



# KB

## GENERAL SHAREHOLDERS' MEETING OF KOMERČNÍ BANKA, a.s., HELD ON 24 APRIL 2013

Komerční banka, a.s. <http://www.kb.cz/en>

Prague 1, Na Příkopě 33, building identification number 969, Post Code 114 07

Identification No.: 45 31 70 54

incorporated in the Commercial Register maintained with the Municipal Court in Prague, section B, insert 1360

Disclosed on 25<sup>th</sup> April 2012

Pursuant Act No. 256/2004 Coll. section 120b (2), Komerční banka, a.s. discloses obligatory published information – Results of the voting on resolutions proposed to general meeting:

### **Results of the voting on the resolutions proposed to the general meeting of Komerční banka, a.s.**

#### **AGENDA ITEM 2: APPROVAL OF THE RULES OF ORDER AND OF VOTING OF THE GENERAL MEETING, ELECTION OF GENERAL MEETING CHAIRMAN, MINUTES CLERK, MINUTES VERIFIERS AND SCRUTINEERS**

##### **Resolution No. 1**

The general meeting approves the Rules of Order and the Rules of Voting of the general meeting of Komerční banka, a.s., in accordance with the proposal submitted by the Board of Directors.

The number of valid votes cast was 30,942,927. These votes were attached to 30,942,927 shares representing 81.92 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

30,935,147 of the valid votes cast were for the proposal representing 99.971193 per cent of the votes present. None of the valid votes cast was against the proposal representing 0 per cent of the votes present. 7,780 of the votes cast abstained on this proposal representing 0.025142 per cent of the votes present.

##### **Resolution No. 2**

The general meeting elects:

Mr. Pavel Henzl as chair of the general meeting,

Ms. Marcela Ulrichová as minutes clerk,

Ms. Marie Bartošová and Mr. Jaroslav Hoch as minutes verifiers, and

Mr. Antonín Králík and Mr. Václav Novotný as scrutineers.

The number of valid votes cast was 30,938,377. These votes were attached to 30,938,377 shares representing 81.91 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

30,929,935 of the valid votes cast were for the proposal representing 99.954350 per cent of the votes present. None of the valid votes cast was against the proposal representing 0 per cent of the votes present. 8,442 of the votes cast abstained on this proposal representing 0.027281 per cent of the votes present.

#### **AGENDA ITEM 3: APPROVAL OF THE BOARD OF DIRECTORS' REPORT ON THE BANK'S BUSINESS ACTIVITIES AND ON THE STATE OF ITS ASSETS AND LIABILITIES FOR THE YEAR 2012; DISCUSSION OVER THE EXPLANATORY REPORT ON MATTERS UNDER S. 118 (5) (A) – (K) OF ACT NO. 256/2004 COLL., THE ACT PROVIDING FOR BUSINESS UNDERTAKING IN THE CAPITAL MARKET AS AMENDED**

##### **Resolution No. 3**

The general meeting approves the Board of Directors' report regarding the Bank's business activities and the state of its assets and liabilities for the year 2012 submitted and presented by the Board of Directors.

The number of valid votes cast was 29,283,136. These votes were attached to 29,283,136 shares representing 77.53 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,275,202 of the valid votes cast were for the proposal representing 99.961279 per cent of the votes present. 84 of the valid votes cast was against the proposal representing 0.000287 per cent of the votes present. 7,850 of the votes cast abstained on this proposal representing 0.026804 per cent of the votes present.

**AGENDA ITEM 4: DISCUSSION ABOUT THE ANNUAL FINANCIAL STATEMENTS WITH THE PROPOSAL FOR THE DISTRIBUTION OF PROFIT FOR THE YEAR 2012, AND ABOUT THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2012**

Shareholders shall vote on the aforementioned matters when dealing with items 7, 8 and 9 of the general meeting agenda. The draft resolutions are included in these items.

**AGENDA ITEM 5: SUPERVISORY BOARD'S POSITION ON THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR 2012, ON THE PROPOSAL FOR THE DISTRIBUTION OF PROFIT FOR THE YEAR 2012, AND ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2012; SUPERVISORY BOARD'S REPORT ON THE RESULTS OF ITS SUPERVISORY ACTIVITY; AND SUPERVISORY BOARD'S POSITION ON THE BOARD OF DIRECTORS' REPORT ON RELATIONS AMONG RELATED ENTITIES IN ACCORDANCE WITH S. 66A (9) OF ACT NO. 513/1991 COLL., THE COMMERCIAL CODE AS AMENDED**

This position is not subject to vote.

**AGENDA ITEM 6: AUDIT COMMITTEE'S REPORT ON THE RESULTS OF ITS ACTIVITY**

This report is not subject to vote.

