

Pursuant to Article 2 of the Resolution on Amendments and Supplements to the Statute of the HALKBANK Joint-Stock Company Beograd No. 15599/2023 adopted at the Ordinary General Meeting of Shareholders of the Bank held on 27.04.2023 and came into force on 14.6.2023, the Executive Board determined the following

**S T A T U T E**  
**OF HALKBANK a.d. BEOGRAD**  
**(Consolidated text)**

This Consolidated text of the Statute consists of the following texts:

- Statute of HALKBANK a.d. Beograd from 30.04.2018,
- Amendments and supplements to the Statute of HALKBANK a.d. Beograd dated on 27.08.2018
- Amendments and supplements to the Statute of HALKBANK a.d. Beograd dated on 25.10.2019
- Amendments and supplements to the Statute of HALKBANK a.d. Beograd dated on 08.10.2021
- Amendments and supplements to the Statute of HALKBANK a.d. Beograd dated on 11.01.2022
- Amendments and supplements to the Statute of HALKBANK a.d. Beograd dated on 15.11.2022
- Amendments and supplements to the Statute of HALKBANK a.d. Beograd dated on 27.04.2023

## **I BASIC PROVISIONS**

### Article 1

This Statute regulates organizational, status and other relevant issues for operations of the HALKBANK akcionarsko društvo Beograd (hereinafter: Bank and/ or HALKBANK a.d. Beograd) in accordance with a Law on Banks and other regulations.

This Statute contains of the following:

- 1) Organisation and manner of the bank's operation;
- 2) Matters decided by the bank's assembly;
- 3) Matters decided by other bodies of the bank, their composition and decision-making procedures, as well as the term of office of members of such bodies;
- 4) Measures and responsibilities of the bank's bodies aimed at providing liquidity and solvency of the bank;
- 5) Rights, obligations and responsibilities of members of the Supervisory Board and Executive Board, and other persons with special authorities and responsibilities established by the bank's articles of association;

- 6) Authority for signing and acting on behalf of the bank;
- 7) Manner of performing internal control and internal audit of the bank;
- 8) Data and documents considered a business secret of the bank, and the manner of dealing with such data and documents;
- 9) Other elements and/or data importance for the Bank's operations, in accordance with the Law on Banks and other regulations.

## Article 2

The Bank is a joint-stock company with the seat in the Republic of Serbia, with an operating license of the National Bank of Serbia and performs deposit and credit operations, but it can also carry out other banking operations in compliance with regulations.

The Bank is not a public joint-stock company in the sense of the law regulating the capital market.

The Bank is a legal entity with rights, obligations and responsibilities stipulated by law, other regulations, the Foundation Decision and this Statute.

## Article 3

HALKBANK a.d. Beograd – former Čačanska banka a.d. Čačak was founded in compliance with the licence issued by the National Bank of Yugoslavia, decision no. 328 of 26.12.1990. The Bank was entered into the Register with the Commercial Court in Kraljevo, register file no. 1-2656-00 and 3-37-01, decision Fi2579/90 of 28.12.1990, and in register file no. 3-100-00 in the Commercial Court in Čačak.

The Bank was registered into the register of commercial entities with the Agency for Commercial Registers, under ref. 54244/2005 of 07.07.2005.

According to the Decision of the Business Registers Agency no. BD 89155/2015 of 22.10.2015 change of the business name of the Bank was registered, so that the new business name of the Bank is HALKBANK joint-stock company Beograd, and short business name is HALKBANK a.d. Beograd.

According to the above mentioned Decision of the Business Registers Agency, the change of the Bank's seat was registered from Pivarska 1 in Čačak to Bulevar Milutina Milankovića 9ž in Belgrade.

According to the Decision No 82129/2016 of 19.10.2016 of the Business Registers Agency, the change of the Bank's seat was registered at Belgrade, Milutina Milankovića 9e.

In accordance with Decision of the Shareholders' Assembly No 4225 dated 07.11.2018 on Compulsory redemption off all shares (squeeze out), adopted on proposal of majority shareholder Türkiye Halk Bankası A.Ş., Barbaros Mahallesi, Sebboy Sk. No.4,3 4746 Atasehir, Istanbul Turkey, Identification number: 862070, as Redeemer ((hereinafter: Redeemer), compulsory redemption off all shares (squeeze out) approved.

When process of compulsory redemption finished, Türkiye Halk Bankası A.Ş., Barbaros Mahallesi, Sebboy Sk. No.4,3 4746 Atasehir, Istanbul Turkey, Identification number: 862070 became the only one shareholder (hereinafter: shareholder). The Bank became the joint stock company with only one shareholder who performs the functions of the Bank's Assembly, according to applicable regulations. On 27.11.2018, this change was registered in Central securities depository and cleaning house of the Republic of Serbia.

The shareholders capital of the Bank consists of monetary part and amounts to RSD 10.488.940.000,00 as on 15.11.2022, as the day of registration of the capital increase in the register of business entities at the Business Registers Agency.

The monetary part of the shareholders capital is split into shares with the nominal value of RSD 10,000.00.

The monetary part of the shareholders capital under Paragraph 8. and 9. of this Article Decision is split on:

1. 988.760 ordinary shares, identified to the name, with voting rights, with CFI code: ESVUFR, ISIN no: RSCBCAE56615,
2. 134 preference shares, without voting rights, with CFI code: EPNNFR, ISIN no: RSCBCAE09390,
3. 60,000 preference shares, without voting rights, with CFI code: EPNRFR, ISIN no: RSCBCAE57662.

Türkiye Halk Bankası A.Ş., Barbaros Mahallesi, Sebboy Sk. No.4,3 4746 Atasehir, Istanbul Turkey, Identification number: 862070 is a lawful holders (owners) of the shares in 100%

Bank is a member of the T. Halk Bankası A.Ş group and acts in accordance with applicable regulations of the Republic of Serbia.

#### Article 4

The Bank has a graphic blue logotype, as follows:



#### Article 5

The Bank operates under the following business name: **HALKBANK akcionarsko društvo Beograd.**

The short business name of the Bank is: **HALKBANK a.d. Beograd.**

The seat of the Bank is in **Belgrade, Milutina Milankovića 9e**

#### Article 6

The Bank has seals and stamps containing the business name of the Bank and its seat.

The organizational units of the Bank have seals and stamps containing the business name of the Bank and the relevant seat of the organizational unit.

#### Article 7

For business correspondence and other documents of the Bank, including those in electronic form, addressed to the third parties, Bank uses a unique letterhead consisting of the logotype, full or short business name, seat, phone number, e-mail address, web address, swift, registration number and tax identification number, as well as the other data prescribed by law and the other provisions.

The data on the letterhead are written in the Serbian language in Latin script.

In foreign relations, the Bank uses the letterhead containing the data specified in the paragraph 1 of this article written in the English language.

