

Extraordinary General Meeting

29 December 2020

(materials)

**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 29_20 meeting, held on 26 December 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 **29 December 2020**, beginning at **8.30 a.m.**, in the conference room of the Hilton Garden Inn Hotel in Zagreb, Radnička cesta 21, 8th floor.

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

AGENDA

1. Adoption of the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange d.d.
2. Adoption of the Decision authorising the Management Board of the Bank to acquire own shares

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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 30 December 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, 26 November 2020

No.: MB_29_20/2

**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 29 December 2020 made the following

DECISION

on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange

1. Privredna banka Zagreb d.d., Radnička cesta 50, 10000 Zagreb (hereinafter: the Bank) hereby withdraws from listing on the regulated market – Zagreb Stock Exchange d.d. Zagreb, Ivana Lučića 2a/22 (hereinafter: Zagreb Stock Exchange) all the listed shares, namely 19,074,769 (in words: nineteen million seventy-four thousand seven hundred and sixty-nine) ordinary shares with a nominal value of HRK 100.00, issued in dematerialised form and deposited in the Central Depository and Clearing Company Inc. under ticker PBZ-R-A, ISIN HRPBZ0RA0004.
The Bank is entered in the register of the Commercial Court in Zagreb under no. 080002817, tax number: 3269841, TIN: 02535697732.
The share capital of the Bank amounts to HRK 1,907,476,900.00 and is fully paid up and divided into 19,074,769 shares, each with a nominal value of HRK 100.00 per share.
2. According to the provisions of Art. 341, par. 3 of the Capital Market Act, the Bank commits to buy out the shares, at a fair price, from all the Bank's shareholders who vote against the decision on the withdrawal of shares of Privredna banka Zagreb d.d. from the regulated market of the Zagreb Stock Exchange and require from the Bank, according to Art. 341, par. 5, that the Bank takes over their shares, and shall do so no later than three months from the date of entry of the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange in the court register.
3. Given that the Bank's shares were traded on more than one third of trading days in the last three months prior to the publication of the notice of this General Meeting on the website of the court register, the fair price shall be the average price of the Bank's shares achieved on the regulated market, calculated as the weighted average of all the prices achieved on the regulated market in the last three months prior to the publication of the notice of the General Meeting, in line with Article 341, par. 9 of the Capital Market Act.
4. The Management Board of the Bank shall be required to submit the application for entry of this Decision in the court register of the Commercial Court in Zagreb immediately after the adoption of this Decision.
5. This Decision shall enter into force on the date of its entry in the court register of the Commercial Court in Zagreb if passed by a majority higher than nine tenths of the votes cast according to Article 341, par. 7, subpar. 1 of the Capital Market Act, and in all other cases upon expiry of six months from the date of entry of this Decision in the court register of the Commercial Court in Zagreb.
6. The Management Board shall be required, after entry of this Decision in the court register of the Commercial Court in Zagreb, to inform the Zagreb Stock Exchange without delay about this Decision by sending this Decision and the court's decision on entry of this Decision in the court register of the Commercial Court in Zagreb.

Chairman of the General Meeting

In Zagreb, 29 December 2020
No.: EGM_3_20/1

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Explanation of proposed Decision:

The shares of Privredna banka Zagreb d.d. are currently quoted on the Zagreb Stock Exchange.

The structure of the Bank's shareholders:

- 97.5% of shares (18,591,522) are held by ISP Holding International (ISPHI);
- 0.3% of shares (57,713) are treasury shares held by the Bank itself;
- 2.2% of shares (425,534) are held by minority shareholders (more than 5 thousand shareholders).

The transactions on the stock exchange are rare and of negligible amount, i.e. the market is not liquid, so that substantial costs arising from the maintenance of the listing and the optimisation of business activities of the Bank are the main reasons for the withdrawal of the shares from the regulated market of the Zagreb Stock Exchange.

According to Art. 341 of the Capital Market Act, withdrawal of shares is to be approved by the General Meeting of the Bank. Privredna banka Zagreb d.d. has submitted to the competent authorities a request for approval of the acquisition of own shares and the relevant procedure is underway.

**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 29 December 2020 made the following

DECISION

authorising the Management Board of the Bank to acquire own shares

1. Pursuant to Article 233, par. 1 of the Companies Act (Official Gazette 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019; hereinafter: CA), the General Meeting authorises the Management Board to acquire own shares from the Bank's shareholders voting against the Decision of the General Meeting on the withdrawal of the Bank's shares from the regulated market, without any further consents of the General Meeting and on the conditions from the subject Decision of the General Meeting.
2. This Decision shall enter into force on the date of its adoption.

Chairman of the General Meeting

In Zagreb, 29 December 2020

No.: EGM_3_20/2

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Explanation of proposed Decision:

In order to meet the legal obligation to buy out the shares from all the Bank's shareholders voting against the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagrebačka burza d.d., the Management Board is given the authority to acquire own shares without any further consents of the General Meeting and on the conditions from the subject Decision of the General Meeting.