

CROATIA osiguranje d.d.  
Zagreb, Miramarska 22  
HEAD OFFICE  
Management Board Office  
No.: SMKK/6875/2014



**STOCK:** CROS-R-A/ HRCROSRA0002

CROS-P-A/ HRCROSPA0004

**QUOTATION:** Official market of Zagrebačka burza d.d.

**CROATIAN FINANCIAL SERVICES  
SUPERVISORY AGENCY  
Miramarska 24 b  
10 000 Zagreb**

**ZAGREBAČKA BURZA d.d.  
Ivana Lučića 2a  
10 000 Zagreb**

**HINA – OTS**

Zagreb, 4th June 2014

**Announcement of 40th General Assembly of CROATIA osiguranje d.d.**

Dear Sirs,

Please find enclosed the Announcement of 40th General Assembly of CROATIA osiguranje d.d. to be held on 17th July 2014 at 12:00 hours at the Company's seat in Zagreb, Miramarska 22.

Yours respectfully,

Marketing and Corporate communications  
CROATIA osiguranje d.d.  
Responsible persons:

Head of Marketing and  
Corporate Communications

Hrvoje Odak

Head of Treasury

Ivana Đerek

1/1



**CROATIA OSIGURANJE**

*utemeljeno 1884.*

Pursuant to the provision of Article 277, paragraph 2 of the Companies Act (Official Gazette No. 111/93, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12 and 68/13) and Article 33 of the Articles of Association of CROATIA osiguranje d.d., the Management Board of CROATIA osiguranje d.d passed, at its 5<sup>th</sup> meeting held on 21 May 2014, the Decision on convocation of the 40<sup>th</sup> General Assembly, no. UP/SPP/21/2014 and hereby invites the shareholders to the

**40<sup>th</sup> General Assembly of CROATIA osiguranje d.d.  
to be held on 17 July 2014 at 12:00 hours  
at the Company's seat in Zagreb, Miramarska 22**

**I. The following agenda is determined for the 40<sup>th</sup> General Assembly:**

- 1. Review of the Annual Report on the Status of CROATIA osiguranje d.d. and Consolidated Annual Report of CROATIA osiguranje d.d.**
- 2. Review of the Supervisory Board's Report on Performed Supervision of Business Management of the Company for the year 2013**
- 3. Review of the annual financial statements of CROATIA osiguranje d.d. for 2013 and consolidated annual financial statements of CROATIA osiguranje d.d. for 2013, jointly approved by the Management Board and the Supervisory Board of CROATIA osiguranje d.d. and related thereto**
  - a. Decision on profit utilization for the year 2013**
  - b. Decision on granting discharge to the members of the Management Board of CROATIA osiguranje d.d.**
  - c. Decision on granting discharge to the members the Supervisory Board of CROATIA osiguranje d.d.**
- 4. Decision on appointment of the Company's Auditor for the year 2014**

## II. PROPOSALS OF DECISIONS OF THE GENERAL ASSEMBLY

**Ad.3 The Management Board and the Supervisory Board of the Company have approved the annual financial statements and reports for the year 2013 and propose to the General Assembly to pass the following decisions:**

### **Ad.3.a Decision on profit utilization for the year 2013**

Pursuant to the provision of Article 275, paragraph 1, item 2 of the Companies Act (Official Gazette No. 111/93, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12 and 68/13) and Article 32 of the Articles of Association of CROATIA osiguranje d.d., the 40<sup>th</sup> General Assembly of CROATIA osiguranje d.d., held on 17 July 2014, passed the following

#### **DECISION on profit utilization for the year 2013**

##### **I**

Pursuant to the financial statements for the year 2013, CROATIA osiguranje d.d. has realized profit after taxes in the amount of HRK 17,268,395.22.

##### **II**

The realized profit after taxes of CROATIA osiguranje d.d. shall be used as follows:

1. Statutory reserves	HRK 4,317,098.81
2. Dividend on preference shares	HRK 980,000.00
3. Retained profit	HRK 11,971,296.41

##### **III**

Dividend on preference shares amounts to HRK 112.00 per share. The dividend payment falls due on the 30<sup>th</sup> day from the day this Decision is passed.

