



**REPUBLIC OF CROATIA**  
**NOTARY PUBLIC**  
**IVA DUJMOVIĆ**  
**10000 ZAGREB, Jurišićeva 21/1**

In Zagreb, 26 April 2021 (in words:  
the twenty-sixth of April, two thousand and twenty-one)

I, Notary Public Iva Dujmović of Zagreb, Jurišićeva 21, have prepared these minutes of the Annual General Meeting of Privredna banka Zagreb d.d., with registered office in Zagreb (City of Zagreb), Radnička cesta 50, entered in the court register of the Commercial Court of Zagreb under registration number (MBS) 080002817, taxpayer identification number (OIB): 02535697732, which was held on 26 April 2021 (in words: the twenty-sixth of April, two thousand and twenty-one) in the Kornati conference room, City Plaza in Zagreb, Slavenska avenija 6 (building no. 2, ground floor). -----

The Annual General Meeting was opened, via videoconference, at 12:00 (in words: noon) by the president of the Supervisory Board, Mr Ignacio Jaquotot, designated by the Bank's Articles of Association to chair the Meeting as its Chairman, personally known to me. -----

The Chairman of the Meeting informed the present that the minutes of the Meeting would be kept by a notary public and that simultaneous translation from English into the official language would be performed by a certified court interpreter for English and Italian, Ms Višnja Žunac, personally known to me, of whose reappointment as certified court interpreter for English and Italian I had been satisfied by examining the original copy of the Decision of the County Court in Zagreb, number: 4 Su-140/2019, of 22 February 2019 (in words: the twenty-second of February, two thousand and nineteen). -----

The Chairman of the Meeting informed the present shareholders that the Annual General Meeting had been convened by the Management Board of the Bank based on Article 39 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank) and Article 277 of the Companies Act, and that the notice of the Annual General Meeting, along with the agenda and draft decisions, which are enclosed herewith, had been published on the website of the court register of the Commercial Court in Zagreb on 09.03.2021 (in words: the ninth of March, two thousand and twenty-one) under protocol no.: R3-21/2347-1 and on the websites of the Croatian Financial Services Supervisory Agency, the Zagreb Stock Exchange, the Croatian News Agency (HINA), and the Bank. -----

The Chairman of the Meeting read the following:-----

**AGENDA** -----

1. The Supervisory Board Report on supervision exercised over the conduct of business affairs in the Bank in 2020 (in words: to thousand and twenty)-----

2. Annual financial statements of the Bank and consolidated annual financial statements for 2020 (in words: to thousand and twenty) (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 2020 (in words: to thousand and twenty) -----
  - 2.2. Decision on granting the approval of action to members of the Management Board of the Bank for the year 2020 (in words: to thousand and twenty) -----
  - 2.3. Decision on granting the approval of action to members of the Supervisory Board of the Bank for the year 2020 (in words: to thousand and twenty) -----
3. Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2021 (in words: to thousand and twenty-one)-----
4. Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange d.d.-----
5. Decision authorising the Management Board of the Bank to acquire own shares --
6. Decision on the suitability of members of the Supervisory Board of the Bank based on the regular suitability assessment-----
7. Decision on the amendments to Articles 10, 15, 49, 57 and 67 of the Articles of Association of Privredna banka Zagreb d.d.-----

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Ad 1) The Supervisory Board of the Bank submits to the General Meeting of the Bank the following-----  
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**REPORT**  
**on supervision exercised over the conduct of business affairs in Privredna banka Zagreb d.d. in 2020 (in words: two thousand and twenty)**

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I.

In 2020 (in words: two thousand and twenty) the Supervisory Board of the Bank performed its duties as a body composed of seven members. Having obtained the approval of the Croatian National Bank, Ms Beáta Kissné Földi and Mr Paolo Vivona started their terms of office in February. They were elected as members of the Supervisory Board at the General Meeting held in November 2019 (in words: two thousand and nineteen) following the resignation of Mr Adriano Arietti and Mr Paolo Sarcinelli. In the course of the year, Ms Đurić, deputy president, and Mr Giulio Moreno, member of the Supervisory Board, embarked on another three-year term of office. When the term of office of Mr Paolo Vivona ended on account of his resignation from the Supervisory Board, Mr Luca Leoncini Bartoli, elected at the General Meeting in July 2020 (in words: two thousand and twenty), started his term of office as a member of the Supervisory Board in August, after obtaining the approval of the Croatian National Bank. -----

According to the provisions of the Croatian National Bank's Decision on governance arrangements, the Bank made sure that independent members make part of the committees of the Supervisory Board of the Bank. It was estimated that two members of the Supervisory Board meet the independence criteria, as laid down by 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, and the Corporate Governance Code accepted by the Bank. The number is deemed to be

sufficient for the functioning of the Supervisory Board and its committees in line with the provisions of valid regulations.-----  
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II.

