

Stopanska Banka AD - Skopje

Rules of Procedure of the Shareholders Assembly

May 2024

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1 General provisions

- (1) The Rules of Procedure of the Shareholders Assembly of Stopanska Banka AD – Skopje (hereinafter: SA; SB and/or the Bank; and The Rules) shall regulate the manner of operations of the Shareholders Assembly of Stopanska Banka AD – Skopje as highest body composed of all the shareholders of the Bank. Any matter not regulated in these Rules shall be handled in accordance with the relevant laws and regulations.
- (2) The Shareholders Assembly shall pass its Rules of Procedure by a majority vote of the voting shares represented at Assembly meeting.
- (3) In order to ensure that the shareholders of the Bank exercises powers according to the laws, strengthening further the Bank's governance structure, the Rules are prepared in accordance with the national legislation and is aligned with the internal acts of SB (such as the SB Statute, SB Corporate Governance Code and SB Internal Regulation).
- (4) All shareholders, their proxies and SB employees involved (directly or indirectly) with the SA operations shall observe these Rules and shall not infringe on any ways upon (other) shareholders' legitimate rights and interests.
- (5) The organization, logistics and other activities related to the Shareholders Assembly are under the responsibility of the Chairman's Office and any other person(s) appointed by the CEO. Everyone involved in the preparation of the Shareholders Assembly who have access to confidential information shall not disclose the information to any unauthorized persons before the Shareholders Assembly meeting.
- (6) All shareholders are obliged to keep as a business secret all data determined as confidential and such data shall not be disclosed to unauthorized persons or to the public. The issue of confidentiality and the right to information of the shareholders are regulated in more details under special section below.
- (7) Shareholder in SB can be any domestic or foreign individual or legal entity holding shares in accordance with the law. The shareholders' rights come into force and shall be terminated from the date of registration/deletion in the Shareholders Book of SB kept in the Central Securities Depository.
- (8) The Bank guarantees all the rights of the shareholders as stipulated by the laws, the Statute of the Bank, the Rules of the Shareholders Assembly and the decisions on issuance of the shares. All shareholders from the same class of shares have equal rights and are treated equally. The Bank guarantees its adherence to the "one share/one vote" principle.
- (9) SB shareholders shall not be liable for SB's obligations except in cases explicitly envisaged in the laws and the Statute of SB.

2 Convening & types of Shareholders Assembly meetings

- (1) The Shareholders Assembly shall operate at meetings held once a year (Annual Shareholder Assembly) and when needed, upon request by the shareholders (Extraordinary Shareholders Assembly).

2.1 Annual Shareholders Assembly

- (1) The Annual Shareholders Assembly shall be convened for the shareholders to review corporate management, approve the work of the members of the Board of Directors and Supervisory Board, examine and adopt the annual account, approve financial statements from the prior fiscal year and resolve upon the allocation of profits or losses from such fiscal year, and to deliberate and resolve on any other matter included in the agenda.
- (2) The Annual Shareholders Assembly (hereinafter: Annual Assembly) shall be convened by the Supervisory Board' decision on convening shareholders assembly, latest until end of May in the calendar year, or, as an exception determined in the laws, before the expiration of nine months of the calendar year.
- (3) If the Supervisory Board does not convene the Annual Assembly meeting within the legally prescribed period, the independent members of the Supervisory Board shall immediately convene the Annual Assembly with special decision. If the Annual Assembly is not convened by the independent members as well, the Court, upon a proposal from any shareholder, may pass a decision to convene the meeting.
- (4) The decision on convening the Annual Assembly shall determine the date, the hour, the venue of the meeting, the manner of operation, the proposed Agenda and all other information required by the laws.

2.2 Extraordinary Shareholders Assembly

- (1) Besides the Annual Assembly, that is obligatory by the law, the Bank may convene an Extraordinary Shareholders Assembly (hereinafter: Extraordinary Assembly) when the interest of the Bank and the shareholders require so.
- (2) The decision to convene the Extraordinary Assembly shall be passed by the Supervisory Board, upon request of the shareholders, when needed.

