

HPB-R-A**ISIN: HRHPB0RA0002****Zagreb Stock Exchange – Official Market**

Zagreb, 17 May 2016

No: E01-42/16-LAT

Zagreb Stock Exchange**Croatian Financial Services Supervisory Agency (HANFA)****OTS HINA**

**Subject: HRVATSKA POŠTANSKA BANKA, joint-stock company
- Notice on Shareholders' Meeting and Enacted Resolutions**

Hrvatska Poštanska Banka, Plc (from now on: „the Bank“) publishes the resolutions made on the shareholders' meeting on 16 May 2016 as follows:

- under **Agenda, items 6 and 8**, resolutions were unanimously enacted in accordance with proposals by the Management and Supervisory Board published together with Invitation to the General Assembly;
- based on the proposal published in the Invitation to the General Assembly under Agenda, item 3 (*Resolution on the Allocation of the Profit Earned in 2015*), the Republic of Croatia, as the Bank's shareholder, made a counterproposal which was adopted by majority votes (1,601,178 votes “for” and 241,610 votes “abstain”) in a form of the Resolution on the Allocation of the Profit Earned in 2015; **full text, together with explanation is available in the attachment**;
- proposal of the resolution by the Management and Supervisory Board which was published under Agenda, item 4 (*Resolution on the Clearance of the Management Board Members*) was not adopted due to majority 1,218,164 votes “against” and 624,624 votes “for” and therefore the General Assembly made the Resolution on not clearing the Management Board members for 2015; **full text is available in the attachment**;
- proposal of the resolution by the Supervisory Board which was published under **Agenda, item 5** (*Resolution on the Clearance of the Management Board Members*) was not adopted due to majority 1,218,164 votes “abstain” and 624,624 votes “for”;
- proposal of the resolution by the Supervisory Board which was published under Agenda, item 7 (*Resolution on the Suitability of Members of the Supervisory Board of Hrvatska Poštanska Banka Plc, and on the Election of Members of the Supervisory Board of Hrvatska Poštanska Banka Plc*) with 524,624 votes “for”, 100.000 votes “against” and 1,218,164 votes “abstain” was not adopted because there were no majority “for” votes.

This information is publicly available on the Zagreb Stock Exchange website, the Bank's website www.hpb.hr, in the Official Registry of Prescribed Information (Croatian Financial Services Supervisory Agency) and is delivered to HINA for publishing.

Hrvatska poštanska banka, plc



HPB, p.l.c.

Jurišićeva 4, 10000 Zagreb

General Assembly

No: XLI.GS/1-16

Zagreb, May 16 2016

Based on Article 29 Paragraph 1 and Article 32 of Hrvatska poštanska banka, p.l.c.'s (further in the text: Bank) Articles of Association, and with respect to Article 220 and Article 275 paragraph 1 item 2 of the Companies' Act, in line with the counter proposal made by shareholder Republic of Croatia, XLI General Assembly of the Bank, on May 16 2016, issues the

**RESOLUTION
on the allocation of the profit earned in 2015**

I

It is established that the Bank made after-tax profit totalling HRK 123,216,698.18 in the year ended December 31 2015.

II

The profit referred to above is allocated in the following manner:

- to Statutory Reserve the amount of HRK 6,160,834.91,
- to Reserves for Own Shares the amount of HRK 4,000,000.00,
- to Retained Earnings the amount of HRK 82,281,563.27,
- remainder of the after-tax profit totalling HRK 30,774,300.00, or HRK 15.20 per share, will be used for a dividend pay-out to shareholders.

III

Dividend outlined in the paragraph 2 of this Resolution will be paid out to shareholders registered in the depository of Central Depository & Clearing Company Inc. („SKDD“) on the day of this Resolution, i.e. on May 16 2016. Dividend claims are due on May 30 2016.

IV

This Resolution shall enter into force on the day of its adoption.

Explanatory Note to the Resolution

Proposed Resolution on the allocation of the profit earned in 2015 did not envisage a dividend pay-out to the shareholders.

Government of Croatia has, at the meeting held on May 12 2016, issued the Decision on the level and deadlines for payment of funds by companies of strategic and special interest for Republic of Croatia into state budget of Republic of Croatia for 2016. Decision is applied on companies determined in Decision on determining of the list of companies and other legal entities of strategic and special interest for Republic of Croatia (National Gazette, number 120/13 and 74/15), which HPB p.l.c. is.

Government's Decision also outlines that members of the assembly representing Republic of Croatia are obliged to request that a part of after-tax profit for 2015 should be directly paid to State budget of Republic of Croatia for 2016, proportionally to the level of stake of Republic of Croatia in shareholders' capital.

According to the explanations made by Management Board of HPB p.l.c., HRK 30,774,300.00 of after-tax profit is available for distribution.

**General Assembly
Chairman
Dražen Kobas**



HPB, p.l.c.

Jurišićeva 4, 10000 Zagreb

General Assembly

No: XLI.GS/2-16

Zagreb, May 16 2016

Based on Article 29 Paragraph 1 and Article 32 of Hrvatska poštanska banka, p.l.c.'s (further in the text: Bank) Statute, and with respect to Article 275 paragraph 1 item 3 of the Companies' Act, XLI General Assembly of the Bank, on May 16 2016, issues the

RESOLUTION
on the approval of the Management Board members' actions

I

Management Board members are not granted the approval of their actions for the 2015 business year.

II

This resolution shall enter into force on the day of its adoption.

General Assembly
Chairman
Dražen Kobas