In the course of 2020 (in words: two thousand and twenty), the Supervisory Board held 20 (in words: twenty) meetings, which were mainly held, due to the SARS-CoV-2 pandemic, by electronic means of communication or by letter in cases of utmost urgency when calling a meeting with physical presence of members was not possible for objective reasons. 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 and the Supervisory Board acted in line with valid legal regulations governing their competence and roles and in line with the Articles of Association of the Bank.-----

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 Bank's business policy, strategy and actively contributed to its implementation, all on the basis of the reports of the Management Board 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 future conduct of business, financial plans, risk management strategies and policies, operational profitability, course of business as well as income and 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 functions 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 2020 (in words: two thousand and twenty), 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 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 made sure, among other things, that members of the Supervisory Board had adequate access to information on the risk profile. In 2020 (in words: two thousand and twenty) efficient and transparent cooperation again manifested itself in the open discussion between the Management Board and the Supervisory Board of the Bank 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 the Bank's operations amid the SARS-CoV-2 virus pandemic and the devastating earthquakes in Zagreb and Sisak-Moslavina County, the Supervisory Board finds that in 2020 (in words: two thousand and twenty) the Management Board of the Bank was good and successful in managing the company's affairs in the best interest of all the shareholders 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, the appointed committees and the senior management. -----  
Also in 2020 (in words: two thousand and twenty) the Supervisory Board continued taking care of implementation of the long-term succession plan in connection with the composition of the Management Board 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 expert service, 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 Management Board or Supervisory Board members was detected.  
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### III.

The Supervisory Board was assisted by the Audit Committee in its work. The Chairman of the Audit Committee regularly reported on the Committee's work and the most important conclusions from the last meeting at the Supervisory Board meetings. -----  
In 2020 (in words: two thousand and twenty) the Audit Committee had three members appointed by the Supervisory Board from among Supervisory Board members. Five Audit Committee meetings were held in 2020 (in words: two thousand and twenty) 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 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 (internal audit, risk control, compliance) and the head of the anti-money laundering function. 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 2020 (in words: two thousand and twenty) the Bank held planned meetings of the Remuneration Committee, the Nomination Committee, and the Risk Committee. These

Committees have three members, all of whom are members of the Supervisory Board, and they are also responsible for the Bank's subsidiaries in the Republic of Croatia. 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 Charter 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 Charter of the Committees. -----

In line with legal obligations, the Supervisory Board examined the Annual financial reports of the Bank and consolidated financial reports for 2020 (in words: two thousand and twenty), the report of condition of the Bank and its subsidiaries, and the draft decision on the allocation of the Bank's profit earned in 2020 (in words: two thousand and twenty), which were submitted by the Management Board. 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 BDO Croatia d.o.o., Zagreb, which audited the financial reports in 2020 (in words: two thousand and twenty) 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 2020 (in words: two thousand and twenty), 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 816,991,604.32 (in words: eight hundred and sixteen million, nine hundred and ninety-one thousand and six hundred and four kuna and thirty-two lipa) (after taxation), earned in the year ended on 31 (in words: the thirty-first of) December 2020 (in words: two thousand and twenty), 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 2020 (in words: two thousand and twenty) 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 2020 (in words: two thousand and twenty), 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 Shareholders' Meeting of the Bank. Also, the Supervisory Board finds that the Bank's operations, which were carried out for a major part of 2020 (in words: two thousand and twenty) amid the circumstances of the SARS-CoV-2 virus pandemic and

the devastating earthquakes in Zagreb and Sisak-Moslavina County, 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 2020 (in words: two thousand and twenty) 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 participants of the Annual General Meeting are supposed to take note of the Supervisory Board Report. -----

Draft Decisions:-----

Ad 2)-----  
2.1) The Management Board and the Supervisory Board of the Bank propose to the General Meeting of the Bank to bring the-----

**DECISION**  
**on the allocation of the Bank's profit earned in 2020 (in words: two thousand and twenty)**

1. It is hereby ascertained that the Bank, in the year ended on 31 (in words: the thirty-first of) December 2020 (in words: two thousand and twenty), earned net profit (i.e. profit after tax), in the amount of HRK 816,991,604.32 (in words: eight hundred and sixteen million, nine hundred and ninety-one thousand, six hundred and four kuna and thirty-two lipa).-----
2. Net profit of the Bank referred to in paragraph 1 above shall be allocated to other reserves. These other reserves have no specific purpose and can be used, inter alia, for potential future dividend payment upon expiry of temporary restriction period defined by the Decision of the Croatian National Bank on Temporary Restriction of Distributions dated 14 (in words: the fourteenth of) January 2021 (in words: two thousand and twenty-one) (Official Gazette no. 4/2021). Such other reserves shall not be considered as common equity tier 1 capital (CET 1) pursuant to Art. 26 par. 1 of the Regulation (EU) 575/2013.-----
3. It is hereby ascertained that the total accumulated retained earnings of the Bank amount to HRK 10,868,075,970.67 (in words: ten billion, eight hundred and sixty-eight million, seventy-five thousand, nine hundred and seventy kuna and sixty-seven lipa) 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.-----

2.2) The Management Board and the Supervisory Board of the Bank propose to the General Meeting of the Bank to bring the-----

**DECISION**

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

1. After the Annual financial statements for 2020 (in words: two thousand and twenty) 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 2020 (in words: two thousand and twenty).
2. This Decision shall enter into force on the date of its adoption.