**AGENDA ITEM 7: APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR 2012**

**Resolution No. 4**

The general meeting approves the Annual Financial Statements of Komerční banka, a. s., for the year 2012 in the wording contained in the Annual Report of Komerční banka, a. s., for the year 2012.

The number of valid votes cast was 29,279,494. These votes were attached to 29,279,494 shares representing 77.52 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,267,768 of the valid votes cast were for the proposal representing 99.957135 per cent of the votes present. 69 of the valid votes cast was against the proposal representing 0.000236 per cent of the votes present. 11,657 of the votes cast abstained on this proposal representing 0.039812 per cent of the votes present.

**AGENDA ITEM 8: DECISION ON THE DISTRIBUTION OF PROFIT FOR THE YEAR 2012**

**Resolution No. 5**

The general meeting decided to distribute the profit of Komerční banka, a. s., for the year 2012 in the total amount of CZK 12,247,540,349.08 as follows:

Dividends	CZK 8,742,265,960.00
Retained earnings	CZK 3,505,274,389.08

The amount of the dividend per share is equal to CZK 230 before tax. The dividend can be claimed by each shareholder holding a share of Komerční banka, a. s., with ISIN CZ0008019106 as of 17 April 2013. The dividend shall be due on 27 May 2013.

The general meeting decided that the part of the profit for the year 2012 reserved for the dividend corresponding to the treasury shares held by Komerční banka, a. s., and by the companies controlled by Komerční banka, a. s., would be transferred to the retained earnings account. The amount of this part of the profit will be determined based on the number of the treasury shares held by Komerční banka, a. s., and by the companies controlled by Komerční banka, a. s., on the record date; that is, on 17 April 2013.

The number of valid votes cast was 29,278,014. These votes were attached to 29,278,014 shares representing 77.51 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,267,106 of the valid votes cast were for the proposal representing 99.954874 per cent of the votes present. 647 of the valid votes cast was against the proposal representing 0.002210 per cent of the votes present. 10,261 of the votes cast abstained on this proposal representing 0.035044 per cent of the votes present.

**AGENDA ITEM 9: APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2012**

**Resolution No. 6**

The general meeting approves the Consolidated Financial Statements of Komerční banka, a. s., for the year 2012 in the wording contained in the Annual Report of Komerční banka, a. s., for the year 2012.

The number of valid votes cast was 29,279,494. These votes were attached to 29,279,494 shares representing 77.52 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,267,768 of the valid votes cast were for the proposal representing 99.957108 per cent of the votes present. None of the valid votes cast was against the proposal representing 0.000000 per cent of the votes present. 11,726 of the votes cast abstained on this proposal representing 0.040047 per cent of the votes present.

#### **AGENDA ITEM 10: CHANGES IN THE COMPOSITION OF THE SUPERVISORY BOARD**

##### **Resolution No. 7:**

The general meeting elects Mr. Laurent Goutard, born on 13 May 1961, residing at 15 Ter rue de Tourville, 78100, Saint Germain en Laye, French Republic, as a member of the Supervisory Board with effect from 1 May 2013.

The number of valid votes cast was 29,278,475. These votes were attached to 29,278,475 shares representing 77.52 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,127,860 of the valid votes cast were for the proposal representing 99.481932 per cent of the votes present. 20,383 of the valid votes cast was against the proposal representing 0.069615 per cent of the votes present. 130,232 of the votes cast abstained on this proposal representing 0.444788 per cent of the votes present.

##### **Resolution No. 8:**

The general meeting elects Mr. Petr Laube, born on 8 July 1949, residing at Prague 5, Košíře, Kvapilova 958/9, as a member of the Supervisory Board with effect from 1 May 2013.

The number of valid votes cast was 29,278,480. These votes were attached to 29,278,480 shares representing 77.52 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,056,856 of the valid votes cast were for the proposal representing 99.239428 per cent of the votes present. 91,521 of the valid votes cast was against the proposal representing 0.312577 per cent of the votes present. 130,103 of the votes cast abstained on this proposal representing 0.444348 per cent of the votes present.

##### **Resolution No. 9:**

The general meeting elects Mr. Jean-Luc André Joseph Parer, born on 16 April 1954, residing at Paris, Square Henri Delormel 6, 75014, French Republic, as a member of the Supervisory Board with effect from 25 April 2013.

The number of valid votes cast was 29,278,564. These votes were attached to 29,278,564 shares representing 77.52 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,128,093 of the valid votes cast were for the proposal representing 99.482728 per cent of the votes present. 20,368 of the valid votes cast was against the proposal representing 0.069564 per cent of the votes present. 130,103 of the votes cast abstained on this proposal representing 0.444348 per cent of the votes present.

