

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 4_23 meeting, held on 20 February 2023, the Decision to call the Annual General Meeting, under which it sends the following

INVITATION TO THE ANNUAL GENERAL MEETING

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **27 March 2023**, beginning at **11.00 a.m.**, on the Bank's premises in Zagreb, Radnička cesta 44 B1 - 8th floor.

The Annual General Meeting of the Bank shall consider the following

AGENDA

1. The Supervisory Board Report on supervision exercised over the conduct of business affairs in the Bank in 2022
2. Annual financial statements of the Bank and consolidated annual financial statements for 2022 (confirmed by the Management Board and the Supervisory Board of the Bank), and Annual Management Board Report of Condition of the Bank and its Subsidiaries, and in this regard:
 - 2.1 Decision on the allocation of the Bank's profit earned in 2022
 - 2.2 Decision on granting the approval of action to members of the Management Board of the Bank for the year 2022
 - 2.3 Decision on granting the approval of action to members of the Supervisory Board of the Bank for the year 2022
3. Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2023
4. Decision on the suitability of members of the Supervisory Board of the Bank based on the regular suitability assessment
5. Decision on the suitability of candidates for members of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank
6. Decision on the election of two members of the Supervisory Board of the Bank

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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 28 March 2023, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

Ad 1) The Supervisory Board of the Bank submits to the Annual General Meeting of the Bank the following

R E P O R T

on supervision exercised over the conduct of business affairs in Privredna banka Zagreb d.d. in 2022

I.

In 2022 the Supervisory Board of the Bank performed its duties as a body composed of seven members, the President of the Supervisory Board Mr Ignacio Jaquotot, the Deputy President Ms Draginja Đurić, and Members Mr Branko Jeren (term of office until 22 April 2022), Mr Giulio Moreno, Ms Beata Kissné Földi, Mr Christopher Velle, Mr Luca Leoncini Bartoli, and Ms Maja Martinović (effective from 13 May 2022). In the course of 2022, the term of office of Mr Jaquotot, President of the Supervisory Board, was renewed, while Ms Martinović was elected as a new independent Member of the Supervisory Board of the Bank instead of Mr Jeren (who, according to legal regulations, no longer meets the criteria for an independent Member of the Supervisory Board after twelve consecutive years in office).

According to the provisions of the Credit Institutions Act, the CNB Decision on the assessment of the suitability of the chairperson of the management board, members of the management board, members of the supervisory board and key function holders in a credit institution, it was estimated that three members of the Supervisory Board of the Bank meet the independence criteria, which is deemed to be sufficient for the functioning of the Supervisory Board and its committees in line with the provisions of valid regulations and internal regulations of the Bank.

II.

In the course of 2022, the Supervisory Board held eighteen meetings, which were mainly held by electronic means of communication. Exceptionally, in cases of urgency, when calling a meeting by electronic means of communication was not possible for objective reasons, meetings were held by letter. Four regular meetings that considered financial reports were held within the deadlines prescribed by law and the Bank's Articles of Association. Members of the Management Board regularly attended Supervisory Board meetings. As required by law, meetings were also attended by persons responsible for the operation of individual control functions.

The Management Board of the Bank and the Supervisory Board acted in line with the Articles of Association of the Bank and valid legal regulations governing their competence and roles.

Acting in conformity with the law, the Articles of Association of the Bank, as well as its Rules of Procedure, the Supervisory Board of the Bank supervised the conduct of the Bank's affairs, established the guidelines for the business policy, strategy of the Bank, and actively contributed to its implementation, all on the basis of the reports of the Management Board of the Bank on issues of importance for the conduct of business affairs and the condition of the Bank.

The Management Board provided the Supervisory Board with duly prepared, true, and timely reports on business policy and on other general issues related to the conduct of business, financial plans, risk management strategies and policies, operational profitability, course of business as well as income, expenses, the condition of the Bank, and other important issues. The Management Board of the Bank submitted financial reports on a quarterly, semi-annual, and annual basis and regularly discussed their implementation with the Supervisory Board. The internal audit and the risk control function (in terms of credit, operational, and financial risks) submitted their statutory quarterly reports in a timely manner. Reports on the work of the risk control function, the anti-money laundering function, and the compliance function were submitted and considered semi-annually.

In accordance with the law, the Articles of Association of the Bank and its own decisions, the Supervisory Board gave consent to decisions regarding the Bank's exposure to clients/groups

of connected clients. It also gave consent to basic business documents: the budget for 2022, strategies and policies for taking and managing risks and other strategic documents and policies in line with valid regulations and parent bank rules. Within its competence, the Supervisory Board supervised the adequacy and transparency of the Bank's organizational structure in line with the approved business strategy and risk management strategy.