Explanation of the proposal:  
Pursuant to Article 276 of the Companies Act, the shareholders at the General Meeting of the Bank once a year, on the occasion when the annual financial statements are presented to the General Meeting, decide on granting the approval of action to members of the Management Board and the Supervisory Board – by means of which they express their 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 propose to the General Meeting of the Bank to bring the

**DECISION**

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

1. After the Annual financial statements for 2020 (in words: two thousand and twenty) 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 2020 (in words: two thousand and twenty).
2. This Decision shall enter into force on the date of its adoption.

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 2021 (in words: two thousand and twenty-one)**

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 2021 (in words: two thousand and twenty-one).

2. This Decision shall enter into force on the date when it has been adopted. -----  
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Explanation of the proposal:

Pursuant to Article 275 of the Companies Act, the shareholders at the General Meeting decide 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., Zagreb to conduct the audit of the Bank's financial statements for 2021 (in words: two thousand and twenty-one).  
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Ad 4) The Management Board and the Supervisory Board of the Bank propose to the General Meeting of the Bank to bring the -----  
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### **DECISION**

#### **on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market - Zagreb Stock Exchange Inc.**

1. The company withdraws from listing on the regulated market – Zagreb Stock Exchange Inc. Zagreb, Ivana Lučića 2a/22 (hereinafter: Zagreb Stock Exchange) all the listed shares, namely 19,074,769 (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine) ordinary shares with a nominal value of HRK 100.00 (in words: one hundred), 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 (in words: one billion, nine hundred and seven million, four hundred and seventy-six thousand and nine hundred) and is fully paid up and divided into 19,074,769 shares (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine), each with a nominal value of HRK 100.00 (in words: one hundred) 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 in the Company's journal, 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 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 of nine tenths of 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.--  
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Explanation of the proposal:

According to the provisions of Art. 275 of the Companies Act, a proposal is put forth to the General Meeting of the Bank to adopt the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market - Zagreb Stock Exchange Inc. -----

The fact that solely the Bank's shares representing less than 3% (in words: three percent) of the Bank's share capital are distributed to the public, 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 Bank's shares from the regulated market.-----

Ad 5) The Management Board and the Supervisory Board of the Bank propose to the General Meeting of the Bank to bring the-----  
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### **DECISION**

#### **authorising the Management Board of the Bank to acquire own shares**

  
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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) and based on the CNB's Decision no. 43-091/02-21/BV of 25 (in words: the twenty-first of) February 2021 (in words: two thousand and twenty-one) on granting the approval for the acquisition of own shares, issued on the basis of the prior specific instruction of the ECB no. ECB-SSM-2021-HR-4 of 23 (in words: the twenty-third of) February 2021 (in words: two thousand and twenty-one), 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 for a maximum number of 425.534 (in words: four hundred and twenty-five thousand and five hundred and thirty-four) shares. -----
2. This Decision shall enter into force on the date of its adoption.-----  
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Explanation of the proposal:-----

In order to meet its 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 - Zagreb Stock Exchange Inc., since the Bank has obtained the necessary approvals for the buy-back of own shares, 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 for a maximum of 425,534 (in words: four hundred and twenty-five thousand and five hundred and thirty-four) shares.-----  
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Ad 6) 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 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, -----
  - Mr Branko Jeren, Ms Beata Kissné Földi, 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. -----
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 draft 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 assessment of suitability 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. -----

Ad 7) The Management Board and the Supervisory Board of the Bank hereby proposes that the Annual General Meeting of the Bank adopt the following -----

**DECISION**  
**on the amendments to Articles 10, 15, 49, 57, and 67**  
**of the Articles of Association of Privredna banka Zagreb d.d.**

Article 1

III. ACTIVITIES TO BE CARRIED OUT BY THE BANK -----

In Article 10, item 8, after subitem 6 the comma is deleted and new subitems 7) and 8) are added that read as follows: -----

- 7) payment initiation service;-----
- 8) account information service, -----

Article 2

VI. ANNOUNCEMENTS-----

Article 15 is amended to read as follows:-----

„(1) The Bank shall publish data and make announcements on the website of the court register when the obligation to publish them arises from the law and by-laws of the Bank.-----

(2) The publication of the data and announcements referred to in par. 1 above shall be regular, timely, objective, true, and complete, as stipulated by the law and by-laws of the Bank.

(3) The data and announcements referred to in par. 1 above may be published also in other bulletins, including electronic information media, according to the decision of the Management Board of the Bank.

