

NOTICE OF GENERAL MEETING

The Management Board of MONETA Money Bank, a.s., ID number: 256 72 720, with its registered office at Prague 4 - Michle, Vyskočilova 1422/1a, Post Code: 140 28, registered in the Commercial Register maintained by the Municipal Court in Prague under file No. B 5403, **hereby convenes a General Meeting of MONETA Money Bank, a.s. to be held on 26 October 2017 at 10 a.m. in the building of Social Center Bethany (*Společenské centrum Bethany*) at Za Brumlovkou 1519/4, Prague 4, Post Code: 140 00.**

A. AGENDA OF THE GENERAL MEETING

Opening of the General Meeting

1. Adoption of Rules of Procedure of the General Meeting
2. Election of the Chairman of the General Meeting, the Minutes Clerk, the Minutes Verifiers and the Scrutineers
3. Election of members of the Supervisory Board
4. Election of a member of the Audit Committee
5. Approval of an internal regulation concerning remuneration of members of the Supervisory Board and a template agreement on performance of function of a member of the Supervisory Board
6. Approval of an internal regulation concerning remuneration of members of the Audit Committee and a template agreement on performance of function of a member of the Audit Committee

Closing of the General Meeting

B. RECORD DATE FOR PARTICIPATION AT THE GENERAL MEETING

The record date for shareholders to be entitled to participate at the General Meeting shall be 19 October 2017 (Thursday). Only the shareholder listed in an excerpt from the registry of the book-entry shares of MONETA Money Bank, a.s. (ISIN: CZ0008040318) as at the stated record date shall be entitled to participate at the General Meeting and exercise their shareholder rights at the General Meeting (including the right to vote).

C. PARTICIPATION AT THE GENERAL MEETING

(i) Registration and representation of shareholders at the General Meeting

Shareholders may participate at the General Meeting in person or through a proxy holder on the basis of a power of attorney (hereinafter the "**proxy**") or through a person registered in the registry of the book-entry shares of MONETA Money Bank, a.s. as an administrator or as a person authorised to exercise rights attached to the book-entry shares of MONETA Money Bank, a.s. (hereinafter the "**shares administrator**"), acting as shareholder's representatives.

(a) Representation on the basis of a power of attorney

Each shareholder may grant a power of attorney to an individual or to a legal entity to authorise the individual or legal entity to represent the shareholder at the General Meeting as a proxy and exercise his shareholder rights, including the right to vote on the shareholder's behalf. The power of attorney must be in writing with a notarised signature of the shareholder – principal and must show whether it may be used by the proxy to represent the principal at one or more General Meetings. Members of the Supervisory Board and the Audit Committee cannot be appointed as a shareholder's proxy.

To this end, a form of a power of attorney which may be used by shareholders for this purpose is available on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting>. The form of power of attorney is also available in a paper form at the registered office of MONETA Money Bank, a.s. on business days from 9 a.m. to 5 p.m. Each shareholder may request the sending of the form of power of attorney at his expense and risk in a paper form or by

electronic means; the request must be submitted by e-mail addressed to valnahromada@moneta.cz or by mail addressed to the registered office of MONETA Money Bank, a.s.

Each shareholder has the right to notify MONETA Money Bank, a.s. in the Czech, Slovak or English language, of a granted power of attorney for his representing at the General Meeting, as well as, of recalling of a power of attorney by the principal, by means of electronic mail addressed to the e-mail address valnahromada@moneta.cz; such electronic notification must be furnished with a guaranteed electronic signature established on the basis of a qualified certificate issued by an accredited certification service provider and has to be accompanied by a readable electronic copy of the power of attorney, or, as the case may be, the recall of the power of attorney, with a notarised signature of the shareholder – principal in the PDF form (Portable Document Format) that will allow MONETA Money Bank, a.s. to review the fulfilment of all legal requirements of the delivered power of attorney, or, as the case may be, the recall of the power of attorney.

If the shareholder is a legal entity, the electronic notification of a granted power of attorney has to be accompanied by a readable electronic copy of an original or a certified copy of an excerpt from the relevant public register (not older than three (3) months) or another document (not older than three (3) months) confirming the right of the persons signing the power of attorney to act on behalf of the shareholder – legal entity. Requirements for superlegalisation, authentication (Apostille) and an official translation of documents executed abroad or in the foreign languages mentioned in point C.(i)(b) of this notice below shall also apply to documents of which electronic copies are to be sent to MONETA Money Bank, a.s. as attachment to the notification of a granted power of attorney. If the attached electronic copies of the required documents are not sufficiently readable or the notification of a granted power of attorney is in other respects defective, MONETA Money Bank, a.s. is entitled, but not obligated, to request the shareholder to remedy such defects; the request shall be sent by MONETA Money Bank, a.s. to the e-mail address of the shareholder, from which the notification of a granted power of attorney has been sent. The communication of an electronic notification of a granted power of attorney to MONETA Money Bank, a.s. above does not affect the duty of the proxy to hand in an original (or a certificated copy) of the power of attorney and of other documents listed in point C.(i)(b) of this notice upon registration at the General Meeting.

