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

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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 (the twentieth of) July 2026 (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 10:00 (ten) a.m. -------------------------------------

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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 20_26 meeting held on 8 (the eighth of) July 2026 (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, 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. --

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

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

The Chair also established that the Extraordinary General Meeting was attended by the only shareholder INTESA SANPAOLO HOLDING INTERNATIONAL S.A., represented by its proxy Mr Marin Vuco, personally known to the notary public, under a proxy of 13.07.2026 (the thirteenth of July, 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). ---

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The Chair of the Extraordinary General Meeting 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. ---

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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.--
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It was 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.---------------------------------------
Notary Public Ilinka 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: ---
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1. Decision on the acceptance of the possible ratio between variable and fixed components of the remuneration for 2026 (two thousand and twenty-six)--------------------------------
2. Decision on the suitability of the candidate for a member of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank ------------
3. Decision on the election of a member of the Supervisory Board of the Bank -------------

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

DECISION
on the acceptance of the possible ratio between variable and fixed components of the remuneration for 2026 (two thousand and twenty-six)

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1. In accordance with the provisions of the 2026 (two thousand and twenty-six) PBZ Group Remuneration and Incentive Policies, and in alignment with the applicable 2026 (two thousand and twenty-six) Remuneration and Incentive Policies of the Parent Company, consent is hereby granted for a potential increase of the ratio between the variable and fixed components of remuneration up to a maximum of 2:1 for the following categories of employees: ---
   - PBZ Group Risk Takers who are also identified as ISP Group Risk Takers, except those belonging to the Control Functions ---
   - Individuals classified as non-employees, specifically newly recruited Financial Advisors within the PBZ Group, within the framework of the recruitment offer and for its duration. ---

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2. 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.----------------------

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

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4. The explanation of this Decision is enclosed and makes a constituent part thereof. ---

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Explanation of the proposal: --

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In the context of the Remuneration and Incentive Policies, the proposal is hereby given for a potential increase in the ratio between the variable and fixed components of remuneration for 2026 (two thousand and twenty-six), up to a maximum of 2:1, in accordance with the provisions of the 2026 (two thousand and twenty-six) PBZ Group Remuneration and Incentive Policies and in alignment with the applicable 2026 (two thousand and twenty-six) Remuneration and Incentive Policies of the Parent Company, for the following categories: --------------------------
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1) PBZ Group Risk Takers who are also identified as ISP Group Risk Takers, except those belonging to the Control Functions--

----
In line with the applicable regulatory framework and according to what is foreseen by ISP Group Remuneration Discipline for ISP Group Risk Takers, proposal is hereby given for a potential increase in the ratio between the variable and fixed components of remuneration up to a maximum of 2:1 for PBZ Group Risk Takers who are also identified as ISP Group Risk Takers, excluding those within Control Functions.---
The purpose of the proposed approval is not to automatically increase variable remuneration, but solely to establish the framework enabling the possibility of awarding variable remuneration exceeding 100%, in accordance with the PBZ Remuneration and Incentive Policies. ------------
The staff potentially affected by the proposal are about 6 (six) Risk Takers Members of the Management Board.--
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2) Individuals classified as non-employees, specifically newly recruited Financial Advisors within the PBZ Group ---

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In line with the Remuneration and Incentive Policies, proposal is hereby given to approve a potential increase in the ratio between the variable and fixed components of remuneration, up to a maximum of 2:1, in the context of the remuneration package offered to newly recruited Financial Advisors within PBZ, and limited to the duration of the recruitment offer period.----
This proposal is based on the need to ensure alignment of the non-recurring remuneration elements applicable to newly recruited Financial Advisors, as well as to support the attraction of new talent and the acquisition and retention of new assets, thereby contributing to the sustained growth and development of PBZ Networks.---
The staff potentially affected by the proposal are non-employees of PBZ governed by the agency contract who are offered a recruitment package that is aimed at incentivizing the acquisition of new assets. Taking into account the average annual number of newly recruited Financial Advisors, the proposed increase of the variable to fixed remuneration ratio would affect about 30 (thirty) new resources of the Bank per year.---
The potential increase of the ratio between variable and fixed remuneration for PBZ Group Risk Takers is determined in accordance with the possibility defined by the provisions of the PBZ Group Remuneration and Incentive Policies and in compliance with the valid Remuneration and Incentive Policies of the Parent Company. The proposed increase would allow the Bank to support the achievement of its targets by offering to those who have a major direct involvement in its management (i.e. the concerned Group Risk Takers) the opportunity to gain competitive bonuses, in line with the attained level of performance. Raising the cap on variable remuneration also enhances the Bank's attractiveness and capacity of retention through suitably competitive salaries.---
The proposed increase in the ratio between variable and fixed remuneration for Financial Advisors is driven by the need to support the attraction of this specific category of workers,

