number of shares than prescribed for under the previous paragraph are entitled to participate in the work of the Extraordinary General Meeting of Shareholders collectively with the other shareholders through a mutual Proxy, provided that together they reach the anticipated census – at least 1% of voting shares..

The shareholder or the proxy of the Bank's shareholder from paragraph 1-2 of this Item may personally and/or based on written Power of Attorney collect the materials prepared for the items of the draft agenda of the General Meeting of Shareholders at the Bank's premises in Belgrade, 14 Svetog Save Street, over the period from 27.11.2019 until the day scheduled for the extraordinary General Meeting of Shareholders to be held, on each business day from 8:00 hours until 16:00 hours.

The shareholder who is entitled to participate and vote at the General Meeting of Bank's Shareholders can exercise such right in person or through a proxy based on the written power of attorney issued by the shareholder/ shareholder's authorized person, which must contain: name and surname, unique personal identification number and place of residence of the shareholder who is a resident natural person, and/or full name, passport number or other identification number and place of residence of the shareholder who is a foreign natural person, and/or business name, registration number and registered seat of the shareholder that is a resident legal person, and/or business name, number of registration or another identification number and the registered seat of the shareholder that is a foreign legal person, first and last name of the proxy with all the data applicable also to the shareholder, number, type and class of shares for which the power of attorney is issued. The Power of Attorney can contain the instructions or orders for exercising the voting rights and in that case the proxy is obliged to act according to the same, and if the Power of Attorney does not contain the instructions, the proxy exercises the voting rights conscientiously and in the best interest of the shareholder. If the natural person issues the power of attorney for voting, the same must be certified in accordance with the law governing the certification of signatures. If the shareholder issues the power of attorney electronically, the same must be signed by qualified electronic signature in line with law which governs the electronic signature and sent to the e-mail address: izvrsni.odbor@kombank.com at the latest prior to the date the Extraordinary General Meeting of Shareholders is held.

The Shareholders from the Bank' List of Shareholders as of the Shareholders' Day, who after the Shareholders' Day transfers to third party his shares, retains the right to participate in the proceedings of the General Meeting of Shareholders, on the basis of shares he held on the Shareholders' Day.

The shareholder is entitled to amend or revoke the Power of Attorney at any time by the day the General Meeting of Shareholders is held, in writing, provided that until the day of the GMS he notifies thereof the proxy and the Bank, pursuant to the Article 349 of the Company Law.

The shareholder who does not submit the power of attorney electronically shall deliver the copy of the power of attorney to the Bank's head office, Belgrade, 14, Svetog Save Street or to fax +381 11 344-0033 at the latest prior to the date the General Meeting of Shareholders is held.

The Proxy of the shareholder must have the original power of attorney at the very General Meeting of Shareholders. The Power of Attorney form is published together with this Invitation and can be downloaded from the Bank's internet presentation www.kombank.com.

Upon written request of the shareholder submitted to the Bank's head office, the Bank shall submit the Power of Attorney form in writing, and to requests submitted to the e-mail address: izvrsni.odbor@kombank.com, in electronic form, as well.

The shareholder entitled to participate and vote at the General Meeting of Bank's Shareholders can vote in writing, without attending the session, by filling in and sending the *in absentia* voting form. The *in absentia* voting form is published together with this Invitation and can be downloaded from the Bank's internet presentation www.kombank.com. The completed voting form shall be delivered to the Bank at the latest prior to the day the Extraordinary General Meeting of Shareholders is held in a sealed envelope marked »Declaration for the General Meeting of Shareholders – do not open« to the following address: Komercijalna banka AD Beograd, Bank's Secretariat, 14, Svetog Save Street, 11000 Belgrade. The signature of the shareholder must be certified by the competent authority in compliance with the law governing the certification of signatures. Each shareholder who voted *in absentia* is considered present at the General Meeting of Shareholders and is included in the quorum when passing decisions as per items of the agenda on which he voted. His vote is added to the votes of other shareholders who voted on the subject item of the agenda of the General Meeting of Shareholders.

The shareholder who is entitled to participate in the work of the General Meeting of Shareholders, is entitled to ask questions related to the item of the agenda of the General Meeting of Shareholders, as well as other questions related to the Bank, only to the extent that the answers to these questions are necessary for a proper assessment of the matters relating to the items on the agenda of the General Meeting of Shareholders.

To the question asked, the answer shall be given during the General Meeting of Shareholders, except:

- 1) if it could be reasonably concluded that providing answers might be prejudicial to the Bank, or its related entity;
- 2) if by providing an answer a criminal act would be committed;
- 3) if adequate information is available on the Bank's website in the form of questions and answers at least seven days prior to the date the General Meeting of Shareholders is to be held.

In case of denial the answer to the question asked, that fact and the reason for which the answer was denied will be included in the Minutes of the General Meeting of Shareholders.

In case that as per item of the agenda in relation to which the question was asked to which the answer has been denied the decision has been rendered by the General Meeting of Shareholders, the shareholder who was denied the answer and who stated in the minutes that he believed that the answer was unjustifiably withheld, is entitled within eight days from the day the General Meeting of Shareholders was held to require that the competent court in extra-judicial proceedings instructs the Bank to provide him with the answer to the question he asked within eight days.

IV

The List of Bank's Shareholders entitled to participate in the proceedings of the Extraordinary General Meeting of Shareholders is composed on Shareholders' Day, or on 08.12.2019, based on the excerpt from the unified records of shareholders held with the Central Securities Depository and Clearing House and the same shall be, at the written request of the shareholder, delivered to the shareholder in a manner and within the timeframe as prescribed by the Company Law.

V

This Invitation is considered to be the NOTIFICATION FOR SHAREHOLDERS AND PUBLIC ON CONVENING OF THE GENERAL MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD BEOGRAD and the same is prepared in compliance with the Article 65 of the Law on the Capital Market.

KOMERCIJALNA BANKA AD BEOGRAD

MEMBER
OF THE EXECUTIVE BOARD

Miroslav Perić, PhD

PRESIDENT
OF THE EXECUTIVE BOARD

Vladimir Medan, PhD