

Pursuant to Article 66 Paragraph 1 Item 2 of the Law on Banks ("Official Gazette RS", No. 107/2005, 91/2010, 14/2015) and according to Article 5 Paragraph 3 Item 2 of the Statute, the Shareholder Assembly of Raiffeisen banka a.d. Beograd at its session held on April 27, 2017 adopts the following:

**STATUTE
OF
RAIFFEISEN BANKA A.D. BEOGRAD**
(consolidated text)

I. GENERAL PROVISIONS

Article 1

Purpose of this Statute is to harmonise the organisation and operations of Raiffeisen Bank a.d. (hereinafter: the Bank) with the Law on Banks ("RS Gazette", No. 107/2005). This Statute regulates organisational, status and other relevant issues 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 registered seat in Belgrade with powers, duties and responsibilities provided for by the law and other regulations, Contract on Founding and this Statute.

The Bank was founded under the Contract on Founding concluded between Raiffeisen International Beteiligungs GmbH ("RIB") and UNIQA Beteiligungs-Holding GmbH ("UNIQA") on 19/02/2001, registered with the Commercial Court in Belgrade on 10/04/2001 under the registry sheet No 3-136-00, in accordance with the Law on Banks and Other Financial Organisations ("FRY Official Gazette" Nos. 32/93, 24/94, 61/95 and 44/99). In accordance with the Business Registers Agency Law and Law on Registration of Businesses ("RS Official Gazette", No. 55/04), the Bank made a transfer of the registration on 05/03/2005 under No. BD.3936/2005 with the Register of Business Entities.

As at 18/03/2002 Annex No. 1 of the Contract on Founding between Raiffeisen International Beteiligungs AG – as a legal successor of Raiffeisen International Beteiligungs GmbH ("RIB") and

STATUT RAIFFEISEN BANKA A.D. BEOGRAD

Na osnovu člana 66. stav 1. tačka 2. Zakona o bankama ("Službeni glasnik RS" br. 107/2005, 91/2010, 14/2015) i člana 5. stav 3. tačka 2. Statuta, Skupština Raiffeisen banke a.d. Beograd na sednici održanoj 27/4/2017. godine, usvaja:

STATUT

RAIFFEISEN BANKE A.D. BEOGRAD
(prečišćeni tekst)



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I. UVODNE ODREDBE

Član 1.

Ovaj Statut je sačinjen sa ciljem usklađivanja organizacije i načina poslovanja Raiffeisen banke a.d. (u daljem tekstu: Banka) sa Zakonom o bankama ("Službeni glasnik RS", br. 107/2005). Ovim Statutom uređuju se organizaciona, statusna i druga pitanja od značaja za poslovanje Banke u skladu sa Zakonom o bankama i drugim propisima.

Član 2.

Banka je akcionarsko društvo sa sedištem u Beogradu i sa pravima, obavezama i odgovornostima utvrđenim zakonom i drugim propisima, Ugovorom o osnivanju i ovim Statutom.

Banka je osnovana Ugovorom o osnivanju zaključenim između Raiffeisen International Beteiligungs GmbH («RIB») i UNIQA Beteiligungs-Holding GmbH («UNIQA») dana 19/02/2001. godine koji je registrovan u Trgovinskom sudu u Beogradu 10/04/2001. godine u registarskom ulošku broj 3-136-00, saglasno Zakonu o bankama i drugim finansijskim organizacijama ("Sl. list SRJ" br. 32/93, 24/94, 61/95 i 44/99). Banka je, u skladu sa Zakonom o Agenciji za privredne registre i Zakonom o registraciji privrednih subjekata ("Sl. glasnik RS", br. 55/04), 05/03/2005. godine izvršila prevođenje pod brojem BD 3936/2005 u Registar privrednih subjekata.

Dana 18/03/2002. godine zaključen je Aneks br. 1. Ugovora o osnivanju između Raiffeisen International Beteiligungs AG – kao pravnog sledbenika Raiffeisen International Beteiligungs GmbH («RIB») i International

International Finance Corporation ("IFC") was concluded. Amendment to the Contract on Founding was adopted on 19/06/2006, and Amendments to the Contract of Founding from 29/09/2006.

Based on the Sale and Purchase Agreement for the shares of Raiffeisen banka a.d. concluded on 20/10/2006 between Raiffeisen International Bank-Holding AG and International Finance Corporation, Raiffeisen International Bank-Holding AG became the sole owner of the shares of Raiffeisen banka a.d.

As at 11/10/2010 statutory change came into force base on which Raiffeisen International Bank-Holding AG changed name into Raiffeisen Bank International AG (Decision of National Bank of Serbia G.br.2316 dated 28/02/2011.).

Based on Contribution Agreement of Raiffeisen banka a.d. shares concluded on 30/03/2012 between Raiffeisen Bank International AG i Raiffeisen SEE Region Holding GmbH, Raiffeisen SEE Region Holding GmbH became the sole owner of the shares of Raiffeisen banka a.d. (shareholder) (Decision of National Bank of Serbia G.br.949 dated 08/02/2012).

Article 3

The first Statute of the Bank was adopted on 23/03/2001 with amendments as of 13/05/2002 and 06/12/2002, which were approved by the National Bank of Serbia (decisions G.br. 551 dated 06/04/2001, G.br.3134 dated 19/06/2002 and G.br. 5498 dated 31/12/2002).

The Bank was granted by the National Bank of Serbia an operating permit on 09/03/2001 (Decision G.br. 318 dated 09/03/2001), permit for conducting payment operations and permit for international credit transactions – Full Authorisation (Decision G.br. 585 dated 11/04/2001), permit for custody bank operations (Decision G.br. 2770/04 dated 04/08/2004) and permit for acting as authorised bank for brokerage-dealership activities (Decision G.br.1835 dated 12/05/2005).

Finance Corporation («IFC»). Dopuna Ugovora o osnivanju je doneta 19/06/2006. godine, a izmene i dopune Ugovora o osnivanju 29/09/2006. godine.

Ugovorom o kupoprodaji akcija Raiffeisen banke a.d. zaključen 20/10/2006. godine, između Raiffeisen International Bank-Holding AG i International Finance Corporation, Raiffeisen International Bank-Holding AG je postao isključivi vlasnik akcija Raiffeisen banke a.d.

Dana 11/10/2010. godine stupila je na snagu statusna promena na osnovu koje je Raiffeisen International Bank-Holding AG promenio ime u Raiffeisen Bank International AG (Rešenje Narodne banke Srbije G.br.2316 od 28/02/2011. godine).

Ugovorom o prenosu akcija Raiffeisen banke a.d. zaključenom 30/03/2012. godine između Raiffeisen Bank International AG i Raiffeisen SEE Region Holding GmbH, Raiffeisen SEE Region Holding GmbH je postao isključivi vlasnik akcija Raiffeisen banke a.d. (akcionar) (Rešenje Narodne banke Srbije G.br.949 od 08/02/2012. godine).

Član 3.

Prvi Statut Banke donet je 23/03/2001. godine sa izmenama od 13/05/2002. godine i 06/12/2002. godine, za koje je dobijena saglasnost Narodne banke Srbije (rešenja G.br. 551 od 06/04/2001.godine, G.br.3134 od 19/06/2002. godine i G.br. 5498 od 31/12/2002. godine).

Banka je od Narodne banke Srbije dobila dozvolu za rad 09/03/2001. godine (Rešenje G.br. 318 od 09/03/2001. godine), dozvolu za obavljanje platnog prometa i dozvola za obavljanje kreditnih poslova s inostranstvom - veliko ovlašćenje (Rešenje G.br. 585 od 11/04/2001 godine), dozvolu za obavljanje delatnosti kastodi banke (Rešenje G.br. 2770/04 od 04/08/2004. godine) i dozvolu za obavljanje delatnosti ovlašćene banke u okviru odeljenja za brokerske-dilerske poslove (Rešenje G.br.1835 od 12/05/2005. godine).

II. BANK ORGANIZATION

1. Bank management and bodies

Article 4

The Bank shall have the following bodies:

1. The Shareholder Assembly
2. Board of Directors
3. Managing Board

The Bank shall also set up the following committees:

1. Committee for Monitoring Business Activities of the Bank
2. Credit Committee
3. Committee for Managing Assets and Liabilities

To manage the work processes, the Bank may set up various committees whose composition and competence is determined by the Bank management bodies, in line with bylaws of these bodies.

1.2 The Shareholder Assembly

Article 5

The Shareholder Assembly consists of the Bank's shareholder which conducts functions of the Shareholder Assembly through its representatives.

Voting and process of decision making is prescribed by the bylaws of Shareholder Assembly.

The Shareholder Assembly shall:

1. adopt business policy and strategy of the Bank, defining the business targets for the period of no less than three years;
2. render the Bank's Statute and adopt amendments and addenda to the founding act and Statute of the Bank;
3. adopt financial statement of the Bank and decide on usage and distribution of the realized income, and/or coverage of losses;
4. decide on increase and/or decrease of the Bank's capital, and/or investments of the capital into another bank or other legal entities, into investment property, as well as on the amount of investment in fixed assets of the Bank;
5. appoint and remove the Chairman and members of the Bank's Board of Directors;
6. determine fees for members of the Bank's Board of Directors;
7. decide on status changes and on cessation of the

II. ORGANIZACIJA BANKE

1. Upravljanje i organi Banke

Član 4.

Banka ima sledeće organe:

1. Skupštinu
2. Upravni odbor
3. Izvršni odbor

Banka formira i sledeće odbore:

1. Odbor za praćenje poslovanja Banke
2. Kreditni odbor
3. Odbor za upravljanje aktivom i pasivom

Radi upravljanja procesima rada Banka može formirati različite komisije čiji sastav i nadležnost utvrđuju organi upravljanja Banke, u skladu sa poslovniciama o radu ovih organa.

1.2 Skupština

Član 5.

Skupštinu Banke čini njen akcionar koji vrši sve funkcije Skupštine preko svojih predstavnika.

Način odlučivanja i donošenja odluka Skupštine uređen je Poslovnikom o radu Skupštine.

Skupština Banke:

1. usvaja poslovnu politiku i strategiju Banke, kojima se definišu poslovni ciljevi za period od najmanje tri godine;
2. donosi Statut Banke i usvaja izmene i dopune osnivačkog akta i Statuta Banke;
3. usvaja finansijski izveštaj Banke i odlučuje o upotrebi i raspoređivanju ostvarene dobiti, odnosno pokriću gubitaka;
4. odlučuje o povećanju i/ili smanjenju kapitala Banke, odnosno o ulaganjima kapitala u drugu banku ili u druga pravna lica, u investicione nekretnine, kao i o visini ulaganja u osnovna sredstva Banke;
5. imenuje i razrešava predsednika i članove Upravnog odbora;
6. određuje naknadu članovima Upravnog odbora Banke;
7. odlučuje o statusnim promenama i o prestanku

Bank's activities;

8. appoint and remove the external auditor;
9. render the Rules of Procedure for its activities;
10. adopt reports of the Bank's Board of Directors;
11. decide on other issues in compliance with the law and the Statute of the Bank.

The Shareholder Assembly may not transfer the competence for rendering decisions specified in paragraph 3 of this Article to any other body of the Bank.

Article 6

The meetings of the Shareholder Assembly may be regular and extraordinary.

Regular meeting of the Shareholder Assembly may be called upon the request of the shareholder or the Bank's Board of Directors in the manner defined by this Statute and the Rules of Procedures of the Shareholder Assembly.

The Board of Directors shall call the Shareholder Assembly by the decision precisely stating time, date, place and agenda of the meeting.

Article 7

Regular meeting of the Shareholder Assembly shall be held at least once a year, not later than six months from the end of the business year.

Article 8

Extraordinary meeting of the Shareholder Assembly may be called upon the written request of:

1. the Board of Directors
2. Shareholder of the Bank.

The Bank's Board of Directors shall call an extraordinary meeting of the Bank's Assembly in the following cases:

1. if the Bank becomes undercapitalized;
2. if it is requested by the Bank's internal audit, external auditor of the Bank or committee for monitoring business activities of the Bank;
3. if it is requested by the National Bank of Serbia;
4. whenever it estimates that the meeting is necessary.

The request referred to in paragraph 1, item 2 of this Article must contain date, signature of the shareholder as well as agenda of the meeting and

rada Banke;

8. imenuje i razrešava spoljnog revizora;
9. donosi poslovnik o svom radu;
10. usvaja izveštaje Upravnog odbora Banke;
11. odlučuje o drugim pitanjima u skladu sa zakonom i Statutom Banke.

Skupština Banke ne može donošenje odluka iz stava 3. ovog člana preneti na drugi organ Banke.

Član 6.

Zasedanje Skupštine Banke može biti redovno i vanredno.

Redovno zasedanje Skupštine Banke se saziva na zahtev akcionara ili Upravnog odbora Banke na način utvrđen ovim Statutom i Poslovnikom o radu Skupštine Banke.

Upravni odbor saziva sednicu Skupštine Banke odlukom u kojoj je naznačeno vreme, datum, mesto i dnevni red Skupštine.

Član 7.

Redovno zasedanje Skupštine Banke održava se najmanje jednom godišnje najkasnije u roku od šest meseci od završetka poslovne godine.

Član 8.

Vanredna Skupština se saziva na pismeni zahtev:

1. Upravnog odbora
2. akcionara Banke.

Upravni odbor je dužan da sazove vanrednu sednicu Skupštine Banke:

1. kada Banka postane podkapitalizovana;
2. na zahtev unutrašnje revizije Banke, spoljnog revizora ili Odbora za praćenje poslovanja Banke;
3. na zahtev Narodne banke Srbije;
4. uvek kada oceni da je to potrebno.

