

Extraordinary General Meeting

19 December 2016

(materials)

PRIVREDNA BANKA ZAGREB d.d.
MANAGEMENT BOARD

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 following

D E C I S I O N
to call 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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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.

Božo Prka, sgd.
President of the Management Board

In Zagreb, 8 November 2016
No.: MB_20_16/8.1.1

**PRIVREDNA BANKA ZAGREB d.d.
EXTRAORDINARY GENERAL MEETING**

Pursuant to Article 55 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank), the shareholders at the Extraordinary General Meeting of the Bank held on 19 December 2016 made 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.

Chairman of the General Meeting

In Zagreb, 19 December 2016

No.: EGM_2_16/1

**PRIVREDNA BANKA ZAGREB d.d.
EXTRAORDINARY GENERAL MEETING**

Pursuant to Article 55 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank), the shareholders at the Extraordinary General Meeting of the Bank held on 19 December 2016 made the following

D E C I S I O N
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.

Chairman of the General Meeting

In Zagreb, 19 December 2016
No.: EGM_2_16/2