

REPUBLIC OF CROATIA  
NOTARY PUBLIC  
ILINKA LISONEK  
TRG HRVATSKIH VELIKANA 4  
10000 ZAGREB

**COPY**  
**OU-431/23**

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE JOINT-  
STOCK COMPANY**  
**Privredna banka Zagreb d.d.**

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE JOINT-STOCK COMPANY PRIVREDNA BANKA ZAGREB d.d.**

I, Notary Public Ilinka Lisonek of Zagreb, Trg hrvatskih velikana 4, attended on 2 October 2023 (the second of October, two thousand and twenty-three) the Extraordinary General Meeting of the joint-stock company Privredna banka Zagreb d.d., Zagreb, Radnička cesta 50 (hereinafter: the Bank), registration number (MBS) 080002817, taxpayer identification number (OIB): 02535697732, held on the business premises of the Bank in Zagreb, Radnička cesta 44, B1 – 8<sup>th</sup> floor. -----

The General Meeting started at 11 (eleven) a.m. -----

The General Meeting was opened by Mr Ignacio Jose Jaquotot Calvo, President of the Supervisory Board and Chair of the General Meeting of Privredna banka Zagreb d.d. in line with Article 59 of the Articles of Association of Privredna banka Zagreb d.d. -----

The Chair of the General Meeting stated that the General Meeting had been convened by President of the Management Board of the Bank Mr Dinko Lucić under the Decision of the Management Board of the Bank to call the Extraordinary General Meeting no. MB\_20\_23/10.1 of 12 September 2023 (the twelfth of September, two thousand and twenty-three), adopted pursuant to Article 38 (thirty-eight) of the Articles of Association of Privredna banka Zagreb d.d. and Article 277 of the Companies Act. He also established that the Invitation to this General Meeting, with the agenda and proposal of decision, had been submitted to the only shareholder Intesa Sanpaolo Holding International S.A. and published on the Bank's website. -----

The Decision to call the Extraordinary General Meeting and the Invitation are attached to these Minutes as A. -----

It was established that all the participants in this General Meeting would participate online. --

He also established that the General Meeting was attended by the only shareholder INTESA SANPAOLO HOLDING INTERNATIONAL S.A., which shareholder holds a total of 18,765,747 (eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) ordinary shares carrying the same number of votes, which make 100,00% (one hundred percent) of the total share capital of the Company that equals EUR 243,954,711.00 (two hundred and forty-three million, nine hundred and fifty-four thousand, and seven hundred and eleven euro). -----

The only shareholder was represented by its proxy Marin Vuco, domiciled in Samobor, Školska 12, A Molvice, TIN (OIB): 58118299457, under a power of attorney of 25 September 2023 (the twenty-fifth of September, two thousand and twenty-three). He further established that the quorum was present and that decisions could be validly adopted according to the Articles of Association and the Companies Act, and that the shareholder would vote directly at the General Meeting by selecting „FOR“, „AGAINST“ or „ABSTAINED“.- -----

The list of the shareholders present and represented at the General Meeting and the proxy are attached to these Minutes as B. -----

He also established that the General Meeting was attended by: -----

Mr Dinko Lucić, President of the Management Board of the Bank -----

Mr Dario Massimo Grassani, Member of the Management Board of the Bank -----

Mr Antonio Giovanni Maria Bergaglio, Member of the Management Board of the Bank -----

Mr Hrvoje Dajak, Member of the Management Board of the Bank -----

Mr Marin Vuco, proxy for the only shareholder Intesa Sanpaolo Holding International S.A. --

Ms Mihaela Blažević, court interpreter for the English language, personally known to the notary public, whose authorisation was established by examining the Decision of the County Court in

Zagreb of 28 November 2019 (the twenty-eighth of November, two thousand and nineteen),  
no.: 4 Su-1529/19. -----

Notary Public Ilinka Lisonek -----

The authorisation of Ms Blažević is attached to these Minutes as C. -----

The Chair established that conditions had thus been met for holding this General Meeting and  
then moved on to the Agenda: -----

**1.** Decision on the suitability of a member of the Supervisory Board of the Bank based on the  
extraordinary suitability reassessment -----

**Ad.1.** The first and only item on the Agenda was adoption of the decision on the suitability of  
a member of the Supervisory Board of the Bank based on the extraordinary suitability  
reassessment and the Chair proposed to adopt the following decision: -----

### DECISION

#### **on the suitability of a member of the Supervisory Board of the Bank based on the extraordinary suitability reassessment**

#### Article 1

**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, -----  
is 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. -----

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. -----

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 (two thousand and twenty-three) 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. -----  
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After the present shareholder had taken a vote, the Chair of the General Meeting established that the shareholder had voted for the subject decision with 18,765,747 (eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) ordinary shares carrying the same number of votes, which make 100,00% (one hundred percent) of the total share capital of the Company. Hence, the Decision was adopted unanimously. -----  
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Voting results and the Decision are attached to these Minutes as D. -----  
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The Chair thanked all the attendees for their participation in the work of the General Meeting. He then stated that the Agenda had been dealt with and so closed the General Meeting at 11:04 (four minutes past eleven) a.m. -----  
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Zagreb, 2 October 2023

(In Zagreb, on the second of October, two thousand and twenty-three)

Notary Public  
Ilinka Lisonek  
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*/stamp:*  
**REPUBLIC OF CROATIA**  
**ZAGREB**  
**NOTARY PUBLIC ILINKA**  
**LISONEK**  
**15/**

Certified court interpreter  
Mihaela Blažević, sgd.

Two (2) copies have been issued to the client.

**Notarial fee:**

1. Notarisation of conclusions of general meetings and other bodies (Art. 25 of the Rulebook on Temporary Notaries Public Tariffs)	EUR 106,40
2. A fee for attendance outside the office (Art. 38, par. 1 of the Rulebook on Temporary Notaries Public Tariff)	EUR 21.28
Total:	EUR 127,68
+25% VAT	EUR 31.92
<b>TOTAL</b>	<b>EUR 159.60</b>
Notarial fee (Tariff no. 10 in connection with Tariff no. 3, par. 4 of the Notarial Fees Act)	EUR 13.27
<b>Total payable:</b>	<b>EUR 172.87</b>