Zahtev iz stava 1. tačka 2. ovog člana, mora biti datiran, potpisan od strane akcionara, i sadržati predlog dnevnog reda kao i razloge zbog kojih se Skupština

reasons for requesting the meeting of the Shareholder Assembly; the request must be addressed to the Bank's Board of Directors.

The Bank's Board of Directors shall decide on such request within 10 days from the date of receipt thereof and shall notify each person requesting this meeting of the Assembly of its decision within seven days from the date of decision-making.

An extraordinary Shareholder Assembly may also be held without a call and publication of the agenda.

Invitation shall be sent by post or electronic mail, and the Chairman of the Bank's Board of Directors, and/or the person authorised to do so, shall organise delivery of such invitations.

Article 9

Written invitations for regular and extraordinary meetings of the Shareholder Assembly shall be sent in accordance with legal provisions and rules of procedures bylaws of the Shareholder Assembly.

Invitation shall be sent by post or electronic mail. Chairman of the Bank's Board of Directors or other member of the Board or any other person authorised under the Assembly's Rules of Procedures shall organise delivery of such invitations.

Written invitation referred to in paragraph 2 of this Article shall be accompanied by the proposals of the decisions in accordance with the proposed agenda of the meeting.

The Bank's Board of Directors shall notify the National Bank of Serbia on the date and the agenda of the meeting of the Shareholder Assembly within the period defined for inviting the shareholder of the Shareholder Assembly.

Article 10

The meetings of the Shareholder Assembly shall be chaired by the Chairman of the Shareholder Assembly, who is elected at the beginning of the meeting with the mandate of one year and may be re-elected. In the absence of the Chairman, the meeting of the Shareholder Assembly shall be chaired by presiding who is elected at the beginning of the Shareholder Assembly meeting.

saziva, kao i da bude adresovan na Upravni odbor Banke.

Upravni odbor Banke dužan je da o zahtevu odluči najkasnije u roku od 10 dana od dana prijema zahteva i da o svojoj odluci, u roku od sedam dana od dana donošenja, obavesti svako lice koje je zahtevalo sazivanje ove Skupštine.

Vanredna sednica Skupštine može biti održana i bez sazivanja i objavljivanja dnevnog reda.

Poziv se dostavlja poštom ili elektronskom poštom, a predsednik Upravnog odbora Banke odnosno lice na koga on prenese ovlašćenje, organizuje dostavljanje poziva.

Član 9.

Pisani pozivi za redovne i vanredne sednice Skupštine Banke upućuju se akcionaru u skladu sa zakonskim propisima i poslovníkom o radu Skupštine.

Poziv se dostavlja poštom ili elektronskom poštom. Dostavljanje poziva organizuje predsednik Upravnog odbora ili drugi član odbora ili drugo lice koje je ovlašćeno Poslovníkom o radu Skupštine.

Uz pisani poziv iz stava 2. ovog člana dostavljaju se predlozi odluka u skladu sa predloženim dnevnim redom sednice.

Upravni odbor Banke obaveštava Narodnu banku Srbije o datumu održavanja i dnevnom redu sednice Skupštine u roku koji je predviđen za obaveštavanje akcionara u Skupštini Banke.

Član 10.

Sednicama Skupštine predsedava predsednik Skupštine koji se bira na početku sednice sa mandatom od jedne godine i mogućnošću ponovnog izbora. U njegovom odsustvu sednicom Skupštine Banke predsedava predsedavajući izabran na početku sednice Skupštine.

At the meetings of the Shareholder Assembly only items included in the agenda of the meeting may be decided upon.

Article 11

The meetings of the Shareholder Assembly may be also held by use of conference communication or other types of audio and visual communication.

Article 12

The members of the Board of Directors and Chairman of the Managing Board can attend the meetings of the Shareholder Assembly in the capacity of the Bank's management bodies.

Furthermore, the meetings may also be attended by other representatives of the Bank if required so by the agenda, as well as the representative of the National Bank of Serbia.

1.3 Board of Directors

Article 13

The Board of Directors is the management body of the Bank and shall consist of not less than five members, including Chairman.

At least one-third of the members of the Bank's Board of Directors shall be persons independent of the Bank, and/or persons not employed in the Bank, nor in any member of the Bank's banking group, neither at Bank's shareholders, or to hold direct or indirect ownership in the Bank or in any member of the Bank's banking group.

Members of the Bank's Board of Directors must have the appropriate business reputation and qualifications which are prescribed by the Law on Banks and regulations of the National Bank of Serbia. At least three members of the Bank's Board of Directors must have the appropriate experience in the field of finance and at least one member must be fluent in the Serbian language and have permanent residence in the Republic of Serbia.

A member of the Bank's Board of Directors may not be a member of the Bank's Managing Board.

Na sednicama Skupštine može se odlučivati samo o tačkama dnevnog reda koje su uvrštene u dnevni red zasedanja.

Član 11.

Sednice Skupštine Banke mogu se održavati i korišćenjem konferencijske veze ili druge vrste audio-vizuelne komunikacije.

Član 12.

Članovi Upravnog odbora i predsednik Izvršnog odbora mogu da prisustvuju sednicama Skupštine u svojstvu organa upravljanja Bankom.

Osim njih, sednicama mogu da prisustvuju i drugi predstavnici Banke ukoliko dnevni red to zahteva, kao i predstavnik Narodne banke Srbije.

1.3 Upravni odbor

Član 13.

Upravni odbor je organ upravljanja Bankom i sastoji se od najmanje pet članova uključujući i predsednika.

Najmanje jedna trećina članova Upravnog odbora su lica nezavisna od Banke, odnosno lica koja nisu zaposlena u Banci ni u članici Bankarske grupe u kojoj je ova Banka, ni kod akcionara te Banke, kao i da u njima nemaju direktno ili indirektno vlasništvo.

Članovi Upravnog odbora moraju imati dobru poslovnu reputaciju i odgovarajuće kvalifikacije i ispunjavati uslove propisane Zakonom o bankama i propisima Narodne banke Srbije. Najmanje tri člana Upravnog odbora moraju imati iskustvo iz oblasti finansija, a najmanje jedan član mora aktivno znati srpski jezik i imati prebivalište na teritoriji Republike Srbije.

Član Upravnog odbora Banke ne može biti član Izvršnog odbora Banke.

Article 14

Members of the Board of Directors, Chairman and Deputy-Chairman shall be appointed by the Shareholder Assembly upon previous consent of the National Bank of Serbia.

The Bank shall submit to the National Bank of Serbia a request for granting prior consent regarding the appointment of the member of the Bank's Board of Directors, together with data and documents proving the relevant requirements as prescribed by the Law on Banks and regulations of the National Bank of Serbia regarding the appointment of the members of the Bank's Board of Directors have been met.

Article 15

Mandate of the members of the Board of Directors shall be 5 years from the date of election of the Board of Directors as a management body.

Mandate of the members appointed to the vacant position of the member shall expire on the expiry date of the mandate of the members elected at the time of appointment of the Bank's Board of Directors as a management body. The same person may be re-elected a member of the Board of Directors several times consecutively.

Article 16

Chairman of the Board of Directors shall call and preside the meetings of the Bank's Board of Directors and shall perform other activities in compliance with the Rules of Procedures of the Bank's Board of Directors.

Article 17

A member of the Board of Directors may tender a resignation to the position by submitting statement thereon to the Bank's Board of Directors and Chairman of the Shareholder Assembly.

The members of the Board of Directors can be relieved from duty any time, by the same procedure as they were elected.

If the composition of the Board of Directors is reduced, due to resignation or discharge of a member, to the number below the minimum stipulated by the Law on Banks, mandate of that member shall be extended until the appointment of a new member, not longer than 3 months.

Član 14.

Predsednika, zamenika predsednika i članove Upravnog odbora imenuje Skupština Banke po prethodno dobijenoj saglasnosti Narodne banke Srbije.

Uz zahtev za davanje prethodne saglasnosti na imenovanje članova Upravnog odbora Banke, dostavljaju se podaci i dokumenta kojima se dokazuje da su ispunjeni uslovi propisani Zakonom o bankama i aktima Narodne banke Srbije za imenovanje članova Upravnog odbora banke.

Član 15.

Mandat članova Upravnog odbora traje 5 godina od dana izbora Upravnog odbora kao organa.

Mandat članova koji su izabrani na upražnjeno mesto člana ističe sa istekom mandata članova koji su izabrani prilikom izbora Upravnog odbora kao organa. Isto lice može biti imenovano u Upravni odbor više puta uzastopno.

Član 16.

Predsednik Upravnog odbora saziva i predsedava sednicama Upravnog odbora i vrši druge poslove predviđene Poslovníkom o radu Upravnog odbora.

Član 17.

Član Upravnog odbora može podneti ostavku na funkciju podnošenjem izjave u tom smislu Upravnom odboru i predsedniku Skupštine.

Članovi Upravnog odbora mogu biti razrešeni dužnosti bilo kada, i to istim postupkom kojim su bili izabrani.

Ukoliko se, usled ostavke ili razrešenja člana, sastav Upravnog odbora svede na broj koji je ispod minimuma određenog Zakonom o bankama, mandat tog člana se produžava i traje do imenovanja novog člana, a najduže 3 meseca.

The Bank shall inform the National Bank of Serbia on release or resignation of the member of the Bank's Board of Directors within 10 days from the date of such release or resignation, indicating the reasons thereto.

The Bank shall promptly inform National Bank of Serbia of any change of circumstances which may affect fulfillment of requirements for appointment of a member of the Board of Directors.

Article 18

The Members of the Board of Directors shall make sure that business operations of the Bank are in compliance with law, regulations and enactments of the National Bank of Serbia as well as enactments and other procedures of the Bank, according to the duties and responsibilities of the Board of Directors defined by the Law on Banks, regulations adopted in compliance with the Law on Banks, Statute and internal enactments of the Bank.

The Bank's Board of Directors shall:

1. call meetings of the Shareholder Assembly;
2. prepare draft decisions for the Shareholder Assembly and is responsible for carrying out those decisions;
3. adopt proposal of the Bank's business policy and strategy and submit these proposals to the Assembly for adoption.
4. establish general operating conditions of the Bank, as well as their amendments and supplements;
5. determine amounts up to which the Bank's Managing Board may decide on placements and indebtedness of the Bank and decide on placements and indebtedness of the Bank exceeding such amounts,
6. give prior consent for the exposure of the Bank to each single 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;
7. elect and remove the Chairman and members of the Bank's Managing Board;
8. supervise activities of the Bank's Managing Board;
9. elect and remove members of the Committee for Monitoring Business Activities of the Bank (Audit Committee), members of the Credit Committee and members of the Committee for Managing Assets and Liabilities;
10. determine remuneration for the independent member of the Committee for Monitoring

Banka obaveštava Narodnu banku Srbije o razrešenju ili ostavci člana Upravnog odbora Banke u roku od 10 dana od dana razrešenja ili ostavke, navodeći razloge za to.

Banka će bez odlaganja obavestiti Narodnu banku Srbije ukoliko se promene okolnosti koje se tiču ispunjenosti uslova za imenovanje člana Upravnog odbora.

Član 18.

Članovi Upravnog odbora odgovorni su da poslovanje Banke bude u skladu sa zakonom, propisima i aktima Narodne banke Srbije, kao i aktima i procedurama Banke, u skladu sa dužnostima i odgovornostima Upravnog odbora utvrđenim Zakonom o bankama, propisima donetim na osnovu Zakona o bankama, Statutom i unutrašnjim aktima Banke.

