



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

Belgrade, 27.06.2018

By virtue of Article 73 of the Law on Banks, Articles 335 and 365 of the Law on Companies, Articles 16-17, and Article 27 of the Articles of Association of Komercijalna banka AD Beograd (consolidated text), and the Decision on Convocation of regular session of the Meeting of Komercijalna banka AD Beograd, adopted by the Board of Directors of Komercijalna banka AD Beograd at its 48<sup>TH</sup> session held on 25.06.2018, hereunder is sent out the

**CALL  
FOR A REGULAR SESSION OF THE MEETING OF KOMERCIJALNA BANKA AD BEOGRAD**

**I**

Regular session of the Meeting of Komercijalna banka AD Beograd (hereinafter: „Meeting“ and „Bank“) will be held on 31.07.2018 in Belgrade, Svetog Save Street, No. 4, and shall start at 12:00 h.

The Board of Directors has determined for the regular session of the Bank's Meeting the following:

**DRAFT AGENDA**

**1. DECISION APPOINTING THE EXTERNAL AUDITOR OF THE BANK FOR 2018**

On the item of the agenda vote the shareholders – holders of ordinary shares – total number of ordinary shares as of the date of adoption of this Decision is 16.817.956

The Meeting decides on the proposed item of the agenda in the following manner:

**1. DECISION APPOINTING THE EXTERNAL AUDITOR OF THE BANK FOR 2018 – at least 67% of votes of the total number of voting rights attached to ordinary shares**

**II**

The call for regular session of the Meeting is sent out to the Bank's shareholders vested with this capacity as of the date of adoption of this decision by its uninterrupted posting on internet presentation of the Bank in the period between 01.07.2018 and the date set for holding the session of the Meeting, inclusive.

One or several shareholders holding at least 5% of shares with voting rights may propose to the Bank's Board of Directors additional items for the agenda of the Meeting that are suggested for discussion, and additional items proposed to be decided on by the Meeting, provided, however, that such proposal has to be accompanied by adequate reasoning, or that the text of the decision they are proposing is sent. The proposal is made in writing and has to be submitted, along with the data of the person(s) making the proposal no later than 20 days ahead of the date set for holding the regular session of the Meeting, i.e. by 11.07.2018. The Bank has a duty of posting the proposed supplements of the Meeting agenda in its presentation on internet no later than one workday after the receipt of the proposal. If the proposal for supplemented agenda is accepted, the new agenda will be

announced without delay in the same way in which was announced this call for attending the session of the Meeting, in accordance with Article 335, paragraphs 3-5 of the Law on Companies.

### III

Shareholders holding at least 1% of shares with the voting right on the Share Day, i.e. on 21.07.2018, are entitled to exercise directly (in person or via a proxy) the right of voting at the regular session of the Meeting.

Shareholders of the Bank having the number of shares smaller than the one mentioned in the preceding paragraph, are entitled to participate in the deliberations of the regular session of the Meeting associated with other shareholders via common proxy, on condition of their meeting the required envisaged threshold of representation – minimum 1% of shares with voting rights.

A Bank's shareholder or a proxy of shareholders referred to in paragraphs 1-2 of this item may personally or based on a written power of attorney take up the materials relating to the item on the agenda proposed for the session of the Meeting, and may do so on the Bank premises in Belgrade, Svetog Save 14, in the period between 01.07.2018 until the date set for the session of the Meeting, each workday from 8:00 to 16:00 h.

A shareholder entitled to participate and vote at the session of the Bank's Meeting may exercise this right in person or via a proxy based on written power of attorney issued by the shareholder/shareholder's authorized person, which power of attorney must include: the name and surname, personal ID number, and the place of residence of the shareholder who is a domestic natural person, and/or the name, passport number, or number of a different identification document, and the place of residence of the shareholder who is a foreign natural person, and/or the business name, registration number or other identification number, and registered office of the shareholder who is a foreign legal entity, the name and surname of the proxy with all data applicable also to the shareholder, number, type and class of shares the power of attorney is issued for. The Power of attorney may include the instructions or orders for the exercise of the voting right and in such a case the proxy has a duty to act in accordance with them, and if the instruction does not include the instruction the proxy exercises the voting right conscientiously and to the best interest of the shareholder. If a natural person grants the power of attorney for voting, such power of attorney has to be legalized in line with the law governing legalization of signatures. If a shareholder grants the power of attorney by electronic way, the power of attorney has to be signed by qualified electronic signature in conformity with the law governing the electronic signature, and sent to the e-mail address: [izvrsni.odbor@kombank.com](mailto:izvrsni.odbor@kombank.com) by no later than the date set for holding the regular session of the Meeting.

