

## **MANAGEMENT BOARD OF THE BANK**

Pursuant to Article 38 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 12\_23 meeting, held on 16 May 2023, the Decision to call the Extraordinary General Meeting, under which it sends the following

### **INVITATION TO THE EXTRAORDINARY GENERAL MEETING**

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **1 June 2023**, beginning at **12.00 noon**, on the business premises of the Bank in Zagreb, Radnička cesta 44, B1 - 8<sup>th</sup> floor.

The Extraordinary General Meeting of the Bank shall consider the following

### **A G E N D A**

1. Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2022

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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 2 June 2023, at the same location, beginning at the same time, and the Agenda for the meeting will remain the same.

#### **Draft Decision:**

##### **Ad 1)**

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

### **DECISION on the acceptance of the ratio of variable to fixed remuneration for 2022**

#### **I.**

In line with the level of performance achieved and according to what is foreseen by ISP Group Remuneration Discipline for ISP Group Risk Takers, and to enable the implementation of the long-term incentive plan - Performance Share Plan, consent is hereby given for a higher ratio between the variable and the fixed component of the remuneration for the PBZ Group Risk Takers who are identified as ISP Group Risk Takers as well, except for those belonging to the Control Functions, up to a 200% maximum limit all in line with the applicable regulatory framework.

Further to the foregoing, the maximum amount of variable remuneration up to 200% of the fixed remuneration of each of Group Risk Takers which there are 3, as of 31<sup>st</sup> December 2022 in total within the scope of aforementioned range who hold the following functions:

- Privredna banka Zagreb d.d.: President of the Management Board, former Deputy President of the Management Board, Member of the Management Board Responsible for the Corporate & SME Division.

The purpose of the proposed acceptance of higher ratio is not to automatically increase the variable remuneration to the aforementioned Risk Takers, but only to create preconditions for enabling a variable remuneration of more than 100%, according to PBZ Group Remuneration and Incentive Policies.

## II.

The higher cap referred to in item I of this Decision is determined in accordance with 2022 PBZ Group Remuneration and Incentive Policies and in compliance with the valid Remuneration and Incentive Policies of the Parent Company for 2022.

## III.

The implementation of this Decision has no material impact on the maintenance of the adequate capital level of Privredna banka Zagreb d.d. and PBZ Group.

## IV.

This Decision shall enter into force on the date of its adoption.

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*Explanation of the proposal:*

*Based on the achievement of individually agreed goals and considering overall performance and performance-related behaviours, in particular with regard to managerial competencies, and in accordance with the Bank's values, the expressed evaluation of individual achievement of the set goals and the valid rules on remuneration, the above stated ratio between variable and fixed remuneration for 2022 is proposed for the PBZ Group Risk Takers who are identified as ISP Group Risk Takers as well, except for those belonging to the Control Functions.*

*In line with the above mentioned the proposed Decision relates to each of Group Risk Takers which there are 3 in total within the scope of aforementioned range who hold the following functions:*

- *Privredna banka Zagreb d.d.: President of the Management Board, former Deputy President of the Management Board and Member of the Management Board Responsible for the Corporate & SME Division.*

*The purpose of the proposed acceptance of a higher ratio is not to automatically increase the variable remuneration to the Risk Takers listed above, but to create preconditions for enabling a variable remuneration of more than 100%, especially taking into account this would enable the implementation of long-term incentive plan - Performance Share Plan, and all in accordance with the provisions of the valid regulations of the Republic of Croatia and internal acts of PBZ Group and ISP Group.*

*Considering all the risks that the Bank is exposed to, as well as the cost of capital required and necessary liquidity, assuming all the above mentioned three employees would receive a variable remuneration even on maximum level, i.e. 200% of their fixed remuneration, the total amount of variable remuneration will not have a negative influence on the maintenance of an adequate level of capital, it is determined that the proposed Decision does not affect the fulfilment of regulatory obligations and that the implementation of this Decision has no material impact on the maintenance of adequate capital level of Privredna banka Zagreb d.d. and PBZ Group.*

