

## Notice of General Meeting

The Board of Directors of Komerční banka, a. s., calls an

### ***ANNUAL GENERAL MEETING***

***of Komerční banka, a. s.,***

with its registered office at Prague 1, Na Příkopě 33, building identification No. 969, postal code 114 07, identification No. 45317054, registered in the Register of Companies maintained with the Metropolitan Court of Prague, section B, inserted file No. 1360 (hereinafter called “the Bank” or “KB”),

**which will be held on 24 April 2025 at 1 p.m. at the address: náměstí Junkových 2772/1, Stodůlky, Prague 5, postal code 155 00, in the meeting room on the ground floor of the building.**

#### Agenda:

1. Discussion over the annual financial statements for the year 2024 with the proposal for the distribution of profit and over the consolidated financial statements for the year 2024
2. Supervisory Board’s position on the annual financial statements for the year 2024, on the proposal for the distribution of profit and on the consolidated financial statements for the year 2024; Supervisory Board’s report on its activity; and Supervisory Board’s information on the results of the examination of the Board of Directors’ report on relations among related entities for the year 2024
3. Discussion over the Audit Committee’s report on the results of its activity for the year 2024
4. Approval of the annual financial statements for the year 2024
5. Decision on the distribution of profit
6. Approval of the consolidated financial statements for the year 2024
7. Discussion over the corporate governance statement pertaining to matters under S. 118 (5) of Act No. 256/2004 Coll., the Act Providing for Business Undertaking in the Capital Market as Amended (hereinafter called the “ABUCM”)
8. Discussion over the Board of Directors’ report on relations among related entities for the year 2024
9. Election of members of the Supervisory Board
10. Approval of the Remuneration Policy
11. Approval of the Report on Remuneration for the year 2024
12. Decision on the appointment of a statutory auditor to make the statutory audit for the year 2025 and an auditor to provide an assurance opinion on the sustainability report for 2025

#### **Record date:**

The record date for shareholders to be entitled to attend the General Meeting shall be 17 April 2025. Only shareholders listed in the extract from the issue of uncertificated shares of Komerční banka, a. s., on that date shall be entitled to attend, vote and exercise shareholder rights at the General Meeting.

#### **CONDITIONS TO VOTE ON THE ITEMS OF BUSINESS INCLUDED IN THE GENERAL MEETING AGENDA REMOTELY BEFORE THE GENERAL MEETING:**

In accordance with S. 5a of the Bank’s Articles of Association, the Board of Directors has decided that it is also possible to vote on the items of business included in the agenda of this General Meeting remotely prior to the day of this General Meeting, and set the below conditions for voting before the General Meeting:

##### ***A. General provisions for voting before the General Meeting***

1. *Shareholders can cast their votes on the items of business included in the agenda of the General Meeting to be held on 24 April 2025 before this General Meeting using a remote e-voting platform (hereinafter also called “electronically”).*
2. *Shareholders can only vote before the General Meeting on proposals listed in the Notice of General Meeting, i.e., not on any later proposals or counter-proposals, if any.*

