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**REPUBLIC OF CROATIA
NOTARY PUBLIC
IVA DUJMOVIĆ
10000 ZAGREB, Jurišićeva 21/1**

In Zagreb, 19 December 2018 (in words:
the nineteenth of December, two thousand and eighteen)

I, Notary Public Iva Dujmović of Zagreb, Jurišićeva 21/1, have prepared these minutes of the Extraordinary General Meeting of Privredna banka Zagreb d.d., with registered office in Zagreb (City of Zagreb), Radnička cesta 50, entered in the court register of the Commercial Court in Zagreb under registration number (MBS) 080002817, taxpayer identification number (OIB): 02535697732, which was held on 19 December 2018 (in words: the nineteenth of December, two thousand and eighteen) on the business premises of the company in Zagreb, Radnička cesta 44, B1-8th floor.-----

The Extraordinary General Meeting was opened at 11 (in words: eleven) a.m. via videoconference and chaired by a member of the Supervisory Board, Mr Paolo Sarcinelli, personally known to me, based on a power-of-attorney dated 28/11/2018 (in words: the twenty-eighth of November, two thousand and eighteen) which had been granted by the President of the Supervisory Board, Mr Giovanni Boccolini, designated by the Bank's Articles of Association to chair the Meeting as its Chairman. -----

The Chairman informed the present that the minutes of the Meeting would be kept by a notary public and that simultaneous translation from English into the official language would be performed by a certified court interpreter for English and Italian, Ms Višnja Žunac, personally known to me, of whose reappointment as certified court interpreter for English and Italian I had been satisfied by examining the original copy of the Decision of the County Court in Zagreb, number: 4 Su-130/15, of 23 February 2015 (in words: the twenty-third of February, two thousand and fifteen). -

The Chairman of the Meeting informed the present shareholders that the Extraordinary General Meeting had been convened by the Management Board of Privredna banka Zagreb d.d. based on Article 39 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter:

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the Bank) and Article 277 of the Companies Act and that the notice of the Extraordinary General Meeting as well as the agenda and draft decisions had been published on the website of the court register of the Commercial Court in Zagreb on 15/11/2018 (in words: the fifteenth of November, two thousand and eighteen), and are enclosed herewith. -----

The Chairman of the Meeting read the following: -----

AGENDA

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 -----

Draft Decisions -----

Ad 1) The Management Board of the Bank, based on a positive opinion given by the Nomination Committee, puts forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

Decision 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.-----

Ad 2) The Supervisory Board of the Bank, in line with the Nomination Committee's proposal of candidates for the Supervisory Board of the Bank, puts forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

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

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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 (in words: the thirty-first) March 2019 (in words: two thousand and nineteen) -----
 - Mr Branko Jeren, DSc, Professor at the University of Zagreb, resident in Zagreb, for a new term of office starting from 22 (in words: the twenty-second) April 2019 (in words: two thousand and nineteen) -----
 - 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 (in words: eighteenth) October 2019 (in words: two thousand and nineteen). -----
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.-----
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The Chairman of the Extraordinary General Meeting informed the present that the Agenda had been published, together with the draft decisions, on the website of the court register in line with the Bank's Articles of Association and the websites of the Croatian Financial Services Supervisory Agency, the Zagreb Stock Exchange, and the Croatian News Agency (HINA). The notice of the Extraordinary General Meeting included a notification for the shareholders that if a quorum stipulated by the Articles of Association of Privredna banka Zagreb d.d. was not constituted at the convened Extraordinary General Meeting, then the Extraordinary General Meeting would be held on 20 (in words: the twentieth) June 2018 (in words: two thousand and eighteen) at the same location and at the same time, and the Agenda of the meeting would remain the same. -----

The Commission for enlisting the attendees of the Extraordinary General Meeting provided those present at the Extraordinary General Meeting with a list of attendees of the Extraordinary General Meeting and the votes taken by the shareholders in respect to the agenda decisions, based on the filled in ballot papers delivered by the shareholders before the Meeting. -----

The Chairman of the Extraordinary General Meeting established that the Company has a total of 19,074,769 (in words: nineteen million, seventy-four thousand and seven

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hundred and sixty-nine) votes, i.e. 19,010,136 (in words: nineteen million, ten thousand and one hundred and thirty-six) votes without treasury shares. -----

He furthermore established that out of the total number of shareholders with voting rights, present were shareholders having a total of 18,819,863 (in words: eighteen million, eight hundred and nineteen thousand and eight hundred and sixty-three) votes, namely 99.00% (in words: ninety-nine percent) of the total number of voting rights, and that the Extraordinary General Meeting was to adopt decisions by a majority vote (simple majority). -----

