

## KODEKS KORPORATIVNOG UPRAVLJANJA

### GODIŠNJI UPITNIK

MAIN COMPANY INFORMATION:

CONTACT PERSON AND CONTACT PHONE:

DATE OF QUESTIONNAIRE COMPLETE:

HRVATSKA POŠTANSKA BANKA, plc, Zagreb
Lucia Ana Tomić
22. March 2016

All the questions contained in this questionnaire relate to the period of one business to which annual financial statements also relate.

If question in questionnaire ask for explanation, it is needed to explain answer.

All answers in questionnaire will be measured in percentage as explained in the beginning of each chapter.

#### COMPANY HARMONIZATION TO THE PRINCIPLES OF CORPORATE GOVERNANCE CODE

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

Question No.	Questions	Answer YES/NO	Exsplanation
1	Did the Company accept the application of the Corporate Governance Code or did it accept its own policy of corporate governance?	YES	
2	Does the Company have adopted principles of corporate governance within its internal policies?	YES	
3	Does the Company announce within its annual financial reports the compliance with the principles of 'comply or explain'?	YES	
4	Does the Company take into account the interest of all shareholders in accordance with the principles of Corporate Governance Code while making decisions?	YES	

**SHAREHOLDERS AND GENERAL MEETING**

Answers to this questionnaire chapter will be valued with max. 30% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

	Question No.	Questions	Answer YES/NO	Exsplanation
	5	Is the company in a cross-shareholding relationship with another company or other companies? (If yes, explain)	NO	
	6	Does each share of the company have one voting right? (If not, explain)	YES	
	7	Does the company treat all shareholders equally? (If not, explain)	YES	
	8	Has the procedure for issuing power of attorney for voting at the general assembly been fully simplified and free of any strict formal requirements? (If not, explain)	YES	
	9	Has the company ensured that the shareholders of the company who, for whatever reason, are not able to vote at the assembly in person, have proxies who are obliged to vote in accordance with instructions received from the shareholders, with no extra costs for those shareholders? (If not, explain)		There were no such demands. The bank is ready to secure authorized voting persons for shareholders who are not able to vote by themselves.
	10	Did the management or Management Board of the company, when convening the assembly, set the date for defining the status in the register of shares, which will be relevant for exercising voting rights at the general assembly of the company, by setting that date prior to the day of holding the assembly and not earlier than 6 days prior to the day of holding the assembly? (If not, explain)	YES	
	11	Were the agenda of the assembly, as well as all relevant data and documentation with explanations relating to the agenda, announced on the website of the company and put at the disposal of shareholders on the company's premises as of the date of the first publication of the agenda? (If not, explain)	YES	
	12	Does the decision on dividend payment or advance dividend payment include information on the date when shareholders acquire the right to dividend payment, and information on the date or period during which the dividend will be paid? (If not, explain)		There were no dividend payouts.
	13	Is the date of dividend payment or advance dividend payment set to be not later than 30 days after the date of decision making? (If not, explain)		See explanation at 12.
	14	Were any shareholders favoured while receiving their dividends or advance dividends? (If so, explain)		See explanation at 12.

15	Are the shareholders allowed to participate and to vote at the general assembly of the company using modern communication technology? (If not, explain)	NO	There were no such demands by shareholders.
16	Have the conditions been defined for participating at the general assembly by voting through proxy voting (irrespective of whether this is permitted pursuant to the law and articles of association), such as registration for participation in advance, certification of powers of attorney etc.? (If so, explain)	YES	Due to optimal organization and arrangement of the shareholders' meeting every shareholder is needed to register its participation at the meeting, while authorizations are needed to be attested in order to determinate valid voting rights.
17	Did the management of the company publish the decisions of the general assembly of the company?	YES	
18	Did the management of the company publish the data on legal actions, if any, challenging those decisions? (If not, explain)	NO	There were no lawsuits related to denying the decisions.

