



PRIVREDNA BANKA ZAGREB

Intesa Sanpaolo Group

Extraordinary General Meeting

2 October 2023

(material)

PRIVREDNA BANKA ZAGREB d.d.
MANAGEMENT BOARD

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 20_23 meeting, held on 12 September 2023, the following

DECISION

to call the Extraordinary General Meeting

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **2 October 2023**, 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

A G E N D A

1. Decision on the suitability of a member of the Supervisory Board of the Bank based on the 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 3 October 2023, 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, 12 September 2023

No.: MB_20_23/10.1

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

Pursuant to Article 54 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 20/2021 and 104/2022), the Extraordinary General Meeting of the Bank held on 2 October 2023 made the following

DECISION

on the suitability of member of the Supervisory Board of the Bank based on the extraordinary suitability reassessment

1. Upon completion of the procedure of extraordinary suitability reassessment in terms of time commitment to performing the duties, conflict of interest and independence of the Member of the Supervisory Board of the Bank, it has been found that:
 - Ms **Beáta Kissné Földi**, Member of the Supervisory Board, as suitable for the performance of the function of a Member of the Supervisory Board of the Bank given that the results of the suitability assessment do not raise any doubt as to her overall suitability.
2. This Decision shall enter into force on the date of its adoption.

Chairman of the General Meeting

In Zagreb, 2 October 2023
No.: EGM_4_23/1

EXPLANATION OF PROPOSED DECISIONS

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, Ms Beáta Kissné Földi, took over a new non-executive position in June 2023 as a member of the Board of Directors in Intesa Sanpaolo Bank Albania, an extraordinary suitability reassessment of Ms Kissné Földi needs to be conducted to determine whether this circumstance affects Ms Kissné Földi's time commitment to performing duties of a member of the Supervisory Board of the Bank and whether it has an impact on conflict of interest and independence of the member of the supervisory board.

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 Ms Beáta Kissné Földi, Member of the Supervisory Board, is suitable for the performance of the function of a Member of the Supervisory Board of the Bank.

Zagreb, September 2023

Privredna banka Zagreb d.d.