A shareholder who does not submit the power of attorney electronically, sends a copy of the power of attorney by mail to the Bank's head office in Belgrade, Svetog Save 14, or to the fax +381 11 344-0033 before the date set for holding the Bank's Meeting, at the latest.

A shareholder's proxy must have the original document of the power of attorney at the session of the Meeting. The power of attorney form is posted together with this call, and can be downloaded from internet presentation of the Bank at [www.kombank.com](http://www.kombank.com).

The Bank will, at written request of a shareholder submitted to the Bank's head office, send the power of attorney form in writing, while power of attorney forms requested by e-mail to: [izvrsni.odbor@kombank.com](mailto:izvrsni.odbor@kombank.com) will also be sent in electronic form.

A shareholder entitled to participate and vote at the session of the Bank's Meeting may vote in writing without attending the session, by filling-out and sending the voting in absence. The form for voting in absence is posted together with this Call and can be downloaded from internet presentation of the Bank at: [www.kombank.com](http://www.kombank.com). The filled out voting form is sent to the Bank no later than before the date set for holding the regular session of the Meeting, in a closed envelope marked »Expressing (opinion) for the Meeting – do not open« at the following address: Komercijalna banka AD Beograd, Executive Board Support Office, Svetog Save 14, 11000 Beograd. The shareholder's signature has to be legalized with the competent authority in compliance with the Law governing signature legalization. Each shareholder who has voted in absence is considered to have attended the session and is counted in the quorum when deciding about the item on the agenda voted on by such shareholder. The shareholder's vote is added to the votes of other shareholders who have voted on the subject item on the agenda of the session of the Meeting.

A shareholder entitled to participate in the deliberations of the Meeting has the right to raise questions relating to the item on the agenda of the session, and other questions concerning the Bank only to the extent to which the answers to such questions are necessary for appropriate assessment of the questions relating to the items on the agenda of the session.

Answer to the question raised is given in the course of the session, except:

- 1) if it could be reasonably concluded that giving the answer could inflict damage to the Bank or to an entity related with the Bank;
- 2) if a criminal offense would be committed by giving the answer;
- 3) if the relevant information is accessible on the Bank's web page in the Q&A form at least seven days ahead of the date scheduled for holding the session.

In the case of denial of answering a question raised, such fact and the reason for the denial will be entered in the minutes of the session.

#### IV

The list of the Bank's shareholders entitled to participate in the deliberations of the regular Meeting is established on the Share Day, i.e. on 21.07.2018 based on the Extract from the Single Records of Shareholders of the Central Securities Depository and Clearing House, and it will be submitted to the shareholder at his/her written request in the manner and within the term governed by the Law on Companies.

#### V

The call for regular session of the Meeting is sent out to the Bank's shareholders having this capacity on the date of the adoption of this decision by way of uninterrupted posting on the Bank's internet presentation in the period from 01.07.2018 and the date set for holding the session of the Meeting, inclusive, and also by posting on the web page of the Business Registers Agency ([www.apr.gov.rs](http://www.apr.gov.rs)), and on the web page of the Belgrade Stock Exchange ([www.belex.rs](http://www.belex.rs)).

#### VI

This call is deemed as NOTICE TO SHAREHOLDERS AND PUBLIC OF CONVOCATION OF THE MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD BEOGRAD, and was drawn up in compliance with Article 65 of the Law on Capital Market.

### KOMERCIJALNA BANKA AD BEOGRAD

EXECUTIVE BOARD  
MEMBER

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Miroslav Perić

EXECUTIVE BOARD  
PRESIDENT

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Dr Vladimir Medan