##### **IV**

This Decision enters into force on the day it is passed.

### **Ad.3.b Decision on granting discharge to the members of the Management Board of CROATIA osiguranje d.d.**

Pursuant to the provision of Article 275, paragraph 1, item 3 and Article 276 of the Companies Act (Official Gazette No. 111/93, 118/03, 107/07, 146/08, 137/09, 152/11,

111/12 and 68/13) and Article 32 of the Articles of Association of CROATIA osiguranje d.d., the 40<sup>th</sup> General Assembly of CROATIA osiguranje d.d., held on 17 July 2014, passed the following

**D E C I S I O N**  
**on granting discharge to the members of**  
**the Management Board of CROATIA osiguranje d.d.**

The 40<sup>th</sup> General Assembly gives approval of work to the Management Board and grants discharge to the Management Board of CROATIA osiguranje d.d.

**Ad.3.c Decision on granting discharge to the members of the Supervisory Board of CROATIA osiguranje d.d.**

Pursuant to the provision of Article 275, paragraph 1, item 3 and Article 276 of the Companies Act (Official Gazette No. 111/93, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12 and 68/13) and Article 32 of the Articles of Association of CROATIA osiguranje d.d., the 40<sup>th</sup> General Assembly of CROATIA osiguranje d.d., held on 17 July 2014, passed the following

**D E C I S I O N**  
**on granting discharge to the members of the Supervisory Board of CROATIA**  
**osiguranje d.d.**

The 40<sup>th</sup> General Assembly gives approval of work to the Supervisory Board and grants discharge to the members of the Supervisory Board of CROATIA osiguranje d.d.

**Ad.4 Decision on appointment of the Company's Auditor**  
**Proposal of the Decision was determined by the Supervisory Board of**  
**CROATIA osiguranje d.d.**

Pursuant to the provision of Article 275, paragraph 1, item 4 of the Companies Act (Official Gazette No. 111/93, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12 and 68/13) and Article 32 of the Articles of Association of CROATIA osiguranje d.d., the 40<sup>th</sup> General Assembly of CROATIA osiguranje d.d., held on 17 July 2014, passed the following

**D E C I S I O N**  
**on appointment of the Auditor of CROATIA osiguranje d.d. for the year 2014**

PricewaterhouseCoopers d.o.o. za reviziju i konzalting (*Ltd. for auditing and consulting*), Zagreb, Ulica kneza Ljudevita Posavskog 31, is appointed Auditor of CROATIA osiguranje d.d. for the year 2014.

CROATIA osiguranje d.d., 40<sup>th</sup> General Assembly, Zagreb, 17 July 2014

### III NOTICE TO SHAREHOLDERS AND INSTRUCTIONS FOR PARTICIPATION AND EXERCISING VOTING RIGHTS

#### APPLICATION

Shareholders who want to participate in the General Assembly are obliged to apply for participation in writing. The application is submitted directly at the Company's seat or sent by registered mail to the following address: CROATIA osiguranje d.d., Generalna direkcija, Sektor za pravne poslove, Miramarska 22, 10000 Zagreb (with the wording: Application for General Assembly), six days prior to the General Assembly being held. The said deadline of 6 days does not include the day the application is received, or the day of the General Assembly session, i.e. the right to participate and vote is granted to those shareholders whose application is received at the above stated address on 10 July 2014 at the latest, and who are registered as shareholders of CROATIA osiguranje d.d. with the Central Depository and Clearing Company (CDCC) on that same day.

If the shareholder is a legal person, the application form shall be certified by its usual stamp and signed by an authorized person, with the excerpt from the court register enclosed. If the shareholder is a natural person, the application form shall be signed by him/her personally. The application form is available at the Company's website [www.crosig.hr](http://www.crosig.hr).

