REPUBLIC OF CROATIA
NOTARY PUBLIC
IVANA BABURIĆ KATALINIĆ
Zagreb, Radnička cesta 48

OU-333/2026

MINUTES OF THE EXTRAORDINARY GENERAL MEETING

OF THE JOINT-STOCK COMPANY

PRIVREDNA BANKA ZAGREB d.d.

OU-333/26

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

I, Notary Public Ivana Baburić Katalinić of Zagreb, Radnička cesta 48, attended on 22 (the twenty-second of) October 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 11.00 (eleven) a.m. ----------

The Extraordinary General Meeting was opened by Mr Ignacio Jose Jaqoutot Calvo, President of the Supervisory Board, personally known to this notary public. ----------

The Chair of the General Meeting stated that the General Meeting had been convened under the Management Board's Decision to call the Extraordinary General Meeting, adopted at the 28_26 meeting held on 6.10.2026 (the sixth of October, 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. ----------

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

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The Chair of the Extraordinary General Meeting established that the Extraordinary General Meeting was attended by the only shareholder INTESA SANPAOLO HOLDING INTERNATIONAL S.A., represented by its proxy Petar Sopek, domiciled in Zagreb, Lastovska ulica 42, personally known to this notary public, under a proxy of 15.10.2026 (the fifteenth of October, two thousand and twenty-six).----------

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

Members of the Management Board of the Bank (DINKO LUCIĆ, PhD, GIUSEPPE LOFORESE,

ALENKA PRSKALO, HRVOJE DAJAK, PAOLO MUSSO) ----------

Permanent court interpreter for the English and French language, Ms Ana Burazin of Zagreb, whose identity was established by examining ID card no. 118029238 issued by Zagreb County Police Administration, while her authorisation was established by examining the Decision of the Ministry of Justice, Public Administration and Digital Transformation of 19.6.2026 (the nineteenth of June, two thousand and twenty-six), class UP/I-710-02/26-01/207. ----------

It was established that the participants in this Extraordinary General Meeting would participate online, while Mr Petar Sopek, the interpreter and the notary public were present on the premises of the Bank where the Extraordinary General Meeting was being held. ----------

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The Chair of the Extraordinary General Meeting established that the only shareholder held a total of 18,765,747 (eighteen million, seven hundred and sixty-five thousand and seven hundred and forty-seven) ordinary registered shares, each with a nominal value of EUR 13.00 (thirteen euro), which make 100,00% (one hundred percent) of the total share capital of the Company, which amounts to EUR 243,954,711.00 (two hundred and forty-three million, nine hundred and fifty-four thousand, seven hundred and eleven euro). ----------

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. ----------

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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 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.

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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 regarded the amendments to the provisions of the Articles of Association, Arts. 10, 44, 54, with the following proposal of the decision:----------

DECISION

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

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, ----------
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.”----------

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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.” ----------

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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.”-----

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

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

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

Explanation of the proposal:----------

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).

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. ----------

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Ad 2. The first item on the agenda was adoption of the 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, with the following proposal of the decision:----------

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. ----------

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Explanation of the proposal:----------

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. ----------

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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. ----------

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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. ----------

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. ----------

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Ad. 3 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:- ----------

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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: ----------

• 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. ----------

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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. ----------

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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. ----------

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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”. ----------

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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All the three decisions signed by the Chair of the Extraordinary General Meeting are attached to these Minutes. ----------

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 11:20 (eleven hours and twenty minutes) a.m. ----------

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----------In Zagreb, 22 October 2026----------

----------(In Zagreb, on the twenty-second of October, two thousand and twenty-six) ---------

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OU-333/2026

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 Arts. 25 and 38, par. 1 of the Notarial Fees Act in the amount of EUR 200.00 and 25% VAT. ----------

Court Interpreter

Ana Burazin, sgd.

Petar Sopek, sgd.

NOTARY PUBLIC

IVANA BABURIĆ KATALINIĆ