(4) The Bank shall provide its shareholders and other users of its services with regular, timely, objective, true, complete and user-friendly reporting as is stipulated by the law and by-laws of the Bank.”

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Article 3

XIII. BODIES OF THE BANK-----

2. THE SUPERVISORY BOARD OF THE BANK-----

Article 49, par. 3 is amended to read as follows:-----

„(3) The Supervisory Board of the Bank shall set up the Audit Committee and adopt its rules of procedure. The composition of the Audit Committee shall be established by the rules of procedure of the Audit Committee. The Audit Committee shall perform the tasks laid down by the provisions of the valid act regulating audit activities and the Committee's rules of procedure. The Audit Committee shall regularly report to the Supervisory Board of the Bank on its activities.”-----

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Article 4

XIII. BODIES OF THE BANK-----

3. THE GENERAL MEETING OF THE BANK -----

Article 57 of the Articles of Association is amended to read as follows:-----

„(1) Those shareholders of the Bank who are registered as shareholders of the Bank with the Central Depository & Clearing Company six (6) days inclusive prior to the General Meeting of the Bank (record date) shall be entitled to participate in or vote at the General Meeting of the Bank provided that they state in an application to the Bank that they intend to participate in or vote at the General Meeting of the Bank and that the application is received by the Bank at the address indicated in the notice no later than six (6) days before the General Meeting of the Bank. The time limit does not include the day when the Bank receives the application.”-----

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Article 5

XVI. REPORTING-----

Article 67 and the heading above are deleted.-----

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Article 6

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

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Article 7

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

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Explanation of the proposal:-----

Article 1 of the Decision proposes to adjust the Bank's activities to the scope of payment services laid down by the provision of Article 4 of the Payment System Act. - Article 2 of the Decision proposes that Article 15 of the Articles of Association be amended by merging the provisions of Article 15 and Article 67 of the Articles of Association, which govern identical matters, into a single provision for the purpose of a clearer and more systematic definition of the matter of the Bank's announcements.

Article 3 proposes the amendments to par. 3, Article 49 of the Articles of Association in order to align with the most recent amendments to Article 65 of the Audit Act. -----  
Article 4 of the Decision proposes the amendments to par. 1, Article 57 of the Articles of Association in a way that participation in the General Meeting of the Bank is made conditional upon submission of the application to participate 6 (in words: six) days ahead of the General Meeting. The proposed amendments are primarily technical and allow better preparation for the General Meeting, especially taking into account the technological solutions for holding the General Meeting provided for in the Bank's Articles of Association (exercise of shareholders' rights by means of electronic communication). The proposed amendments are in line with the provision of Article 279, par. 2 of the Companies Act and the practice of leading companies in the Republic of Croatia. -----

Article 5 of the Decision proposes deletion of Article 67 of the Articles of Association for the purpose of uniform regulation of the matter of announcements and communications of the Bank within the proposed new Article 15 of the Articles of Association. -----  
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The Chairman of the General Meeting informed the present that the notice of the General Meeting included a notification for the shareholders, their proxies or legal representatives, that they could vote at the Annual General Meeting of the Bank on a particular matter which is the subject of decision-making also by returning ahead of the meeting a properly filled-in ballot paper/proxy, but only on condition that they be present at the Annual General Meeting of the Bank during decision-making on that matter (including also by electronic means) and that, given the extraordinary circumstances in which this Annual General Meeting was convened (SARS-CoV-2 virus pandemic), it would be made possible for the shareholders to participate in the Annual General Meeting of the Bank at a venue that ensured compliance with the safety measures introduced by the Civil Defence Command of the Republic of Croatia and by remote electronic communication, which also included casting a vote by electronic communication. Obligations of the shareholders intending to participate in the Annual General Meeting by electronic means and minimum technical preconditions they had to meet were also published. -----

The shareholders were informed that a duly filled in and signed ballot paper/proxy with attachments was to be sent to the Bank's e-mail address and the original delivered to the General Secretariat Office by 23 (in words: the twenty-third of) April 2021 (in words: two thousand and twenty-one) or on the day of the Annual General Meeting of the Bank, to the notary public keeping the minutes of the Annual General Meeting of the Bank.-----  
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The materials for the General Meeting of the Bank, serving as basis for the adoption of the published decisions, would be made available from the day of the notice of the Bank's General Meeting, on the premises of the Bank, Zagreb, Radnička cesta 44, B1-8A, on working days from 9 (in words: nine) till 12 (in words: noon) and on the web site of the Bank. 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 27 (in words: the twenty-seventh of) April 2021 (in words: two thousand and twenty-one), at the same location, beginning at the same time, and the Agenda of the meeting will remain the same. -----  
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The Commission for enlisting the attendees of the General Meeting provided those present at the General Meeting with a list of attendees of the General Meeting, by representative, who had registered to participate by electronic means, and the results of voting in respect to all agenda decisions, based on the filled in ballot papers delivered by the shareholders before the Meeting.-----

