



**PRIVREDNA BANKA ZAGREB**

## **Extraordinary General Meeting 18 June 2018**

**(materials)**

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**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 11\_18 meeting, held on 24 April 2018, the following**

**D E C I S I O N**

**on calling 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.**, on the Bank's premises in Zagreb, Radnička cesta 44 B1 – 8<sup>th</sup> floor.

At the 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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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.

***Dinko Lucić, v.r.***

***President of the Management Board***

In Zagreb, 24 April 2018

No.: MB\_11\_18/19.1

**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) and Article 65 of the Audit Act, the shareholders at the Extraordinary General Meeting of the Bank held on 18 June 2018 made 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 member

to 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.

***Chairman of the General Meeting***

In Zagreb, 18 June 2018

No.: EGM\_2\_18/1

**Explanation of proposed Decision:**

*A new Audit Act, aligned with EU regulations, came into force in Croatia on 1 January 2018. In line with Directive 2014/56/EU of 16 April 2014, the Act includes provisions on the appointment of audit committee members of public-interest entities, which are to be appointed from among members of the supervisory board and/or non-executive members of the board of directors and/or other members appointed by the general meeting of shareholders of the audited entity.*

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*The audit committee must have at least three members and at least one member of the audit committee must have competence in accounting and/or auditing. The majority of members of the audit committee, including the president, must be independent of the audited entity.*

*Further to the foregoing, the Supervisory Board of the Bank adopted the decision on the appointment of three independent members of the Supervisory Board of the Bank to the five-member Audit Committee, namely: Mr Giovanni Boccolini as president of the Audit Committee and Mr Branko Jeren and Mr Giulio Moreno as members.*

*According to the law, the remaining two members are to be appointed by the General Meeting. Keeping in mind their expertise and work on the Audit Committee, the Management Board and the Supervisory Board propose to the Extraordinary General Meeting to appoint as members of the Audit Committee: Mr Mauro Zanni (current president of the Audit Committee) and Mr Gianluca Tiani (current member of the Audit Committee).*

*Upon adoption of the Decision by the General Meeting, the composition of the Audit Committee will be aligned with the provisions of the Audit Act.*