

Extraordinary General Meeting

22 November 2021

(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 27_21 meeting, held on 12 October 2021, the following

DECISION
to call the Extraordinary General Meeting

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **22 November 2021**, 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 dividend payment from other reserves

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If a quorum stipulated by the Articles of Association of Privredna banka Zagreb d.d. is not constituted at this Extraordinary General Meeting, then the Extraordinary General Meeting will be held on 23 November 2021, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

If after calling the Extraordinary General Meeting of the Bank any circumstances arise concerning the SARS-Cov-2 virus pandemic or any other natural disaster that make it impossible to hold the Extraordinary General Meeting of the Bank, the Management Board of the Bank will make a decision on its revocation.

Dinko Lucić, sgd.
President of the Management Board

In Zagreb, 12 October 2021

No.: MB_27_21/13

**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 22 November 2021 made the following

D E C I S I O N

on the dividend payment from other reserves

1. Based on the Decision of the Annual General Meeting no. GM_2_21/2.1 of 26 April 2021 on the allocation of the Bank's profit earned in 2020, profit earned in the year ended on 31 December 2020 in the amount of **HRK 816,991,604.32** was allocated to other reserves.
2. Following the Croatian National Bank's Decision repealing the Decision on a temporary restriction of distributions (Dec. no. 239-091/09-21/BV of 27 September 2021), which came into force on 1 October 2021 (Official Gazette 106/2021), other reserves referred to in paragraph 1 above shall be allocated as follows:
 - The amount of **HRK 816,872,966.91**, i.e. **HRK 43.53** per share, shall be allocated for the payment of dividend to all the Bank's shareholders registered as holders of ordinary registered shares, with the exception of treasury shares, with the depository of the Central Depository and Clearing Company on the date of adoption of this Decision, when they will become entitled to dividend payment.

The dividend will be paid no later than thirty days from the date of adoption of this Decision.
 - The amount of **HRK 118,637.41** shall be allocated to the retained earnings.
3. Upon allocation of other reserves in line with paragraph 2 of this Decision, total accumulated retained earnings of the Bank amount to **HRK 10,868,194,608.08**.
4. This Decision shall enter into force on the date of its adoption.

Chairman of the General Meeting

In Zagreb, 22 November 2021
No.: EGM_3_21/1

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Explanation of proposed Decision:

In connection with the Croatian National Bank's Decision repealing the Decision on a temporary restriction of distributions (OG 106/2021), which entered into force on 1 October 2021, the Management Board and the Supervisory Board of the Bank established the draft Decision on the dividend payment from other reserves in the amount of HRK 816,872,966.91, i.e. HRK 43.53 per share, which Decision is submitted to the Extraordinary General Meeting of the Bank for adoption.