

**ARTICLES  
of Association of  
Slovenská sporiteľňa, a. s.**

**Consolidated version after decision taken by the sole shareholder when  
exercising the authority of the General Meeting on 20 June, 2018**

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**PART I  
BASIC PROVISIONS**

**Article 1  
Company business name and address**

1. Company name is Slovenská sporiteľňa, a.s. (hereinafter the "Company").
2. Company registered office is at Tomášikova 48, 832 37 Bratislava, Slovak republic.

**Article 2  
Establishment and incorporation of the Company**

1. The Company is a legal entity, established on March 15, 1994 through a Foundation Deed of the National Property Fund of the Slovak Republic. The Company is registered in the Company Register of the District Court in Bratislava I, Section Sa, file no. 601/B.
2. Company Identification number (IČO) is 00 151 653.
3. The Company is established for an indefinite period.

**Article 3  
Subject of business**

1. The subject of Company business are the following banking activities and services:
  - a) receiving deposits,
  - b) providing loans,
  - c) domestic and cross-border payments and settlement, issuing and managing electronic money,
  - d) provision of investment services, investment activities, and supplementary services according to the Act No. 566/2001 Coll. on securities and investment services (hereinafter referred to as the "Securities Act") in the extent set forth in point 2 of this article, and investing in securities on its own account,
  - e) dealing on its own in:
    1. financial instruments of the financial market in Slovak Crowns and in foreign currencies, including currency exchange,
    2. financial instruments of the capital market in Slovak Crowns and in foreign currencies,
    3. precious metals coins, commemorative bank notes and commemorative coins, sheets of bank notes and series of coins in circulation,
  - f) client receivables management on his account, including related advisory activities,
  - g) financial leasing,
  - h) issuing guarantees, opening and confirmation of letters of credit,
  - i) issuing and management of payment instruments,
  - j) advisory services in the field of entrepreneur activities,
  - k) issuing of securities, participation in issuing of securities and providing related services,
  - l) performing activities of independent financial agent in below listed sectors:
    - insurance or reinsurance
    - provision of loans and consumer loans
  - m) safekeeping other items,
  - n) safety deposit rental services,
  - o) providing bank information,
  - p) special mortgage transactions pursuant to § 67 par. 1 of the Banking Act no. 483/2001 (hereinafter the "Banking Act"),
  - q) performing the function of depositary,
  - r) processing of bank notes, coins, commemorative bank notes and commemorative coins.
2. Providing the investment services, investment activities, and supplementary services in accordance with the provision of §79a(1) in conjunction with the provision of § 6(1) and (2) of the Securities Act, in the following extent:

- a) accepting and passing the client's instruction relating to one or several financial tools in relation to the financial tools:
  - 1. transferable securities,
  - 2. monetary market tools,
  - 3. mutual fund certificates or securities issued by foreign collective investment entities,
  - 4. futures, forwards and other derivatives relating to securities, currencies, and interest rates or gains or any other derivative tools, financial indices or financial rates which may be settled by delivery or in cash; options, swaps relating currencies, and interest rates or gains which may be settled by delivery or in cash,
  - 5. options on securities which may be settled by delivery or in cash, options on financial indices which may be settled by delivery or in cash.
  
- b) performing the client's instruction on the client's account in relation to the financial tools:
  - 1. transferable securities,
  - 2. monetary market tools,
  - 3. mutual fund certificates or securities issued by foreign collective investment entities,
  - 4. futures, forwards and other derivatives relating to securities, currencies, and interest rates or gains or any other derivative tools, financial indices or financial rates which may be settled by delivery or in cash; options, swaps relating currencies, and interest rates or gains which may be settled by delivery or in cash,
  - 5. options on securities which may be settled by delivery or in cash, options on financial indices which may be settled by delivery or in cash.
  
- c) trading on its own account in relation to the financial tools:
  - 1. transferable securities,
  - 2. monetary market tools,
  - 3. mutual fund certificates or securities issued by foreign collective investment entities,
  - 4. futures, forwards and other derivatives relating to securities, currencies, and interest rates or gains or any other derivative tools, financial indices or financial rates which may be settled by delivery or in cash; options, swaps relating currencies, and interest rates or gains which may be settled by delivery or in cash.
  - 5. options and swaps relating to the commodities which must be settled in cash or may be settled in cash when elected by either of the parties; this shall not apply if such settlement is realized due to insolvency or any other event which results in termination of the agreement,
  - 6. derivative instruments for transfer of the credit risk,
  - 7. forwards relating to permits for any issues which must be settled in cash or may be settled when elected by either of the parties from any reason other than insolvency or any other event which results in termination of the agreement,
  - 8. options on securities which may be settled by delivery or in cash, options on financial indices which may be settled by delivery or in cash
  - 9. forwards relating to commodities which must be settled in cash or may be settled in cash by decision of one of the parties to the contract,
  - 10. options and swaps relating to an inflation rate or other official economic statistic indicator which must be settled in cash or may be settled according to the decision of one of the parties to the contract, otherwise than due to insolvency or other event resulting in contract termination,
  
- d) portfolio management in relation to the financial tools:
  - 1. transferable securities,
  - 2. monetary market tools,
  - 3. mutual fund certificates or securities issued by foreign collective investment entities,
  - 4. futures, forwards and other derivatives relating to securities, currencies, and interest rates or gains or any other derivative tools, financial indices or financial rates which may be settled by delivery or in cash; options, swaps relating currencies, and interest rates or gains which may be settled by delivery or in cash.
  
- e) investment consulting in relation to the financial tools:
  - 1. transferable securities,

2. monetary market tools,
  3. mutual fund certificates or securities issued by foreign collective investment entities,
  4. futures, forwards and other derivatives relating to securities, currencies, and interest rates or gains or any other derivative tools, financial indices or financial rates which may be settled by delivery or in cash; options, swaps relating currencies, and interest rates or gains which may be settled by delivery or in cash.
- f) subscribing and placing of financial tools under a firm commitment in relation to the financial tools:
    1. transferable securities,
  - g) placement of financial tools without a firm commitment in relation to the financial tools:
    1. transferable securities,
  - h) custody and management of financial tools on the client's account, including holder's management, and the related services, particularly management of funds and financial securities in relation to the financial tools:
    1. transferable securities,
    2. monetary market tools,
    3. mutual fund certificates or securities issued by foreign collective investment entities,
  - i) provision of loan and credit facilities to the investor in order to facilitate performance of a transaction with one or several financial tools, if the provider of the loan or credit facility is engaged in such transaction,
  - j) provision of advisory services in the structure of capital and business strategy, and provision of advisory and services relating to the merger, amalgamation, transformation or split of the company or purchase of business,
  - k) performing transactions with foreign exchange values, provided they are connected with provision of investment services,
  - l) performing the investment survey and financial analysis or any other forms of general recommendation relating to the transactions with such financial tools,
  - m) services connected with subscription of financial tools;
  - n) dealing on its own account relating to the underlying instruments of derivatives according to § 5(1)(j) of the Securities Law, relating to permits for any issues which must be settled in cash or may be settled when elected by either of the parties, due to any reason other than insolvency or any other event which results in termination of the agreement, provided they are connected with provision of investment services or ancillary services for such derivatives.
3. Acting as member of the Central Depository of Securities SR following special regulations.
  4. Performing other than banking activities related to Company operation on basis of approval by the National Bank of Slovakia following the Act on Banking.

## **PART II REGISTERED CAPITAL, SHARES AND SHAREHOLDERS**

### **Article 4 Registered Capital and Shares**

1. The Company's registered capital is 212 000 000 euro (in words two hundred and twelve million euro) and is divided into 212 000 (in words two hundred and twelve thousand) shares by name with par value of 1 000 euro (in words one thousand euro) each.
2. The Company registered capital is fully paid up.

