

# GENERAL MEETING

26 April 2019 from 10:00 am

PPF GATE, Evropska 2690 / 17, P6 – the conference room No. 603 on the 6th floor

The Board of Directors of PPF banka a.s., with its registered office at Prague 6, Evropská 2690/17, post code: 16041, company identification No.: 47116129 (the "Company") **calls in accordance** with provision of Section 402 of the Act no. 90/2012 Coll., the Act on Commercial Companies and Cooperatives, as amended (the "Business Corporations Act") **an ordinary General Meeting** of the shareholders (the "General Meeting") which will be held on **26 April 2019 from 10:00 (am)** at the registered office of the Company, **in the meeting room No. 603 on the 6th floor of the PPF GATE building**, at the address Prague 6, Evropská 2690/17, post code: 160 41.

## Agenda:

1. **Commencement of the General Meeting**
2. **Election of the General Meeting bodies**

Resolution proposal:

*The General Meeting approves election of the General Meeting bodies as presented by the Board of Directors.*

Reasoning:

In accordance with the Articles of Association of the Company (the "Articles of Association") the Board of Directors of the Company (the "Board") is obliged to propose composition of the General Meeting bodies to be approved by the General Meeting.

**3. Approval of the Rules of Procedure of the General Meeting**

Resolution proposal:

*The General Meeting approves the Rules of Procedure of the General Meeting as presented by the Board.*

Reasoning:

In accordance with the Articles of Association the Board is obliged to draw up and present the Rules of Procedure of the General Meeting to be approved by the General Meeting.

**4. Discussion over the Board's report on the Company's business activity and state of its assets for accounting period of the year 2018**

Resolution proposal:

*The General Meeting acknowledges the Board's report on the Company's business activity and state of its assets for accounting period of the year 2018.*

Reasoning:

In accordance with generally binding legal regulations and the Articles of Association the Board is obliged to draw up and present the report on the Company's business activity and state of its assets for the relevant accounting period to the General Meeting for discussion.

The Board's report on the Company's business activity and state of its assets for accounting period of the year 2018 constitutes in accordance with provision of Sections 436 and 437 of the Business Corporations Act and in accordance with the Articles of Association Annex No. 1 to this invitation.

**5. Report of the Supervisory Board on the results of its activity including assessment of ordinary and consolidated financial statements of the Company for the accounting period of the year 2018, standpoint on the report on the relations between the controlling entity and the controlled entity and between the controlled entity and other entities controlled by the same controlling entity for the accounting period of the year 2018 and standpoint on the proposal of the Board on dividing the profit of the Company for the accounting period of the year 2018**

Resolution proposal:

*The General Meeting acknowledges the report of the Supervisory Board on the results of its activity, including assessment of ordinary and consolidated financial statements of the Company for the accounting period of the year 2018, standpoint on the report on the relations between the controlling entity and the controlled entity and between the controlled entity and other entities controlled by the same controlling entity for the accounting period of the year 2018 and standpoint on the proposal of the Board on dividing the profit of the Company for the accounting period of the year 2018.*

Reasoning:

In accordance with generally binding legal regulations and the Articles of Association the Supervisory Board of the Company (the "Supervisory Board") is obliged to present its statement on the results of its activity, including assessment of ordinary and consolidated financial statements of the Company for accounting period of the year 2018, standpoint on the report on the relations between the controlling entity and the controlled entity and between the controlled entity and other entities controlled by the same controlling entity for accounting period of the year 2018 and standpoint on the proposal of the Board on dividing the profit of the Company for the relevant accounting period to the General Meeting.

The report on the relations between the controlling entity and the controlled entity and between the controlled entity and other entities controlled by the same controlling entity for the accounting period of the year 2018 constitutes in accordance with provision of Sections 84 (1), 436 and 437 of the Business Corporations Act and in accordance with the Articles of Association Annex No. 2 to this invitation.

**6. Approval of the ordinary financial statements of the Company for the accounting period of the year 2018**

Resolution proposal:

*The General meeting approves the ordinary financial statements of the Company for the accounting period of the year 2018.*

Reasoning:

In accordance with generally binding legal regulations and the Articles of Association the Board is obliged to present ordinary financial statements of the Company for the relevant accounting period to the General Meeting for approval.

Selected data from the ordinary financial statements of the Company for the accounting period of the year 2018 to the extent of "Statement of Financial Position" and "Statement of Comprehensive Income" constitute in accordance with provision of Sections 436 (1) and 437 of the Business Corporations Act and in accordance with the Articles of Association Annex No. 3 to this invitation.

**7. Approval of the consolidated financial statements of the Company for the accounting period of the year 2018**

Resolution proposal:

*The General Meeting approves the consolidated financial statements of the Company for the accounting period of the year 2018.*

Reasoning:

In accordance with generally binding legal regulations and the Articles of Association the Board is obliged to present consolidated financial statements of the Company for the relevant accounting period to the General Meeting for approval.

Selected data from the consolidated financial statements of the Company for the accounting period of the year 2018 to the extent of "Statement of Financial Position" and "Statement of Comprehensive Income" constitute in accordance with provision of Sections 436 (1) and 437 of the Business Corporations Act and in accordance with the Articles of Association Annex No. 4 to this invitation.

**8. Decision on the Board's proposal on distribution of the profit for the accounting period of the year 2018**

Resolution proposal:

*The General Meeting approves the distribution of profit of the Company for the accounting period of the year 2018 in the following manner:*

<i>Profit for division:</i>	<i>2,202,171,136.52 CZK</i>
<i>• transfer into the social fund</i>	<i>2,000,000.00 CZK</i>
<i>• transfer into retained earnings from previous years</i>	<i>2,200,171,136.52 CZK</i>

Reasoning:

In accordance with generally binding legal regulations and the Articles of Association the Board is obliged to present proposal on dividing the profit for the relevant accounting period to the General Meeting for approval.

