

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 June 4, 2013, passed the following:

**DECISION
on convocation of the
GENERAL MEETING**

which will take place on June 10, 2013, in Zagreb, in the business premises of the Bank, Ivana Lučića 2, at 9,00 AM.

The following Agenda is determined for the General meeting

AGENDA

- 1 Decision on Appointment of the Chairperson of the General Meeting
- 2 Report of the Supervisory Board on the performed supervision in the year 2012
- 3 Consideration of the Annual Report for the year 2012 consisting of (i) Report of the good standing of the Bank, (ii) Consolidated Financial Statements for the year 2012, (iii) Independent Auditor's Report and adoption of the Decision on Profit Distribution of the Bank for the year 2012
- 4 Decision on Granting Discharge to the Management Board members
- 5 Decision on Granting Discharge to the Supervisory Board members
- 6 Decision on Appointment of the Bank's Auditor for the year 2013

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 3.

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

"1

Erste&Steiermärkische bank d.d. net profit for 2012 amounts to HRK 482,709,423.60 and shall be distributed as follows:

- *For the retained earnings* HRK 336,475,676.85
- *For the shareholders' dividend* HRK 146,233,746.75

II

Dividend shall be determined in the amount of 8.61% of the nominal value of a share, amounting to HRK 8.61 per share. Total amount of dividend represents 30.29% of Erste&Steiermärkische bank d.d. net profit, from the previous Article of this Decision.

III

Dividend shall be paid out to these shareholders whose shares are kept on their accounts of dematerialized securities, maintained with the Central Depository and Clearing Company 15 (fifteen) days before the General Meeting.

IV

The payment of dividend shall be effectuated as of July 10, 2013.

V

This Decision shall enter into force as of the day of its adoption."

Ad 4.

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

"I

The Management Board members are granted discharge for the year 2012.

II

This Decision shall enter into force as of the day of its adoption."

Ad 5.

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

"I

The Supervisory Board members are granted discharge for the year 2012.

II

This Decision shall enter into force as of the day of its adoption."

Ad 6

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

"I

The company Ernst & Young d.o.o., Milana Sachsa 1, 10000 Zagreb, is appointed as the Bank's Auditor for the year 2013.

II

This Decision shall enter into force as of the day of its adoption."

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 50% of the total share capital of the Bank are present, either in person or represented by proxy.

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 June 17, 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.
173 RIJEKA 052



Tomislav Vuić
Deputy President of the Management Board

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