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LISTING: Official market of the Zagreb Stock Exchange (Zagrebačka burza d.d.)

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**CROATIAN FINANCIAL SERVICES
SUPERVISORY AGENCY
Franje Račkoga 6
10 000 Zagreb**

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

**HINA – OTS
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In Zagreb, 26 April 2019

**Submission of Announcement of Convocation of the 46th General Assembly of
CROATIA osiguranje d.d.**

Herewith we enclose the Announcement of Convocation of the 46th General Assembly of CROATIA osiguranje d.d., which is to be held on 7th June 2019 at 11:00 hours, at the Company's Head Office in Zagreb, Vatroslava Jagića 33.

Sincerely,

CROATIA osiguranje d.d.

Pursuant to the provision of Article 277 of the Companies Act and Article 33 of the Articles of Association of CROATIA INSURANCE COMPANY Plc. as of 09 June 2016, the Management Board of CROATIA INSURANCE COMPANY Plc. and the Supervisory Board of CROATIA INSURANCE COMPANY Plc., issued the Decision on Convocation of the 46th General Assembly, and hereby invite the shareholders to the

46th General Assembly of CROATIA INSURANCE COMPANY Plc.
to be held on 7 June 2019, at 11:00 hours
at the Company's head office in Zagreb, Vatroslava Jagića 33

I. The following agenda is determined for the 46th General Assembly:

- 1 Review of the Management report for 2018 and Statements on implementing corporate governance code
- 2 Review of the Supervisory Board's Report on Performed Supervision of Business Management of the Company for 2018
- 3 Review of the Annual Consolidated and Non-consolidated Financial statements for 2018, jointly approved by the Management Board and the Supervisory Board of CROATIA INSURANCE COMPANY Plc., and related thereto the following:
 - a Issuing of Decision on the Utilization of Profit of CROATIA INSURANCE COMPANY Plc. realised in 2018
 - b Issuing of Decision on Granting Discharge to Members of the Management Board of CROATIA INSURANCE COMPANY Plc.
 - c Issuing of Decision on Granting Discharge to Members of the Management Board of CROATIA INSURANCE COMPANY Plc.
- 4 Issuing of Decision on amendments to the scope of business
- 5 Issuing of Decision on amendments to the Articles of Association of CROATIA INSURANCE COMPANY Plc.
- 6 Issuing of Decision on Appointment of Auditors of CROATIA INSURANCE COMPANY Plc. for 2019
- 7 Issuing of Decision on election of Supervisory Board members of CROATIA INSURANCE COMPANY Plc.

II. PROPOSALS OF DECISIONS OF THE GENERAL ASSEMBLY

Ad 3 a Issuing of Decision on the Utilization of Profit of CROATIA INSURANCE COMPANY Plc. realised in 2018

Pursuant to the provision of Article 275, paragraph 1, item 2 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15) and Article 32 of the Articles of Association of CROATIA INSURANCE COMPANY Plc. as of 09 June 2016, the 46th General Assembly of CROATIA INSURANCE COMPANY Plc., held on 7 June 2019, issued the following

DECISION

on the Utilisation of Profit of CROATIA INSURANCE COMPANY Plc. realised in 2018

Article 1

It is determined that the company CROATIA INSURANCE COMPANY Plc. realised the profit (after taxation) in the amount of HRK 270.417.756,68 for the year ending on 31 December 2018.

Article 2

The realized profit after taxation shall be used as follows:

- | | | |
|----|--------------------------------------|---------------------------|
| 1. | <i>Dividend on preference shares</i> | <i>HRK 980.000,00</i> |
| 2. | <i>Retained profit</i> | <i>HRK 269.437.756,68</i> |

Article 3

Dividend on preference shares amounts to HRK 112.00 per share. The right to dividend payout (claims) belongs to all shareholders of the shares marked as CROS-P-A inscribed on their accounts of dematerialized securities that are registered in computational system of Central Depository and Clearing Company (CDCC) as of 13 June 2019, (record date). The day that sets start of stock trading without the right to dividend payments is 12 June 2019, (ex-date). The dividends payment day will be on 6 July 2019 (payment date).

Article 4

This Decision enters into force on the day of its issuance.

Ad 3 b Issuing of Decision on Granting Discharge to Members of the Management Board of CROATIA INSURANCE COMPANY Plc.