#### MANAGEMENT AND SUPERVISORY BOARD

Tomislav Vuić, president of the Board  
Dubravka Kolarić, member of the Board  
Domagoj Karadjole, member of the Board  
Mladen Mrvelj, member of the Board

PLEASE PROVIDE THE NAMES OF MANAGEMENT BOARD MEMBERS AND THEIR FUNCTIONS

Dražen Kobas, president of the Board  
Nada Karaman Aksentijević, vice-president of the Board  
Niko Raič, member of the Board  
Marin Palada, member of the Board

PLEASE PROVIDE THE NAMES OF SUPERVISORY BOARD AND THEIR FUNCTIONS

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

	Question No.	Questions	Answer YES/NO	Exsplanation
	19	Did the Supervisory or Management Board adopt a decision on the master plan of its activities, including the list of its regular meetings and data to be made available to Supervisory Board members, regularly and in a timely manner? (If not, explain)	YES	
	20	Did the Supervisory or Management Board pass its internal code of conduct? (If not, explain)	YES	
	21	Is the Supervisory Board composed of, i.e. are non-executive directors of the Management Board mostly independent members? (If not, explain)	NO	
	22	Is there a long-term succession plan in the company? (If not, explain)	NO	The Bank does not have it due to regulation which determines appointment of the president and members of the management boards in companies and other persons in legal entities which are of strategic and special importance to the Government.
	23	Is the remuneration received by the members of the Supervisory or Management Board entirely or partly determined according to their contribution to the company's business performance? (If not, explain)	NO	According to the Shareholders' Meeting Decision compensations to the members of the Supervisory Board is determined by the Government Decision on Compensation to Members of Supervisory Board and Board of Directors.
	24	is the remuneration to the members of the Supervisory or Management Board determined by a decision of the general assembly or in the articles of association of the company? (If not, explain)	YES	

	25	Have detailed records on all remunerations and other earnings of each member of the Supervisory or Management Board received from the company or from other persons related to the company, including the structure of such remuneration, been made public? (If not, explain)	NO	Information on compensation for the members of the Supervisory Board are publicly available on the individual basis in the Shareholders' Meeting Decision which determines compensation for their work. Compensation for the Management Board members, higher management and linked persons is available in a special note within the annual financial report in line with the International Financial Reporting Standards. The annual financial reports are available on the Bank's website.
	26	Does every member of the Supervisory or Management Board inform the company of each change relating to their acquisition or disposal of shares of the company, or to the possibility to exercise voting rights arising from the company's shares, not later than five trading days, after such a change occurs (If not, explain)	NO	Members of the Supervisory Board do not own the bank's shares.
	27	Were all transactions involving members of the Supervisory or Management Board or persons related to them and the company and persons related to it clearly presented in reports of the company? (If not, explain)	NO	Aggregated data on transactions with linked persons are stated in the annual financial reports which are based on the International Financial Reporting Standards.
	28	Are there any contracts or agreements between members of the Supervisory or Management Board and the company?	YES	Contracts exist as part of the regular business activities.
	29	Did they obtain prior approval of the Supervisory or Management Board? (If not, explain)	YES	Yes if authorization is needed.
	30	Are important elements of all such contracts or agreements included in the annual report? (If not, explain)	NO	Aggregated data on transactions with linked persons are stated in the annual financial reports which are based on the International Financial Reporting Standards.
	31	Did the Supervisory or Management Board establish the appointment committee?	YES	
	32	Did the Supervisory or Management Board establish the remuneration committee?	YES	

	33	Did the Supervisory or Management Board establish the audit committee?	YES	
	34	Was the majority of the committee members selected from the group of independent members of the Supervisory Board? (If not, explain)	NO	Commission members are also members of the supervisory board but supervisory board according to the Credit Institutions Act needs to have one independent member. Out of established commissions Receipts Board has the most independent members.
	35	Did the committee monitor the integrity of the financial information of the company, especially the correctness and consistency of the accounting methods used by the company and the group it belongs to, including the criteria for the consolidation of financial reports of the companies belonging to the group? (If not, explain)	YES	
	36	Did the committee assess the quality of the internal control and risk management system, with the aim of adequately identifying and publishing the main risks the company is exposed to (including the risks related to the compliance with regulations), as well as managing those risks in an adequate manner? (If not, explain)	YES	
	37	Has the committee been working on ensuring the efficiency of the internal audit system, especially by preparing recommendations for the selection, appointment, reappointment and dismissal of the head of internal audit department, and with regard to funds at his/her disposal, and the evaluation of the actions taken by the management after findings and recommendations of the internal audit? (If not, explain)	YES	
	38	If there is no internal audit system in the company, did the committee consider the need to establish it? (If not, explain)	NO	The bank has the internal audit function.
	39	Did the committee monitor the independence and impartiality of the external auditor, especially with regard to the rotation of authorised auditors within the audit company and the fees the company is paying for services provided by external auditors? (If not, explain)	YES	
	40	Did the committee monitor nature and quantity of services other than audit, received by the company from the audit company or from persons related to it? (If not, explain)	NO	There were no such services as they are not allowed according to the Credit Institutions Act.

