

REPUBLIC OF CROATIA
NOTARY PUBLIC
ILINKA LISONEK
TRG HRVATSKIH VELIKANA 4
10000 ZAGREB
OIB: 44743025078

COPY
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**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 20 April 2026 (the twentieth of April, two thousand and twenty-six) 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, B1-8th floor. -----

The Extraordinary General Meeting started at 9:30 (nine thirty) a.m. -----

The Extraordinary General Meeting was opened by Mr Ignacio Jose Jaquotot Calvo, President of the Supervisory Board, personally known to me. -----

The Chair of the Extraordinary General Meeting stated that the Extraordinary General Meeting had been convened by the President of the Management Board of the Bank under the Management Board Decision to call the Extraordinary General Meeting adopted at the 7_26 meeting held on 17 March 2026 (the seventeenth of March, two thousand and twenty-six) pursuant to Article 38 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 Extraordinary General Meeting, with the agenda and proposals of decisions, had been submitted to the only shareholder Intesa Sanpaolo Holding International S.A., in line with the provisions of Art. 277, par. 6 and par. 7 of the Companies Act, and published on the Bank's website. -----

The Invitation to the Extraordinary General Meeting with the agenda is attached to these Minutes as A. -----

It was established that the participants in this Extraordinary General Meeting would participate online, while Mr Marin Vuco was present on the premises of the Bank where the Extraordinary General Meeting was held. -----

He also established that the Extraordinary General Meeting was attended by the only shareholder INTESA SANPAOLO HOLDING INTERNATIONAL S.A., represented by its proxy Marin Vuco, domiciled in Trnska 17, Strmec, Sveta Nedelja, under a proxy of 13 April 2026 (the thirteenth of April, two thousand and twenty-six). The only 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 Chair of the Extraordinary General Meeting 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, i.e. its proxy, would vote directly at the Extraordinary General Meeting. -----

The list of the shareholders present and represented at the Extraordinary General Meeting, an excerpt from the court register, and the proxy for representation at the Extraordinary General Meeting are attached to these Minutes as B. -----

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

All members of the Management Board of the Bank-----
 Mr Marin Vuco, proxy for Intesa Sanpaolo Holding International S.A. -----
 Court interpreter for the English and French language, Ms Mihaela Blažević of Zagreb,
 personally known to me, whose authorisation was established by examining the Decision of the
 Ministry of Justice and Public Administration of 16.01.2024 (the sixteenth of January, two
 thousand and twenty-four), CLASS: UP/I-710-02/23-01/591.-----
 Maša Gašparović, Deputy Notary Public from the Notary Public Office of Ilonka Lisonek ---

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

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 -----

Ad. 1. The first item on the Agenda was adoption of 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 following proposal of the decision: -----

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. -----

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, 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. -----

The Chair of the Extraordinary General Meeting invited the shareholder to take a vote on item 1 of the agenda by casting a vote „FOR“, „AGAINST“ or „ABSTAINED“. -----

After the only shareholder had taken a vote, the Chair of the Extraordinary 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, thus unanimously adopting the Decision. -----

Ad. 2 Under the next Agenda item, a decision was to be made on the adoption of the Decision on the election of a member of the Supervisory Board of the Bank, and the Chair of the Extraordinary General Meeting put the following proposal of the decision to the vote:-----

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. -----

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. -----

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. -----

The Chair of the Extraordinary General Meeting invited the shareholder to take a vote on item 2 of the agenda by casting a vote „FOR“, „AGAINST“ or „ABSTAINED“. -----

After the only shareholder had taken a vote, the Chair of the Extraordinary 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, thus unanimously adopting the Decision. -----

Both of the decisions, signed by the Chair of the Extraordinary General Meeting, are attached to these Minutes as C, while voting results are attached as D. -----

The Chair of the Extraordinary General Meeting thanked all the attendees for their participation in the work of the Extraordinary General Meeting. He then stated that the Agenda had been dealt with and so closed the Extraordinary General Meeting at 09:38 (nine thirty-eight) a.m. --

In Zagreb, 20 April 2026

(In Zagreb, the twentieth of April, two thousand and twenty-six)

Three copies have been issued to the client.

Stamp duty fee charged under Tariff no. 10 in connection with Tariff no. 3, par. 4 of the Notarial Fees Act in the amount of EUR 13.27. Notarial fee charged under Art. 25 and 38 par. 1 of the Notarial Fees Act in the amount of EUR 192.00 plus 25% VAT.

Court Interpreter

Mihaela Blažević, sgd.

Notary Public

Ilinka Lisonek

/stamp:

DEPUTY NOTARY PUBLIC

MAŠA GAŠPAROVIĆ/

/signature/

/stamp:

REPUBLIC OF CROATIA

ZAGREB

NOTARY PUBLIC ILONKA LISONEK

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