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who represent a key driver for the growth and development of the Networks, and are expected to contribute significantly to the Group's annual asset inflows. -------------------------------------
Given that the recruitment of new Financial Advisors constitutes one of the core pillars of growth and development, it is of primary importance to ensure that the Networks are equipped with effective instruments to attract top-performing candidates. This includes offering a competitive remuneration package from the outset of the engagement and throughout the period required for the effective acquisition of new assets, typically estimated at approximately 12 (twelve) to 36 (thirty-six) months from the commencement of the agency contract (the "recruitment period").--
In this context, it should be noted that, during the recruitment period, the recurring component of the remuneration of Financial Advisors is typically limited and increases progressively over time. Consequently, should the bonus cap remain at a 1:1 ratio, the variable component may prove insufficient to ensure an adequate level of remuneration for activities related to the acquisition of new assets.--
In any event, the payment of the variable component of remuneration shall be subject to stringent governance mechanisms. These include, inter alia, enhanced deferral arrangements in cases where the higher cap between variable and fixed remuneration is applied.
Furthermore, all payments shall be made in full compliance with the conditions set out in the applicable Remuneration Policies in force from time to time, including, but not limited to, gateway conditions, individual eligibility criteria, and malus provisions. -------------------------
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The expected impact on the prudential requirements---

The potential increase in the ratio between variable and fixed remuneration, up to a maximum of 2:1, applicable to ISP Group Risk Takers (excluding those within Control Functions) as well as within the remuneration package offered to newly recruited Financial Advisors within PBZ, is aligned with the practices of the Intesa Sanpaolo Group.--
Such an approach ensures that all applicable prudential regulatory requirements, including those relating to own funds, will continue to be duly complied with at the level of the PBZ Group. --
Specifically, the proposed increase:--

- would impact a very limited number of staff (i.e. approximately 6 (six) Risk Takers Members of the Management Board and approximately 30 (thirty) Financial Advisors per year); ---
- with reference to the Group Risk Takers --
    - it does not entail a proportional increase in the resources allocated to the variable remuneration, since the ex-ante funding mechanism of the Annual Incentive System correlates the resources allocated to the overall bonus pool to a specific Group indicator, currently identified in the Group Gross Income;---
    - having checked the activation conditions required by the Regulator and individual access conditions:---
        - the assignment of the bonus is not allowed to at least 10% (ten percent) of all the Group Risk Takers of the International Banks Division in case the funding condition set at ISP Group level exceeds the access threshold but is lower than the set target;
        - if the Access Threshold is not reached by the ISP Group, the Annual Incentive System doesn't allow the payment of the bonus for certain population clusters depending on the level reached by the International Banks Division's and PBZ's Gross Income; ---
- with reference to the Financial Advisors, it would be cost-neutral, as there would be no additional costs for the recruitment of new Financial Advisors; -------------------------------

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- there would be no impact on the own funds, as it is estimated that the variable component will be partially paid in financial instruments to a very limited number of resources and, in any case, the payment is made through Intesa Sanpaolo ordinary shares. In this regard, at Intesa Sanpaolo level, considering that there are approx. overall 36 (thirty-six) beneficiaries, the impact of the increase of the Bonus Cap does not have a material impact on its own funds; --

