



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

In Zagreb, 3 June 2022 (in words:  
the third of June, two thousand and twenty-two)

I, Notary Public Iva Dujmović of Zagreb, Jurišićeva 21, have prepared these minutes of the Extraordinary 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 in Zagreb under registration number (MBS) 080002817, taxpayer identification number (OIB): 02535697732, which was held on 3 June 2022 (in words: the third of June, two thousand and twenty-two) on the business premises of the company in Zagreb, Radnička cesta 44, B1, 8<sup>th</sup> floor.-----

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The Extraordinary General Meeting was opened via videoconference at 11:00 (eleven) a.m. 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. -----

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The Chairman 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).-----

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The Chairman of the Meeting informed the present shareholders that the Extraordinary General Meeting had been convened by the Management Board of Privredna banka Zagreb d.d. 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 Extraordinary General Meeting as well as the agenda and draft decisions had been submitted to the only shareholder Intesa Sanpaolo Holding International S.A. in line with the provisions of Article 277, paragraph 6 and paragraph 7 of the Companies Act and published on the Bank's website.-----

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

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**AGENDA**  
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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 -----

Draft Decisions: -----  
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**Ad 1)** The Management Board of the Bank, having obtained a positive opinion of the Nomination Committee, puts forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----  
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### **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**

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. -----

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 Member of the Supervisory Board of the Bank Mr Christophe Velle will expire on 18 (in words: the eighteenth of) November 2022 (in words: two thousand and twenty-two) 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. -----

**Ad 2)** The Supervisory Board of the Bank, in line with the Nomination Committee's proposal of the candidate for a member of the Supervisory Board, puts forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

**DECISION**  
**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 (in words: the nineteenth of) October 2022 (in words: two thousand and twenty-two), 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.-----

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 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. ---

**Ad 3)** The Management Board, having obtained a positive opinion of the Nomination Committee, puts forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

**DECISION**  
**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. -----

Explanation of the proposal: -----

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

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The Chairman of the General Meeting informed the present that the notice of the Extraordinary General Meeting notified the shareholder that the material for the Extraordinary General Meeting of the Bank, serving as basis for the adoption of the published decision, would be made available from the day of the notice of the Bank's Extraordinary General Meeting, on the premises of the Bank, Zagreb, Radnička cesta 44, B1-8A, on working days from 10 (in words: ten) to 12 (in words: noon) and on the website of the Bank. 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 (in words: the sixth of) June 2022 (in words: two thousand and twenty-two), 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 Extraordinary General Meeting provided those present at the Extraordinary General Meeting with a

List of attendees of the Extraordinary General Meeting of Privredna banka Zagreb d.d.-----  
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The Chairman of the Meeting established that the new member of the Supervisory Board, Ms Maja Martinović, was present at the Extraordinary General Meeting, and that members of the Management Board of the Bank attended via videoconference due to epidemiological measures. -----  
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The Chairman of the Extraordinary General Meeting established that the Company has a share capital of HRK 1,876,574,700.00 (in words: one billion, eight hundred and seventy-six million, five hundred and seventy-four thousand and seven hundred kuna), divided into 18,765,747 (in words: eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) shares carrying the right to 18,765,747 (in words: eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) votes. --  
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The Chairman of the Meeting established that the Extraordinary General Meeting was attended by Mr Davor Vodanović, proxy for the only shareholder Intesa Sanpaolo Holding International S.A., holding all 18,765,747 (in words: eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) shares carrying the right to 18,765,747 (in words: eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) votes, which make 100,00% (in words: one hundred percent) of total votes in the Bank's share capital. -----  
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The Chairman of the Meeting established that this Extraordinary General Meeting could bring valid decisions. -----  
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**Ad 1)** -----  
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The Chairman of the EGM invited the shareholder to vote on the proposed 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.  
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The Chairman of the Meeting established that a total of 18,765,747 (in words: eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) valid votes were cast for the proposed 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, and that there were no votes against, and that the votes cast represent 100,00% (in words: one hundred percent) of the votes present and 100,00% (in words: one hundred percent) of the total votes in the share capital of the company. -----  
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The Chairman of the EGM established that the EGM passed the 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, with the text contained in the notice of the Extraordinary General Meeting and published on the Bank's website, which found, upon completion of the procedure of suitability assessment of the candidate for Member of the Supervisory Board of the Bank, that the candidate Mr Christophe Velle was suitable for the performance of the function of Member of the Supervisory Board of the Bank and also, upon completion of the procedure of collective suitability assessment, that the

