



HRVATSKA POŠTANSKA BANKA, Plc

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HPB-R-A

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Zagreb Stock Exchange – Official Market

Zagreb, May 26, 2017

Docket number: E01-57/17-LAT

Zagreb Stock Exchange

Croatian Financial Services Supervisory Agency (HANFA)

OTS HINA

**Subject: HRVATSKA POŠTANSKA BANKA, Plc
- Notice on Amending the Shareholders' Counterproposal**

Greetings,

We inform you that Hrvatska Poštanska Banka Plc, Zagreb, Jurišićeva 4 (hereafter: the Bank), received an amendment to the counterproposal from shareholders PROSPERUS FGS (PIN: 61196386099) represented by Prosperus-Invest Ltd, Zagreb, Metalčeva 5 (PIN: 58670915471) and ERSTE Plavi mandatory pension fund B category (PIN: 37688683890) represented by an asset management company Erste Ltd for managing mandatory and voluntary pension funds, Zagreb, Ivana Lučića 2/A (PIN: 49659289650), with regards to their mutual counterproposal submitted on May 12, 2017 which was published on May 16, 2017 on the Bank's website, ZSE website, the Official Registry of Subscribed Information (Croatian Financial Services Supervisory Agency) and through FINA.

The amended counterproposal is attached in full.

The shareholders' counterproposal 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, Plc

HRVATSKA POŠTANSKA BANKA Plc

Office for Compliance and Support to the Management Board
Jurišićeva 4
10 000 Zagreb

Zagreb, May 26, 2017

Subject: May 12, 2017 Counterproposal - Amendment

Dear shareholders,

In accordance with the procedure for the assessment of suitability and proposed supervisory board candidates Mrs Dragana Resan and Mr Anto Bajo, we are amending previous counterproposal to proposed point 8 of the agenda RESOLUTION on the Suitability of Candidates for the Members of the Supervisory Board and on the Election of the Members of the Supervisory Board of Hrvatska Poštanska Banka Plc of the XLIV General Meeting of Hrvatska Poštanska Banka Plc convened for May 29, 2017 at 11:00.

With regards to the counterproposal delivered on May 12, 2017 which was published on May 16, 2017 on the Bank's website, ZSE website, the Official Registry of Subscribed Information (Croatian Financial Services Supervisory Agency) and through HINA, we are amending the mentioned counterproposal with the following:

Amendment of the point 2 of the Counterproposal to:

“II

It is confirmed that following the proposal of the Management Board of the Bank and the consent of the Nomination Committee, the General Meeting of the Bank passed the resolution No XLIII.GS/1-17 on 30 January 2017 whereby the candidates for the members of the Supervisory Board Marijana Miličević, Željko Lovrinčević and Marijana Vuraić Kudeljan were assessed suitable for the office of the Supervisory Board of the Bank.

After the suitability assessment Dragana Resan and Anto Bajo are deemed suitable to act as members of the Bank's Supervisory Board“

Amendment of the point 4 of the Counterproposal to:

„IV

The term of office for the members of the Supervisory Board of Hrvatska Poštanska Banka Plc referred to in point III above and elected hereby begins on 12 August 2017 or on the first day following the date on which prior approval of the Croatian National Bank is issued and runs **for the period of 4 (four) years.**“

The remaining part of the Counterproposal remains unchanged and is available in the attachment.