3. The shares forming the Company registered capital can be issued only in book-entry form registered by name; law prohibits changing the type or form of the shares.
4. The Company is a private company.
5. In the event of acquiring own shares by the Company or by a person acting in its own name and on account of the Company, provision § 161 and par. 2 letter. a) Act no. 513/1991 Col., with subsequent amendments to the Commercial Code (hereinafter the “Commercial Code”) shall not be applied, if the acquisition of the own Company shares is a pre-requisite to prevent major losses imminently threatening the Company.
6. In the event of acquiring the own shares by the Company or by a person acting in their own name and on account of the Company, provision § 161 and par. 2 letter. a) of the Commercial Code shall not be applied, if the purpose for the purchase of own Company shares is their transfer to employees.
7. Company employees may, pursuant to the decision made by the General Assembly and according to conditions set by the aforementioned body, acquire Company shares under favourable terms.
8. In the event of an increase of the Company registered capital the Board of Directors can, after an approval from the Supervisory Board, decide that Company employees do not have to pay up the full issue of the shares or pay the full share price, for which the Company purchased these shares for the employees, as long as the difference will be covered from the Company's own funds.

#### **Article 5 Company Shareholders**

1. Registered Securities Register maintained according to special regulation replaces company Shareholder Register.
2. Shareholder exercises their rights at General Assembly meetings. Pursuant to the Commercial Code and the Company Articles basic shareholders' rights include the right to participate in the Company's management, the right to a share of the profit and the right to share in the proceeds from liquidation after the Company is wound up in liquidation.
3. Shareholder is entitled to take part in the General Assembly, cast vote, request information and clarifications pertaining to the Company business affairs or affairs of entities controlled by the Company, which relate to the General Assembly meeting's agenda and to submit proposals.
4. Board of Directors has a duty to each shareholder to provide, upon request at the General Assembly, full and true information and explanations relating to the General Assembly meeting's agenda. If the Board of Directors is not able to provide shareholder with a full answer at the General Assembly or if the shareholder request's such information, it is the duty of the Board of Directors to reply to the shareholder in writing within 30 days from the date of the General Assembly meeting. Request to provide information can be declined only in cases when this would constitute a breach of law or if, careful consideration of the information content would reveal that supplying of such information could result in losses for the Company or company under its control; it is not permitted to decline providing information pertaining to the Company activities and ownership matters. The Board of Directors at the General Assembly meeting decides issue of declining to supply information. If the Board of Directors decides to decline to provide an information, Supervisory Board shall decide, upon a request from the shareholder, on the duty of the Board to provide requested information during the General Assembly meeting; for the time period necessary for the Supervisory Board to adopt the aforesaid decision, the Chairman of General Assembly meeting can decide, upon a request from the Supervisory Board, to interrupt the General Assembly proceedings. In the event that the Supervisory Board decides not to provide the information the court shall decide, upon petition from the shareholder, whether or not is the Company obliged to provide requested information.
5. Shareholder is entitled to request transcripts of the draft resolutions by the Board of Directors and the Supervisory Board, which will be the subject of the General Assembly meeting, before the

General Assembly meeting is held, or can request that these be sent to his/her address at his/her expenses and risk.

6. Shareholder who participated in a General Assembly meeting can file a petition at the court the declare invalid a General Assembly resolution, pursuant to § 131 par. 1 of the Commercial Code,.
7. Shareholder is entitled to a share in the Company profit (dividend), which is determined by the General Assembly based on the profit allocated for distribution.
8. The decisive date for exercising the rights of a shareholder, in accordance with the provision of the Banking Act, is the date determined at least 5 working days prior to the date of the General Assembly. If the Banking Act does not specify the method of determining the decisive day, the provisions of the Commercial Code shall apply.
9. The decisive date for determining the person entitled to claim the dividend is the date determined in accordance with the provision of Section 178 of the Commercial Code. The dividend shall be payable not later than 60 (sixty) days from the decisive date under the previous sentence. The Company pays the dividend to the shareholders by cashless, bank transfer at its own expense.
10. Right to a dividend payment may be a subject to a separate transfer from the date the General Assembly has decided on the profit distribution to shareholders.
11. Shareholder is not obliged to return to the Company a dividend received in good faith.

**Article 5a**  
**Special provisions on a sole shareholder**

1. If a company has a sole shareholder, this shareholder shall perform scope of authority of the General Assembly.
2. The sole shareholder can anytime summon the General Assembly, the scope of authority of which this shareholder is performing. In case of such summoning of the General Assembly, provisions of the Article 7 of the Articles of Association shall be reasonably in force.
3. The sole shareholder has right to adopt also individual decisions, whereby this shareholder has right to require the Board of Directors and the Supervisory Board to take part in this shareholder's decision-making process, this shareholder is obliged to enable the persons authorized to perform the bank supervision to take part in such decision-making process. The decision of a sole shareholder adopted within performance of scope of authority of the General Assembly has to be in written form and it has to be signed by the shareholder, the shareholder's statutory representative or a person authorized in writing by the shareholder; notarial deed is required in cases specified in the Commercial Code and the Articles of Associations. The decision of a sole shareholder has to be delivered to the Board of Directors by the shareholder; provisions of the Article 7, par. 22 of the Articles of Association shall be reasonably in force.

**PART III**  
**COMPANY BODIES**

**Article 6**  
**General Assembly**  
**Role and scope of authority**

1. General Assembly is the supreme body of the Company.
2. The scope of the General Meeting of the Company includes:
  - a) changes of the Articles of Association,
  - b) decisions to increase or decrease registered capital, to authorize the Board of Directors to increase the registered capital in line with provisions of § 210 of the Commercial Code,

- c) appointment and dismissal of members of the Company's Supervisory Board and other bodies stipulated by the Company Articles, except for those members of the Supervisory Board, who are elected and dismissed by employees,
- d) approval of regular individual financial statements and extraordinary individual financial statements, approval of consolidated financial statements, decision about the profit distribution or loss settlement and determining of royalties,
- e) decision on winding-up the Company and on change of the legal status,
- f) decision on ending of trading in shares on the Stock Exchange and decision on the finishing of being the public joint stock company,
- g) a decision on approval of the Agreement on sale of the Company or Agreement on sale of part of the Company, decision on acquisition, merger of the company with other company and on dividing of the company,
- h) approval of the remuneration of members of the Supervisory Board of the Company,
- i) decisions on other matters that fall within the scope of the General Assembly as provided for by the generally binding legal regulations or these Articles.

**Article 7**  
**General Assembly**  
**Convening, voting and decision making process**

1. General Assembly is held minimum once (1) a year, at latest six (6) months after the last day of the previous accounting period and it is convened by the Company Board of Directors, unless general legislation stipulates otherwise.
2. General Assembly consists of all present shareholders. Meetings of General Assembly are attended by members of the Board of Directors and the Supervisory Board, or other invitees, who are allowed to attend with the approval of the convenor of the General Assembly meeting and if the meeting is called upon request an approval of that person is required. Invitees however do not acquire shareholder rights.
3. Shareholder attends the General Assembly meeting in person or represented by a proxy who is issued a written Power of Attorney. If a shareholder empowers more than one person to exercise voting rights attached to the same shares in the same General Assembly the Company will admit that shareholder who is registered in the attendance register first. Copy of the Power of Attorney, stipulating the scope thereof must be registered. Shareholder – legal entity – is at the same time obliged to present a current proof of registration from the Companies' Register or other evidence stipulated by general legislation (in the event that the shareholder is registered in the Companies' Register or other evidence stipulated by general legislation). Member of the Company Supervisory Board cannot be a shareholder proxy.
4. General Assembly is called by an invitation sent (sending invitation by post may alternatively be replaced by sending them in electronic form - by e-mail) to all shareholders to their home or business address as recorded in the shareholder's register at least 30 days before the date General Assembly is held.
5. General Assembly is held in venue stated in the invitation and a notice announcing the General Assembly meeting.
6. Invitation to the General Assembly meeting and notification about the General Assembly meeting contains the following:
  - a) Company name and address,
  - b) Venue, date and time of the General Assembly meeting,
  - c) Information whether it is a regular or extraordinary General Assembly meeting,
  - d) General Assembly meeting agenda,
  - e) Determining date for exercising right to participate in the General Assembly meeting for registered shares,
  - f) If the agenda contains changes to the Company Articles, the invitation must contain at least the relevant information of proposed changes,
  - g) Notification of the shareholder of his/her rights if the Company is required to do so by the general legislation.