(b) Registration of shareholders and their proxies at the General Meeting

A registration of shareholders, or their proxies, will commence in the venue of the General Meeting at 8 a.m. Upon the registration, shareholders shall prove their identity with a valid proof of identity. A person entitled to act on behalf of a shareholder – legal entity shall also hand in an original or a certified copy of an excerpt from the relevant public register (not older than three (3) months) or another document certifying the right to act on behalf of the legal entity (not older than three (3) months).

Upon the registration, shareholders' proxies shall prove their identity with a valid proof of identity and hand in an original or a certified copy of a written power of attorney with a notarised signature of the shareholder – principal and an original or a certified copy of an excerpt from the relevant public register (not older than three (3) months) or another document (not older than three (3) months) confirming the right of the persons signing the power of attorney to act on behalf of the shareholder – legal entity. A person entitled to act on behalf of a proxy – legal entity shall further hand in an original or a certified copy of an excerpt from the relevant public register (not older than three (3) months) or another document certifying the right of the person to act on behalf of the legal entity (not older than three (3) months).

A shares administrator is not required to hand in a power of attorney, but it shall prove his identity with a valid proof of identity. A person entitled to act on behalf of a shares administrator – legal entity shall further hand in an original or a certified copy of an excerpt from the relevant public register (not older than three (3) months) or another document certifying the right of the person to act on behalf of the legal entity (not older than three (3) months).

Documents issued by foreign authorities or institutions, or furnished with their verification, which are presented by a foreign legal entity or its proxy, as well as powers of attorney on which the signature was notarised abroad, have to be superlegalised or authenticated (by an Apostille), unless the Czech Republic has concluded a mutual legal assistance treaty with the country where the foreign legal entity or its proxy has its permanent registered office or residence, or, as the case may be, where the signature on the power of attorney was notarised.

Along with any documents in a foreign language other than English or Slovak, the person submitting these documents is also required to hand in official translations of these documents into the Czech language.

All attending shareholders or their proxies shall sign an attendance paper, which is part of the General Meeting attendance sheet and signing of which is considered as signing of the General Meeting attendance sheet. Proxies shall also state a title for representing the respective shareholder of MONETA Money Bank, a.s.

(ii) Rights of shareholders relating to participation at the General Meeting and exercise thereof

(a) Number of shares and voting rights

The registered capital of MONETA Money Bank, a.s. is CZK 511,000,000.00 (in words: five hundred and eleven million Czech crowns) and is divided into 511,000,000 (in words: five hundred and eleven million) ordinary registered book-entry shares (ISIN: CZ0008040318) with a par value of CZK 1.00 (in words: one Czech crown) each. All shares of MONETA Money Bank, a.s. have been admitted to trading on the regulated market – Prime Market of Prague Stock Exchange. Each share of MONETA Money Bank, a.s. carries one vote. A total of all votes of all shareholders of MONETA Money Bank, a.s. is thus 511,000,000 (in words: five hundred and eleven million votes).

(b) Participation and voting at the General Meeting

Participating shareholders or their proxies shall register as described in point C.(i)(b) of this notice above. Upon the registration, they shall receive an identification card and ballot cards to be used for voting at the General Meeting, and, as the case may be, additional materials relating to items on the agenda of the General Meeting. No resolution may be adopted at the General Meeting, unless shareholders of MONETA Money Bank, a.s. holding at least 50 % (fifty per cent) of the registered capital of MONETA Money Bank, a.s., i.e. CZK 255,500,000.00 (in words: two hundred and fifty five million five hundred thousand Czech crowns) plus one share are present (registered as described in point C.(i)(b) of this notice above) in person or by a proxy.

Voting at the General Meeting shall take place by the ballot cards, unless the General Meeting decides otherwise. Each ballot card shall be signed by the shareholder or his proxy. Resolutions of the General Meeting require the approval of a simple majority of the votes cast at the General Meeting, unless applicable law or the Articles of Association of MONETA Money Bank, a.s. (the "**Articles of Association**") require a qualified majority (see Article 9 of the Articles of Association).