3. *The right of shareholders to cast vote before the General Meeting will be assessed based on an extract from the statutory register of the uncertificated shares of the Bank made as of the record date. Shareholders may, however, cast their votes before the General Meeting on a day other than the record date / prior to the record date / after the record date under the conditions listed below.*
4. *In order to determine whether a quorum is present at the General Meeting and whether a resolution was carried, shareholders who cast their votes before the General Meeting (including those who, as the case may be, abstain from voting on a proposed resolution) are regarded as present at the General Meeting.*
5. *Unless below stated otherwise, a failure to comply with the below-listed conditions of voting before the General Meeting regulated by the Bank's Articles of Association and laid down by the Bank's Board of Directors will result in a situation where the shareholder's votes cast before the General Meeting will not be taken into account (knowing that, if the failure to comply with the conditions only concerns one of the items of business included in the General Meeting agenda, only the vote cast before the General Meeting on the given item will not be taken into account) and the shareholder using this form of voting will not be regarded as present at the General Meeting regarding his vote before the General Meeting on the given item of business for which he failed to comply with the conditions of voting before the General Meeting.*
6. *A vote turned in before the General Meeting cannot be changed or cancelled by the shareholder. The shareholder may, however, be present at the General Meeting in one of the ways listed in section 1 of the Notice of General Meeting (Attendance and representation of shareholders at the General Meeting) below. In this case, the shareholder's votes cast electronically on the items of business on the agenda which will be discussed by the General Meeting after his registration in the attendance sheet are not taken into account.*
7. *Should voting before the General Meeting be used by a shareholder whose voting right has been suspended by the CNB in line with Act No. 21/1992 Coll., the Banking Act as Amended, or by a shareholder who may not exercise the voting right in line with Act No. 90/2012 Coll., the Companies and Cooperatives Act as Amended (hereinafter called "the Companies and Cooperatives Act"), Act No. 37/2021 Coll., the Beneficial Owners Registration Act as Amended (hereinafter called "the Beneficial Owners Registration Act") or with another piece of legislation, the vote cast by such a shareholder before the General Meeting will not be taken into account.*

#### **B. Voting before the General Meeting using the remote e-voting platform**

8. *Shareholders can vote on the items of business included in the agenda of the Bank's General Meeting held on 24 April 2025 before the General Meeting using the remote e-voting platform by logging in the General Meeting Application on the Bank's website [www.kb.cz](http://www.kb.cz) in section General Meeting provided that they enter or have entered with KB into a contract which allows them to use the KB klíč application or that they have a bank identity.*
9. *Should a corporate shareholder be represented by several individuals having the obligation to act jointly, the shareholder has to issue a proxy authorizing one or more of its proxy holders to vote electronically on its behalf; each of the proxy holders must be listed separately. Joint representation is not admitted. The signatures attached to the proxy must be officially authenticated and the proxy must be supplemented with the original or an officially attested copy of an extract from a public register or of another document proving the existence of the legal entity and the way it is represented by the members of its governing body; S. 5 (3) of the Bank's Articles of Association shall apply mutatis mutandis. In the case that the instruments that must be enclosed with the package containing the proxy are executed by foreign authorities or institutions or procured with their certification clauses, they must be procured with an apostille or another type of certification or authentication required for such foreign instruments by Czech authorities in official communication. Should such instruments, certifications or authentications be executed in a foreign language, they must also be procured with a certified translation into the Czech language. A form of proxy to represent a legal entity in electronic voting at General Meetings of Komerční banka, a. s., is available on the Bank's website [www.kb.cz](http://www.kb.cz) for this purpose. The shareholder shall deliver the completed and signed proxy with the officially authenticated signature including the requested enclosures to the address Komerční banka, a. s., P.O.BOX 839, postal code 114 07 marking 2300 KB GENERAL MEETING on the envelope. A corporate shareholder must make sure that each individual authorized to vote electronically has entered into the contract that allows him/her to use the KB klíč application or that he/she has a bank identity.*
10. *Shareholders may cast vote electronically on a day other than the record date / prior to the record date / after the record date under the following conditions:*
  - a) **Voting prior to the record date and on the record date:** *In the case that the shareholder votes before the record date or on the record date (when an extract from the statutory register is not yet available), the electronic application will be preset for the shareholder to vote with all the shares held by the shareholder as*

*of the record date. The electronic application will not allow the shareholder to vote with a different number of shares or to vote with individual shares in different ways.*

- b) **Voting after the record date:** *After the record date, it is also possible for the shareholder to vote with a number of shares which is lower than the number stated in the extract from the statutory register made as of the record date by stating the lower number of the shares that the shareholder wishes to use for voting. After the record date, it is also possible for the shareholder to vote with individual shares in different ways. In this case, the shareholder has to use the “division of shares” functionality in the program.*