Good and constructive cooperation of the Management Board of the Bank and the Supervisory Board and their sharing of relevant information necessary to complete their tasks also contributed to the fulfilment of the supervisory function. The Supervisory Board had at all times the possibility to ask for and to obtain from the Management Board of the Bank information on any issue related to operations of the Bank which significantly affected or could have affected its position. The Management Board of the Bank made sure, among other things, that members of the Supervisory Board had adequate access to information on the risk profile.

In the course of 2022, all relevant reports on the Euro project were continuously presented to the Supervisory Board and the project was successfully implemented on 1 January 2023.

In 2022 efficient and transparent cooperation again manifested itself in the open discussion between the Management Board of the Bank and the Supervisory Board and also in-between members of each of the two bodies.

In the light of the foregoing and the achieved financial results, and especially taking into account that the Bank conducted business in difficult conditions due to consequences of the pandemic as well as the Russian-Ukrainian conflict that started in February 2022, the Supervisory Board finds that in 2022 the Management Board of the Bank was good and successful in managing the company's affairs in the best interest of the shareholder and in line with its competence, as established by legal regulations and the Bank's Articles of Association, and that it established clear internal relations in connection with risk-taking and risk management, which also includes segregation of duties and responsibilities between the Supervisory Board, the Management Board of the Bank, the appointed committees and the senior management.

Also, in 2022 the Supervisory Board continued taking care of implementation of the succession plan in connection with the composition of the Management Board of the Bank and, in line with the procedure prescribed by law, it annually assessed suitability of the president and members of the Management Board and persons responsible for the operation of control functions in the Bank. Based on the outcome of the suitability assessment, and after obtaining a positive opinion of the Nomination Committee, the Supervisory Board found that the president and all members of the Management Board of the Bank were individually suitable to perform their respective functions and that the Management Board collectively had sufficient knowledge, skills and experience to perform its duties independently and without undue influence from other persons, and in particular to understand the Bank's activities and the main risks.

Keeping in mind the assessment of the knowledge, skills, and experience of individual members of the Supervisory Board conducted by the Bank's Human Resources and the Compliance Department, with a positive opinion of the Nomination Committee, and keeping in mind their participation and work done in the meetings of the Supervisory Board and its committees, the Supervisory Board finds that all of its members contributed significantly to its work, both individually and collectively, with their competences, experience, and dedication, thus enabling complete performance of the Supervisory Board's function. Last year no conflict of interest of the Bank's Management Board or Supervisory Board members was detected.

III.

The Supervisory Board was assisted by the Audit Committee in its work. The President of the Audit Committee regularly reported at the Supervisory Board meetings on the Committee's work and the most important conclusions from its meetings.

In 2022 the Audit Committee had three members appointed by the Supervisory Board from among Supervisory Board members. Six Audit Committee meetings were held in 2022 to discuss issues that fall within the competence of the Supervisory Board of the Bank. The Audit

Committee helped the Supervisory Board perform its duties related to supervision over the process of administrative and financial governance of the Bank, financial reporting, audit process (including a recommendation for the selection of an independent external auditor given to the shareholders' meeting), as well as compliance with laws, regulations, rules, and the code of ethics, verified whether all the control functions were independent and properly skilled to accomplish their functions, and examined the periodic reports of the heads of control functions (Risk Management Department, Compliance Department, Anti-Money Laundering Department, and Internal Audit Department). The Supervisory Board supervised, with the assistance of the Audit Committee, adequacy and efficiency of the system of internal controls to ensure timely detection and monitoring of all the risks the Bank is exposed to in its operation.

In 2022 the Bank held planned meetings of the Remuneration Committee, the Nomination Committee, and the Risk Committee. These Committees have three members each, all of whom are members of the Supervisory Board. The Management Board made sure that the committees of the Supervisory Board had adequate access to all information and data necessary for them to perform their tasks, including information of relevant corporate functions. The meetings discussed issues falling within the competence of those committees, observing the deadlines set by law and the internal Charters of the committees of the Supervisory Board. Based on regular work reports, decisions, and recommendations of its technical committees, the Supervisory Board finds that all the committees were successful in carrying out tasks falling within their competence in line with the law, by-laws, and the Charters of the committees.

In line with legal obligations, the Supervisory Board examined the Annual financial reports of the Bank and consolidated financial reports for 2022, the report of condition of the Bank and its subsidiaries, and the proposal of the Decision on the allocation of the Bank's profit earned in 2022, which were submitted by the Management Board of the Bank. The Supervisory Board made no remarks on the submitted reports and it found that the Annual financial reports and consolidated financial reports of the Bank (profit and loss account, balance sheet, cash flow report, and notes to financial reports) were prepared in accordance with the balances recorded in the business books and that they fairly disclosed the assets and the financial condition of the Bank and the PBZ Group, as was confirmed also by the external auditor Ernst & Young d.o.o., Zagreb, which audited the financial reports in 2022 in line with the decision of the General Meeting of the Bank.