The Chairman of the Meeting established that the Extraordinary General Meeting could bring valid decisions. -----

Before establishing the number of votes cast on the agenda items, the Chairman of the Meeting asked the present shareholders, or their proxies, if they wanted to change their votes cast by means of ballot papers. -----

As none of the present shareholders decided to change the vote cast via ballot paper, the Chairman of the Meeting established that all of the shareholders decided to stand by their votes. -----

Ad 1) -----

After the votes were counted, the Chairman of the Meeting informed the present that there were 18,819,863 (in words: eighteen million, eight hundred and nineteen thousand and eight hundred and sixty-three) valid votes in favour, no votes against, and no abstentions, so that the proposed Decision on the suitability of the candidates for members of the Supervisory Board of the Bank was adopted by 100% (in words: one hundred percent) of the votes attached to the share capital represented at the meeting, which votes make up 99.00% (in words: ninety-nine percent) of the total share capital of the company. -----

The Chairman of the Meeting established that the Extraordinary General Meeting unanimously adopted the Decision on the suitability of the candidates for members of the Supervisory Board of the Bank, as published, by which the candidates for the Supervisory Board Mr Branko Jeren, Mr Christophe Velle, and Mr Paolo Sarcinelli were found to be suitable for the performance of the function of members of the Supervisor Board. -----

Ad 2) -----

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After the votes were counted, the Chairman of the Meeting informed the present that there were 18,819,863 (in words: eighteen million, eight hundred and nineteen thousand and eight hundred and sixty-three) valid votes in favour, no votes against, and no abstentions, so that the proposed Decision on the election of three members of the Supervisory Board of the Bank was adopted by 100% (in words: one hundred percent) of the votes attached to the share capital represented at the meeting, which votes make up 99.00% (in words: ninety-nine percent) of the total share capital of the company. -----

The Chairman of the Meeting established that the Extraordinary General Meeting unanimously adopted the Decision on the election of three members of the Supervisory Board of the Bank, as published, re-electing to the Supervisory Board of the Bank for a three-year term of office Mr Paolo Sarcinelli, effective 31 (in words: the thirty-first) March 2019 (in words: two thousand and nineteen), Mr Branko Jeren effective 22 (in words: the twenty-second) April 2019 (in words: two thousand and nineteen), and Mr Christophe Velle effective 18 (in words: eighteenth) October 2019 (in words: two thousand and nineteen) subject to 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. -----

After considering the agenda items, the Chairman of the Meeting thanked the present shareholders for their participation in the work of the Meeting, and closed the Meeting at 11:10 a.m. (in words: eleven ten). Internal minutes were signed by the General Secretary, Ms Zrinka Gligora. -----

I confirm that the minutes were read prior to their signing in accordance with Article 69, par. 1, item 5 of the Notaries Public Act. -----

Two copies of the deed have been issued for the Company. -----

Notary Public
Iva Dujmović, sgd.

Enclosed with the Minutes is the following: -----

- Notice of the Extraordinary General Meeting published on the website of the court register of the Commercial Court in Zagreb, dated 15/11/2018-----

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- Power of attorney of the President of the Supervisory Board, Mr Giovanni Boccolini, dated 28/11/2018-----
- Decision of the County Court in Zagreb-----
- List of participants at the Extraordinary General Meeting of Privredna banka Zagreb d.d., Zagreb-----
- Results of the voting at the Extraordinary General Meeting of Privredna banka Zagreb d.d., Zagreb-----
- Decision on the suitability of candidates for members of the Supervisory Board of the Bank-----
- Decision on the election of three members of the Supervisory Board of the Bank-----

Stamp duty amounting to HRK 100.00 (in words: one hundred kuna) has been charged for the preparation of these minutes pursuant to Tariff No.3, paragraph 4 and Tariff No. 11 of the NPA (Notaries Public Act).-----

A notarial fee amounting to HRK 1,000.00 (in words: one thousand kuna) has been charged pursuant to Article 25 of the Rulebook on Temporary Notaries Public Tariffs, and a fee amounting to HRK 160.00 (in words: one hundred sixty kuna) has been charged pursuant to Article 38, all subject to the 25% VAT (in words: twenty-five percent).-----

It is hereby certified that this copy equals the original filed away in the office of the notary public and that it fully replaces the original copy in legal transactions. -
It is hereby certified that the parties have signed each decision enclosed with the original.-----

Notary public
Iva Dujmović