Upravni odbor Banke:

1. saziva sednice Skupštine Banke;
2. priprema za Skupštinu Banke predloge odluka i odgovoran je za sprovođenje istih;
3. usvaja predlog poslovne politike i strategije Banke i podnosi ih Skupštini na usvajanje;
4. utvrđuje opšte uslove poslovanja Banke, kao i njihove izmene i dopune;
5. utvrđuje iznose do kojih Izvršni odbor Banke može odlučivati o plasmanima i zaduživanju Banke i odlučuje o plasmanima i zaduživanju Banke preko tih iznosa;
6. daje prethodnu saglasnost za izloženost Banke prema svakom pojedinačnom licu ili grupi povezanih lica koja prelazi 10% kapitala Banke, odnosno za povećanje ove izloženosti preko 20% kapitala Banke;
7. bira i razrešava predsednika i članove Izvršnog odbora Banke;
8. nadzire rad Izvršnog odbora Banke;
9. bira i razrešava članove Odbora za praćenje poslovanja Banke (Odbora za reviziju), članove Kreditnog odbora i članove Odbora za upravljanje aktivom i pasivom;
10. određuje naknadu nezavisnom članu Odbora za praćenje poslovanja Banke;

Business Activities of the Bank;

11. adopt the program and plan of the internal audit of the Bank and methodology of its operations;
 12. implement the system of internal control and conduct supervision over their efficiency;
 13. adopt the risk management strategy and policies, as well as the strategy for Bank capital management;
 14. review reports of external and internal audit on the results of the conducted audit, as well as reports on the activities and work of the internal audit and approve the annual report on risk management adequacy and internal control of the Bank;
 15. adopt quarterly and annual reports of the Bank's Managing Board on Bank's business activities, including quarterly risk management reports, and and submit adopted financial statement to the Shareholder Assembly for final adoption;
 16. define internal organisation and/or organisational scheme of the Bank that will ensure adequate division of authorities, duties and responsibilities of employees, members of the management bodies and other holders of management positions in the Bank, so as to prevent conflict of interest and ensure transparent and documented decision-making process as well as implementation of decisions;
 17. develop the salary and other remuneration policy for the employees of the Bank;
 18. render the Rules of Procedures of its activities as well as of activities of the Committee for Monitoring Business Activities of the Bank (Audit Committee), Credit Committee and Committee for Managing Assets and Liabilities;
 19. adopt the recovery plan for the Bank and recovery plan for the banking group;
 20. inform the National Bank of Serbia and other competent bodies of the established irregularities;
 21. adopt annual report on the adequacy of risk management and internal control in the Bank, which are prepared in accordance with the applicable regulations and delivered to the National Bank of Serbia together with the financial statement (Article 87 of the Law on Banks);
 22. Perform other activities in compliance with the law, this Statute and rules of procedures of the Board of Directors.
11. usvaja program i plan unutrašnje revizije Banke i metodologiju njenog rada;
 12. uspostavlja sistem unutrašnjih kontrola i vrši nadzor nad njegovom efikasnošću;
 13. usvaja strategiju i politiku za upravljanje rizicima, kao i strategiju upravljanja kapitalom Banke;
 14. razmatra izveštaje spoljne i unutrašnje revizije o rezultatima izvršene revizije, kao i izveštaje o aktivnostima i radu unutrašnje revizije i odobrava godišnji izveštaj o adekvatnosti upravljanja rizicima i unutrašnjoj kontroli Banke;
 15. usvaja tromesečne i godišnje izveštaje Izvršnog odbora Banke o poslovanju Banke, uključujući tromesečne izveštaje o upravljanju rizicima, i Skupštini Banke podnosi usvojeni finansijski izveštaj na konačno usvajanje;
 16. utvrđuje unutrašnju organizaciju, odnosno organizacionu strukturu Banke koja obezbeđuje podelu ovlašćenja, dužnosti i odgovornosti zaposlenih, članova organa upravljanja i drugih lica na rukovodećem položaju u Banci, na način kojim se sprečava sukob interesa i obezbeđuje transparentan i dokumentovan proces donošenja i sprovođenja odluka;
 17. usvaja politiku zarada i ostalih primanja zaposlenih u Banci;
 18. donosi poslovnik o svom radu i o radu Odbora za praćenje poslovanja Banke (Odbora za reviziju), Kreditnog odbora i Odbora za upravljanje aktivom i pasivom;
 19. usvaja plan oporavka Banke i plan oporavka bankarske grupe
 20. obaveštava Narodnu banku Srbije i druge nadležne organe o utvrđenim nepravilnostima;
 21. odobrava godišnji izveštaj o adekvatnosti upravljanja rizicima i unutrašnjoj kontroli Banke koji se sastavljaju u skladu sa važećim propisima i dostavlja Narodnoj banci Srbije sa finansijskim izveštajem (član 87. Zakona o bankama);
 22. obavlja i druge poslove u skladu sa zakonom, ovim Statutom i poslovníkom o radu Upravnog odbora.

The Board of Directors shall decide which activities that fall within its competence will be assigned to the Managing Board. Based on the guidelines of the Board of Directors, the Managing Board renders Instruction to define precisely the issues relevant for the work of the Managing Board. The Board of Directors may limit authorities of the Managing Board. The Board of Directors may in particular define which activities of the Managing Board require obtaining prior approval of the Board of Directors. However, such limitations shall not affect the third party.

Article 19

The Bank's Board of Directors shall meet when needed and at least quarterly.

The Bank shall deliver, together with the annual statement submitted to the National Bank of Serbia, the report on the total number and the venue of the held meetings of the Bank's Board of Directors.

The Bank's Board of Directors shall have an extraordinary meeting upon the request of any member of the Board of Directors based on the written explanation of such request.

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

The sessions of the Board of Directors shall be held on the premises of the head office or other organisational parts in the territory of the Republic of Serbia at least once in three months.

Article 20

The Bank's Board of Directors shall inform the National Bank of Serbia of the date and the agenda of the Bank's Board of Directors within the deadline stipulated for notifying members of the Bank's Board of Directors.

A representative of the National Bank of Serbia may be present at the meeting of the Bank's, Bank's Board of Directors and address its members.

Article 21

The meetings of the Bank's Board of Directors may be also held by means of written communication, use of conference communication or other types of audio and visual communication so that all members of the

Upravni odbor određuje poslove iz svoje nadležnosti koje će preneti na Izvršni odbor. Na osnovu smernica Upravnog odbora Izvršni odbor donosi Uputstvo za rad kojim se detaljnije predviđaju pitanja od značaja za rad Izvršnog odbora. Upravni odbor može da ograniči ovlašćenja Izvršnog odbora. Upravni odbor naročito ima pravo da odredi koje aktivnosti Izvršnog odbora zahtevaju dobijanje prethodne saglasnosti Upravnog odbora. Međutim, takva ograničenja neće uticati na treću stranu.

Član 19.

Sednice Upravnog odbora Banke održavaju se po potrebi, a najmanje jednom u tri meseca.

Banka je dužna da, uz godišnji izveštaj koji dostavlja Narodnoj banci Srbije, dostavi i izveštaj o ukupnom broju održanih sednica Upravnog odbora Banke i mestu njihovog održavanja.

Vanredna sednica Upravnog odbora može se zakazati na zahtev bilo kog člana Upravnog odbora uz pismeno obrazloženje tog zahteva.

Upravni odbor Banke održaće vanrednu sednicu i ako to Narodna banka Srbije zahteva radi razmatranja određenih pitanja.

Sednice upravnog odbora banke održavaju se u prostorijama sedišta ili drugih organizacionih delova Banke na teritoriji Republike Srbije najmanje jednom u tri meseca.

Član 20.

Upravni odbor Banke obaveštava Narodnu banku Srbije o datumu održavanja i dnevnom redu sednice Upravnog odbora Banke u roku predviđenom za obaveštavanje članova Upravnog odbora Banke.

Predstavnik Narodne banke Srbije može prisustvovati sednici Upravnog odbora Banke i obraćati se njegovim članovima.

Član 21.

Sednice Upravnog odbora Banke mogu se održavati i pisanim putem, korišćenjem konferencijske veze ili druge vrste audio-vizuelne komunikacije, tako da svi članovi Upravnog odbora mogu da se čuju, iznose svoje

Board of Directors may hear one another, bring forward their views and give their consent to each item of the agenda of the meeting. In such cases, it shall be considered that the members of the Bank's Board of Directors were present at the meeting.

Article 22

The meeting of the Bank's Board of Directors shall have a quorum if attended simple majority of all members of the Bank's Board of Directors elected by the Shareholder Assembly.

For adoption of decisions, which are in written form, it is necessary to ensure simple majority of votes of the all members of the Board of Directors, including the vote of the Chairman of the Bank's Board of Directors in such majority.

Irrespective of its collective responsibility, the Board of Directors is entitled to establish from among its members committees consisting of at least simple majority of the total number of BoD members and to determine their tasks and rules of procedure. The members of the committees shall be elected by the Board of Directors for a term corresponding to their term as a member of the Board of Directors unless otherwise decided at the election.

1.4 Managing Board

Article 23

Chairman of the Managing Board shall represent and act on behalf of the Bank in accordance with Article 51. of the Statute.

Article 24

The Bank's Managing Board shall consist of not less than three members, including Chairman.

Members of the Managing Board shall be elected for the period of 5 years and may be re-elected. The Board of Directors has the right to relieve from duty all or some members of the Managing Board at any time.

Members of the Managing Board must be full-time employees of the Bank.

If the composition of the Managing Board is reduced, due to resignation or discharge of a member, to the number below the minimum stipulated by the Law on

stavove i daju saglasnost po pojedinim pitanjima na dnevnom redu sednice, u kom slučaju će se smatrati kao da su članovi Upravnog odbora prisustvovali sednici.

Član 22.

Sednica Upravnog odbora ima kvorum ukoliko sastanku Upravnog odbora prisustvuju, prosta većina svih članova Upravnog odbora koje je izabrala Skupština.

Za donošenje odluka potrebna je prosta većina glasova svih članova Upravnog odbora, s tim što u tu većinu ulazi i glas Predsednika Upravnog odbora.

Bez obzira na svoju kolektivnu odgovornost, Upravni odbor ima pravo da formira, od svojih članova, komisiju od najmanje proste većine od ukupnog broja članova Upravnog odbora i da utvrdi njihove zadatke i pravilnik rada. Upravni odbor bira i imenuje članove komisije na period koji odgovara njihovom mandatu kao članova Upravnog odbora osim ako se drugačije definiše prilikom izbora.

1.4 Izvršni odbor

Član 23.

Predsednik Izvršnog odbora predstavlja i zastupa Banku u skladu sa članom 51. Statuta.

Član 24.

Izvršni odbor Banke se sastoji od najmanje tri člana, uključujući i predsednika.

Članovi Izvršnog odbora biraju se na 5 godina uz mogućnost ponovnog izbora. Upravni odbor ima pravo da, u bilo koje vreme, razreši dužnosti sve ili nekog člana Izvršnog odbora.

Članovi Izvršnog odbora moraju biti u radnom odnosu u Banci na neodređeno vreme s punim radnim vremenom.

Ukoliko se, usled ostavke ili razrešenja člana, sastav Izvršnog odbora svede na broj koji je ispod minimuma određenog Zakonom o bankama, mandat tog člana se

Banks, mandate of that member shall be extended until the appointment of a new member, not longer than 3 months.

The Board of Directors decides on any legal issues that are related to legal relations between the members of the Managing Board and the Bank, especially on the issues of appointment or termination of employment of the members of the Managing Board.

Any member of the Managing Board shall be responsible for specific area and scope of business of the Bank and for the performance of the Bank's organizational units within his/her competence, as well as for supervision of the work of the employees in such organizational units.

Article 25

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

At least one member of the Bank's Managing Board must be fluent in the Serbian language and have permanent residence in the territory of the Republic of Serbia. Other members of the Managing Board must have residence in the territory of the Republic of Serbia.

The Bank shall promptly inform National Bank of Serbia of any change of circumstances which may affect fulfillment of requirements for appointment of a member of the Managing Board.

Article 26

Chairman of the Managing Board shall organise activities of the Managing Board in accordance with the Rules of Procedures adopted by the Bank's Managing Board.

Article 27

The Bank's Board of Directors shall provide the guidelines for the activities of the Bank's Managing Board.

Article 28

The Bank's Managing Board shall organise business activities of the Bank and supervise the activities of the Bank's employees on daily basis.

The Members of the Bank's Managing Board shall make sure that business operations of the Bank are in

produžava i traje do imenovanja novog člana, a najduže 3 meseca.

Upravni odbor odlučuje o bilo kom pravnom pitanju koje je vezano za pravne odnose članova Izvršnog odbora i Banke, naročito o pitanjima imenovanja ili davanja otkaza članovima Izvršnog odbora.

Član izvršnog odbora ima odgovornost za određenu vrstu i obim poslova Banke i odgovoran je za rad organizacionih delova Banke iz svog delokruga, kao i za nadzor nad radom zaposlenih u tim organizacionim delovima.

Član 25.

Članovi Izvršnog odbora moraju imati dobru poslovnu reputaciju i kvalifikacije, saglasno propisima Narodne banke Srbije.

Najmanje jedan član Izvršnog odbora Banke mora aktivno znati srpski jezik i imati prebivalište na teritoriji Republike Srbije. Ostali članovi Izvršnog odbora moraju imati boravište na teritoriji Republike Srbije.

Banka će bez odlaganja obavestiti Narodnu banku Srbije ukoliko se promene okolnosti koje se tiču ispunjenosti uslova za imenovanje člana Izvršnog odbora.

Član 26.

Predsednik Izvršnog odbora organizuje rad Izvršnog odbora saglasno Poslovniku o radu koji donosi Izvršni odbor Banke.

Član 27.

Smernice za rad Izvršni odbor dobija od Upravnog odbora Banke.

Član 28.

Izvršni odbor Banke organizuje poslovanje Banke i vrši dnevni nadzor nad aktivnostima zaposlenih u Banci.

Članovi Izvršnog odbora odgovorni su da poslovanje Banke bude u skladu sa zakonom, propisima i aktima

compliance with law, regulations and enactments of the National Bank of Serbia as well as enactments and other procedures of the Bank, according to the duties and responsibilities of the Managing Board defined by the Law on Banks, regulations adopted in compliance with the Law on Banks, Statute and internal enactments of the Bank.

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

The Managing Board shall have the following duties and authorities:

1. to carry out the decisions of the Shareholder Assembly and Board of Directors;
2. to propose to the Board of Directors the Bank's business policy and strategy, as well as risk management strategy and policy and strategy for the Bank's capital management;
3. to implement the Bank's business policy and strategy through adoption of appropriate business decisions;
4. to implement risk management strategy and policy and strategy for the Bank's capital management through adoption of appropriate risk management procedures and/or procedures for risk identification, measurement and assessment and ensuring their implementation and report to the Board of Directors on these activities;
5. to analyse the risk management system and report to the Board of Directors at least on quarterly basis on the level of exposure to risks and risk management;
6. to make decisions regarding placements and indebtedness of the Bank up to the amount determined by the Bank's Board of Directors;
7. to make decisions, upon prior approval of the Board of Directors, on any increase of exposure of the Bank to a person related to the Bank and inform the Bank's Board of Directors accordingly;
8. to adopt the decision on job;
9. to ensure safety and regular monitoring of the Bank's information technology systems and treasury operations;
10. to inform the Bank's Board of Directors of all activities which are not in compliance with regulations and other enactments of the Bank;
11. to present an overview of business activities, balance sheet and income statement of the Bank

Narodne banke Srbije, kao i aktima i procedurama Banke, u skladu sa dužnostima i odgovornostima Izvršnog odbora utvrđenim Zakonom o bankama, propisima donetim na osnovu Zakona o bankama, Statutom i unutrašnjim aktima Banke.

