

HRVATSKA POŠTANSKA BANKA, Plc

Management Board Office

Jurišićeva 4, HR-10000 Zagreb

Phone: +385 1 4804 400

Fax: +385 1 4810 773

HPB-R-A

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Zagreb Stock Exchange – Official Market

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Docket number: E01-54/17-LAT

Zagreb Stock Exchange

Croatian Financial Services Supervisory Agency (HANFA)

OTS HINA

**Subject: HRVATSKA POŠTANSKA BANKA, Plc
- Notice on Shareholders' Counterproposals**

Greetings,

On 12 May 2017 Hrvatska Poštanska Banka Plc, Zagreb, Jurišićeva 4 (hereafter: the Bank) received from the following shareholders:

- PROSPERUS FGS, PIN: 61196386099, represented by an asset management company Prosperus-Invest d.o.o., Zagreba, Metalčeva 5, PIN: 58670915471, and
- Erste Plavi mandatory pension fund B category, PIN: 37688683890, represented by Erste d.o.o. – a company for managing mandatory and voluntary pension funds, Zagreb, Ivana Lučića 2A, PIN: 49659289650

countreproposals to the point 8 of the Bank's General Meeting agenda convened for 29 May 2017. The invitation to shareholders was published on 19 April 2017 on the Bank's website www.hpb.hr, ZSE website, Court Registry of the Commercial Court in Zagreb, Official Registry of Subscribed Information (Croatian Financial Services Supervisory Agency), Official Gazette and through HINA.

Shareholders' counteroffers are attached in full.

The shareholders' counteroffers are publicly available at the Bank's website www.hpb.hr, ZSE website, the Official Registry of Subscribed Information (Croatian Financial Services Supervisory Agency) and were published by HINA.

Hrvatska Poštanska Banka, Plc

COUNTERPROPOSAL
TO PROPOSAL OF RESOLUTION ON APPOINTING MEMBERS
OF SUPERVISORY BOARD

Shareholder PROSPERUS FGS, PIN: 61196386099, represented by an asset management company Prosperus-Invest Ltd from Zagreb, Metalčeva 5, PIN: 58670915471 and shareholder Erste Plavi Mandatory Pension Fund – B Category, PIN: 37688683890, represented by Erste Ltd, a company for managing mandatory and voluntary pension funds, Ivana Lučića 2/A, Zagreb, PIN: 49659289650 in accordance with the article 282, paragraph 1 of the Commercial Companies Act

make a counterproposal to proposed point 8 of the agenda Resolution on the Suitability of Candidates for the Members of the Supervisory Board and on the Election of the Members of the Supervisory Board of Hrvatska Poštanska Banka for the General Meeting convened for 29 May 2017 at 11:00.

Counterproposal includes the following:

Point 8

RESOLUTION
on the Suitability of Candidates for the Members of the Supervisory Board
and on the Election of the Members of the Supervisory Board of Hrvatska Poštanska Banka Plc

I

It is confirmed to the members of the Supervisory Board of the Bank: Marijana Miličević, Željko Lovrinčević and Marijana Vuraić Kudeljan, the term of office will expire on 11 August 2017 and they will cease to be members of the Supervisory Board of the Bank.

II

It is confirmed that following the proposal of the Management Board of the Bank and the consent of the Nomination Committee, the General Meeting of the Bank passed the resolution No XLIII.GS/1-17 on 30 January 2017 whereby the candidates for the members of the Supervisory Board Marijana Miličević, Željko Lovrinčević and Marijana Vuraić Kudeljan were assessed suitable for the office of the Supervisory Board of the Bank.

III

Elected to the Supervisory Board of Hrvatska Poštanska Banka Plc are:

1. Željko Lovrinčević, Ph.D., Zagreb, Hrvatskog Proljeća 24, Ph.D. in Economics, senior research associate at the Institute of Economics, Zagreb
2. Marijana Vuraić Kudeljan, M.Sc., Sveti Ivan Zelina, Vladimira Nazora 36, Master of Science, deputy director of the Tax Administration's Central Office, Zagreb
3. Marijana Miličević, Sesvete, Pavla Lončara 18, Master of Economics, executive director of the Corporate Marketing and Development Office of Hrvatska Pošta Plc, Zagreb
4. Dragana Resan, M.Sc., Zagreb, Antuna Šopljana 7, PIN: 89429531105, Master of Social Sciences (Economics/Finance), Head of the Business Supervision and Risk Management Department in Prosperus-Invest Ltd Zagreb
5. Anto Bajo, PhD, Zagreb, Drinska 21, PIN: 09534347495, PhD in Social Sciences (Economics/Finance), Scientific Advisor at the Public Finance Institute, Associate Professor at the University of Zagreb, Faculty of Economics and Business.

IV

The term of office for the members of the Supervisory Board of Hrvatska Poštanska Banka Plc referred to in point III above and elected hereby begins on 12 August 2017 or on the first day following the date on which prior approval of the Croatian National Bank is issued and runs **for the period of six months at the most.**

V

On the basis of this Resolution, in accordance with the Credit Institutions Act, the application will be made to the Croatian National Bank for prior approval to perform the function of a member of the Supervisory Board of Hrvatska Poštanska Banka Plc for persons listed in point III above.

VI

This Resolution shall enter into force on the day of its adoption and produce legal effects as of the date on which prior approval of the Croatian National Bank to perform the function of a member of the Supervisory Board of Hrvatska Poštanska Banka Plc is issued.

Explanation

PROSPERUS INVEST Ltd on its own account and on behalf of Prosperus FGS, and Erste Ltd, a company for managing mandatory and voluntary pension funds on behalf of Erste Plavi Mandatory Pension Fund – B Category: PIN: 37688683890 suggest additional members of the Supervisory Board in order to improve the functioning of the Supervisory Board.

Zagreb, 12 May 2017

PROSPERUS INVEST Ltd

ERSTE Ltd