After the Supervisory Board has given its consent to the Annual financial reports of the Bank and consolidated annual financial reports for 2022, the mentioned financial reports are considered to be confirmed by the Management Board and by the Supervisory Board of the Bank.

The Supervisory Board of the Bank accepted the Management Board report of condition of the Bank and its subsidiaries, and it agreed that the Bank's profit totalling HRK 1,425,666,431.73 / EUR 189,218,452.68 (after taxation), earned in the year ended on 31 December 2022, should be allocated in the manner proposed by the Management Board of the Bank.

Based on the foregoing, the Supervisory Board of the Bank hereby presents the proposal to the Annual General Meeting of the Bank to take note of the Annual financial reports of the Bank and consolidated annual financial reports of the Bank for 2022 as well as the Management Board report of the condition of the Bank and its subsidiaries, and in this connection, to make the decision on granting approval of action to the members of the Management Board and the Supervisory Board of the Bank, as well as to adopt the decision on the profit allocation as proposed by the Management Board of the Bank.

Having supervised the conduct of the Bank affairs in 2022, which included also the review and examination of the Bank's documentation, the Supervisory Board established that the Bank acted in consistence with the law, by-laws, decisions of the Croatian National Bank related to performed supervisory examinations of particular segments of the Bank's operation, Bank's internal regulations, instructions and guidelines of the parent bank, as well as the decisions of the General Meeting of the Bank. Also, the Supervisory Board finds that the Bank's operations were successful in their entirety and that the planned objectives were accomplished.

Respective decisions of the Management Board and the Supervisory Board of the Bank, by means of which the Annual financial reports of the Bank and consolidated annual financial reports of the Bank for 2022 were confirmed, constitute an integral part of this Report.

Explanation of the proposal:

The obligation to submit a report on supervision exercised over the conduct of business affairs in the Bank is stipulated in Articles 263, 300.c, and 300.d of the Companies Act, which includes also the obligation [of the SB] to report on the results of its examination of the annual financial statements, the Annual Management Board Report of Condition of the Bank and its Subsidiaries, and the proposed decision on profit allocation.

There is no voting on this Agenda item, but instead, the Supervisory Board Report is acknowledged.

Draft Decisions:

Ad 2)

2.1

The Management Board and the Supervisory Board of the Bank hereby propose that the Annual General Meeting of the Bank adopt the following

DECISION on the allocation of the Bank's profit earned in 2022

1. It is hereby ascertained that the Bank, in the year ended on 31 December 2022, earned net profit (i.e. profit after tax), in the amount of **HRK 1,425,666,431.73** (EUR 189,218,452.68).
2. Net profit of the Bank referred to in paragraph 1 above shall be distributed as follows:
 - The amount of HRK 1,425,216,449.38 (EUR 189,158,729.76), i.e. HRK 75.97 (EUR 10.08) per share, shall be allocated for the payment of dividend to the only shareholder of the Bank, Intesa Sanpaolo Holding International S.A. Luxembourg, which is registered as holder of ordinary registered shares with the depository of the Central Depository and Clearing Company on the date of adoption of this Decision and shall become entitled to dividend payment on the same date.
The dividend will be paid no later than thirty days from the date of adoption of this Decision.
 - The amount of HRK 449,982.35 (EUR 59,722.92) shall be allocated to the retained earnings.
3. It is hereby ascertained that the total accumulated retained earnings of the Bank amount to HRK 11,081,111,434.71 (EUR 1,470,716,229.97) on the date of adoption of this Decision.
4. This Decision shall enter into force on the date of its adoption.

Explanation of the proposal:

According to the provisions of Article 275 of the Companies Act, the Decision on the allocation of profit is adopted by the General Meeting of the Bank after the Management Board (pursuant to Articles 300b and 300c) has presented a proposal of the Decision on the allocation of profit to the Supervisory Board of the Bank for examination and approval.

The proposal is made to pay out a dividend that makes 99.97% of the profits earned in 2022 and equals HRK 75.97 (EUR 10.08) per share, which is based on the business results achieved last year.

2.2

The Management Board and the Supervisory Board of the Bank hereby propose that the Annual General Meeting of the Bank adopt the following

DECISION

on granting the approval of action to members of the Management Board of the Bank

1. After the Annual financial statements for 2022 have been presented to the Annual General Meeting of the Bank - which statements were confirmed by the Management Board and the Supervisory Board of the Bank, it is hereby ascertained that the Management Board of Privredna banka Zagreb d.d. managed the affairs of the Bank in accordance with the law and the Articles of Association of the Bank, and, based on the foregoing, members of the Management Board shall be granted the approval of action for the year 2022.
2. This Decision shall enter into force on the date when it has been adopted.