### **Conditions for participating in the Extraordinary General Meeting and exercising voting rights**

In line with Article 56 of the Articles of Association of Privredna banka Zagreb d.d., the right to participate in or vote at the General Meeting of the Bank can be exercised by those shareholders who are registered with the depository of the Central Depository & Clearing Company six (6) days inclusive prior to the General Meeting of the Bank (day of establishment of the list of shareholders) provided that they give notice to the Bank of their intention to participate in or vote at the General Meeting of the Bank and that the Bank receives the notice at the address: Privredna banka Zagreb d.d., General Secretariat Office, Radnička cesta 44, 10000 Zagreb, no later than six (6) days before the Extraordinary General Meeting of the Bank. The time limit does not include the day when the Bank receives the notice.

Each of 18,765,747 shares with a nominal value of EUR 13,00 that the share capital of the Bank is divided in gives its holder the right to one vote.

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

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

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

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

If a quorum stipulated by the Articles of Association of Privredna banka Zagreb d.d. is not constituted at this Extraordinary General Meeting of the Bank, then the Extraordinary General Meeting of the Bank will be held on 2 June 2023, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

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

### **Shareholder rights**

As regards exercising of a right to:

- make an addition to the agenda (which is the right of those shareholders who, together, hold shares equal to the twentieth part, i.e. 5% of the share capital) – the shareholder is advised to consult the provisions of Article 278, par. 2 of the CA (a request by the shareholder must be received at/by the Bank at least 30 days prior to the holding of the General Meeting, where the day of receipt of the request is not included in the specified time limit, *and the request must be sent to the address: Privredna banka Zagreb d.d. – General Secretariat, Zagreb, Radnička cesta 44, B1-8A*).
- make a counterproposal in relation to the proposal of the decision on a certain agenda item made by the Management Board and/or the Supervisory Board of the Bank – the shareholder is advised to consult the provisions of Article 282, par. 1 (a counterproposal must be delivered to the Bank at least 14 days prior to the holding of the General Meeting, where the day of its receipt is not included in the specified time limit, and it must be sent to

the address: *Privredna banka Zagreb d.d. – General Secretariat, Zagreb, Radnička cesta 44, B1-8A*).

- have the Management Board of the Bank inform the shareholder, upon request, at the Annual General Meeting about the company business where necessary for proper evaluation of the items on the agenda – the shareholder is advised to consult the provisions of Article 287 of the CA.

**Privredna banka Zagreb d.d.**



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

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

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

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

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

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

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

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

### INFORMATION ON THE CONTROLLER

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

Contact data:

Privredna banka Zagreb d.d.

Radnička cesta 50

10000 Zagreb

Phone number: 0800 365 365

E-mail: [pbz365@pbz.hr](mailto:pbz365@pbz.hr)

### CONTACT DATA OF THE DATA PROTECTION OFFICER

#### Privredna banka Zagreb d.d.

Radnička cesta 50, HR-10000 Zagreb, Croatia; Phone +385 1 636 0000, Fax +385 1 636 0063; [www.pbz.hr](http://www.pbz.hr); SWIFT: PBZGHR2X. Registered at the Commercial Court in Zagreb under the number 080002817, statistical No. 3269841, TPIN (OIB) 02535697732, IBAN: HR64 2340 0091 0000 0001 3. Share capital in the amount of EUR 243,954,711.00 has been fully paid in and divided into 18,765,747 shares, nominal value EUR 13.00 each. Management Board: Dinko Lucić (President), Dario Massimo Grassani (Deputy President), Andrea Pavlović, Antonio Bergalio, Draženko Kopljar, Hrvoje Dajak, Vedrana Jelušić Kašić, Supervisory Board: Ignacio Jaquotot (President)

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

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

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

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

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

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

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

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

## **DATA SUBJECTS' RIGHTS**

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

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

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

of the request of the reasons for not taking action and of the possibility of lodging a complaint with a supervisory authority.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Zagreb, May 2023**

**PRIVREDNA BANKA ZAGREB d.d.**