

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 at its meeting held on 24 April 2018 made the Decision on calling of the Extraordinary General Meeting of the Bank, in accordance with which it sends the following

I N V I T A T I O N
TO THE EXTRAORDINARY GENERAL MEETING

of Privredna banka Zagreb d.d., Zagreb, Radnička cesta 50, which will be held on **18 June 2018**, beginning at **11.00 a.m.**, at 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 appointment of two members of the Audit Committee of Privredna banka Zagreb d.d.

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Draft decision:

Ad 1)

The Management Board and the Supervisory Board of the Bank hereby propose that the Extraordinary General Meeting of the Bank adopt the following

D E C I S I O N
on the appointment of two members of the Audit Committee
of Privredna banka Zagreb d.d.

1. The following are appointed to the Audit Committee for a term of office of three years:
 - Mr **Mauro Zanni**, as member
 - Mr **Gianluca Tiani**, as memberto serve together with the members elected by the Supervisory Board of the Bank – Mr Giovanni Boccolini, president, and Mr Branko Jeren and Mr Giulio Moreno.
2. This Decision shall enter into force on the date of its adoption.

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 General Meeting of the Bank.

The right to participate in the 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 General Meeting.

Each of 19,074,769 shares of the nominal value of HRK 100, in which the share capital of the Bank is divided, excluding 64,633 treasury shares, gives its holder the right to one vote, so that there shall be a total of 19,010,136 of shares with a voting right.

A shareholder can be represented by a proxy at the 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 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 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 General Meeting of the Bank, which should serve as a basis for making decision that is publicly announced, will be made available to the shareholders starting from the date when the calling of the 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 General Meeting, then the General Meeting will be held on 19 June 2018, 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 agenda item where such proposal was made by the Management Board and the Supervisory Board of the Bank) – shareholders are advised to consult the provisions of Article 282 par. 1
(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 item on the agenda – shareholders are advised to consult the provisions of Article 287 of the CA

Privredna banka Zagreb d.d.