## II ORGANIZATION AND BUSINESS OPERATING METHOD OF THE BANK

#### Article 8

The Bank performs the following operations in compliance with Law:

1. deposit activities (accepting and placing deposits);
2. credit activities (granting and taking credits);
3. foreign exchange operations, foreign currency operations and exchangetransactions;
4. activities regarding payment operations;
5. issuing payment cards;
6. activities regarding securities (issuing securities, custody bank activities etc.);
7. issuing guarantees, sureties and other types of warranties (guarantee operations);
8. purchase, sale and collection of receivables (factoring, forfeiting etc.)
9. insurance agency activities with prior consent by the National Bank of Serbia;
10. activities for which it is authorized by Law;

11. other activities which are essentially similar or connected to activities specified in items 1) to 11) of this paragraph and are in accordance with founding act and articles of the Statute.

The Bank will carry out the operations specified in paragraph 1 item 4 hereof in accordance with the law governing payment operation services.

#### Article 9

Operations of the Bank are carried out in the headquarter of the Bank and its organizational units.

The following organizational units may be established within the Bank in the legal operations:

- branches and
- representative offices.

The decision on establishing branches and representative office is made by the Supervisory Board.

Sub-branches and counters could be established within branches of the Bank.

Sub-branches and counters do not have function of affiliates.

The decision on the establishment of branches, sub-branch and counters, which determines: the business name, address, activities, representative and other issues of importance for the work of the branch and counters, is made by the Executive Board.

#### Article 10

A branch is an organizational unit with authorizations for conducting certain operations in one area, or certain operations within the activities of the Bank.

A branch does not have the legal entity status and in legal operations with third parties, a branch acts on behalf and for the account of the Bank.

A branch is obliged to comply with the Business Policy of the Bank and operates in line with the Statute, enactments of the Bank and decisions of the Bank bodies.

The Bank's Supervisory Board and the Executive Board have rights to cancel any act taken by the branch, which does not comply with enactments from the paragraph 3 of this article.

The decision on branch establishing will regulate the business name, address, activities, representative and other issues relevant for the branch operations.

#### Article 11

A representative office is an organizational unit of the Bank abroad, with no legal entity status.

A representative office represents the Bank and performs the market research operations, follows and investigates economic movements in a particular region.

## Article 12

Supervisory Board establishes internal organization and/or the organizational structure of the Bank ensuring allocation of authorisations, duties and responsibilities of employees, members of management bodies and other persons at management positions in the Bank, in the manner that prevents conflict of interests and ensures a transparent and documented process of making and implementing decisions, while the Executive Board implements these principles by establishing a list of core business or principal responsibilities by organizational forms.

Depending on the type of banking activities being performed, the technological aspects of the work, the number and complexity of technological connections, the complexity of the operations, the coordination, the number of executors and the staff structure, within the Bank's internal organization it could be formed division, departments and units.

## III THE BODIES OF THE BANK

### Article 13

The Bank's bodies are:

1. the Shareholders' Assembly,
2. the Supervisory Board,
3. the Executive Board.

In the Bank are established the following committees:

1. Audit Committee,
2. Credit Committee of the Bank,
3. Assets and Liabilities Management Committee.

### The Shareholders' Assembly

### Article 14

The Shareholders' Assembly is comprised of the Bank shareholder, who conducts functions of the Shareholders Assembly in accordance with applicable regulations, Foundation Decision and this Statute.

The Supervisory Board is authorized to convene regular and extraordinary sessions of the Shareholders' Assembly of the Bank.

A shareholder is entitled to participate in the work of the Shareholders Assembly, which implies:

- 1) Right to vote on the issues about which his class of shares votes;
- 2) Right to participate in the debate about the issues on the agenda of the Shareholders Assembly, which includes the right to file motions, ask questions related to the agenda of the

Shareholders Assembly and receive answers, in compliance with the Statute of the Bank and the Rules of procedure of Shareholders' Assembly.

Shareholders exercise their voting rights directly or indirectly through their representatives or proxies.

Each ordinary share provides the right to one vote on the issues that are voted for at the Shareholders' Assembly.

A shareholder is entitled to authorize another person by a power of attorney to participate in the work of the Shareholders' Assembly on their behalf, including the right to vote on their behalf.

The Power of attorney provided by a shareholder must be certified pursuant to the applicable law.

## Competence

### Article 15

The Shareholders Assembly of the Bank:

1. adopts the Business policy and strategy of the Bank, defining operating targets of the Bank for the period of minimum three years;
2. adopts the Statutes and amendments and supplements to the Foundation document and the Statute of the Bank;
3. adopts the annual financial reports of the Bank;
4. adopts the decision on use and distribution of profits i.e. covering of losses;
5. decides on increasing and decreasing of capital of the Bank, type of shares, rights of shareholders, nominal value of shares and on issuing new securities;
6. decides on conversion of shares or other securities into ordinary shares;
7. decides on investment of capital in other bank or other legal entities;
8. decides the amount of investment in fixed assets;
9. appoints and recalls of the chairman and members of the Supervisory Board of the Bank;
10. decides on compensation of members of the Supervisory Board;
11. decides on statutory changes;
12. appoints and recall the external auditor;
13. decides on redemption of shares following approval by the National Bank of Serbia, sale or cancellation of such shares;
14. adopts rule book of its activities;
15. decides on other issues in accordance with the Law and the Statutes of the Bank.

The Shareholders' Assembly of the Bank may not authorize any other corporate body to decide on the issues set under Paragraph 1 of this Article.

### Regular Meetings of the Shareholders' Assembly

#### Article 16

The Shareholders' Assembly may have regular or extraordinary meetings.

Regular Meetings of the Shareholders' Assembly is held at the request of the Supervisory Board.

A regular Shareholders' Assembly Meeting is held minimum on a yearly basis within the deadline in accordance with the laws.

Unless otherwise stipulated by the Law on Bank, provisions of the law on companies relating to the assembly of a joint-stock company shall apply to the procedure of convening, notification and proceedings in regular meetings of the bank's assembly.

A regular Meeting of the Shareholders' Assembly may be held without convening, delivering invitation and materials to a shareholder in terms and in the manner provided in this Statute if the shareholder attends the meeting and does not oppose to its holding. In this case, a decision of the Supervisory Board determining the proposal of the agenda, date, time and place of the meeting of the Shareholders' Assembly shall be delivered to the shareholder immediately after its adoption.

The manner of work and other issues of importance for the work of the Assembly shall be regulated by the Rules of Procedure of the Assembly.

The Rules of Procedure of the Assembly shall regulate, amongst other things, making the minutes of the meetings of the Shareholders' Assembly which shall include at least: the date, time and place of the meeting, the representatives of shareholders attending the meeting, the chairman, the keeper of the minutes and other persons attending the meeting, the agenda and elements for discussion for each item on the agenda, questions, comments, voting results and signatures of the chairman and the keeper of the minutes.

### The Extraordinary Meeting of the Shareholders' Assembly

#### Article 17

The Extraordinary Meeting of the Shareholders' Assembly may be called upon the request of:

1. the Bank's Supervisory Board;
2. a shareholder .

