



REPUBLIC OF CROATIA
NOTARY PUBLIC
IVA DUJMOVIĆ
10000 ZAGREB, Jurišićeva 21

In Zagreb, 25 February 2022 (in words:
the twenty-fifth of February, two thousand and twenty-two)

I, Notary Public Iva Dujmović of Zagreb, Jurišićeva 21, have prepared these minutes of the Extraordinary General Meeting of Privredna banka Zagreb d.d., with registered office in Zagreb (City of Zagreb), Radnička cesta 50, entered in the court register of the Commercial Court in Zagreb under registration number (MBS) 080002817, taxpayer identification number (OIB): 02535697732, which was held on 25 February 2022 (in words: the twenty-fifth of February, two thousand and twenty-two) in the conference room of the Hilton Garden Inn Hotel in Zagreb, Radnička cesta 21, 8th (in words: eighth) floor. -----

The Extraordinary General Meeting was opened via videoconference at 11:00 (eleven) a.m. by the president of the Supervisory Board, Mr Ignacio Jaquotot, designated by the Bank's Articles of Association to chair the Meeting as its Chairman, personally known to me. -----

The Chairman informed the present that the minutes of the Meeting would be kept by a notary public and that simultaneous translation from English into the official language would be performed by a certified court interpreter for English and Italian, Ms Višnja Žunac, personally known to me, of whose reappointment as certified court interpreter for English and Italian I had been satisfied by examining the original copy of the Decision of the County Court in Zagreb, number: 4 Su-140/2019, of 22 February 2019 (in words: the twenty-second of February, two thousand and nineteen). -----

The Chairman of the Meeting informed the present shareholders that the Extraordinary General Meeting had been convened by the Management Board of Privredna banka Zagreb d.d. based on Article 39 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank) and Article 277 of the Companies Act and that the notice of the Extraordinary General Meeting as well as the agenda and draft decisions had been published on the website of the court register of the Commercial Court in Zagreb on 15/01/2022 (in words: the fifteenth of January, two thousand and twenty-two), under ref. no. R3-22/273-1, as enclosed with these Minutes, and on the Bank's website. -----

The Chairman of the Meeting read the following: -----

AGENDA

1. Decision on the transfer of shares held by minority shareholders of Privredna banka Zagreb d.d., to the main shareholder Intesa Sanpaolo

- Holding International S.A. Luxembourg, Grand Duchy of Luxembourg, in exchange for consideration -----
2. Decision on the reduction of share capital of Privredna banka Zagreb d.d. by withdrawing own shares -----
 3. Decision on the amendments to Articles 16 and 17 of the Articles of Association of Privredna banka Zagreb d.d. -----

Draft Decisions: -----

Ad 1) The Management Board and the Supervisory Board put forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

DECISION

on the transfer of shares held by minority shareholders of Privredna banka Zagreb d.d., to the main shareholder Intesa Sanpaolo Holding International S.A. Luxembourg, Grand Duchy of Luxembourg, in exchange for consideration

Article 1

Share capital of Privredna banka Zagreb d.d. with registered seat at Radnička cesta 50, 10000 Zagreb, registered with the court register of the Commercial Court of Zagreb under registered ID No. (MBS): 080002817, PIN (OIB) 02535697732 (hereinafter: Privredna banka Zagreb d.d.) amounts to HRK 1,907,476,900.00 (in words: one billion, nine hundred and seven million, four hundred and seventy-six thousand and nine hundred kuna) and is divided into 19,074,769 (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine) ordinary registered shares, each in a nominal amount of HRK 100.00 (in words: one hundred), issued in dematerialised form and existing solely in the form of electronic record in the central depository of dematerialised securities run by the Central Depository & Clearing Company Inc. (SKDD d.d.) with registered seat at Heinzlova 62a, 10000 Zagreb, (hereinafter: the CDCC). -----