Explanation of the proposal:

Pursuant to Article 276 of the Companies Act, the General Meeting of the Bank once a year, on the occasion when the annual financial statements are presented to the General Meeting, decides on granting the approval of action to members of the Management Board and the Supervisory Board – by means of which it expresses its approval of the way in which members of the Management Board and the Supervisory Board ran the company [in a given year].

2.3

The Management Board and the Supervisory Board of the Bank hereby propose that the Annual General Meeting of the Bank adopt the following

DECISION

on granting the approval of action to members of the Supervisory Board of the Bank

1. After the Annual financial statements for 2022 have been presented to the Annual General Meeting of the Bank - which statements were confirmed by the Management Board and the Supervisory Board of the Bank, it is hereby ascertained that the Supervisory Board of Privredna banka Zagreb d.d. performed its functions in accordance with the law and the Articles of Association of the Bank, and, based on the foregoing, members of the Supervisory Board shall be granted the approval of action for the year 2022.
2. This Decision shall enter into force on the date when it has been adopted.

Explanation of the proposal:

The explanation is the same as under 2.2 above

Ad 3)

Pursuant to the recommendation of the Audit Committee of the Bank, the Supervisory Board of the Bank puts forth to the Annual General Meeting of the Bank the proposal to adopt the following

DECISION

on the appointment of the external auditor who shall conduct the audit of the financial statements of the Bank for the year 2023

1. The audit firm **Ernst & Young d.o.o.**, Radnička cesta 50, Zagreb, is hereby appointed as the external auditor that shall conduct the audit of the financial statements of the Bank for the year 2023.
2. This Decision shall enter into force on the date when it has been adopted.

Explanation of the proposal:

Pursuant to Article 275 of the Companies Act, the General Meeting decides also on the appointment of the external auditor who shall conduct the audit of the company's operation as proposed by the Supervisory Board of the Bank.

In accordance with the recommendation of the Audit Committee of the Bank, the proposal is to appoint the audit firm Ernst & Young d.o.o., Radnička cesta 50, Zagreb to conduct the audit of the Bank's financial statements for 2023.

Ad 4)

The Management Board of the Bank hereby proposes that the Annual General Meeting of the Bank adopt the following

DECISION

on the suitability of members of the Supervisory Board of the Bank based on the regular suitability assessment

1. Upon completion of the regular annual assessment of the suitability to perform the function of a member of the Supervisory Board of the Bank an assessment has been made that:
 - Mr Ignacio Jaquotot, President of the Supervisory Board,
 - Ms Draginja Đurić, Deputy President of the Supervisory Board,
 - Ms Beáta Kissné Földi, Ms Maja Martinović, Mr Giulio Moreno, Mr Christophe Velle, and Mr Luca Leoncini Bartoli, Members of the Supervisory Board,are suitable to perform the function of a member of the Supervisory Board.
2. It is assessed that the members of the Supervisory Board collectively, as a whole, have the necessary knowledge, skills and experience allowing it to monitor the Bank's operations independently and without undue influence from other persons and to have an understanding of its operations and significant risks and that the set target number of the underrepresented gender has been met.
3. This Decision shall enter into force on the date of its adoption.

Explanation of the proposal:

According to the provisions of the Credit Institutions Act and the CNB's Decision on the assessment of the suitability of the chairperson of the management board, members of the management board, members of the supervisory board and key function holders in a credit institution, the General Meeting decides on the suitability of members of the Supervisory Board of the Bank on a regular basis - once a year.

Before submitting the proposal of the decision to the General Meeting, a suitability assessment of present members of the Supervisory Board was conducted at the Bank in accordance with the Policy on the Suitability Assessment Procedure, adopted with the consent of the Supervisory

Board of the Bank, and the Policy on the Target Structure of the Supervisory Board of Privredna banka Zagreb d.d. and the Suitability Assessment Criteria, adopted by the General Meeting of the Bank.

Ad 5)

After receiving a positive opinion of the Nomination Committee, the Management Board of the Bank proposes to the Annual General Meeting of the Bank to adopt the following

DECISION

on the suitability of candidates for members of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank

1. Upon completion of the procedure of suitability assessment of candidates for members of the Supervisory Board of the Bank, it has been found that:
 - Mr **Giulio Moreno** and
 - Mr **Luca Leoncini Bartoli**,are suitable for the performance of the function of Member of the Supervisory Board of the Bank.
2. Upon completion of the procedure of collective suitability assessment, it has been found that the Supervisory Board, including the candidates referred to in par. 1 of this Decision, is collectively suitable, meaning that the members of the Supervisory Board as a whole have the required knowledge, skills and experience to supervise the credit institution's affairs independently and without undue influence from other persons and to understand the credit institution's activities and the main risks and that the set target number of the underrepresented gender has been met.
3. This Decision shall enter into force on the date of its adoption.

