



## BOARD OF DIRECTORS

Number: 140/ 1.1  
Belgrade, 14.10.2021.

Pursuant to Article 73 of the Law on Banks, the Board of Directors of the Bank at its 12th session held on October 14, 2021 adopts the following

### DECISION

- 1) Draft Decision on Amendments and Supplements to the Bank's Memorandum on Association is hereby established, so as to read:

#### Article 1

In the Memorandum on Association of Komercijalna Banka AD Beograd, whose consolidated text was established by the Executive Board of Komercijalna Banka AD Belgrade on July 1, 2015 (hereinafter: the Memorandum), the name of the Memorandum is amended so that it now reads:

»Memorandum on Association of NLB Komercijalna Banka AD Beograd ».

#### Article 2

The Preamble of the Memorandum reads as follows:

" Pursuant to Article 4 of the Decision on Amendments to the Memorandum of Association of Komercijalna Banka AD Beograd (consolidated text), the Executive Board of Komercijalna Banka AD Beograd established the consolidated text of the Memorandum of Association of Komercijalna Banka AD Beograd on July 1, 2015, which includes:

1. Memorandum on Association of Komercijalna Banka AD Beograd (consolidated text) number 169, which was established by the Executive Board of Komercijalna Banka AD Beograd on January 8, 2015
2. The decision on amendments to the Memorandum of Association of Komercijalna Banka AD Beograd (consolidated text) made by the General Meeting of Shareholders of Komercijalna Banka AD Belgrade at the session held on June 30, 2015 - the following provisions were not included in the consolidated text of this Memorandum:
  - Article 4, which regulates the authorization of the Executive Board to determine the consolidated text of the Memorandum of Association
  - Article 5, which regulates that the decision shall enter into force on the day of its adoption, and after obtaining the prior consent of the National Bank of Serbia to that decision. ", has been deleted.

### **Article 3**

After the title of the Memorandum, the sub-title **INTRODUCTORY PROVISIONS** is added, which reads:

#### **INTRODUCTORY PROVISIONS**

This Memorandum represents the founding act of NLB Komercijalna Banka AD Beograd (hereinafter referred to as: „the Bank“) by which the continuity of the Bank's operation is confirmed and legal framework of the Bank's operation is established in the legal form of a Joint Stock Company.

Upon completion of the process of merger of NLB Banka AD Beograd, as the transferring bank, to the Komercijalna banka AD Beograd, as the acquirer, NLB Banka AD Beograd has transferred to the Bank its entire assets and liabilities, whereby the NLB Banka AD Beograd ceased to exist without implementation of the liquidation process. Consequently to the above, the Bank is a legal successor of all rights and liabilities of NLB Banka AD Beograd.

### **Article 4**

The first sentence of the Article 1 is amended so as to read:

„This Memorandum of the Bank shall regulate: „

### **Article 5**

Paragraph 2 of the Article 2 is amended so as to now read:

„The Bank has a legal form of the joint-stock company, whose shares are traded on the regulated market of Belgrade a.d. Stock Exchange.“

### **Article 6**

Article 3 is amended so as to now read:

„Article 3

The Bank operates under the business name: NLB KOMERCIJALNA BANKA AD BEOGRAD

.”

### **Article 7**

Article 5 of the Memorandum is deleted.  
The previous articles 6 to 8 become articles 5 to 7.

### **Article 8**

The previous Article 6, which becomes Article 5, is amended to read as follows:

„Article 5

Business letters and other documents of the Bank, including those in electronic form, which are forwarded to third parties include the following information: business name and the legal form of the Bank; registered seat, the register

in which the Bank is entered and the Bank's registration number; business name and the registered seat of the bank with which the Bank has an account; number of the account and tax identification number"

#### **Article 9**

The previous Article 7, which becomes Article 6, is amended to read as follows:

»Article 6

Bank's share capital amounts to RSD 18.849.896.000,00 and it comprises the following:

- Pecuniary portion of RSD 18.849.896.000,00 ."

#### **Article 10**

The previous Article 8, which becomes Article 7, is amended to read as follows:

»Article 7

All the shares are paid-in and the identity of the Bank's shareholders has been entered into the Central Securities Depository and Clearing House, as well as their individual shares in the share capital of the Bank, and all in accordance with the law governing the capital market and internal documents of the Securities Commission"

#### **Article 11**

Article 9 of the Memorandum is deleted.

The previous articles 10 to 24 become articles 8 to 23.

#### **Article 12**

In the previous Article 10, which becomes Article 8, in paragraph 1, the first indent is amended so that it now reads:

»-18.476.386 ordinary (common) shares – class „A“ shares, nominal value of RSD 1.000, 00. "

#### **Article 13**

In the previous Article 11, which becomes Article 9, paragraph 2 is changed so that it now reads:

„The decision on issuance of securities is rendered by the Bank's General Meeting of Shareholders' . "

#### **Article 14**

In the previous Article 19, which becomes Article 18, paragraph 2 and paragraph 3 are amended so that they now read:

"Status changes provided in the Paragraph 1 of this Article are decided upon by the General Meeting of Bank's Shareholders by a three-quarters majority out of the total number of voting shares.

In case of status changes, the shareholders of the Bank have all the rights provided by the Law on Banks, the Companies Act, this Memorandum and the Articles of Association of the Bank, as well as all other applicable regulations."

## **Article 15**

The previous Article 21, which becomes Article 20, is amended to read as follows:

### **"Article 20**

The General Meeting of Bank's Shareholders decides by a three-quarters majority out of total number of votes of the attending shareholders holding the voting shares on voluntary discontinuation of Bank's operations, in which case the Bank files the request to the National Bank of Serbia for obtaining/granting the consent to carry out the procedure of voluntary liquidation in accordance with the law. "

## **Article 16**

In the previous Article 24, which becomes Article 23, in paragraph 1, indent one, the percentage: "25%" is replaced by the percentage: "10%".

In the same article, paragraph 2 is deleted.

## **Article 17**

After the previous Article 24, which becomes Article 23, a new Chapter XI TRANSITIONAL AND FINAL PROVISIONS and a new Article 24 are added, so as to read as follows:

### **"XI TRANSITIONAL AND FINAL PROVISIONS**

#### **Article 24**

This Memorandum shall enter into force on the day when the status change made by merger is registered with the Register of Business Entities kept in the Business Registers Agency, upon the prior obtaining of consent by the National Bank of Serbia."

## **Article 18**

This Decision shall enter into force on the day of registration of the status change by merger in the Register of Business Entities with the Business Registers Agency with prior obtaining of consent from the National Bank of Serbia."

- 2.) It is proposed to the General Meeting of the Bank's Shareholders to adopt the Draft referred to in item 1) of this Decision
- 3.) This Decision shall enter into force on the day it is adopted.

**CHAIRMAN  
OF THE BOARD OF DIRECTORS**

Archibald Kremser