Article 2

It is determined that Intesa Sanpaolo Holding International S.A with registered seat at 28 Boulevard de Kockelscheuer, L- 1821 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg companies register, under the registration number: B 44318, PIN: 26181849739 (hereinafter: Intesa Sanpaolo) holds a total of 18,591,522 (in words: eighteen million, five hundred and ninety-one thousand and five hundred and twenty-two) ordinary voting registered shares in Privredna banka Zagreb d.d. with the nominal amount of HRK 100.00 (in words: one hundred) per share, which are held as dematerialized securities in the computer system of central depository managed by the CDCC, with designation PBZ-R-A, ISIN: HRPBZ0RA0004, which in total represent 97.47% (in words: ninety-seven point forty-seven percent) of the share capital of Privredna banka Zagreb d.d. and at the time of adopting the Decision to call the Extraordinary General Meeting give right to a total of 99.07% (in words: ninety-nine point zero seven percent) of total votes at the General Meeting of Privredna banka Zagreb d.d. -----

Article 3

It is determined that Privredna banka Zagreb d.d. holds 309,022 (in words: three hundred and nine thousand and twenty-two) ordinary registered treasury shares in Privredna banka Zagreb d.d., with the nominal amount per share of HRK 100.00 (in words: one hundred), which are held as dematerialized securities in the computer system of central depository held by the CDCC with designation PBZ-R-A, ISIN: HRPBZ0RA0004, which represent a total of 1.62% (one point sixty-two percent) of the share capital of Privredna banka Zagreb d.d. and all the remaining shareholders in Privredna banka Zagreb d.d., besides Intesa Sanpaolo as the main shareholder and Privredna banka Zagreb d.d., (hereinafter: the minority shareholders) hold in total 174,225 (in words: one hundred and seventy-four thousand and two hundred and twenty-five) ordinary voting registered shares in Privredna banka Zagreb d.d. with the nominal amount of HRK 100.00 (in words: one hundred) per share, which are held as dematerialized securities in the computer system of central depository held by the CDCC, with designation PBZ-R-A, ISIN: HRPBZ0RA0004, which represent a total of 0.91% (in words: zero point ninety-one percent) of the share capital of Privredna banka Zagreb d.d. and at the time of adopting the Decision to call the Extraordinary General Meeting give right to a total of 0.93% (zero point ninety-three percent) of total votes at the General Meeting of Privredna banka Zagreb d.d. -----

Article 4

In accordance with the provisions referred to in Article 300f to 300j of the Companies Act and based on this Decision, the minority shareholders' shares, precisely 174,225 (in words: one hundred and seventy-four thousand and two hundred and twenty-five) ordinary voting registered shares in Privredna banka Zagreb d.d. with the nominal amount of HRK 100.00 per share, which are held as dematerialized securities in the computer system of central depository held by the CDCC, with designation PBZ-R-A, ISIN: HRPBZ0RA0004, which represent a total of 0.91% (in words: zero point ninety-one percent) of the share capital of Privredna banka Zagreb d.d. and give right to total of 0.93% (zero point ninety-three percent) of total votes at the General Meeting of Privredna banka Zagreb d.d., are transferred as of the day of registration of this Decision in the court register of the Commercial Court of Zagreb from minority shareholders to Intesa Sanpaolo as the main shareholder. -----

Article 5

Privredna banka Zagreb d.d. shall, upon registration of this decision in the court register of the Commercial Court of Zagreb, notify the CDCC without delay with the purpose of performing the corporative action of transfer of shares held by minority shareholders from the dematerialised securities account of minority shareholders to dematerialised securities account of Intesa Sanpaolo, in accordance with this Decision and the relevant resolution of the Commercial Court of Zagreb. -----

Article 6

For the transferred shares Intesa Sanpaolo will pay the minority shareholders a consideration in cash in the amount of HRK 830.00 (in words: eight hundred and thirty) for one share in Privredna banka Zagreb d.d. which is fully paid in and over which no encumbrances are perfected. For shares which are not fully

paid in and/or over which there are existing encumbrances, the consideration paid to minority shareholders shall be decreased by the actual amount of encumbrance and/or amount of payment obligation.-----

