

PROPOSAL DECISION
on amending the Statute of Stopanska Banka AD-Skopje

EXPLANATORY NOTE

The existing Statute of Stopanska Banka AD – Skopje (SB) passed by the Shareholders Assembly is in implementation from June 2001, and since then amended several times in the legally prescribed procedure and approved by the National Bank of the Republic of North Macedonia.

With the proposed Statutory Decision, amendment of the article 55 concerning the Executive Committee's size and composition is proposed. As part of strengthening the governance structure and ensuring more comprehensive decision-making processes, it is proposed the current size and composition of the Executive Committee to be enhanced with two new members – the Senior Manager for Legal Services and the Senior Manager for Small Banking Businesses.

Given the highly regulated nature of the banking sector, legal risk management is critical across all strategic and operational activities. By introducing the Senior Manager for Legal Services as a member of the Executive Committee, the Bank ensures that legal insight and risk considerations are systematically integrated into all key recommendations to the Board.

Small businesses are a strategic focus for the Bank's growth and portfolio diversification. Given the increasing importance of small banking businesses in driving revenue and expanding market presence, it is essential that their specific needs, risks, and opportunities are directly represented at the Executive Committee level. Including the Senior Manager for Small Banking Businesses enhances the Bank's responsiveness to this important client segment, ensures that tailored strategies are developed and implemented effectively, and aligns the Bank's business model with market trends and customer expectations.

Overall, the inclusion of the Senior Manager for Legal Services and the Senior Manager for Small Banking Businesses is a strategic step to further strengthen the Bank's governance framework, enhance the effectiveness, and improve the quality and efficiency of decision-making processes. By bringing critical legal, regulatory, and business development expertise directly into the Executive Committee's recommendations, the Bank is better positioned to drive sustainable growth, manage risks proactively, and create long-term value for shareholders and stakeholders. This adjustment ensures closer alignment with the Bank's strategic priorities and reinforces its commitment to sound governance and responsible business practices.

Due to the aforementioned, it is proposed to the Shareholders Assembly of SB to pass the enclosed Statutory Decision.

SUPERVISORY BOARD

On the basis of Article 40 of the Statute of Stopanska Banka AD - Skopje (A.D. No. 470/31.05.2024, revised text), the Shareholders Assembly of Stopanska Banka AD - Skopje, at the meeting held on 30.05.2025, passed

PROPOSAL DECISION

on amending the Statute of Stopanska Banka AD-Skopje

1. The Proposal-Decision on amending the Statute of Stopanska Banka AD – Skopje (A.D.No. ____/30.05.2025, revised text) is DETERMINED.

2. “In the Statute of Stopanska Banka AD – Skopje, article 55 shall be amended and worded:

„SB Executive Committee shall be formed as an advisory body of SB Board of Directors.

The Executive Committee shall consist of the members of the Board of Directors, Senior Manager for Treasury and Finance, Senior Manager for Operations, Senior Manager for Corporate Banking, Senior Manager for Sales and Branch Network, Chief Credit Officer, Senior Manager for Small Banking Businesses, Senior Manager for Legal Services and SB Secretary.

The CEO/Chairman shall convene and chair the Executive Committee meetings.

When necessary, upon invitation, the Division Managers, other SB employees and external consultants may also take part in the operation of the Executive Committee.,,

3. Article 83, paragraph 2 shall be amended and worded:

“The Revised Text of the Statute of Stopanska Banka AD – Skopje comprises of the Statute of Stopanska Banka AD – Skopje (A.D. No. 470/31.05.2024, revised text) and the Statutory Decision on Amending the Statute of Stopanska Banka AD – Skopje (A.D No. ____/30.05.2025).”

4. This Decision shall enter into force on the day it is passed and shall be implemented after acquiring the relevant consent by the Governor of National Bank of Republic of North Macedonia.

S.A. No.____
30.05.2025
Skopje

SHAREHOLDERS ASSEMBLY

Chairman,