



PRIVREDNA BANKA ZAGREB

Intesa Sanpaolo Group

Extraordinary General Meeting 22 October 2025

(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 24_25 meeting, held on 15 October 2025, the following

DECISION

to call the Extraordinary General Meeting

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **22 October 2025**, 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 candidates for members of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank
2. Decision on the election of members 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 23 October 2025, 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, 15 October 2025

No.: MB_24_25/16.2.1

**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, 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 22 October 2025 made the following

DECISION

on the suitability of candidates for members 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 candidates for members of the Supervisory Board of the Bank, it has been found that:
 - Ms **Draginja Đurić** and
 - Ms **Beáta Kissné Földi**,are suitable for the performance of the function of members 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 candidates referred to in par. 1 of this Decision, is collectively suitable, meaning that the members of the Supervisory Board as a whole have the necessary knowledge, skills and experience to supervise the credit institution's affairs independently and without undue influence from other persons and to understand the credit institution's activities and main risks, and that the set target number of 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, 22 October 2025

No.: EGM_4_25/1

**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 22 October 2025 made the following

DECISION

on the election of members of the Supervisory Board of the Bank

1. The following are elected to the Supervisory Board of the Bank for another three-year term of office:
 - Ms **Draginja Đurić**, Master in Technical Sciences, programme of Organisational Sciences for Management and Financial Risks, domiciled in Belgrade, Republic of Serbia, effective 4 April 2026 and
 - Ms **Beáta Kissné Földi**, M. Econ., domiciled in Győrújbarát, Hungary, effective 25 February 2026,subject to prior approval of the Croatian National Bank/European Central Bank.
2. This Decision shall enter into force on the date of delivery of the decision on granting prior approval of the Croatian National Bank/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, 22 October 2025

No.: EGM_4_25/2

EXPLANATION OF PROPOSED DECISIONS

1. Decision on the suitability of candidates for members 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, 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.

Given that the three-year term of office of Ms Draginja Đurić, Deputy President of the Supervisory Board, will expire on 3 April 2026, and that of Ms Beáta Kissné Földi, independent Member of the Supervisory Board, will expire on 24 February 2026, and keeping in mind their contribution to the work of the Supervisory Board, a proposal is made to re-elect them to the Supervisory Board.

Before submitting the proposal of the Decision to the Extraordinary General Meeting, the procedure of the suitability assessment of the mentioned candidates for members of the Supervisory Board of the Bank 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 candidates for members of the Supervisory Board and all members of the Supervisory Board together have the required knowledge, skills and experience to supervise the Bank's affairs independently and without undue influence from other persons and to understand its activities and main risks, and that the set target number of the underrepresented gender has been met.

2. Decision on the election of members 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.

Upon completion of the procedure of suitability assessment of Ms Đurić and Ms Kissné Földi by the Bank's expert service, the Nomination Committee issued a positive opinion on the suitability of Ms Đurić and Ms Kissné Földi for performing the function of members of the Supervisory Board of the Bank, proposing them to the Supervisory Board as candidates for Supervisory Board members 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 Ms Draginja Đurić and Ms Beata Kissné Földi as members of the Supervisory Board of the Bank for a three-year term of office subject to prior approval of the Croatian National Bank/European Central Bank for performing the function of a member of the supervisory board of a credit institution.

The resumes of the nominated candidates are available on the Bank's website.

Zagreb, October 2025

Privredna banka Zagreb d.d.