I confirm that the originals of the completed ballot paper/proxy have been handed out to me by shareholder Pero Vlainić personally and by shareholders Davor Slišković, Ante Lejo, Ivan Lejo, and Matija Lejo through the agency of their proxy Boris Bilić, a lawyer from Split. -----

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The Chairman of the Meeting established that the Annual General Meeting was attended via videoconference, due to epidemiological measures driven by the Covid-19 pandemic, also by members of the Management Board of the Bank, deputy president of the Supervisory Board, Ms Draginja Đurić, members of the Supervisory Board of the Bank, Ms Beáta Kissné Földi and Mr Luca Leoncini Bartoli, and Mr Ivan Čajko, a member of the management board of the audit firm BDO CROATIA d.o.o. --  
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The Chairman of the General Meeting established that the Company has a share capital of HRK 1,907,476,900.00 (in words: one billion, nine hundred and seven million, four hundred and seventy-six thousand and nine hundred), divided into 19,074,769 (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine) shares, giving right to 19,074,769 (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine) votes. The Bank holds 57,713 (in words: fifty-seven thousand and seven hundred and thirteen) shares, generally giving right to 57,713 (in words: fifty-seven thousand and seven hundred and thirteen) votes, but those rights are currently dormant.-----

The Chairman determined that the Annual General Meeting was attended by shareholders and their proxies holding a total of 18.856.356 (in words: eighteen million, eight hundred and fifty-six thousand and three hundred and fifty-six) shares, giving right to 18.856.356 (in words: eighteen million, eight hundred and fifty-six thousand and three hundred and fifty-six) votes, which makes 98.85% (in words: ninety-eight point eighty-five percent) of total votes, and representing the share capital in the amount of HRK 1.885.635.600,00 (in words: one million, eight hundred and eighty-five, six hundred and thirty-five and six hundred), which makes 99.15% (in words: ninety-nine point fifteen percent) of the share capital of the Bank with voting rights, and that the General Meeting was to adopt decisions by a majority vote (simple majority), except the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market - Zagreb Stock Exchange Inc. and the Decision on the amendments to the Articles of Association, which were to be adopted by a majority vote representing at least three fourths of the share capital represented at the General Meeting of the Bank.-----

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The Chairman of the Meeting established that the General Meeting could bring valid decisions.-----  
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**Ad 1)**

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The Chairman of the Meeting informed the present that the Report of the Supervisory Board of Privredna banka Zagreb d.d. on supervision exercised over the conduct of

business affairs in the Bank in 2020 (in words: two thousand and twenty) had been made available to the shareholders as part of the set of materials for the General Meeting of the Bank and that the said Report would not be voted on, but only taken note of. -----  
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**Ad 2)**

The Chairman of the General Meeting invited the President of the Management Board of the Bank, Mr Dinko Lucić, to present to the shareholders the Annual financial statements of the Bank and consolidated annual financial statements of the Bank for 2020 (in words: two thousand and twenty), which had been confirmed by the Management Board and the Supervisory Board of the Bank, and the Annual Management Board Report of Condition of the Bank and its Subsidiaries.-----  
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After the presentation of the President of the Management Board of the Bank, the Chairman of the Meeting thanked the President for the given report.-----  
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The Chairman of the Meeting informed the present that the presented statements were not to be voted on, but only taken note of.-----  
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Before voting, the Chairman said that votes cast by means of ballot papers would be taken into account and then invited the shareholders who did not vote by means of ballot papers to take a vote on agenda items by selecting "for", "against" or "abstained", and he also said that voting on agenda items would be closed after 60 (in words: sixty) seconds. -----  
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The Chairman then proceeded to establish the number of votes on items 2.1, 2.2, and 2.3 of the Agenda, discussed as part of the Annual financial statements for 2020 (in words: two thousand and twenty). -----  
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**Ad 2.1)**

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After the votes had been counted, the Chairman was invited to read from the screen in the conference room the data on the number of votes „for”, „against”, and „abstained”. -----  
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As regards the Decision on the allocation of the Bank's profit earned in 2020 (in words: two thousand and twenty), the Chairman informed that there were 18,849,802 (in words: eighteen million, eight hundred and forty-nine thousand and eight hundred and two) valid votes in favour, 2,694 (in words: two thousand, six hundred and ninety-four) votes against, and 3,860 (in words: three thousand and eight hundred and sixty) abstentions and votes not cast.-----  
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The Chairman established that the votes cast on the Decision on the allocation of the Bank's profit earned in 2020 (in words: two thousand and twenty) were attached to 18,849,802 (in words: eighteen million, eight hundred and forty-nine thousand and eight hundred and two) shares on the basis of which valid votes were cast and a share capital of HRK 1,884,980,200.00 (in words: one billion, eight hundred and eighty-four million, nine hundred and eighty thousand and two hundred), which made up 99.97% (in words: ninety-nine point ninety-seven) of the represented share capital of the Bank and 98.82% (in words: ninety-eight point eighty-two) of the total share capital of the Bank.-----  
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The Chairman of the Meeting established that the General Meeting adopted by a majority vote the Decision on the allocation of the Bank's profit earned in 2020 (in words: two thousand and twenty), as published, determining that the Bank had earned net profit (i.e. profit after tax) in the amount of HRK 816,991,604.32 (in words: eight hundred and sixteen million, nine hundred and ninety-one thousand, six hundred and four kuna and thirty-two lipa), to be allocated to other reserves. -----