2.3 Special Assembly and separate voting

- (1) The Bank may organize a "special assembly", or "separate voting" at the Annual or Extraordinary Assembly, in order to adopt a decision that requires consent of one class of the shares if certain rights or conditions related to that class of shares are concerned.

2.4 Convening the Assembly

- (1) Shareholders jointly holding at least 10% of all voting shares may request in writing the Supervisory Board to convene Extraordinary Assembly. The written Request should state the purpose and reasons for convening the Extraordinary Assembly, their name and surname, should be signed by the shareholders, place of residence and PIN, and shall enclose an excerpt from the shareholders book issued by the Central Securities Depository stating the number of voting shares they own in SB. In case of voting for adoption of a decision for consent for amending any rights arising from a certain type of shares, the request for convening a special assembly or separate voting may be initiated by 10% of the total number of the relevant class of shares.
- (2) The Request shall be submitted to the Supervisory Board, through the Chairman's Office. Within 8 days from the date of receipt of the Request for convening the Shareholders Assembly, the Supervisory Board should decide whether it will accept or reject the initiative, stating the reasons for such a decision.

2.5 Public Call

- (1) Shareholders Assembly shall be convened by publishing a Public Call at least in one daily newspaper, printed on the territory of the Republic of North Macedonia on the internet page of Macedonian Stock Exchange and on the SB website in a manner stipulated by the Law on Trading Companies and the SB Statute. The period from the day the Public Call is published until the day of holding the meeting may not be shorter than 30 calendar days.
- (2) Shareholders Assembly meeting may also be convened by sending an invitation by registered letter to all the shareholders. The list of shareholders to be invited will be composed on the basis of the excerpt from the Shareholders Book acquired not later than three days before the date of sending the invitation. The invitation shall be sent, in a manner that makes it possible to confirm the date the invitation has been sent and the date it was received by each shareholder.
- (3) The invitation or the Public Call for the Shareholders Assembly should be prepared in accordance with the Law on Trade Companies, and shall contain at least the following data:
 - the date, hour and location of the meeting and the proposed agenda;
 - description of the procedures in accordance with which the shareholders participate and vote;
 - manner on including new items and or propose decisions;
 - manner on submitting questions;
 - time periods for the described activities;
 - procedure for voting via proxy and manner of electronic availability and submitting of the voting form;
 - the official internet page where the above information shall be available.
- (2) The meeting shall be held at the Head Office of SB or at any other appropriate place that is convenient for the shareholders to attend, i.e. to be held at a time and place allowing for minimum costs and difficulties for the shareholders. In case the meeting is convened with correspondence, then the shareholders shall not attend the meeting by physical presence.

2.6 Agenda

- (1) On the Shareholders Assembly meeting only the issues duly and lawfully included in the Agenda shall be decided upon. The issues that are not duly included in the Agenda may be discussed without the right to decide.
- (2) At any moment, any shareholder may submit an initiative for including items on the Agenda on the Shareholders Assembly that is still not convened. The initiative is submitted to the Supervisory Board. The Supervisory Board has discretionary right to decide how to proceed with the initiative.
- (3) Shareholders that individually or jointly hold at least 5% of the total number of voting shares can, within 8 (eight) days from the date of publishing the Public Call or sending the invitation, propose a supplement/amendments to the proposed Agenda with new items or decisions on existing items. The proposal for supplement/amendments to the proposed Agenda shall be submitted to the SB Supervisory Board through the Chairman's Office, together with the explanation for the proposal. The proposal shall be sent or published by the Bank on the same manner on which the Shareholders Assembly meeting has been convened, not later than 8 (eighth) days before the date of the meeting.
- (4) The request for inclusion one or more items on the agenda of convened Assembly cannot be refused, except in the following cases:
 - If the shareholder missed the legal deadline for submission of such a request (i.e. 8 days after convening the Assembly),
 - If the shareholder(s) do not own sufficient number of voting shares in SB in accordance with the Law on Trade Companies;
 - If the proposal does not fulfill other conditions prescribed by the Law on Trade Companies, and
 - If the items proposed to be included on the agenda of the Assembly are not falling under the competence of the Assembly or are not in accordance with the laws and SB Statute.