Explanation of the proposal:

According to the provisions of the Credit Institutions Act and the CNB's Decision on the assessment of the suitability of the chairperson of the management board, members of the management board, members of the supervisory board and key function holders in a credit institution, the General Meeting decides on the suitability of candidates for members of the Supervisory Board of the Bank.

Given that the three-year term of office of Mr Giulio Moreno, Member of the Supervisory Board, will expire on 30 November 2023, and that of Mr Luca Leoncini Bartoli, Member of the Supervisory Board, will expire on 26 August 2023, and keeping in mind their contribution to the work of the Supervisory Board, a proposal is made to re-elect them to the Supervisory Board.

Before submitting the proposal of the decision to the General Meeting, the procedure of the suitability assessment of the mentioned candidates for members of the Supervisory Board of the Bank was completed in line with valid regulations and provisions of the Policy on the Target Structure of the Supervisory Board of Privredna banka Zagreb d.d. and the Suitability Assessment Criteria, adopted by the General Meeting of the Bank.

It is estimated that the candidates for members of the Supervisory Board and all members of the Supervisory Board together have the required knowledge, skills and experience to supervise the Bank's affairs independently and without undue influence from other persons and to understand its activities and the main risks and that the set target number of the underrepresented gender has been met.

Ad 6)

In line with the Nomination Committee's proposal of candidates for members of the Supervisory Board of the Bank, the Supervisory Board of the Bank proposes to the Annual General Meeting to adopt the following

DECISION

on the election of members of the Supervisory Board of the Bank

1. The following are elected to the Supervisory Board of the Bank for another three-year term of office:
 - Mr **Giulio Moreno**, domiciled in Rome, Italy, effective 1 December 2023 and
 - Mr **Luca Leoncini Bartoli**, domiciled in Milan, Italy, effective 27 August 2023, subject to prior approval of the Croatian National Bank/European Central Bank.
2. This Decision shall enter into force on the date of delivery of the decision on issuance of the prior approval of the Croatian National Bank/European Central Bank for the performance of the function of a member of the supervisory board of a credit institution.

Explanation of the proposal:

Pursuant to Article 275 of the Companies Act, the General Meeting decides on the election of members of the Supervisory Board.

Upon completion of the procedure of suitability assessment of Mr Moreno and Mr Leoncini Bartoli by the HR and Organisation Department (Expert service of the Bank) and the Compliance Department, the Nomination Committee issued a positive opinion on the suitability of Mr Moreno and Mr Leoncini Bartoli for performing the function of Members of the Supervisory Board of the Bank, proposing them to the Supervisory Board as candidates for Supervisory Board Members to serve another term of office, in line with the provisions of the Credit Institutions Act, by-laws, and the Charter of the Committees of the Supervisory Board.

Further to the foregoing and according to the provisions of Article 280 par. 3 of the Companies Act, the Supervisory Board submits to the General Meeting of the Bank the proposal to re-elect Mr Giulio Moreno and Mr Luca Leoncini Bartoli as members of the Supervisory Board of the Bank for a three-year term of office subject to prior approval of the Croatian National Bank/European Central Bank for performing the function of a member of the supervisory board of a credit institution.

The resumes of the nominated candidates are available on the Bank's website.

Conditions for participating in the Annual General Meeting and exercising voting rights

In line with Article 57 of the Articles of Association of Privredna banka Zagreb d.d., the right to participate in or vote at the General Meeting of the Bank can be exercised by those shareholders who are registered with the depository of the Central Depository & Clearing Company six (6) days inclusive prior to the General Meeting of the Bank (day of establishment of the list of shareholders) provided that they give notice to the Bank of their intention to participate in or vote at the General Meeting of the Bank and that the Bank receives the notice at the address: Privredna banka Zagreb d.d., General Secretariat Office, Radnička cesta 44, 10000 Zagreb, no later than six (6) days before the Annual General Meeting of the Bank. The time limit does not include the day when the Bank receives the notice.

Each of 18,765,747 shares with a nominal value of HRK 100, i.e. EUR 13,27 (converted at the fixed conversion rate of EUR 1 = HRK 7.53450), that the share capital of the Bank is divided in gives its holder the right to one vote.

The shareholder may be represented by a proxy at the Annual General Meeting. The proxy shall be prepared in writing, and it need not be notarized by a notary public.

If the person giving proxy is a legal person, an excerpt from the court register or another register where that person is registered shall be enclosed with the notice/proxy or its copy, transcription or another deed showing that the proxy was signed by the person authorised by law to represent the legal person. Deeds prepared in a foreign language shall be translated into Croatian by an authorised court interpreter.

