

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

Belgrade, February the 4th 2022

Pursuant to Article 73 of the Law on Banks, Articles 335 and 373 of the Company Law, Article 65 of the Capital Market Law, Articles 18 and 27 of the Articles of Association of Komerčijalna Banka AD Beograd, the Decision on convening the extraordinary General Meeting of Shareholders of Komerčijalna Banka AD Beograd, passed by the Board of Directors of Komerčijalna Banka AD Beograd at the 3rd meeting held on February the 3rd 2022, the following invitation is sent

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

**I**

An extraordinary General Meeting of Shareholders of Komerčijalna Banka AD Beograd (hereinafter: "the GMS" and "the Bank") will be held on February 25th, 2022 in Belgrade, at 14 Svetog Save Street, starting at 12:00pm.

For the extraordinary GMS the Board of Directors has formulated the following:

**DRAFT AGENDA**

1. Decision on Supplements to the Decision on Acquisition of the Bank's Treasury Shares From Dissenting Shareholders

Shareholders – owners of ordinary shares vote on the items of the agenda, where the total number of ordinary shares as of the date this decision is passed is 16.817.956.

The GMS passes the decision on the proposed item of the agenda in the following manner:

1. Decision on Supplements to the Decision on Acquisition of the Bank's Treasury Shares from Dissenting Shareholders - at least 67% votes of the total number of votes of ordinary shares.

**II**

The Invitation for the extraordinary GMS is forwarded to the Bank's shareholders holding such status as of the day this Decision is passed by publishing the same on the Internet presentation of the Bank continuously over the period from 04.02.2022, until and inclusive of the date the GMS is held, as well as on the website of the Companies Register of the Serbian Business Register Agency ([www.apr.gov.rs](http://www.apr.gov.rs)), on the website of the Central Securities Depository and Clearing House and on the website of Belgrade Stock Exchange ([www.belex.com](http://www.belex.com)), until the day of the GMS.

One or more shareholders who hold at least 5% of voting shares may propose to the Bank's Board of Directors additional items for the GMS agenda to be discussed, on condition that such a proposal is explained, suggest additional items for the GMS agenda which propose that the GMS should pass decisions, on condition that such a proposal is explained and the wording of the decision is submitted, as well as propose a different decision for the existing item of the agenda, on condition that such a proposal is explained and that the wording of that decision is submitted. The proposal is made in writing, with the specification of the data about the applicants, but no later than 10 days prior to the date the extraordinary GMS is held i.e. by no later than February the 15th 2022. The Bank is obliged to post the proposal for the supplement to the GMS agenda on its webpage by no later than the following business day after the receipt of the proposal. In case the proposed supplement to the agenda is accepted, in accordance with

Article 337, Paragraph 3 of the Company Law, the new agenda and the draft decisions will be posted, without delay, in the same manner this invitation has been posted, 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 of the agenda or for a different decision related to the existing item of the agenda, in accordance with Article 337 of the Company Law, within three days from the date of receipt of the proposal, the person submitting the proposal is entitled, in accordance with Article 338, Paragraph 1 of the Company Law, to demand, within a new deadline of three days, that the competent court orders the Bank, in non-litigious proceedings, that the proposed items be included in the GMS agenda.

### III

The Bank's Shareholders holding at least 1% of voting shares on the Record Date, or on 15.02.2022 are entitled to exercise their voting rights directly (in person or through a proxy) at the extraordinary GMS

The Bank's shareholders holding less number of shares than prescribed for under the previous paragraph of this Item are entitled to participate in the work of the extraordinary GMS collectively with the other shareholders through a mutual Proxy, provided that together they reach the anticipated threshold – 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 item of the agenda for the extraordinary session of the GMS at the Bank's premises in Belgrade, 14 Svetog Save Street, in the period from 04.02.2022, until the day scheduled for the extraordinary GMS to be held, on each business day from 8.00 a.m. until 4.00 p.m.