If request is not included in the agenda without any substantiated reasons, the Shareholders Assembly retains the right to make a final decision about the matter when adopting the agenda.

- (5) In case of revised Agenda, the same shall be made available to the shareholders on the same manner of which the previous Agenda was published/submitted before the day of the convened Shareholders Assembly meeting.

2.7 Information Available as of the Date of the Public Call

- (1) Within the legally prescribed periods on the official internet page of SB, at least the following information, shall be available:
 - Public Call,
 - total number of shares and total number of voting shares of each type and class,
 - materials (decisions, reports and opinions, in accordance with the Law) for the items on the Agenda,

- proposed items and or decisions by the shareholders, if any,
 - and the electronic voting form.
- (2) The Public Call, together with the materials of the Shareholders Assembly, shall be also published on the website of the Macedonian Stock Exchange.
- (3) Shareholders may review the materials of the Shareholders Assembly meeting in the Headquarters (Chairman's Office) from the date of sending the invitation i.e. publishing the Call.

2.8 Shareholder's registration for participation on the Shareholders Assembly

- (1) Anyone holding shares of the Bank is entitled to attend in person or entrust a proxy to attend the Shareholders Assembly meetings and enjoy all the rights pertaining to the shareholders in accordance with the laws.
- (2) Each shareholder who intends to participate on the convened Shareholders Assembly meeting is obliged to inform SB Chairman's Office regarding his/hers participation on the Shareholders Assembly meeting (by application for participation on the Shareholders Assembly meeting), at latest before the beginning of the meeting.

2.9 Proxy

- (1) Shareholders may authorize any other natural or legal person to represent them at the Assembly meeting. Proxys shall enjoy the same rights as the shareholder who authorized him/her, including the right to speak, to hold discussion, to raise questions and the right to vote.
- (2) In the cases where the shareholders are represented by others (proxy), the shareholder should notify on written (or e-mail) the Chairman's Office for any given authorization. The shareholder who fails to notify the Bank regarding the given authorization shall be considered not to have given any authorization.
- (3) In parallel with the Public Call, the Bank will publish a determined form – Authorization, so that the shareholders can take it electronically. If for whatever reasons the shareholder will not use the provided form, the Bank will accept other forms of authorizations.
- (4) The authorization is not obligatory to be notarized. However, the Bank may require information for determination of the personal identity of the shareholder as a requirement for accepting the authorization or to verify the voting instructions if such are given.
- (5) The Bank cannot restrict anyone to be attorney in fact at an assembly, except when conflict of interest exist in terms of article 392-a of the Law on Trade Companies.

- (6) Each shareholder has a right to participate and vote on the assemblies, either in person or by proxy. SB shall not impose any conditions for participating and voting on the assemblies except those set by the law.

3 Modus operandi

- (1) Appropriate protection measures, as well as systems for controlling access to the meeting, shall be established in order to ensure the safety of the attendees and the orderly conduct of the General Shareholders' Meeting.
- (2) Means allowing for the simultaneous interpretation of debate may also be made available when it is deemed appropriate for any reason.

3.1 Bodies of the Shareholders Assembly

- (1) The shareholders, on the proposal of the shareholder representative who holds majority of all voting shares or the Chairman of the Assembly of the prior meeting, shall elect:
 - Chairman,
 - Minutes Taker (and two verifiers of the Minutes if the Minutes Taker is not Notary Public), and
 - Vote Counter.
- (2) The Shareholders Assembly meeting shall be chaired by a Chairman, elected for each meeting with majority of the voting shares present or represented at the Shareholders Assembly meeting. The term of office of the Chairman shall continue until the election of the Chairman for the next Shareholders Assembly meeting. If the Chairman is not present at the next Shareholders Assembly meeting, the meeting shall be opened and chaired by the shareholder or shareholder representative who holds majority of all voting shares until election of a Chairman for that Shareholders Assembly meeting. Any shareholder or shareholder's representative, except member of the Supervisory Board or the Board of Directors, may be elected as Chairman. The Chairman shall determine the course of the meeting and maintain the order at the meeting and shall establish rules for chairing the meeting.