A duly filled in and signed notice/proxy form with attachments shall be sent to the address: Privredna banka Zagreb d.d. – General Secretariat Office, Radnička cesta 44, 10000 Zagreb, no later than six (6) days before the Annual General Meeting of the Bank.

The material for the Annual General Meeting of the Bank, serving as basis for making the published decisions, will be made available to the shareholder starting from the date of publication of the invitation to the Annual General Meeting of the Bank, on the Bank's premises in Zagreb, Radnička cesta 44, B1-8A every work day from 10.00 a.m. to 12.00 noon and on the website of the Bank (www.pbz.hr).

If a quorum stipulated by the Articles of Association of Privredna banka Zagreb d.d. is not constituted at this Annual General Meeting of the Bank, then the Annual General Meeting of the Bank will be held on 28 March 2023, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

The information on personal data protection can be found in the document *Information on personal data processing of PBZ d.d. - Annual General Meeting*, which is attached to this Invitation.

Shareholder rights

As regards exercising of a right to:

- make an addition to the agenda (which is the right of those shareholders who, together, hold shares equal to the twentieth part, i.e. 5% of the share capital) – the shareholder is advised to consult the provisions of Article 278, par. 2 of the CA (a request by the shareholder must be received at/by the Bank at least 30 days prior to the holding of the General Meeting, where the day of receipt of the request is not included in the specified time limit, and the request must be sent to the address: Privredna banka Zagreb d.d. – General Secretariat, Zagreb, Radnička cesta 44, B1-8A).
- make a counterproposal in relation to the proposal of the decision on a certain agenda item made by the Management Board and/or the Supervisory Board of the Bank – the shareholder is advised to consult the provisions of Article 282, par. 1, i.e. Article 283 of the CA regarding proposals for the election of members of the Supervisory Board and appointment of the external auditor, with adequate application of the provision of Article 282 (a counterproposal must be delivered to the Bank at least 14 days prior to the holding of the General Meeting, where the day of its receipt is not included in the specified time limit, and it must be sent to the address: Privredna banka Zagreb d.d. – General Secretariat, Zagreb, Radnička cesta 44, B1-8A).
- have the Management Board of the Bank inform the shareholder, upon request, at the Annual General Meeting about the company business where necessary for proper evaluation of the items on the agenda – the shareholder is advised to consult the provisions of Article 287 of the CA.

Privredna banka Zagreb d.d.



INFORMATION ON PERSONAL DATA PROCESSING - GENERAL MEETING PBZ d.d.

(pursuant to Article 13 of the General Data Protection Regulation (EU) 2016/679)

INTRODUCTORY INFORMATION ON EUROPEAN UNION AND REPUBLIC OF CROATIA LEGISLATION ON PERSONAL DATA PROTECTION

We process your personal data pursuant to the provisions contained in the Regulation (EU) 2016/679 of the EUROPEAN PARLIAMENT AND COUNCIL of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (hereinafter referred to as: General Data Protection Regulation) and in connection with the national Act on Implementing the General Data Protection Regulation.

The General Data Protection Regulation contains a number of rules which are implemented in order to ensure that personal data are processed by taking into account the rights and fundamental freedoms of people. Also, this General Data Protection Regulation allows free movement of personal data within the European Union, without any restrictions and prohibitions.

This Information on Personal Data Processing (hereinafter referred to as: the Information) includes the requirements of the General Data Protection Regulation and the national Act on Implementing the General Data Protection Regulation.

Pursuant to Article 13 of the General Data Protection Regulation, we hereby provide you as a stakeholder of the General Meeting with information on how we process your personal data, what rights you have regarding data processing and protection, and how you may exercise these rights.

We process and use your personal data legally, fairly and transparently while safeguarding the security of your personal data from unauthorized or illegal processing, and for that purpose we are implementing the most advanced technical, security and organisational protective measures.

INFORMATION ON THE CONTROLLER

The controller is Privredna banka Zagreb d.d., Radnička cesta 50, Zagreb (City of Zagreb), PIN 02535697732, entered in the Court Registry of the Commercial Court in Zagreb, under the Company Registration Number (MBS) 080002817 (hereinafter referred to as: the Bank). The Bank processes your personal data for the purposes specified in Section III of this Information.

Contact data:

Privredna banka Zagreb d.d.

Radnička cesta 50

10000 Zagreb

Phone number: 0800 365 365

E-mail: pbz365@pbz.hr

CONTACT DATA OF THE DATA PROTECTION OFFICER

Privredna banka Zagreb d.d.

