



Svetog Save 14  
11000 Beograd  
Registration No. 07737068  
Activity code - 06419

Pursuant to Article 73 of the Law on Bank, Article 335 of the Company Law, Article 65 of the Law on Capital Market, Article 15-17 of the Articles of Association of Komercijalna banka AD Beograd (consolidated text) and the Decision on Convening the Regular General Meeting of Shareholders of Komercijalna banka AD Beograd, passed by the Board of Directors of Komercijalna banka AD Beograd at its 7<sup>th</sup> session held on 19.06.2015, we are issuing this

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

**I**

The regular General Meeting of Shareholders of Komercijalna banka AD Beograd (hereinafter the GMS and the Bank) will be held on **20.07.2015** in Belgrade, 14 Svetog Save Street, starting at **12:00h**.

For the regular GMS, the Board of Directors has established the following:

**DRAFT AGENDA**

1. DECISION ON ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP KOMERCIJALNA BANKA AD BEOGRAD FOR 2014 WITH THE EXTERNAL AUDITOR'S OPINION

**II**

An item of the draft agenda is voted on by the shareholders – owners of ordinary shares – total number of ordinary shares as of the date of passing the Decision of the Board of Directors on Convening a Regular Session of GMS is 16,817,956.

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

1. DECISION ON ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP KOMERCIJALNA BANKA AD BEOGRAD FOR 2014 WITH THE EXTERNAL AUDITOR'S OPINION – by a majority of votes of the total number of votes of ordinary shares

One or more shareholders owning no fewer than 5% of voting shares may propose to the Board of Directors additional items to the GMS agenda to be discussed, as well as additional items proposed to be decided on by GMS, on condition that the shareholder/shareholders explain such a proposal or submit the text of the proposed decision. The proposal is made in writing and includes the information about the submitter, no later than 20 days prior to the regular GMS i.e. no later than 30.06.2015. The Bank is obliged to post the proposal for supplements to the GMS agenda on its internet website by no later than the following business day upon receipt of the proposal. In case the proposal for supplement to the agenda is accepted, the new agenda will immediately be announced in the same manner this invitation to the GMS is announced, in accordance with Article 335, paragraph 3-5 of the Company Law.

**III**

Shareholders with at least 1% of voting shares on the cut-off date for the identification of shareholders, i.e. on 10/07/2015 are entitled to exercise their voting right directly (personally or via a proxy) at the regular GMS.

Shareholders that own fewer voting shares than the number specified in the paragraph above have the right to participate in the extraordinary GMS if joined by other shareholders via a common proxy, on condition that they jointly meet the required threshold - at least 1% of voting shares.

The Bank's shareholder or their proxy from Paragraph 1 – 2 of this item may personally, or with a written power of attorney, receive material for all items of the proposed agenda of the GMS, on the Bank's premises in Belgrade, 14 Svetog Save Street, every working day from 8:00 to 16:00h in the period from 19/06/2015 until the day of the GMS..

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/authorized person and must contain: name and surname, unique personal identification number and place of residence for a natural person in Serbia or name, passport number or other ID number and place of residence for a shareholder who is a foreign natural person; or business name, registration number and seat of the shareholder, if such a shareholder is a legal entity in Serbia, or business name, registration number or other ID number and seat of the shareholder if it is a foreign legal entity; name and surname of the proxy with all the data required from the shareholder and number, 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, and 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 a shareholder provides an electronic version of the power of attorney, it shall be signed by the qualified electronic signature pursuant to the law which regulates notarization of signatures and shall be sent to the email: [izvrsni.odbor@kombank.com](mailto:izvrsni.odbor@kombank.com) no later than prior to the day of the regular GMS.

A shareholder who does not provide electronic version of the power of attorney, shall submit the power of attorney at the Bank's Head Office, 14 Svetog Save St, or by fax on +381 11 344-0033 no later than prior to the day of the extraordinary GMS.

At the GMS session, a shareholder's proxy must have the original power of attorney on them.

Power of Attorney form is published together with this invitation and can be downloaded from the Bank's web site [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. 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 and vote at the GMS may vote in writing, without attending the session, by completing and sending a form for voting in absentia. A form for voting in absentia has been published together with this Invitation and can be downloaded from the Bank's website [www.kombank.com](http://www.kombank.com). A completed postal vote form has to be submitted to the Bank before the day of the regular GMS at the latest, in a sealed envelope with a notice "GMS vote – do not open" to the following address: Komercijalna Banka AD Beograd, Služba podrške Izvršnom odboru Banke, Svetog Save 14, 11 000 Beograd. The shareholder's signature must be notarized by a competent body, in accordance with the law which regulates notarization of signatures. Each shareholder voting in absentia will be deemed to have been present at the session and will constitute a quorum when deciding on items of the agenda the shareholder has voted on. This vote is added to the votes of other shareholders that have voted on items of the GMS agenda.

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) 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, the fact that an answer has been denied and the reason for denial will be minuted accordingly.

#### **IV**

A list of shareholders of the Bank who are entitled to participate in the regular GMS is compiled on the cut-off date for the identification of shareholders i.e. **10.07.2015**, 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**

The invitation has been posted on the Bank's website [www.kombank.com](http://www.kombank.com) and will remain posted there continuously from 19.06.2015 until of the day of the GMS inclusive.

#### **VI**

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**

**Member of the Executive Board  
Lidija Sklopić**

**Deputy President of the Executive Board  
Dragan Santovac**