

## PRESS RELEASE

In Prague on 13 April 2021

### **Counterproposal of the shareholder to proposal No. 3 of the agenda of the General Meeting – election of a member of the Supervisory Board**

Dear Sir or Madam,

we, Petrus Advisers Ltd. as an investment company managing shares exceeding 5 % of the share capital of the MONETA Money Bank, a.s. ("**Petrus**"),

hereby in accordance with Sec. 361 *et seq.* Act No. 90/2012 Coll., on Business Companies and Cooperatives (Business Corporations Act), as amended ("**BCA**"), and with Clause 5(c) of the Company's Articles of Association ("**Articles of Association**"), submit to the Company

**the following counterproposal to the proposal of a resolution No. 3 (Election of a member of the Supervisory Board) of the agenda of the General Meeting of the Company to be held on 28 April 2021 from 10:00 at Společenské centrum Bethany, Za Brumlovkou 1519/4, Prague 4, 140 00 (the "General Meeting"):**

***"With immediate effect, the General Meeting elects Ms Nicola Northway, as a member of the Supervisory Board of MONETA Money Bank, a.s."***

#### Justification of the counterproposal

On 24 April 2021, the term of office of the current member of the Company's Supervisory Board, Mr Miroslav Singer expires. In order to duly cast all members of the Supervisory Board, the Supervisory Board co-opted Mr Miroslav Singer as its member with effect as of 25 April 2021 until the next General Meeting of the Company, upon which the membership of Mr Miroslav Singer in the Supervisory Board expires in accordance with Sec. 454 BCA.

Contrary to the proposal of the Board of Directors of the Company on the re-election of Mr Miroslav Singer, the shareholder of the Company hereby proposes the election of Ms Nicola Northway to the position of a member of the Supervisory Board of MONETA Money Bank, a.s.

For the purpose of assessing the suitability of the candidate for the position as a member of the Supervisory Board by the shareholders, the shareholder submits as an annex to the counterproposal a biography of Ms Nicola Northway containing information on education and professional experience, in Czech and English.

Ms Nicola Northway meets all requirements in order to duly exercise her duties, including professional competence, credibility and experience. The proposed candidate has an excellent reputation, is honest and without a criminal record. Based on her rich experience (see the attached biography), she is sufficiently qualified to perform the position of a member of the Company's Supervisory Board, has excellent knowledge, skills and experience in law and regulation, risk management, strategic planning, administration and management. Currently, the candidate also meets the requirement of sufficient time to perform the position.

In terms of the knowledge and experience of the proposed candidate, the role of Ms Nicola Northway in the position of **managing director of Barclays Bank** should be emphasized. Barclays is one of the world's 20 largest banks, operating in more than 50 countries and

providing a broad portfolio of banking services in both retail, corporate and investment banking. While working at Barclays and other major companies, the candidate has gained extensive experience in competition law, regulatory and risk management, which will be very useful for the Company, its further strategic development and possible future acquisition plans (M&A).

Ms Nicola Northway further meets the necessary criteria of independence in relation to the Company and its shareholders. **She has no current or past relationships or ties of any nature with the Company**, its management or shareholders. We have identified no actual or potential conflict of interest in respect of the candidate. She will thus be able to perform the position independently and on the basis of her best consciousness and conscience. Her character and personality give the highest guarantee of proper performance of the position, impartial supervision of the Company as a major banking institution in the Czech Republic and oversight over the adherence of strict criteria of international investors.

The shareholder is convinced that Ms Nicola Northway is also an excellent candidate in terms of fulfilling the Company's **legal obligation to promote diversity in the selection of members of the Supervisory Board**. According to the Act No. 21/1991 Coll., on Banks, as amended<sup>1</sup> (the "**Banking Act**") and the Directive on access to the activity of credit institutions<sup>2</sup> the overall composition of the Supervisory Board shall adequately reflect wide range of experience and be consistent with the policy promoting diversity within the body. Diversity is defined as a situation where individual members of an institution differ to such an extent in terms of, for example, their age, gender, geographical origin, education and professional experience, that it allows for different views within the institution.<sup>3</sup> The principles of diversity should also include a quantitative target for the representation of the under-represented sex in an elected body.<sup>4</sup>

In this context, it must be mentioned that the elected bodies (Board of Directors, Supervisory Board) of the Company are now occupied predominantly by men of Czech nationality. The candidate proposed by the Board of Directors falls within this current majority. By contrast, the candidate proposed by the shareholder – a woman and UK citizen with significant experience in international companies (including the Barclays Bank) and global contacts and experience in both the private and public sector - will undoubtedly contribute to achieving a wide range of qualities and competencies in line with the above legal requirements, as well as diversity of opinions and experience in the decision-making by the Supervisory Board. As mentioned above, the candidate also has significant knowledge and experience in the field of competition law, regulation and risk management, which, although important for the Company's business, are not yet sufficiently represented on the Company's Supervisory Board.

In order to assess the preconditions for the performance of the position and professional competence, credibility and experience of the candidate by the Czech National Bank, the shareholder shall submit to the Board of Directors of the Company immediately after submitting this counterproposal all documents pursuant to Sec. 16(b) of the Banking Act. At the same

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<sup>1</sup> According to Sec. 8(3)(c) of the Banking Act, **the bank is obliged to ensure the implementation of a policy supporting diversity in the selection of members of its statutory body**, members of the Board of Directors and members of the Supervisory Board.

<sup>2</sup> Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC.

<sup>3</sup> Joint ESMA and EBA Guidelines on the assessment of suitability of members of the management body and key function holders (EBA-GL-2017-12).

<sup>4</sup> Dtto.

time, the shareholder as well as the proposed candidate, are ready to provide the Company with maximum cooperation in fulfilling the Company's obligation to inform the Czech National Bank of proposed personnel change in the Bank's Supervisory Board, *i.e.* of this shareholder's counterproposal.

We hereby politely ask the Board of Directors of the Company to ensure the distribution of this counterproposal and the curriculum vitae of the proposed candidate to shareholders without undue delay pursuant to Sec. 362 BCA.

Kind Regards

**Petrus Advisers Ltd.**



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**Klaus Umek**  
Managing Partner



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**Oliver Škutil**  
Head of Special Situations

**Annexes:**

1. Biography of Ms Nicola Northway.