

PUBLIC CALL

For participation at the 51st meeting of the Shareholders Assembly of Stopanska Banka AD – Skopje

Based on Article 27 and Article 29 of the Statute of Stopanska Banka AD – Skopje (A.D. No. 438/31.5.2022, revised text), the Supervisory Board of SB, at the meeting held on 28.4.2023, passed a Decision on scheduling the 51st meeting of the Shareholders Assembly of SB (S.B. No. 31/2023 dated 28.4.2023).

The Meeting of the Assembly shall be held on 30th May 2023 (Tuesday), at 11.00 h., in the headquarters of SB, the Head Office, on “11 Oktomvri” Street, No. 7, 1000 Skopje (with entrance from GTC).

In relation to the activity at the 51st meeting of the Shareholders Assembly, the Supervisory Board of SB is proposing the following:

AGENDA

1. Selecting a Chairperson, Notary and Vote counter;
2. Reviewing the Minutes of the 50th meeting of the Shareholders Assembly held on 31st May 2022;
3. Reviewing the Report on the appraisal of the value of shares of Stopanska Banka AD – Skopje, prepared by the consultant house "Ernst & Young";
4. Reviewing the proposals submitted by the shareholders:
 - Proposal for amendment and supplement of the Statute of Stopanska Banka AD – Skopje, related to the rights of priority shares, submitted by a holder of priority shares;
 - Proposal for conversion of priority shares into ordinary shares, submitted by a holder of priority shares;
 - Proposal for conversion of priority shares into ordinary shares, submitted by a group of holders of priority shares that represent 10.9% of the priority shareholders;
 - Proposal for conversion of priority shares into ordinary shares, submitted by the National Bank of Greece S.A. Athens;
5. Decision on reappointment of a member of the Supervisory Board (accompanying material: Brief biography);
6. Passing a Decision on adopting the Annual Account and Financial Statements of Stopanska Banka AD – Skopje for 2022;
7. Passing a Decision on adopting the Consolidated Annual Account and Financial Statements of Stopanska Banka AD – Skopje for 2022;
8. Passing a Decision on adopting the Revised special financial statements of Stopanska Banka AD – Skopje for 2022, with written opinion of the Supervisory Board;
9. Reviewing and adopting the Consolidated Financial Statements of Stopanska Banka AD – Skopje for 2022, with written opinion of the Supervisory Board;
10. Reviewing and adopting the Annual report on the activity of Stopanska Banka AD – Skopje in 2022, with written opinion of the Supervisory Board;
11. Passing a Decision on distribution of the profit for 2022;

12. Passing a Decision on redistribution of part of the accumulated profit into profit limited for distribution to shareholders;
13. Passing a Decision on reallocation of the retained profit for investment into profit available for distribution to shareholders;
14. Passing a Decision on the manner of calculating and disbursing dividend to holders of priority shares for 2022;
15. Reviewing and adopting the Annual Report on the activity of the Supervisory Board for 2022;
16. Passing a Decision on appointing an authorized company to perform audit for 2023; and
17. Passing the Remuneration Policy of Stopanska Banka AD – Skopje;

The shareholders of SB are called hereby to announce their participation at the Assembly meeting, by submitting: written authorization issued by competent body of the shareholder (for legal entities) or a personally signed application (for individuals), at least 3 (three) days prior to the meeting, and not later than within the stipulated period as per the Law on trading companies, to the abovementioned address, with a note: „To the attention of the Chairman of the Board of Directors“, or electronically, to the e-mail address: sobranie@stb.com.mk, by submitting the authorization or the statement in scan.

The shareholders of SB may vote in relation to the items on the Agenda, published within the Public Call, by completing the Voting Form by way of correspondence, as well, published at the official web page of the Bank, in the section „Shareholders Assembly – documentation“, at the following link. The regularly completed Voting Form by way of correspondence should be submitted by the shareholders in writing, in original, with complete name and surname and personal signature of the shareholder- individual, i.e. name, headquarters, seal and name and surname and personal signature of the legal representative of the shareholder – legal entity. For identification purposes, together with the completed Voting Form by way of correspondence, the shareholder – individual is required to also submit copy of the identification document (ID card). For identification purposes, together with the completed Voting Form by way of correspondence, the shareholder – legal entity is required to also submit copy of the current status of the legal entity and copy of the identification document (ID card) of the legal representative of the legal entity. The completed Voting Form by way of correspondence, in original, together with the abovementioned identification documents, with a note „To the attention of the Shareholders Assembly“ should be received in the headquarters of Stopanska Banka AD – Skopje, on “11 Oktomvri” Street No. 7, 1000 Skopje, no later than until 30.5.2023 - 11.00 o'clock.

