

Pursuant to Article 39 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank) and Article 277 of the Companies Act, the Management Board of the Bank adopted at its 20_16 meeting, held on 8 November 2016, the Decision to call the Extraordinary General Meeting of the Bank, under which it sends the following

INVITATION TO THE EXTRAORDINARY GENERAL MEETING

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **19 December 2016**, beginning at **11.00 a.m.**, on the Bank's premises in Zagreb, Radnička cesta 44, B1 – 8th floor.

At the Extraordinary General Meeting of the Bank, the shareholders shall consider the following

A G E N D A

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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Draft decisions:

Ad 1)

The Management Board of the Bank puts forth to the Extraordinary General Meeting of the Bank the proposal to adopt the following

D E C I S I O N

on the suitability of the candidates for members of the Supervisory Board of the Bank

1. Upon completion of the assessment of the suitability of the candidates for members of the Supervisory Board of the Bank, it was found that:
 - Ms **Draginja Đurić**, candidate for a member of the Supervisory Board, is suitable to perform the mentioned function for another term of office and
 - Mr **Giovanni Boccolini**, candidate for a member of the Supervisory Board, and
 - Mr **Adriano Arietti**, candidate for a member of the Supervisory Board, are suitable to perform the function of a member of the Supervisory Board.
2. This Decision shall enter into force on the date of its adoption.

Ad 2)

The Supervisory Board of the Bank puts forth to the Extraordinary General Meeting of the Bank the proposal to adopt the following

DECISION

on the election of members of the Supervisory Board of the Bank

1. Elected to the Supervisory Board of the Bank for a three-year term of office are as follows:
 - Ms **Draginja Đurić**, Master in Technical Sciences, programme of Organisational Sciences for Management and Financial Risks, President of the Executive Board of Banca Intesa AD Belgrade, domiciled in Belgrade, Republic of Serbia, for another term of office, starting on 1 April 2017;
 - Mr **Giovanni Boccolini**, M.Econ., domiciled in Milan, starting on 1 April 2017, in the place of Mr Giovanni Gilli, whose term of office on the Supervisory Board shall end with the expiration of his term - on 31 March 2017;
 - Mr **Adriano Arietti**, LL.M., domiciled in Milan, starting on the date when the Croatian National Bank grants prior approval for the performance of the function of a member of the supervisory board of a credit institution, in the place of Mr Antonio Nucci, whose membership on the Supervisory Board ended due to the resignation he tendered with effect from 17 October 2016.
2. This Decision shall enter into force on the date when the Croatian National Bank grants its prior approval.

Conditions for participating in the Extraordinary General Meeting and exercising voting rights

All shareholders of the Bank that hold ordinary registered shares are hereby invited to participate in the Extraordinary General Meeting of the Bank.

The right to participate in the Extraordinary General Meeting of the Bank can be exercised by those shareholders who are registered as the Bank shareholders at the depository of the Central Depository and Clearing Company on the work day immediately preceding the day of holding of the Extraordinary General Meeting.

Each of 19,074,769 shares of the nominal value of HRK 100, into which the share capital of the Bank is divided, excluding 64,673 treasury shares, gives its holder the right to one vote, so that there shall be a total of 19,010,096 of shares with a voting right.

A shareholder can be represented by a proxy at the Extraordinary General Meeting on the basis of a written authorisation which need not be certified by a notary public, but the original of which has to be delivered not later than on the date of holding of the General Meeting. The mentioned authorisation can be sent also via e-mail (pdf format to the e-mail address: General.Secretariat@pbz.hr).

Shareholders, or their proxies, may vote at the Extraordinary General Meeting of the Bank on a particular matter which is the subject of decision-making *also by* returning ahead of the meeting a properly filled-in ballot paper, but only on condition that they be present at the Extraordinary General Meeting during decision-making on that matter.

A ballot paper and a proxy form can be obtained at Privredna banka Zagreb d.d., Zagreb, Radnička cesta 44, B1-8A, and they are also available on the Bank's website (www.pbz.hr), where all other announcements can also be found, in conformity with the provisions of the

Companies Act (hereinafter: the CA). Any further information in this regard may be obtained also at the telephone number: +385 1 63 60 040.

The materials for the Extraordinary General Meeting of the Bank, which should serve as a basis for making decisions that are publicly announced, will be made available to the shareholders starting from the date when the calling of the Extraordinary General Meeting is announced, every work day from 9.00 a.m. to 2.00 p.m., on the Bank premises in Zagreb, Radnička cesta 44, B1-8A, and will also be displayed on the web site of the Bank.

If a quorum stipulated by the Articles of Association of Privredna banka Zagreb d.d. is not constituted at this Extraordinary General Meeting, then the Extraordinary General Meeting will be held on 20 December 2016, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

Shareholders' rights

As regards exercising of a right to:

- make an addition to the agenda (which is the right of those shareholders who, together, hold shares equal to the twentieth part, i.e. 5% of the share capital) – shareholders are advised to consult the provisions of Article 278, par. 2 of the CA

(a request by the shareholders must be received at/by the Bank at least 30 days prior to the holding of the General Meeting, where the day of receipt of the request is not included in the specified time limit, *and the request must be sent to the address: Privredna banka Zagreb d.d. – General Secretariat, Zagreb, Radnička cesta 44, B1-8A*)

- make a counterproposal in relation to proposed decision on a certain agenda item where such proposal was made by the Management Board or the Supervisory Board of the Bank) – shareholders are advised to consult the provisions of Article 282, par. 1, i.e. Article 283 of the CA regarding proposals for the election of members of the Supervisory Board, together with adequate application of the provision of Article 282.

(a counterproposal must be delivered to the Bank at least 14 days prior to the holding of the General Meeting, where the day of its receipt is not included in the specified time limit, *and it must be sent to the address: Privredna banka Zagreb d.d. – General Secretariat, Zagreb, Radnička cesta 44, B1-8A*)

- a shareholder's right to be informed at the General Meeting, at one's own request, by the Management Board of the Bank, on business affairs of the company if that proves to be necessary for deliberating the items on the agenda – shareholders are advised to consult the provisions of Article 287 of the CA

Privredna banka Zagreb d.d.