## Article 18

The Bank's Supervisory Board of the Bank calls the Extraordinary Meeting of the Shareholders' Assembly:

1. if the Bank becomes undercapitalized;
2. if it is requested by the internal audit of the Bank, external audit of the Bank or the Audit Committee of the bank;
3. if it is requested by the National Bank of Serbia;
4. whenever it estimates that it is necessary.

The invitation for the Extraordinary Meeting of the Shareholders' Assembly shall be delivered to the shareholder not later than 21 days before the meeting.

Extraordinary Meeting of the Shareholders' Assembly may be held without convening, delivering invitation and materials to shareholder in terms and in the manner provided in this Statute if shareholder attend the meeting and if no oppose it. In this case, decision of the Supervisory Board determining the date and time of the session of the Assembly shall be delivered to shareholder immediately after its adoption.

The procedure relating to convening an extraordinary assembly meeting shall be regulated by the law on companies.

## Article 18a

Shareholders' Assembly Meetings may be held using conference calls or other audio and visual communication equipment, so that all persons participating in a session may communicate with one another at the same time in a way that enables clear identification of all participants.

All persons participating in a session in the above manner shall be deemed to be present in person.

## Quorum

## Article 19

The Shareholders' Assembly may work and decide on the relevant issue only if the Shareholders' Assembly Meeting is attended by shareholder, i.e. his represented and/or proxy.

The decision shall be deemed adopted if the shareholder for the same voted "FOR".

## Repeated Meeting

## Article 20

If the Shareholders' Assembly Meeting is postponed because it was not attended by the shareholder, i.e. his represented and/or proxy, it can be re-convened with the same agenda so as to be held not later than 30 days but not earlier than 15 days from the date of the meeting not held.

The invitation for the repeated meeting will be sent to the shareholder not later than 10 days before the anticipated meeting date.

The Shareholders' Assembly may work and decide on the relevant issue only if the Shareholders' Assembly Repeated Meeting is attended by shareholder, i.e. his represented and/or proxy.

#### Article 21

The decision shall be deemed adopted on Shareholders' Assembly Repeated Meeting, if the shareholder for the same voted "FOR".

#### The Shareholders' Assembly President

#### Article 22

The Shareholders' Assembly is presided over by the President of the Shareholders' Assembly.

The President of the Shareholders' Assembly is a person who represents the shareholder, i.e. representative and/or proxy of the shareholder.

Exceptionally, the Shareholders' Assembly is presided over by the person appointed by the court in accordance with the Law to perform the function of the President of Assembly.

#### The Shareholders' day and invitation to Meeting

#### Article 23

A Shareholders' Day shall be a day on which is determined who is shareholder entitled to participate in a Shareholders' Assembly Meeting and it shall be the tenth day before the date of Shareholders' Assembly Meeting. Only a person who is shareholder on the Shareholders' Day shall be entitled to participate on the Shareholders' Assembly Meeting. If shareholder transfers his shares to a third party after the Shareholders' Day, shareholder shall retain the right to participate in Shareholders' Assembly Meeting based on shares he held on the Shareholders' Day.

The invitation to the Shareholders' Assembly Meeting is delivered to person who is the Bank's shareholders as of the day on which the Supervisory Board makes a decision on calling the Shareholders' Assembly Meeting and/or the date of passing the court decision if the meeting is called by the court order.

The invitation to a regular meeting shall be delivered not later than 30 days before the meeting date.

The invitation for the Shareholders' Assembly meeting shall include particularly the following:

1. the date of sending invitation;
2. the time and place of the meeting;
3. the agenda proposal;

4. information about how the materials for the meeting may be obtained;
5. a template of the power of attorney;
6. notification of the Shareholders' Day and explanation that only the shareholder who is the Bank's shareholder on that day is entitled to participate in the work of the Shareholders' Assembly
7. notification of decisions on acquiring or disposing of assets of major value.

The invitation is sent to the shareholder:

1. to the addresses of shareholders from the evidence of the shareholders, while the delivery of invitations will be considered executed as of the date of sending by registered mail, and/or electronic mail

or

2. by publishing at the Bank's website.

The invitation shall be published in accordance with applicable laws and regulations.

### The Supervisory Board

#### Article 24

The Supervisory Board of the Bank consists of at least five (5) members, including the chairman.

Members of the Bank's Supervisory Board must have the appropriate business reputation and qualifications prescribed by the National Bank of Serbia.

At least one third of the members of the Bank's Supervisory Board must be persons independent of the Bank. A person independent of the Bank shall be a person not holding direct or indirect ownership in the Bank or in a member of the Bank's banking group.

At least three members of the Bank's Supervisory Board must have the appropriate experience in the field of finance, i.e. at least three-year experience in management position in a financial sector entity or six-year experience in finance and banking and they must be distinguished as experts or scientific workers in such fields. Other members of the Bank's Supervisory Board must have at least six-year experience at a managing position in a corporate entity.

At least one member must have an active knowledge of the Serbian language and the place of residence in the territory of the Republic of Serbia.

#### Article 25

The Bank submits to the National Bank of Serbia a request for granting prior consent regarding appointment of a member of the Bank's Supervisory Board, together with documents and

provides data proving adequate conditions according to the Law on Banks and other regulations of the National Bank of Serbia regard to appointment of new members of the Supervisory Board.

A person cannot be appointed for a member of the Bank's Supervisory Board who:

1. has been a person who, on the day of revocation of the Bank's operating licence or six months prior to that day, and /or on the day of initiation of the preliminary of special proceedings in the Bank was authorized to represent and to act on behalf of the Bank, and / or was a member of management bodies of the Bank, unless such person by its enactments and actions, and / or failure to execute these enactments and actions has not or could not affect the fulfilment of conditions for revocation of the operating license to the Bank, and / or introduction of preliminary or special management in the Bank;
2. has been a member of any management body of another bank, and/or an employee in a bank;
3. has been convicted of a criminal offence and pronounced unconditional prison sentence or has been convicted of a criminal offence which makes him unworthy of the conduct of such function.

The Bank will be obliged to inform National Bank of Serbia if, during the mandate of the Supervisory Board member, any circumstances regarding fulfilment of conditions for nomination of the Supervisory Board member change, within 10 days from the date of finding out about such circumstance.

#### Article 26

A member of the Bank's Supervisory Board may not be a member of the Bank's Executive Board.

#### Mandate

#### Article 27

The president and members of the Bank's Supervisory Board are appointed for the four years term, with the re-election option. The term of office of the members of the Bank's Supervisory Board is four years.

The term of office of a member of the Supervisory Board may expire even before the term if they are dismissed or upon resignation.

If the legal minimum and composition of the Supervisory Board is jeopardised, due to mandate expiry, mandate of that member shall be extended and shall continue until the appointment of a new member (that is until the prior consent of the National Bank of Serbia to the appointment of the new member/reappointment is provided), but not later than three months from the date of resignation, date of discharge or date of mandate expiry.

