



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

Belgrade, 05.01.2021

Pursuant to Article 73 of the Law on Banks, Articles. 335 and 373. of the Company Law, Article 65 of the Law on Capital Market, Articles 18 and 27. of the Articles of Association of Komercijalna banka AD Beograd and Decision on Convening the Extraordinary session of General Meeting of Shareholders of Komercijalna banka AD Beograd, which was adopted by the Board of Directors of Komercijalna banka AD Beograd at its 1<sup>st</sup> session held on 05.01.2021, it is hereby forwarded the

**INVITATION  
FOR 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: „GMS“ and „Bank“) will be held on 28.01.2021 in Belgrade , 14, Svetog Save Street, beginning 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. DECISION ON DISMISSAL OF THE CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD BEOGRAD
3. APPROVAL OF THE GENERAL MEETING OF BANK'S SHAREHOLDERS FOR INCREASE OF OWNERSHIP SHARE IN KOMERCIJALNA BANKA AD BANJA LUKA TO 100%
4. DECISION ON ESTABLISHING THE REMUNERATION OF THE MEMBERS OF THE BANK'S BOARD OF DIRECTORS AND OTHER BANK'S BOARDS AND COMMITTEES

Items of the Agenda are voted upon by the shareholders – holders of ordinary shares – total number of ordinary shares on the day this Decision is passed is 16.817.956.

The General Meeting of Shareholders passes the decisions as per proposed items of the Agenda in a following manner:

1. DECISION ON AMENDMENTS AND SUPPLEMENTS TO THE ARTICLES OF ASSOCIATION OF KOMERCIJALNA BANKA AD BEOGRAD - at least 67% of votes out of total number of votes attached to ordinary shares
2. DECISION ON DISMISSAL OF THE CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD BEOGRAD - by a simple majority of votes of the present shareholders
3. APPROVAL OF THE GENERAL MEETING OF BANK'S SHAREHOLDERS FOR INCREASE OF OWNERSHIP SHARE IN KOMERCIJALNA BANKA AD BANJA LUKA TO 100%- at least 67% of votes out of total number of votes attached to ordinary shares
4. DECISION ON ESTABLISHING THE REMUNERATION OF THE MEMBERS OF THE BANK'S BOARD OF DIRECTORS AND OTHER BANK'S BOARDS AND COMMITTEES - by a simple majority of votes of the present shareholders

## II

Invitation for attending the extraordinary session of the GMS shall be forwarded to the Bank's shareholders holding such status as of the date this Decision is rendered, by announcing such invitation on the Bank's Internet presentation continuously over the period from 06.01.2021 inclusive of the date scheduled for the General Meeting shareholders to be held, as well as on the website of the business entities register ([www.apr.gov.rs](http://www.apr.gov.rs)), on the website of the Central Registry Depository and Clearing House and the website of the Belgrade Stock Exchange ([www.belex.rs](http://www.belex.rs)) until the date the General Meeting of Shareholders is held.

1. One or more shareholders holding at least 5% of voting shares may propose additional agenda items of the GMS to the Board of Directors to be considered and regarding which the GMS is proposed to pass decisions, providing that such proposal is explained by the said shareholder(s) and to submit the text of the decision, and well as to propose different decisions as per existing Agenda items providing such proposal is explained and the text of such decisions is delivered at the extraordinary session of the GMS, and may do so in a manner and within the terms established by the Law on Companies

The proposal is submitted in writing, stating the data on the applicants, no later than 10 days before the day of the extraordinary session of the General Meeting of Shareholders, no later than January 18, 2021. The bank is obliged to publish the proposal for supplementing the Agenda of the GMS on its website no later than the next working day after the receipt. In case of acceptance of the proposed supplements to the agenda, the new agenda and draft decisions pursuant to Article 337, paragraph 3 of the Company Law shall be published without delay in the same manner as this invitation to attend the General Meeting of Shareholders, in accordance with Article 337, paragraph 4 of the Company Law.

In case the Board of Directors does not accept the proposal for additional items on the agenda or for other decisions on existing agenda items, in accordance with Article 337 of the Law on Companies, within three days from the date of receipt of the proposal, the applicant of the proposal, in accordance with Article 338, paragraph 1 of the Company Law, has the right to request within a further period of three days that the competent court in a non-litigious procedure order the Bank to put the proposed items on the agenda of the General Meeting of Shareholders..

## III

The Bank's Shareholders holding at least 1% of voting shares on the cut-off date for identification of Shareholders, or on 18.01.2021 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 lesser number of shares than prescribed for under the previous paragraph of this Item 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 material prepared for all the items of the draft agenda of the General Meeting of Shareholders at the Bank's premises in Belgrade, 14 Svetog Save Street, from 06.01.2021 until the day scheduled for the Extraordinary General Meeting of Shareholders to be held, on each business day from 8.00 a.m. until 4.00 p.m.