3.2 Attendance

- (1) Any shareholder of SB who is properly registered may participate on the Shareholders Assembly meeting.
- (2) Before the beginning of the Shareholders Assembly meeting a List of registered shareholders shall be prepared by the Chairman's Office.

- (3) Prior to the beginning of the Shareholders Assembly meeting, the Chairman of the Assembly shall compare the List of registered shareholders with the Shareholders Book, obtained from the Central Securities Depository 48 hours prior to the meeting.
- (4) Prior to the beginning of the Shareholders Assembly meeting, the List of registered shareholders shall be signed by each present shareholder or his duly authorized representative, with which he shall verify his presence at the meeting. The signatures of the Chairman and the Minutes Taker shall verify the signed List of registered shareholders.
- (5) Members of the Supervisory Board and Board of Directors, and the external certified auditor shall be present on the Annual Shareholders Assembly Meeting in order to be available to shareholders for questions.
- (6) The shareholders present at the meeting must not violate the SB's order and discipline, safety protection, and health at work rules, as well as all of the SB's safety and health rules and movement restrictions for the persons present before, during, and after the Assembly meeting. SB is entitled to take all measures concerning the Assembly and the persons present, for safety protection and especially observance of health measures and protocols for prevention of infectious diseases. If any person present at the Assembly violates the obligations under this article, the SB authorized persons shall warn them, and if they continue to violate or commit a gross violation, the authorized persons shall be entitled to remove them from the site of the Assembly.

3.3 Quorum

- (1) The Shareholders Assembly shall hold a meeting, only when authorized participants/shareholders who hold at least majority of the total number of the voting shares are present at the meeting. The Quorum for work shall be confirmed by the Chairman of the Shareholders Assembly before proceeding with the items of the Agenda.
- (2) If the quorum is not reached on the Shareholders Assembly meeting, new date for holding the meeting shall be scheduled in a period of time not longer than 15 days from the day when the Shareholders Assembly meeting was scheduled and the rescheduled meeting shall be held on that date. The rescheduled meeting shall be convened in the same manner in which the Shareholders Assembly meeting that did not have quorum for work was convened.
- (3) At the newly scheduled meeting decisions shall be passed by majority of the voting shares present or represented on the meeting, only on matters determined in the agenda for the previous meeting, irrespective of the number of the present shareholders and the number of shares they hold. The Shareholders Assembly shall not decide on matters for which, by the laws or this Statute, greater majority than the regular majority for quorum is required.

3.4 Discussions

- (1) The Chairman shall give the floor in the order of requesting the floor. The requests for taking the floor shall be given orally or in writing to the Chairman, when the discussion is declared open for the item of the Agenda. The person requesting the floor shall have the right to discuss only on the matter subject of the discussion. In the event that the he strays from the matter under discussion, the Chairman shall draw his attention thereon, and may also cut him off.
- (2) When the Chairman states that the discussion on individual items of the Agenda is completed, he shall propose voting thereof.
- (3) On the basis of the completed discussion and prior to voting on a specific item, the Chairman shall formulate the conclusion regarding the item to be voted upon.
- (4) Shareholders may ask questions for any agenda item before the Assembly via e-mail to the Bank's e-mail address - sobranie@stb.com.mk, or in person. If possible, depending on the nature of the questions, they will be answered at the Assembly.
- (5) If a participant at the Assembly fails to observe the rules envisaged by these Rules of Procedure, violates other internal Company acts or obstructs the order and proceeding of the meeting, the Chair shall be entitled to take their floor away.
- (6) Shareholder questions shall be considered answered if answers are made available on the Company website in a question and answer format. The answers to questions asked during or before the Assembly, published on the Company website, shall be available for a period of at least five years.

