

Extraordinary General Meeting

16 October 2020

(material)

PRIVREDNA BANKA ZAGREB d.d.
MANAGEMENT BOARD

Pursuant to Article 39 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank) and Article 277 of the Companies Act, the Management Board of the Bank adopted at its 20_20 meeting, held on 8 September 2020, the following

DECISION

on calling the Extraordinary General Meeting

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **16 October 2020**, beginning at **11.00 a.m.**, on the Bank's premises in Zagreb, Radnička cesta 44 B1 – 8th floor.

At the Extraordinary General Meeting of the Bank, the shareholders shall consider the following

AGENDA

1. Decision on the amendments to Article 62 of the Articles of Association of Privredna banka Zagreb d.d. (*consolidated text from April 2016, enclosed to the application for registration in the court register of the Commercial Court in Zagreb dated 16 June 2016*)

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If a quorum stipulated by the Articles of Association of Privredna banka Zagreb d.d. is not constituted at this General Meeting, then the General Meeting will be held on 19 October 2020, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

Dinko Lucić, sgd.
President of the Management Board

In Zagreb, 8 September 2020

No.: MB_20_20/11.1

**PRIVREDNA BANKA ZAGREB d.d.
EXTRAORDINARY GENERAL MEETING**

Pursuant to Article 55 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank), the shareholders at the Extraordinary General Meeting of the Bank held on 16 October 2020 made the following

D E C I S I O N

**on the amendments to Article 62
of the Articles of Association of Privredna banka Zagreb d.d.**
(consolidated text from April 2016, enclosed to the application for registration in the court register of the Commercial Court in Zagreb dated 16 June 2016)

Article 1

Article 62 is amended to read as follows:

- "(1) The conduct of business at a General Meeting of the Bank may be transmitted by sound and picture.
The Management Board of the Bank, in accordance with the conditions prescribed by the applicable laws, may allow the shareholders to exercise all or some of their rights in full or in part by means of electronic communication in the case when they do not participate in the General Meeting neither personally nor by proxy at the venue of the General Meeting of the Bank. The Management Board of the Bank shall determine the scope and method of exercise of the shareholders' rights in the notice of the General Meeting of the Bank.
The Management Board of the Bank may decide to allow the shareholders to cast their votes in writing or by electronic communication when they do not participate in the General Meeting of the Bank. Details about the mentioned method of voting shall be determined by the Management Board of the Bank in the notice of the General Meeting.
- (2) The members of the Supervisory Board of the Bank may, in cases when they are unable to attend in person a General Meeting of the Bank i.e. when they are prevented from doing so, participate in the conduct of business at a General Meeting by means of transmission of sound and picture."

Article 2

All the other provisions of the Articles of Association of Privredna banka Zagreb d.d. *(consolidated text from April 2016, enclosed to the application for registration in the court register of the Commercial Court in Zagreb dated 16 June 2016)* shall remain unchanged.

Article 3

The Supervisory Board of the Bank is hereby authorised to establish the *consolidated text* of the Articles of Association.

Article 4

This Decision shall enter into force on the date of its entry in the court register.

Chairman of the General Meeting

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Explanation of proposed Decision:

Article 62, par. 1 of the Articles of Association of the Bank is amended to align the exercise of shareholders' rights at the General Meeting of the Bank with the technological solutions of the time in which the Bank does business and to provide the shareholders with an additional method of voting amid the circumstances caused by the Covid-19 pandemic, as allowed by Article 274, pars. 1 and 2 of the Companies Act.