	41	Did the committee prepare rules defining which services may not be provided to the company by the external audit company and persons related to it, which services may be provided only with, and which without prior consent of the committee? (If not, explain)	NO	It is described within the national legislature.
	42	Did the committee analyse the efficiency of the external audit and actions taken by the senior management with regard to recommendations made by the external auditor? (If not, explain)	YES	
	43	Did the audit committee ensure the submission of high quality information by dependent and associated companies, as well as by third parties (such as expert advisors)? (If not, explain)	YES	
	44	Was the documentation relevant for the work of the Supervisory Board submitted to all members on time? (If not, explain)	YES	
	45	Do Supervisory Board or Management Board meeting minutes contain all adopted decisions, accompanied by data on voting results? (If not, explain)	YES	
	46	Has the Supervisory or Management Board evaluated their work in the preceding period, including evaluation of the contribution and competence of individual members, as well as of joint activities of the Board, evaluation of the work of the committees established, and evaluation of the company's objectives reached in comparison with the objectives set?	NO	
	47	Did the company publish a statement on the remuneration policy for the management, Management Board and the Supervisory Board as part of the annual report? (If not, explain)	NO	See answer 48.
	48	Is the statement on the remuneration policy for the management or executive directors permanently available on the website of the company? (If not, explain)	YES	Statement on compensation scheme is available on the bank's company website as part of the public announcement of rating and other requirements in accordance with the Credit Institutions Act and Regulation 575/2013.
	49	Are detailed data on all earnings and remunerations received by each member of the management or each executive director from the company published in the annual report of the company? (If not, explain)	NO	Aggregated data on transactions with linked persons and the Bank's management are stated in the annual financial reports which are based on the International Financial Reporting Standards.

	50	Are all forms of remuneration to the members of the management, Management Board and Supervisory Board, including options and other benefits of the management, made public, broken down by items and persons, in the annual report of the company? (If not, explain)	NO	See answer 49.
	51	Are all transactions involving members of the management or executive directors, and persons related to them, and the company and persons related to it, clearly presented in reports of the company? (If not, explain)	NO	See answer 49.
	52	Does the report to be submitted by the Supervisory or Management Board to the general assembly include, apart from minimum information defined by law, the evaluation of total business performance of the company, of activities of the anagement of the company, and a special comment on its cooperation with the management? (If not, explain)	YES	

#### AUDIT AND MECHANISMS OF INTERNAL AUDIT

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

	Question No.	Questions	Answer YES/NO	Exsplanation
	53	Does the company have an external auditor?	YES	
	54	Is the external auditor of the company related with the company in terms of ownership or interests?	NO	
	55	Is the external auditor of the company providing to the company, him/herself or through related persons, other services?	NO	
	56	Has the company published the amount of charges paid to the independent external auditors for the audit carried out and for other services provided? (If not, explain)	NO	The auditor audited financial reports of the Bank and its dependent companies in line with contracted price conditions which is in accordance with its general business conditions.
	57	Does the company have internal auditors and an internal audit system established? (If not, explain)	YES	



**TRANSPARANCY AND THE PUBLIC OF ORGANIZATION OF BUSINESS**

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Question No.	Questions	Answer YES/NO	Exsplanation
58	Are the semi-annual, annual and quarterly reports available to the shareholders?	YES	
59	Did the company prepar the calendar of important events?	NO	The Bank made an approximate calendar with most important events which is used internally and is not published on the Bank's website which is in line with recommendations of the Codex. All important events or information is publicly disclosed after determining the exact dates.
60	Did the company establish mechanisms to ensure that persons who have access to or possess inside information understand the nature and importance of such information and limitations related to it?	YES	
61	Did the company establish mechanisms to ensure supervision of the flow of inside information and possible abuse thereof?	YES	
62	Has anyone suffered negative consequences for pointing out to the competent authorities or bodies in the company or outside, shortcomings in the application of rules or ethical norms within the company?	NO	
63	Did the management of the company hold meetings with interested investors, in the last year?	YES	
64	Do all the members of the management, Management Board and Supervisory Board agree that the answers provided in this questionnaire are, to the best of their knowledge, entirely truthful?	YES	