**Ad 2.2)**

After the votes had been counted, the Chairman was invited to read from the screen in the conference room the data on the number of votes „for”, „against”, and „abstained”. -----

As regards the Decision on granting the approval of action to the members of the Management Board of the Bank for the year 2020 (in words: two thousand and twenty), the Chairman informed that there were 18,848,110 (in words: eighteen million, eight hundred and forty-eight thousand and one hundred and ten) valid votes in favour, 2,841 (in words: two thousand, eight hundred and forty-one) votes against, and 3,222 (in words: three thousand and two hundred and twenty-two) abstentions and votes not cast, while 2,183 (in words: two thousand and one hundred and eighty-three) votes were excluded from voting in line with Article 293, par. 1 of the Companies Act.-----

The Chairman established that the votes cast on the Decision on granting the approval of action to the members of the Management Board of the Bank for the year 2020 (in words: two thousand and twenty) were attached to 18,848,110 (in words: eighteen million, eight hundred and forty-eight thousand and one hundred and ten) shares on the basis of which valid votes were cast and a share capital of HRK 1,884,811,000.00 (in words: one billion, eight hundred and eighty-four million, eight hundred and eleven thousand), which made up 99.97% (in words: ninety-nine point ninety-seven percent) of the represented share capital of the Bank and 98.81% (in words: ninety-eight point eighty-one percent) of the total share capital of the Bank. -----

The Chairman of the Meeting established that the General Meeting adopted by a majority vote the Decision on granting the approval of action to the members of the Management Board of the Bank for the year 2020 (in words: two thousand and twenty). -----

**Ad 2.3)**

After the votes had been counted, the Chairman was invited to read from the screen in the conference room the data on the number of votes „for”, „against”, and „abstained”. -----

As regards the Decision on granting the approval of action to the members of the Supervisory Board of the Bank for the year 2020 (in words: two thousand and twenty), the Chairman informed that there were 18,849,120 (in words: eighteen million, eight hundred and forty-nine thousand and one hundred and twenty) valid votes in favour, 2,841 (in words: two thousand, eight hundred and forty-one) votes against, and 4,395 (in words: four thousand and three hundred and ninety-five) abstentions and votes not cast. -----

The Chairman established that the votes cast on the Decision on granting the approval of action to the members of the Supervisory Board of the Bank for the year 2020 (in words: two thousand and twenty) were attached to 18,849,120 (in words: eighteen million, eight hundred and forty-nine thousand and one hundred and twenty) shares on the basis of which valid votes were cast and a share capital of HRK 1,884,912,000.00 (in words: one billion, eight hundred and eighty-four million, nine hundred and twelve thousand), which made up 99.96% (in words: ninety-nine point ninety-six) of the represented share capital of the Bank and 98.82% (in words: ninety-eight point eighty-two) of the total share capital of the Bank.-----

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The Chairman of the Meeting established that the General Meeting adopted by a majority vote the Decision on granting the approval of action to the members of the Supervisory Board of the Bank for the year 2020 (in words: two thousand and twenty).  
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**Ad 3)**

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After the votes had been counted, the Chairman was invited to read from the screen in the conference room the data on the number of votes „for”, „against”, and „abstained”. -----

As regards the Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2021 (in words: two thousand and twenty-one), the Chairman informed that there were 18,850,012 (in words: eighteen million, eight hundred and fifty thousand and twelve) valid votes in favour, 2,742 (in words: two thousand and seven hundred and forty-two) votes against, and 3,602 (in words: three thousand and six hundred and two) abstentions and votes not cast. -----

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The Chairman established that the votes cast on the Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2021 (in words: two thousand and twenty-one) were attached to 18,850,012 (in words: eighteen million, eight hundred and fifty thousand and twelve) shares on the basis of which valid votes were cast and a share capital of HRK 1,885,001,200.00 (in words: one billion, eight hundred and eighty-five million, one thousand and two hundred), which made up 99.97% (in words: ninety-nine point ninety-seven percent) of the represented share capital of the Bank and 98.82% (in words: ninety-eight point eighty-two percent) of the total share capital of the Bank.-----

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The Chairman of the Meeting established that the General Meeting adopted by a majority vote the Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2021 (in words: two thousand and twenty-one), as published, appointing the audit company Ernst & Young d.o.o. Zagreb to conduct the audit of the Bank's financial statements for the year 2021 (in words: two thousand and twenty-one). -----