3.5 Voting

- (1) The decisions on the Shareholders Assembly meeting shall be passed by majority of the voting shares present or represented at the Shareholders Assembly meeting, unless the laws or the SB Statute stipulate greater majority.
- (2) The Shareholders Assembly shall pass decisions by at least 2/3 majority of the voting shares present or represented on the Shareholders Assembly meeting on:
 - adopting SB Statute and its amendments and supplements,
 - increase / decrease of basic (paid-in) capital;
 - change of the name and headquarters of SB,
 - status-related changes of SB and settlement of mutual relations among SB's shareholders in case of status-related changes of SB,
 - settlement of disputes among SB's shareholders, and
 - termination of SB's operation.

- (3) If by the amendment of the Statute any rights arising from a certain type of the shares is affected, the concerned shareholders shall give majority consent on special session or with separate voting on the same meeting.
- (4) The decisions of the Shareholders Assembly, including the decisions on appointment or dismissal of Supervisory Board members, shall be passed by public voting.
- (5) The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s). The result of voting shall be announced at the Meeting and placed on record.
- (6) Upon completion of the voting the Chairman shall inform the shareholders of the voting results, stating data on how many of those present have voted in favour of the proposal, how many have declared against, and how many of them have abstained from voting, i.e. have not voted.
- (7) When the Agenda is exhausted, the Chairman shall close the Shareholders Assembly meeting. If during one day the Agenda is not exhausted, the meeting shall be stopped and continued on the following day.
- (8) Shareholders may vote by correspondence before the day of the Assembly. The completed vote-by-correspondence form shall be submitted in writing and in original to the Company headquarters, in person, or by registered mail. The Company may request, shareholders voting by correspondence, together with the completed vote-by-correspondence form, to submit personal identification documents in original or copy, as they wish, without having to notarize or certify them by a domestic or foreign competent authority. The Company shall publish the deadline for submission of completed vote-by correspondence forms on its website before the Assembly. If shareholders or their proxy miss the deadline for voting by correspondence, they shall be entitled to attend the Assembly in person if they duly register for participation.

3.6 Decisions

- (1) The Chairman of the Shareholders Assembly meeting on which they were passed shall sign the decisions and other enactments passed by the Shareholders Assembly.
- (2) The Supervisory Board, the Board of Directors and the relevant units of SB shall implement the decisions passed by the Shareholders Assembly.
- (3) The decisions taken at the assembly meetings and the Q&A shall be published on SB' website and remain available for at least 5 years.

4 Post-meeting matters

4.1 Minutes

- (1) Minutes shall be kept for the operation of the Shareholders Assembly meeting, in accordance with the laws.
- (2) The Board of Directors and Supervisory Board members or the Assembly Chair may not be elected as minute takers and minute certifiers.
- (3) The Minutes shall be prepared not later than 8 days from the date of the Shareholders Assembly meeting, and shall be signed by the Chairman of the meeting, and verified in accordance with the laws. The minutes shall contain the following data:
 - 1) the business name and the head office of the company;
 - 2) the date, time and place of the holding the assembly;
 - 3) the name of the Chairman of the meeting, that is the name of the minutes taker and the names of the members of the voting Commission, if elected;
 - 4) the assembly's agenda;
 - 5) the number of stockholders, that is the representatives of the stockholders and the working quorum;
 - 6) the discussion held at the assembly;
 - 7) the most important events at the assembly, as well as the submitted proposals;
 - 8) the decisions, the number of votes "for" and "against" and the number of abstention votes; and
 - 9) refraining, that is objections made by a stockholder, a member of the management body, that is the supervisory board against a decision, if any refraining or objection has been raised.
- (4) Any shareholder may request from the Supervisory Board a digital or hard copy of the Minutes from the Shareholders Assembly meeting.
- (5) The minutes and annexes shall be kept for at least 10 (ten) years. The Shareholders Assembly meeting may be tape-recorded for the purposes of the Minutes preparation and these tapes shall be preserved for not more than 1 year.
- (6) When the Shareholders Assembly decides upon change of data that in accordance of the Trade Company Law is registered in the trade registry, than the minutes are taken by the Notary Public. When the minutes are taken by a Notary Public, the minutes shall be prepared not later than 3 (three) days as of the day of holding the assembly and shall be signed by the notary and the Chairman of the assembly. The copy referred to in paragraph (4) of this Article shall be given by the notary who kept the minutes.