Izvršni odbor Banke odgovoran je za primenu i efikasno funkcionisanje sistema unutrašnjih kontola Banke

Posebne dužnosti i ovlašćenja Izvršnog odbora su:

1. izvršava odluke Skupštine i Upravnog odbora Banke;
2. predlaže Upravnom odboru poslovnu politiku i strategiju Banke, kao i strategiju i politiku za upravljanje rizicima i strategiju upravljanja kapitalom Banke;
3. sprovodi poslovnu politiku i strategiju Banke donošenjem odgovarajućih poslovnih odluka;
4. sprovodi strategiju i politike za upravljanje rizicima i strategiju upravljanja kapitalom Banke usvajanjem procedura za upravljanje rizicima, odnosno za identifikovanje, merenje i procenu rizika, i obezbeđivanjem njihove primene i izveštava Upravni odbor u vezi s tim aktivnostima;
5. analizira sistem upravljanja rizicima i najmanje tromesečno izveštava Upravni odbor o nivou izloženosti rizicima i upravljanju rizicima;
6. odlučuje o plasmanima i zaduživanju Banke do iznosa koji utvrdi Upravni odbor Banke;
7. odlučuje, uz prethodno odobrenje Upravnog odbora, o svakom povećanju izloženosti Banke prema licu povezanom s Bankom i o tome obaveštava Upravni odbor Banke;
8. usvaja akt o sistematizaciji radnih mesta;
9. obezbeđuje sigurnost i redovno praćenje sistema informacione tehnologije i trezorskog poslovanja Banke;
10. obaveštava Upravni odbor Banke o svim postupanjima koja nisu u skladu s propisima i drugim aktima Banke;
11. najmanje jednom u toku poslovnog tromesečja podnosi Upravnom odboru Banke pregled

- to the Bank's Board of Directors at least once during each business quarter;
12. to inform promptly the Bank's Board of Directors and the National Bank of Serbia of any deterioration of the financial standing of the Bank or existence of danger of such deterioration, as well as other facts that may significantly affect the financial standing of the Bank;
 13. to make sure that all employees are acquainted with relevant regulations and other enactments of the Bank governing their duties;
 14. to adopt its Rules of Procedures;
 15. to define write-off procedure for the Bank's receivables;
 16. make decisions on write-off and sale of fixed assets at the proposal of the relevant organizational units;
 17. authorise minimum two co-signatories among head of Legal and Compliance Division, head of Risk Management Division and head of Operations Division for granting authorisation to the Bank's employees and lawyers for representing the Bank before the courts and government authorities;
 18. make decisions on gifts, donations and sponsorship;
 19. perform other activities in compliance with the law, this Statute, rules of procedures of the Managing Board and make decisions on all issues which are not in the competence of the Shareholder Assembly and the Board of Directors.
- poslovnih aktivnosti, bilans stanja i bilans uspeha Banke;
 12. bez odlaganja obaveštava Upravni odbor Banke i Narodnu banku Srbije o svakom pogoršanju finansijskog stanja Banke ili postojanju opasnosti od takvog pogoršanja, kao i drugim činjenicama koje mogu znatno uticati na finansijsko stanje Banke;
 13. obezbeđuje da svi zaposleni budu upoznati sa propisima i drugim aktima Banke kojima se uređuju njihove radne obaveze;
 14. donosi poslovnik o svom radu;
 15. utvrđuje proceduru za otpis potraživanja Banke;
 16. odlučuje o otpisu i prodaji osnovnih sredstava na predlog odgovarajuće službe;
 17. ovlašćuje najmanje dva supotpisnika od direktora Sektora pravnih poslova, direktora Sektora za upravljanje rizikom i direktora Sektora operativnih poslova, za davanje punomoćja zaposlenima u Banci i advokatima za zastupanje Banke u sudovima i pred državnim organima;
 18. donosi odluke o poklonima, donacijama i sponzorstvu;
 19. obavlja i druge poslove u skladu sa zakonom, ovim Statutom, poslovníkom o radu Izvršnog odbora i odlučuje o svim pitanjima koja nisu u nadležnosti Skupštine i Upravnog odbora.

Article 29

The Managing Board may, in accordance with the paragraph 4 of the Article 30 pass decisions referred to in Article 28 Paragraph 4 Item 6 regarding short-term indebtedness of the Bank abroad with tenor not longer than 30 days for the purpose to maintain the Bank's daily liquidity to the member of the Managing Board responsible for the issues of liquidity of the Bank, provided that, however, such decisions shall be made together with Head of Treasury and Investment Banking Division.

On adoption of the Decision based on authorisation from the previous paragraph, Managing Board will be informed without delay.

The above-mentioned persons are obliged to inform the Managing Board on any decision adopted in the period between two meetings of the Managing Board

Član 29.

Izvršni odbor Banke može odlukom donetom na način predviđen stavom 4 člana 30 odlučiti da donošenje odluka iz člana 28. stav 4. tačka 6. u delu koji se odnosi na kratkoročno zaduživanje Banke u inostranstvu sa rokom ne dužim od 30 dana, a u cilju održavanja dnevne likvidnosti Banke, preneti na člana Izvršnog odbora Banke nadležnog za pitanje likvidnosti Banke, s'tim da te odluke donosi zajedno sa direktorom Sektora sredstava i investicionog bankarstva.

O odluci donetoj na osnovu prenetih ovlašćenja saglasno prethodnom stavu, Izvršni odbor će biti obavešten bez odlaganja.

O odlukama donetim između dve sednice Izvršnog odbora, navedena lica obavezna su da obaveste Izvršni odbor na prvoj narednoj sednici.

at the next meeting.

Article 30

The Managing Board makes decisions in accordance with bylaws of the Managing Board.

The meetings of the Managing Boards are held at least once a month. The decisions of the Managing Board can be reached in writing, by telefax or telex, on condition that all the members have agreed on this kind of decision-making. The manner of managing shall be regulated by the by-laws on work of the Managing Board that are passed by the Managing Board.

The Managing Board shall be deemed to have a quorum, if a meeting of the Managing Board is attended by simple majority of all its members.

Decisions of the Managing Board shall be adopted with the simple majority of votes of all members.

1.5 Other Committees of the Bank:

Article 31

1. Committee for Monitoring Business Activities of the Bank (Audit Committee)
 2. Credit Committee
 3. Committee for Managing Assets and Liabilities
- The Bank's Board of Directors shall appoint and release members of the above committees which may be re-appointed.

Committee for Monitoring Business Activities of the Bank (Audit Committee)

Article 32

Audit Committee shall consist of not less than three members, at least two of which are members of the Bank's Board of Directors who have appropriate experience in the field of finance. At least one member of the Audit Committee shall be a person independent of the Bank.

Mandate of the Member of the Audit Committee who is a Member of the Board of Directors corresponds to his/her mandate in the Board of Directors and he/she may be released at any time under the same procedure as the one applied for his/her appointment.

Član 30.

Izvršni odbor odluke donosi u skladu sa poslovníkom o radu Izvršnog odbora.

Sednice Izvršnog odbora održavaju se najmanje jednom mesečno. Odluke Izvršnog odbora se mogu usvajati pismenim putem, telefaxom ili telexom, pod uslovom da su svi članovi Izvršnog odbora pristali na ovaj oblik donošenja odluka. Način rukovođenja biće regulisan Poslovníkom o radu Izvršnog odbora koji donosi Izvršni odbor.

Sednica Izvršnog odbora ima kvorum ukoliko sednici prisustvuju članovi koji čine prostu većinu od svih članova Izvršnog odbora.

Odluke Izvršnog odbora se donose prostom većinom glasova svih članova Izvršnog odbora.

1.5 Drugi odbori Banke:

Član 31.

1. Odbor za praćenje poslovanja Banke (Odbor za reviziju)
 2. Kreditni odbor
 3. Odbor za upravljanje aktivom i pasivom
- Upravni odbor Banke bira i razrešava članove navedenih odbora, uz mogućnost ponovnog izbora.

Odbor za praćenje poslovanja Banke (Odbor za reviziju)

Član 32.

Odbor za reviziju čine najmanje tri člana, od kojih su najmanje dva članovi Upravnog odbora Banke koji imaju odgovarajuće iskustvo iz oblasti finansija. Najmanje jedan član Odbora za reviziju je lice nezavisno od Banke.

Mandat člana Odbora za reviziju koji je član Upravnog odbora odgovara njegovom mandatu u Upravnom odboru i može biti razrešen dužnosti bilo kada istim postupkom kojim je bio izabran.

Mandate of the Member of the Audit Committee who is independent from the Bank shall be five years and he/she may be released at any time under the same procedure as the one applied for his/her appointment.

If the composition of the Audit Committee is reduced, due to resignation or discharge of a member, to the number below the minimum stipulated by the Law on Banks, mandate of that member shall be extended until the appointment of a new member, not longer than 3 months.

Members of the Bank's Audit Committee may not be persons related to the Bank, except by virtue of their membership in the Bank's Board of Directors or management and/or supervisory bodies of the member entity of the same banking group.

Committee for Monitoring Business Activities of the Bank shall assist the Bank's Board of Directors in supervising activities of the Managing Board and employees of the Bank.

Article 33

Committee for Monitoring Business Activities of the Bank shall:

1. analyse annual and other financial statements of the Bank, which are submitted for review and adoption to the Bank's Board of Directors;
2. supervise the activities of the Committee for Managing Assets and Liabilities through review of monthly reports of the Committee for Managing Assets and Liabilities on analysis of the Bank's exposure to the risks resulting from the structure of its balance sheet obligations and receivables and off-balance sheet items.
3. analyse and adopt proposals of strategies 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 Board of Directors;
4. analyse and supervise implementation and adequate enforcement of adopted strategies and policies for risk management and the implementation of the system of internal controls;
5. at least once per month report to the Board of Directors on its activities and detected irregularities and give suggestions for the manner in which the detected irregularities will be eliminated and/or the manner of improvement of

Mandat člana Odbora za reviziju koji je nezavisan od Banke traje pet godina i može biti razrešen dužnosti bilo kada istim postupkom kojim je izabran.

Ukoliko se, usled ostavke ili razrešenja člana, sastav Odbora za reviziju svede na broj koji je ispod minimuma određenog Zakonom o bankama, mandat tog člana se produžava i traje do imenovanja novog člana, a najduže 3 meseca.

Članovi Odbora za reviziju ne mogu biti lica povezana sa Bankom, osim po osnovu članstva u Upravnom odboru Banke ili u organu upravljanja, odnosno nadzora lica u sastavu iste bankarske grupe.

Odbor za praćenje poslovanja Banke pomaže Upravnom odboru Banke u nadzoru nad radom Izvršnog odbora i zaposlenih u Banci.

Član 33.

Odbor za praćenje poslovanja Banke obavezan je da:

1. analizira godišnje izveštaje i druge finansijske izveštaje Banke koji se Upravnom odboru Banke podnose na razmatranje i usvajanje;
2. nadzire rad Odbora za upravljanje aktivom i pasivom razmatranjem mesečnih izveštaja Odbora za upravljanje aktivom i pasivom o analizi izloženosti Banke rizicima koji proizilaze iz strukture njenih bilansnih obaveza i potraživanja i vanbilansnih stavki.
3. analizira i usvaja predloge strategija i politika Banke u vezi sa upravljanjem rizicima i sistemom unutrašnjih kontrola koje se Upravnom odboru Banke podnose na razmatranje i usvajanje;
4. analizira i nadzire primenu i adekvatno sprovođenje usvojenih strategija i politika za upravljanje rizicima i sprovođenje sistema unutrašnjih kontrola;
5. najmanje jednom mesečno izveštava Upravni odbor o svojim aktivnostima i utvrđenim nepravilnostima, kao i da predlaže način na koji će se otkloniti te nepravilnosti, odnosno unaprediti politike i procedure za upravljanje rizicima i

policies and procedures for risk management and implementation of the system of internal controls;

6. review investments and activities of the Bank, upon proposal of the Board of Directors or the Managing Board of the Bank or external auditor of the Bank;
7. give proposal regarding the external auditor of the Bank to the Bank's Board of Directors and Shareholder Assembly;
8. review annual audits of the financial statements of the Bank with the Bank's external auditor;
9. suggest to the Bank's Board of Directors that certain issues pertaining to the Bank's external and internal audit be included into the agenda for the meeting of the Shareholder Assembly;
10. carry out another activities defined by the enactments of the Bank.

Committee for Monitoring Business Activities of the Bank is obliged to propose to the Bank's Board of Directors to remedy any detected irregularities and call an extraordinary meeting of the Shareholder Assembly when assessing that the Bank's operations are in breach of the law, other regulations, Statute or other enactments of the Bank or if such can be concluded from the auditor's report, and/or it establishes other irregularities in the Bank's business activities that may have severe consequences regarding business activities of the Bank.

Article 34

Members of the Audit Committee shall meet at least once a month and at least quarterly at the Bank's Head Office.

The meeting of the Audit Committee shall have a quorum if attended simple majority of all members of the Audit Committee.

Decisions of the Audit Committee are adopted by simple majority of all members of the Committee.