11. *To vote on a specific item of business on the agenda, the shareholder clicks on FOR (“PRO”) to vote in favor of the proposed resolution or on AGAINST (“PROTI”) to vote against the proposed resolution. If the electronic vote does not show clearly the way the shareholder voted, he/she/it will be deemed to have expressed his/her/its will in the form of abstaining from the voting. The shareholder needs to vote FOR or AGAINST at least one item of business on the agenda for his/her/its voting to be valid. Otherwise, the shareholder’s voting will not be taken into account. To express his/her/its choice, the shareholder needs to save his/her/its vote and subsequently send it in. Once the vote is sent in electronically, it is no longer possible to vote again or to correct one’s choice. The shareholder can only change his/her/its choice at the General Meeting once registered in the attendance sheet.*

12. *In the case that a corporate shareholder lists in the proxy one or more proxy holders who are authorized to vote electronically, the vote cast before the General Meeting and delivered to the Bank by the first proxy holder shall be the vote having effect vis-à-vis the Bank. The vote cast by any other proxy holder, if any, shall not be taken into account.*

13. *Shareholders casting their vote before the General Meeting may do so (i.e., turn in their votes electronically using the e-voting platform) no later than on 23 April 2025 by 4 p.m. The e-votes sent in later will not be taken into account.*

### **C. Closing provisions**

14. *The above-listed provisions do not affect other conditions pertaining to shareholders’ representation which may arise from the legislation.*

15. *These rules are part of the Notice of General Meeting of Komerční banka, a. s., to be held on 24 April 2025.*

## **SHAREHOLDER RIGHTS WITH RESPECT TO THE GENERAL MEETING:**

### **1. Attendance and representation of shareholders at the General Meeting:**

Shareholders may attend the General Meeting in person or be represented by a proxy. Each shareholder may give a proxy to an individual or to a legal entity; the proxy shall authorize the individual or legal entity to represent the shareholder at the General Meeting and exercise his shareholder rights including the right to vote on the shareholder’s behalf. A form of proxy which may be used by shareholders for the purpose is available at the Bank’s internet address located at [www.kb.cz](http://www.kb.cz). The form of proxy is also available on paper at the Bank’s head office on business days from 9 a.m. to 12 o'clock noon. Each shareholder may apply to be sent the form of proxy at his own expense and risk in paper form or electronically; the applications must be submitted by e-mail addressed to [valnahromada@kb.cz](mailto:valnahromada@kb.cz) or by mail addressed to the Bank’s head office. Mailbox [valnahromada@kb.cz](mailto:valnahromada@kb.cz) may also be used by shareholders wishing to notify the Bank electronically of the grant of a proxy to a person appointed to represent the shareholder at the General Meeting and of the revocation of such proxy by the principal. The 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 (hereinafter called “the advanced electronic signature”). The rules for the receipt of such notifications including the requirements with respect to their content and form are available at the Bank’s internet address located at [www.kb.cz](http://www.kb.cz).

Shareholders, or their proxies, will be registered in the place of holding the General Meeting from 12 o'clock noon. Upon registration, non-corporate shareholders shall prove their identity with a valid proof of identity. A member of a governing body of a corporate shareholder shall also hand in a recent statement from the relevant public registry or another document certifying his right to act on behalf of the company. Upon registration, a proxy holder shall present his identity card and hand in his proxy in writing unless the law provides otherwise. A person registered with the registry of uncertificated securities as an administrator or as a person authorized to exercise rights attached to a share does not need to submit a proxy. A representative whose right to represent a shareholder at the General Meeting stems from a fact other than a proxy has the duty to prove this fact upon registration.

The proxy must be in writing and must show whether it may be used by the proxy holder to represent the principal at one or more General Meetings. If the Bank receives a written electronic notification of the grant of a proxy furnished with the advanced electronic signature allowing a clear identification of the signatory, the proxy holder shall not be requested to hand in his proxy in writing upon registration of shareholders or their representatives.

