



**PRIVREDNA BANKA ZAGREB**

## **Extraordinary General Meeting 19 December 2016**

**(explanation of proposed decisions)**

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## Agenda

1. Decision on the suitability of the candidates for members of the Supervisory Board of the Bank
2. Decision on the election of members of the Supervisory Board of the Bank

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### 1. Decision on the suitability of the candidates for members of the Supervisory Board of the Bank

According to the provisions of the Credit Institutions Act and the CNB's Decision on the assessment of the suitability of the chairperson of the management board, members of the management board, members of the supervisory board and key function holders in a credit institution, the General Meeting decides on the suitability of candidates for members of the Supervisory Board of the Bank.

Before submitting the draft decision to the Extraordinary General Meeting, a suitability assessment of the candidates for members of the Supervisory Board was conducted at the Bank in accordance with the *Policy on the assessment of the suitability of members of the Supervisory Board of the Bank*, adopted by the General Meeting of the Bank, and the *Policy on the structure of the Management Board and the Supervisory Board of the Bank*, adopted by the Supervisory Board of the Bank.

The suitability assessment was conducted for three candidates for members of the Supervisory Board – Ms Đurić, Mr Boccolini, and Mr Arietti, and a proposal for their election is put forth before the Extraordinary General Meeting.

### 2. Decision on the election of members of the Supervisory Board of the Bank

Pursuant to Article 275 of the Companies Act the General Meeting decides on the election of members of the Supervisory Board.

In the light of the resignation of Mr Nucci from the Supervisory Board of the Bank and the expiry of the terms of office of two current members, Mr Gilli and Ms Đurić, in March 2017 as well as the fact that the Supervisory Board of the Bank will continue to be composed of seven members, a proposal is made to elect the following candidates to the Supervisory Board, namely:

- to re-elect Ms **Draginja Đurić**, effective from 1 April 2017, subject to the prior approval of the CNB for the performance of the function of a member of the supervisory board of a credit institution,
- to elect Mr **Giovanni Boccolini**, effective from 1 April 2017, subject to the prior approval of the CNB for the performance of the function of a member of the supervisory board of a credit institution, and
- to elect Mr **Adriano Arietti**, effective from the date when the Croatian National Bank grants its prior approval for the performance of the function of a member of the supervisory board of a credit institution.

The resumes of the nominated candidates are available on the Bank's web site.

Zagreb, 15 November 2016

**Privredna banka Zagreb d.d.**