In the cases referred to in paragraph 3 of this article, the Shareholders' Assembly of the Bank is obliged to dismiss the relevant member when conditions for that are fulfilled, and/or it will recognize the resignation of a member of the Supervisory Board, as the case may be.

The Supervisory Board shall, in the case referred to in paragraph 3 of this article immediately initiate the procedure for appointing the lacking number of members of the Supervisory Board, and/or the members who lack by their capacities in the structure of the Supervisory Board.

The Bank shall inform the National Bank of Serbia of dismissal or resignation of any member of the Bank's Supervisory Board within 10 days thereafter, stating the reasons for such dismissal or resignation.

### Meetings

#### Article 28

The Bank's Supervisory Board acts through meetings that are held when necessary, but at least once in three months' period.

The Bank's Supervisory Board shall have an extraordinary meeting upon the request of the National Bank of Serbia, in order to discuss specific issues.

Meetings of the Supervisory Board shall be held at the premises of the Bank's headquarters or other organizational units on the territory of the Republic of Serbia at least once in three months' period.

Meeting of the Supervisory Board may be held by using the conference link, or by using other audio and visual communication devices, so that all persons participating at the meeting can listen and talk one to another. Persons who participate at the meeting in this way are considered present at the meeting in person.

Supervisory Board may also make decisions through written session, by voting in writing – electronic form about decision proposal.

On a written session no decisions can be made, no internal acts and reports of major significance for the operation of the Bank shall be adopted, particularly the decisions/acts/reports the complexity of which requires detailed review, providing suggestions and responds to questions.

Representative of the National Bank of Serbia may be present at the meeting of the Bank's Supervisory Board and addresses its members.

The Supervisory Board meetings are called and managed by the president of the Supervisory Board.

In case the President of the Supervisory Board is absent, the meetings are called and presided by another member of the Supervisory Board who is elected by majority vote of the total members of the Supervisory Board.

The manner of work and other issues of importance for the work of the Supervisory Board are more detailed regulated by the Rules of Procedure of the Supervisory Board.

The Rules of Procedure of the Supervisory Board shall regulate, amongst other things, making the minutes of the meetings which shall include at least: the date, time and place of the meeting, the members attending the meeting, the chairman, the keeper of the minutes and

other persons attending the meeting, the agenda and elements for discussion for items on the agenda, questions, comments, requests of the board members, voting results and signatures of the chairman and the keeper of the minutes.

The Rules of Procedure of the Supervisory Board shall particularly define and/or regulate the procedure of making decision in writing, that is when voting is done in writing by members of the Supervisory Board, what is considered as the date of written meeting, as well as the date of making decisions.

### Quorum

#### Article 29

Quorum for work of the Supervisory Board is presence by majority of total number of members of the Supervisory Board.

Each member of the Supervisory Board is entitled to one vote.

The Supervisory Board makes decisions by majority of votes by the total number of members of the Supervisory Board.

### Competence

#### Article 30

The Supervisory Board of the Bank shall:

1. convoke the Shareholders' Assembly meetings;
2. prepare draft decisions for the Shareholders' Assembly and is responsible for implementation of such decisions;
3. adopt the proposal of the Business Policy and Strategy of the Bank and submit it to the Shareholders' Assembly for adoption;
4. monitor implementation of the Strategy and Business Policy;
5. establish general operating conditions of the Bank, as well as amendments and supplements thereof;
6. decide on Business plan or budget or any modification/deviation therefrom in excess of 10 per cent of the relevant budgeted item or which in effect results in a deviation in excess of 5 per cent of the aggregate approved amounts thereunder;
7. elect and recall the President and the members of the Bank's Executive Board, conclude the employment contracts and amendments thereof with members of the Bank's Executive Board, determine its competences in compliance with the law and these Statutes and decides on all other contracts with members with the Executive Board;
8. elect and recall the members of the Bank's Audit Committee, the Credit Committee and the Assets and Liabilities Management Committee;
9. determine amounts up to which the Bank's Executive Board may decide on placements

- and indebtedness of the Bank and decide on placements and indebtedness of the Bank exceeding those amounts;
10. give prior consent for the exposure of the Bank to one person or a group of related persons which exceeds 10% of the Bank's capital, and/or for the increase of this exposure exceeding 20% of the Bank's capital;
  11. appoint the head of the organizational unit competent for the compliance of the Bank's operations and the head of the organizational unit competent for internal audit;
  12. supervise activities of the Bank's Executive Board;
  13. adopt the programme and plan of the internal audit of the Bank and the methodology of its work;
  14. implement the system of internal control and supervise its efficiency;
  15. adopt the risk management strategy and policies, as well as the capital management strategy of the Bank;
  16. approve policies for lending to and loans to related persons as defined by the Law on Banks;
  17. review reports of external and internal audit on the results of the conducted audit, as well as reports on the activities and work of internal audit, and approve annual report on risk management adequacy and internal control of the Bank;
  18. adopt quarterly and annual reports of the Bank's Executive Board on the Bank's business activities, including quarterly reports on risk management and submit the adopted annual financial statements to the Shareholders' Assembly for final adoption;
  19. render the rule book of its activities and the activities of the Audit Committee, Credit Committee and Assets and Liability Management Committee;
  20. inform the National Bank of Serbia and other competent bodies about the identified irregularities;
  21. adopt report on inventory of assets and assets' resources;
  22. decide on write-off of fixed assets and write-off of doubtful and disputable receivables;
  23. approve the acquisition or disposal of fixed assets through a transaction or series of related transactions, unless it is in the competence of the Shareholders' Assembly;
  24. decides on establishing of the branches and representative office of the Bank;
  25. appoint representatives of the Bank in the bodies of banks and legal entities of which the Bank is a founder or a shareholder or a stakeholder;
  26. approve the offers and proposals for rental of premises for Bank headquarters;
  27. establish internal organization and/or the organizational structure of the Bank ensuring allocation of authorisations, duties and responsibilities of employees, members of management bodies and other persons at management positions in the Bank, in the manner that prevents conflict of interests and ensures a transparent and documented process of making and implementing decisions;
  28. adopt Employment Rulebook in accordance with law which regulates rights, duties and

- responsibilities arising from employment, i.e. on the ground of work;
29. adopt income and compensation policy of employees in the Bank;
  30. adopt the Business Continuity Plan of the Bank;
  31. perform any other activities in compliance with the Bank's Statute and the Law.

The Supervisory Board may transfer some competences established by paragraph 1 hereof, except for competences established by law as non-transferable, to the competence of the Executive Board.

#### Article 31

The Supervisory Board reports to the Shareholders' Assembly.

The Shareholders' Assembly may dismiss the Supervisory Board or some of its members.

### **The Executive Board**

#### Composition and quorum

#### Article 32

The Executive Board of the Bank consists of at least two members, including the president.

The president of the Bank's Executive Board represents the Bank and acts on behalf of the Bank.

Quorum for work of the Bank's Executive Board is presence by majority of total number of members of the Executive Board.