## **2. Rights relating to attendance at the General Meeting**

Any shareholder is entitled to attend the General Meeting and to vote thereat, to request and receive explanation regarding matters concerning the Bank or entities controlled by the Bank if such explanation is necessary to assess the content of an item of business included in the General Meeting agenda or to exercise shareholder rights thereat. Any shareholder is entitled to file proposals and counter-proposals with respect to the items of business included in the General Meeting agenda.

The voting right belonging to a shareholder is governed by the nominal value of his shares; each CZK 100 of the nominal value of the shares shall represent one vote. The vote shall not be further divisible. The total number of the Bank shares shall be 190,049,260, each of a nominal value of CZK 100. The total number of votes attached to the shares shall be 190,049,260. Corporate shareholders with their registered office in the Czech Republic and legal arrangements having the obligation to register their beneficial owner under the Beneficial Owners Registration Act and having no beneficial owner registered under the Beneficial Owners Registration Act as of the General Meeting day may not exercise the voting rights attached to their shares at the General Meeting.

Shareholders present at the General Meeting shall cast their votes using an electronic voting device; in justified cases, it can be decided by the Board of Directors that the vote will be cast by ballot. The Board of Directors' proposal, if any, shall be put to the vote first. If carried, other proposals shall not be put to the vote. In the case that the Board of Directors' proposal is not carried, other proposals shall be put to the vote in the order in which they were filed.

Any requests for explanation shall be made by the attending shareholder orally upon invitation by the General Meeting Chairman or in writing and placed at a designated place. Each shareholder has a limited time to present his request for explanation; the time limit shall be 10 minutes maximum. The Chairman of the General Meeting shall be obliged to ensure that all requests for explanation of matters be answered, as long as such matters form the subject of the agenda of the General Meeting and the requests are made in the course of the General Meeting in accordance with the law and the Articles of Association. If an explanation cannot be provided due to its complexity, it shall be provided to shareholders by the Bank within 15 days of the day of the General Meeting. The wording of the answer shall be available to shareholders at the Bank's internet address located at [www.kb.cz](http://www.kb.cz). The explanation can be provided in the form of a summary answer to several questions of similar content. The shareholder shall be deemed to have received an explanation also if the information was posted at the Bank's internet address located at [www.kb.cz](http://www.kb.cz) no later than on the day preceding the day of the General Meeting and is available to shareholders in the place where the General Meeting is held.

Should a shareholder intend to file a proposal or counter-proposal to the items of business on the General Meeting agenda, he shall deliver it to the Bank; if he does so during the General Meeting, he shall either submit it in writing or present it orally prior to the commencement of voting on the given item of business on the General Meeting agenda. The Board of Directors of the Bank shall publish without undue delay on the Bank's website all proposals and counter-proposals delivered to the Bank no later than three days prior to the date of the General Meeting. If the proposals and counter-proposals are delivered to the Bank no later than five days prior to the date of the General Meeting, the Board of Directors shall also publish without undue delay their position thereon on the Bank's website. If the proposal and counter-proposal also includes a reasoning, the Board of Directors shall also publish this reasoning. Any shareholder has the right to make proposals regarding matters which will be included in the agenda of the General Meeting also before the publication of the Notice of General Meeting. The Board of Directors shall publish each proposal that will be delivered to the Bank no later than five days prior to the publication of the Notice of General Meeting and their position thereon together with such Notice on the Bank's website. The proposal or counter-proposal and the request for explanation filed by a shareholder in writing may be presented by the chairman of the General Meeting.

If a shareholder intends to file counter-proposals to the proposal to amend the Articles of Association at the General Meeting, he/she is obliged to deliver the written wording of his/her proposal or counter-proposal to the Bank no later than 5 business days before the date of the General Meeting.