Credit Committee

Article 35

The Bank's Credit Committee shall consist of not less than five members elected from the Bank's employees who are responsible or directly engaged in the activities within the competence of this Committee. At least one member with voting right must be from the Credit Risk Management.

spровоđenje sistema unutrašnjih kontrola;

6. na predlog Upravnog ili Izvršnog odbora Banke ili spoljnog revizora Banke razmatra ulaganja i aktivnosti Banke;
7. Upravnom odboru i Skupštini Banke predlaže spoljnog revizora Banke;
8. razmatra, sa spoljnim revizorom Banke, godišnje revizije finansijskih izveštaja Banke;
9. predlaže Upravnom odboru Banke da se određena pitanja u vezi sa spoljnom i unutrašnjom revizijom uvrsti u dnevni red sednice Skupštine Banke;
10. obavlja i druge poslove određene aktima Banke.

Odbor je dužan da Upravnom odboru Banke predloži otklanjanje uočenih nepravilnosti i zakazivanje vanredne Skupštine Banke kad oceni da Banka posluje suprotno zakonu, drugom propisu, Statutu ili drugom aktu Banke ili to zaključi na osnovu izveštaja o reviziji, odnosno kad utvrdi da ustanovljene nepravilnosti mogu imati teže posledice na poslovanje Banke.

Član 34.

Članovi Odbora za reviziju sastaju se najmanje jednom mesečno, a najmanje jednom u tri meseca sastaju se u sedištu Banke.

Sednica Odbora za reviziju ima kvorum ukoliko sastanku Odbora prisustvuju, prosta većina svih članova Odbora.

Odluke Odbora za reviziju se donose prostom većinom glasova od svih članova Odbora.

Kreditni odbor

Član 35.

Kreditni odbor Banke sastoji se od najmanje pet članova sa pravom glasa, koji se biraju iz reda zaposlenih u Banci koji su odgovorni ili se neposredno bave poslovima iz nadležnosti ovog odbora. Najmanje jedan član sa pravom glasa mora biti predstavnik menadžmenta zaduženih za procenu kreditnog rizika.

Member of the Credit Committee is elected for indefinite period of time, having that he/she can be resolved by the decision of the Board of Directors at any time. Mandate can cease by resignation of the member of the Credit Committee, by releasing from the position based on which he/she was elected for the member of the Credit Committee or by discontinuance of her/his work in the Bank.

The meeting of the Credit Committee shall have a quorum if attended simple majority of all members of the Credit Committee, where at least one member from the Credit Risk Management must be present.

Decisions of the Credit Committee shall be adopted unanimously.

Article 36

Credit Committee shall make decisions regarding credit applications, issuance of guarantees and other warranties, as well as other business arrangements of the Bank in the country and abroad, in accordance with the law and general enactments of the Bank.

Decision making and scope of work in detail are determined in Credit Committee bylaws.

Article 37

Credit Committee shall monitor and analyse exposure of the Bank to credit risks to which the Bank is exposed in its operations.

Article 38

The Bank's Credit Committee may, upon approval of the Bank's Managing Board and/or Board of Directors to ensure more efficient and effective operations:

1. set up Commission for granting loans, guarantees and other forms of securities to private individuals, small and medium enterprises, as well as entrepreneurs;
2. delegate decision-making regarding corporate credit applications to Risk Management Division as well, up to the power limit determined by the Managing Board decision.

Committee for Managing Assets and Liabilities

Article 39

Committee for Managing Assets and Liabilities shall monitor the Bank's exposure to risks resulting from

Član Kreditnog odbora se bira na nedređeno vreme, s tim da može biti razrešen bilo kada odlukom Upravnog odbora. Mandat može prestati i ostavkom člana Kreditnog odbora, razrešenjem sa funkcije u Banci po osnovu koje je izabran za člana Kreditnog odbora ili prestankom radnog odnosa u Banci.

Sednica Kreditnog odbora ima kvorum ukoliko sastanku Odbora prisustvuje, prosta većina svih članova Odbora uz obavezno prisustvo jednog člana koji je zadužen za procenu kreditnog rizika.

Odluke Kreditnog odbora se donose jednoglasno.

Član 36.

Kreditni odbor odlučuje o kreditnim zahtevima, izdavanju garancija i drugim jemstvima, kao i drugim poslovnim aranžmanima Banke u zemlji i u inostranstvu, u skladu sa zakonom i opštim aktima Banke.

Bliži uslovi odlučivanja i rada Kreditnog odbora utvrđuju se poslovníkom o radu Kreditnog odbora.

Član 37.

Kreditni odbor prati i analizira izloženost Banke kreditnim rizicima kojima je Banka izložena u svom poslovanju.

Član 38.

Kreditni odbor Banke, uz saglasnost Izvršnog odnosno Upravnog odbora Banke, može, radi efikasnijeg i racionalnijeg rada:

1. oformiti Komisiju za odobravanje kredita, garancija i drugih oblika jemstava fizičkim licima; malim i srednjim preduzećima, kao i preduzetnicima;
2. delegirati odlučivanje o kreditnim zahtevima preduzeća i na Sektor upravljanja rizicima do iznosa utvrđenog odlukom Izvršnog odbora.

Odbor za upravljanje aktivom i pasivom

Član 39.

Odbor za upravljanje aktivom i pasivom prati izloženost Banke rizicima koji proizilaze iz strukture njenih

the structure of its balance sheet obligations and receivables and off-balance sheet items, propose measures for management of exchange rate, interest rate and liquidity risk (market risks) as well as perform other activities established by the Bank's enactments or decisions of the Shareholder Assembly, Board of Directors and Managing Board.

Article 40

Committee for Managing Assets and Liabilities shall have not less than five members which are, from the Bank's employees who are responsible for or directly engaged in the activities within the competence of this Committee, elected and resolved by the Board of Directors.

The Committee shall be chaired by Chairman. In case of his/her absence, he/she will be replaced by a member of the Committee appointed by the Committee Chairman.

Quorum for work of the Committee for Managing Assets and Liabilities is defined by presence of simply majority of total number of all Committee members and if Member of the Managing Board in charge for Treasury and IB or Head of Treasury and IB Division is present.

Decisions of the Committee for Managing Assets and Liabilities are brought unanimously.

Members of the Committee for Managing Assets and Liabilities have its deputies who are appointed and released by the Board of Directors with the same duties and responsibilities as members have.

Member of the Committee for Managing Assets and Liabilities and his/her deputy may be released from the duty under the same procedure as the one applied for his/her appointment.

Article 41

Committee for Managing Assets and Liabilities shall:

1. Manage the Bank's balance sheet exposure to market risks as well as define and monitor limits for market risks;
2. Analyse Bank's exposure to the risks resulting from the structure of its balance sheet obligations and receivables and off-balance sheet items and at least once a month present an overview of analysis of the Bank's exposure to the risks resulting from the structure of its balance sheet

bilansnih obaveza i potraživanja i vanbilansnih stavki, predlaže mere za upravljanje kursnim, kamatnim i rizikom likvidnosti (tržišni rizici), obavlja i druge poslove utvrđene aktima Banke ili odlukama Skupštine, Upravnog i Izvršnog odbora Banke.

Član 40.

Odbor za upravljanje aktivom i pasivom ima najmanje pet članova koje, iz reda zaposlenih koji su odgovorni ili se neposredno bave poslovima iz nadležnosti ovog Odbora, bira i razrešava Upravni odbor.

Odborom rukovodi predsednik. U njegovom odsustvu zamenjuje ga član Odbora koga on odredi.

Kvorum za rad Odbora za upravljanje aktivom i pasivom postoji ukoliko je prisutna prosta većina svih članova Odbora kao i da je prisutan član Izvršnog odbora zadužen za Sektor sredstava i investicionog bankarstva ili Direktor Sektora sredstava i investicionog bankarstva.

Odluke Odbora za upravljanje aktivom i pasivom se donose jednoglasno.

Članovi Odbora za upravljanje aktivom i pasivom imaju svoje zamenike koje bira i razrešava Upravni odbor sa istim pravima i obavezama koje imaju članovi.

Član Odbora za upravljanje aktivom i pasivom i njegov zamenik mogu biti razrešeni dužnosti bilo kada istim postupkom kojim su bili izabrani.

Član 41.

Odbor obavlja sledeće poslove:

1. upravlja izloženošću bilansa Banke tržišnim rizicima i uspostavlja i prati limite za tržišne rizike;
2. analizira izloženost Banke rizicima koji proizilaze iz strukture njenih bilansnih obaveza i potraživanja i vanbilansnih stavki i najmanje jednom mesečno podnosi izveštaje Izvršnom odboru i Odboru za praćenje poslovanja Banke o analizi izloženosti Banke rizicima koji proizilaze iz njene strukture

obligations and receivables and off-balance sheet items to the Managing Board and Committee for Monitoring Business Activities of the Bank;

3. Manage long-term financing of the Bank and propose to the Bank's Managing Board appropriate solutions and measures for improving the quality of the liabilities;
4. Review and make decisions on referent prices, liquidity and capital costs;
5. Perform other activities defined by the internal enactment regulating the scope of the Committee's activities.

Article 41a
(deleted)

2. Internal Organisation

2.1 Seat and organizational units of the Bank

Article 42

The Bank shall perform its activities in the registered seat, as well as in the locations of its organizational units.

In its business operations, the Bank's organisational units shall use the business name of the Bank, with the appropriate name of the Bank's unit and the business location.

The Bank's organisational units shall not have the status of a legal entity.

Article 43

The Bank's Managing Board shall pass the decision on establishing an organisational unit outside the Head Office of the Bank and its authorizations in legal transactions, competences and representative in accordance with internal organisation and/or organisational scheme of the bank defined by the Board of Directors.

Managing Board is obliged to inform Board of Directors thereon and Board of Directors may decide to recall such decisions of Managing Board.

Article 44

Internal Organisation Scheme shall define types of organizational units, their respective scope of operations and competence, authorizations in legal transactions with third parties and other issues of

bilansnih obaveza i potraživanja i vanbilansnih stavki;

3. upravlja dugoročnim finansiranjem banke i predlaže Izvršnom odboru Banke rešenja i potrebne mere radi poboljšanja kvaliteta pasive;
4. razmatra i donosi odluke o referentnim cenama, troškovima likvidnosti i kapitala,
5. obavlja i druge poslove utvrđene internim aktom kojim se određuje delokrug njegovog rada.

Član 41a.
(brisan)

2. Unutrašnja organizacija

2.1 Sedište i organizacioni delovi Banke

Član 42.

Banka obavlja delatnost u sedištu, kao i u mestima gde se nalaze njeni organizacioni delovi.

Organizacioni delovi Banke u poslovanju upotrebljavaju poslovno ime Banke uz dodatak odgovarajućeg naziva dela Banke, sa naznakom mesta poslovanja.

Organizacioni delovi Banke nemaju svojstvo pravnog lica.

Član 43.

Odluku o formiranju organizacionog dela van sedišta Banke i njegovim ovlašćenjima u pravnom prometu, nadležnostima i zastupniku, donosi Izvršni odbor Banke u skladu sa unutrašnjom organizacijom odnosno organizacionom strukturom Banke koju utvrđuje Upravni odbor.

Izvršni odbor je dužan da obaveštava Upravni odbor o odlukama iz stava 1. ovog člana i Upravni odbor može da odluči da opozove odluke Izvršnog odbora.

Član 44.

Aktom o unutrašnjoj organizaciji utvrđuje se vrste organizacionih delova, njihov delokrug i nadležnost, ovlašćenja u pravnom prometu sa trećim licima i druga pitanja od značaja za obavljanje poslova u tim

relevance for performing business activities in such organizational units.

The Bank's Managing Board shall adopt the Internal Organisational Scheme.

The Bank shall establish organisational units in the territory of the Republic of Serbia and it is obliged to inform the National Bank of Serbia thereon within 8 days from the date of opening such unit.

Article 45

The Bank's internal organisation consists of the Head Office and organisational units in the Head Office of the Bank; Organisational units of the Bank include: Division, B-1 Department, Department and Unit.

Divisions shall include Departments, while B-1 Departments and Departments shall have Units.

Outside the Bank's seat, the following units shall be established: Regional Centre, Local Branch, Outlet and Counter.

Regional Centres shall include Local Branches and Outlets and Outlets shall have counters.

Article 46

Regional centers may be established for performing activities of the Bank in the broader territory, i.e. region.

Local branch offices are established for performing activities of the Bank in the smaller territory than Regional Centre that generally covers more than one municipality.

Outlets shall perform retail operations, including local (Dinar) and foreign currency savings, current and giro account management and credit transactions up to the defined limit, as well as other activities provided for by the decision on founding relevant outlet.

Counters shall be established if the volume of business transactions does not justify opening of an outlet.

organizacionim delovima.

Akt o unutrašnjoj organizaciji donosi Upravni odbor.

Banka osniva organizacione delove na teritoriji Republike Srbije s tim što je dužna da o tome obavesti Narodnu banku Srbije u roku od 8 dana od dana njihovog otvaranja.

Član 45.

Unutrašnju organizaciju Banke čine sedišta Banke i organizacioni delovi u sedištu Banke: sektor, B-1 odeljenje, odeljenje i odsek.

U okviru sektora osnivaju se odeljenja, a u okviru B-1 odeljenja i odeljenja osnivaju se odseci.

Van sedišta Banke osnivaju se organizacioni delovi: regionalni centar, filijala, ekspozitura i šalteri.

U okviru regionalnih centara osnivaju se filijale i ekspoziture, a u okviru ekspozitura šalteri.

Član 46.