The Executive Board makes decisions by majority of votes by the total number of members of the Supervisory Board.

#### Appointement and dismissal

#### Article 33

The persons appointed as the president and members of the Executive Board, must meet the conditions required for the appointing of the Bank's Supervisory Board.

If during the mandate of the Executive Board member any circumstances regarding fulfilment of conditions for nomination of the Executive Board member change, the Bank will be obliged to notify the National Bank of Serbia within 10 days from the date of finding out about such circumstance.

#### Article 34

The president and members of the Bank's Executive Board are appointed for the two years term, with the re-election option.

#### Article 35

The president and members of the Bank's Executive Board may be dismissed before the expiry of their term:

1. at their request;  
by the decision of the Supervisory Board, If, due to mandate expiry, resignation or dismissal of member of the Executive Board, the legal minimum and structure of the Executive Board becomes jeopardised, mandate of that member shall be extended and shall continue until the appointment of a new member, that is until the prior consent of the National Bank of Serbia to the appointment of the new member/reappointment is provided, but not later than three months from the date of resignation, date of discharge or date of mandate expiry.

In the cases referred to in paragraph 2 of this article, the Supervisory Board shall dismiss a particular member when conditions for it are fulfilled, and/or it shall recognize resignation of the Executive Board member, as the case may be.

#### Competence

#### Article 36

The Executive Board of the Bank organizes and supervises business activities of the Bank on a daily basis.

The Bank's Executive Board is responsible for implementation and efficient functioning of the system of internal controls in the Bank.

The Executive Board of the Bank shall:

1. carry out decisions of the Bank's Shareholders' Assembly and the Supervisory Board;
2. proposes to the Supervisory Board the Business Policy and Strategy of the Bank, as well as the Risk Management Strategy and Policy and Capital Management Strategy of the Bank;
3. make decisions regarding placements and indebtedness of the Bank up to the amount determined by the Bank's Supervisory Board;
4. make decisions, subject to prior approval of the Supervisory Board, on any increase of exposure of the Bank to a person related to the Bank and inform the Bank's Supervisory Board accordingly
5. implement the Business Policy and Strategy of the Bank by enacting relevant business decisions;
6. implement the risk management strategy and policies and the capital management strategy of the Bank by adopting procedures and methodologies for risk management, and/or for identification, measurement and assessment of risk, ensuring its implementation and report to the Supervisory Board of these activities;

7. analyse the risk management system and at least on a quarterly basis report to the Supervisory Board of the level of risk exposure and risk management;
8. implement procedures of supervision of the Bank's activities, regularly evaluate their quality and improve them, if necessary, in accordance with the business policy of the Bank;
9. ensure that all employees of the Bank are aware of the regulations and other enactments of the Bank regulating their business duties;
10. ensure safety and regular monitoring of the Bank's IT system;
11. ensure safety and regular monitoring of the Bank's treasury activities;
12. inform the Supervisory Board of all activities which are not in compliance with regulations and other enactments of the Bank;
13. present an overview of business activities, balance sheet and income statement of the Bank to the Bank's Supervisory Board at least once during each business quarter;
14. adopts the act on organization and systematization of jobs in accordance with the internal organization or organizational structure of the Bank determined by the Supervisory Board;
15. promptly inform the Bank's Supervisory Board and the National Bank of Serbia of any deterioration of the financial situation of the Bank, or the existence of any danger of such deterioration, as well as any other facts that may have material adverse effect on the financial situation of the Bank;
16. render the rule book of its activities;
17. make decisions regarding any issues that are not in competence of the Bank's Shareholders' Assembly and the Supervisory Board.

## Meetings

### Article 37

The Executive Board acts through meetings. Meeting are held as necessary, at least twice a month.

Meeting of the Executive Board maybe held by using the conference link, or by using other audio and visual communication devices, so that all persons participating at the meeting can listen and talk one to another. Person who participate at the meeting in this way are considered present at the meeting in person.

The Executive Board may decide through written session, by voting in written form – electronic form about decision proposal.

On a written session no decisions can be made, no internal acts and reports of major significance for the operation of the Bank shall be adopted, particularly the decisions/acts/reports the complexity of which requires detailed review, providing suggestions and responds to questions.

The manner of work and other issues of importance for the work of the Executive Board shall be regulated in more details by the Rules of Procedure of the Executive Board.

The Rules of Procedure of the Executive Board shall regulate, amongst other things, making the minutes of the meetings which shall include at least: the date, time and place of the

meeting, the members attending the meeting, the chairman, the keeper of the minutes and other persons attending the meeting, the agenda and elements for discussion for items on the agenda, questions, comments, requests of the board members, voting results and signatures of the chairman and the keeper of the minutes.

The Rules of Procedure of the Executive Board shall particularly define and/or regulate the procedure of making decision in writing, that is when voting is done in writing by members of the Executive Board, what is considered as the date of written meeting, as well as the date of making decisions.

#### **IV RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF MEMBERS OF THE SUPERVISORY BOARD AND EXECUTIVE BOARD, AND OTHER PERSONS WITH SPECIAL AUTHORITIES AND RESPONSIBILITIES**

##### Article 38

Members of the Supervisory Board and the Executive Board have rights, obligations and responsibilities determined by the Law on Banks, other regulations, this Statute and other Bank's acts.

The employees of the Bank with special authorizations and responsibilities are the following:

1. President of the Executive Board
2. Member of the Executive Board,
3. Director,
4. Director of Division,
5. Director of Department,
6. Head of Unit,
7. Director of Branch,
8. Head of Sub-Branch,
9. Director of Representative Office.

Persons with special authorities and responsibilities shall perform their professional tasks conscientiously, with due diligence and loyalty to the Bank, as well as in the best interest of the Bank and they are responsible for legally, professionally and timely conducting activities within competence of the organization unit for which they are in charge.

#### **V OTHER COMMITTEES**

##### **The Audit Committee**

##### Composition and mandate

##### Article 39

The Audit Committee consists of minimum three members, at least two of which are members of the Bank's Supervisory Board who have the appropriate experience in the field of finance.

At least one member must be person independent of the Bank.

The mandate of the Audit Committee members is four years, with the re-election option.

If, due to mandate expiry, resignation or dismissal of member of the Audit Committee, the legal minimum and structure of the Audit Committee becomes jeopardized, mandate of that member shall be extended and shall continue until the appointment of a new member, but not later than three months from the date of resignation, date of discharge or date of mandate expiry.

Members of the Audit Committee cannot be persons related to the Bank, except by virtue of their membership in the Supervisory Board of the Bank.

