



PRIVREDNA BANKA ZAGREB

Intesa Sanpaolo Group

Extraordinary General Meeting 22 October 2026

(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 28_26 meeting, held on 6 October 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 **22 October 2026**, 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

AGENDA

1. Decision on the amendments to Articles 10, 44, and 54 of the Articles of Association of Privredna banka Zagreb d.d.
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 Privredna banka Zagreb d.d.
3. 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 23 October 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, 6 October 2026

No.: MB_28_26/14.1

**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 2026 made the following

DECISION**on the amendments to Articles 10, 44, and 54 of the Articles of Association
of Privredna banka Zagreb d.d.****Article 1**

Article 10 is amended to read as follows:

“(1) The Bank may provide banking services and core and additional financial services, as follows:

1. taking deposits or other repayable funds from the public and the granting of credits for own account
2. taking deposits or other repayable funds
3. lending including, inter alia: consumer credit and loans, credit/loan agreements relating to immovable property, mortgage credit and loans, factoring, with or without recourse, financing of commercial transactions, including export financing based on the purchase at a discount without recourse of non-current, non-matured receivables collateralised with a financial instrument (forfeiting)
4. financial leasing
5. payment services in accordance with special regulations governing the payment system
6. issuing of other means of payment and their management (e.g. traveller's cheques and bank drafts) where the provision of such services is not deemed the provision of a payment service under regulations governing the payment system
7. issuance of guarantees and other commitments
8. trading for own account in:
 - money market instruments (e.g. cheques, bills of exchange, certificates of deposit)
 - foreign exchange, including currency exchange transactions
 - financial futures and options
 - exchange and interest-rate instruments
 - transferable securities
9. trading for the account of clients in:
 - money market instruments (e.g. cheques, bills of exchange, certificates of deposit)
 - foreign exchange, including currency exchange transactions
 - financial futures and options
 - exchange and interest-rate instruments
 - transferable securities
10. money broking
11. credit reference services
12. safe custody services
13. issuing of electronic money, including e-money tokens

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14. investment and ancillary services and activities prescribed by the law governing the capital market and not included in services referred to in items (1) to (13) of this paragraph, and which relate to one or more financial instruments:
- reception and transmission of orders in relation to one or more financial instruments
 - execution of orders on behalf of clients
 - dealing on own account
 - investment advice
 - underwriting and/or placing of financial instruments on a firm commitment basis
 - underwriting and/or placing of financial instruments without a firm commitment basis
 - safekeeping and administration of financial instruments for the account of customers, including custodianship and related services such as cash/collateral management
 - granting credits or loans to an investor to allow him to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction
 - advice on capital structure, industrial strategy and related matters, and advice and services relating to mergers and the purchase of shareholdings
 - foreign exchange services where these are connected to the provision of investment services
 - investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments,
 - services related to the services of underwriting and/or placing of financial instruments on a firm commitment basis
 - investment services and activities as well as ancillary services related to the underlying of the derivatives, where these investment services and activities are connected to the investment or ancillary services.
15. activities related to distribution of insurance in accordance with the regulations governing insurance."

Article 2

Article 44 is amended to read as follows:

"(1) The President of the Supervisory Board shall be appointed by the General Meeting of the Bank.

(2) Members of the Supervisory Board shall elect among themselves the Deputy President. The Deputy President shall act in place of the President when the latter is prevented from attending the meeting, i.e. is absent."

Article 3

Article 54 is amended to read as follows:

„(1) The General Meeting of the Bank shall decide on issues stipulated by law and by these Articles of Association, or specifically, it shall:

1. adopt the Articles of Association and the amendments to the Articles of Association of the Bank
2. decide on the allocation of profits
3. decide on an increase and a reduction in the share capital of the Bank
4. appoint the President of the Supervisory Board
5. appoint and relieve of duty members of the Supervisory Board of the Bank and determine the remuneration for their work
6. grant the approval of action to members of the Management Board and of the Supervisory Board of the Bank
7. appoint the auditor of the Bank
8. appoint members of other bodies set up by the General Meeting
9. decide on changes of the status, and on the termination of the Bank
10. perform also other tasks in compliance with the law and these Articles of Association."

Article 4

All the other provisions of the Articles of Association of Privredna banka Zagreb d.d. shall remain unchanged.

Article 5

The Supervisory Board of the Bank is hereby authorised to establish the *consolidated text* of the Articles of Association.

Article 6

This Decision shall enter into force on the date of its entry in the court register.

Chairman of the General Meeting

In Zagreb, 22 October 2026

No.: EGM_6_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), 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 22 October 2026 made the following

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 Privredna banka Zagreb d.d.

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:
 - Ms **Mihaela Vranić**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 that 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, 22 October 2026
No.: EGM_6_26/2

**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 2026 made the following

D E C I S I O N

o 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
 - Ms **Mihaela Vranić**, PhD in Technical Sciences, domiciled in Zagreb, Republic of Croatia,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, 22 October 2026
No.: EGM_6_26/3

EXPLANATION OF PROPOSED DECISIONS

1. **Decision on the amendments to Articles 10, 44, and 54 of the Articles of Association of Privredna banka Zagreb d.d.**

Article 1 of the Decision establishes the activities to be carried out by the Bank in line with the titles of the services from Arts. 11 and 12 of the Credit Institutions Act (OG 22/2026).

Article 2 of the Decision establishes the authority of the General Meeting for the appointment of the President of the Supervisory Board according to the Credit Institutions Act (OG 22/2026).

Article 3 of the Decision establishes the authority of the General Meeting for the appointment of the President of the Supervisory Board according to the Credit Institutions Act (OG 22/2026).

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 Privredna banka Zagreb d.d.**

According to the provisions of the Credit Institutions Act (OG 22/2026) 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 Ms Mihaela Vranić 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.

3. **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.

Ms Mihaela Vranić has been nominated as candidate for a new member of the Supervisory Board.

Upon completion of the procedure of suitability assessment of Ms Vranić by the Bank's expert service, the Nomination Committee issued a positive opinion on the suitability of Ms Vranić for performing the function of a member of the Supervisory Board of the Bank, proposing her to the Supervisory Board as candidate for a new Supervisory Board member in line with the provisions of the Credit Institutions Act (OG 22/2026), 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 Ms Vranić as 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.

Zagreb, October 2026

Privredna banka Zagreb d.d.