The shareholder holding the right to participate and vote at the Bank's GMS meeting can exercise this right in person or through a proxy on the basis of a written power of attorney issued by the shareholder / authorized person of the shareholder, which must contain: name and surname, unique ID number and residence of the shareholder who is a domestic natural person, i.e. name, passport number or other identification number and residence of the shareholder who is a foreign natural person, i.e. business name, identification number and registered office of the shareholder who is a domestic legal entity, i.e. business name, registration number or other identification number and registered office of the shareholder who is a foreign legal entity, name and surname of the proxy with all the data that also apply to the shareholder, number, type and class of shares for which the power of attorney is issued. The power of attorney may contain instructions or orders for exercising the right to vote, in which case the proxy is obliged to act upon them, and if the power of attorney does not contain instructions, the proxy shall exercise the right to vote conscientiously and in the best interest of shareholders. If a natural person gives a power of attorney to vote, it must be certified in accordance

with the law governing the verification of signatures. If the shareholder gives the power of attorney electronically, it must be signed with a qualified electronic signature in accordance with the law governing electronic signatures and sent to the e-mail address: [izvrsni.odbor@kombank.com](mailto:izvrsni.odbor@kombank.com) at the latest before the day of the extraordinary General Meeting of Shareholders.

Shareholder from the list of shareholders of the Bank on the Day of Shareholders, who after the Day of Shareholders transfers his shares to a third party, reserves the right to participate in the proceedings of the General Meeting of Shareholders, based on the shares he owned on the Day of Shareholders.

The shareholder has the right to change or revoke the power of attorney at any time until the day of the meeting in writing, provided that he notifies the proxy and the Bank by the day of the meeting, in accordance with Article 349 of the Law on Companies.

A shareholder who does not submit the power of attorney electronically, submits a copy of the power of attorney to the Bank's headquarters, in Belgrade, Svetog Save 14, or by fax +381 11 344-0033 at the latest before the day of the General Meeting of Shareholders.

The shareholder's proxy must have an original copy of the power of attorney at the General Meeting of Shareholders.

The Power of Attorney form was published together with this invitation and can be downloaded from the Bank's website [www.kombank.com](http://www.kombank.com).

At the written request of the shareholders submitted to the Bank's registered office, the Bank shall submit the Power of Attorney form in writing, and at the request submitted to the e-mail address: [izvrsni.odbor@kombank.com](mailto:izvrsni.odbor@kombank.com), in electronic form, as well.

A shareholder entitled to participate and vote on the extraordinary session of the GMS may do so in writing, without attending the session, by completing and sending a voting form in absentia. A voting form of shareholder in absentia has been published together with the Invitation and can be downloaded from the Bank's website [www.kombank.com](http://www.kombank.com). The completed voting form has to be submitted to the Bank at the latest a day prior to the start of the extraordinary GMS in a sealed envelope entitled "Declaration for the GMS – do not open", to the following address: Komercijalna banka AD Beograd, Bank's Secretariat, Svetog Save 14, 11000 Beograd. T

The signature of the shareholder must be certified by the competent authority in accordance with the law governing the certification of signatures. Each shareholder who voted in absentia is considered present at the meeting and is counted in the quorum when deciding on the agenda item on which he voted. His vote is added to the votes of other shareholders who voted on the subject item on the agenda of the General Meeting of Shareholders

A shareholder entitled to participate in the work of the GMS has the right to ask questions related to the item on the agenda of the meeting, as well as other issues related to the Bank only to the extent that answers to these questions are necessary for proper assessment of issues related to items on the agenda of the session.

The answer to the question is given during the session, except:

- 1) if it could be reasonably concluded that giving an answer could cause damage to the Bank or a person related to it;
- 2) if a criminal offense would be committed by giving an answer;
- 3) if the relevant information is available on the Bank's website in the form of questions and answers at least seven days before the day of the meeting.

In case of refusal to answer the question, that fact and the reason for refusing to answer will be entered in the minutes of the session.

In the event that a decision of the GMS is made on the item on the agenda in connection with which the question was denied, the shareholder who was denied an answer, and who stated in the minutes that he considers that the answer was unjustifiably denied, has the right within eight days from the day of the session, to request that the competent court in a non-litigious procedure order the Bank to submit the answer to the question within eight days.

#### IV

The list of shareholders of the Bank who have the right to participate in the extraordinary General Meeting of Shareholders is determined on the Day of Shareholders, i.e. January 18, 2021. on the basis of an excerpt from the unique records of shareholders of the Central Securities, Depository and Clearing House and the same will be delivered to the shareholder at the written request of the shareholder in the manner and within the period regulated by the Company Law.

#### V

This invitation is considered a NOTICE FOR SHAREHOLDERS AND THE PUBLIC ON CONVENING THE GENERAL MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD BEOGRAD and it was drawn up in accordance with Article 65 of the Law on the Capital Market.

### KOMERCIJALNA BANKA AD BEOGRAD

DEPUTY PRESIDENT  
OF THE EXECUTIVE BOARD

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Una Sikimić, PhD

PRESIDENT  
OF THE EXECUTIVE BOARD

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Vladimir Medan, PhD