Regionalni centri se mogu osnivati radi obavljanja poslova iz delatnosti Banke na širem teritorijalnom području - regionu.

Filijale se osnivaju radi obavljanja poslova iz delatnosti Banke na užem teritorijalnom području od onog za koje se osniva Regionalni centar i koji po pravilu pokriva više opština.

Ekspoziture za potrebe građana obavljaju poslove dinarske i devizne štednje, poslove vođenja tekućih i žiro računa i kreditne poslove do utvrđenog iznosa, kao i druge poslove koji se predivide odlukom o osnivanju odnosne ekspoziture.

Šalteri se osnivaju u slučaju kada za obim posla nije potrebno osnivanje ekspoziture.

2.2 Prohibition of violation of competition and conflict of interest

Article 47

The Bank's employees:

1. May not be engaged, in their name and for their account, nor in the name and for the account of other legal entity or private individual, directly or indirectly (as employees, consultants or on any managing position, etc) with any other legal entity and/or involved in a transaction that directly or indirectly involves the interest of the Bank or a member of the banking group, unless on the basis of prior consent given by the Managing Board, and/or the Board of Directors of the Bank, subject to the position of the Bank's employee;
2. Shall conduct their business duties conscientiously, loyally and in the best interest of the Bank;
3. May not use the Bank's property, business contacts and privileged information for acquiring any personal, material or any other benefits, nor for their family members.

The Bank is obliged to provide full protection to the person who, acting conscientiously and in good faith, calls attention of the competent body to any action contrary to the provisions of this Article.

2.3 Persons vested with special authorisations and responsibilities

Article 48

The persons vested with special authorisations and responsibilities in the Bank are:

1. Members of the Managing Board
2. Members of the Committee for Monitoring of the Business Activities of the Bank;
3. Heads of the Divisions of the Bank.

Article 49

Persons vested with special authorisations 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.

Person acting in accordance with paragraph 1 of this Article shall not be liable for any damage resulting from his/her activity, provided, however, that he/she has relied on the information and opinion of the employed professionals for respective area of

2.2 Zabrana konkurencije i sukob interesa

Član 47.

Zaposleni u Banci:

1. ne mogu, u svoje ime i za svoj račun, kao i u ime i za račun drugog pravnog ili fizičkog lica, direktno ili indirektno biti radno angažovani (kao zaposleni, konsultant ili na rukovodećem položaju i sl.) u drugom pravnom licu, odnosno u transakciji koja, direktno ili indirektno, uključuje interes Banke ili člana Bankarske grupacije, osim ako za to prethodno dobije odobrenje Izvršnog odnosno Upravnog odbora Banke, u zavisnosti od pozicije zaposlenog u Banci;
2. dužni su da svoje poslove obavljaju savesno i lojalno i u najboljem interesu Banke;
3. ne mogu da koriste imovinu Banke, poslovne veze i povlašćene informacije za sticanje lične, ili za članove svoje porodice, imovinske niti druge koristi.

Banka je dužna da pruži punu zaštitu licu koje postupajući savesno i u dobroj veri ukaže nadležnom organu na postupanja suprotno odredbama ovog člana.

2.3 Lica s posebnim ovlašćenjima i odgovornostima

Član 48.

Lica s posebnim ovlašćenjima i odgovornostima Banke su:

1. članovi Izvršnog odbora;
2. članovi Odbora za praćenje poslovanja Banke;
3. direktori sektora Banke.

Član 49.

Lica s posebnim ovlašćenjima i odgovornostima su dužna da svoje radne zadatke izvršavaju savesno, s pažnjom dobrog privrednika, s lojalnošću prema Banci i u najboljem interesu Banke.

Lice koje postupa u skladu sa stavom 1. ovog člana nije odgovorno za štetu koja nastane njegovim radom pod uslovom da je koristilo informacije i mišljenje zaposlenih stručnjaka za odgovarajuću oblast.

business.

Article 50

Within one month from assuming their positions, members of the Bank's Board of Directors and Managing Board shall submit to the Bank's Board of Directors a written statement in accordance with Article 78 of the Law on Banks.

3. Representation of the Bank

Article 51

Chairman of the Bank's Managing Board shall represent and act on behalf of the Bank. When assuming any legal transactions within the scope of the Managing Board, Chairman of the Bank's Managing Board is obliged to secure a signature of another member of the Managing Board. All members of the Managing Board may be registered as representatives of the Bank with mandatory joint signing.

Chairman of the Bank's Managing Board may issue, with the co-sign of the director of the Legal and Compliance Division, to some other person a written power of attorney to represent the Bank. Such power of attorney may not contain any general authorisation or the right to individual signing on behalf of the Bank except as provided by the provisions of this Statute.

Article 52

Joint signature ("*four eyes principle*") is mandatory in any transactions that are treated as "legal transactions in the name and for the account of the Bank", legal activities representing conduct of banking transactions or related activities, such as:

- Activities that give rise to constitution, termination or waiver of certain material and financial rights,
- Legal actions related to government and judicial authorities,

Article 53

Employees (private individuals employed with the Bank and private individuals who are not employed with the Bank, but perform certain function in the Bank) who work in Bank on the activities that also include in the regular business concluding or fulfilment of certain contracts or undertaking any other legal transactions are authorised to conclude and fulfil, as Bank proxies, such contracts and/or to

Član 50.

Članovi Upravnog i Izvršnog odbora Banke dužna su da, u roku od mesec dana od dana stupanja na dužnost, Upravnom odboru Banke dostave pismenu izjavu saglasno članu 78. Zakona o bankama.

3. Zastupanje i predstavljanje Banke

Član 51.

Predsednik Izvršnog odbora Banke predstavlja i zastupa Banku. Pri zaključivanju pravnih poslova i preduzimanju pravnih radnji iz delokruga Izvršnog odbora, predsednik Izvršnog odbora dužan je da obezbedi potpis još jednog člana tog odbora. Svi članovi Izvršnog odbora mogu biti registrovani kao zastupnici Banke uz obavezu kolektivnog potpisivanja.

Predsednik Izvršnog odbora Banke može drugom licu izdati, uz kolektivni potpis direktora Sektora pravnih poslova, pisano punomoćje za zastupanje Banke. Punomoćje ne može sadržavati generalno ovlašćenje niti pravo na pojedinačno potpisivanje Banke mimo odredaba ovog Statuta.

Član 52.

Kolektivni potpis ("*four eyes principle*") je obavezan u radnjama koje imaju karakter "pravnih radnji u ime i za račun Banke", pravnih radnji koje predstavljaju obavljanje bankarske delatnosti ili aktivnosti povezanih sa tom delatnošću, tj. kod:

- radnji kojima se konstituiše, briše ili odriče od nekog prava materijalne i finansijske prirode,
- pravnih radnji u odnosima sa državnim i sudskim organima,

Član 53.

Zaposleni (fizičko lice u radnom odnosu i fizičko lice koje nije u radnom odnosu a koje obavlja određenu funkciju u Banci) koji u Banci rade na poslovima čije obavljanje u redovnom poslovanju uključuje i zaključenje ili ispunjenje određenih ugovora ili preduzimanje drugih pravnih radnji, ovlašćena su da kao punomoćnici Banke zaključuju i ispunjavaju te ugovore, odnosno preduzimaju te pravne radnje u

undertake such legal transactions within the scope of their activities, without any special authorisation (*proxies based on employment*).

Other Bank's employees may sign and represent the Bank within the scope of the written authorisation granted by the Chairman of the Managing Board (legal representative) and responsible member of the Managing Board or by Head of the Division.

Head of the Division is authorised to represent the Bank, together with another authorised person, and to undertake other legal activities within the scope of their authorisations defined by the Bank's Statute and Branch Organisation Scheme, without special authorisation granted by the Chairman of the Managing Board.

Head of the Division is authorised to give authorisation to an employee to be used by such employees within the scope of tasks and duties within their regular jobs. Joint signature is also mandatory in this case.

Article 54

Stamped signature instead of direct signature may be used, as a rule, on technical documents that do not impose any financial or other obligation on the Bank, unless otherwise regulated by the decision of the Bank's Managing Board and when the volume and character of the communication justify use of stamped signature.

The Bank's Managing Board shall pass decision on the use and manner of use of stamped signature (i.e. for what persons, for which purpose, who will hold the stamp, etc).

Article 55

When signing for the Bank and representing the Bank, in accordance with the business practice and needs, a round seal may also be used, with full business name and seat of the Bank; when used by the Bank's organisational unit, the seal should also bear the name of the relevant organisational unit and the seat of such unit.

The Bank may also use a stamp of rectangular shape (stamp) for the needs of filing documents, containing the same wording as the round seal. Each seal and/or stamp must contain number to ensure full control of its use. The Managing Board shall define, under its

granicama poslova na kojima rade bez posebnog punomoćja (*punomoćnici po zaposlenju*).

Ostali zaposleni u Banci mogu da potpisuju i zastupaju Banku u okviru pisanog ovlašćenja dobijenog od predsednika Izvršnog odbora (zakonskog zastupnika) i nadležnog člana Izvršnog odbora ili od direktora sektora.

Direktor sektora može da, zajedno sa još jednim ovlašćenim licem, zastupa Banku i preduzima druge pravne radnje u granicama svojih ovlašćenja utvrđenih Statutom banke i opštim aktom Banke o unutrašnjoj organizaciji Banke, bez posebnog ovlašćenja dobijenog od predsednika Izvršnog odbora.

Direktor sektora može da zaposlenom da punomoćje koje će zaposleni koristiti u granicama poslova i dužnosti koje obavlja na određenom radnom mestu. I u ovom slučaju obavezan je kolektivni potpis.

Član 54.

Faksimil umesto svojeručnog potpisa može se koristiti po pravilu, kod dokumenata koji imaju tehnički karakter, tj. kojima se ne stvaraju bilo kakve finansijske ili druge obaveze po Banku, osim ako odlukom Izvršnog odbora Banke nije drugačije odlučeno, a obim i karakter komunikacije opravdava korišćenje faksimila.

Odluku o upotrebi i načinu upotrebe faksimila (za koja lica, za koju svrhu, ko ga čuva itd.) donosi Izvršni odbor Banke.

Član 55.

Kod potpisivanja i zastupanja Banke može se, saglasno poslovnoj praksi i potrebama, koristiti i pečat, koji je okruglog oblika, sa ispisanim punim poslovnim imenom i sedištem Banke, a u slučaju organizacionog dela Banke i sa nazivom organizacione jedinice i mesta u kome se ona nalazi.

Banka može koristiti i pečat četvrtastog oblika (štambilj) za potrebe evidencije akata, sa istim sadržajem kao kod pečata okruglog oblika. Svaki pečat, odnosno štambilj mora imati broj kako bi se obezbedio potpuni uvid u njegovo korišćenje. Izvršni odbor svojom odlukom

decision, the manner of fabrication, use and safekeeping.

4. Internal Control System

4.1 Internal Control

Article 56

The Bank is obliged to establish and apply the efficient internal control system so as to ensure continuous monitoring of risks to which the Bank is exposed or may be exposed in its operations.

Article 57

The internal control system shall include in particular:

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

4.2. Internal Audit

Article 58

The organisational unit of the Bank, the competence of which shall include internal audit (Internal Audit) shall give independent and objective opinion to the Bank's Board of Directors on issues which are subject to audit, to perform advisory activity aimed at the advancement of the existing system of internal controls and the business activities of the Bank, and to provide assistance to the Bank's Board of Directors in accomplishment of its targets, specifically through application of systematic, disciplined and documented approach to the evaluation and advancement of the existing manner of risk management, manner of control and manner of management of processes.

The Bank shall perform internal audit function in compliance with the regulations, which regulate basic principles of the organisation and activities of the Bank's internal audit.

Internal Audit shall submit reports on its activities to the Bank's Committee for Monitoring Business Activities and Board of Directors.

Article 59

Internal Audit shall:

1. assess adequacy and reliability of the Bank's system of internal control and function of supervision of compliance of the Bank's activities;
2. ensure adequate identification and supervision of

uređuje način izrade, upotrebe i čuvanja pečata.

4. Sistem unutrašnjih kontrola

4.1 Sistem unutrašnjih kontrola

Član 56.

Banka je dužna da uspostavi i primeni efikasan sistem unutrašnjih kontrola na način koji obezbeđuje kontinuirano praćenje rizika kojima je Banka izložena ili može biti izložena u svom poslovanju.

Član 57.

Sistem unutrašnjih kontrola se naročito sastoji od:

1. funkcije upravljanja rizicima
2. funkcije usklađenosti poslovanja
3. funkcije unutrašnje revizije

4.2. Unutrašnja revizija

Član 58.

Organizaciona jedinica Banke u čijoj je nadležnosti unutrašnja revizija (Unutrašnja revizija) dužna je da Upravnom odboru Banke pruža nezavisno i objektivno mišljenje o pitanjima koja su predmet revizije, da predlaže aktivnost radi unapređenja postojećeg sistema unutrašnjih kontrola i poslovanja Banke i da Upravnom odboru Banke pruža pomoć u ostvarivanju njegovih ciljeva primenjujući sistematičan, disciplinovan i dokumentovan pristup vrednovanju i unapređenju postojećeg načina upravljanja rizicima, kontrole i rukovođenja procesima.

Banka vrši funkciju unutrašnje revizije u skladu s propisima koji uređuju osnovne principe organizacije i rada unutrašnje revizije Banke.

Unutrašnja revizija izveštaje o svom radu podnosi Odboru za praćenje poslovanja Banke i Upravnom odboru Banke.

Član 59.