Upon request of a Bank's shareholder or shareholders holding shares the total nominal value of which reaches at least one percent of the Bank's registered capital, and provided that each point of the proposal is supported by a justification or a proposed resolution and the request is delivered to the Bank no later than 10 days prior to the record date for shareholders to be entitled to attend the General Meeting, the Board of Directors shall include the matter specified by these shareholders in the agenda of the General Meeting. The Board of Directors shall publish an amendment to the agenda of the General Meeting no later than 5 days prior to the record date for shareholders to be entitled to attend the General Meeting in the manner specified for the convening of the General Meeting by the law and the Articles of Association. If such publication is no longer possible, such issue may be included in the agenda of the General Meeting only in the presence and with the consent of all shareholders of the Bank.

The documents relating to the General Meeting, that is, the Notice of General Meeting including the proposed resolutions, the documents dealing with the agenda items, the wording of shareholders' proposals or counterproposals, if any, and the information on the total number of shares and on the total number of votes as of the day of publication of the Notice of General Meeting can be obtained at the Bank's internet address located at [www.kb.cz](http://www.kb.cz) (for access click on "General Meetings" on the homepage) and in the Bank's head office on business days from 9 a.m. to 12 o'clock noon.

**PROPOSED RESOLUTIONS OF THE GENERAL MEETING (INCLUDING THEIR REASONING) OR  
BOARD OF DIRECTORS' EXPLANATION AS TO THE PROPOSED ITEMS OF BUSINESS  
ON THE GENERAL MEETING AGENDA:**

**Ad 1: Discussion over the annual financial statements for the year 2024 with the proposal for the distribution of profit and over the consolidated financial statements for the year 2024**

The proposed resolutions including their reasoning are stated in points 4, 5 and 6.

**Ad 2: Supervisory Board's position on the annual financial statements for the year 2024, on the proposal for the distribution of profit and on the consolidated financial statements for the year 2024; Supervisory Board's report on its activity; and Supervisory Board's information on the results of the examination of the Board of Directors' report on relations among related entities for the year 2024**

In accordance with the requirement of S. 83 (1), S. 447 (3) and S. 449 (1) of the Companies and Cooperatives Act, shareholders will hear the Supervisory Board's position on the said matters. This statement is not put to the vote. The Board of Directors declares that the Supervisory Board has not expressed any reservations about the annual financial statements for the year 2024, the consolidated financial statements for the year 2024, the proposal for the distribution of profit, or the Board of Directors' report on relations among related entities for the year 2024.

**Ad 3: Discussion over the Audit Committee's report on the results of its activity for the year 2024**

Shareholders will hear a report on the activity of the Audit Committee, which is a committee of the Supervisory Board, based on the requirement of Act No. 93/2009 Coll., the Auditors Act as Amended, with terms of reference governed by legislation and by the Committee Charter. This report is not put to the vote. The Board of Directors declares that, while exercising its range of powers, the Audit Committee did not ascertain any serious shortcomings.

**Ad 4: Approval of the annual financial statements for the year 2024**

**Resolution**

The General Meeting approves the annual financial statements of Komerční banka, a. s., for the year 2024 in the wording submitted by the Board of Directors and published on the website of Komerční banka, a. s.

*Reasoning: Under the Accounting Act, Komerční banka, a. s., has the duty to prepare its annual (separate) financial statements and, under the Companies and Cooperatives Act, these are submitted to the General Meeting by the Board of Directors for approval. The annual financial statements for the year 2024 are available at the Bank's head office and at the Bank's internet address located at [www.kb.cz](http://www.kb.cz), and are part of the Bank's Annual Financial Report for the year 2024 published along with the financial statements. The Board of Directors declares that the submitted annual financial statements for the year 2024 give a true and fair view of the accounting and financial position of the Bank and that neither the Supervisory Board nor the auditor of the company has cast any doubt thereon.*

**Ad 5: Decision on the distribution of profit**

**Resolution**

The General Meeting approves the distribution of the profit of Komerční banka, a. s., as follows:

To be distributed among shareholders:

- (i) the profit for the year 2024 in the total amount of CZK 17,273,287,241.21
- (ii) from retained earnings the amount of CZK 78,210,196.79

The share in the profit to be distributed among shareholders (dividends) totals CZK 17,351,497,438.00 .



