

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 5, 2012, passed the following:

**DECISION
on convocation of the
GENERAL MEETING**

which will take place on June 11, 2012, in Zagreb, in the business premises of the Bank, Ivana Lučića 2, at 11,00 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 2011
- 3 Consideration of the Annual Report for the year 2011 consisting of (i) Report of the good standing of the Bank, (ii) Consolidated Financial Statements for the year 2011, (iii) Independent Auditor's Report and adoption of the Decision on Profit Distribution of the Bank for the year 2011
- 4 Decision on Granting Discharge to the Management Board members
- 5 Decision on Granting Discharge to the Supervisory Board members
- 6 Decision on Amendments of the Articles of Association of the Bank
- 7 Decision on Abrogation of reserves for Acquiring own shares and distribution of the amount into retained earnings
- 8 Decision on Appointment of the Bank's Auditor for the year 2012

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 2011 amounts to HRK 650,568,019.44 and shall be distributed as follows:

- For the retained earnings HRK 468,837,346.94
- For the shareholders' dividend HRK 181,730,672.50

II

Dividend shall be determined in the amount of 10.70% of the nominal value of a share, amounting to HRK 10.70 per share. Total amount of dividend represents 27.93% 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, 2012.

V

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

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 2011.

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 2011.

II

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

Ad 6.

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 Assembly passes the following

DECISION
on amendments of the Articles of Association of the Bank

“1

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 17.12.”

In Article 8, Paragraph 17. Item 17.1 is amended and now reads:

17.1 granting loans or issuing loan guarantees, for which, in accordance with the Banks bylaws and/or relevant laws the Supervisory Board consent is needed except in cases from Paragraphs 18 and 19 of this Article which are subject to the Supervisory Board prior approval;”

In Article 8, Paragraph 17, Items 17.6 and 17.7 shall be deleted.

In Article 8, Paragraph 17, Items from 17.8 to 17.19 becomes Items from 17.6 to 17.17.

In Article 8, new Paragraphs 18 and 19 are added, which read as follows:

“(18) The Supervisory Board prior approval is required for conclusions of the legal transactions that would result with incurrence or increase of Bank’s exposure and for any change in the conditions under which the legal transaction has been concluded, to the following persons:

18.1 Bank’s shareholders owning 5 (five) percent or more of shares with voting rights at the Bank’s General Meeting;

18.2 The Management Board and Supervisory Board members, as well as Bank’s procurists;

18.3 Persons who have concluded employment contracts with the Bank the provisions of which imply that these persons have a significant influence over the operation of the Bank or the contracts in which the remuneration for the work of these persons is determined in accordance with the special criteria, different from those applied to the persons who have concluded the standard employment contracts, where these persons are not referred to in item 18.1 or 18.2;

18.4 Legal persons in which the Bank holds a share;

18.5 Persons connected with the persons mentioned in this Paragraph, Items 18.1-18.4;

18.6 The Management Board and the Supervisory Board members, as well as procurists of the subordinated and superordinated companies;

18.7 Third parties acting for the account of a person mentioned in Paragraphs 18.1-18.6.

(19) The Supervisory Board prior approval is required for entering into following legal transactions:

19.1 All kind of loans to the Bank’s employees, except those which do not exceed one quarter of the annual salary of the employee or amount less than EUR 5,000.00, in which cases the Supervisory Board prior approval is not required;

19.2 Current account overdrafts, Maestro Instalment and Revolving Cash Loans to the Management Board and the Supervisory Board members as well as procurists and persons connected with them;

19.3 Current account overdrafts, Maestro Instalment and Revolving Cash Loans to the persons who have concluded employment contracts with the Bank the provisions of which imply that these persons have a significant influence over the operation of the Bank or the contracts in which the remuneration for the work of these persons is determined in accordance with the special criteria, different from those applied to the persons who have concluded the standard employment contracts and persons connected with them;

19.4 Current account overdrafts, Maestro Instalment and Revolving Cash Loans to the Management Board and the Supervisory Board members, as well as the procurists in the subordinated and superordinated companies; may be granted cumulative for one year in advance.”

In Article 8, Paragraphs 18 and 19 become Paragraphs 20 and 21.

In Article 9, Paragraph 7 is changed and reads as follows:

“(7) Depending on number of its members, the Management Board shall decide by the following majorities:
-if the Management Board consists of 2 (two) members, the Management Board passes the decisions and resolutions unanimously,
-if the Management Board consists of 3 (three) or 4 (four) members, the Management Board passes decisions and resolutions with at least 2 (two) votes,
-if the Management Board consists of 5 (five) members, the Management Board passes decisions and resolutions with at least 3 (three) votes,
unless relevant laws or the Bank’s bylaws do not provide for some other kind of majority, in which case the decision is made if the majority determined by the relevant laws and the Bank’s bylaws has voted in favour.”

In Article 9, after Paragraph 7 new Paragraph 8, which reads as follows, is added:

“(8) Each member of the Management Board has one vote, and in the event of equally divided number of votes the prevailing vote shall be cast by the President of the Management Board, or in his absence by the Deputy President.”

In Article 9, Paragraph 8 becomes Paragraph 9 which amends and reads:

“(9) The meeting shall be recorded in minutes, which shall be signed by the Chairperson who chaired the Meeting, and the recording secretary.”

In Article 9, Paragraph 9 becomes Paragraph 10.

In Article 9, Paragraph 10, which becomes Paragraph 11 amends and now reads as follows:

“(11) Meetings are held, as a rule, once a week. Meetings are summoned by the President, respectively the Deputy President, if the president is prevented from performing his functions. If both President and the Deputy President are prevented from performing their functions, the Meeting may be summoned by any member of the Management Board, if a decision is to be made promptly, and delay of which would incur irreparable damage.”

In Article 9, Paragraphs from 11 to 13 become Paragraphs from 12 to 14.

II

Other provisions of Articles of Association 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 Chairman of the General Meeting is entitled to prepare revised text of the Articles of Association pursuant to this Decision.”

Ad 7.

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

I

It is hereby determined that the General Assembly of Erste&Steiermärkische bank d.d., by its Decision as of June 27, 2006, has decided that the amount of HRK 6,000,000.00 (six million kuna) was distributed into reserves for Acquiring own shares.

II

The amount from Item I of this decision is distributed for the Retained earnings.

III

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

Ad 8

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 2012.

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 75% 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 21, 2012, starting at 9,00 AM, when the General Meeting shall make valid resolutions regardless of the number of shareholders present.

**ERSTE&STEIERMÄRKISCHE BANK d.d.
Management Board**