Extraordinary General Meeting
28 May 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 11_26 meeting, held on 5 May 2026, the following

D E C I S I O N

to call the Extraordinary General Meeting

of **Privredna banka Zagreb d.d.,** Zagreb, Radnička cesta 50, which will be held on **28 May 2026**, beginning at **9:00 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 acceptance of the possible ratio between variable and fixed components of the remuneration for 2025
2. Decision on the suitability of a member of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank based on the extraordinary suitability reassessment

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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 29 May 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, 5 May 2026

No.: MB_11_26/3.4

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 28 May 2026 made the following

D E C I S I O N

on the acceptance of the possible ratio between variable and fixed components of the remuneration for 2025

Article 1.

In line with the level of performance achieved and according to what is foreseen by ISP Group Remuneration Discipline for ISP Group Risk Takers, consent is hereby given for a possible higher ratio between the variable and the fixed component of the remuneration for the Group Risk Takers who are identified as ISP Group Risk Takers as well, except for those belonging to the Control Functions, up to a 200% maximum limit all in line with the applicable regulatory framework.

Further to the foregoing, for the Business Year 2025 the possibility of the maximum amount of variable remuneration up to 200% of the fixed remuneration is allowed to the following 5 ISP Group Risk Takers identified in Privredna banka Zagreb d.d.:

- President of the Management Board,
- Deputy President of the Management Board until 16/10/2025,
- Chief Financial Officer & Deputy President of the Management Board from 17/10/2025,
- Member of the Management Board responsible for the Corporate & SME,
- Member of the Management Board responsible for the Retail.

The purpose of the proposed acceptance of possible higher ratio is not to automatically increase their variable remuneration, but only to create preconditions for enabling a variable remuneration of more than 100%, according to PBZ Remuneration and Incentive Policies.

Article 2.

The higher cap referred to in Article 1 of this Decision is determined in accordance with the possibility defined by the provisions of the 2025 PBZ Group Remuneration and Incentive Policies and in compliance with the valid 2025 Remuneration and Incentive Policies of the Parent Company.

Article 3.

The implementation of this Decision has no material impact on the maintenance of the adequate capital level of Privredna banka Zagreb d.d. and PBZ Group.

Article 4.

This Decision shall enter into force on the date of its adoption.

Chairman of the General Meeting

In Zagreb, 28 May 2026

No.: EGM_3_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 28 May 2026 made the following

D E C I S I O N

on the suitability of a member of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank based on the extraordinary suitability reassessment

1. Upon completion of the procedure of extraordinary suitability reassessment in terms of time commitment, conflict of interest, and independence of the Member of the Supervisory Board of the Bank, it has been again found that:

   - Ms **Beáta Kissné Földi**, Member of the Supervisory Board,

   is suitable for the performance of the function of a Member of the Supervisory Board of the Bank given that the results of the suitability assessment do not raise any doubt as to her overall suitability, and that the Supervisory Board as a whole remains collectively suitable.

2. This Decision shall enter into force on the date of its adoption.

Chairman of the General Meeting

In Zagreb, 28 May 2026
No.: EGM_3_26/2

EXPLANATION OF PROPOSED DECISIONS

1. **Decision on the acceptance of the possible ratio between variable and fixed components of the remuneration for 2025**

   Based on the achievement of individually agreed goals and considering overall performance and performance-related behaviours, in particular with regard to managerial competencies, and in accordance with the Bank's values, the expressed evaluation of individual achievement of the set goals and the valid rules on remuneration, the above stated possible ratio between variable and fixed remuneration for 2025 is proposed for the PBZ Group Risk Takers who are identified as ISP Group Risk Takers as well, except for those belonging to the Control Functions.

   In line with the above mentioned, the proposed Decision relates to the 5 ISP Group Risk Takers who hold the following functions in Privredna banka Zagreb:

   - President of the Management Board,
   - Deputy President of the Management Board until 16/10/2025,
   - Chief Financial Officer & Deputy President of the Management Board from 17/10/2025,
   - Member of the Management Board responsible for the Corporate & SME,
   - Member of the Management Board responsible for the Retail.

   The purpose of the proposed acceptance of a possible higher ratio is not to automatically increase their variable remuneration, but to create preconditions for enabling a variable remuneration of more than 100%, and in accordance with the provisions of the valid regulations of the Republic of Croatia and internal acts of PBZ Group and ISP Group.

   Considering all the risks that the Bank is exposed to, as well as the cost of capital required and necessary liquidity, assuming all the above mentioned employees would receive a variable remuneration even on maximum level, i.e. 200% of their fixed remuneration, the total amount of variable remuneration will not have a negative influence on the maintenance of an adequate level of capital. It is determined that the proposed Decision does not affect the fulfilment of regulatory obligations and that the implementation of this Decision has no material impact on the maintenance of adequate capital level of Privredna banka Zagreb d.d. and PBZ Group.

2. **Decision on the suitability of a member of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board of the Bank based on the extraordinary suitability reassessment**

   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, 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.

   Given that a member of the Supervisory Board, Ms Beáta Kissné Földi, was appointed on 9 April 2026 to a new non-executive position as a Board member of Exelia s.r.l., Romania, a company of the ISP Group, an extraordinary suitability reassessment of Ms Kissné Földi needs to be conducted to determine whether this circumstance affects her time commitment to performing her duties as a member of the Supervisory Board of the Bank and whether it has an impact on the conflict of interest and independence of the Supervisory Board member.

   Before submitting the proposal of the Decision to the Extraordinary General Meeting, the procedure for the extraordinary suitability reassessment of the mentioned 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 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. Upon completion of the procedure of extraordinary suitability reassessment concerning the abovementioned circumstances by the Bank's expert services, it has been found that Ms Beáta Kissné Földi, Member of the Supervisory Board, remains suitable for the performance of the function of a member of the Supervisory Board of the Bank and that the Supervisory Board of the Bank remains collectively suitable.

Zagreb, May 2026

Privredna banka Zagreb d.d.