### Competences

#### Article 40

The Audit Committee performs the following:

1. analyses annual and other financial statements of the Bank, which are submitted for review and adoption to the Bank's Supervisory Board;
2. analyses and adopts draft strategy and policies of the Bank regarding risk management and the system of internal controls, which are submitted for review and adoption to the Bank's Supervisory Board;
3. analyses and supervises implementation and adequate enforcement of adopted strategy and policies for risk management and the implementation of the system of internal controls;
4. at least once per month reports to the Supervisory Board on its activities and detects irregularities, and gives suggestions for the manner in which the detected irregularities will be eliminated, and/or the manner of improvement of strategy and policies for risk management and the implementation of the system of internal controls;
5. upon proposal of the Supervisory Board or the Executive Board or external auditor of the Bank reviews investments and activities of the Bank;
6. proposes the external auditor of the Bank to the Bank's Supervisory Board and the Shareholders' Assembly;
7. reviews annual audited financial statements of the Bank with the Bank's external auditor at least once per year and evaluates the results of work performed by the external auditors and examine the status of relations with the Bank's independent external auditors;
8. suggests to the Bank's Supervisory Board to include certain issues relating to the Bank's external and internal audit into the agenda of the Shareholders' Assembly meeting.
9. examines the process of preparation of annual and interim financial statements on the basis of reports provided by the responsible for the related function at least once a year;
10. evaluates potential findings arising from the bank's Internal Audit function or from other third parties' examinations and/or investigations, in particular the inspection reports from the National Bank of Serbia;
11. evaluate the adequacy and effectiveness of the Bank's procedures and systems for

ensuring compliance with legal and regulatory requirements and internal policies, including, but not limited to those relating to capital adequacy, risk management, exposure limits, anti-money laundering and combating the financing of terrorism, to the extent such evaluation is not within the competencies of the internal audit;

12. oversees procedures and internal controls consistent with the Bank's corporate governance structure, including evaluating the work plans prepared by the Bank's compliance and anti-money laundering functions;

The Audit Committee is obliged to propose to the Supervisory Board to eliminate the detected irregularities and schedule the meeting of the Shareholders' Assembly when it assesses that the Bank operates contrary to Law, any other regulations, the Statute or other enactment of the Bank or when it makes such assessment on the basis of the audit report, or when it detects other irregularities that may significantly affect the operations of the Bank.

## Quorum

### Article 41

The Audit Committee may pass decision and/or review issues within its competences if the meeting is attended by majority of total number of members, and decisions will be made by majority of votes of the total number of members of the Audit Committee members.

The Audit Committee shall meet at least on a monthly basis but minimum once in 3 months in the Bank's head office.

The manner of work and other issues of relevance to the work of the Audit Committee are regulated in more details by the Rules of Procedure of this committee.

The Rules of Procedure of the Audit Committee shall regulate, amongst other things, making the minutes of the meetings which shall include at least: the date, time and place of the meeting, the members attending the meeting, the chairman, the keeper of the minutes and other persons attending the meeting, the agenda and elements for discussion for items on the agenda, questions, comments, requests of the board members, voting results and signatures of the chairman and the keeper of the minutes.

Audit Committee may also make decisions through written session, by voting in writing – electronic form about decision proposal.

On a written session no decisions can be made, no internal acts and reports of major significance for the operation of the Bank shall be considered/adopted, particularly the decisions/acts/reports the complexity of which requires detailed review, providing suggestions and responds to questions.

The Rules of Procedure of the Audit Committee shall also define and/or regulate the procedure of making decision in writing, that is when voting is done in writing by members of the Audit Committee, what is considered as the date of written meeting, as well as the date of making decisions.

The minutes of the Audit Committee shall record, amongst other things, reviewing the proposed items on the agenda by members of this committee, as well as proposals of this committee for eliminating the identified irregularities and for improvement of risk management policies and procedures and implementation of the system of internal controls.”

## **The Credit Committee**

### Composition and competence

#### Article 42

The Credit Committee of the Bank has minimum 3 members.

Members of the Credit Committee of the Bank are appointed by the Supervisory Board from the Executive Board members and the Bank employees.

The Credit Committee of the Bank performs the following activities:

1. makes decisions on approving all types of dinar and foreign currency loans, guarantees, bill guarantees, letters of credit and other warranties, as well as other placements of the Bank, and performs other activities in accordance with the Bank's acts, law and other regulations;
2. performs other activities by order of the Supervisory Board of the Bank.

### Mandate and quorum

#### Article 43

A member of the Credit Bank is appointed for an indefinite period of time, but may be dismissed at any time by the decision of the Supervisory Board. The term of office may also be terminated by the resignation of a member of the Credit Committee, dismissal from a position in the Bank on the basis of which he was elected a member of the Credit Committee or termination of employment in the Bank.

The Credit Committee of the Bank may pass decisions within its competences if the meeting is attended by majority of the total number of members, and decisions will be made by majority of votes of the total number of members of this Committee.

The manner of work and other issues of importance for the work of the Credit Committee shall be more detailed regulated by the Rules of Procedure of this Committee.

The Rules of Procedure of the Credit Committee shall regulate, amongst other things, making the minutes of the meetings which shall include at least: the date, time and place of the meeting, the members attending the meeting, the chairman, the keeper of the minutes and other persons attending the meeting, the agenda and elements for discussion for items on the agenda, questions, comments, requests of the board members, voting results and signatures of the chairman and the keeper of the minutes.

Credit Committee may also make decisions through written session, by voting in writing – electronic form about decision proposal.

The Rules of Procedure of the Credit Committee shall also define and/or regulate the procedure of making decision in writing that is when voting is done in writing by members of the Audit Committee, what is considered as the date of written meeting, as well as the date of making decisions.”

## **The Assets and Liabilities Management Committee**

### Competence and appointment

#### Article 44

The Assets and Liabilities Management Committee monitors the Bank's exposure to risks resulting from the structure of its balance sheet obligations and receivables and off-balance sheet items, on the basis of the received information proposes measures at its meetings for managing interest rate risk and liquidity risk in the manner that it makes concrete conclusions and/or decisions, or clear guidelines to organisational units of the Bank and its employees that should ensure appropriate management of the above mentioned risks, and perform other activities established by the Bank's acts.

The Assets and Liabilities Management Committee members are appointed by the Supervisory Board from the Executive Board members and the Bank employees.

### Mandate and quorum

#### Article 45

The Assets and Liabilities Management Committee has minimum 3 members.

A member of the Liabilities Management Committee is appointed for an indefinite period of time, but may be dismissed at any time by the decision of the Supervisory Board. The term of office may also be terminated by the resignation of a member of the Liabilities Management Committee, dismissal from a position in the Bank on the basis of which he was elected a member of the Liabilities Management Committee or termination of employment in the Bank.

The Assets and Liabilities Management Committee of the Bank may pass decisions and/or review issues within its competences if majority of the total number of members attends the meeting, and decisions will be made by majority of votes of the total number of members of this Committee.

The manner of work and other issues of importance for the work of the Assets and Liabilities Management Committee are more detailed regulated by the Rules of Procedure of this Committee.

