



KOMERCIJALNA BANKA AD BEOGRAD

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

Belgrade, 27.06.2019

Pursuant to Article 73 of the Law on Banks, Article 335 and 373 of the Company Law, Article 65 of the Law on Capital Market, Article 18 and Article 27 of the Articles of Association of Komercijalna Banka AD Beograd and in accordance with the Decision on Convening Extraordinary General Meeting of Shareholders of Komercijalna Banka AD Beograd, passed by the Board of Directors of Komercijalna Banka AD Beograd at the 5th session held on 27.06.2019, we hereby extend this

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

I

The extraordinary General Meeting of Shareholders of Komercijalna Banka AD Beograd (hereinafter referred to as "the GMS" and "the Bank") will be held on 23.07.2019 in Belgrade, 14 Svetog Save Street, starting at 12:00h.

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

DRAFT AGENDA

1. DECISION ON RELEASE FROM DUTY OF A MEMBER OF KOMERCIJALNA BANKA AD BEOGRAD BOARD OF DIRECTORS
2. DECISION ON APPOINTMENT OF A MEMBER OF KMERCIJALNA BANKA AD BEOGRAD BOARD OF DIRECTORS
3. DECISION ON PROVIDING POSITIVE OPINION ON PERFORMING OTHER PUBLIC FUNCTION BY A MEMBER OF THE BOARD OF DIRECTORS

Items of the draft agenda is voted upon by shareholders – owners of ordinary shares – the total number of ordinary shares on the day of passing this decision is 16.817.956

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

1. DECISION ON RELEASE FROM DUTY OF A MEMBER OF KOMERCIJALNA BANKA AD BEOGRAD BOARD OF DIRECTORS – by majority of the total number of votes attached to ordinary shares
2. DECISION ON APPOINTMENT OF A MEMBER OF KMERCIJALNA BANKA AD BEOGRAD BOARD OF DIRECTORS – by majority of the total number of votes attached to ordinary shares
3. DECISION ON PROVIDING POSITIVE OPINION ON PERFORMING OTHER PUBLIC FUNCTION BY A MEMBER OF THE BOARD OF DIRECTORS – by majority of the total number of votes attached to ordinary shares

II

The Invitation for the Extraordinary General Meeting of Shareholders shall be forwarded to the Bank's shareholders holding such status as of the date this Decision is rendered, by announcing such invitation on the Bank's Internet presentation continuously over the period from 02.07.2019, inclusive of the date scheduled for the General Meeting of Shareholders to be held, as well as on the website of the register of economic entities and on the website of the Central Registry and on the website of Belgrade Stock Market (www.belex.rs) until the date the meeting is held.

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 10 days prior to the extraordinary GMS, i.e. no later than 13.07.2019. 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 337, paragraph 3 of the Company Law.

If the Board of Directors does not accept the proposal for supplement to the agenda or the proposal for different decisions as to the proposed items of the agenda within three days starting from the date of receiving the proposal for supplement, in accordance with the Article 337 of the Company Law, the applicant of such proposal shall be entitled to demand for the competent court to order the Bank to include in the agenda of the GMS meeting the newly proposed items, in the extra-judicial proceedings pursuant to the Article 338, paragraph 1 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 13.07.2019 are entitled to exercise their voting right directly (personally or via a proxy) at the extraordinary 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 02.07.2019 until the day of the extraordinary 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. 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 the shareholder gives the power of attorney electronically, it must also be signed with a qualified electronic signature in accordance with the law regulating the electronic signature and sent to the e-mail address: izvrsni.odbor@kombank.com no later than the day of the extraordinary session of the GMS.

A shareholder who does not submit a power of attorney electronically, shall forward a copy of the power of attorney to the head office of the Bank, in Belgrade, Svetog Save 14 or at fax +381 11 344-0033 no later than the date of the GMS session.

A shareholder's proxy must have an original copy of the power of attorney at the session of the GMS.

The form of the Power of Attorney is published together with this invitation and can be downloaded on the Bank's website 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, and an electronic version of the power of attorney form shall be sent upon receiving a request to the email: 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 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, Executive Board Support Unit/Služba podrške Izvršnom odboru, Svetog Save 14, 11000 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 the respective item 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) that 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.

In case the GMS decision was made regarding the question asked and denied answer, the shareholder who was denied the answer to his question, and who stated for the minutes that he was of the opinion the answer to his question had been unreasonably denied, shall be entitled to demand for the competent court to order the Bank to submit the answer to the question asked within eight days.

IV

A list of shareholders of the Bank who are entitled to participate in the extraordinary GMS is compiled on the cut-off date for the identification of shareholders i.e. 13.07.2019 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

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

Miroslav Perić, PhD

PRESIDENT
OF THE EXECUTIVE BOARD

Vladimir Medan, PhD