Rules for participating and voting at the General Meeting arising from law and the Articles of Association are further specified in the Rules of Procedure of the General Meeting. The proposed Rules of Procedure of the General Meeting have been published along with this notice on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting> and can be inspected in a paper form at the registered office of MONETA Money Bank, a.s. on business days from 9 a.m. to 5 p.m. The adoption of the Rules of Procedure of the General Meeting will be voted upon as the first item on the agenda of the General Meeting (see point D.1. of this notice below).

Voting by technical means or correspondence voting is not permitted.

(c) Right to explanation

Each shareholder has the right to request and receive at the General Meeting an explanation of issues relating to MONETA Money Bank, a.s. or entities controlled thereby, if such explanation is necessary to review items on the agenda of the General Meeting or to exercise the shareholder's rights at the General Meeting. Any shareholder's request for explanation at the General Meeting shall be made (i) in writing and placed at a designated place, or (ii) orally upon invitation by the Chairman of the General Meeting or a member of the Management Board authorised to chair the General Meeting until the election of the Chairman of the General Meeting. Similar questions may be answered in the form of one summary answer.

The shareholder shall be deemed to have received an explanation also if the information was posted on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting> no later than one day before the General Meeting and is available to the shareholders in the venue of the General Meeting. If an explanation cannot be provided due to its complexity at the General Meeting, it shall be provided to shareholders of MONETA Money Bank, a.s. within fifteen (15) days after the General Meeting (i.e., until 10 November 2017). The wording of the answer shall be available to shareholders of MONETA Money Bank, a.s. on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting>.

(d) Right to make proposals and counter-proposals

Each shareholder has the right to make proposals and counter-proposals in relation to items on the agenda of the General Meeting, as listed in part D. of this notice below. Should a shareholder intend to make a proposal or a counter-proposal to the items on the agenda of the General Meeting, he shall deliver such proposal or counter-proposal to MONETA Money Bank, a.s. within a reasonable time before the General Meeting; this shall not apply to proposals for the persons to the bodies of MONETA Money Bank, a.s.

(e) Right of qualified shareholders to request any matter to be included in the agenda of the General Meeting

Upon request of a qualified shareholder (*i.e.*, a shareholder or shareholders of MONETA Money Bank, a.s. holding shares representing at least 1 % of the registered capital) and provided that each matter is supported by a reasoning or a resolution proposal, the Management Board shall include the matters specified by these shareholders into the agenda of the General Meeting.

If a request of qualified shareholders is delivered after the publishing of the notice of General Meeting, the Management Board shall publish an addendum to the agenda of the General Meeting no later than 5 days before the record date in the Commercial Bulletin and on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting>.

(f) Manner and place for obtaining documents related to the General Meeting

Management Board informs shareholders of MONETA Money Bank, a.s. that documents related to the General Meeting, *i.e.*, the notice of General Meeting, further documents submitted in relation to the agenda of the General Meeting, texts of any shareholder proposals or counter-proposals, information regarding the total number of shares and the total number of votes as at the date of publishing of the notice of General Meeting, are published on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting>, for a period of at least thirty (30) days after the General Meeting, and are also available to the shareholders for inspection at the registered office of MONETA Money Bank, a.s. on business days from 9 a.m. to 5 p.m., for a period of at least thirty (30) days after the General Meeting.

D. PROPOSALS FOR RESOLUTIONS OF THE GENERAL MEETING AS TO THE MATTERS ON THE AGENDA OF THE GENERAL MEETING AND REASONING THEREOF

1. Adoption of Rules of Procedure of the General Meeting

Reasoning: *The Rules of Procedure are an organisational document contemplated by Article 12 sub. 6 of the Articles of Association that, in furtherance of the Articles of Association and relevant law, further specifies the conduct, decision-making process, and other affairs regarding the General Meeting of MONETA Money Bank, a.s. The proposed Rules of Procedure of the General Meeting have been published along with this notice on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting> and are available for shareholders' inspection at the registered office of MONETA Money Bank, a.s. on business days from 9 a.m. to 5 p.m.*

Resolution proposal: The General Meeting adopts the Rules of Procedure of the General Meeting, in the wording submitted by the Management Board.