Article 7

Adequacy of the consideration was examined by court expert for accounting, finance, tax and appraisal of companies Snježana Galić, dipl. oec., appointed by the resolution of the Commercial Court of Zagreb Ref. No. RI-267/2021 dated 15 (in words: the fifteenth of) November 2021 (in words: two thousand and twenty-one), who issued on 29 (in words: the twenty-ninth of) November 2021 (in words: two thousand and twenty-one) a report and opinion on adequacy of the consideration that the main shareholder ought to pay to minority shareholders of Privredna banka Zagreb d.d., all in accordance with Article 300h of the Companies Act. -----

The respective report and opinion confirmed and elaborated the adequacy of the set consideration amount. The original of the report and opinion in question is attached to the minutes of the General Meeting of Privredna banka Zagreb d.d. and constitutes its integral part. -----

Article 8

The consideration shall without delay upon registration of this Decision in the court register of the Commercial Court of Zagreb, be paid through the CDCC to each minority shareholder on whose dematerialised securities account in the computer system of the central depository held by the CDCC shares of Privredna banka Zagreb d.d. are registered on the day of transfer, into their bank accounts known to the CDCC or Privredna banka Zagreb d.d. The consideration shall be paid together with the pertaining interest rates in the amount of Croatian National Bank's discount rate increased by five percentage points, accrued from the day of registration of this Decision in the court register of the Commercial Court of Zagreb until the payment of the consideration to minority shareholders. -----

Article 9

In the event that neither the CDCC nor Privredna banka Zagreb d.d. have information on the bank accounts of minority shareholders and the minority shareholders do not provide the CDCC with information on their bank accounts upon the CDCC's written request or in the event of other issues with payment, the consideration amount shall be deposited with the CDCC with the effect of completion of Intesa Sanpaolo's obligation of consideration payment. The CDCC shall provide the minority shareholders with reports on possibilities and manner of withdrawing the accrued amount. -----

Article 10

Report of Intesa Sanpaolo, as the main shareholder, with the elaboration of adequacy of consideration is attached in original to the minutes of the General Meeting of Privredna banka Zagreb d.d. and constitutes its integral part, all in accordance with Article 300h of the Companies Act. -----

Article 11

The CDCC guarantees for payment of consideration to minority shareholders due to the fact that Intesa Sanpaolo deposited the required consideration amount with the CDCC in accordance with the Agreement on deposit and

payment of consideration entered into by CDCC and Intesa Sanpaolo on 20 December 2021 and the CDCC's certificate of deposit of funds. -----

Article 12

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

Explanation of proposal: -----

Intesa Sanpaolo Holding International S.A. Luxembourg, Grand Duchy of Luxembourg (hereinafter: Intesa Sanpaolo) as the main shareholder of Privredna banka Zagreb d.d. (further: the Bank), holding a total of 18,591,522 (in words: eighteen million, five hundred and ninety-one thousand, and five hundred and twenty-two) ordinary shares of the Bank or a 97.47% (in words: ninety-seven point forty-seven percent) share in the Bank's share capital, submitted a request for the transfer of shares held by minority shareholders of the Bank. -----

Minority shareholders of the Bank hold a total of 174,225 (in words: one hundred and seventy-four thousand and two hundred and twenty-five) ordinary shares of the Bank or a 0.91% (in words: zero point ninety-one percent) share in the Bank's share capital, while Privredna banka Zagreb d.d. holds 309,022 (in words: three hundred and nine thousand and twenty-two) ordinary treasury shares or a 1.62% (in words: one point sixty-two percent) share in the Bank's share capital. -----

Reasons for the transfer of shares, held by minority shareholders, are the following: -----

- minority shareholders objectively may not affect the decision-making in Privredna banka Zagreb d.d., since they hold shares in total accounting for less than 5% (in words: five percent) of the Bank's share capital and such share in the share capital is not considered sufficient to exercise the controlling rights by which the management of Privredna banka Zagreb d.d. may in any way be affected; -----

- trading in shares is hampered for minority shareholders, because none of them holds shares exceeding 0.5% (in words: zero point five percent) of the share capital of Privredna banka Zagreb d.d. Payment of appropriate consideration will enable minority shareholders to reinvest the obtained funds for other purposes and realise other business goals; -----