**9. Discussion over the Report on Activity of the Audit Committee**

Resolution proposal:

*The General Meeting acknowledges the Report on Activity of the Audit Committee.*

Reasoning:

In accordance with generally binding legal regulations and the Articles of Association the Audit Committee of the Company (the "Audit Committee") is obliged to present the Report on Activity of the Audit Committee for the relevant accounting period to the General Meeting for discussion.

**10. Decision on the appointment of statutory auditor of the Company for the accounting period of the year 2019**

Resolution proposal:

*The General Meeting approves that the company KPMG Česká republika Audit, s.r.o., with its registered office at Prague 8, Pobřežní 648/1a, Postal Code: 186 00, Czech Republic, company identification No.: 49619187, incorporated in the Companies Register kept by the Municipal Court in Prague, Section C, Insert 24185, shall be the statutory auditor of the Company for the accounting period of the year 2019.*

Reasoning:

The appointment of auditor is, under Act No. 93/2009 Coll., the Auditors Act, as amended, part of the powers of the General Meeting. The proposal to the General Meeting is made by the Supervisory Board, which shall either respect the suggestion of the Audit Committee, or must justify diversion from such suggestion.

**11. Election of Ms. Jitka Mašátová, Mr. Valdemar Linek and Mr. Bohuslav Samec as members of the Audit Committee**

Resolution proposal:

*The General Meeting elects, with effect from the date of 30 April 2019, Ms. Jitka Mašátová, born on 21 January 1978, residing at Heinemannova 2698/11, Dejvice, 160 00 Prague 6, as a member of the Audit Committee. The date of appointment of Ms. Jitka Mašátová as a member of the Audit Committee is 30 April 2019.*

*The General Meeting elects, with effect from the date of 30 April 2019, Mr. Valdemar Linek, born on 29 May 1971, residing at Zdická 1387/19, Radotín, 153 00 Prague 5, as a member of the Audit Committee. The date of appointment of Mr. Valdemar Linek as a member of the Audit Committee is 30 April 2019.*

*The General Meeting elects, with effect from the date of 30 April 2019, Mr. Bohuslav Samec, born on 29 July 1959, residing at Řehníkova 2175, 253 01 Hostivice, as a member of the Audit Committee. The date of appointment of Mr. Bohuslav Samec as a member of the Audit Committee is 30 April 2019.*

Reasoning:

The current term of all of the members of the Audit Committee will expire on 29 April 2019 at the latest. Thus it is necessary to elect all of the three members. It is proposed to re-elect the current members.

**12. Approval of the executive service agreements of members of the Audit Committee**

Resolution proposal:

*The General Meeting approves the executive service agreement concluded between the Company and elected member of the Audit Committee Ms. Jitka Mašátová, which text constitutes an annex to this decision.*

*The General Meeting approves the executive service agreement concluded between the Company and elected member of the Audit Committee Mr. Valdemar Linek, which text constitutes an annex to this decision.*

*The General Meeting approves the executive service agreement concluded between the Company and elected member of the Audit Committee Mr. Bohuslav Samec, which text constitutes an annex to this decision.*

Reasoning:

It is necessary to conclude the executive service agreements with the newly elected members of the Audit Committee. The executive service agreement in a joint-stock company has to be, in accordance with provision of Section 59 of the Business Corporations Act, concluded in writing and approved by the competent body of the Company, which is, in the case of the Audit Committee members, the General Meeting. The agreed remuneration is fully in line with the remuneration policy of the Company and the executive service agreement is in compliance with applicable laws, regulations and the Articles of Association.

### **13. End of meeting**

The invitation to the General Meeting is also published on the Company's website [www.ppfbanka.cz](http://www.ppfbanka.cz)

#### **Further information:**

Shareholder may attend the General Meeting in person or represented by a proxy. The proxy must be in writing and must show whether it may be used by the proxy holder to represent the shareholder at one or more General Meetings. Upon registration, shareholders – individuals shall prove their identity with a valid proof of identity. A proxy holder shall present his identity card and hand in his proxy in writing with the signature of the shareholder. A member of a governing body of a shareholder – legal entity shall also hand in a recent statement from the relevant public registry or its certified copy or another document certifying his right to act on behalf of the company. The Company will not reimburse any expenses incurred by any shareholder due to their attendance at the General Meeting.

#### **Record date:**

The meaning of the record date to attend the General Meeting rests in the fact that the right to attend the General Meeting and exercise the rights of a shareholder, including voting, is performed with the exception of shareholders whose shareholder rights were previously suspended by the Czech National Bank in accordance with provision of Section 20a of the Act No. 21/1992 Coll., on Banks, as amended, who are participants in administration procedure regarding suspension of shareholder rights or shareholders for whom the Czech National Bank newly found reason to suspend shareholder rights, by shareholders who shall be registered in extract from issue of shares of the bank (Company), kept in accordance with special legal regulation, as of the record date, i.e. as of 19 April 2019.

**Registration of shareholders:**

Registration of shareholders into the attendance list shall be executed on the day when the General Meeting takes place from 9:45 (am) at the venue of the General Meeting.

In Prague, .....26.3...... 2019



**Petr Jirásko**  
Chairman of the Board of Directors  
PPF banka a.s.



**Jaroslava Studenová**  
Vice-Chairman of the Board of Directors  
PPF banka a.s.

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Ref. B 1834

This is an unofficial translation of Czech version of the invitation. In case of any discrepancy between English and Czech version of the invitation, Czech version shall prevail.