Radnička cesta 50, HR-10000 Zagreb, Hrvatska; Tel. 01 636 0000, Fax 01 636 0063; www.pbz.hr; SWIFT: PBZGHR2X. Upisana u registar Trgovačkog suda u Zagrebu pod br. 080002817, statistički broj: 3269841, OIB 02535697732, IBAN: HR64 2340 0091 0000 0001 3. Temeljni kapital Banke u iznosu od: 1.876.574.700,00 kuna/ 249.064.264,38 eura (fiksni tečaj konverzije 1 euro = 7,53450 kuna), uplaćen je u cijelosti i podijeljen je na 18.765.747 dionica svaka nominalne vrijednosti od 100,00 kuna/ 13,272280841 eura (fiksni tečaj konverzije 1 euro = 7,53450 kuna) po dionici. Uprava Banke: Dinko Lucić (predsjednik), Dario Massimo Grassani (zamjenik predsjednika), Andrea Pavlović, Antonio Bergaglio, Draženko Kopljar, Hrvoje Dajak, Vedrana Jelušić Kašić, predsjednik Nadzornog odbora: Ignacio Jaquotot

The Bank appointed a Data Protection Officer, as required by Article 37 of the General Data Protection Regulation.

Regarding any questions concerning your personal data processing and/or exercising of the rights foreseen by the General Data Protection Regulation and as specified in the part of this Information titled Data Subjects' Rights, you may contact the Data Protection Officer at the following addresses:

Privredna banka Zagreb d.d.
Data Protection Officer
Radnička cesta 42
10000 Zagreb
E-mail: sluzbenik.za.zastitu.osobnih.podataka@pbz.hr

PROCESSING OF PARTICIPANTS' DATA FOR THE PURPOSE OF PARTICIPATING AT THE GENERAL MEETING

For the purpose of participating at the Bank's General Meeting (hereinafter referred to as: the Meeting), it is required to identify shareholders and other necessary stakeholders in order to enable them to obtain access to the Meeting. For this reason, we will process the following personal data of all stakeholders: name and surname or company's name, address of residence or registered office, PIN, copy of personal identity card, e-mail address (necessary for the purpose of voting by means of electronic communication). In addition to the aforementioned, with regard to the shareholders, we will collect the shareholder's CDCC account and the number of shares. This data processing is based on the legitimate interest of the Bank in order to provide execution of the shareholders rights prescribed by law.

The Companies Act in Art. 274 provides the companies with the possibility to enable participation also by electronic communication. In order to facilitate the shareholders to exercise their right to participate in the work of the Bank's General Meeting (hereinafter referred to as: the Meeting) the possibility of remote participation of shareholders and other stakeholders at the Meeting was introduced. Thus in addition to the physical presence it is possible to participate in its work also by electronic means, and the choice of the modality of participation is left to shareholders themselves.

Data on shareholders are retained by the Bank as the Controller for 12 months after the shareholder ceases to be a shareholder of the company, following which expiry the said data are erased/destroyed.

In accordance to the valid recommendations of the Croatian Institute of Public Health laid down by the National or Local Civil Protection Authority at the time of holding the Meeting, there is a possibility of collection of other personal data, accordingly to the legal obligation, that will be delivered to the competent Civil Protection Authority.

DATA SUBJECTS' RIGHTS

You may at any time contact the Bank, as the Controller, for the purpose of exercising your rights pursuant to the General Data Protection Regulation by using contact data provided in this Information. You can submit your request in writing or to the following e-mail address of the Data Protection Officer: sluzbenik.za.zastitu.osobnih.podataka@pbz.hr.

The Bank shall provide you with information on action taken on your request without undue delay and in any event within one month of receipt of the request. That period may be extended by two further months where necessary, taking into account the complexity and number of the requests. The Bank shall inform you of any such extension within one month of receipt of the request, together with the reasons for the delay.

Where you have made the request by electronic means, the information shall be provided by electronic means where possible, unless you have requested otherwise. If the Bank does not take action on your request, it shall inform you without delay and at the latest within one month of receipt of the request of the reasons for not taking action and of the possibility of lodging a complaint with a supervisory authority.

Any communication and actions undertaken by the Bank with respect to the exercise of the rights listed below shall be free of charge. However, where your requests are manifestly unfounded or excessive, in particular because of their repetitive character, the Bank may refuse to act on your requests.

You can contact the Bank as the Controller in order to exercise the following rights:

(1) Right to data access – You may obtain from the Bank, as the Controller, a certificate of whether your personal data are processed and if processed, you have the right to access personal data and information as provided for in Article 15 of the General Data Protection Regulation, including, for example, processing purposes, personal data categories, retention periods, etc.

If your personal data are transferred to a third country or an international organization, you have the right to be notified of the appropriate transfer security measures.