- transfer of shares, held by minority shareholders, to the main shareholder and payment of appropriate consideration will make Intesa Sanpaolo a 100% (in words: one hundred percent) shareholder of Privredna banka Zagreb d.d. This will simplify the ownership structure and the operational business, which primarily refers to simplified adoption of business decisions in Privredna banka Zagreb d.d. -----

Therefore, transfer of shares held by minority shareholders is in the interest of all sides – Privredna banka Zagreb, minority shareholders, and the main shareholder. -----

Ad 2) The Management Board and the Supervisory Board put forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

DECISION
on the reduction of share capital of Privredna banka Zagreb d.d.
by withdrawing own shares

Article 1

It is hereby established that the share capital of Privredna banka Zagreb d.d. amounts to HRK 1,907,476,900.00 (in words: one billion, nine hundred and seven million, four hundred and seventy-six thousand and nine hundred kuna) and it is divided into 19,074,769 (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine) ordinary registered shares, each in the nominal amount of HRK 100.00 (in words: one hundred).-----

Article 2

It is hereby established that Privredna banka Zagreb d.d. holds 309,022 (in words: three hundred and nine thousand and twenty-two) own ordinary registered shares, in the nominal amount of HRK 100.00 (in words: one hundred) per share.

Article 3

The share capital of the Bank is reduced by withdrawing own shares, from the amount of HRK 1,907,476,900.00 (in words: one billion, nine hundred and seven million, four hundred and seventy-six thousand and nine hundred kuna) by the amount of HRK 30,902,200.00 (in words: thirty million, nine hundred and two thousand, and two hundred), so that the total share capital of the Bank upon reduction amounts to HRK 1,876,574,700.00 (in words: one billion, eight hundred and seventy-six million, five hundred and seventy-four thousand and seven hundred kuna).-----

The share capital of the Bank is reduced by the amount of the share capital that accounts for the withdrawn shares on the day of registering the decision on reduction of the share capital in the court registry of the Commercial Court in Zagreb. -----

Privredna banka Zagreb d.d. shall upon registration of this Decision in the court registry of the Commercial Court in Zagreb without delay inform the Central Depository & Clearing Company Inc. (SKDD d.d.) with the aim of implementing the corporate action of reducing the share capital, in accordance with this Decision and relevant order of the Commercial Court in Zagreb.-----

Article 4

The withdrawal of own shares is implemented to simplify administrative procedures relating to the management of own shares in the portfolio, and particularly shares purchased following the withdrawal of shares from listing on the regulated market. -----

Article 5

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

Explanation of the proposal: -----

The withdrawal of own shares is implemented to simplify administrative procedures relating to the management of own shares in the portfolio, and

particularly shares purchased following the withdrawal of shares from listing on the regulated market. -----

Ad 3) The Management Board and the Supervisory Board put forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

DECISION
on the amendments to Articles 16 and 17 of the Articles of Association
of Privredna banka Zagreb d.d.

Article 1

Article 16 is amended to read as follows: -----
“(1) The share capital of the Bank amounts to HRK 1,876,574,700.00 (in words: one billion, eight hundred and seventy-six million, five hundred and seventy-four thousand, and seven hundred kuna).” -----

Article 2

Article 17 par. 1 is amended to read as follows: -----
“(1) The Bank`s share capital is divided into 18,765,747 (in words: eighteen million, seven hundred and sixty-five thousand, and seven hundred and forty-seven) ordinary registered shares, each with a nominal value of HRK 100.00 (in words: one hundred), whose total nominal value is HRK 1,876,574,700 (in words: one billion, eight hundred and seventy-six million, five hundred and seventy-four thousand, and seven hundred).“ -----

Article 3

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

Article 4

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

Article 5

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 new amount of the share capital in line with the Decision on reduction in the share capital of Privredna banka Zagreb d.d. -----

Article 2 of the Decision establishes the new number of shares following the withdrawal of 309,022 (in words: three hundred and nine thousand and twenty-two) treasury shares and reduction in the share capital. -----