Pursuant to the provision of Article 275, paragraph 1, item 3 and article 276 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15) and Article 32 of the Articles of Association of CROATIA INSURANCE COMPANY Plc. as of 09 June 2016, the 46th General Assembly of CROATIA INSURANCE COMPANY Plc., held on 7 June 2019, issued the following

DECISION

on Granting Discharge to Members of the Management Board of CROATIA INSURANCE COMPANY Plc.

It is determined that the Management Board of CROATIA INSURANCE COMPANY Plc. had the following members in 2018:

- 1. Damir Vandelić, Chairman of the Management Board of CROATIA INSURANCE COMPANY Plc. in the period between 1 January 2018 and 31 December 2018*
- 2. Nikola Mišetić, Member of the Management Board of CROATIA INSURANCE COMPANY Plc. in the period between 1 January 2018 and 31 December 2018*

3. *Marijan Kralj, Member of the Management Board of CROATIA INSURANCE COMPANY Plc. in the period between 1 January 2018 and 31 December 2018*
4. *Robert Vučković, Member of the Management Board of CROATIA INSURANCE COMPANY Plc. in the period between 1 January 2018 and 31 December 2018*
5. *Miroslav Klepač, Member of the Management Board of CROATIA INSURANCE COMPANY Plc. in the period between 1 January 2018 and 31 December 2018*

The 46th General Assembly approves the work of the Management Board in 2018 and grants discharge to the members of the Management Board of CROATIA INSURANCE COMPANY Plc.

Ad 3 c Issuing of Decision on Granting Discharge to Members of the Supervisory Board of CROATIA INSURANCE COMPANY Plc.

Pursuant to the provision of Article 275, paragraph 1, item 3 and article 276 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15) and Article 32 of the Articles of Association of CROATIA INSURANCE COMPANY Plc. as of 09 June 2016, the 46th General Assembly of CROATIA INSURANCE COMPANY Plc., held on 7 June 2019, issued the following

DECISION

on Granting Discharge to Members of the Supervisory Board of CROATIA INSURANCE COMPANY Plc.

It is determined that the Supervisory Board of CROATIA INSURANCE COMPANY Plc. had the following members in 2018:

1. *Roberto Škopac, Chairman of the Supervisory Board, in the period between 1 January 2018 and 31 December 2018*
2. *Željko Lovrinčević, Vice Chairman of the Supervisory Board, in the period between 1 January 2018 and 31 December 2018*
3. *Vitomir Palínek, Member of the Supervisory Board, in the period between 1 January 2018 and 31 December 2018*
4. *Hrvoje Patajac, Member of the Supervisory Board, in the period between 1 January 2018 and 31 December 2018*
5. *Petar Miladin, Member of the Supervisory Board, in the period between 1 January 2018 and 31 December 2018*
6. *Míma Kurilić Janušić, Member of the Supervisory Board, in the period between 1 January 2018 and 4 October 2018*
7. *Vlasta Pavličević, Member of the Supervisory Board, in the period between 4 October 2018 and 31 December 2018*

The 46th General Assembly approves the work of the Supervisory Board in 2018 and grants discharge to the members of the Supervisory Board of CROATIA INSURANCE COMPANY Plc.

Ad 4 Issuing of Decision on amendments to the scope of business

Pursuant to the provision of Article 275, paragraph 1, item 5 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15) and Article 32 of the Articles of Association of CROATIA INSURANCE COMPANY Plc. as of 09 June 2016, the 46th General Assembly of CROATIA INSURANCE COMPANY Plc., held on 7 June 2019, issued the following

DECISION on amendments to the scope of business

Article 1

The scope of business of CROATIA INSURANCE COMPANY Plc. is amended with credit intermediation business, respectively credit intermediation activities in accordance with the regulations regulating the operations of credit intermediaries.

Article 2

This Decision enters into force and applies upon receiving an approval from Ministry of Finance of Republic of Croatia and/or Croatian National Bank and upon entry into the court register.

The Management Board of the Company will submit an application for issuing of approval to perform credit intermediation activities referred to in Article 1 of this Decision pursuant to provisions of the Consumer Credit Act and the Act on Consumer Housing Loans.

Ad 5 Issuing of Decision on amendments to the Articles of Association of CROATIA INSURANCE COMPANY Plc.

