



**GENERAL MEETING OF KOMERČNÍ BANKA, a. s.,
HELD ON 22 APRIL 2016**

DOCUMENT No. 1

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

A) Acting of shareholders at the General Meeting

1. Shareholders shall exercise their shareholder rights at the general meeting of Komerční banka, a. s., (hereinafter called "the Bank") under the conditions stated in Act No. 90/2012 Sb., the Companies and Cooperatives Act (hereinafter called the "Corporations Act"), Act No. 89/2012 Sb., the Civil Code (hereinafter called the "Civil Code") and the Bank's Articles of Association approved by the general meeting. In accordance with these, they can vote on the items of business on the agenda and request, at the general meeting, explanations regarding matters concerning the Bank or the entities controlled by the Bank if such explanation is necessary to assess the content of an item of business included in the general meeting agenda or to exercise shareholder rights thereat. For the way to file a request for explanation see point 10 hereof.
2. Any shareholder has a right to file at the general meeting proposals for and counterproposals to the election of specific persons to the bodies of the Bank; these may be filed by the shareholder directly at the general meeting. The individuals must meet the requirements set forth by the generally binding legal regulations for the performance of their service. For the way to file proposals at the general meeting see point 10 hereof. The other proposals must be filed in accordance with the Articles of Association in reasonable time prior to the general meeting, however, no later than 10 days prior to the General Meeting. Proposals filed later may be discussed by the general meeting if, in accordance with the Corporations Act, posted on the Bank's website at least 2 days prior to the general meeting as long as the discussion is approved by the general meeting.
3. The proceedings of the general meeting shall be conducted in accordance with the agenda indicated in the published notice of general meeting. Matters not included in the proposed agenda of the general meeting may only be discussed with the consent of all shareholders of the Bank.
4. The General Meeting shall be opened by the convener or a person designated by the latter. He shall preside over the general meeting until the election of the general meeting chairman.
5. In the beginning, the general meeting elects:
 - a general meeting chairman,
 - a minutes clerk,
 - a minutes verifier,
 - persons authorized to count votes (hereinafter called "the scrutineers").
6. The nominations for general meeting chairman, minutes clerk, minutes verifier or verifiers and scrutineers shall be put to the vote together.
7. The general meeting is further conducted by the general meeting chairman who is responsible for its course. Should the general meeting chairman fail to be elected, the general meeting shall be conducted by the convener or the person designated by the latter.
8. The general meeting chairman is obliged to:
 - observe the general meeting agenda,
 - respect the provisions of these Rules of Order and of Voting, the Bank's Articles of Association, the Civil Code, the Corporations Act, the Banking Act and the Act Providing for Business Undertaking in the Capital Market, and to decide on all controversial issues connected with the

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general meeting proceedings, unless a specific decision falls under the powers of another body of the company;

- conduct the voting in a manner allowing taking notarized minutes including all elements required by the law where it is necessary to take notarized minutes of a decision of the general meeting;
- make sure that shareholders respect the ten-minute time limit to present their proposals;
- present to shareholders any duly submitted proposals or counter-proposals before voting on a specific item of business on the general meeting agenda;
- present to shareholders any proposals or counter-proposals delivered after the deadline for filing proposals (counter-proposals) before voting on a specific item of business on the general meeting agenda; such proposals or counter-proposals may be discussed subject to fulfillment of the conditions stated in point 2 hereof as long as the general meeting expresses consent thereon;
- make the general meeting vote on the postponement of matters included in the general meeting agenda to the next general meeting if a shareholder files such proposal through the information center before the vote on an item (or items) of business on the agenda which is to be postponed to the next general meeting.

9. The general meeting chairman is entitled to:

- suspend the general meeting discussions for the indispensable time and announce breaks necessary to allow due assertion of shareholder rights and ensuring order at and correct course of the general meeting,
- adopt procedural decisions applying to the proceedings of the general meeting, unless a specific decision falls under the powers of the general meeting;
- present a proposal or counterproposal or, as the case may be, a request for explanation, filed by a shareholder in writing;
- organize the election of the general meeting officers listed in point 5 should any of them stop performing his function in the course of the general meeting.

10. Shareholders shall file their proposals, counterproposals and requests for explanation that may be filed at the general meeting to the general meeting chairman either in writing or orally. If filed in writing, they shall be turned in at the information centre. The information as to whether they are lodging a proposal, counterproposal or request for explanation needs to be indicated in the header. 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. Unless the general meeting chairman finds out that the proposal, counterproposal or request has been filed by a qualified person, it will not be discussed. Any person lodging an oral proposal, counterproposal or request for explanation 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 who is an individual. If needed and if requested by the general meeting chairman, he shall also indicate his permanent address. If the shareholder is a legal entity, he shall indicate his first name and surname, the trade name or name of the business person and the 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.

11. The general meeting chairman is obliged to arrange for an explanation by the board of directors of the requests for explanation lodged hereunder. 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 Corporations Act.

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12. A shareholder, a member of the Board of Directors or of the Supervisory Board, has the right to ask the minutes clerk to include a protest concerning a decision of the general meeting in the general meeting minutes. The way to lodge protests is governed by the provisions of part A) section 10 hereof.
13. Each shareholder leaving the general meeting is obliged to present his attendance card and check out at the attendance registration center. If he returns to the general meeting, he shall present the card and check in at the attendance registration center again.
14. The general meeting chairman shall close the debate of the general meeting after exhausting the general meeting agenda.
15. The minutes of the general meeting shall be signed by the minutes clerk and by the chairman of the general meeting, or the convener and the minutes verifier.

B) Voting arrangements

1. All persons entered in the list of attending shareholders and present at the general meeting at the time when the vote is announced are entitled to vote, unless a legal regulation or the Articles of Association based on a legal regulation provide otherwise.
2. The order of voting shall correspond with the general meeting agenda.
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 only hand in 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 turns in several ballots bearing the same number assigned to the shareholder, his vote shall be invalid; this shall not apply to the vote on the persons listed in part A 5 above in which case the vote shall be invalid if he turns in more than five ballots.
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. The proposal of the Board of Directors shall be put to the vote first. If carried, other proposals shall not be put to the vote. Other proposals shall be voted upon in the sequence in which they were filed.
6. Shareholders shall vote on any amendments to the Articles of Association en bloc.
7. Voting procedure:
 - a) The general meeting chairman shall:
 - establish whether the general meeting has a quorum,
 - inform whether the general meeting has a quorum and is capable to adopt resolutions,
 - read or, as the case may be, ask for reading, the exact wording of the proposed resolution that is put to the vote, and announce the required quorum of votes,
 - announce the number of the voting round and the beginning of the vote 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.

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8. 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.
9. Scrutineers shall take over ballots from the voting shareholders and verify their validity after each vote. Any ballot failing to provide clear reading of the identification data or stating a serial number of the voting round other than the one announced shall be invalid. Ballots torn apart, scratched upon or otherwise damaged making thus impossible to ascertain the will contained in them shall also be invalid.
10. 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 item of business 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 invite them to vote again.
11. If a general meeting decision is to be notarized, the general meeting chairman shall wait for the final count of the results of the vote on the specific item of business of the general meeting and then announce the final results of the vote. Should the 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 invite them to vote again.
12. 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.
13. Should no submitted proposal or counterproposal with respect to an item of business be carried, the general meeting chairman shall close the discussions on such item.

These Rules of Order apply to the proceedings of the regular general meeting of Komerční banka, a. s., to be held on 22 April 2016.