7. Present shareholders are registered in the attendance list. Registration of the shareholders can be made upon the presentation of personal ID (or equivalent identification document) of the shareholder or proxy, Power of Attorney, current proof of registration from the Companies' Register or other evidence stipulated by general legislation (in the event that the shareholder is registered in the Companies' Register or other evidence stipulated by general legislation) no older than 3 months.
8. The list of attending shareholders shall contain in particular:
  - a) if a shareholder is a legal entity, company name and registered address,
  - b) if the shareholder is a private individual, his/her name and surname and permanent address,
  - c) name, surname of the proxy,
  - d) ISIN of shares held by the shareholder and the sum of par values of the voting shares,
  - e) information that the shares do not carry an entitlement to vote.
9. The list of attending shareholders must be marked with the name of the joint-stock company and the date of the General Assembly meeting. Signatures from the General Assembly Chairman and Minutes Clerk shall verify the list. In the event that the Company refuses to register someone on the attendance list, this has to be recorded on the list together with the reasons for such refusal. At the same time, the Board of Directors shall ensure that each shareholder receives a ballot stating the shareholder name, registration numbers of his/her shares, date and venue of the General Assembly and clearly marked number of votes. The right of a shareholder to attend a General Assembly meeting is verified against a statement from the issuer's register maintained by the Central Depository of Securities SR, a. s.
10. List of attending shareholders forms an appendix to the General Assembly meeting minutes.
11. Matters not included on the proposed meeting agenda can be decided upon only by all shareholders present and with approval from all shareholders.
12. Voting at the General Assembly shall be taken by handing over a ballot.
13. Number of shareholder votes is regulated by the par value of his/her shares. Shareholder's number of votes equals the sum of the par value of his/her shares multiplied by 1,000 euro (in words: one thousand euro).
14. General Assembly passes decisions in the form of resolutions.
15. General Assembly elects its Chairman, Minutes Clerk, two officers who will verify the minutes and Canvassing Officers. Member of the Board of Directors or any of the shareholders authorised by the Board of Directors to chair the General Assembly meeting until the election of the Chairman, will inform the General Assembly with proposal from the Board of Directors (or a person who requested the General Assembly meeting to take place) concerning the General Assembly bodies; this proposal is voted on en bloc. Shareholders can nominate other candidates for the General Assembly bodies until the beginning of the voting on the first proposal for the General Assembly body position. As the first a proposal made by the Board of Directors (or a person who requested the General Assembly meeting to take place) is voted upon; unless this proposal is approved as a whole a separate vote takes place for each proposal submitted by the shareholders in an order according to the number shareholder votes. In the event that none of the nominees received the required majority of votes the nominee with the highest votes numbers is elected. To the General Assembly bodies can be nominated only those persons who are present at the meeting and have agreed to their nomination. Until such time as Canvassing Officers are elected this function will be prepared by persons authorized by the Board of Directors (or a person who requested the General Assembly meeting to take place).
16. The General Assembly takes first a vote on proposals put forward by the person/entity who called the General Assembly and in case that the General Assembly is called at request, the General Assembly takes a vote on the proposal of a person/entity, who requested the calling of the General Assembly. In the event that this proposal is not accepted a vote takes place for each

proposal submitted by the shareholders in an order according to the number shareholder votes. In the event that the proposal is accepted no counter proposals in the same matter are voted on.

17. General Assembly decides by a majority of all shareholder votes, unless general legislation or these Articles require different majority.
18. Two-third majority of all shareholders and notaries minutes are required for a General Assembly decision on:
  - a) change of Company Articles,
  - b) increase or decrease of registered capital,
  - c) authorisation of the Board of Directors to increase registered capital,
  - d) issuing of priority bonds or convertible bonds,
  - e) winding-up of the Company or a change of legal status,
  - f) ending of trading shares on the quoted securities market of the Stock Exchange
  - g) agreement on sale of the Company or Agreement on sale of part of the Company, contract for acquisition, merger of the company with other company, dividing of the company.
19. In cases where, pursuant to general legislation or these Articles, meeting minutes or other facts have to be witnessed by notary, it is the Board's duty to ensure the notary's presence and that these activities are carried out and if necessary provide him/her with any assistance, which he/she may require.
20. General Assembly meeting minutes have to contain the following:
  - a) Company name and registered address,
  - b) Venue and time of the General Assembly meeting,
  - c) Name of the General Assembly Chairman, Minutes Clerk, officers verifying minutes and Canvassing Officers,
  - d) Transcript of a discussion on individual items of the General Assembly,
  - e) Decision taken by the General Assembly with ballot results,
  - f) Content of a protest by a shareholder, member of the Board of Directors or the Supervisory Board pertaining to a decision taken by the General Assembly, if the protesting party makes a request to this effect.

Appendices to General Assembly meeting minutes shall contain proposals and statements presented to the General Assembly for discussion.

21. Every shareholder is entitled to request from the Board of Directors a copy of the Minutes or part thereof, together with Appendices. Upon such request it is the duty of the Board of Directors to forward this copy to the shareholder without any delays to an address he/she nominates or to make it available by alternative means after an agreement with the shareholder; otherwise the minutes have to be available at the Company's Head Office. Expenses related to producing and forwarding the copy of the minutes or part thereof, together with Appendices are borne by the Company.
22. The Company keeps minutes from the General Assembly together with the notification of the General Assembly meeting and invitation and list of attending Company shareholders for the duration of its existence.
23. If required by the interest of the Company and in cases stipulated by these Articles it is possible to convene an extraordinary General Assembly meeting. Extraordinary General Assembly meeting is convened by the Board of Directors, unless these Articles stipulate otherwise in the following cases:
  - a) if the previous General Assembly passed a resolution to that effect,
  - b) when the shareholder or shareholders holding the shares, whose par value exceeds at least 5% of the equity, request, with quoting the matters, that they propose to discuss. The Board of Directors puts the matter that they propose on the agenda of the general assembly meeting. The general assembly is obliged to discuss this matter. The period for calling of the extraordinary general assembly starts to flow on the first day following the day of the delivery of the written application to the Board of Directors of the Company. The application of the shareholders may be met only when these shareholders prove that they have held the shares

- for the period of at least three (3) months prior to lapsing the period for calling the extraordinary general assembly by the Board following section 26 of this Article,
- c) if the Board of Directors finds that the Company losses have exceeded one third of the registered capital or this can be anticipated and submits to the Supervisory Board a list of recommendations.
24. Supervisory Board shall convene the Extraordinary General Assembly if it is in the interest of the Company and at the General Assembly will propose necessary measures.
25. Extraordinary General Assembly is convened by way of written invitation. Invitation to an Extraordinary General Assembly has to contain all information as stipulated by general legislation and these Articles.
26. Board of Directors convenes Extraordinary General Assembly so that it takes place at the latest forty (40) days from the day it received request to convene the meeting, pursuant to par. 23, letter b) of this Article. Board of Directors is not entitled to modify the proposed agenda of the General Assembly meeting. Board of Directors is entitled to add to the proposed meeting agenda only with having agreement of person/s, who requested the Extraordinary General Assembly meeting to be held.
27. Shareholder attendance at the meeting is at his / her own costs.
28. Agreements, where the shareholder accepts obligation/s from the Company or any of its bodies or member of such body are null and void:
- during voting to follow instructions of the Company or any of its bodies on how to vote,
  - to vote for proposals submitted by the Company bodies, or
  - to exercise right to vote in a certain manner or abstain from the vote as a counter value for benefits provided by the Company.
29. Official language of the meeting is the Slovak language. The Company shall provide interpreting service between the Slovak and English languages.

