



14 Svetog Save Street
11000 Belgrade
Registration No. 07737068
Activity code: 06419

Pursuant to Article 73 of the Law on Banks, 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 (revised text) and in accordance with the Decision on Convening a Regular General Meeting of Shareholders of Komercijalna Banka AD Beograd, passed by the Board of Directors of Komercijalna Banka AD Beograd at the 4th session held on 29.04.2015, we hereby extend 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 referred to as “the GMS” and “the Bank”) will be held on **04.06.2015**, in Belgrade, 14 Svetog Save Street, starting at **12:00h**.

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

DRAFT AGENDA

1. DECISION ON RELEASE FROM DUTY AND APPOINTMENT OF THE CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD BEOGRAD
2. ANNUAL REPORT OF THE BANK FOR 2014:
 - a. DECISION ON ADOPTION OF THE ANNUAL REPORT OF THE BANK FOR THE YEAR 2014
 - b. DECISION ON ADOPTION OF THE REGULAR FINANCIAL STATEMENTS OF THE BANK FOR THE YEAR 2014, WITH THE OPINION OF THE EXTERNAL AUDITOR
 - c. DECISION ON DISTRIBUTION OF PROFIT FROM 2014 AND RETAINED ACCUMULATED PROFIT FROM PREVIOUS YEARS

II

Items of the draft agenda is voted upon by shareholders – owners of ordinary shares – the total number of ordinary shares on the day the Board of Directors passed the Decision on convening a regular GMS of Komercijalna Banka AD Beograd is 16,817,956.

The GMS passes decisions on proposed items of the agenda in the following manner:

1. DECISION ON RELEASE FROM DUTY AND APPOINTMENT OF THE CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS OF KOMERCIJALNA BANKA AD BEOGRAD - by majority of votes of the total number of votes of ordinary shares
2. ANNUAL REPORT OF THE BANK FOR 2014:
 - a. DECISION ON ADOPTION OF THE ANNUAL REPORT OF THE BANK FOR 2014 - by majority of votes of the total number of votes of ordinary shares
 - b. DECISION ON ADOPTION OF THE REGULAR FINANCIAL STATEMENTS OF THE BANK FOR THE YEAR 2014, WITH THE OPINION OF THE EXTERNAL AUDITOR - by majority of votes of the total number of votes of ordinary shares

- c. DECISION ON DISTRIBUTION OF PROFIT FROM 2014 AND RETAINED ACCUMULATED PROFIT FROM PREVIOUS YEARS - by 67% of votes out 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 15.05.2015. The Bank is obliged to post the proposal for supplements to the GMS agenda on its internet website 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 published in the same manner this invitation to the GMS has been published, 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 25/05/2015 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 regular 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 30/04/2015 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's 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 the law which regulates notarization of signatures and shall be sent to the email: izvršni.odbor@kombank.com at latest 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 at +381 11 344-0033 at latest prior to the day of the regular 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

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: izvršni.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 postal vote. A postal vote form has been published together with this Invitation and can be

downloaded from the Bank's website www.kombank.com. A completed postal vote form has to be submitted to the Bank by the start of the GMS, at the latest. The postal vote is sent 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, such a fact and reason for denial will be entered into the minutes of the session.

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. **25.05.2015**, 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 and remains posted there continuously from 30.04.2015 until 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

Deputy President of the Executive Board
Dragan Santovac

President of the Executive Board
Ivica Smolić