The amount of the dividend per share is CZK 91.30 before taxation. The dividend can be claimed by each shareholder holding a share of Komerční banka, a. s., with ISIN CZ0008019106 as of 6 May 2025. The dividend shall be due on 26 May 2025.

*Reasoning: Under the Companies and Cooperatives Act and the Articles of Association of Komerční banka, a. s., the decision on the distribution of profit falls within the scope of the powers of the General Meeting. The share in the profit is set on the basis of the annual financial statements for the year 2024 approved by the General Meeting. The balance of retained earnings after distribution is CZK 76,148,757 thousand. The aggregate amount of the proposed dividend represents a payout ratio of 100.6% of the consolidated net profit attributed to shareholders of the parent company (KB). The profit share payment must be in line with the Companies and Cooperatives Act and is subject to a decision of the Board of Directors of the Bank. The dividends will be paid out by Komerční banka, a. s. The dividend payment details can be found at the Bank's internet address located at [www.kb.cz](http://www.kb.cz). The Board of Directors declares that the statutory requirements and conditions, including the statutory balance sheet tests (cf. Sections 34 and 40 of the Companies and Cooperatives Act) for the distribution of profits among shareholders are met. The proposal for profit distribution is in line with the long-term capital management plan, which maintains capital adequacy at a level appropriate to the risks assumed under the given economic conditions in the Czech Republic and in view of the Bank's business opportunities. The proposal also maintains adequate scope for future business growth of the Bank and, in the opinion of the Board of Directors, provides shareholders with a fair share of profits. In accordance with S. 6 (3) of the Articles of Association, a shareholder who holds a share as of 6 May 2025 is entitled to receive the dividend. The dividend due date is set in accordance with the said provision of the Articles of Association and, as this date falls on Sunday, 25 May 2025, the dividend becomes due the next business day, i.e. Monday, 26 May 2025.*

*The treatment of the share in the profit attributable to treasury shares held by the Bank arises from Section 309 (2) of the Companies and Cooperatives Act and is extinguished on maturity.*

#### **Ad 6: Approval of the consolidated financial statements for the year 2024**

##### **Resolution**

The General Meeting approves the consolidated financial statements of Komerční banka, a. s., for the year 2024 in the wording submitted by the Board of Directors and published on the website of Komerční banka, a. s.

*Reasoning: In addition to the duty to prepare its annual financial statements, under the Accounting Act, Komerční banka, a. s., also has the duty to prepare consolidated financial statements that are, under the Companies and Cooperatives Act and the Articles of Association, submitted to the General Meeting by the Board of Directors for approval. The consolidated financial statements for the year 2024 are available at the Bank's head office and at the Bank's internet address located at [www.kb.cz](http://www.kb.cz), and are part of the Annual Financial Report for the year 2024. The Board of Directors declares that the submitted consolidated financial statements give a true and fair view of the accounting and financial position of the consolidated group of which the Bank is part, and neither the Supervisory Board nor the auditor of the company has cast any doubt thereon.*

#### **Ad 7: Discussion over the corporate governance statement pertaining to matters under S. 118 (5) of the ABUCM**

The corporate governance statement pertaining to matters under S. 118 (5) of the ABUCM is worked out in accordance with the requirement of S. 118 (6) of the ABUCM. This statement must be submitted annually by the Board of Directors to shareholders at the General Meeting and, in addition to the figures and information required by law, it explains the defense structures and mechanisms for the case of a take-over bid. This statement is not put to the vote. The statement is available at the Bank's head office and at the Bank's internet address located at [www.kb.cz](http://www.kb.cz). The Board of Directors submits this statement to shareholders and declares that the statement gives all the information regarding the matters required by the above-stated provisions of the ABUCM.