**Article 8**  
**Supervisory Board**  
**Role and scope of authority**

- Supervisory Board is the supreme supervision authority of the Company. It supervises performance of the Board of Directors and execution of business operations of the Company.
- The Supervisory Board has from three (3) to six (6) members. Two thirds members of the Supervisory Board are voted by the General Assembly, and one third the Company's employees. The term of office of Supervisory Board members shall be than five (5) years. Membership in the Supervisory Board cannot be transferred to a deputy. Supervisory Board elects from its members the Chairman and Vice-Chairman. During a vote nominee for the position abstains from voting. In cases where the number of members elected by the General Assembly was not reduced to below half the Supervisory Board can appoint replacement members until the next General Assembly meeting after obtaining approval in line with the Banking Act. Re-election of the member of Supervisory Board is permitted.
- Elections of the Supervisory Board member/s elected by employees are organized by the Board of Directors in co-operation with the Trade Union organization of the Company. Trade Union organization of the Company is entitled to present to the Board of Directors nominations for election or dismissal of Supervisory Board members elected by employees. In order for an election or dismissal of Supervisory Board member/s elected by employees to be valid, it has to be approved by at least half of eligible participating voters or their proxies.
- Election rules for the elections and dismissal of Supervisory Board member elected by employees are prepared and approved by the Trade Union organization.

5. If a member of the Supervisory Board, elected by the General Assembly resigns, is dismissed or the term in the office is terminated as a result of death or other reason, the General Assembly must elect within three (3) months a new member of the Supervisory Board. The Board of Directors will organize the election of a new member of the Supervisory Board elected by employees within three (3) months pursuant to par. 3 of this Article.
6. Resignation on the membership in the Supervisory Board is effective on the date of the resignation delivery to the chairman of the Supervisory Board, and if the chairman of the Supervisory Board resigns from his position, then on the date of delivery to another member of the Supervisory Board; if a Supervisory Board member resigns at the General Assembly meeting the resignation is effective immediately. Dismissal of a Supervisory Board member is effective on the day a decision on the dismissal was adopted by the General Assembly or on the day determined in the decision by the General Assembly as the day of termination of his/her office.
7. Supervisory Board performs tasks formulated by the general legislation or these Articles. In particular the Supervisory Board:
  - a) checks that the general legislation, including these Articles and resolutions passed by the General Assembly are complied with,
  - b) examines regular annual and extraordinary individual financial statements, consolidated financial statements and proposal of profit distribution or loss settlement and submits its opinion to the General Assembly,
  - c) examines Company management and assets status report, assesses the state of risk management,
  - d) convenes General Assembly, if this is regulated by general legislation or these Articles,
  - e) submits to the General Assembly and the Board of Directors its opinions, recommendations and submissions for decision,
  - f) evaluates information submitted by the Board of Directors related to principal business goals for the future period and on anticipated development in Company assets, finances and revenues,
  - g) establishes the Remuneration Committee pursuant to Act on Banks and approves the Statute of the Remuneration Committee,
  - h) approval regulations of remuneration members of Company's bodies besides members of Supervisory Board,
  - i) giving its statement to:
    - the use of the reserve fund,
    - beginning, change, and termination of employment and remuneration of the head of the internal control and internal audit unit,
    - strategic concept of the activities and development of the company,
    - acquisition of any company's tangible and intangible assets which exceed the value determined by a Supervisory Board's resolution,
    - any acts resulting in transfer of the company's property in a value higher than the value determined in a Supervisory Board's decision,
    - any proposals for performance of active transactions exceeding the amount determined by a Supervisory Board's resolution,
  - j) approving in advance:
    - any draft amendments to the company's Articles of Association,
    - establishment of any legal entities, the founders or co-founders thereof,
    - any change or cancellation of the property participation in those companies which shall be determined by the Supervisory Board in its resolution, the Articles of Association or statutes thereof, including any amendments thereto,
    - decisions on any acts which are beyond the company's business activities set forth in Article 3 of these Articles of Association,
    - the agenda of the General Meeting, proposed by the Board of Directors,
  - k) examines:
    - accounting records and evidence whether they are in line with the Company subject of business and generally binding legislation, Company Articles and resolutions and instruction of the General Assembly,
    - exercising of ownership rights in companies where the Company has equity interests,
  - l) establishes a Committee for Audit as its advisory body and actions the Head of the Company's Internal Audit Staff Unit,

- m) establishes other committees and formulating content of their activities through resolutions,
  - n) informs the General Assembly about the results of its supervisory and other activities,
  - o) examines the performance and activities of the Board of Directors,
  - p) represents the Company towards the members of the Board of Directors in litigation cases in courts or other bodies,
  - r) in cases stipulated by a special Decree shall inform the National Bank of Slovakia without any delays,
  - s) issues advance approval under standard commercial conditions to members of the Supervisory Board, Board of Directors and related parties or parties acting on their account for the purpose of granting a loan, transfer or for the use of Company property or a guarantee,
  - t) issues advance approval to the dismiss of officers of the bank (manager) in line with par. 27 art. 4 of Banking Act responsible for risk management in the Company,
  - u) is informed of the results of the collective bargaining, which go over the framework set by regulations or Collective Agreement of higher degree.
8. Supervisory Board is entitled at any time to inspect the books, accounting records, commercial journals and other documentation of the Company.
9. It is the duty of the members of the Supervisory Board to be familiar with and to supervise the execution of approved banking activities, performance of the Board of Directors and the execution of other activities of the Company. It is the duty of the Supervisory Board members to check compliance with the remuneration principles and check the security and efficiency of the risk management system.
10. It is the duty of the Supervisory Board to pursue compensation of damages sustained by the Company, pursuant to Article 10 par. 13. Supervisory Board executes the compensation of damages through the Internal Audit Staff Unit.
11. Members of the Supervisory Board participate in the Company's General Assembly and it is their duty to notify the General Assembly with the results of its control activities. Providing information to the General Meeting means also submitting a written statement to the shareholders in the General Meeting.
12. Supervisory Board elects and dismisses members of the Board of Directors. Any member of the Supervisory Board is entitled to present recommendations for election or dismissal of a member of the Board of Directors. The day of commencement or termination of office of the Board of Directors members is the day of passing the resolution by the Supervisory Board of the Company, unless the Supervisory Board quotes in its resolution otherwise.
13. From among the members of the Board of Directors the Supervisory Board elects the Chairman of the Board of Directors. Any member of the Supervisory Board is entitled to present recommendations for election or dismissal of the Chairman of the Board of Directors.

**Article 9**  
**Supervisory Board**  
**Decision making process**

1. Supervisory Board convenes at least four (4) times per year. Supervisory Board meeting is convened by its Chairman, in his absence by the Deputy Chairman and in the absence of both of them by the oldest member of the Supervisory Board by way of written invitation, stating the venue, date and time of the meeting, as well as the agenda. Chairman can authorize to organize the Supervisory Board meeting also one of the members of the Board. Invitation with meeting discussion material has to be delivered to the members at least five (5) days before the meeting.
2. If all members of the Supervisory Board agree the meeting can also be convened electronically, via telegraph or fax message; also in these cases the invitation must contain all formalities stated in par. 1 of this Article and the Supervisory Board members must confirm in writing their receipt. Supervisory Board can also be convened by way of a resolution from the previous meeting. It is the duty of the Supervisory Board Chairman to call the Board meeting upon a request from one of

the Supervisory Board members or the Board of Directors, provided that they submit an urgent reason for the meeting.

