



PRIVREDNA BANKA ZAGREB

Extraordinary General Meeting

19 December 2018

(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 28_18 meeting, held on 7 November 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 **19 December 2018**, beginning at **11.00 a.m.**, on the Bank's premises in Zagreb, Radnička cesta 44 B1 – 8th floor.

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

A G E N D A

1. Decision on the suitability of candidates for members of the Supervisory Board of the Bank
2. Decision on the election of three 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 General Meeting, then the General Meeting will be held on 20 December 2018, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

Dinko Lucić, sgd.
President of the Management Board

In Zagreb, 7 November 2018

No.: MB_28_18/2.1.1

**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 2018 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:
 - Mr **Paolo Sarcinelli**, candidate for a member of the Supervisory Board,
 - Mr **Branko Jeren**, candidate for a member of the Supervisory Board, and
 - Mr **Christophe Velle**, candidate for a member of the Supervisory Board,are suitable to perform the function of a member of the Supervisory Board for another term of office.
2. This Decision shall enter into force on the date of its adoption.

Chairman of the General Meeting

In Zagreb, 19 December 2018

No.: EGM_3_18/1

**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 2018 made the following

D E C I S I O N

on the election of three 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:
 - Mr **Paolo Sarcinelli**, BEcon, Head of the International Subsidiary Banks Credit Department, Intesa Sanpaolo, residing in Milan, Italy, for a new term of office starting from 31 March 2019
 - Mr **Branko Jeren**, DSc, Professor at the University of Zagreb, resident in Zagreb, for a new term of office starting from 22 April 2019
 - Mr **Christophe Velle**, Master in Public Law & Jurisprudence, General Manager in Intesa Sanpaolo Holding S.A., Luxembourg, residing in Bertrange, France, for a new term of office starting from 18 October 2019.
2. This Decision shall enter into force on the date of issuance of the prior approval of the Croatian National Bank for the performance of the function of a member of the supervisory board of a credit institution.

Chairman of the General Meeting

In Zagreb, 19 December 2018

No.: EGM_3_18/2