##### **Resolution No. 10:**

The general meeting elects Mr. Giovanni Luca Soma, born on 21 August 1960, residing at Paris, 104 Rue du Faubourg Saint Honoré, 75008, French Republic, as a member of the Supervisory Board with effect from 1 May 2013.

The number of valid votes cast was 29,278,564. These votes were attached to 29,278,564 shares representing 77.52 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,125,258 of the valid votes cast were for the proposal representing 99.473045 per cent of the votes present. 23,119 of the valid votes cast was against the proposal representing 0.078960 per cent of the votes present. 130,187 of the votes cast abstained on this proposal representing 0.444635 per cent of the votes present.

#### **AGENDA ITEM 11: CHANGES IN THE COMPOSITION OF THE AUDIT COMMITTEE**

##### **Resolution No. 11:**

The general meeting elects Mr. Petr Laube, born on 8 July 1949, residing at Prague 5, Košíře, Kvapilova 958/9, as a member of the Audit Committee with effect from 30 April 2013.

The number of valid votes cast was 29,278,564. These votes were attached to 29,278,564 shares representing 77.52 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

28,685,998 of the valid votes cast were for the proposal representing 97.972817 per cent of the votes present. 538,899 of the valid votes cast was against the proposal representing 1.840530 per cent of the votes present. 53,667 of the votes cast abstained on this proposal representing 0.183292 per cent of the votes present.

**Resolution No. 12:**

The general meeting elects Mr. Jean-Luc André Joseph Parer, born on 16 April 1954, residing at Paris, Square Henri Delormel 6, 75014, French Republic, as a member of the Audit Committee with effect from 25 April 2013.

The number of valid votes cast was 29,278,292. These votes were attached to 29,278,292 shares representing 77.51 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

28,688,826 of the valid votes cast were for the proposal representing 97.983737 per cent of the votes present. 453,476 of the valid votes cast was against the proposal representing 1.548801 per cent of the votes present. 135,990 of the votes cast abstained on this proposal representing 0.464460 per cent of the votes present.

**Resolution No. 13:**

The general meeting elects Mr. Giovanni Luca Soma, born on 21 August 1960, residing at Paris, 104 Rue du Faubourg Saint Honoré 75008, French Republic, as a member of the Audit Committee with effect from 25 April 2013.

The number of valid votes cast was 29,278,300. These votes were attached to 29,278,300 shares representing 77.51 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

28,685,670 of the valid votes cast were for the proposal representing 97.972958 per cent of the votes present. 453,560 of the valid votes cast was against the proposal representing 1.549088 per cent of the votes present. 139,070 of the votes cast abstained on this proposal representing 0.474979 per cent of the votes present.

**AGENDA ITEM 12: DECISION ON THE ACQUISITION OF THE BANK'S TREASURY STOCK****Resolution No. 14:**

The general meeting consents to the acquisition of the Bank's ordinary treasury shares under the following conditions:

- The maximum amount of shares that can be held by the Bank at any specific moment shall be 3,800,985 pieces of ordinary shares representing the total nominal value of CZK 1,900,492,500.
- The share purchase value must be at least CZK 1 a piece and at most CZK 6,000 a piece.
- The Bank may acquire shares for the period of 18 months.
- Shares may not be acquired by the Bank should such acquisition breach the conditions stipulated in S. 161a (1) (b), (c) and (d) of the Commercial Code.
- For the term of validity of this consent, the Bank may buy and sell shares repeatedly without any further restrictions.

The number of valid votes cast was 29,278,216. These votes were attached to 29,278,216 shares representing 77.51 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

29,246,487 of the valid votes cast were for the proposal representing 99.888371 per cent of the votes present. 20,053 of the valid votes cast was against the proposal representing 0.068489 per cent of the votes present. 11,676 of the votes cast abstained on this proposal representing 0.039878 per cent of the votes present.

**AGENDA ITEM 13: APPOINTMENT OF A STATUTORY AUDITOR TO MAKE THE STATUTORY AUDIT****Resolution No. 15:**

The general meeting appoints the company Ernst & Young Audit, s.r.o., with its registered office at Karlovo náměstí 10, Prague 2, postal code 120 00, as the external auditor of Komerční banka, a. s., for the year 2013.

The number of valid votes cast was 29,277,720. These votes were attached to 29,277,720 shares representing 77.51 per cent of the registered capital of Komerční banka, a. s., reduced by shares in the nominal value of CZK 119,336,000 which can not be used to exercise voting rights.

28,801,292 of the valid votes cast were for the proposal representing 98.369533 per cent of the votes present. 88,213 of the valid votes cast was against the proposal representing 0.301288 per cent of the votes present. 388,215 of the votes cast abstained on this proposal representing 1.325931 per cent of the votes present.