3. Meeting of the Supervisory Board is chaired by the Chairman or Deputy Chairman and in their absence the oldest member of the Supervisory Board (hereinafter the "Chairman"). Supervisory Board can also invite to the meeting other persons.
4. Supervisory Board has a quorum with sole majority of all members present. Supervisory Board passes decisions through resolutions adoption of which requires sole majority of present members of the Supervisory Board. In the event of equal number of votes the Chairman casts the deciding vote.
5. If all members of the Supervisory Board agree, resolution can also be adopted also by way of ballot in writing or voting by means of electronic communication outside the Supervisory Board meeting (resolution per rollam); voting members are then considered to be present. Such resolution is adopted if sole majority of all Supervisory Board members have voted in writing in favour of the resolution.
6. Supervisory Board meetings proceedings and ballots taken outside the meeting must have minutes prepared and signed by the Chairman. . Minutes have to contain also opinions of minority of the members, if they request so, and always a differing opinion of members of the Supervisory Board elected by the Company employees. Minutes are delivered to Supervisory Board members, to persons nominated by the Supervisory Board and to the Chairman of the Board of Directors. The Supervisory Board in the Rules of Proceedings regulates details of the Supervisory Board meetings. Supervisory Board's Rules of Proceedings shall be approved by a sole majority of all members of the Supervisory Board.
7. Organizational issues related to meetings and decision taking of the Supervisory Board, including ballots taken outside the meeting and execution of the Supervisory Board resolutions are the responsibility of the Board of Directors. Expenses related to meetings of the Supervisory Board are borne by the Company.

**Article 10**  
**Board of Directors**  
**Role and scope of authority**

1. Board of Directors is the statutory body of the Company, which is manages the Company and acts on behalf of the Company. Board of Directors makes decisions on all matters concerning the Company, unless they are, according to general legislation of these Articles, the responsibility of the General Assembly or the Supervisory Board.
2. The Company's Board of Directors has from three (3) to six (6) members. Members of the Board of Directors shall be appointed and dismissed by the Supervisory Board. Membership in the Board of Directors cannot be transferred to a deputy. Members of the Board of Directors shall have a five (5) year term of office commencing on the day of their appointment. Re-election of a Board of Directors' member is admitted.
3. The Supervisory Board elects chairman of the Board of Directors from among the Board of Directors members. Deputy Chairman of the Board of Directors is elected from among the members of the Board by the members of the Board of Directors. During elections of the Deputy Chairman of the Board of Directors the nominee abstains from the vote.
4. If a member of the Board of Directors resigns, is dismissed or the term in the office is terminated as a result of death or other reason, the Supervisory Board must, within three (3), months elect a new member of the Board of Directors.
5. Resignation on the membership in the Board of Directors is effective on the day on which written resignation from the position has been delivered to Chairman or Deputy Chairman of the Supervisory Board, unless if later date of the extinction of his/her position be determined in his/her

resignation from the position, this, however, being maximum 30 days inclusive from the date on which the resignation from the position has been delivered.

6. The Supervisory Board can dismiss member of the Board of Directors at any time during the term of office. Dismissal of the Board of Directors member is effective on the day the decision is adopted by the Supervisory Board or on the day determined in the decision by the Supervisory Board as the day of termination of his/her office.
7. The Board of Directors submits to the General Assembly or the sole shareholder performing the scope of authority of the General Assembly, together with the regular individual financial statements or extraordinary individual financial statements, consolidated financial statements an Annual Report the part of which is a Report on the Company's business activities and the state of assets.
8. It is the duty of the Board of Directors to submit to the Supervisory Board at least twice (2) a year a written information regarding principal plans for the Company in the near future, as well as anticipated changes in the Company assets, finances and revenues and upon request and by the date determined by the Supervisory Board a written report on the status of Company performance and assets in comparison with the plan. It is also a duty of the Board of Directors to inform the Supervisory Board as soon as practically possible about all facts, which can have a significant impact on the Company performance and assets, in particular its financial liquidity. It is the duty of the members of the Board of Directors to participate, upon request from the Supervisory Board or its members, in the Supervisory Board meeting and to submit to its members in required scope additional information to submitted reports.
9. Board of Directors convenes an extraordinary General Assembly meeting in the event, when it becomes aware that the Company losses have exceeded one third of the Company's registered capital or this can be expected to happen and submits to the General Assembly recommended measures. It informs the Supervisory Board as soon as practically possible about these facts.
10. Board of Directors member is fully responsible for damages resulting from the breach of his/her duties as a member of the Board of Directors as stipulated in general legislation, other generally binding legal norms, these Articles or internal Company regulations.
11. It is the duty of members of the Board of Directors to be familiar with, to supervise and control the execution of approved banking activities and to ensure the safety and health of the Company and to adopt and regularly review general remuneration rules and to manage and ensure an efficient risk management system
12. Members of the Board of Directors are responsible for the drafting of a proposal and for execution of approved organization and management system, in line with provision § 23 par. 1 of the Banking Act.
13. Duties of the Board of Directors include the following:
  - a) to submit for perusal to the Supervisory Board, its members or committees those recommendations, reports, information, documents and records related to Company operations, which are determined by the Supervisory Board in its decision,
  - b) to submit to the Supervisory Board other documents, if this is stipulated by these Articles or if Supervisory Board makes such request,
  - c) in cases stipulated by a decision of the Supervisory Board to request previous statement of a committee set up by the Supervisory Board.
14. Board of Directors issues and revokes Power of Attorney to private individuals also in the form of authority to act on behalf of the Company. Should the Procura Holder resign his/her procura, such resignation comes to effect on the day on which written resignation from the position has been delivered to any member of the company's Board of Directors, unless if later date of the extinction of his/her position be determined by the Procura Holder in his/her resignation from the position, this, however, being maximum 30 days inclusive from the date on which the resignation from the position has been delivered.

15. The Board of Directors decides on the creation, change, salary issues and termination of employment of the Head of the Internal Control and Internal Audit Staff Unit after the prior approval of the Supervisory Board or upon the proposal of the Supervisory Board.
16. The powers and responsibilities of the members of the Board of Directors are distributed, in terms of the company's organizational structure and the Competence Rulebook, so that the company shall fulfil its obligations arising from its business activities in accordance with the Securities Act.
17. All members of the Board of Directors shall comply, within their powers and responsibilities in performing their duties with the following principles:
  - a) implement, apply, and comply with the decision-making procedures and the organizational structure, which clearly and provably specifies the subordination relations, assigned tasks, and responsibility,
  - b) ensure that the relevant employees are informed about the procedures which must be observed for proper performance of their duties,
  - c) implement, apply, and maintain the adequate mechanism of internal control in order to ensure accord with the decisions and procedures on all organizational levels,
  - d) employ the employees in positions, whose job include the activities regulated in the Securities Act, who have experience, know-how, and professional qualification required for compliance with the assigned duties,
  - e) implement, apply, and maintain the effective system of internal reporting and giving information on all organizational levels,
  - f) keep proper records on their activities and internal organization,
  - g) ensure that performance of several tasks by the relevant persons shall not prevent, even potentially, performance of any specific task in accordance with the principles of fair business conduct, with due diligence, and in the interests of his clients.
18. The chairperson of the Board of Directors has the powers and is responsible for performance of the internal audit activities according to the Securities Act and the other generally binding legal regulations, and all other obligations of the company according to the Securities Act and the other generally binding legal regulations.
19. The member of the Board of Directors responsible for risk management according to the company's organization rules is also responsible for carrying out duties relating to risk control, prevention of conflict of interest (compliance) and for ensuring the rules for protection against legalization of criminal proceeds and terrorism financing in accordance with the Act on Protection against Legalization of Criminal Proceeds and Terrorism Financing, Banks Act, Securities Act and other generally applicable legal regulations.
20. All other liabilities arising from the Securities Act, which are not expressly regulated in these Articles of Association, are regulated in the organizational structure of the company or in the Competence Rulebook of the company, including the responsibility of a member of the Board of Directors, managers, employees of the company, and other persons.