#### **Ad 8: Discussion over the Board of Directors' report on relations among related entities for the year 2024**

Under S. 84 (1) of the Companies and Cooperatives Act, the Board of Directors has the duty to inform shareholders of the conclusions of the report on relations among related entities. This report is not put to the vote. The Board of Directors is convinced that the submitted report on relations among related entities for the year 2024 is complete and true. The report on relations among related entities for the year 2024 shows that, during the reporting period from 1 January 2024 to 31 December 2024, Komerční banka, a. s., did not suffer any harm arising from any contract, agreement or another legal act made or adopted by Komerční banka, a. s., or from any influence otherwise exerted by Société Générale S. A., as its controlling entity. The auditor audited the report on relations and stated that it did not identify any matters causing it to believe that the report on relations of Komerční banka, a. s., for the year ended 31 December 2024 contained any material (factual) inaccuracies.

#### **Ad 9: Election of members of the Supervisory Board**

**Resolution**

The General Meeting elects Ms. Anne-Sophie Chauveau-Galas born on 28 May 1975, residing at 19 Passage Lathuille, 750 18 Paris, French Republic, as a member of the Supervisory Board with effect from 24 April 2025.

*Reasoning: In connection with the termination of the service of Ms. Jarmila Špůrová as of 21 April 2025, the Nominations Committee recommended that, following an assessment of individual and collective suitability, Ms. Anne-Sophie Chauveau-Galas be elected as a member of the Supervisory Board. The proposed candidate has particular expertise in human resources and corporate social responsibility. Having reviewed the submitted documents, the CNB has stated that it has no reservations on the outcome of the assessment of the suitability of the above-mentioned candidate in relation to the position in question made by the Bank, nor does it have any other relevant information to provide for consideration in the suitability assessment. The curriculum vitae is available on the Bank's website at [www.kb.cz](http://www.kb.cz).*

**Resolution**

The General Meeting elects Mr. Petr Dvořák born on 31 October 1960, residing at U Gabrielky 569, Nebužice, 164 00 Prague 6, as a member of the Supervisory Board with effect from 4 June 2025.

*Reasoning: In view of the expiry of his term of office and based on the outcome of the assessment by the Nominations Committee, it is proposed re-electing Mr. Dvořák as a member of the Supervisory Board. The candidate meets the prerequisites to serve as a member of the Supervisory Board, is professionally qualified and independent, and his knowledge, previous practical experience and experience as a member of the Supervisory Board ensure that he can duly serve as a member of the Supervisory Board. The candidate's CV is available on the Bank's website at [www.kb.cz](http://www.kb.cz).*

**Resolution**

The General Meeting elects Mr. Alvaro Huete Gomez born on 30 December 1963, 75016 Paris, 47 avenue Georges Mandel, French Republic, as a member of the Supervisory Board with effect from 4 May 2025.

*Reasoning: In view of the expiry of his term of office and based on the outcome of the assessment by the Nominations Committee, it is proposed re-electing Mr. Huete Gomez as a member of the Supervisory Board. The candidate meets the prerequisites to serve as a member of the Supervisory Board, is professionally qualified, and his knowledge, previous practical experience and experience as a member of the Supervisory Board ensure that he can duly serve as a member of the Supervisory Board. The candidate's CV is available on the Bank's website at [www.kb.cz](http://www.kb.cz).*

**Ad 10: Approval of the Remuneration Policy****Resolution**

The General Meeting approves the Remuneration Policy in the wording submitted by the Board of Directors.