2. Election of the Chairman of the General Meeting, the Minutes Clerk, the Minutes Verifiers and the Scrutineers

Reasoning: *Pursuant to Article 11 sub. 7 of the Articles of Association, the General Meeting elects its Chairman, Minutes Clerk, two Minutes Verifiers and Scrutineers, unless the General Meeting decides otherwise.*

Resolution proposal: The General Meeting elects Mr. Karel Dřevínek as the Chairman of the General Meeting, Ms. Dominika Bubeníčková as the Minutes Clerk, Mr. Jiří Bureš and Mr. Tomáš Bayer as the Minutes Verifiers, and Mr. Petr Brant, Mr. Martin Hlaváček and Mr. Josef Nuhlíček as the Scrutineers.

3. Election of members of the Supervisory Board

Reasoning: Two seats in the Supervisory Board of MONETA Money Bank, a.s. are currently vacant. Therefore, the Nomination Committee of the Supervisory Board of MONETA Money Bank, a.s. initiated a nomination process, appointing an internationally renowned search firm. The process was publicized on investor relations website of MONETA Money Bank, a.s. available at <https://investors.moneta.cz/supervisory-board> and shareholders of MONETA Money Bank, a.s. were invited to field potential candidates of their choice.

As a result of this nomination process, the Management Board submits to the General Meeting upon instruction from the Supervisory Board a proposal of the Nomination Committee of the Supervisory Board, as approved by the Supervisory Board, for election of Mr. Gabriel Eichler and Mr. Tomáš Pardubický, as members of the Supervisory Board of MONETA Money Bank, a.s.

Mr. Gabriel Eichler is a successful entrepreneur and former senior executive, and Mr. Tomáš Pardubický is a former director and co-founder of the first Czech on-line bank and current CEO of a successful real estate development firm. Both candidates have excellent reputations and track records and skills complementary to the existing composition of the Supervisory Board.

In the view of the Nomination Committee of the Supervisory Board, each of the above proposed candidates is independent and meets Czech statutory requirements for becoming a member of the Supervisory Board. The professional capacity, trustworthiness and experience of each candidate remain subject to assessment by the Czech National Bank within the meaning of the Banking Act. The Curriculum Vitae of each candidate is attached to this notice, has been published along with this notice on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting> and is available in a paper form for shareholders' inspection at the registered office of MONETA Money Bank, a.s. on business days from 9 a.m. to 5 p.m.

Under Czech corporate law, shareholders of MONETA Money Bank, a.s. have the right to submit their proposals of other candidates for the Supervisory Board members prior to the General Meeting or, as the case may be, at the General Meeting, provided that the shareholders' proposals will be voted upon in order as submitted following the voting upon the above candidates, Mr. Gabriel Eichler and Mr. Tomáš Pardubický.

Resolution proposals:

- (i) Based upon a proposal of the Nomination Committee of the Supervisory Board as approved by the Supervisory Board, the General Meeting elects Mr. Gabriel Eichler, born on 13 February 1950, domiciled at Rašínovo nábřeží 2000/78, Prague 2, Post Code: 120 00, as a member of the Supervisory Board of MONETA Money Bank, a.s.
- (ii) Based upon a proposal of the Nomination Committee of the Supervisory Board as approved by the Supervisory Board, the General Meeting elects Mr. Tomáš Pardubický, born on 17 August 1974, domiciled at Na lhotech 1441/26, Prague 4, Post Code: 148 00, as a member of the Supervisory Board of MONETA Money Bank, a.s.

4. Election of a member of the Audit Committee

Reasoning: One seat in the Audit Committee of MONETA Money Bank, a.s. is currently vacant. The nomination process concerning candidates to the Supervisory Board discussed in the reasoning to item 3. above included also nomination to the position of a member of the Audit Committee.

As a result, the Management Board submits to the General Meeting upon instruction from the Supervisory Board a proposal of the Nomination Committee of the Supervisory Board, as approved by the Supervisory Board, for election of Mrs. Zuzana Prokopcová as a member of the Audit Committee of MONETA Money Bank, a.s. Mrs. Prokopcová is a former auditor in an international advisory company and CFO in a leading Czech air transport company. Mrs. Prokopcová has a strong skill set and track record to complement and complete current positions within the Audit Committee. In the view of the Nomination Committee of the Supervisory Board, Mrs. Prokopcová is independent and meets Czech statutory requirements for becoming a member of the Audit Committee. The Curriculum Vitae of Mrs. Prokopcová is attached to this notice, has been published along with this notice on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting>

and is available in a paper form for shareholders' inspection at the registered office of MONETA Money Bank, a.s. on business days from 9 a.m. to 5 p.m.