**Article 11**  
**Board of Directors**  
**Decision making process**

1. Board of Directors convenes on as need basis, minimum once (1) a month. Meetings are convened by the Chairman and in the event of his/her absence by the deputy by way of written or electronic or fax message invitation, stating the venue, date, time and meeting agenda. Invitation has to be delivered to the Board members at least 2 working days before the meeting. Board of Directors can also be convened in the form of a resolution from the previous meeting. In the event that all members of the Board of Directors agree the meeting can be convened also in other manner. Members of the Board of Directors can invite to the meeting other persons, concerned by the agenda.
2. It is the duty of the Chairman of the Board of Directors to call the Board meeting upon a request from one of the members of the Board of Directors or the Supervisory Board in writing together



with reason for the meeting and proposed agenda, at the latest within 7 days from the delivery of the request. Chairman of the Board of Directors must include on the agenda a topic, if the Supervisory Board requests this.

3. Meeting of the Board of Directors is chaired by the Chairman of the Board and in the event of his/her absence by the Deputy Chairman, in the event of their absence the meeting is chaired by member of the Board authorized to do so by the Chairman of the Board (hereinafter the "Chairman"). Details of the Board of Directors' meetings are regulated by the Rules of Proceedings. Board of Directors' Rules of Proceedings shall be approved by a sole majority of all members of the Supervisory Board.
4. Board of Directors has a quorum only if a sole majority of its members is present. Board of Directors passes decisions through resolutions, adoption of which requires sole majority of all present members of the Board of Directors. In the event of equal number of votes the Chairman casts the deciding vote. If all members of the Board of Directors agree, resolution can also be adopted also by way of written ballot or voting by means of electronic communication (per rollam); voting members are then considered to be present. Such resolution is adopted if sole majority of all members of the Board of Directors have voted in writing in favour of the resolution.
5. In the event that one of the members of the Board of Directors is of an opinion that resolution of the Board of Directors is to the contrary to the generally binding legal norms or these Articles or it threatens the interests of the Company and the Board of Directors refuses to alter its decision, this member of the Board can request from the Chairman to invite the Supervisory Board attend the joint meeting. If this does not happen, such a Board of Directors member is entitled to request the Supervisory Board to adopt an opinion to the resolution under question.
6. Board of Directors meetings proceedings and ballots taken outside the meeting must have minutes prepared and then signed by the Chairman and co-signed by Minutes Clerk. Minutes are delivered to members of the Board of Directors, to persons nominated by the Board of Directors and to the Chairman of the Supervisory Board. Every member of the Board of Directors is entitled to have his/her differing view/s on discussed issues recorded in the Minutes.
7. Organizational issues related to meetings and decisions taking of the Board of Directors, including ballots taken outside the meeting are the responsibility of the Board of Directors' Chairman. Expenses related to meetings of the Board of Directors are borne by the Company.

## **PART IV RESERVE FUND, PROFIT DISTRIBUTION AND LOSS SETTLEMENT METHOD**

### **Article 12 Company operations**

1. Accounting period for the Company is a calendar year, commencing on January 1 and expiring on December 31.
2. The Company has to maintain accounting in a prescribed manner and in line with legislation. It is the responsibility of the Board of Directors to maintain proper Company accounts, together with an audit of annual Company accounts by an auditor.
3. The Board of Directors submits for approval to the General Assembly or the sole shareholder performing the scope of authority of the General Assembly the regular annual financial statements or extraordinary individual financial statements and proposal of the profit distribution or loss settlement. Annual Company accounts are to be delivered to Company shareholders 30 days prior to the General Assembly meeting. Annual Company accounts must also be available for perusal by Company shareholders in the Company's Head Office during the period allocated to convene the General Assembly meeting.
4. Pursuant to the Banking Act it is the duty of the Company to ensure in their contract with the auditor the following:

- a) preparation of the auditor's report and verification of data contained in reports for the National Bank of Slovakia, as stipulated in special regulation,
  - b) verification of accounting upon written request by the National Bank of Slovakia in the course of the calendar year,
  - c) preparation of extended report in a structure as prescribed by the National Bank of Slovakia.
5. The Company must have available a set of information prescribed by general legislation and provides data pertaining to its operations to bodies stipulated in the aforesaid legislation.

**Article 13**  
**Creation and application of reserve fund**

1. The Company reserve fund shall serve to cover losses or to take measures to overcome adverse financial situation of the Company.
2. At its foundation, the Company had a reserve fund of 2,310,173,000 Sk (in words: two billion three hundred ten million one hundred and seventy three thousand Slovak Crowns).
3. In the event that the value of the reserve fund will be less than 30% of the Company's registered capital, it is the duty of the Company to contribute to the fund annually at a level of at least 10% of the net profit reported in the Company financial accounts, until such time when the reserve fund will reach again 30% of the Company's registered capital.
4. Any possible additional contributions of the fund are the decision of the General Assembly. The Board of Directors, whilst taking into consideration Company interests decides application of the reserve fund.

**Article 14**  
**Other funds**

Pursuant to generally applicable legal norms and its internal regulations the Company may create other funds and to contribute to these from its net profit an amount, which is the subject of approval by the General Assembly. Funds are used in line with Company internal regulations.

**Article 15**  
**Profit distribution and loss settlement**

1. Decision on profit distribution shall be made by the General Assembly, based upon recommendation from the Board of Directors and after a consideration from the Supervisory Board as follows:
  - a) reserve fund contributions,
  - b) contributions to other funds, if these exist,
  - c) dividend payment,
  - d) royalties payment,
  - e) other purpose.
2. Decision of the profit distribution, pursuant to par. 1 of this Article shall be made by the General Assembly, taking into consideration creation of sufficient reserves and business development plans of the Company.
3. General Assembly can decide that the profit or part thereof shall remain undistributed or that it will be used for an increase of the Company registered capital.
4. If the Company would report a loss for the current period it is the duty of the General Assembly to decide as a part of Company annual accounts approval process, to settle the losses from the Company's internal funds.

**PART V**  
**INCREASING AND DECREASING OF REGISTERED CAPITAL**

**Article 16**  
**Increasing of Company registered capital procedure**

1. Unless stipulated otherwise registered capital increase procedure shall be regulated by relevant provisions of the Trade Act. Detailed rules for registered capital increase procedure shall be set by Company body, which decides on matters of registered capital increase.
2. It is the duty of issuer to pay-up the subscription of shares, which were issued in order to increase the registered capital, within a deadline set by the Company body, which decided on the share issue.
3. Breach of an obligation to pay-up the subscription of shares or part thereof, within a deadline set by the Company body, which decided on the share issue, shall result in a duty for the shareholder to pay a late payment interest penalty based on an outstanding amount at a rate of 30% per annum.
4. If a shareholder is late with paying-up the subscription of shares or part thereof, the Board of Directors shall notify him/her to fulfil this duty within 30 days of receiving the notification from the Board of Directors. If a shareholder does not pay-up the subscription of shares or part thereof within the given deadline the subscription becomes null and void. Without notification and without undue delays the Board of Directors shall return to the issuer the paid-up portion of the share issue subscription.
5. The Company shall inform the National Bank of Slovakia of a registered capital increases in advance.