The Chairman of the General Meeting informed the present that the notice of the Extraordinary General Meeting notified the shareholders of the possibility for the shareholders to participate and cast a vote by remote electronic

communication in line with Article 62 of the Articles of Association of Privredna banka Zagreb d.d. and of the obligations of the shareholders who intend to participate in the General Meeting by electronic means and the minimum technical preconditions. -----

The material for the Extraordinary General Meeting of the Bank, serving as basis for the adoption of the published decision, will be made available from the day of the notice of the Bank's Extraordinary General Meeting, on the premises of the Bank, Zagreb, Radnička cesta 44, B1-8A, on working days from 10 (in words: ten) to 12 (in words: noon) and on the website of the Bank. 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 28 (in words: the twenty-eighth of) February 2022 (in words: two thousand and twenty-two), at the same location, beginning at the same time, and the Agenda of the meeting will remain the same. -----

The Chairman of the Extraordinary General Meeting established that the Extraordinary General Meeting was attended by the members of the Management Board via videoconference due to epidemiological measures introduced on account of the Covid-19 virus pandemic.-----

The Chairman of the Extraordinary General Meeting established that the Company has a share capital of HRK 1,907,476,900.00 (in words: one billion, nine hundred and seven million, four hundred and seventy-six thousand and nine hundred kuna), divided into 19,074,769 (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine) shares carrying the right to 19,074,769 (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine) votes. The Bank holds 309,022 (in words: three hundred and nine thousand and twenty-two) shares carrying the right to 309,022 (in words: three hundred and nine thousand and twenty-two) votes, but this right is currently dormant. -----

The Chairman furthermore established that the Extraordinary General Meeting of the Bank was attended by the shareholders having a total of 18,591,602 (in words: eighteen million, five hundred and ninety-one thousand and six hundred and two) shares carrying the right to 18,591,602 (in words: eighteen million, five hundred and ninety-one thousand and six hundred and two) votes, which represent a share capital of HRK 1,859,160,200.00 (in words: one billion, eight hundred and fifty-nine million, one hundred and sixty thousand, and two hundred kuna) and make 97.47% (in words: ninety-seven point forty-seven percent) of the total share capital of the Bank and 99.07% (in words: ninety-nine point zero seven percent) of the Bank's share capital carrying voting rights, and that the Extraordinary General Meeting was to adopt decisions by votes representing at least three quarters of the share capital represented at the General Meeting.-----

The Chairman of the Meeting established that the conditions from the Articles of Association of the Bank were met for this Extraordinary General Meeting to bring valid decisions because quorum requires the presence of shareholders or their proxies holding at least 50.00% (in words: fifty percent) of votes in the company.-----

The Chairman of the EGM invited the shareholder to vote on the agenda items of the Extraordinary General Meeting by selecting „FOR”, „AGAINST” or „ABSTAINED” and established that voting on the agenda item would be closed after 60 (in words: sixty) seconds.-----

Ad 1)-----

Before voting on this Agenda item, the Chairman of the EGM reported that the corporate action of transfer of shares of the minority shareholders of Privredna banka Zagreb d.d. to the main shareholder Intesa Sanpaolo Holding International S.A. Luxembourg, in exchange for consideration, was being performed in line with the provisions of the Companies Act and that the Report of the main shareholder Intesa Sanpaolo Holding International S.A. on preconditions for the transfer of shares of the minority shareholders of Privredna banka Zagreb d.d. with the elaboration of adequacy of consideration of 23 (in words: the twenty-third of) December 2021 (in words. two thousand and twenty-one) and the Report of court expert Snježana Galić, dipl. oec., on adequacy of the consideration that the main shareholder ought to pay to minority shareholders of Privredna banka Zagreb d.d. of 29 (in words: the twenty-ninth of) November 2021 (two thousand and twenty-one) had been made available to the shareholders as part of the materials for the Extraordinary General Meeting of the Bank published on the Bank’s website. -----

After the voting was closed, the Chairman of the EGM was invited to read the votes from the screen in the conference room where the EGM was being held and to disclose the data on the number of votes “for”, “against”, and “abstained”.

