



**PRIVREDNA BANKA ZAGREB**

Intesa Sanpaolo Group

## **Extraordinary General Meeting 20 April 2026**

**(material)**

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**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 7\_26 meeting, held on 17 March 2026, the following

**DECISION**

**to call the Extraordinary General Meeting**

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **20 April 2026**, beginning at **9:30 a.m.**, on the Bank's premises 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 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

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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 21 April 2026, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

***Dinko Lucić, PhD, sgd.***

***President of the Management Board***

In Zagreb, 17 March 2026

No.: MB\_7\_26/9.10.1

**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. 1, 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, chairperson of the supervisory board, members of the supervisory board and key function holders in a credit institution (Official Gazette 30/2026), the Extraordinary General Meeting of the Bank held on 20 April 2026 made the following

**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 a candidate for member of the Supervisory Board of the Bank, it has been found that:
  - Mr **Gianluca Cimarosti**is suitable for the performance of the function of a 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 referred to in par. 1 of this Decision, 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 in particular to understand the institution's activities and the associated risks to which the credit institution is exposed, as well as their effects in the short, medium and long term, taking into account environmental, social and governance factors, and the set target for the underrepresented gender has been met.
3. This Decision shall enter into force on the date of its adoption.

**Chairman of the General Meeting**

In Zagreb, 20 April 2026

No.: EGM\_2\_26/1

**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), the Extraordinary General Meeting of the Bank held on 20 April 2026 made the following

**DECISION**

**on the election of a member of the Supervisory Board of the Bank**

1. The following member is elected to the Supervisory Board of the Bank for a three-year term of office:
  - Mr **Gianluca Cimarosti**, degree in Economics and Business, domiciled in Milan, Italy, effective from the date of delivery of the decision on issuance of the prior approval of the European Central Bank for the performance of the function of a member of the supervisory board of a credit institution.
2. This Decision shall enter into force on the date of delivery of the decision on issuance of the prior approval of the European Central 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, 20 April 2026

No.: EGM\_2\_26/2

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## 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, chairperson of the supervisory board, members of the supervisory board and key function holders in a credit institution, the General Meeting of the Bank decides on the suitability of candidates for members of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board.

Before submitting the proposal of the Decision to the Extraordinary General Meeting, the procedure of suitability assessment of Mr Gianluca Cimarosti for a member of the Supervisory Board of the Bank and the Supervisory Board as a whole was completed in line with valid regulations and 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 member of the Supervisory Board and all members of the Supervisory Board together have the required knowledge, skills and experience to supervise the credit institution's affairs independently and without undue influence from other persons and in particular to understand the institution's activities and the associated risks to which the credit institution is exposed, as well as their effects in the short, medium and long term, taking into account environmental, social and governance factors, and the set target for the underrepresented gender has been met.

### **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.

Mr Gianluca Cimarosti has been nominated as a candidate for a new member of the Supervisory Board.

Upon completion of the procedure of suitability assessment of Mr Cimarosti by the Bank's expert service, the Nomination Committee issued a positive opinion on the suitability of Mr Cimarosti for performing the function of a member of the Supervisory Board of the Bank, proposing him to the Supervisory Board as candidate for a new Supervisory Board member 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, the Supervisory Board of the Bank submits to the Extraordinary General Meeting of the Bank, in line with the provisions of the Companies Act, the proposal to elect a new member of the Supervisory Board of the Bank for a three-year term of office subject to prior approval of the European Central 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.

Zagreb, April 2026

**Privredna banka Zagreb d.d.**