**Article 17**  
**Decreasing of Company registered capital procedure**

1. Unless stipulated otherwise registered capital decrease procedure shall be regulated by relevant provisions of the Trade Act. Detailed rules for registered capital decrease procedure shall be set by the General Assembly, based on a recommendation submitted by the Board of Directors.
2. Shares may be withdrawn from circulation based on an agreement with shareholders, who will respond to a notice from the Board of Directors or shares identified according to principles adopted by the General Assembly. Withdrawing shares from circulation in a public draw may not decrease registered capital.
3. The Company shall request a permission from the National Bank of Slovakia to decrease the Company registered capital, with the exception of cases, when this decrease is required in order to settle Company losses.
4. Unless special legislation regulates otherwise, the decision on the decrease of the Company registered capital is made, upon a recommendation from the Board of Directors, by the General Assembly by a 2/3 majority of present shareholders. If there are a number of various types of shares, this majority is required for every type of the share.
5. A decision of the General Assembly to decrease the registered capital shall specify:
  - a) reason and purpose for the decrease,
  - b) size of the decrease,
  - c) method in which it would be carried out,
  - d) method of application of funds generated by the decrease of the registered capital,
  - e) determining amounts due to shareholders, if the funds generated by the decrease are to be distributed among the shareholders, decision whether these funds will be applied to waive the shareholders' duties to repay the outstanding portion of a share subscription, if the share subscription is not fully paid-up.

**PART VI**  
**COMPANY WINDING-UP AND LIQUIDATION**

**Article 18**  
**Company winding-up and dissolution**  
**Company liquidation**

1. The Company is wound-up as a result of and in a manner stipulated by generally binding legal norms. In order to carry out a decision by the General Assembly to merge, fuse or break-up the Company, the Company must request a prior permission from the National Bank of Slovakia.
2. Company liquidation, as a part of its winding-up, is regulated by generally binding rules. If the Company is terminated in liquidation, the General Assembly shall appoint a receiver, whereby the recommendation for appointment and the National Bank of Slovakia files dismissal of the receiver.
3. The Company expires on the day of its removal from the Commercial Register.
4. Registry Court shall cause the deletion of the Company from the Commercial Register only if it is proven that all shares, issued by the Company were cancelled or expired otherwise in a manner complying with legislation.

**PART VII**  
**OTHER PROVISIONS**

**Article 19**  
**Company organization and management**

1. Company business shall be conducted through its organizational units, i.e., Head Office and Commercial Centres, or other organizational units, formulated by Company's internal regulations.
2. Organizational units other than the Head Office, according to the Company's internal regulations. Their duties and competences will be stipulated in the Company's internal regulations. These units may be further divided into additional organizational units whose duties and competences will be stipulated in the Company's internal regulations.
3. The Head Office performs particularly the activities of a managing and coordinating centre. Head Office is divided into additional organizational units whose duties and competences are stipulated in the Company's internal regulations.
4. Creation, performance, coordination, monitoring, and review of the Company's business plans falls within the responsibility of the Board of Directors. The Company's internal regulations specify the individual organizational units Authorized to do specific acts in this area and their responsibilities; these organizational units are also responsible for creation, performance, coordination, monitoring, and review of the Company's business plans.
5. The Company has, according to the generally binding legal regulations, distributed and regulated powers and responsibility for:
  - a) management of risks and banking activities,
  - b) performance of credit transactions and investment transactions,
  - c) monitoring the risks to which the Company is exposed in performance of banking activities with any persons having special relationship to the Company.
6. The Company has the risk management separated from the banking activities. The Company's risk management is performed via the Board of Directors of the Company, risk management committee, manager and other personnel responsible for risk management and the organizational units specified in the Company's internal regulations that will create the system of identification, monitoring, measuring, and management of any important risk to which the Company is exposed; these organizational units may not perform any banking activities. The manager responsible for risk management is the member of the Board of Directors responsible for the risk management in the Company

7. The Company has separated performance of credit transactions and investment transactions. Investment transactions are performed by the Company via the organizational units specified in the Company's internal regulations. The organizational units performing the investment transactions may not perform the credit transactions and vice versa.
8. The Company maintains separate monitoring of the risks to which it is exposed in performing the banking activities with any persons having special relationship to the Company, the details are set forth in the Company's internal regulations.
9. Management of the Company and performance of its business activities is realized in accordance with the provisions of the generally binding legal regulations, and any banking transactions are approved by at least two authorized persons. Details on the management and performance of banking transactions by the Company are set forth in the Company's internal regulations.
10. The Company is headed by the General Manager who acts at the same time as the chairman of the Company's Board of Directors. During absence of the General Manager, he is fully substituted by the alternative directors being the other members of the Company's Board of Directors. The vice chairman of the Board of Directors is also the first alternative director of the General Manager. The General Manager, the alternative directors of the General Manager, and the officers of the Company manage and are responsible for the activities of the individual organizational units that fall within their responsibilities according to the Company's internal regulations.
11. The officers mean the General Manager, the alternative directors of the General Manager, and the managers of those organizational units which are directly controlled by the Board of Directors. The officers are responsible for the activities of the individual organizational units that fall within their responsibilities according to the Company's internal regulations.
12. The Company is responsible, according to the generally binding legal regulations, for adequate information system inside and outside the Company, which ensures proper and secure performance of the permitted banking activities. The information system falls within the responsibility of the Board of Directors.
13. The Company is responsible, according to the generally binding legal regulations, for protection against money laundering. The Board of Directors shall be responsible for overall protection of the company to prevent conflict of interest (compliance) and to ensure the rules for protection against the money laundering and the financing of terrorism and for the implementation of the prevention concept, Practical implementation of AML activities, in particular the performance of regular day-to-day activities to ensure compliance with the concept of protection, reporting of unusual business operations, ongoing contact with the financial intelligence unit, establishment of a system, procedures and coordination of protection against money laundering shall be vested in the responsibility of the Compliance Officer or the deputy thereof appointed by the Board of Directors.
14. The Company establishes the Remuneration Committee (hereinafter only 'Remuneration Committee'). The details relating to members and the activities of the Remuneration Committee are determined in the Statute of the Remuneration Committee which is approved by the Supervisory Board. The Remuneration Committee:
  - a) independently evaluates the remuneration policy and its impact on the company's risk management, its own sources and liquidity,
  - b) is responsible for the preparation of the decisions relating to remuneration, including those which have an impact on the risk area and the company's risk management, which have to be approved by the Board of Directors of the Company,
  - c) when making decisions, it pursues the long-term interests of the shareholders, investors and other involved parties of the company,
  - d) supervises the remuneration of the members of the Board of Directors of the Company and manager responsible for the risk management in the Company.

15. The Company applies special remuneration principles in compliance with the Act of Bank and another regulation.
16. The company establishes a committee for risk management (hereinafter the "Risk Management Committee"). The details of the composition and authority of the Risk Management Committee are set out in the statutes of the Risk Management Committee approved by the Board. The Risk Management Committee particularly:
  - a) monitors and is responsible for maintaining an effective risk management system of the Company,
  - b) updates the risk management system based on regular verification of its efficiency and adequacy to ensure that the system reflects the Company's ability to be exposed to risk and the changing economic environment for the Company,
  - c) monitors and enforces the risk management strategy and procedures in accordance with subparagraph 27(1) of the Banks Act,
  - d) prepares a written report of the performance of its activities once a year to the Board of Directors and the Supervisory Board of the company,
  - e) provides support and information to the Board of Directors and Supervisory Board of the Company in connection to an overall risk identification, analysis, monitoring, recording and management,
  - f) reviews whether the values of assets and liabilities offered to clients are consistent with the business objective and investment objective and risk management strategy.