Unutrašnja revizija dužna je da:

1. ocenjuje adekvatnost i pouzdanost sistema unutrašnjih kontrola Banke i funkcije kontrole usklađenosti poslovanja Banke;
2. obezbedi da se rizici na odgovarajući način

- risks;
3. determine deficiencies in the activities of the Bank and its employees, as well as cases of failure to perform duties and excess authority and prepare proposals for elimination of these deficiencies as well as recommendations for their prevention;
 4. examine, assess and monitor adequacy and efficiency of the Bank's accounting system;
 5. hold meetings with the Bank's Board of Directors and Committee for Monitoring Business Activities of the Bank;
 6. prepare reports on activities of the internal audit on regular basis and submit the same to the Bank's Board of Directors, as well as to the Committee for Monitoring Business Activities of the Bank.

Article 60

Head of Internal Audit shall be appointed and released by the Bank's Board of Directors. Head of Internal Audit shall be responsible for efficient, continuous, regular and quality performing of the function of the internal audit and efficient implementation of the programs and operating annual plans of the internal audit.

Head of Internal Audit shall:

1. compose the program of internal audit and determine methodology of activities of internal audit, instructions regarding activities of internal audit, manner and deadlines for composing and submitting reports on internal audit to the competent bodies of the Bank, manner of monitoring of the advised activities for eliminating the established irregularities and deficiencies in Bank's activities, as well as the manner and responsibility regarding composing, usage and keeping of the documents on the performed internal audit activities in compliance with the annual plan;
2. report to the Bank's Board of Directors on the results of the performed audit;
3. have the right to directly address the Bank's Board of Directors, whenever necessary;
4. have the right to propose calling of the meeting of the Committee for Monitoring Business Activities of the Bank and inform the Bank's Board of Directors accordingly. If the meeting of the Committee is not held, Head of Internal Audit shall inform the Shareholder Assembly thereof at

- identifikuju i kontrolišu;
3. utvrđuje slabosti u poslovanju Banke i njenih zaposlenih, kao i slučajeve neizvršenja obaveza i prekoračenja ovlašćenja i priprema predloge za otklanjanje tih slabosti, kao i preporuke za njihovo sprečavanje;
 4. ispituje, ocenjuje i prati adekvatnost i efikasnost računovodstvenog sistema u Banci;
 5. održava sastanke sa Upravnim odborom, kao i Odborom za praćenje poslovanja Banke;
 6. redovno priprema izveštaje o aktivnostima unutrašnje revizije i dostavlja ih Upravnom odboru, kao i Odboru za praćenje poslovanja Banke.

Član 60.

Rukovodioca Unutrašnje revizije bira i razrešava Upravni odbor Banke. Rukovodilac unutrašnje revizije odgovoran je za efikasno, kontinuirano, redovno i kvalitetno vršenje funkcije unutrašnje revizije i efikasno sprovođenje programa i operativnih godišnjih planova te revizije.

Rukovodilac unutrašnje revizije:

1. izrađuje program unutrašnje revizije i metodologiju njenog rada, uputstvo za rad unutrašnje revizije, način i rokove izrade i dostavljanja nadležnim organima Banke izveštaja o unutrašnjoj reviziji, način praćenja preporučenih aktivnosti za otklanjanje nepravilnosti i nedostataka utvrđenih u poslovanju Banke, način i odgovornosti za izradu, korišćenje i čuvanje dokumentacije o obavljenim aktivnostima unutrašnje revizije prema godišnjem planu;
2. izveštava Upravni odbor Banke o rezultatima izvršene revizije;
3. ima pravo da se neposredno obrati Upravnom odboru Banke, kadgod to oceni potrebnim;
4. ima pravo da predloži sazivanje sednice Odbora za praćenje poslovanja banke, o čemu obaveštava i Upravni odbor Banke. Ako sednica tog odbora ne bude održana, rukovodilac Unutrašnje revizije obaveštava o tome Skupštinu banke na prvoj narednoj sednici.

the first following meeting.

Article 61

Internal Audit shall consist of at least one employee with appropriate qualifications as prescribed by relevant internal audit regulations. The employees of Internal Audit may not perform any managing or any other activities within the competence of the Bank, nor may they participate in the preparation and composing of enactments and other documentation, which may be subject to internal audit.

The employees of Internal Audit shall have unlimited access to all documents of the Bank and they may perform supervision of the Bank's business activities and participate at the meetings of the Bank's Board of Directors and its committees. At the request of the employees of Internal Audit, Bank employees are obliged to deliver written explanation regarding the established failures and errors in their work, as well as to eliminate the same.

4.3 Supervision of Compliance of the Bank's Business Activities (Compliance)

Article 62

Supervision of compliance of the Bank's business activities shall be performed by the organizational unit of the Bank responsible for identification and monitoring of the risk of compliance of the Bank's business activities, as well as management of this risk.

Risk of compliance of the Bank's business activities shall specifically include: (a) risk of sanctions imposed by the regulatory authority, i.e. the National Bank of Serbia, (b) risk of financial losses resulting from operational risk, (c) reputation risk.

Risk of (non) compliance of the Bank's business activities arises as a consequence of failure to harmonise business activities with: (a) law and other regulation, (b) business standards, (c) procedures for prevention of money laundering, (d) procedures for prevention of financing of terrorism, (e) rules for prevention of conflict of interests and access to confidential and privileged ("insider") information, (f) fraud prevention procedures, as well as (g) other enactments regulating the business activities of the Bank.

Član 61.

Unutrašnja revizija ima najmanje jednog zaposlenog sa zvanjem koji utvrđuju propisi iz oblasti unutrašnje revizije. Zaposleni u Unutrašnjoj reviziji ne mogu obavljati rukovodeće ni druge poslove iz delatnosti Banke, niti mogu učestvovati u izradi akata i dokumentacije koji mogu biti predmet unutrašnje revizije.

Zaposleni imaju pravo pristupa svim dokumentima Banke, bez ograničenja, da vrše nadzor nad poslovanjem Banke i da učestvuju na sednicama Upravnog odbora i njegovih odbora. Na zahtev zaposlenih iz Unutrašnje revizije, zaposleni u Banci dužni su da dostave pismeno objašnjenje u vezi sa uočenim propustima i greškama u svom radu, kao i da ih otklone.

4.3 Kontrola usklađenosti poslovanja Banke (Compliance poslovi)

Član 62.

Kontrolu usklađenosti poslovanja Banke vrši Organizaciona jedinica Banke koja snosi odgovornost za identifikaciju i praćenje rizika usklađenosti poslovanja Banke, kao i za upravljanje tim rizikom.

Rizik usklađenosti poslovanja Banke posebno čine: (a) rizik od sankcija regulatornog tela, tj. Narodne banke Srbije, (b) rizik finansijskog gubitka kao posledice operativnog rizika, (c) reputacioni rizik.

Rizik (ne)usklađenosti poslovanja Banke nastaje kao posledica propuštanja usklađivanja poslovanja Banke sa: (a) zakonom i drugim propisom, (b) standardima poslovanja, (c) procedurom za sprečavanje pranja novca, (d) procedurom za sprečavanje finansiranja terorizma, (e) pravilima za sprečavanje sukoba interesa i pristupa poverljivim, privilegovanim ("insider") informacijama, (f) pravilima za sprečavanje prevarnih radnji (fraud preventiona), kao i (g) drugim aktima kojima se uređuje poslovanje Banke.

Identification, monitoring and management of risk of compliance of the Bank's business activities shall be performed in accordance with the provisions of Articles 83-84 of the Law on Banks and regulations of the National Bank of Serbia, as well as with the general enactments and standards of the Bank and the Banking Group.

The Bank employees are obliged to allow the organizational unit employees to inspect all documents as well as to provide them with required information.

Article 63

The Organizational Unit shall compose the program regarding monitoring of the Bank's business activities, which will contain in particular: methodology of activities, planned activities, manner and deadlines for composing the reports, manner of checking of such compliance, as well as plan of training of the employees.

Head of the Organizational Unit shall promptly inform the Managing Board and Committee for Monitoring the Business Activities of the Bank of any observed omissions regarding compliance of the Bank's business activities.

The Organizational Unit is obliged to compose at least once a year the report on the identification and assessment of main risks of compliance and to propose plans for managing such risks. The report shall be submitted to the Managing Board for adoption, as well as to the Committee for Monitoring the Business Activities of the Bank.

Article 64

Head of the Organizational Unit shall be appointed and released by the Bank's Board of Directors. Head and employees of that Organizational Unit are independent in their work and shall be engaged exclusively in identification and monitoring of risks of compliance of the Bank's business activities.

The Organizational Unit shall closely cooperate in performing its tasks with the Bank's Managing Board and Committee for Monitoring the Business Activities of the Bank.

Identifikacija, praćenje i upravljanje rizikom usklađenosti poslovanja Banke vrši se u skladu sa odredbama čl. 83-84. Zakona o bankama, propisima Narodne banke Srbije i opštim aktima i standardima Banke i Bankarske grupe.

Zaposleni u Banci su dužni da zaposlenim u Organizacionoj jedinici omoguće uvid u dokumentaciju i da im pruže potrebne informacije.

Član 63.

Organizaciona jedinica je dužna da sastavi program praćenja usklađenosti poslovanja Banke, koji posebno sadrži metodologiju rada, planirane aktivnosti, način i rokove izrade izveštaja, način provere te usklađenosti, kao i plan obuke zaposlenih.

Rukovodilac organizacione jedinice dužan je da o utvrđenim propustima koji se odnose na usklađenost poslovanja Banke odmah obavesti Izvršni odbor i Odbor za praćenje poslovanja Banke.

Organizaciona jedinica dužna je da najmanje jednom godišnje sastavlja izveštaj o identifikaciji i proceni glavnih rizika usklađenosti i predloži planove upravljanja tim rizicima. Izveštaj se dostavlja Izvršnom odboru na usvajanje, kao i Odboru za praćenje poslovanja Banke.

Član 64.

Rukovodioca Organizacione jedinice imenuje i razrešava Upravni odbor Banke.

Rukovodilac Organizacione jedinice i zaposleni u toj jedinici nezavisni su u radu i obavljaju isključivo poslove identifikacije i praćenja rizika usklađenosti poslovanja Banke.

Organizaciona jedinica u izvršavanju svojih zadataka tesno sarađuje sa Izvršnim odborom i Odborom za praćenje poslovanja Banke.

III. BANK'S OPERATING ACTIVITIES

1. Scope of Activities of the Bank

Article 65

The Bank performs deposit and credit operations, foreign currency and exchange transactions, payment operations i.e. payment services as from the commencement of implementation of the Law on Payment Services ("Official Gazette of the Republic of Serbia" No. 139/2014), starting as of 1 October 2015, card issuance operations, security operations (issuance of securities and custodian bank operations, etc.), broker and dealer activities, guarantee issuance, avals and other forms of warranties (guarantee operations), purchase, sales and collection of receivables (factoring, forfeiting, etc.), insurance agency activities, intermediary activities for related legal entities founded by the Bank, in the areas in which related entities do not have their organisational units.

The Bank shall act in legal transactions in its own name and for its account and shall be liable for the obligations undertaken in the legal transactions by its assets.

2. Risk Management

Article 66

A separate organizational unit of the Bank shall (a) identify, measure and assess risks to which the Bank is exposed in its business activities, and (b) manage such risks.

The Bank's Board of Directors shall define and the Managing Board shall conduct risk management strategy and policies, capital management strategy. Managing Board shall adopt procedures for identification, measurement and assessment of risk, as well as risk management, analyse efficiency of their enforcement and inform the Bank's Board of Directors regarding all these activities in compliance with the regulations, standards and common banking practice.

The Bank's bodies in accordance with its authorisations shall adopt:

- procedures for identification, measurement and assessment of risk;
- risk management procedures;
- procedures for control and consistent

III POSLOVANJE BANKE

1. Poslovi koje Banka obavlja

Član 65.

Banka obavlja depozitne i kreditne poslove, devizne, devizno – valutne i menjačke poslove, poslove platnog prometa odnosno platne uslge, početkom primene Zakona o platnim uslugama ("Službeni glasnik RS" br. 139/2014) počevši od 01.10.2015. godine, poslove izdavanja platnih kartica, poslove sa hartijama od vrednosti (izdavanje hartija od vrednosti i poslovi kastodi banke i dr.), brokersko-dilerske poslove, poslove izdavanja garancija, avala i drugih oblika jemstava (garancijski posao), poslovi kupovine, prodaje i naplate potraživanja (faktoring, forfeiting i dr.), poslove zastupanja u osiguranju, poslove posredovanja za povezana pravna lica čiji je osnivač Banka i pružanje usluga povezanim pravnim licima čiji je osnivač Banka, u oblastima za koje povezana pravna lica nemaju svoje organizacione jedinice.

Banka istupa u pravnom prometu u svoje ime i za svoj račun i za obaveze preuzete u pravnom prometu odgovara svojom imovinom.

2. Upravljanje rizicima

Član 66.

Posebna organizaciona jedinica Banke (a) identifikuje, meri i procenjuje rizike kojima je izložena Banka u poslovanju i (b) upravlja tim rizicima.

Upravni odbor Banke utvrđuje a Izvršni odbor sprovodi strategiju i politike za upravljanje rizicima, kao i strategiju upravljanja kapitalom. Izvršni odbor usvaja procedure za identifikovanje, merenje i procenu rizika, kao i upravljanje rizicima, analizira efikasnost njihove primene i izveštava Upravni odbor u vezi s tim aktivnostima u skladu s propisima, standardima i pravilima bankarske struke.

