



HRVATSKA POŠTANSKA BANKA, dioničko društvo

Management Board Office
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HPB-R-A

ISIN: HRHPB0RA0002

Zagreb Stock Exchange – Official Market

Zagreb, 27 January 2017

Docket number: E01-4/17-LAT

Zagreb Stock Exchange

Croatian Financial Services Supervisory Agency (HANFA)

OTS HINA

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

Greetings,

On 26 January 2017 Hrvatska Poštanska Banka Plc, Zagreb, Jurišićeva 4 (hereafter: the Bank) received from the following shareholders:

- Erste d.o.o. - company for managing mandatory and voluntary pension funds, Zagreb, Ivana Lučića 2a, on behalf of Erste Plavi mandatory pension fund B category
- CROATIA osiguranje d.d., Zagreb, Vatroslava Jagića 33

counterproposals to the point 2 of the XLIII Bank's General meeting agenda convened for 30 January 2017. The invitation to shareholders was published on 21 December 2016 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, dioničko društvo

In accordance with the Articles 282 and 283 of the Commercial Companies Act (the Official Gazette No. 111/93, 24/99, 121/99 – credible interpretation, 52/00 Decision of the Constitutional Court of the Republic of Croatia, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12, 68/13, 110/15) (hereafter: the Act), Erste d.o.o. - company for managing mandatory and voluntary pension funds, Ivana Lučića 2a, Zagreb, OIB:49659289650 on behalf of Erste Plavi mandatory pension fund B category (OIB: 37688683890), shareholder of Hrvatska Poštanska Banka, dioničko društvo, Zagreb, Jurišićeva 4, OIB: 87939104217 (hereafter: the Bank), represented Petar Vlaić, the president of the Management Board and Senka Fekeža Klemen, member of the Management Board, on 26 January 2017 makes a following:

C O U N T E R P R O P O S A L

to the published proposal of the Bank's Management and Supervisory Board under point 2 of the Bank's XLIII General meeting which will be held on 30 January 2017 and begin at 11:00 hours in the Bank's headquarters, Jurišićeva 4, Zagreb (hereafter: General meeting) titled "RESOLUTION on the suitability of candidates for the members of the Supervisory Board of Hrvatska Poštanska Banka plc and on the election of the members of the Supervisory Board of Hrvatska Poštanska Banka plc" with the mentioned counterproposal being:

**“RESOLUTION
on the suitability of candidates for the members of the Supervisory Board of Hrvatska Poštanska
Banka plc and
on the election of the members of the Supervisory Board of Hrvatska Poštanska Banka plc**

I

On the basis of the assessment process of the suitability of candidates for the office of member of the Supervisory Board of Hrvatska Poštanska Banka plc, conducted by the Suitability Assessment Committee in compliance with the Credit Institutions Act, relevant subordinate regulations and By-laws of the Bank, and proposal of the Management Board concerning the suitability of candidates for the members of the Supervisory Board and positive declaration of the Nomination Committee, each candidate for the office of member of Supervisory Board of the Bank, namely:

1. Marijana Vuraić Kudeljan, M.Sc., Sveti Ivan Zelina, Vladimira Nazora 36
2. Željko Lovrinčević, Ph.D., Zagreb, Hrvatskog proljeća 24
3. Marijana Miličević, MEcon, Sesvete, Pavla Lončara 18
4. Vicko Ferić, MEcon, Zagreb, Jurjevska 58

is deemed suitable for the office of member of the Supervisory Board of Hrvatska Poštanska Banka plc, and it is assessed that they possess collectively i.e. as a whole required knowledge, skills and experience to supervise the Bank's business activities independently without undue influence, and understanding of the business and the significant risks of the Bank.

II

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

1. Marijana Vuraić Kudeljan, M.Sc., Sveti Ivan Zelina, Vladimira Nazora 36, Master of Science, deputy director of the Tax Administration's Central Office, Zagreb
2. Željko Lovrinčević, Ph.D., Zagreb, Hrvatskog proljeća 24, Ph.D. in Economics, senior research associate at the Institute of Economics, Zagreb
3. Marijana Miličević, MEcon, Sesvete, Pavla Lončara 18, Master of Economics, executive director of the Corporate Marketing and Development Office of Hrvatska pošta plc, Zagreb
4. Vicko Ferić, MEcon, Jurjevska 58, Zagreb, pensioner.

III

The term of office for the members of the Supervisory Board of Hrvatska Poštanska Banka plc referred to in above point II and elected hereby begins on the date on which prior approval of the Croatian National Bank is issued and runs for the period of six months.

IV

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 the above point II.

V

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.”

Shareholder:

Erste d.o.o. - company for managing mandatory and voluntary pension funds on behalf of Erste Plavi mandatory pension fund B category

Petar Vlaić
President of the Management Board

Senka Fekeža Klemen
Member of the Management Board

In accordance with the Articles 282 and 283 of the Commercial Companies Act shareholder of Hrvatska Poštanska Banka d.d. **CROATIA Osiguranje d.d.**, Zagreb, Vatroslava Jagića 33, OIB: 26187994862 represented by Damir Vandelić, the president of the Management Board and Miroslav Klepač, member of the Management Board

makes the following COUNTERPROPOSAL:

1. COUNTERPROPOSAL to RESOLUTION UNDER POINT 2 of the AGENDA

to the RESOLUTION on the suitability of candidates for the members of the Supervisory Board of Hrvatska Poštanska Banka plc and on the election of the members of the Supervisory Board of Hrvatska Poštanska Banka plc

of the following content:

I

On the basis of the assessment process of the suitability of candidates for the office of member of the Supervisory Board of Hrvatska Poštanska Banka plc, conducted by the Suitability Assessment Committee in compliance with the Credit Institutions Act, relevant subordinate regulations and By-laws of the Bank, and proposal of the Management Board concerning the suitability of candidates for the members of the Supervisory Board and positive declaration of the Nomination Committee, each candidate for the office of member of Supervisory Board of the Bank, namely:

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2. Željko Lovrinčević, Ph.D., Zagreb, Hrvatskog proljeća 24
3. Marijana Miličević, MEcon, Sesvete, Pavla Lončara 18
4. Vitomir Palinec, MEcon, Zagreb, Kraljevec II 31

is deemed suitable for the office of member of the Supervisory Board of Hrvatska Poštanska Banka plc, and it is assessed that they possess collectively i.e. as a whole required knowledge, skills and experience to supervise the Bank's business activities independently without undue influence, and understanding of the business and the significant risks of the Bank.

II

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

1. Marijana Vuraić Kudeljan, M.Sc., Sveti Ivan Zelina, Vladimira Nazora 36, Master of Science, deputy director of the Tax Administration's Central Office, Zagreb
2. Željko Lovrinčević, Ph.D., Zagreb, Hrvatskog proljeća 24, Ph.D. in Economics, senior research associate at the Institute of Economics, Zagreb
3. Marijana Miličević, MEcon, Sesvete, Pavla Lončara 18, Master of Economics, executive director of the Corporate Marketing and Development Office of Hrvatska pošta plc, Zagreb
4. Vitomir Palinec, MEcon, Zagreb, Kraljevec II 31, Master of Economics, financial director of Adris Group d.d. Rovinj

III

The term of office for the members of the Supervisory Board of Hrvatska Poštanska Banka plc referred to in above point II and elected hereby begins on the date on which prior approval of the Croatian National Bank is issued and runs for the period of six months.

IV

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 the above point II.

V

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."

CROATIA Osiguranje d.d.

Member of the Management Board
Miroslav Klepač

President of the Management Board
Damir Vandelić