

**JUSTIFICATION OF PROPOSALS  
FOR 18<sup>th</sup> REGULAR SESSION OF ASSEMBLY OF PRVA GROUP PLC.  
AND SEPARATE MEETING AND VOTING OF CLASS B SHAREHOLDERS**

**Justification of Item 1. (Opening of the Assembly, establishing the quorum and electing the bodies of the Assembly) – decision no. 1.1. and 1.2.**

For execution of regular yearly session of Assembly, it is necessary to elect bodies of the Assembly. Management Board is competent and responsible to propose to the Assembly election of bodies of Assembly and ensure the presence of the notary.

This item is proposed by Management Board and Supervisory Board.

**Justification of:**

- **Item 2 (Dealing with written report of the company for the financial year 2014, written report of the Supervisory Board on the result of review of company's audited annual report for the financial year 2014 and information of the Assembly with remuneration of members of Management Board and Supervisory Board in year 2014) – decision no. 2.1. and 2.2.**
- **Item 3 (Proposal for profit distribution for year 2014) – decision no. 3.1., 3.2., 3.3., 3.4., and 3.5.**
- **Item 4 (Discharge to the Management Board and the Supervisory Board) – decision no. 4**

In accordance with first paragraph of Article 282 CA, the Supervisory Board must examine annual report and proposal for distribution of balance sheet profits, which are proposed by Management Board. Based on third paragraph of Article 282 CA, , Management Board must submit to the Assembly annual report and Report of Supervisory Board. Annual report and Report of Supervisory Board are evident from the attachments.

In accordance with fifth paragraph of Article 294 CA Management Board must inform shareholders with receipts of members of Management Board and Supervisory Board, which were paid to the in business year 2011, for performing their function. This information is also revealed in annual report of the company.

In accordance with Article 294 CA Assembly must decide on distribution of balance sheet profit, together with decision to of granting the discharge to the Management Board and the Supervisory Board. The law also prescribes that discussion on granting the discharge must be

connected with distribution of balance sheet profits, whereas in regard to decision making, the Management Board must submit to the Assembly annual report and report of Supervisory Board about its results of examination of annual report.

This item is proposed by Management Board and Supervisory Board.

**Justification of Item 5 (Appointing the auditor) – decision no. 5**

Company Ernst & Young d.o.o. is established audit company, which already performed the audit of Prva Group plc., and all its auditing performed until now was executed professionally in properly. Company Ernst & Young d.o.o. has also performed audit of several well established Slovenian companies. Audit committee, Supervisory Board and Management Board of the company believe that abovementioned facts and recommendations ensure performance of quality and comprehensive audit of the operations of the company in business year 2015.

Proposed auditor is not involved in any activities with the company, which could cause conflict of interests.

This item is proposed by Management Board and Supervisory Board.

**Justification of Item 6 (Information of the Assembly with resignation of Supervisory Board member) – decision no. 6.1, and 6.2.**

Assembly get acquainted with resignation statement, which was, on day 06.05.2015, issued by Supervisory Board member Andreea Moraru, with which its function of Supervisory Board member will end with date 18.06.2015.

At the same time under next item it is proposed election of new Supervisory Board member, who will replace Mr. Drobnak. For new member Mrs. Dariga Sambayeva is proposed.

Information on proposed Supervisory Board member:

Name: Dariga SAMBAYEVA

Residence: UK

Education: Bachelor of Kazakh Philology (Almaty State University), Master of Business Administration (Kazakhstan Institute of Management, Economics and Strategic research, Almaty, Kazakhstan)

Employment: Mrs. Sambayeva is currently employed at EBRD, where she has been working as of 2003. Mrs. Sambayeva is an accomplished senior banker with strong capital market as well as

financial institution experience in a range of emerging markets including in Central and Eastern Europe, CIS, Turkey and North Africa.

This item is proposed by Supervisory Board.