



Komerční banka, a.s., Na Příkopě 33, 114 07 Prague 1, Iden.numb: 45 31 70 54
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GENERAL SHAREHOLDERS' MEETING OF KOMERČNÍ BANKA, a. s., HELD ON 29 APRIL 2010

MATERIAL No. 1

RULES OF PROCEDURE AND RULES OF VOTING OF THE GENERAL MEETING OF KOMERČNÍ BANKA, a. s.

A) Acting of shareholders at the General Meeting

1. At the general meeting of Komerční banka, a. s., (hereinafter called "the Bank"), a shareholder shall exercise his rights laid down in Act No. 513/1991 Sb., the Commercial Code (as amended) and in the Bank's Articles of Association approved by the general meeting. In harmony with these, he is entitled vote on the agenda items and request explanation regarding matters concerning the Bank and the entities controlled by the Bank, if such explanation is needed for the assessment of the agenda of the general meeting. A shareholder is further entitled to lodge proposals and counterproposals, either in person or through persons authorized to act on his behalf, or through his representatives authorized based on a written power of attorney.
2. The general meeting discussions shall be subject to the agenda indicated in the published notice of general meeting. Matters not included in the proposed agenda of the general meeting may be decided on only in the presence and with the consent of all shareholders of the Bank.
3. The general meeting shall be opened by a member of the Board of Directors authorized therefor by the Board of Directors (the inaugurator). The inaugurator shall preside over the general meeting until the election of the general meeting chairman.
4. In the beginning, the general meeting elects:
 - chairman of the general meeting,
 - minutes clerk,
 - two minutes verifiers,
 - persons authorized to count votes (hereinafter called "the scrutineers").
5. Nominations for the chairman of the general meeting, for the minutes clerk, for the two minutes verifies and for the scrutineers shall be voted upon en-block (by one ballot).
6. The general meeting is further conducted by the general meeting chairman who is responsible for the general meeting course.
7. The general meeting chairman is obliged to:
 - observe the general meeting agenda,
 - respect the provisions of these Rules of Procedure and Rules of Voting, the Bank's Articles of Association, the Commercial Code, the Banking Act and the Act Providing for Business Undertaking in the Capital Market, and to decide on all controversial issues connected with the course of the general meeting,

- conduct the voting in such manner so that in cases where a notarial deed is to be made on decisions of the general meeting, such notarial deed may be issued with all elements required by the law.
8. The general meeting chairman is entitled to:
 - suspend the general meeting discussions and announce breaks necessary to allow due exercise of shareholders' rights and ensuring order at and correct course of the general meeting,
 - adopt procedural decisions to be applied to the course of the general meeting, in particular, to decide on the time limit for lodging oral proposals, counterproposals, requests for explanation or protests.
 9. Shareholders shall file their proposals, counterproposals and requests for explanation to the general meeting chairman either in writing or orally. If these are filed in writing, they shall be lodged at the information centre. It is necessary to indicate in the header whether a proposal, counterproposal or request for explanation is concerned. The shareholder shall attach his legible signature below the text and, if he is an individual, indicate his first name and surname, and, if he is a legal entity, his trade name and identification number. If the lodged proposal, counterproposal or request does not include such particulars, the general meeting chairman shall try to complete them. Should the general meeting chairman not find out that the proposal, counterproposal or request has been filed by an authorized person, it will not be discussed. Any person lodging an oral proposal, counterproposal or request for explanation regarding matters concerning the Bank and entities controlled by the Bank, if such explanation is needed for the assessment of the agenda of the general meeting, shall indicate his first name and surname or, as the case may be, the first name and surname of the person on behalf of whom he is acting, if he is acting on behalf of a shareholder - individual. If needed and if requested by the general meeting chairman, he shall also indicate his permanent address. If a shareholder – legal entity is concerned, he shall indicate his first name and surname and the trade name and identification number of the entity on behalf of which he is acting. He shall also indicate whether he is filing a proposal, counterproposal or request for explanation.

The general meeting chairman is obliged to ensure the explanation of requests for explanation lodged under these Rules of Procedure and Rules of Voting. The information contained in the explanation must be certain and must provide a sufficient view of the reality. The information may be fully or partially declined in cases specified by the Commercial Code.

10. A shareholder, a member of the Board of Directors or of the Supervisory Board, has the right to ask the minutes clerk for the incorporation of a protest concerning a decision of the general meeting into the general meeting minutes. The manner of lodging protests is subject to the provisions of point A) section 9 hereof.
11. Each shareholder leaving the general meeting is obliged to present his attendance card used in case of voting by a show of hands and check out at the attendance registration point. If he returns to the general meeting, he shall present the card again and check in at the attendance registration point.
12. The general meeting chairman shall close the debate of the general meeting after exhausting the general meeting agenda.
13. The minutes of the general meeting shall be signed by the general meeting chairman, by the minutes clerk and by the minutes verifiers.

