

Pursuant to Article 277, Paragraph 2 of the Companies Act and Article 7, Paragraph 4 of Articles of Association of the company ERSTE&STEIERMÄRKISCHE BANK d.d., with registered seat in Rijeka, Jadranski trg 3/a (hereinafter: the Bank), the Management Board of the Bank, on March 20, 2013, passed the following:

**DECISION
on convocation of the
GENERAL MEETING**

which will take place on March 22, 2013, in Zagreb, in the business premises of the Bank, Ivana Lučića 2, at 14,00 PM.

The following Agenda is determined for the General meeting

AGENDA

- 1 Decision on Appointment of the Chairperson of the General Meeting
- 2 Decision on Amendments of the Articles of Association of the Bank
- 3 Decision on election of the Supervisory Board's member

DECISIONS' PROPOSALS:

Ad 1.

The Management Board and the Supervisory Board propose the General Meeting to adopt the following decision:

"Maja Kuhar Sobin, Bank's Company Secretary, from Zagreb, Horvaćanska cesta 31D, shall be elected Chairperson of this General Meeting."

Ad 2.

The Management Board and the Supervisory Board propose the General Meeting to adopt the following decision:

"Pursuant to provisions of Article 275, Paragraph 1, Item 5 of the Companies Act and Article 7, Paragraph 2, Item 2.5 of the Articles of Association of the Bank, the General Meeting of the Bank passes the following

**DECISION
on amendments of the Articles of Association of the Bank**

"I

In Article 3, Paragraph 3 is amended and now reads:

"(3) The Management Board of the Bank shall be in charge of Bank's organization, subject to Article 8 Paragraph 17, item 17.11."

In Article 8, Paragraph 17, Item 17.2 shall be deleted.

In Article 8, Paragraph 17, Items from 17.3 to 17.17 becomes Items from 17.2 to 17.16.

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II

Other provisions of Articles of Association shall remain unchanged.

III

Amendments to the Articles of Association shall enter into force as of the date of registration at the Court Register.

IV

The Chairperson of the General Meeting is entitled to prepare revised text of the Articles of Association pursuant to this Decision."

Ad 3.

The Supervisory Board propose the General Meeting to adopt the following decision:

I

It is hereby acknowledged that the Supervisory Board member Mr. Peter Nemschak has resigned from his function, with the effect as of March 22, 2013.

II

The following Supervisory Board member shall be elected instead of the Supervisory Board member mentioned in the previous Item:

Hannes Frotzbacher, Head of the Group Corporate Risk Management of Erste Group Bank AG, Vienna, born on November 6, 1969, passport of the Republic of Austria No. P 2262297, address: Chlumberggasse 6/1/522, 1160 Vienna, Republic of Austria.

III

The term of office of the elected Supervisory Board member from the previous Item of this Decision shall commence as of the March 22, 2013, and shall last until the closing of the Annual General Meeting in the year 2014.

IV

This Decision shall enter into force as of the date hereof."

INVITING SHAREHOLDERS:

Shareholders are hereby invited to participate in the General Meeting.

Every shareholder of the Bank, either in person or represented by representative or proxy holder, has the right to attend and participate in the work of the General Meeting.

The representative of a legal person must obtain a copy of the excerpt from the Court register or other register of economic entities, while the proxy holder must obtain written proxy.

The General Meeting shall have a quorum if shareholders representing at least 75% of the total share capital of the Bank are present, either in person or represented by proxy.

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If the General Meeting does not have a quorum the next General Meeting in the same place with the same agenda, shall take place on March 29, 2013, starting at 9,00 AM, when the General Meeting shall make valid resolutions regardless of the number of shareholders present.



Petar Radaković
President of the Management Board

ERSTE & STEIERMÄRKISCHE
BANK D.D. 052
RIJEKA



Tomislav Vuić
Deputy President of the Management Board

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