Under Czech corporate law, shareholders of MONETA Money Bank, a.s. have the right to submit their proposals of other candidates for the Audit Committee member prior to the General Meeting or, as the case may be, at the General Meeting, provided that the shareholders' proposals will be voted upon in order as submitted following the voting upon the above candidate, Mrs. Zuzana Prokopcová.

Resolution proposal:

Based upon a proposal of the Nomination Committee of the Supervisory Board as approved by the Supervisory Board, the General Meeting elects Mrs. Zuzana Prokopcová, born on 24 February 1974, domiciled at Podskalská 1252/24, Prague 2, Post Code: 128 00, as a member of the Audit Committee of MONETA Money Bank, a.s.

5. Approval of an internal regulation concerning remuneration of members of the Supervisory Board and a template agreement on performance of function of a member of the Supervisory Board

Reasoning:

The Management Board submits to the General Meeting upon instruction from the Supervisory Board a proposal of the Remuneration Committee of the Supervisory Board as approved by the Supervisory Board to approve (x) an internal regulation concerning remuneration of members of the Supervisory Board of MONETA Money Bank, a.s. and (y) a template agreement on performance of function between MONETA Money Bank, a.s. and a member of its Supervisory Board, on the basis of which an agreement on performance of function of a member of the Supervisory Board shall be entered into between MONETA Money Bank, a.s. and each current and any future member of the Supervisory Board, provided that

- (i) in respect of each member of the Supervisory Board elected at this General Meeting, both (x) the internal regulation concerning remuneration of members of the Supervisory Board and (y) the agreement on performance of function of a member of the Supervisory Board on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from the date of this General Meeting;
- (ii) in respect of each of Mr. Clare Ronald Clarke and Mr. Michal Petrman (the current members of the Supervisory Board in respect of whom agreements on performance of function were approved by the decision of the then sole shareholder, GE Capital International Holdings Limited, prior to the listing of all shares in MONETA Money Bank, a.s. to trading on the Prague Stock Exchange (the "IPO")), both (x) the internal regulation concerning remuneration of members of the Supervisory Board shall apply, and (y) the agreement on performance of function of a member of the Supervisory Board on the basis of the template agreement, in the wording as submitted to the General Meeting, shall replace their existing agreement on performance of function with effect from the date of this General Meeting; and
- (iii) in respect of each of Mrs. Maria Luisa Cicognani and Mr. Miroslav Singer (the current members of the Supervisory Board elected at the Annual General Meeting dated 24 April 2017, in respect of whom agreements on performance of function were not approved by the General Meeting dated 24 April 2017) and Mr. Denis Arthur Hall (the current member of the Supervisory Board, in respect of whom an agreement on performance of function was approved on a pro-bono basis by the decision of the then sole shareholder, GE Capital International Holdings Limited, prior to the IPO), both (x) the internal regulation concerning remuneration of members of the Supervisory Board and (y) the agreement on performance of function of a member of the Supervisory Board on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from 24 April 2017 (in case of Mr. Denis Arthur Hall such agreement on performance of function shall replace his existing agreement on performance of function).

The proposed remuneration terms have been prepared on the basis of a study of PricewaterhouseCoopers, retained for that purpose by MONETA Money Bank, a.s. (the "PwC Study"), regarding remuneration levels of non-executive directors, in a comparable peer group of publicly traded banks, operating in CEE, continental Europe, and the UK. The PwC Study has been published on the website of MONETA Money Bank, a.s. at https://investors.moneta.cz/en/current_information.

The remuneration proposal contains significantly lower remuneration level for the Chair and Vice-Chair positions in the Supervisory Board compared to the median values observed from the PwC Study.

The remainder of the remuneration proposal follows median values from the PwC Study, concerning members' fees and committee related remuneration. The remuneration proposal significantly reduces "legacy" Chair remuneration. The "legacy" remuneration awarded by GE Capital International Holdings Limited immediately prior to the IPO amounted to the annual expense of GBP 200,000 (approximately EUR 230,000 at 2016 prevailing exchange rates).

The remuneration proposal is further based upon an estimate of annual time commitment equaling to 50 – 60 days. The time commitment arises from a minimum of four sessions of the Supervisory Board and an estimated six sessions per annum of the committees of the Supervisory Board (i.e., Risk, Nomination and Remuneration Committee), which were established based on majority vote by the shareholders at the last Annual General Meeting of MONETA Money Bank, a.s. held on 24 April 2017.

