



KOMERCIJALNA BANKA AD BEOGRAD

# DECISION

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determining the draft decision of the General Meeting of the Bank's Shareholders on amendments and supplements to the Articles of Association of Komercijalna banka AD Beograd





Number: 21410/4  
Belgrade, 05.01.2021

Pursuant to Article 73 of the Law on banks and Article 27 of the Articles of Association of Komercijalna banka AD Beograd, at its 1. meeting, held on 05.01.2021, the Board of Directors of Komercijalna banka AD Beograd passed the following:

## DECISION

1. The draft Decision of the General Meeting of the Bank's Shareholders on Amendments and Supplements to the Articles of Association of Komercijalna banka AD Beograd is established so as to read:

"

### Article 1

Articles of Association of Komercijalna banka ad Beograd (revised text) number 18100, which were established by the Executive Board of Komercijalna banka AD Beograd on 06.07.2017, with the Decision on Amendments and Supplements to the Articles of Association by the General Meeting of Shareholders of Komercijalna banka AD Beograd number 16430/1 of 18.12.2019 (hereinafter: Articles of Association), are amended as established by this Decision.

### Article 2

In Article 6, after the paragraph 2, paragraph 3 is added, which reads as follows:

"Before passing a decision on establishing or terminating the work of the organizational unit abroad, the Executive Board of the Bank should obtain a prior approval from the Bank's Board of Directors."

### Article 3

In Article 10, after the words: "which lays down the organization of the Bank and", words "the classification of jobs" are replaced with words: "which is passed by the Board of Directors of the Bank".

### Article 4

In Article 11, after the words: "General by-law", the words: "referred to in the previous Article" are replaced with words: "which regulates the job classification in the Bank, and which is passed by the Executive Board,"

### Article 5

In Article 12, in paragraph 2, after the words: "the committees", a comma is added and the words: "or bodies" and the words: "those committees" are replaced with a word: "their".

### Article 6

In Article 14, paragraph 1, item 9, the words: "any activity that would result in a change in the control of a banking group member" shall be deleted.

In Article 14, paragraph 1, Item 12 is deleted.

The present Item 13 shall become Item 12.

#### Article 7

In Article 14, paragraph 2, the percentage: "5%", is replaced with the percentage: "30%".

#### Article 8

In Article 21, paragraph 1, after the words: "Chairperson of the General Meeting of Shareholders", instead of full stop, a comma is added and the words: "who is elected by the GMS at every meeting."

In the same Article, paragraphs 2-4 are deleted.

#### Article 9

In Article 25, in paragraphs 4 and 5, the words: "from paragraph 1" are replaced with the words: "from paragraph 2".

In Article 25, the last sentence in paragraph 5, shall become paragraph 6.

#### Article 10

In Article 27, paragraph 1, in Item 21, after the words: "receivables" the words are added: "above the amount the Executive Board decides on".

#### Article 11

In Article 30, paragraph 1 is amended so as to read as follows:

"The Bank's Executive Board shall consist of, at least three members, one of whom is the President of the Executive Board and another the Deputy President of the Executive Board."

#### Article 12

In Article 33, paragraph 1, after the words: "consist" the word is added: "at least" and after the words: "of whom" the word "at least" is added.

In the same Article, in paragraph 2, at the beginning of the sentence the word "at least" is added.

#### Article 13

In Article 38, Paragraph 2, after the words "shall consist of", the word "at least" is added and instead of a full stop at the end of the Paragraph, a comma is added and the words: "but the number of members has to be odd".

#### Article 14

Article 67 is amended so as to read as follows:

"Amendments and supplements to the Articles of Association become effective on the eighth day from the date

they are posted on the Bank's webpage or from the date the National Bank of Serbia grants its approval, if that is the later date.

These Articles of Association include the Articles of Association of Komercijalna banka AD Beograd (revised text) number 18100 established by the Executive Board of Komercijalna banka AD Beograd on 06.07.2017, amendments and supplements to the Articles of Association of 18.12.2019, amendments and supplements to the Articles of Association of 28.01.2021."

#### Article 15

Other provisions of the Articles of Association remain unchanged.

#### Article 16

The Executive Board of the Bank is hereby authorized to establish the revised text of the Articles of Association.

#### Article 17

This Decision shall enter into force on the eighth day from the day of its publication on the Bank's website, or from the day of obtaining the approval from the National Bank of Serbia, if it is a later date."

- 2) It is proposed that the General Meeting of the Bank's Shareholders adopt the proposal from Item 1) of this decision.
- 3) This Decision shall enter into force on the day of its adoption.

CHAIRPERSON OF THE BOARD OF DIRECTORS

Archibald Kremser