#### POWER OF ATTORNEY

A shareholder fills out the ballot paper/power of attorney by writing down the correct name/company name of a legal person, its seat, personal identification number ("OIB") and the account number with CDCC, or the correct name and family name of a natural person, their address, personal identification number ("OIB") and the account number with CDCC. When the shareholder is represented by a proxy, the power of attorney form should contain the following data written in capital letters on the line provided for that purpose: name and family name of the proxy, as well as his/her residence/address. If the shareholder is a legal person, the power of attorney shall be certified by its usual stamp and signed by an authorized person, with the excerpt from the court register enclosed, too. If the shareholder is a natural person, the power of attorney shall be signed either in the presence of an authorized employee of the Legal Department at the Head Office of CROATIA osiguranje d.d. prior to the General Assembly, or the signature has to be certified by a Notary Public. The filled out ballot paper/power of attorney should be sent together with the application for participation in the General Assembly. The ballot paper/power of attorney form, with detailed explanations on how it should be filled out, is available at the Company's website [www.crosig.hr](http://www.crosig.hr). The proof of appointment of a proxy (a scan of the signed power of attorney) may also be sent by e-mail to: [gs@crosig.hr](mailto:gs@crosig.hr),

whereas the original should be submitted to the authorized employees of the Company on the day of the General Assembly.

## **MATERIALS FOR GENERAL ASSEMBLY**

This invitation accompanied by the application form, ballot paper, power of attorney form and all the materials for the 40<sup>th</sup> General Assembly are made available to the shareholders at the Company's website [www.crosig.hr](http://www.crosig.hr) from the day on which the invitation is published in the Official Gazette. All the materials for the 40<sup>th</sup> General Assembly of CROATIA osiguranje d.d. are also available at the seat of the Company, in the Legal Department at the Head Office.

## **PROPOSING NEW AGENDA ITEMS**

The shareholders who together hold a twentieth part of the share capital of the Company have the right to request that an additional item be included in the agenda of the General Assembly, and while doing so, the new agenda item should be accompanied by an explanation and respective decision proposal. Such request has to be received by the Company at least 30 days prior to the day the General Assembly takes place. This deadline does not include the day the request is received by the Company.

## **SHAREHOLDERS' COUNTERPROPOSALS**

Shareholders' counterproposals to the proposals of the Company's Management Board, relating to a particular agenda item, submitted with names and surnames of the shareholders and an accompanying explanation, as well as the shareholders' proposals regarding the election of the Supervisory Board members or appointment of the Company auditor, submitted without an explanation, have to be received at the Company at least 14 days prior to the day the General Assembly takes place. The date such counterproposals are received by the Company is not included in this 14 day deadline. In case a shareholder does not exercise this right, he/she shall still be entitled to make counterproposals at the General Assembly.

## **RIGHT TO INFORMATION**

At the General Assembly, the Management Board is obliged to provide information about the Company operations to any shareholder at his/her request, in case this information is necessary to judge the issues included in the agenda. However, such information may be withheld due to the reasons defined in the Companies Act.

## GENERAL INFORMATION TO THE SHAREHOLDERS

CROATIA osiguranje d.d. informs the shareholders that at the moment of convocation of the 40<sup>th</sup> General Assembly the share capital of CROATIA osiguranje d.d. is divided in 316,348 shares, of which 307,598 ordinary shares and 8,750 preference shares, each share entitling to one vote.

Pursuant to Article 277, paragraph 4, item 4 of the Companies Act, CROATIA osiguranje d.d. informs the shareholders that all information pursuant to Article 280a of the Companies Act is available at the Company's website [www.crosig.hr](http://www.crosig.hr).

The participants are invited to come to the General Assembly one hour prior to its scheduled beginning, for the purpose of enabling for the list of participants in the General Assembly to be made in a timely manner.

Pursuant to the Articles of Association of CROATIA osiguranje d.d., the General Assembly cannot pass valid decisions unless attended by the shareholders representing a half of the share capital of the Company. If case the quorum is not met, pursuant to the provision of Article 36, paragraph 2 of the Articles of Association of CROATIA osiguranje d.d., the next General Assembly shall be held on 17 July 2014, at 15:00 hours, with the same agenda and at the same venue, and this General Assembly shall be able to pass valid decisions notwithstanding the amount of the share capital represented. Given powers of attorney will be valid for this General Assembly as well.

**CROATIA osiguranje d.d.**