During the past 16 months since the IPO, nine meetings of the Supervisory Board and ten meetings of the respective committees have been held. In addition, the Supervisory Board members interact on a regular basis with the management of MONETA Money Bank, a.s. and other parties like staff of external auditor and legal advisors on various matters. Thus, the Remuneration Committee of the Supervisory Board trusts that the estimate of the required time commitment is justified and reflects the required workload.

| Summary of Proposal of Remuneration Scheme of Supervisory Board | |
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| Position | Annual Remuneration (EUR) |
| Supervisory Board (in total 7 members including Chair and Vice-Chair) | |
| Chair (1) | 100,000 |
| Vice-Chair (1) | 70,000 |
| Member (5) | 48,000 |
| Total – Supervisory Board | 410,000 |
| Risk Committee (in total 3 members including Chair) | |
| Chair (1) | 17,000 |
| Member (2) | 7,000 |
| Total – Risk Committee | 31,000 |
| Remuneration Committee (in total 3 members including Chair) | |
| Chair (1) | 16,000 |
| Member (2) | 7,000 |
| Total – Remuneration Committee | 30,000 |
| Nomination Committee (in total 3 members including Chair) | |
| Chair (1) | 16,000 |
| Member (2) | 7,000 |
| Total – Nomination Committee | 30,000 |
| Total | 501,000 |

The proposed remuneration also seeks to create a financially effective proposition to attract (and retain) reputable and qualified Supervisory Board professionals, combining local and international expertise. In an aggregate amount, the proposal constitutes an annual estimated expenditure of EUR 501,000, represented and explained in the table above.

Furthermore, the remuneration proposal also reduces the overall "legacy" expenditure level. This estimate is based upon a theoretical calculation of 7-member Supervisory Board and takes into

account remuneration set by GE Capital International Holdings Limited at the IPO time. Such "legacy" remuneration would constitute an annual expense of EUR 600,000.

Equally importantly, the proposal also envisages contractual harmonization of the two remunerated Supervisory Board members, Mr. Clare Ronald Clarke and Mr. Michal Petrman, whose existing contracts were approved by the decision of the then sole shareholder, GE Capital International Holdings Limited.

The proposed internal regulation concerning remuneration of members of the Supervisory Board of MONETA Money Bank, a.s. and the proposed template agreement on performance of function between MONETA Money Bank, a.s. and a member of its Supervisory Board have been published along with this notice on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting> and are available in a paper form for shareholders' inspection at the registered office of MONETA Money Bank, a.s. on business days from 9 a.m. to 5 p.m.

Resolution proposal:

Based upon a proposal of the Remuneration Committee of the Supervisory Board as approved by the Supervisory Board, the General Meeting approves (x) an internal regulation concerning remuneration of members of the Supervisory Board of MONETA Money Bank, a.s., in the wording as submitted to the General Meeting, and (y) a template agreement on performance of function of a member of the Supervisory Board, in the wording as submitted to the General Meeting, on the basis of which an agreement on performance of function of a member of the Supervisory Board shall be entered into between MONETA Money Bank, a.s. and each current and any future member of the Supervisory Board of MONETA Money Bank, a.s., provided that

- (i) in respect of each member of the Supervisory Board elected at this General Meeting, both (x) the internal regulation concerning remuneration of members of the Supervisory Board and (y) the agreement on performance of function of a member of the Supervisory Board on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from the date of this General Meeting;
- (ii) in respect of each of Mr. Clare Ronald Clarke and Mr. Michal Petrman, both (x) the internal regulation concerning remuneration of members of the Supervisory Board and (y) the agreement on performance of function of a member of the Supervisory Board on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from the date of this General Meeting; and
- (iii) in respect of each of Mrs. Maria Luisa Cicognani, Mr. Miroslav Singer and Mr. Denis Arthur Hall, both (x) the internal regulation concerning remuneration of members of the Supervisory Board and (y) the agreement on performance of function of a member of the Supervisory Board on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from 24 April 2017.

6. *Approval of an internal regulation concerning remuneration of members of the Audit Committee and a template agreement on performance of function of a member of the Audit Committee*

Reasoning:

The Management Board submits to the General Meeting upon instruction from the Supervisory Board a proposal of the Remuneration Committee of the Supervisory Board as approved by the Supervisory Board to approve (x) an internal regulation concerning remuneration of members of the Audit Committee of MONETA Money Bank, a.s. and (y) a template agreement on performance of function between MONETA Money Bank, a.s. and a member of its Audit Committee, on the basis of which an agreement on performance of function of a member of the Audit Committee shall be entered into between MONETA Money Bank, a.s. and each current and any future member of the Audit Committee, provided that