**Ad 4)**

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After the votes had been counted, the Chairman was invited to read from the screen in the conference room the data on the number of votes „for”, „against”, and „abstained”. -----



As regards the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange d.d., the Chairman informed that there were 18,591,523 (in words: eighteen million, five hundred and ninety-one thousand and five hundred and twenty-three) valid votes in favour, 264,590 (in words: two hundred and sixty-four thousand and five hundred and ninety) votes against, and 243 (in words: two hundred and forty-three) abstentions and votes not cast. -----

The Chairman established that the votes cast on the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange d.d. were attached to 18,591,523 (in words: eighteen million, five hundred and ninety-one thousand and five hundred and twenty-three) shares on the basis of which valid votes were cast and a share capital of HRK 1,859,152,300.00 (in words: one billion, eight hundred and fifty-nine million, one hundred and fifty-two thousand and three hundred), which made up 98.60% (in words: ninety-eight point sixty) of the represented share capital of the Bank and 97.47% (in words: ninety-seven point forty-seven) of the total share capital of the Bank. -----

The Chairman of the Meeting established that the General Meeting, by a majority higher than nine tenths of the votes cast, keeping in mind the provisions of Article 341, par. 7, subpar. 1 of the valid Capital Market Act in connection with the entry of the Decision in the court register of the competent commercial court, adopted the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange d.d., as published. -----

The Chairman informed the shareholders who voted against the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange d.d. that a notification would be sent to them with instructions about the procedure for the buy-out of shares through Central Depository & Clearing Company Inc. -----

Mr Luka Rimac, a lawyer from Zagreb, being the proxy of the shareholder Mr Darko Radić, requested to have the minutes explicitly state that the shareholder Mr Darko Radić had voted against the the Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange d.d. -----

**Ad 5)** -----

After the votes had been counted, the Chairman was invited to read from the screen in the conference room the data on the number of votes „for”, „against”, and „abstained”. -----

As regards the Decision authorising the Management Board of the Bank to acquire own shares, the Chairman informed that there were 18,604,543 (in words: eighteen million, six hundred and four thousand and five hundred and forty-three) valid votes in favour, 249,258 (in words: two thousand and forty-nine, two hundred and fifty-eight) votes against, and 2,555 (in words: two thousand and five hundred and fifty-five) abstentions and votes not cast. -----

The Chairman established that the votes cast on the Decision authorising the Management Board of the Bank to acquire own shares were attached to 18,604,543 (in words: eighteen million, six hundred and four thousand and five hundred and forty-three) shares on the basis of which valid votes were cast and a share capital of HRK

1,860,454,300.00 (in words: one billion, eight hundred and sixty million, four hundred and fifty-four thousand and three hundred), which made up 98.66% (in words: ninety-eight point sixty-six percent) of the represented share capital of the Bank and 97.53% (in words: ninety-seven point fifty-three percent) of the total share capital of the Bank.

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The Chairman of the Meeting established that the General Meeting adopted by a majority vote the Decision authorising the Management Board of the Bank to acquire own shares, as published. -----  
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**Ad 6)**

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After the votes had been counted, the Chairman was invited to read from the screen in the conference room the data on the number of votes „for”, „against”, and „abstained”. -----

As regards the Decision on the suitability of members of the Supervisory Board of the Bank based on the regular suitability assessment, the Chairman informed that there were 18,848,749 (in words: eighteen million, eight hundred and forty-eight thousand and seven hundred and forty-nine) valid votes in favour, 2,844 (in words: two thousand and eight hundred and forty-four) votes against, and 4,763 (in words: four thousand and seven hundred and sixty-three) abstentions and votes not cast. -----

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The Chairman established that the votes cast on the Decision on the suitability of members of the Supervisory Board of the Bank based on the regular suitability assessment were attached to 18,848,749 (in words: eighteen million, eight hundred and forty-eight thousand and seven hundred and forty-nine) shares on the basis of which valid votes were cast and a share capital of HRK 1,884,874,900.00 (in words: one billion, eight hundred and eighty-four million, eight hundred and seventy-four thousand and nine hundred), which made up 99.96% (in words: ninety-nine point ninety-six) of the represented share capital of the Bank and 98.82% (in words: ninety-eight point eighty-two) of the total share capital of the Bank. -----

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The Chairman of the Meeting established that the General Meeting adopted by a majority vote the Decision on the suitability of members of the Supervisory Board of the Bank based on the regular suitability assessment, as published, which found that Mr Ignacio Jaquotot, president of the Supervisory Board, Ms Draginja Đurić, deputy president of the Supervisory Board, Mr Branko Jeren, Ms Beata Kissné Földi, Mr Giulio Moreno, Mr Christophe Velle and Mr Luca Leoncini Bartoli, members of the Supervisory Board, were suitable to perform the function of a member of the Supervisory Board, and that the members of the Supervisory Board collectively, as a whole, had 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. -----  
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**Ad 7)**

