

Under the provisions of Article 280, and in connection with paragraph 1 of Article 278 of the Companies Act, the Management Board of **HRVATSKA POŠTANSKA BANKA plc**, with the offices in Zagreb, Jurišićeva 4 (hereinafter referred as: "Bank"), upon proposal of the shareholders CROATIA osiguranje d.d., Zagreb, Miramarska 22, PROSPERUS-INVEST d.o.o. in its name and for the account of Prosperus FGS Zagreb, Metalčeva 5, Erste d.o.o.- društvo za upravljanje obveznim i dobrovoljnim mirovinskim fondovima, Ivana Lučića 2a, Zagreb, in its name and for the account of Erste plavi obvezni mirovinski fond kategorije B and PBZ CROATIA OSIGURANJE dioničko društvo za upravljanje obveznim mirovinskim fondom, Zagreb, Radnička cesta 44, in its name and for the account of PBZ CROATIA OSIGURANJE obvezni mirovinski fond - kategorije B, holding together the share exceeding the twentieth part (5%) of the share capital of the Bank, announces

ADDENDUM TO AGENDA for XLI General Meeting of Hrvatska poštanska banka plc

to be held on 28 December 2015 at 12.00 p.m. (noon) at the Bank's offices, Zagreb, Jurišićeva 4, whereof the notice to the shareholders was published on 20 November 2015 on the website of the Bank www.hpb.hr, the Zagreb Stock Exchange, the Court Register maintained by the Commercial Court in Zagreb, in the official register of regulated information of the Croatian Financial Services Supervisory Agency, and via the Croatian News Agency;

following Agenda Item 2, as published, new Item 3 shall be added, reading:

"3. Resolution on the suitability of candidates for the members of the Supervisory Board of Hrvatska poštanska banka plc"

On the basis of the shareholders' request, the Management Board of Hrvatska poštanska banka plc, following the declaration of the Supervisory Board, proposes that the General Meeting passes under Agenda Item 3 the following resolution:

Agenda Item 3

RESOLUTION on the suitability of candidates for the members of the Supervisory Board of Hrvatska poštanska banka plc

I

On the basis of the assessment process of the suitability for the office of member of the Supervisory Board of the Bank, conducted in compliance with the Credit Institutions Act and relevant subordinate regulations by the Suitability Assessment Committee, and proposal of the Management Board concerning the suitability of the members of the Supervisory Board of Hrvatska poštanska banka plc, each candidate for the office of member of Supervisory Board, namely:

1. Vicko Ferić of Zagreb, PIN: 78639377930
2. Dragana Resan of Zagreb, PIN: 89429531105, and
3. Ivana Đerek of Zagreb, PIN: 67619113048

is deemed suitable for the function of member of the Supervisory Board of Hrvatska poštanska banka plc, appointed in compliance with the provisions of Articles 19, 20 and 21 of the Articles of Association by the shareholders.

II

This Resolution shall take effect as of the date it has been passed and provided that the General Meeting has previously passed the Resolution under Agenda Item 2 on changes to the Articles of Association of Hrvatska poštanska banka plc.

Explanatory Note to the Proposed Resolution

In compliance with the Decision on the assessment of the suitability of the chairperson of the management board, members of the management board, members of the supervisory board and key function holders in a credit institution (Official Gazette no. 14/2014) (hereinafter referred as: Decision) and provisions of the Policy of the election and the assessment of suitability of members of the Supervisory Board of HPB plc (hereinafter referred to as: Policy), the Suitability Assessment Committee of the Bank conducted the assessment process of the suitability of the candidates for members of the Supervisory Board of the Bank, and made on the basis thereof the Assessment of suitability of each individual candidate for a member of the Supervisory Board. In the assessment process of the suitability of the candidates for members of the Supervisory Board of the Bank, it was assessed that the candidates complied with the requirements referred to in Article 45 of the Credit Institutions Act (Official Gazette no. 159/2013, 19/2015 and 102/2015) and paragraph 2 of Article 3, Articles 4, 5, 8, 9 and 10 of the Decision, and item III of the Policy.