- (i) *in respect of each member of the Audit Committee elected at this General Meeting, both (x) the internal regulation concerning remuneration of members of the Audit Committee and (y) the agreement on performance of function of a member of the Audit Committee on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from the date of this General Meeting;*
- (ii) *in respect of Mr. Michal Petrman (the current member of the Audit Committee, in respect of whom an agreement on performance of function was approved by the decision of the then sole shareholder, GE Capital International Holdings Limited, prior to the IPO), both (x) the internal*

regulation concerning remuneration of members of the Audit Committee shall apply, and (y) the agreement on performance of function of a member of the Audit Committee on the basis of the template agreement, in the wording as submitted to the General Meeting, shall replace his existing agreement on performance of function, with effect from the date of this General Meeting; and

- (iii) in respect of Mr. Denis Arthur Hall (the current member of the Audit Committee, in respect of whom an agreement on performance of function was approved on a pro-bono basis by the decision of the then sole shareholder, GE Capital International Holdings Limited, prior to the IPO), both (x) the internal regulation concerning remuneration of members of the Audit Committee shall apply, and (y) the agreement on performance of function of a member of the Audit Committee on the basis of the template agreement, in the wording as submitted to the General Meeting, shall replace his existing agreement on performance of function, with effect from 24 April 2017.

The proposed remuneration terms have been prepared on the basis of the PwC Study, including also remuneration levels of the Audit Committee members, in a comparable peer group of publicly traded banks, operating in CEE, continental Europe, and the UK. The remuneration proposal regarding the Audit Committee members follows median values from the PwC Study. The remuneration proposal is further based upon an estimate of six sessions per annum of the Audit Committee.

During the past 16 months since the IPO, ten meetings of the Audit Committee have been held. In addition, the Audit Committee members interact on a regular basis with the management of MONETA Money Bank, a.s. and other parties like staff of external auditor and legal advisors on various matters. Thus, the Remuneration Committee of the Supervisory Board trusts that the estimate of the required time commitment is justified and reflects the required workload.

| Summary of Proposal of Remuneration Scheme of Audit Committee | |
|--|----------------------------------|
| Position | Annual Remuneration (EUR) |
| Chair (1) | 19,000 |
| Member - within the Supervisory Board (1) | 8,000 |
| Member - outside the Supervisory Board (1) | 15,000 |
| Total | 42,000 |

The proposed internal regulation concerning remuneration of members of the Audit Committee of MONETA Money Bank, a.s. and the proposed template agreement on performance of function between MONETA Money Bank, a.s. and a member of its Audit Committee have been published along with this notice on the website of MONETA Money Bank, a.s. at <https://investors.moneta.cz/general-meeting> and are available in a paper form for shareholders' inspection at the registered office of MONETA Money Bank, a.s. on business days from 9 a.m. to 5 p.m.

Resolution proposal:

Based upon a proposal of the Remuneration Committee of the Supervisory Board as approved by the Supervisory Board, the General Meeting approves (x) an internal regulation concerning remuneration of members of the Audit Committee of MONETA Money Bank, a.s., in the wording as submitted to the General Meeting, and (y) a template agreement on performance of function of a member of the Audit Committee, in the wording as submitted to the General Meeting, on the basis of which an agreement on performance of function of a member of the Audit Committee shall be entered into between MONETA Money Bank, a.s. and each current and any future member of the Audit Committee of MONETA Money Bank, a.s., provided that

- (i) in respect of each member of the Audit Committee elected at this General Meeting, both (x) the internal regulation concerning remuneration of members of the Audit Committee and (y) the agreement on performance of function of a member of the Audit Committee on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from the date of this General Meeting;
- (ii) in respect of Mr. Michal Petrman, both (x) the internal regulation concerning remuneration of members of the Audit Committee and (y) the agreement on performance of function of a

member of the Audit Committee on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from the date of this General Meeting; and

- (iii) in respect of Mr. Denis Arthur Hall, both (x) the internal regulation concerning remuneration of members of the Audit Committee and (y) the agreement on performance of function of a member of the Audit Committee on the basis of the template agreement, in the wording as submitted to the General Meeting, shall become effective from 24 April 2017.

Management Board of MONETA Money Bank, a.s.