The Chairman of the Meeting established that a total of 18,591,602 (in words: eighteen million, five hundred and ninety-one thousand and six hundred and two) valid votes were cast for the proposed Decision on the transfer of shares held by minority shareholders of Privredna banka Zagreb d.d., to the main shareholder Intesa Sanpaolo Holding International S.A. Luxembourg, Grand Duchy of Luxembourg, in exchange for consideration, and that there were no votes against or abstentions. -----

The Chairman established that the votes cast for the mentioned Decision represented the share capital of HRK 1,859,160,200.00 (in words: one billion, eight hundred and fifty-nine million, one hundred and sixty thousand, and two hundred kuna), and that such votes represented a share of 100.00% (in words: one hundred percent) in the represented votes and the represented share capital of the Bank and a share of 97.47% (in words: ninety-seven point forty-seven percent) in total votes and the total share capital of the Bank. -----

The Chairman of the EGM established that the EGM passed by the votes representing 100% (in words: one hundred percent) of the share capital represented at the EGM the Decision on the transfer of shares held by minority shareholders of Privredna banka Zagreb d.d., to the main shareholder Intesa Sanpaolo Holding International S.A. Luxembourg, Grand Duchy of Luxembourg, in exchange for consideration, as published, was. -----

Ad 2) -----

After the voting was closed, the Chairman of the EGM was invited to read the votes from the screen in the conference room where the EGM was being held and to disclose the data on the number of votes “for”, “against”, and “abstained”.

The Chairman of the Meeting established that a total of 18,591,552 (in words: eighteen million, five hundred and ninety-one thousand and five hundred and fifty-two) valid votes were cast for the proposed Decision on the reduction of share capital of Privredna banka Zagreb d.d. by withdrawing own shares, while 50 (in words: fifty) votes were cast against the Decision and there were 0 (in words: zero) abstentions. -----

The Chairman established that the votes cast for the mentioned Decision represented the share capital of HRK 1,859,155,200.00 (in words: one billion, eight hundred and fifty-nine million, one hundred and fifty-five thousand, and two hundred kuna), and that such votes represented a share of 100.00% (in words: one hundred percent) in the represented votes and the represented share capital of the Bank and a share of 97.47% (in words: ninety-seven point forty-seven percent) in total votes and the total share capital of the Bank. -----

The Chairman established that the votes cast against the mentioned Decision represented a share capital of HRK 5,000.00 (in words: five thousand kuna), and that such votes represented a share of 0.00% (in words: zero point double zero percent) in the represented votes and the represented share capital of the Bank and a share of 0.00% (in words: zero point double zero percent) in total votes and the total share capital of the Bank. -----

The Chairman of the EGM established that the EGM passed by the votes representing 100% (in words: one hundred percent) of the share capital represented at the EGM the Decision on the reduction of share capital of Privredna banka Zagreb d.d. by withdrawing own shares, from the amount of HRK 1,907,476,900.00 (in words: one billion, nine hundred and seven million, four hundred and seventy-six thousand and nine hundred kuna) by the amount of HRK 30,902,200.00 (in words: thirty million, nine hundred and two thousand, and two hundred), to HRK 1,876,574,700.00 (in words: one billion, eight hundred and seventy-six million, five hundred and seventy-four thousand and seven hundred kuna), as published. -----

Ad 3) -----

After the voting was closed, the Chairman of the EGM was invited to read the votes from the screen in the conference room where the EGM was being held and to disclose the data on the number of votes “for”, “against”, and “abstained”.

