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REPUBLIC OF CROATIA  
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TRG HRVATSKIH VELIKANA 4  
10000 ZAGREB

**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 22 October 2025 (the twenty-second of October, two thousand and twenty-five) the Extraordinary General Meeting of the joint-stock company Privredna banka Zagreb d.d., Zagreb, Radnička cesta 50 (hereinafter: the Company), registration number (MBS) 080002817, personal identification number (PIN): 02535697732, held on the business premises of the Bank in Zagreb, Radnička cesta 44, B1 – 8th floor. -----

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

The Extraordinary General Meeting of the Bank considered the following: -----

AGENDA

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 -----

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

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, Mr Dinko Lucić, under the Decision of the Management Board of the Bank from the 24\_25 meeting held on 15 October 2025 (the fifteenth of October, two thousand and twenty-five), adopted 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 proposal, had been submitted to the shareholder in line with the provisions of Art. 277, par. 6 and par. 7 of the Companies Act, and published on the Bank's website. -----

It was established that all the participants in this Extraordinary General Meeting would participate online except the proxy for the only shareholder, who was physically present in the conference room. -----

He also established that the Extraordinary General Meeting was attended by the only shareholder INTESA SANPAOLO HOLDING INTERNATIONAL S.A., which 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, represented by its proxy Mr Marin Vuco, PIN 58118299457, Trnska 17, Strmec, Sveta Nedelja. -----

The Chair 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 Extraordinary General Meeting. -----

The list of the shareholders present and represented at the Extraordinary General Meeting, the proxies, and an excerpt from the register are attached to these Minutes as A. -----  
 He also established that the Extraordinary General Meeting was attended by:-----  
 All members of the Management Board of the Bank-----  
 Mr Jacques Moscianese, Member of the Supervisory Board-----  
 Mr Massimiliano Cattozzi, Member of the Supervisory Board-----  
 Notary Public Ilinka Lisonek -----  
 The Extraordinary General Meeting was also attended by a court interpreter for the English language, Ms Mihaela Blažević, PIN 24125113371, Zagreb, City of Zagreb, Huzjanova ulica 10, personally known, whose authorisation as a court interpreter was established by examining the Decision of the Ministry of Justice and Public Administration of the Republic of Croatia, class: UP/I-710-02/23-01/591, Reg. No.: 514-03-03-03/02-24-14 of 16.01.2024 (the sixteenth of January, two thousand and twenty-four), which is attached to these Minutes as B. -----

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

#### AGENDA

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 -----

#### Ad.1. -----

The Chair invited the shareholder's representative to take a vote on Item 1 of the Agenda for the Extraordinary General Meeting by voting „FOR“, „AGAINST“ or „ABSTAINED“. -----

The Chair then proceeded to establish the number of votes for Item 1 of the Agenda. -----  
 After the present 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, unanimously adopting the Decision that reads as follows: -----

#### 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. -----

**Ad. 2.** -----

The Chair invited the shareholder's representative to take a vote on Item 2 of the Agenda for the Extraordinary General Meeting by voting „FOR“, „AGAINST“ or „ABSTAINED“. -----  
The Chair then proceeded to establish the number of votes for Item 2 of the Agenda. -----  
After the present 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, unanimously adopting the Decision that reads as follows: -----

**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 (the fourth of April, two thousand and twenty-six), -----
- Ms **Beáta Kissné Földi**, M. Econ., domiciled in Győrújbarát, Hungary, effective 25 February 2026 (the twenty-fifth of February, two thousand and twenty-six)-----

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. -----

The Chair established that upon voting on this Item of the Agenda, all the items on the Agenda for today's Extraordinary General Meeting had been dealt with. -----

The Chair thanked all the attendees for their participation in the work of the Extraordinary General Meeting and closed the Extraordinary General Meeting.-----

Closed at 11:10 (eleven ten) a.m. -----

Zagreb, 22 October 2025

(the twenty-second of October, two thousand and twenty-five)

Four 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, par. 1 and 38, par. 1 of the Rulebook on Temporary Notaries Public Tariff in the amount of EUR 192.00 plus 25% VAT.

Court Interpreter  
Mihaela Blažević, sgd.

Notary Public  
Ilinka Lisonek  
*/illegible signature/*  
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