Each shareholder may authorize a proxy for the Shareholders Assembly, in a manner and under terms and conditions as determined in accordance with the Law, by signing a written authorization/ proxy. Each shareholder, who provided a written authorization and appointed a proxy, is obliged to notify the Bank by written notification sent at the abovementioned address, with the required note, or electronically at the e-mail address: sobranie@stb.com.mk, by submitting the authorization/ proxy in scan, contrary to which it shall be considered that the authorization/ proxy was not provided.

The Shareholders Assembly shall decide only on issues that were regularly placed on the Agenda in accordance with the Statute of the Bank and the Law on trading companies.

Shareholders that individually or mutually possess at least 5% of the total number of shares with voting right may, within a period of 8 (eight) days from the date the Public Call on scheduling the Assembly was published, i.e. not later than until 6.5.2023, propose supplement to the proposed Agenda by including new items or decisions in relation to each of the items included or that shall be included on the Agenda, if they simultaneously also submit explanation of the proposed item as supplement to the Agenda, or if they propose a Decision related to the proposed item. Proposing items/ decisions for the Agenda is made by written notification submitted to the above-mentioned address, with the required note, or electronically to the e-mail address: sobranie@stb.com.mk.

The proposal shall be submitted in writing/ scan, in original, with completed full name and surname and personal signature of the shareholder (s) – individual (s), i.e. name, headquarters, seal, full name and surname and personal signature of the legal representative of the shareholder (s) – legal entity (ies). Together with the request, the shareholder should also obligatorily submit the appropriate documents for identification, as follows:

1. For a shareholder - individual, the following should be submitted:
 - Statement from the Central Depository of Securities, which contains the number of shares, in original, not older than 3 days, and
 - Copy of the ID card or passport.
2. For a shareholder – legal entity, the following should be submitted:
 - Statement from the Central Depository of Securities, which contains the number of shares, in original, not older than 3 days,
 - Last current status from the Central Register, in original, not older than 7 days, and
 - Copy of the ID card or passport of the legal representative.

Shareholders have the right to ask questions related to the items on the Agenda. The right to ask questions of the shareholders, and the obligation of the company to respond to the asked questions, may be limited only for the purposes to maintain the order at the meeting and of the activity of the assembly, or for taking over activities to preserve the confidentiality of operations and the business interests of the company. The responses to the asked questions at the assembly meeting of the company shall be published on the web page of the Bank - www.stb.com.mk – in form of Q&A.

Questions should be submitted in writing, in original, at the abovementioned address, with the required note, or electronically in scan to the e-mail address: sobranie@stb.com.mk, with completed full name and surname and personal signature of the shareholder (s) – individual (s), i.e. name, headquarters, seal, full name and surname and personal signature of the legal representative of the shareholder (s) – legal entity (ies). Together with the question, the shareholder should obligatorily also submit additional documents for identification, as follows:

1. For a shareholder - individual, the following should be submitted:
 - Statement from the Central Depository of Securities, which contains the number of shares, in original, not older than 3 days, and
 - Copy of the ID card or passport.

2. For a shareholder – legal entity, the following should be submitted:

- Statement from the Central Depository of Securities, which contains the number of shares, in original, not older than 3 days,
- Last current status from the Central Register, in original, not older than 7 days, and
- Copy of the ID card or passport of the legal representative.

Voting in relation to the items on the Agenda shall be made in a manner as per the Statute and the Law on trading companies.

The material related to the proposed Agenda, as well as other information, in accordance with current regulations, shall be fully available for review to the shareholders in the Head Office of SB (3rd floor, office No. 306), each working day, from 12.00h. to 15.00h., and they shall also be published on the web page of the Bank - www.stb.com.mk from the date this Public Call is announced.

STOPANSKA BANKA AD – SKOPJE