4.2 Disclosures

- (1) In period of 15 days after the Shareholders Assembly meeting the Bank will submit the Minutes, the materials and the passed decisions on the meeting to the Central Bank and will disclose the same on its website. Within the same period, the Bank will publish the Financial Statements and the auditor's opinion in one daily newspaper and in the Central Registry. A copy of the published documents in the newspaper is submitted to the Central Bank within 5 days of the day of the published documents.
- (2) The same day or latest during the next day after the Shareholders Assembly meeting the Bank shall publish all the passed decisions on the Macedonian Stock Exchange website. When publishing the financial statements, the Bank shall provide commentary/explanation to the results in accordance with article 40, paragraph 4 of the Rules of Quotation of the Macedonian Stock Exchange.

5 Responsibilities of the Assembly

- (1) In accordance with the Laws and Statute of SB, the Shareholders Assembly performs the following activities:
 1. adopts SB Statute and its amendments and supplements;
 2. reviews and adopts the annual report on SB operations, including the written opinion thereon, prepared by the Supervisory Board;
 3. reviews and adopts the report of the external audit company and the written opinion thereon prepared by the Supervisory Board;
 4. adopts the annual financial statement and the financial statements of SB;
 5. decides on the use and allocation of the profit, or loss coverage;
 6. decides on any new issue of shares of SB;
 7. decides on status changes and cessation of SB operations;
 8. appoints and dismisses the members of the Supervisory Board, including the approval of their operations during the year;
 9. elects external audit company and decide upon proposal for the termination of the agreement with the external audit company; and
 10. decides on other issues of relevance to the operations of the bank specified by this Statute and the applicable laws and regulations.
- (2) The Shareholders Assembly approves all share-related compensation plans, in line with the provisions of the legal and regulatory framework. The main features of every plan as above are disclosed to shareholders at the time of publication of the Agenda of the Shareholders Meeting.

6 Final provisions

- (1) If there are any matters that are not dealt with in these Rules or there are any matters in these Rules that are inconsistent with any law, administrative regulation, Corporate Governance code or the Statute of the Bank, the higher act shall prevail.
- (2) The Bank Secretary shall review at least once in two years these Rules to ensure that the Shareholders Assembly is operating at maximum effectiveness and in full compliance with the laws and regulations. Any changes it considers necessary, the Bank Secretary shall recommend for review and adoption to the Shareholders Assembly.
- (3) The Rules shall be publicly available on the SB website.
- (4) This Rules of Procedure of the Shareholders Assembly comes into force on the day it is passed by the Shareholders Assembly of Stopanska Banka AD – Skopje. By entering into force of this Rules, the Rules of Procedure of the Shareholders Assembly of Stopanska Banka AD – Skopje (A.D. 201/27.05.2011) shall cease to be valid.

Natasha Trpenoska Trenchevska

Chairman of the Shareholders Assembly

31.5.2024

Document Change History

| Version No. | Prepared by | Approved by | Date of Approval | Description of amendments |
|-------------|-------------------|---|------------------------|---|
| 1 | Chairman's Office | Shareholders Assembly | 11.05.2005 | |
| 2 | Chairman's Office | Shareholders Assembly | 27.03.2008 | Technical amendments, no substantial changes in the document |
| 3 | Chairman's Office | Shareholders Assembly | 27.05.2011 | Aligning the document with the amendments in the local legislation. The amendments are related to Agenda of the Assembly meetings, about the authorizations/proxies, and other minor amendments. |
| 4 | Chairman's Office | Supervisory Board, Shareholders Assembly | 30.4.2024 31.5.2024 | The proposed Rules of Operations incorporate all the provisions of the document of 2011 but also includes other legal provisions that regulates the operation of the Shareholders Assembly due to the legislator changes since 2011 (such as item 2.3, more detailed part related to the proxies and the quorums, etc.). In addition, the content and the outlook of the Rules are fully rearranged for better clarity. |