*Reasoning: In accordance with Section 121k (2) of the ABUCM, the Board of Directors submits to the shareholders the Remuneration Policy prepared by the Supervisory Board on the basis of the recommendations and proposal of the Remuneration Committee. The Remuneration Policy serves as a framework governing the remuneration of the members of the Bank's bodies. The policy defines the different remuneration components and the range of the relative proportions of these components. In the opinion of the Board of Directors, the submitted Remuneration Policy contributes to the business strategy, long-term interests and sustainability of the Bank.*

*In accordance with Section 121k (4) of the ABUCM, the approved Remuneration Policy will be published on the Bank's website without undue delay after the General Meeting.*

**Ad 11: Approval of the Report on Remuneration for the year 2024****Resolution**

The General Meeting approves the Report on Remuneration for the year 2024 in the wording submitted by the Board of Directors.

*Reasoning: In accordance with the provisions of Section 121o (3) of the ABUCM, the Board of Directors submits to shareholders the Report on Remuneration for the 2024 reporting period prepared by the Supervisory Board on the basis of a recommendation and proposal by the Remuneration Committee in accordance with the provisions of S. 121o and S. 121p of the ABUCM. The present Report on Remuneration for the year 2024 is related to and in accordance with the Remuneration Policy for the members of the Bank's Board of Directors and Supervisory Board, which is published on the Bank's website (hereinafter called "the Remuneration Policy"). During the 2024 reporting period, the Bank did not deviate from the Remuneration Policy. The Report is a complete summary of remuneration, including benefits provided to the members of the Bank's Board of Directors and Supervisory Board for the 2024 reporting period. The auditor verified that the Report on Remuneration contained all the information required by the ABUCM.*

*In accordance with S. 121o (4) of the ABUCM, the approved Report on Remuneration for the year 2024 will be published on the Bank's website without undue delay after the General Meeting.*

**Ad 12: Decision on the appointment of a statutory auditor to make the statutory audit for the year 2025 and an auditor to provide an assurance opinion on the sustainability report for 2025**

**Resolution**

The General Meeting appoints KPMG Česká republika Audit s.r.o. a company with its registered office at Pobřežní 648/1a, Prague 8, postal code 186 00, identification No. 496 19 187, reference No. 071, and, regarding the registered branch of Komerční banka, a. s., located on the territory of the Slovak Republic, KPMG Slovensko spol. s r.o. a company with its registered office at Dvořákovo nábrežie 10, 811 02 Bratislava, as the external auditor of Komerční banka, a. s., to make the statutory audit for the year 2025.

**Resolution**

The General Meeting appoints KPMG Česká republika Audit s.r.o. a company with its registered office at Pobřežní 648/1a, Prague 8, postal code 186 00, identification No. 496 19 187, reference No. 071, and, regarding the registered branch of Komerční banka, a. s., located on the territory of the Slovak Republic. KPMG Slovensko spol. s r.o. a company with its registered office at Dvořákovo nábrežie 10, 811 02 Bratislava, as the external auditor of Komerční banka, a. s., to provide an assurance opinion on the sustainability report for 2025.

*Reasoning: The appointment of the auditor is, for both of the cases, under Act No. 93/2009 Coll., the Auditors Act as Amended, part of the powers of the General Meeting. Based on the outcome of a selection procedure and a recommendation of the Audit Committee, the Supervisory Board proposes that the General Meeting appoint KPMG Česká republika Audit s.r.o., as the external auditor to make the statutory audit and to provide an assurance opinion on the sustainability report. The Czech National Bank does not have any objections to Komerční banka's decision to appoint KPMG Česká republika Audit s.r.o., to carry out the audit work. The role of the statutory auditor will be taken up by Ondřej Fikrle, identification No. 2525. According to Slovak legal regulations, in the Slovak Republic it is necessary to appoint an auditor certified to perform the audit activity on the territory of the Slovak Republic.*

On behalf of the Board of Directors of Komerční banka, a. s.:

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Jan Juchelka m.p.  
Chairman of the Board of Directors  
Komerční banka, a. s.

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Jitka Haubová m.p.  
Member of the Board of Directors  
Komerční banka, a. s.