

Extraordinary General Meeting

3 June 2022

(material)

PRIVREDNA BANKA ZAGREB d.d.
MANAGEMENT BOARD

Pursuant to Article 39 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank) and Article 277 of the Companies Act, the Management Board of the Bank adopted at its 15_22 meeting, held on 17 May 2022, the following

DECISION

to call the Extraordinary General Meeting

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **3 June 2022**, beginning at **11.00 a.m.**, on the Bank's premises in Zagreb, Radnička cesta 44 B1 – 8th floor.

The Extraordinary General Meeting of the Bank shall consider the following

AGENDA

1. Decision on the suitability of a candidate for Member of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank
2. Decision on the election of a Member of the Supervisory Board of the Bank
3. Decision on the suitability of a Member of the Supervisory Board of the Bank based on an extraordinary suitability reassessment

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If a quorum stipulated by the Articles of Association of Privredna banka Zagreb d.d. is not constituted at this Extraordinary General Meeting, then the Extraordinary General Meeting will be held on 6 June 2022, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

Dinko Lucić, sgd.
President of the Management Board

In Zagreb, 17 May 2022
No.: MB_15_22/10.2.1

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

Pursuant to Article 55 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank), Article 23, par. 1 and Article 24, par. 3 of the 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 (Official Gazette No. 20/2021), the Extraordinary General Meeting of the Bank held on 3 June 2022 adopted the following

D E C I S I O N

**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 the candidate for Member of the Supervisory Board of the Bank, it has been found that:
 - Mr **Christophe Velle**, candidate for a Member of the Supervisory Board, is 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 candidate Mr Christophe Velle, is collectively suitable, meaning that the Members of the Supervisory Board as a whole have sufficient 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.
3. This Decision shall enter into force on the date of its adoption.

Chairman of the General Meeting

In Zagreb, 3 June 2022

No.: EGM_3_22/1

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

Pursuant to Article 55 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank), the Extraordinary General Meeting of the Bank held on 3 June 2022 made the following

D E C I S I O N

on the election of a Member of the Supervisory Board of the Bank

1. Mr **Christophe Velle**, LL.M, domiciled in Bertrange, France, is hereby elected to the Supervisory Board of the Bank for another term of office of three (3) years, effective from 19 October 2022, subject to prior approval of the Croatian National Bank.
2. This Decision shall enter into force on the date of delivery of the decision on the issuance of the prior approval of the Croatian National Bank for the performance of the function of a member of the supervisory board of a credit institution.

Chairman of the General Meeting

In Zagreb, 3 June 2022

No.: EGM_3_22/2

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

Pursuant to Article 55 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank), Article 20, par. 5 and Article 23, par. 1 of the 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 (Official Gazette No. 20/2021), the Extraordinary General Meeting of the Bank held on 3 June 2022 adopted the following

D E C I S I O N

**on the suitability of a Member of the Supervisory Board of the Bank based on an
extraordinary suitability reassessment**

1. Upon completion of the procedure of extraordinary suitability reassessment concerning time commitment to performing duties and conflict of interest of the Member of the Supervisory Board of the Bank, it has been found that:
 - Mr **Giulio Moreno**, Member of the Supervisory Board,
is suitable for the performance of the function of Member of the Supervisory Board of the Bank.
2. This Decision shall enter into force on the date of its adoption.

Chairman of the General Meeting

In Zagreb, 3 June 2022

No.: EGM_3_22/3

EXPLANATION OF PROPOSED DECISIONS

1. Decision on the suitability of a candidate for Member of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank

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 Member of the Supervisory Board of the Bank Mr Christophe Velle will expire on 18 November 2022 and keeping in mind his contribution to the work of the Supervisory Board, a proposal is made to re-elect him to the Supervisory Board.

Before submitting the proposal of the decision to the Extraordinary General Meeting, a procedure for the suitability assessment of the mentioned candidate for Member of the Supervisory Board has been conducted in line with valid regulations and the 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 candidate for a Member of the Supervisory Board and all Members of the Supervisory Board as a whole have sufficient 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.

2. Decision on the election of a Member of the Supervisory Board of the Bank

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 for the suitability assessment of Mr Christophe Velle by the Bank's expert service, the Nomination Committee issued a positive opinion on his suitability for performing the function of a Member of the Supervisory Board of the Bank and proposed him to the Supervisory Board as a candidate for a Supervisory Board Member 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 of the Companies Act, the Supervisory Board submits to the Extraordinary General Meeting of the Bank the proposal to re-elect Mr Christophe Velle as a Member of the Supervisory Board of the Bank for a three-year term of office subject to prior approval of the Croatian National Bank for performing the function of a member of the supervisory board of a credit institution.

The resume of the nominated candidate is available on the Bank's website.

3. Decision on the suitability of a Member of the Supervisory Board of the Bank based on an extraordinary suitability reassessment

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.

Due to the fact that a member of the Supervisory Board, Mr Giulio Moreno, took over a new non-executive position in the company FINTEL ENERGIJA A.D. Belgrade in

November 2021, an extraordinary suitability reassessment of Mr Moreno needs to be conducted to determine whether this circumstance affects Mr Moreno's time commitment to performing his duties as a Member of the Supervisory Board of the Bank and whether it has an impact on the conflict of interest.

Before submitting the proposal of the decision to the Extraordinary General Meeting, the procedure for the extraordinary suitability reassessment of the mentioned Member of the Supervisory Board of the Bank has been conducted in line with valid regulations and the 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. Upon completion of the procedure of extraordinary suitability reassessment concerning the abovementioned circumstances by the Bank's expert services, it has been found that Mr Giulio Moreno, Member of the Supervisory Board, is suitable for the performance of the function of Member of the Supervisory Board of the Bank.

Zagreb, May 2022

Privredna banka Zagreb d.d.