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After the votes had been counted, the Chairman was invited to read from the screen in the conference room the data on the number of votes „for”, „against”, and „abstained”. -----

As regards the Decision on the amendments to Articles 10, 15, 49, 57, and 67 of the Articles of Association of Privredna banka Zagreb d.d., the Chairman informed that there were 18,849,862 (in words: eighteen million, eight hundred and forty-nine thousand and eight hundred and sixty-two) valid votes in favour, 3,029 (in words: three thousand and twenty-nine) votes against, and 3,465 (in words: three thousand and four hundred and sixty-five) abstentions and votes not cast. -----

The Chairman established that the votes cast on the Decision on the amendments to Articles 10, 15, 49, 57, and 67 of the Articles of Association of Privredna banka Zagreb d.d., were attached to 18,849,862 (in words: eighteen million, eight hundred and forty-nine thousand and eight hundred and sixty-two) shares on the basis of which valid votes were cast and a share capital of HRK 1,884,986,200.00 (in words: one billion, eight hundred and eighty-four million, nine hundred and eighty-six thousand and two hundred), which made up 99.97% (in words: ninety-nine point ninety-seven) of the represented share capital of the Bank and 98.82% (in words: ninety-eight point eighty-two) of the total share capital of the Bank. -----

The Chairman of the Meeting established that the General Meeting adopted by a three-fourths majority vote the Decision on the amendments to the Articles of Association of Privredna banka Zagreb d.d. of 20.10.2020 (in words: the twentieth of October, two thousand and twenty), by which Article 10 was amended to expand the scope of payment services, Article 15 in connection with the publication of data and making of announcements, Article 49 in terms of the Supervisory Board, Article 57 in terms of the General Meeting, while Article 67 concerning reporting was deleted, as published. ----

After the last agenda item, the Chairman thanked the present shareholders, the Management Board of the Bank and members of the Supervisory Board for their participation in the work of the Meeting and closed the Meeting at 12:55 (in words: twelve fifty-five). -----

Internal minutes were signed.-----

I confirm that the minutes were read prior to their signing in accordance with Article 69, par. 1, item 5 of the Notaries Public Act. -----

Four copies of the deed have been issued, whereof two for the Company and two for the needs of the court register. -----

Notary Public  
Iva Dujmović, sgd.

Enclosed with the Minutes is the following:-----

- Notice of the Annual General Meeting of Privredna banka Zagreb d.d. published on the website of the court register of the Commercial Court in Zagreb, protocol no.: R3-21/2347-1 of 09.03.2021 (in words: the ninth of March, two thousand and twenty-one)
- Decision of the County Court of Zagreb on the reappointment of Ms Višnja Žunac as permanent court interpreter for English and Italian-----

- List of present shareholders, by representative, at the General Meeting of Privredna banka Zagreb d.d., Zagreb, of 26.4.2021 (in words: the twenty-sixth of April, two thousand and twenty-one) -----
- Annual General Meeting quorum report -----
- Results of voting at the Annual General Meeting of Privredna banka Zagreb d.d. of 26.4.2021 (in words: the twenty-sixth of April, two thousand and twenty-one) -----
- Decision on the allocation of the Bank's profit earned in 2020 (in words: two thousand and twenty)-----
- Decision on granting the approval of action to members of the Management Board of the Bank for the year 2020 (in words: two thousand and twenty) -----
- Decision on granting the approval of action to members of the Supervisory Board of the Bank for the year 2020 (in words: two thousand and twenty) -----
- Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2021 (in words: two thousand and twenty-one) -----
- Decision on the withdrawal (delisting) of the shares of Privredna banka Zagreb d.d. from the regulated market – Zagreb Stock Exchange d.d. -----
- Decision authorising the Management Board of the Bank to acquire own shares-----
- Decision on the suitability of members of the Supervisory Board of the Bank based on the regular suitability assessment-----
- Decision on the amendments to Articles 10, 15, 49, 57 and 67 of the Articles of Association of Privredna banka Zagreb d.d. -----

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Government stamps amounting to HRK 100.00 (in words: one hundred kuna) have been charged for the preparation of these minutes pursuant to Tariff No.3, paragraph 4 and Tariff No. 11 of the NPA (Notaries Public Act). -----

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A notarial fee amounting to HRK 1,160.00 (in words: one thousand and one hundred and sixty kuna), increased by the 25% VAT (in words: twenty-five percent), has been charged pursuant to Articles 25 and 38 of the Rulebook on Temporary Notaries Public Tariffs. -----

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It is hereby certified that this copy equals the original filed away in the office of the notary public and that it fully replaces the original copy in legal transactions. -----  
It is hereby certified that the parties have signed each decision enclosed with the original.-----

Notary public  
Iva Dujmović