The Chairman of the Meeting established that a total of 18,591,552 (in words: eighteen million, five hundred and ninety-one thousand and five hundred and fifty-two) valid votes were cast for the Decision on the amendments to Articles 16 and 17 of the Articles of Association of Privredna banka Zagreb d.d., while

50 (in words: fifty) votes were cast against the Decision and there were 0 (in words: zero) abstentions. -----

The Chairman established that the votes cast for the mentioned Decision represented the share capital of HRK 1,859,155,200.00 (in words: one billion, eight hundred and fifty-nine million, one hundred and fifty-five thousand, and two hundred kuna), and that such votes represented a share of 100.00% (in words: one hundred percent) in the represented votes and the represented share capital of the Bank and a share of 97.47% (in words: ninety-seven point forty-seven percent) in total votes and the total share capital of the Bank. -----

The Chairman established that the votes cast against the mentioned Decision represented a share capital of HRK 5,000.00 (in words: five thousand kuna), which votes represented a share of 0.00% (in words: zero point double zero percent) in the represented votes and the represented share capital of the Bank and a share of 0.00% (in words: zero point double zero percent) in total votes and the total share capital of the Bank. -----

The Chairman of the EGM established that the EGM passed by the votes representing 100% (in words: one hundred percent) of the share capital represented at the EGM the Decision on the amendments to Articles 16 and 17 of the Articles of Association of Privredna banka Zagreb d.d., established by the Supervisory Board on 4 (in words: the fourth of) May 2021 (in words: two thousand and twenty-one), in terms of the amount of the share capital and the number of shares, as published.-----

After considering the agenda items, the Chairman of the Meeting thanked the present shareholders and the Management Board of the Bank for their participation in the work of the General Meeting and closed the General Meeting at 11:15 (in words: eleven fifteen). -----

Four copies of the deed have been issued, two for the Company and two for the court register. -----

Notary public
Iva Dujmović, sgd.

Enclosed with the Minutes is the following: -----

- Notice of the Extraordinary General Meeting of Privredna banka Zagreb d.d. published on the website of the court register of the Commercial Court in Zagreb, dated 15/01/2022 (in words: the fifteenth of January, two thousand and twenty-two)-----
- Decision of the County Court in Zagreb on the reappointment of Prof. Višnja Žunac as certified court interpreter for English and Italian -----
- List of the present shareholders/representatives at the Extraordinary General Meeting, 25/02/2022 (in words: the twenty-fifth of February, two thousand and twenty-two)-----
- Extraordinary General Meeting quorum report -----

- Results of the voting at the Extraordinary General Meeting, 25/02/2022 (in words: the twenty-fifth of February, two thousand and twenty-two)-----
- Decision on the transfer of shares held by minority shareholders of Privredna banka Zagreb d.d., to the main shareholder Intesa Sanpaolo Holding International S.A. Luxembourg, Grand Duchy of Luxembourg, in exchange for consideration-----
- Report of court expert for accounting, finance, tax and appraisal of companies Snježana Galić, dipl. oec., on adequacy of the consideration that the main shareholder ought to pay to minority shareholders of Privredna banka Zagreb d.d. of 29/11/2021 (in words: the twenty-ninth of November, two thousand and twenty-one)-----
- Report of the main shareholder Intesa Sanpaolo Holding International S.A. on preconditions for the transfer of shares of the minority shareholders of Privredna banka Zagreb d.d. with the elaboration of adequacy of consideration of 23 (in words: the twenty-third of) December 2021 (in words. two thousand and twenty-one) -----
- Decision on the reduction of share capital of Privredna banka Zagreb d.d. by withdrawing own shares-----
- Decision on the amendments to Articles 16 and 17 of the Articles of Association of Privredna banka Zagreb d.d.

Stamp duty amounting to HRK 100.00 (in words: one hundred kuna) has been charged for the preparation of these minutes pursuant to Tariff No.3, paragraph 4 and Tariff No. 11 of the NPA (Notaries Public Act).-----

A notarial fee amounting to HRK 2,160.00 (in words: two thousand and one hundred and sixty kuna) has been charged pursuant to Articles 25 and 38 of the Rulebook on Temporary Notaries Public Tariffs, subject to the 25% VAT (in words: twenty-five percent).-----

It is hereby certified that this copy equals the original filed away in the office of the notary public and that it fully replaces the original copy in legal transactions.

It is hereby certified that the party signed by hand each deed enclosed with the original.-----

Notary public
Iva Dujmović