The Rules of Procedure of the Assets and Liabilities Management Committee shall regulate, amongst other things, all matters important for the work of that committee including the procedure of making decisions in writing as well as the manner of making (taking) the minutes of the meetings which shall include at least: the date, time and place of the meeting, the members attending the meeting, the chairman, the keeper of the minutes and other persons

attending the meeting, the agenda and elements for discussion for items on the agenda, questions, comments, requests of the board members, voting results and signatures of the chairman and the keeper of the minutes.

The minutes of the Assets and Liability Management Committee meetings include, amongst other things, the activities and other duties of this committee within its competence presented in a transparent way, determined by the Bank's acts.

## **VI BODIES, MEASURES AND RESPONSIBILITIES FOR ENSURING LIQUIDITY AND SOLVENCY**

### Article 46

The Bank shall maintain its solvency and liquidity in the manner regulated and specified by the applicable laws, regulations of the National Bank of Serbia, as well as the business policy and strategy of the Bank.

A bank shall manage its assets and liabilities in such a way that it can settle its due obligations at all times (liquidity) and service its debt on an on-going basis (solvency).

For the purpose of efficient liquidity risk management, competent body shall adopt and enforce the policy of liquidity management which shall include the planning of inflows and outflows of pecuniary assets, the monitoring of liquidity and rendering of appropriate measures to prevent or eliminate the causes of illiquidity.

In order to maintain the liquidity of the Bank, the responsible authorities are in accordance with the Bank's act defining

the liquidity management policy.

## **VII DETERMINING INCOME, EXPENSES AND PROFIT**

### Article 47

The Bank determines income, expenses and profit in compliance with Accounting Law.

### Article 48

The part of the operating income of the Bank, that under the annual financial statements remains after settling of the Bank's expenses and other liabilities under the law, the Bank shows as the undistributed profit

### Article 49

According to the decision of the Shareholders' Assembly, the realized undistributed profit of the Bank is distributed as follows:

1. into reserves,

2. into dividend to shareholder of the Bank, in compliance with Law and decision of the shares issue,
3. payment of the participation in profit, and/or other contributions from profit to the members of the management bodies and employees in the Bank.

#### Article 50

If the Bank shows a loss in the annual financial statements, the loss will be covered in the manner stipulated by law and the Foundation Decision.

### **VIII SIGNING AND REPRESENTING**

#### Article 51

The president of the Bank's Executive Board represents the Bank, signs and acts on behalf of it.

When concluding legal arrangements and performing legal operations within the competence of the Executive Board, the president of the Bank's Executive Board is obliged to provide a signature by a member of the Executive Board.

During the absence of the president of the Executive Board, or in case of him being prevented from performing his duties, his duties will be performed by the member of the Executive Board appointed by the Supervisory Board.

#### Article 52

The President of the Executive Board together with another member may also issue a power of attorney to another person represent the Bank, provided that the scope and substance of such authorities are stipulated in such written power of attorney.

The Bank may give individual or joint procura. The procurist signs with his full name on behalf of the Bank, with the clear indication of its status stemming from procura with the mark "pp".

#### Article 53

Persons authorised by employment also represent the Bank and sign and act on behalf of the Bank.

Persons authorised by employment are the employees of the Bank in positions where the performance of relevant activities is related to concluding and executing certain contracts and by being placed to such positions they are authorized to conclude contracts on cash deposits, savings deposits, current, giro and foreign currency accounts etc. and they are obliged to ensure the enforcement of such contracts.

Persons authorised by employment perform their duties specified in the previous paragraph according to the regulations and instructions received.

## **IX INTERNAL CONTROL, SUPERVISION OF COMPLIANCE OF THE BANK'S BUSINESS OPERATIONS AND INTERNAL AUDIT**

### **Internal control system**

#### Article 54

The Supervisory Board establishes an efficient system of internal controls in the manner that ensures continuous monitoring of the risks to which the Bank is or may be exposed in its operations, which particularly include:

1. risk management function;
2. compliance function and
3. internal audit function.

#### Article 55

The Executive Board is responsible for the implementation and efficient function of the system of internal control at all levels, in compliance with the established system of internal control, particularly:

1. continuous monitoring and measuring of risks which may have an adverse impact on realization of the Bank's business goals, such as credit risk, country risk, foreign currency risk, market risk, interest rate risk, liquidity risk, operational, and other types of risks;
2. monitoring and booking of operating changes as well as of their presentation in the accounting statements of the Bank;
3. monitoring of the Bank's compliance with the regulations and enactments of the business policy of the Bank, especially monitoring of established authority limits;
4. monitoring the implementation of the procedures for anti-money laundering in all organizational units etc.

### **Supervision of compliance of the Bank's business operations**

#### Article 56

The Bank establishes a special organizational unit the competence of which includes the supervision of compliance of the bank's business activities.

The head of the organizational unit for supervision of compliance of the bank's business activities is appointed and removed by the Bank's Supervisory Board.

#### Article 57

The head of the organizational unit for supervision of compliance of the Bank's business activities is responsible for identification and monitoring of the risk of compliance of the bank's business activities as well as for the management of this risk, which specifically includes the risk of sanctions imposed by the regulatory authority and the risk of financial losses as well as the reputational risk.

#### Article 58

The organizational unit for supervision of compliance of the Bank's business activities carries out the following activities:

1. monitoring of compliance of the Bank's business with Law and any other regulations, operating standards, anti-money laundering procedures and procedures for combating terrorist financing, as well as any other enactments regulating the Bank's business;
2. at least once a year identifies and assesses key risks of compliance and proposes plans for such risks management, composes the report thereon and submits it to the Executive Board and the Audit Committee;
3. composes the programme regarding monitoring of compliance of the bank's business activities, which particularly contains methodology of activities of such organizational unit, planned activities, manner and deadlines for composing the reports, manner of checking of such compliance as well as the plan regarding training of the employees.
4. informs the Executive Board and the Audit Committee of any identified omissions regarding compliance of the Bank's business activities.

#### Internal Audit

#### Article 59

The Bank has the organizational unit of Internal Audit, the competence of which includes internal audit activities.

The main tasks of Internal Audit are:

1. gives independent and objective opinion to the Bank's Supervisory Board on issues which are subject of audit;
2. performs advisory activities aimed at the improvement of the existing system of internal controls and business activities of the Bank,
3. provides assistance to the Bank's Supervisory Board in accomplishment of its aims, applying systematic, disciplined and documented approach to the evaluation and improvement of the existing manner of risk management, manner of control and manner of management of processes.

#### Article 60

The head of the organizational unit of Internal Audit will be appointed and removed by the Bank's Supervisory Board.

The head of the organizational unit of Internal Audit performs the following activities:

1. composes the Internal Audit Programme and Plan and determines methodology of activities of the internal audit and submits them to the Supervisory Board for adoption,
2. composes instructions regarding activities of the internal audit, manner and deadlines for composing and for submitting reports to the competent bodies of the Bank,
3. establishes the manner of monitoring of recommended activities for eliminating the

identified irregularities and deficiencies in the Bank's business activities, establishes the manner and responsibility regarding composing, usage and keeping of the documentation on the performed internal audit activities in compliance with the annual plan.