Supervisory Board, including the candidate Mr Christophe Velle, was collectively suitable, meaning that the Members of the Supervisory Board as a whole had 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.

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**Ad 2)** -----  
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The Chairman of the EGM invited the shareholder to vote on the proposed Decision on the election of a Member of the Supervisory Board of the Bank.---

The Chairman of the Meeting established that a total of 18,765,747 (in words: eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) valid votes were cast for the proposed Decision on the election of a Member of the Supervisory Board of the Bank, and that there were no votes against, and that the votes cast represent 100,00% (in words: one hundred percent) of the votes present and 100,00% (in words: one hundred percent) of the total votes in the share capital of the company. -----

The Chairman of the EGM established that the EGM passed the Decision on the election of a Member of the Supervisory Board of the Bank, with the text contained in the notice of the Extraordinary General Meeting and published on the Bank's website, electing Mr Christophe Velle to the Supervisory Board of the Bank for another term of office of three (3) years, effective from 19 (in words: the nineteenth of) October 2022 (in words: two thousand and two), subject to prior approval of the Croatian National Bank. -----

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**Ad 3)** -----  
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The Chairman of the EGM invited the shareholder to vote on the proposed Decision on the suitability of a Member of the Supervisory Board of the Bank based on an extraordinary suitability reassessment.-----

The Chairman of the Meeting established that a total of 18,765,747 (in words: eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) valid votes were cast for the proposed Decision on the suitability of a Member of the Supervisory Board of the Bank based on an extraordinary suitability reassessment, and that there were no votes against, and that the votes cast represent 100,00% (in words: one hundred percent) of the votes present and 100,00% (in words: one hundred percent) of the total votes in the share capital of the company. -----

The Chairman of the EGM established that the EGM passed the Decision on the suitability of a Member of the Supervisory Board of the Bank based on an extraordinary suitability reassessment, with the text contained in the notice of the Extraordinary General Meeting and published on the Bank's website, which found, 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, that Mr Giulio

Moreno, Member of the Supervisory Board, was suitable for the performance of the function of Member of the Supervisory Board of the Bank. -----

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After considering all the agenda items, the Chairman of the Meeting thanked the present proxy for the only shareholder, the Management Board of the Bank, and the member of the Supervisory Board of the Bank for their participation in the work of the General Meeting and closed the General Meeting at 11:10 (in words: eleven ten). -----  
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Three copies of the deed have been issued, two for the Company and one for the court register. -----  
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Notary public  
Iva Dujmović, sgd.

- Enclosed with the Minutes is the following: -----
- Notice of the Extraordinary General Meeting of Privredna banka Zagreb d.d. published on the Bank's website -----
  - Decision of the County Court in Zagreb on the reappointment of Prof. Višnja Žunac as certified court interpreter for English and Italian -----
  - List of participants at the Extraordinary General Meeting of Privredna banka Zagreb d.d. of 3 (in words: the third of) June 2022 (in words: two thousand and twenty-two) -----
  - Results of the voting at the Extraordinary General Meeting of Privredna banka Zagreb d.d. of 3 (in words: the third of) June 2022 (in words: two thousand and twenty-two) -----
  - 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 -----
  - Decision on the election of a Member of the Supervisory Board of the Bank -----
  - Decision on the suitability of a Member of the Supervisory Board of the Bank based on an extraordinary suitability reassessment -----

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Stamp duty amounting to HRK 100.00 (in words: one hundred kuna) has 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). -----

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

Notary public  
Iva Dujmović