Organi Banke u skladu sa svojim nadležnostima usvajaju:

- procedure za identifikovanje, merenje i procenu rizika;
- procedure za upravljanje rizicima;
- procedure kojima se obezbeđuje kontrola i

implementation of all internal acts of the Bank in the area of risk management;

- procedures for regular reporting to the Bank management bodies and regulatory body for risk management

3. Solvency and liquidity of the Bank

Article 67

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 business policy and strategy of the Bank.

The Bank shall manage its property and obligations in such a way that it can fulfill its due obligations at all times (liquidity) and permanently fulfill all its obligations (solvency).

For the purpose of efficient risk management, competent body of the Bank shall adopt and enforce the policy of liquidity management, which shall include planning of inflow and outflow of pecuniary assets, monitoring liquidity and rendering appropriate measures for preventing or eliminating causes of illiquidity. The Bank's Managing Board and Board of Directors shall be liable for managing liquidity and solvency of the Bank.

4. Bank's Relationship with Clients

Article 68

The Bank shall, in accordance with the provisions of the Law on Banks, allow to the clients access to all relevant data and information. The Bank shall regularly and timely make its general operating conditions clearly visible in all its business premises. All requests and complaints of the clients shall be duly reviewed and responded to within the reasonable period.

5. Transparency of operations

Article 69

The Bank shall publish in daily papers every year its balance sheet and income statement, including the external auditor's opinion.

dosledna primena svih unutrašnjih akata banke u vezi sa upravljanjem rizicima;

- procedure za redovno izveštavanje organa banke i regulatornog tela o upravljanju rizicima.

3. Solventnost i likvidnost Banke

Član 67.

Banka održava svoju solventnost i likvidnost na način kako je to regulisano i predviđeno važećim zakonima, propisima Narodne banke Srbije, kao i poslovnim politikom i strategijom poslovanja Banke.

Banka svojom imovinom i obavezama upravlja na način koji joj omogućava da u svakom momentu ispunji svoje dospele obaveze (likvidnost) i da trajno ispunjava svoje obaveze (solventnost).

Radi efikasnog upravljanja rizikom likvidnosti posebnim aktom Banke utvrđuje se politika upravljanja likvidnošću, koja definiše planiranje priliva i odliva novčanih sredstava, praćenje likvidnosti i donošenje odgovarajućih mera za sprečavanje ili otklanjanje uzroka nelikvidnosti. Izvršni odbor Banke i Upravni odbor Banke su odgovorni za održavanje likvidnosti i solventnosti Banke.

4. Odnos Banke s klijentima

Član 68.

Banka će, saglasno odredbama Zakona o bankama, omogućiti klijentima pristup svim za njih relevantnim podacima i informacijama. Banka će opšte uslove poslovanja redovno i ažurno isticati u svojim poslovnim prostorijama. Banka će svaki zahtev i prigovor klijenta s dužnom pažnjom razmotriti i na isti u razumnom roku odgovoriti.

5. Transparentnost poslovanja

Član 69.

Banka svake godine u dnevnoj štampi objavljuje bilans stanja i bilans uspeha, sa mišljenjem spoljnog revizora.

6. Bank Secret

Article 70

Bank secret is business secret. Bank secret shall include the data prescribed by the Law on Banks, this Statute and internal enactments of the Bank.

Article 71

The Bank, members of its bodies, shareholder, Bank employees, external auditors of the Bank and other persons, who due to the nature of the activity they perform, have access to the data considered business secret by the law, 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 guard banking secrets for persons referred to in paragraph 1 of this Article shall not cease even after termination of their status, based on which their access to the data has been enabled.

Article 72

The Bank may disclose data on the client, which is considered banking secret, to the third persons only upon written consent of the client, unless otherwise prescribed by the Law on Banks or other laws.

The obligation to guard bank secrets shall not apply if the data is disclosed:

1. on the basis of the decision or the request of the competent court;
2. for the needs of the ministry responsible for internal affairs, agency responsible for fight against organised crime and agency responsible for the prevention of money laundering, in compliance with the regulations;
3. in connection with property proceedings, on the basis of the request of the guardian of the property;
4. at the request of consular representative offices of foreign states upon submission of appropriate written documents which prove legitimate interests of these persons;
5. in the case of execution by the competent authority regarding the property of the Bank's client;
6. to the regulatory authorities of the Republic of Serbia for the purpose of performing activities within their field of competence;
7. to an entity founded by the Bank for the purpose

6. Bankarska tajna

Član 70.

Bankarska tajna je poslovna tajna. Bankarskom tajnom smatraju se podaci propisani Zakonom o bankama, ovim Statutom i internim aktima Banke.

Član 71.

Banka, članovi njenih organa, akcionar, zaposleni u Banci, spoljni revizor Banke, kao i druga lica koja zbog prirode posla koji obavljaju imaju pristup podacima koji se po zakonu smatraju poslovnom tajnom, ne mogu te podatke saopštavati trećim licima, niti ih koristiti protivno interesu Banke i njenih klijenata, niti mogu trećim licima omogućiti pristup tim podacima.

Obaveza čuvanja bankarske tajne ne prestaje ni posle prestanka statusa licima iz stava 1 ovog člana, na osnovu koga su ostvarili pristup podacima iz tog stava.

Član 72.

Banka može podatke o klijentu koji se smatraju bankarskom tajnom saopštiti trećim licima samo uz pismeno odobrenje tog klijenta, osim ako Zakonom o bankama ili drugim zakonom nije drukčije propisano.

Izuzeci od obaveze čuvanja bankarske tajne postoje ako se podaci saopštavaju:

1. na osnovu odluke ili zahteva nadležnog suda;
2. za potrebe ministarstva nadležnog za unutrašnje poslove, organa nadležnog za borbu protiv organizovanog kriminala i organa nadležnog za sprečavanje pranja novca, u skladu s propisima;
3. u vezi sa imovinskim postupkom, a na osnovu zahteva staraoca imovine;
4. na zahtev konzularnih predstavništava stranih država uz podnošenje odgovarajućih pismenih dokumenata kojima se dokazuje opravdan interes ovih lica;
5. u vezi sa postupkom izvršenja na imovini klijenta od strane nadležnog organa;
6. regulatornim telima u Republici Srbiji radi obavljanja poslova iz njihove nadležnosti;
7. licu koje su banke osnovale radi prikupljanja

of collecting data on the total amount, type and timeliness of fulfilling obligations of private individuals and legal entities that are clients of the Bank;

8. to a competent authority with regard to performing supervision of payment system operations of legal entities and private individuals conducting their activities, in accordance with payment system regulations;
9. to the tax administration, in accordance with regulations regulating activities within its field of competence;
10. to the authority competent for supervision of foreign exchange operations;
11. upon request of the organisation for deposit insurance, in compliance with the law which governs deposit insurance;
12. to foreign regulatory authority under the conditions stipulated in the memorandum of understanding, concluded between such authority and the National Bank of Serbia.

Except for the above-stated, the Bank has the right to disclose data that represent bank secret to the investigation judge, public prosecutor and courts, as well as all other bodies that have public and legal authorities, solely for the purpose of protection of its rights, in compliance with the law.

Article 73

The Bank employees, acting contrary to the provisions of this Statute prescribing the obligation to guard bank secret, shall be liable for any damage thus incurred on the Bank.

7. Financial Records and Reporting

Article 74

The Bank shall maintain business books and accounting records and prepare annual financial statements, which truthfully and objectively reflect its operations and financial condition, with contents and in form that are prescribed by the law regulating accounting and audit, the Law on Banks and other relevant regulations.

The Bank shall prepare and submit to the National Bank of Serbia reports related to management of the Bank, as well as operating of organisational structures, planned business activities, liquidity, solvency and profitability of the Bank and its subsidiaries.

podataka o ukupnom iznosu, vrsti i ažurnosti u ispunjavanju obaveza fizičkih i pravnih lica klijenata Banke;

8. nadležnom organu u vezi sa vršenjem kontrole obavljanja platnog prometa kod pravnih i fizičkih lica koja obavljaju delatnost, u skladu sa propisima kojima se uređuje platni promet;
9. poreskoj upravi, u skladu sa propisima kojima se uređuju poslovi iz njene nadležnosti;
10. organu nadležnom za poslove kontrole deviznog poslovanja;
11. na zahtev organizacije za osiguranje depozita, u skladu sa zakonom kojim se uređuje osiguranje depozita;
12. stranom regulatornom telu pod uslovima predviđenim sporazumom o saradnji zaključenom između tog tela i Narodne banke Srbije.

Izuzetno od navedenog, Banka ima pravo da podatke koji predstavljaju bankarsku tajnu saopšti istražnom sudiji, javnom tužiocu i sudovima, odnosno drugim organima koji vrše javno-pravna ovlašćenja isključivo radi zaštite svojih prava, u skladu sa zakonom.

Član 73.

Zaposleni koji u pogledu čuvanja poslovne tajne postupe suprotno odredbama ovog Statuta, odgovorni su za štetu koju time prouzrokuju Banci.

7. Finansijska evidencija i izveštavanje

Član 74.

Banka vodi poslovne knjige i računovodstvenu evidenciju i priprema godišnje finansijske izveštaje, koji istinito i objektivno odražavaju njeno poslovanje i finansijsko stanje, sa sadržajem i u formi koji su propisani zakonom kojim se uređuju računovodstvo i revizija, Zakonom o bankama i drugi relevantni propisi.

Banka priprema i podnosi Narodnoj banci Srbije izveštaje koji se odnose na upravljanjem bankom, kao i na poslovanje organizacionih struktura, planirane poslovne aktivnosti, likvidnost, solventnost i profitabilnost Banke i njenih podređenih društava.

8. External Audit

Article 75

In order to conduct annual audit of its financial reports, the Bank shall hire an external auditor for the period of one year from the list of external auditors eligible for conducting external audit, which is published by the National Bank of Serbia.

The Shareholder Assembly shall appoint the external auditor for conducting annual financial statements auditing of the Bank in accordance with the law. The Bank shall notify the National Bank of Serbia on the appointment of the external auditor within 15 days from such appointment.

IV. GENERAL ENACTMENTS OF THE BANK

Article 76

General enactments of the Bank shall include the Statute, by-laws, rules of procedures and decisions passed by the Bank's bodies and by which relevant issues are regulated in general manner.

The Statute is the basic general enactment of the Bank and must be in compliance with the Bank's Founding Act. Other general enactments of the Bank must be harmonised with the Statute. Separate enactments passed by the authorised bodies of the Bank and authorised persons in the Bank must be in compliance with the general enactments of the Bank.

V. TRANSITIONAL AND FINAL PROVISIONS

Article 77

This Statute shall come into force as of the date of adoption at the Shareholder Assembly meeting and shall be applicable as of 1 October 2006. The Statute adopted on 23 March 2001, with all amendments thereto, shall be no longer valid as of the date of enforcement of this Statute.

The existing enactments of the Bank shall be applied to the Bank's operations, management bodies and activities of the employees until the harmonisation of the general and separate enactments of the Bank with the provisions of this Statute; if such enactments are contrary to the provisions of this Statute, the law and the provisions of this Statute shall prevail.

8. Spoljna revizija

Član 75.

Radi obavljanja godišnje revizije svojih finansijskih izveštaja, Banka angažuje spoljnog revizora na period od jedne godine sa liste spoljnih revizora koji mogu vršiti reviziju koju objavljuje Narodna banka Srbije.

Skupština Banke imenuje spoljnog revizora za obavljanje revizije godišnjeg računa Banke u skladu sa zakonom. O imenovanju spoljnog revizora Banka obaveštava Narodnu banku Srbije u roku od 15 dana od dana imenovanja.

IV. OPŠTI AKTI BANKE

Član 76.

Opšti akti Banke su: Statut, pravilnici, poslovnici i odluke koje donose organi Banke, a kojima se na opšti način uređuju određena pitanja.

Statut je osnovni opšti akt Banke i mora biti u skladu sa Osnivačkim aktom Banke. Drugi opšti akti Banke moraju biti u saglasnosti sa Statutom. Pojedinačni akti koje donose ovlašćeni organi Banke i ovlašćena lica u Banci moraju biti u skladu sa opštim aktima Banke.

V. PRELAZNE I ZAVRŠNE ODREDBE

Član 77.

Statut stupa na snagu danom usvajanja na Skupštini Banke, a primenjuje se od 1. oktobra 2006. godine. Danom početka primene ovog Statuta prestaje da važi Statut donet 23. marta 2001. godine sa svim izmenama i dopunama.

Do usaglašavanja opštih i pojedinačnih akata Banke sa odredbama ovog Statuta, na poslovanje, rad organa upravljanja i rad zaposlenih u Banci, primenjivaće se postojeća akta Banke, a ako su ta akta suprotna odredbama ovog Statuta, primenjivaće se neposredno zakon i odredbe ovog Statuta.

This Statute presents refined version of the Statute applicable as of October 1, 2006 with its amendments dated September 29, 2006, December 27, 2006, January 28, 2008, March 27, 2008, March 31, 2011, June 12, 2012, May 28, 2015, and April 27, 2017.

Ovaj Statut predstavlja prečišćenu verziju Statuta koji se primenjuje od 01. oktobra 2006. godine sa izmenama i dopunama od 29. septembra 2006. godine, od 27. decembra 2006. godine, od 28. januara 2008. godine, od 27. marta 2008. godine, od 31. marta 2011. godine, od 12. juna 2012. godine, od 28. maja 2015. godine, i od 27. Aprila 2017. godine.



Peter LENNKH
Chairman of the Shareholder Assembly
Predsednik Skupštine