#### Article 61

Internal Audit is obliged to:

1. assess adequacy and reliability of the Bank's system of internal control and function of control of compliance of the Bank's activities;
2. ensure adequate identification and control of risks;
3. determine deficiencies in the activities of the Bank and its employees, as well as cases of default and excess of authority and prepare proposals for elimination of such deficiencies as well as recommendations for their prevention;
4. holds meetings with the Bank's Supervisory Board, as well as with the Audit Committee;
5. prepare reports on activities of the internal audit on a regular basis and submit them to the Bank's Supervisory Board, as well as to the Audit Committee.

### **X BANK SECRET**

#### Article 62

Bank secret is a business secret.

The following is considered to be a bank secret:

1. data which are known to the Bank, and which refer to personal data, financial status and transactions, as well as ownership or business relations of the clients of the Bank or another bank;
2. data on balance and transactions on individual deposit accounts;
3. other data which the Bank has become aware of in the course of performing business activities with clients.

#### Article 63

The Bank and members of its bodies, shareholder and the Bank employees, as well as the external auditor of the Bank and other persons who, due to the nature of the activities they perform, have access to the data considered to be a bank secret, may not disclose such data to third persons, use such data against the interest of the Bank and its clients, nor may they enable third persons to have access to such data.

The obligation to safeguard bank secret does not terminate even after termination of the person's status on the basis of which its access to the data presenting bank secret has been obtained.

The data about a client which are considered bank secret may be disclosed by the Bank to third persons only upon the written approval of the client, unless it is otherwise stipulated by Law on Banks and/or other laws and bylaws.

#### Exceptions from obligation to safeguard bank secret

##### Article 64

The obligation to safeguard bank secret shall not apply if the data is disclosed:

1. based on the decisions or requests by the competent court;
2. for the needs of the ministry in charge of internal affairs, the body in charge of combating organized crime and the body competent for money laundering prevention, in compliance with regulations;
3. in connection with property proceedings, based on a request of the administrator of the property or the consular offices of foreign states, upon submission of written documents which prove legitimate interest of these persons;
4. in the case of execution by the competent authority over the property of the Bank's clients;
5. to regulatory authorities of the Republic of Serbia for the purpose of performing activities within their field of competence;
6. to a person established by banks for the purpose of collecting data on the total amount, type and timeliness in fulfilling obligations of physical persons and legal entities, which are clients of banks;
7. to a competent authority with regard to performing the supervision of payment operations of legal and physical entities conducting business activities, in compliance with payment operations regulations;
8. to tax administration pursuant to regulations stipulating the activities within its field of competence;
9. to the authority competent for the supervision of foreign currency operations;
10. upon the request by the organization for deposit insurance, in compliance with the law governing deposit insurance;
11. to foreign regulatory authority under the conditions stipulated in the memorandum of understanding, concluded between the foreign regulatory authority and the National Bank of Serbia.

Notwithstanding Paragraph 1 hereof, the Bank has the right to disclose the data representing bank secret to the investigative judge, public prosecutor and courts, and/or other bodies that have public authorities solely for the purpose of the protection of its rights in compliance with the law.

#### **XI PASSING GENERAL AND SPECIAL ENACTMENTS OF THE BANK**

##### Article 65

General and special enactments of the Bank are passed by the bodies of the Bank in compliance with Law, other regulations and general enactments of the Bank.

General enactments are considered to be the Statute, act on systematization of jobs, rule books, instructions and other decisions of the Bank's bodies and rules on the Bank's activities, that in a general manner regulate relations, activities and organization of work within the Bank.

The Statute is a basic act in the Bank. Other general enactments must be in compliance with the Statute. Individual acts adopted by authorized bodies and/or persons must be in line with general enactments of the Bank.

#### Article 66

The Statute of the Bank, and/or its amendments and supplements are adopted by the Shareholders' Assembly with the prior consent of the National Bank of Serbia.

The passing, and/or amendments and supplements to the Statute may be initiated by:

1. the shareholder;
2. the Bank's Supervisory Board;
3. the Bank's Executive Board.

The proposal of the Statute, its amendments and supplements is determined by the Supervisory Board.

#### Article 67

The Bank's Supervisory Board passes the Strategies, Policies of the Bank and Employment Rulebook

The Bank's Executive Board passes the Rulebooks, except of Employment Rulebook, and Procedures of the Bank.

## **XII INFORMING AND PUBLISHING**

#### Article 68

The Bank is obliged to inform its shareholder regularly and timely about its operations and financial situation and to make available any information and documents that must be made available in accordance with the Law.

The informing specified in paragraph 1 of this Article is realized through mass media, by producing reports and information for the Bank's bodies, as well as through the official website of the Bank, in the manner and within the deadlines stipulated by Law and other regulations.

The Bank is obliged to publish its financial statements on its official website, with the content, in the manner and within the deadlines stipulated by Law.

Apart from the statements specified in the previous paragraph, the Bank is obliged to publish on the official website the following information:

1. names of members of Supervisory Board and Executive Board
2. organizational structure and the list of organizational units of the Bank.

In exercising rights specified in this article, the shareholder may not disturb the work process in the Bank, and he is obliged to comply with the business secret obligations.

#### Article 69

The Bank is obliged to keep its general terms and conditions, as well as amendments and supplements thereto, in the prominent place in its premises, within the deadlines stipulated by law.

The Bank is obliged to provide to the client access to the data that must be available to clients by Law, as well as to make available the information, explanations and instructions relating to the business relationship between the client and the Bank and the reply to the client's objections, in compliance with Law.

### **XIII TRANSITIONAL AND FINAL PROVISIONS**

#### Article 70

This Statute will come into force on the eight day from the date of its publication on website of the Bank and after providing a prior approval from the National Bank of Serbia.

The existing enactments of the Bank shall be applied to the Bank's operation management bodies and activities of the employees until the harmonization of the general separate enactments of the Bank with the provisions of this Statute. If such enactments are contrary to the provision of this Statute, the law and the provision of this Statute shall prevail.

Coming into a force of this Statute, Statute of 29.09.2006 with all amendments and supplements shall cease to be valid (Consolidated text dated on 22.09.2017).

#### Article 71

Coming into a force of this Consolidated text of the Statute, Consolidated text of the Statute applied stating from 15.2.2023 ceases to be valid.

### **Independent article of the Decision on amendments and supplements of the Statute No. 4176 dated on 15.11.2022**

#### Article 9

The mandate of the current president and members of the Executive Board shall last until expiry of the mandate on which they were appointed, while the mandate of the president and members of the Executive Board who will be appointed or reappointed after the present

amendments and supplements to the Statute come into force shall last in accordance with amendments approved by this Decision.

The Supervisory Board undertakes to adopt a new Employment Rulebook in the period from the entry into force of the present Decision on Amendments and Supplements to the Statute until the start of their application.

No: 21200/2023

HALKBANK a.d. BEOGRAD  
-Executive Board-

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