



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

Pursuant to Article 73 of the Law on Banks, Article 335 and 352 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 Repeat Regular General Meeting of Shareholders of Komercijalna Banka AD Beograd, passed by the Board of Directors of Komercijalna Banka AD Beograd at the 27<sup>th</sup> session held on 15.12.2016, we hereby extend this

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

**I**

The repeat regular General Meeting of Shareholders of Komercijalna Banka AD Beograd (hereinafter referred to as “the GMS” and “the Bank”) will be held on **29.12.2016** in Belgrade, 14, Svetog Save Street, and will begin **at 15:00 hours**.

The repeat session of the General Meeting of Bank’s Shareholders shall decide on the same items of the agenda established for the session that was adjourned:

1. Decision on Adoption of 2016 Business Plan Revision
2. Decision on Adoption of the Strategy and Business Plan for the Period 2017 – 2019

**II**

Items of the draft agenda are 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 repeat 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

Items of the draft agenda is voted upon by shareholders – owners of ordinary shares – the total number of ordinary shares on the day when this Decision has been passed is 16,817,956.

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

1. DECISION ON ADOPTION OF 2016 BUSINESS PLAN REVISION - by a majority of the total number of votes of ordinary shareholders
2. DECISION ON ADOPTION OF THE STRATEGY AND BUSINESS PLAN FOR THE PERIOD 2017 – 2019 - by a majority of the total number of votes of ordinary shareholders

**III**

The cut-off date for identification of Shareholders that was in effect for the regular session of the GMS, which was adjourned, (**Cut-off date for identification of shareholders on 21.11.2016**) shall remain in effect for the repeat regular Session of the General Meeting of Shareholders.

Shareholders with at least 1% of voting shares on the cut-off date for the identification of shareholders, i.e. on **21/11/2016** are entitled to exercise their voting right directly (personally or via a proxy) at the repeat regular GMS.

Shareholders that own fewer voting shares than the number specified in the paragraph above have the right to participate in the repeat 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 **16/12/2016** 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 law which regulates notarization of signatures and shall be sent to the email: [izvršni.odbor@kombank.com](mailto:izvršni.odbor@kombank.com) at latest prior to the day of the repeat 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 repeat 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](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) .

The Powers of Attorney provided for the adjourned session shall remain in effect for the repeat regular Session of the GMS.

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/absentee ballot. A postal vote form 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 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 repeat regular GMS is compiled on the cut-off date for the identification of shareholders i.e. **21.11.2016**, 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 remains posted there continuously from **16.12.2016** 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**

**Dejan Tešić, PhD**

**Deputy President of the Executive Board**

**Sladana Jelić**