**Article 20**  
**Acting on behalf of the Company**

1. Minimum two members of the Board of Directors shall be authorized to act jointly in all matters binding upon the Company.
2. Officer authorized to act on behalf of the Company can act on behalf of the Company with another officer authorized to act on behalf of the Company.
3. Officers authorized to perform certain tasks of within the Company's activities are authorized to act on behalf of the Company in all tasks, which are common in the scope of these, whilst authorize to act are at least two persons.
4. To act on behalf of the Company are authorized also other persons as long as this is specified in Company's internal regulations or if this is common, considering their rank.
5. Board of Directors may issue a written authorization to Company employees to act on behalf of the Company, whereby the scope of the authority must be stated in the written authorization.
6. Signing on behalf of the Company is done by attaching a signature to a printed or hand-written name of the Company, name and function, in case of authorized person identification of authorization to sign on behalf of the Company.
7. Persons authorized to act on behalf of the Company, who are registered in the Commercial Register, are obliged to apply within 30 days at the latest from the day stipulated in the decision of Company body, otherwise from the day when the decision was accepted or from the day when the effects of legal fact came into force, to update the records with new or obsolete data.
8. Persons authorized to act on behalf of the Company who are registered in the Commercial Register, are obliged to submit the Register Court the deeds to be archived in the documents archive without a ruling on the record in one copy within 30 days from their generating. The deeds, which are attached to the proposal for record into the Commercial Register following special law and are archived in the documents archive, are submitted to the Register Court in two copies together with a proposal for registration.
9. The Company carries out business with clients in a way that when concluding a business, minimum two persons act on behalf of the Company; if this is not possible due to operating reasons, the Company ensures the control of the performed deal without delay by persons, who

were not involved in the deal. Company rules to govern acting on behalf of the Company when carrying out business with its clients are in more details defined by Signatures and Competence Rulebook.

#### **Article 21 Internal audit system**

1. Company's internal audit system is made of a complex of operating control procedures and rules incorporated into the internal Company's processes.
2. The Company top bodies and management are responsible for adequacy and efficiency as well as the quality of performance of the internal audit system.
3. Internal Control and Internal Audit Staff Unit is an independent part of the internal control system.
4. Internal Control and Internal Audit Staff Unit reports to Company Supervisory Board.
5. Internal Control and Internal Audit Staff Unit controls keeping of laws and other generally binding legal regulations, internal Company regulations and procedures in the Company and examines and evaluates above all functioning and efficiency of the system of management and control within the company, system of risk management and observing the principles of prudent business of the company, examines and assesses readiness of the Company for execution of new types of business with regard to risk management, remuneration principles which are reflected in the risk management system and examines and evaluates information according to provisions of a special regulation.
6. Internal Control and Internal Audit Staff Unit performs their activities in Company's all organizational units as well as subsidiaries and assesses complex risks resulting from their operating, supporting and business processes and activities. Internal Control and Internal Audit Staff Unit controls and evaluates the following areas in particular:
  - a) Internal control system
  - b) Organization and management
  - c) Risk management and controlling
  - d) Bank activities and services
  - e) Economy and protection of assets
  - f) Information technologies and systems
  - g) Data protection and system security
  - h) Accounting
  - i) Reporting
  - j) Anti-money-laundering system.
7. Head of Company's Internal Control and Internal Audit Staff Unit is obliged to inform the Company Supervisory Board and the National Bank of Slovakia without delay on insufficiencies detected in performing activity following a special regulation.
8. Responsibilities and scope of authority of Internal Control and Internal Audit Staff Unit and operating audit processes can be found in internal Company regulations in more detail.

#### **PART VIII FINAL PROVISIONS**

##### **Article 22 Amendments and Changes to the Articles**

1. The Board of Directors or Company Shareholder submits proposals for amendments in the Company Articles.
2. The Board of Directors submits its proposal for amendments in the Company Articles for approval by the Supervisory Board. After the Supervisory Board has approved the proposal for

amendments to the Company Articles, the Board of Directors submits the proposal to General Assembly.

3. The Shareholder is entitled to propose changes and amendments to the Company Articles at the General Assembly provided amendments to the Company Articles are on the agenda of the General Assembly or decide on the change of the Articles of Association in accordance with the Article 5a par. 3 of the Articles of Associations and submit such a decision to the Board of Directors without undue delay.
4. Amendments to the Articles are approved by a 2/3 majority of all Shareholders and decisions adopted pursuant to this paragraph are recorded in minutes witnessed by a notary.
5. In order the amended Company Articles become valid and effective, agreement of the National Bank of Slovakia is required. The Board of Directors is obliged latest on the third working day after the decision on amendment to the Company Articles was passed to deliver the National Bank of Slovakia a written application for granting the approval for the given amendment to the Articles together with the attached wording of the amendment and with the full text of the Company Articles before and after the change. Amended Company Articles enter into validity and effect by the decision of the National Bank of Slovakia on granting the approval to the Company Articles amendment, or by lapsing the period of 30 days after the day of the delivery of the complete application for granting the approval to the National Bank of Slovakia, in case the National Bank has not decided on this application.
6. The valid and effective Amendment to Company Articles becomes part of the Articles. The full version of the Articles of Association shall be deposited in the Register of Deeds of the Commercial Register within 30 days from the effective date of the Articles of Association coming into force.

### **Article 23** **Final provisions**

1. Company operations are regulated by applicable legal norms, in particular by relevant provisions of the Trade Act and Banking Act no. 483/2001 Col. In the event that some of the provisions of the Articles, whether in terms of the applicable legal norms or changes to them become invalid, ineffective or disputable, or some provisions are missing, remaining provision of Articles remain unaffected by this fact. Instead of the provisions in question provisions of the relevant legal norm or regulation closest to them by its nature and intended purpose shall be applied. If such legal standard cannot be applied, a procedure in accordance with generally accepted trading practices for the given industry shall apply. Legal affairs of the Company are regulated the legislation of the Slovak Republic.
2. Activities of the Company are subject to Banking Supervision pursuant to relevant provisions of the Banking Act.
3. Facts regulated by generally applicable legal norms, the Company by way of an announcement in the Commercial Register shall publish these Articles and General Assembly resolutions, unless the legislation or these Articles regulate otherwise.
4. Disputes, as may arise between shareholders and the Company, disputes between the Company and members of its bodies, as well as disputes between shareholders related to their interests in the Company, shall be resolved by a mutual agreement. If dispute resolution by mutual agreement fails, the appropriate court of the Slovak Republic shall decide the dispute, unless an international agreement, binding the Slovak Republic stipulates otherwise.
5. The full wording of the Articles of Association consists of the following documents:
  - The Articles of Association, which were approved by the General Assembly of the Company on 13 February 2002,
  - Amended Articles of Association, which were approved by the Extraordinary General Assembly of the Company on 27 June 2002,
  - Amended Articles of Association, which were approved by the ordinary General Assembly of the Company on 30 April 2003,



- Amended Articles of Association, which were approved by the ordinary General Assembly of the Company on 20 May 2004,
- Amended Articles of Association, which were approved by the Extraordinary General Assembly of the Company on 21 September 2004,
- Amended Articles of Association, which were approved by the ordinary General Assembly of the Company on 05 May 2005,
- Amended Articles of Association, which were approved by the ordinary General Assembly of the Company on 05 May 2005,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 22 July 2005,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 22 September 2005,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 21 December 2005
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 19 January 2007,
- Amended Articles of Association, which were approved by the ordinary General Assembly of the Company on 03 May 2007,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 15.10. 2007,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 20.12. 2007,
- Amended Articles of Association, which were approved by the ordinary General Assembly of the Company on 04 April 2008,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 09 October 2008,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 19 December 2008,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 20 January 2009,
- The change of Articles of Association, which were approved by the ordinary General Assembly of the Company on 31 March 2009,
- The change of Articles of Association, which were approved by the ordinary General Assembly of the Company on 29. March 2011,
- The change of Articles of Association, which were approved by the ordinary General Assembly of the Company on 23. March 2012,
- The change of Articles of Association after decision taken by only one shareholder when exercising the authority of the General Meeting on 11 July 2013,
- The change of Articles of Association taken by the sole shareholder when exercising the authority of the General Meeting on 1 October 2014,
- The change of Articles of Association taken by the sole shareholder when exercising the authority of the General Meeting on 20 June 2018.

Bratislava on 20.06.2018

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Peter Krutil  
Chairman of the Board of Directors

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Alexandra Habeler-Drabek  
Member of the Board of Directors