If so, the Bank shall provide you with a copy of the personal data processed. For all further copies, the Bank may charge you a reasonable fee based on administrative costs. If the request is submitted electronically, and unless otherwise requested, the Bank shall deliver the data in the usual electronic format.

(2) Right to rectification – You may instruct the Bank to rectify your personal data that is incorrect. Taking into account the purposes of the processing, you also have the right to have incomplete personal data completed by means of providing a supplementary statement.

(3) Right to erasure (“Right to be forgotten”) – You may request from the Bank as the Controller to erase your personal data where one of the grounds listed in Article 17 of the General Data Protection Regulation applies (for example, the personal data are no longer necessary in relation to the purposes for which they were collected or otherwise processed or the consent for processing your personal data has been withdrawn or there is no other legal basis for processing or the personal data have to be erased for compliance with a legal obligation under EU law or under the regulations of the Republic of Croatia or the data have been unlawfully processed or an objection has been made for direct marketing).

We hereby inform you that the Bank may not erase your personal data if their processing is necessary, for example, in order to meet retention period requirements, for reasons of public interest, for establishment, exercise or defence of legal claims.

(4) Right to restriction of processing – You may request the Bank to restrict the processing of your personal data in the cases provided for in Article 18 of the General Data Protection Regulation, including, for example, if it is necessary to verify the accuracy of your personal data.

(5) Right to data portability – If the processing of your personal data is based on your consent or is required for the performance of an agreement or for taking action prior to the conclusion of an agreement and if processing is carried out by automated means, you may: request the obtaining of personal data you received in a structured, customary and machine-readable format.

(6) Right to object – At any time, you may object to personal data processing to the contact addresses provided in this Information, if processing is performed in the public interest or is necessary for the purpose of legitimate interests of the Bank as the Controller. If you decide to object, the Bank shall refrain from further processing your personal data, unless the Bank proves that there are compelling legitimate grounds for processing (bases overriding the interests, rights and freedoms of the data subject) or that processing is necessary for establishment, exercise or defence of legal claims.

In conclusion of this Information, as required by Article 21, par. 4 of the General Data Protection Regulation, we further draw your attention to this right.

(7) Automated individual decision-making, including profiling – In the case of automated decision-making, including profiling (for example the calculation of total scoring during assessment), Article 22 of the General Data Protection Regulation gives you the right not to be subject to a decision

based solely on automated processing of your personal data, including profiling, which generates a legal effect that affects you more considerably, unless the said decision:

- a) is necessary for performance of an agreement between you and the Bank;
- b) is authorised by RoC or EU member law to which the controller is subject and which also lays down suitable measures to safeguard the data subject's rights and freedoms and legitimate interests;
- c) is based on your explicit consent.

In the cases under (a) and (c), the Bank shall implement suitable measures to safeguard your rights and freedoms and legitimate interests, and you may exercise the right for the Bank to enable you to express your point of view and to contest the decision.

(8) Right to file a complaint and right to file a complaint with the data protection authority

Notwithstanding your right to contact the administrative body or the court, if you consider that processing of your personal data carried out by the Bank constitutes a violation of the General Data Protection Regulation and/or valid regulations of RoC, you may also lodge a complaint with the Personal Data Protection Agency. Regardless of the above, if you consider that the processing of your personal data by the Bank violates the General Data Protection Regulation or the national implementing regulation, you can contact the Data Protection Officer at the address sluzbenik.za.zastitu.osobnih.podataka@pbz.hr so that we could jointly try to resolve your complaint.

Pursuant to Article 21, paragraph 4 of the General Data Protection Regulation, we would like to draw your attention to your right to object under Article 21, paragraphs 1 and 2 of the General Data Protection Regulation.

You have the right to object, on grounds relating to your particular situation, at any time **to processing of personal data concerning you** which is based on Article 6, paragraph (1) item (e) (*processing in the public interest*) or Article 6, paragraph (1) item (f) (if processing is necessary for the purposes of legitimate interests pursued by the Bank or a third party, except where such interests are overridden by the interests or fundamental rights of the data subjects requesting the protection of personal data, including profiling based on those provisions).

You also have the right to object to the processing of your personal data pursuant to Article 6, paragraph (1) item (f) of the General Data Protection Regulation (*if processing is necessary for the purposes of legitimate interests pursued by the Bank or a third party, except where such interests are overridden by the interests or fundamental rights of the data subjects requesting the protection of personal data, including profiling based on those provisions*), if such data are processed by the joint controllers.

If you object, we shall no longer process your personal data (unless we demonstrate, while solving your objection, that there are compelling legitimate grounds for the processing which override your interests, rights and freedoms or if processing is done for the exercise or defence of legal claims).

You can submit your objections to the contact addresses provided in this Information.

Zagreb, March 2023

PRIVREDNA BANKA ZAGREB d.d.