Yours faithfully,

PROSPERUS INVEST Ltd
On its own account and on behalf of Prosperus FGS
Joško Miliša, CEO

ERSTE Ltd for its own account on behalf of ERSTE Mandatory Pension Fund
Petar Vlaić, CEO
Nataša Ivanović, Board member
Senka Fekeža Klemen, Board member

HRVATSKA POŠTANSKA BANKA Plc

Office for Compliance and Support to the Management Board

Jurišićeva 4

10 000 Zagreb

COUNTERPROPOSAL TO PROPOSAL OF RESOLUTION ON APPOINTING MEMBERS OF SUPERVISORY BOARD - AMENDMENT

Shareholder PROSPERUS FGS, PIN: 61196386099, represented by an asset management company Prosperus-Invest Ltd from Zagreb, Metalčeva 5, PIN: 58670915471 and shareholder Erste Plavi Mandatory Pension Fund – B Category, PIN: 37688683890, represented by Erste Ltd, a company for managing mandatory and voluntary pension funds, Ivana Lučića 2/A, Zagreb, PIN: 49659289650 in accordance with the article 282, paragraph 1 of the Commercial Companies Act make a

counterproposal to proposed point 8 of the agenda Resolution on the Suitability of Candidates for the Members of the Supervisory Board and on the Election of the Members of the Supervisory Board of Hrvatska Poštanska Banka for the General Meeting convened for 29 May 2017 at 11:00.

Counterproposal includes the following:

Point 8

RESOLUTION on the Suitability of Candidates for the Members of the Supervisory Board and on the Election of the Members of the Supervisory Board of Hrvatska Poštanska Banka Plc

I

It is confirmed to the members of the Supervisory Board of the Bank: Marijana Miličević, Željko Lovrinčević and Marijana Vuraić Kudeljan, the term of office will expire on 11 August 2017 and they will cease to be members of the Supervisory Board of the Bank.

II

It is confirmed that following the proposal of the Management Board of the Bank and the consent of the Nomination Committee, the General Meeting of the Bank passed the resolution No XLIII.GS/1-17 on 30 January 2017 whereby the candidates for the members of the Supervisory Board Marijana Miličević, Željko Lovrinčević and Marijana Vuraić Kudeljan were assessed suitable for the office of the Supervisory Board of the Bank.

After the suitability assessment Dragana Resan and Anto Bajo are deemed suitable to act as members of the Bank's Supervisory Board.

III

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

1. Željko Lovrinčević, Ph.D., Zagreb, Hrvatskog Proljeća 24, Ph.D. in Economics, senior research associate at the Institute of Economics, Zagreb
2. Marijana Vuraić Kudeljan, M.Sc., Sveti Ivan Zelina, Vladimira Nazora 36, Master of Science, deputy director of the Tax Administration's Central Office, Zagreb
3. Marijana Miličević, Sesvete, Pavla Lončara 18, Master of Economics, executive director of the Corporate Marketing and Development Office of Hrvatska Pošta Plc, Zagreb
4. Dragana Resan, M.Sc., Zagreb, Antuna Šopljana 7, PIN: 89429531105, Master of Social Sciences (Economics/Finance), Head of the Business Supervision and Risk Management Department in Prosperus-Invest Ltd Zagreb
5. Anto Bajo, PhD, Zagreb, Drinska 21, PIN: 09534347495, PhD in Social Sciences (Economics/Finance), Scientific Advisor at the Public Finance Institute, Associate Professor at the University of Zagreb, Faculty of Economics and Business.

IV

The term of office for the members of the Supervisory Board of Hrvatska Poštanska Banka Plc referred to in point III above and elected hereby begins on 12 August 2017 or on the first day following the date on which prior approval of the Croatian National Bank is issued and runs **for the period of 4 (four) years.**

V

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 point III above.

VI

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.

Explanation

PROSPERUS INVEST Ltd on its own account and on behalf of Prosperus FGS, and Erste Ltd, a company for managing mandatory and voluntary pension funds on behalf of Erste Plavi Mandatory Pension Fund – B Category: PIN: 37688683890 suggest additional members of the Supervisory Board in order to improve the functioning of the Supervisory Board.

PROSPERUS INVEST Ltd

On its own account and on behalf of Prosperus FGS

Joško Miliša, CEO

ERSTE Ltd for its own account on behalf of ERSTE Mandatory Pension Fund

Petar Vlaić, CEO

Nataša Ivanović, Board member

Senka Fekeža Klemen, Board member