Mr. Tomáš Spurný

Chairman of the Management Board



Mr. Philip Holemans

Vice-Chairman of the Management Board

Enclosures:

1. Curriculum Vitae of Mr. Gabriel Eichler, Candidate to Supervisory Board
2. Curriculum Vitae of Mr. Tomáš Pardubický, Candidate to Supervisory Board
3. Curriculum Vitae of Mr. Zuzana Prokopcová, Candidate to Audit Committee

Enclosure 1

Curriculum Vitae of Mr. Gabriel Eichler, Candidate to Supervisory Board

Mr. Gabriel Eichler was born in 1950, in Bratislava, then Czechoslovakia. He emigrated to the US in 1968 where he completed undergraduate and graduate studies in economics and international relations (Brandeis University, The University of Chicago, University of Toronto).

Mr. Eichler acquired his first international banking experience at Bank of America where he spent 15 years (1975- 1991), half of it in the bank's headquarters in the US and half as regional General Manager for Bank of America in Paris, Vienna and Frankfurt. As the Chief International Economist, he was responsible for country risk assessment of over 100 countries, participated on the Country Risk Committee in establishing country guidelines and strategic and portfolio decisions, and advised senior management on global economic and political issues. He was chair or member of several international sovereign debt restructuring committees. After leaving Bank of America, Mr. Eichler spent a year as a partner and Executive vice-president (EVP) in a US private equity group.

Since early 1990's until 2001, Mr. Eichler was Chairman of the Board, President & CEO of Východoslovenské železiarne (VSŽ), the largest steel company in Central Europe. At the request of the company's bank lenders, he led the Slovak company from the brink of bankruptcy, engineered its financial and operational restructuring, returned it to profitability, and subsequently negotiated the sale of its steel business to US Steel. From 1994 to 1998 he was Vice Chairman of the Board and until the end of 1996 CFO of ČEZ (the largest Czech electric utility). His main task was to reorganize the company to be able to finance a CZK 170 billion investment program. ČEZ became the first company in CEE region to obtain rating (investment grade), first to access the Euromarkets and the US capital markets. Mr. Eichler also acted as Vice-chair of the Supervisory Board of Československá obchodní banka (ČSOB, the largest Czech bank), member of the Supervisory Boards of Česká pojišťovna (the largest Czech insurance company) and Slovenská sporiteľna (the largest Slovak bank). In the early 1990's he advised the Czechoslovak government on economic transformation.

In 1991, Mr. Eichler established investment banking boutique Benson Oak, which continues in successful activities in the CEE region since then. Until September 2016, Mr. Eichler was Vice Chairman (and former Executive Chairman) of AVG Technologies Supervisory Board. Mr. Eichler helped to bring the company, as the first Central European company, to the New York Stock Exchange (NYSE).

Mr. Eichler speaks several European languages and currently lives primarily in Prague.

Enclosure 2

Curriculum Vitae of Mr. Tomáš Pardubický, Candidate to Supervisory Board

Mr. Tomáš Pardubický graduated from the University of Economics in Prague and Turku University of Economics in Finland. Mr. Pardubický started his professional career in banking and over his career gained extensive experience both in the financial sector, as well as in real estate development.

He was a member of the team that founded Expandia Banka, later known as eBanka, which was the first Internet banking project in the Czech Republic. Subsequently, he worked as the Director of eBanka, where he was also responsible for its sale process, since one of the objectives of the eBanka project was to build a bank with a new strategic partner.

Mr. Pardubický subsequently joined international advisory company PricewaterhouseCoopers (PwC), where he was responsible for the banking and insurance sector advisory. Subsequently he worked for Komerční banka, where he was one of the Executive Directors responsible for project management and organization.

In 2007, he joined FINEP, one of the leading property developers in the Czech Republic. In FINEP he participated in the group's expansion and transformation to a holding structure to make FINEP attractive for investors. Mr. Pardubický currently works as the CEO of FINEP.

Enclosure 3

Curriculum Vitae of Mr. Zuzana Prokopcová, Candidate to Audit Committee

Mrs. Zuzana Prokopcová graduated from the University of Economics in Prague, Faculty of finance and accounting. Mrs. Prokopcová has extensive experience in working as an auditor in the international advisory company and in the management of large companies.

Mrs. Prokopcová began her professional career in the international consulting company PricewaterhouseCoopers (PwC) in 1998, where she served as an auditor, focusing mainly on financial institutions. Subsequently, she held the same position for one year in Russia and for two years in Kazakhstan, again within the framework of her work in the PwC.

In 2014, she became the Vice-Chair of the Board of Directors and CFO of Czech Aeroholding, the leading company in the field of air transport in the Czech Republic, where she was responsible for treasury, accounting, tax, controlling, internal audit and risk management areas.

Mrs. Prokopcová is recommended for her knowledge of financial reporting and IFRS, she is also a Certified member of the Association of Chartered Certified Accountants.