A shareholder entitled to participate and vote at the GMS may exercise that right either personally or via a proxy, on the basis of a written power of attorney issued by the shareholder's authorized person and must contain: name and surname, unique personal identification number and place of residence of a shareholder who is a resident natural person, or the full name and passport number or another ID/registration number and place of residence of a non-resident shareholder – foraging legal person, name and surname of a proxy with all the data required from the shareholder, type and class of shares for which the power of attorney is given. The power of attorney may contain instructions and orders on how to exercise a voting right and, in such case, the proxy is obliged to act accordingly. In case the power of attorney does not contain instructions, the proxy exercises his/her voting right conscientiously and in the best interest of the shareholder. If a natural person grants a voting power of attorney, such a document has to be notarized in accordance with the law which regulates notarization of signatures. If the shareholder gives the power of attorney electronically, it must also be signed with a qualified electronic signature in accordance with the law regulating the electronic signature and sent to the e-mail address: [izvrsni.odbor@kombank.com](mailto:izvrsni.odbor@kombank.com) no later than the day of the extraordinary GMS.

A shareholder who has the right to participate and vote at the GMS may vote in writing without attending the session, by filling in and submitting the voting form in absentia. The voting form in absentia was published together with this Invitation and can be downloaded from the Bank's website [www.kombank.com](http://www.kombank.com). The completed voting form shall be submitted to the Bank no later than 1 business day before the day of the extraordinary GMS in a sealed envelope marked "Statement for the General Meeting of Shareholders - do not open" to the following address: Komercijalna Banka AD Beograd, Secretariat of the Bank, 14 Svetog Save St, 11000 Beograd. 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 same item on the agenda of the GMS session.

In accordance with the provisions of Article 344, paragraph 5 of the Company Law, if more than one proxy of the same shareholder attends the GMS on the grounds of the same shares, the Bank will accept as the proxy a person with the most recent date on the power of attorney, and if there is more than one voting proxies having the same most recent date, the Bank is authorized to accept only one of these persons as a proxy.

Shareholders on the Bank's list of the stockholders on the Record Date, who after the Record Date transfer their shares to a third party, reserve the right to take part in the GMS, based on the shares they owned on the Record Date.

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

A shareholder who does not submit the power of attorney electronically, submits a copy of the power of attorney to the Bank's registered head office in Belgrade, 14 Svetog Save St, or by fax at +381 11 344-1335 at the latest prior to the date of the GMS.

A shareholder's proxy must have an original copy of the power of attorney at the session of the GMS.

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

At a shareholder's written request submitted to the Bank's head office, the Bank shall send a power of attorney form in writing, and an electronic version of the power of attorney form shall be sent upon receiving a request to the email: [izvrsni.odbor@kombank.com](mailto:izvrsni.odbor@kombank.com).

A shareholder entitled to participate in the GMS proceedings is entitled to ask questions related to the agenda, as well as other questions related to the Bank, but only to the extent answers to such questions are necessary for adequate consideration of issues from the items of the GMS agenda.

An answer to the question raised is given during the session, except in case:

- 1) It is reasonable to believe that an answer may cause damage to the Bank or its related entity;
- 2) that providing an answer would constitute a criminal act;
- 3) adequate information had been available on the Bank's website, in the form of a question and an answer, at least seven days prior to the date of the session

In case a shareholder is denied an answer to the question asked such a fact and reason for denial will be entered into the minutes of the session.

In case the GMS decision was made regarding the question asked and denied answer, the shareholder who was denied the answer to his question, and who stated for the minutes that he was of the opinion the answer to his question had been unreasonably denied, shall be entitled to demand for the competent court to order the Bank to submit the answer to the question asked within eight days.

#### IV

A list of shareholders of the Bank who are entitled to participate in the extraordinary GMS is compiled on the Record Date i.e. on February the 15th 2022, according to the unified list of shareholders from the Central Securities Depository and Clearing House, which will be submitted to the shareholder, at the shareholder's written request, in the manner and within the deadline prescribed by the Company Law.

#### V

This invitation is considered a REPORT FOR SHAREHOLDERS AND THE PUBLIC – CONVENING OF THE GENERAL MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD BEOGRAD and has been prepared in accordance with Article 65 of the Law on Capital Market.

### KOMERCIJALNA BANKA AD BEOGRAD

DEPUTY PRESIDENT  
OF THE EXECUTIVE BOARD

PRESIDENT  
OF THE EXECUTIVE BOARD

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Dejan Janjatović

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Vlastimir Vuković