Pursuant to the provision of Article 275, paragraph 1, item 5 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15) and Article 32 of the Articles of Association of CROATIA INSURANCE COMPANY Plc. as of 09 June 2016, the 46th General Assembly of CROATIA INSURANCE COMPANY Plc., held on 7 June 2019, issued the following

DECISION on amendments to the Articles of Association of CROATIA INSURANCE COMPANY Plc.

Article 1

In Article 6 paragraph 3 of the Articles of Association of CROATIA INSURANCE COMPANY Plc. as of 09 June 2016, the fifth indent is added to read:

„ - credit intermediation activities in accordance with the regulations regulating the operations of credit intermediaries.“

Article 2

Other provisions of the Articles of Association of CROATIA INSURANCE COMPANY Plc. as of 09 June 2016 that have not been amended by this Decision remain unchanged.

Article 3

This decision on amendments to the Articles of Association of CROATIA INSURANCE COMPANY Plc. enters into force and applies upon receiving an approval from Ministry of Finance of Republic of Croatia and/or Croatian National Bank and upon entry into the court register.

The Management Board of the Company will submit an application for issuing of approval to perform credit intermediation activities referred to in Article 1 of this Decision pursuant to provisions of the Consumer Credit Act and the Act on Consumer Housing Loans.

Article 4

The Supervisory Board is authorized to draft the full text of the Company's Articles of Association which includes amendments to the Company's Articles of Association adopted at this General Assembly, as well as the full text of the Articles of Association of 09 June 2016.

The Supervisory Board will have the full text of the Articles of Association referred to in the previous paragraph of this Article certified by a Notary Public.

Ad. 6 Issuing of Decision on Appointment of Auditors of CROATIA INSURANCE COMPANY Plc. for 2019

Pursuant to the provision of Article 275, paragraph 1, item 4 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15), Article 43, paragraph 2 of the Audit Act (Official Gazette No. 127/17) and Article 32 of the Articles of Association of CROATIA INSURANCE COMPANY Plc., the 46th General Assembly of CROATIA INSURANCE COMPANY Plc., at the proposal of the Supervisory Board, held on 7 June 2019, issued the following

DECISION

on Appointment of Auditors of CROATIA INSURANCE COMPANY Plc. for 2019

PricewaterhouseCoopers d.o.o., PIN 81744835353, Zagreb, Heinzelova 70, and Grant Thornton revizija d.o.o., PIN 19791532335, Zagreb, Ulica Grada Vukovara 284, are appointed as Auditors of CROATIA INSURANCE COMPANY Plc. for the year 2019.

**Ad 7 Issuing of Decision on election of Supervisory Board members of CROATIA
INSURANCE COMPANY Plc.**

Pursuant to the provision of Article 275 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15), and Article 32 of the Articles of Association of CROATIA INSURANCE COMPANY Plc., the 46th General Assembly of CROATIA INSURANCE COMPANY Plc., at the proposal of the Supervisory Board, held on 7 June 2019, issued the following

DECISION

on election of Supervisory Board members of CROATIA INSURANCE COMPANY Plc.

Article 1

It is determined that the Supervisory Board member Mr. Petar Miladin resigned to membership of Supervisory Board of CROATIA INSURANCE COMPANY Plc., which enters in force on 18 June 2019.

It is determined that the mandate of the Supervisory Board member Mr. Vitomir Palinec in Supervisory Board of CROATIA INSURANCE COMPANY Plc. expires on 18 June 2019.

Article 2

The following members are being elected to the Supervisory Board of CROATIA INSURANCE COMPANY Plc.:

- 1. Damir Vandelić, Rovinj, A. Amorosa 4, PIN: 21199830833, for the period of 4 years, starting from 19 June 2019;*
- 2. Vitomir Palinec, Zagreb, Kraljevec II. 31, PIN: 94231601950, for the period of 4 years, starting from 19 June 2019.*

Article 3

This Decision enters into force on the day of its issuance.