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A strict connection between the variable component and the conservation of the prudential requirements in terms of capital and liquidity would be guaranteed by the link at various levels with the RAF of the Intesa Sanpaolo Group and of the PBZ Group. -------------------------------
Specifically, the Remuneration Policies would apply and they provide, as gateway conditions, the respect of the CET1 limits (capital condition) and of the Net Stable Funding Ratio limits (liquidity condition) provided in the RAF of the Intesa Sanpaolo Group and the PBZ Group. The same conditions apply also to the payment of deferred portions of the non-recurrent remuneration accrued (malus conditions). --
Additionally, from risk management perspective and in accordance with the above-mentioned requirements, it is required to demonstrate that the proposed possible increase in the variable-to-fixed remuneration cap: --

- will not negatively affect the Credit Institution’s ability to meet its obligations under Regulation (EU) No 575/2013, the Credit Institutions Act, and related bylaws and; --------
- will not negatively impact the adequacy of the Bank’s regulatory capital. --------------------

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Risk Management Department performed assessment to evaluate whether variable component of total remuneration at up to twice the amount of the fixed component of total remuneration of relevant employee categories, may have negative impact on regulatory obligations – with primary focus on adequacy of regulatory capital.--
The base for calculation was the cluster potentially affected by the increase that consists of approximately 6 (six) Risk Takers and 30 (thirty) Financial Advisors. Based on the currently available information and valid projections of capital and liquidity levels for EOY 2026 (two thousand and twenty-six) (as included in last ICLAAP), the planned variable remuneration for 2026 (two thousand and twenty-six) does not jeopardize compliance with regulatory capital and liquidity requirements. ---
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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”. ---------------------
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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. ---------------------
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Ad. 2. The Chair moved on to the next agenda item to present the following proposal:----------
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DECISION
on the suitability of the candidate for a member of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank

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1. Upon completion of the procedure of suitability assessment of the candidate for a member of the Supervisory Board of the Bank, it has been found that: ---------------------------------

   • Mr **Giulio Moreno** ---

is suitable for the performance of the function of a member of the Supervisory Board of the Bank. ---

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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 that the set target for the underrepresented gender has been met. ---

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

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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. --
Given that the three-year terms of office of Mr Giulio Moreno, an independent Member of the Supervisory Board, will expire on 1 (the first of) December 2026 (two thousand and twenty-six), and keeping in mind his contribution to the Supervisory Board, a proposal is made to re-elect him to the Supervisory Board.---
Before submitting the proposal of the Decision to the Extraordinary General Meeting, the procedure of suitability assessment of Mr Giulio Moreno 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 Suitability Assessment of the Members of the Supervisory Board, 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 that the set target for the underrepresented gender has been met.---

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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”. ---------------------

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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.--------------------
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Ad. 3. The last Agenda item was related to the decision on the election of a member of the Supervisory Board of the Bank, as follows: ---
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DECISION
on the election of a member of the Supervisory Board of the Bank

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1. The following is elected to the Supervisory Board of the Bank for another three-year term of office: --
   • Mr **Giulio Moreno**, Master's Degree in Political Science, domiciled in Rome, Italy, effective from 2 (the second of) December 2026 (two thousand and twenty-six), -----------

subject to prior approval of the European Central Bank. --
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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. --

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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. ---
Upon completion of the procedure of suitability assessment of Mr Moreno by the Bank's expert service, the Nomination Committee issued a positive opinion on the suitability of Mr Moreno for performing the function of a member of the Supervisory Board of the Bank, proposing him to the Supervisory Board as candidate for Supervisory Board member to serve another term of office, 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 re-elect Mr

Moreno as a 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. ----------------------
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The Chair of the Extraordinary General Meeting invited the shareholder to take a vote on item 3 of the agenda by casting a vote „FOR", „AGAINST" or „ABSTAINED". ---------------------
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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. ---------------------
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The Decisions adopted at this Extraordinary General Meeting are attached to these Minutes as C, while voting results are attached as D. ---
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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 10:09 (ten hours and nine minutes) a.m. ---
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In Zagreb, 20 July 2026
(In Zagreb, the twentieth of July, two thousand and twenty-six)

Four copies have been issued to the client. --
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Court Interpreter
Mihaela Blažević, sgd.

Notary Public
Ilinka Lisonek