B) Voting method

1. All persons entered in the list of attending shareholders and present at the general meeting in the time when the voting is announced, are entitled to vote, unless the law provides otherwise.
2. The order of voting shall reflect the agenda of the general meeting.

3. Shareholders shall vote by ballot. Each ballot shall state the number assigned to the shareholder, the numerical (bar) code of the voting shareholder, the number of the voting round and the voting indication "PRO" (for), "PROTI" (against), "ZDRŽEL SE" (abstained). During the announced voting round a shareholder may hand in only one ballot (PRO - or PROTI - or ZDRŽEL SE) indicating the number assigned to the shareholder, the numerical (bar) code and the announced number of the voting round. If, within one voting round, a shareholder hands in several ballots bearing the same number assigned to the shareholder, his vote shall be invalid.
4. Each shareholder shall receive ballots upon registration at the general meeting. One share in the nominal value of CZK 500 represents one vote.
5. Voting shall be by a show of hands, if the same is requested by the Board of Directors or, as the case may be, by the Supervisory Board or the chairman of the general meeting, or if the same is decided upon by the general meeting. Each shareholder shall receive an attendance card used in case of voting by a show of hands stating the number of his votes. This card shall be put up upon request of the general meeting chairman, so that scrutineers may count votes.
6. The Board of Directors' proposal, if any, shall be voted upon first. If such proposal is passed by the required majority, other proposals or counterproposals concerning the item shall not be voted upon. Other proposals or counterproposals concerning the same item shall be voted upon in the sequence in which they were lodged. If the general meeting approves any such proposal or counterproposal lodged this way, other proposals or counterproposals shall not be voted upon.
7. Should shareholders vote upon several proposals in one resolution ("en-bloc voting") and should a shareholder fail to agree with any of such proposals, he shall be deemed not to agree with the whole resolution.
8. Amendments to the Articles of Association shall be voted upon en-block. The individual provisions of the Articles of Association affected by the changes amending the hitherto valid Articles of Association will be read verbatim to shareholders at the general meeting.
9. Voting procedure:
 - a) The general meeting chairman shall:
 - establish if the general meeting has a quorum,
 - inform whether the general meeting has a quorum and is capable to adopt resolutions,
 - read, optionally ask for reading, the exact wording of the proposed resolution which is to be voted upon, and announce the required quorum of votes,
 - announce the number of the voting round and the beginning of voting on a specific item of the general meeting agenda.
 - b) Each voter shall cast the relevant ballot in a ballot box prepared by a scrutineer.
10. Should a ballot be lost or should the information printed on a ballot be incorrect, the shareholder shall ask a scrutineer for a substitute ballot. The scrutineer shall have the provision of such new ballot recorded in the minutes.
11. Scrutineers shall take over ballots from the voting shareholders and verify their validity after each voting. A ballot in which it is impossible to ascertain explicitly any of the identification data or which includes a serial number of a voting round different from the one announced shall be deemed invalid. Ballots torn apart, scratched upon or otherwise damaged making thus impossible to ascertain the will contained in them shall also be invalid.
12. Scrutineers shall count votes attached to valid ballots. As soon as they establish that the number of votes required for passing a resolution on the proposed agenda item is reached, they shall notify the preliminary result of the vote to the general meeting chairman who shall present the information to the general meeting. The counting of the remaining votes then continues; the final results are notified to the general meeting at the latest at its closure and shall be indicated in the

general meeting minutes. Should a proposal fail to obtain the number of votes necessary to be carried, the general meeting chairman shall inform the attending shareholders of the next proposal and call them for new voting.

13. If a notarial record is to be made on a decision of the general meeting, the general meeting chairman shall wait until complete results of the vote on the relevant item of the general meeting agenda are known and then announce the final results of the vote. Should a proposal fail to obtain the number of votes necessary to be carried, the general meeting chairman shall inform the attending shareholders of the next proposal and call them for new voting.
14. The final results of the vote on each proposal shall state the information on the number of the valid ballots cast, the number of the shares representing the interest in the Bank to which these votes are attached, the stake in the Bank's registered capital or voting rights represented by these shares, and the total number of the valid ballots cast in favor of the proposal and against the proposal and the number of voters who abstained from voting.
15. Should no submitted proposal or counterproposal with respect to an item of the general meeting agenda be passed, the general meeting chairman shall end discussions on such item.

These Rules of Procedure are valid for the regular general meeting of Komerční banka, a. s., to be held on 29 April 2010.