**III. NOTICE TO SHAREHOLDERS AND INSTRUCTIONS FOR PARTICIPATION AND
EXERCISING VOTING RIGHTS**

APPLICATION

Shareholders who wish to participate in the General Assembly are obliged to apply for participation in writing. The application is to be submitted directly at the Company's head office or sent by registered mail to the following address: CROATIA INSURANCE COMPANY Plc., Legal Department, Vatroslava Jagića 33, 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 when the application is received by the Company, or the day of the General Assembly session, i.e. the right to participate and vote

in the General Assembly shall be granted to those shareholders whose application is received at the above stated address on 31 May 2019 at the latest, and who are registered as shareholders of CROATIA INSURANCE COMPANY Plc. with the Central Depository and Clearing Company (GDCC) 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 to all shareholders at the Company's website www.crosig.hr.

POWER OF ATTORNEY

A shareholder fills out the power of attorney by writing down the correct name/company name of a legal person, its seat, personal identification number (PIN) and the account number with CDCC, or the correct name and family name of a natural person, their address, personal identification number (PIN) and the account number with CDCC. When the shareholder appoints 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, personal identification number (PIN) 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.

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 INSURANCE COMPANY Plc. prior to the General Assembly meeting, or the signature has to be certified by a Notary Public.

Please send the filled out power of attorney for shareholder's representation at the General Assembly enclosed with the application for participation in the General Assembly. The power of attorney form, with detailed explanations on how it should be filled out, is available to all shareholders at the Company's website www.crosig.hr.

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, whereas the original is to be submitted to the authorized employees of the Company on the day of the General Assembly meeting.

MATERIALS FOR GENERAL ASSEMBLY

This invitation, together with the application form, power of attorney form and all the materials for the 46th General Assembly shall be available to the shareholders at the Company's website www.crosig.hr from the day of publication of this invitation on the website of the Court Register and in the Official Gazette. All the materials for the 46th General Assembly of CROATIA INSURANCE COMPANY Plc. shall also be available at the Company's registered head office, in the Legal Department.

PROPOSING NEW AGENDA ITEMS

Shareholders who jointly hold a twentieth 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, whereupon 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 General Assembly meeting. This deadline does not include the day the request is received by the Company.

SHAREHOLDERS' COUNTERPROPOSALS

Shareholders' counterproposals to the proposals of the Management Board and the Supervisory Board of the Company, 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 appointment of Supervisory Board members or appointment of the Company's auditor, submitted without an explanation, have to be received at the Company at least 14 days prior to the day of General Assembly meeting. The date on which such counterproposals are received by the Company shall not be included in this 14-day deadline. If a shareholder does not exercise this right, he/she shall still be entitled to make counterproposals at the General Assembly meeting.

RIGHT TO INFORMATION

At the General Assembly meeting, the Management Board is obliged to provide information about the Company's 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 FOR SHAREHOLDERS

CROATIA INSURANCE COMPANY Plc. informs the shareholders that, at the moment of issuing the Decision on Convocation of the 46th General Assembly, the share capital of CROATIA INSURANCE COMPANY Plc. is divided in 429,697 shares in nominal value of HRK 1,400.00, of which 307,598 are ordinary registered shares of the 1st issue, marked CROS-R-A; 113,349 are ordinary registered shares of the 2nd issue, marked CROS-R-A; and 8,750 are preference registered shares of the 1st issue, marked CROS-P-A, with each share entitling to one vote.

Pursuant to Article 277, paragraph 4, item 4 of the Companies Act, CROATIA INSURANCE COMPANY Plc. informs the shareholders that all information pursuant to Article 280a of the Companies Act is available at the Company's website www.crosig.hr.

The participants are invited to arrive at the General Assembly meeting 30 minutes prior to its scheduled beginning, so that the list of participants can be made in a timely manner.

Pursuant to the Articles of Association of CROATIA INSURANCE COMPANY Plc., the General Assembly cannot adopt valid decisions unless attended by shareholders whose shares represent a half of the total share capital of the Company.

In case the quorum is not met, pursuant to the provision of Article 36, paragraph 2 of the Articles of Association of CROATIA INSURANCE COMPANY Plc., the next General Assembly meeting shall be held on 10 June 2019, at 11:00 hours, with the same agenda and at the same venue, and this General Assembly shall be able to adopt valid decisions notwithstanding the amount of the share capital represented. Granted powers of attorney will be valid for this General Assembly as well.

In Zagreb, 17 April 2019

CROATIA INSURANCE COMPANY Plc.

Member of the Management Board

Miroslav Klepač



Chairman of the Management Board

Damir Vandelić