

REPUBLIC OF CROATIA
NOTARY PUBLIC
ILINKA LISONEK
TRG HRVATSKIH VELIKANA 4
10000 ZAGREB

COPY
OU-256/25

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

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STOCK COMPANY
PRIVREDNA BANKA ZAGREB d.d.**

I, Notary Public Ilinka Lisonek of Zagreb, Trg hrvatskih velikana 4, attended on 30 September 2025 (the thirtieth of September, 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 8:45 (eight forty-five) a.m. -----

The Extraordinary General Meeting of the Bank considered the following:

AGENDA

1. Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2026 (two thousand and twenty-six)-----

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

The Chair of the General Meeting stated that the 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 22_25 meeting held on 15 September 2025 (the fifteenth of September, 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:

Mr Dinko Lucić, President of the Management Board-----

Ms Vedrana Jelušić Kašić, Member of the Management Board-----

Ms Andrea Pavlović, Member of the Management Board -----

Mr Dario Massimo Grassani, Member of the Management Board-----

Mr Giuseppe Loforese, Member of the Management 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, born on 04.05.1974, as to whose identity I satisfied myself by examining her ID card no. 115333145, Zagreb County Police Administration, and as to her authorisation 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 appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2026 (two thousand and twenty-six) -----

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“. -----

Then the number of votes for Item 1 of the Agenda was established. -----

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 appointment of the external auditor who shall conduct the audit of the financial statements of the Bank for the year 2026 (two thousand and twenty-six)

1. The audit firm Ernst & Young d.o.o., Radnička cesta 50, Zagreb, is hereby appointed as the external auditor that shall conduct the audit of the financial statements of the Bank for the year 2026 (two thousand and twenty-five). -----
2. This Decision shall enter into force on the date when it has been adopted.-----

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 8:50 (eight fifty) a.m. -----

In Zagreb, 30 September 2025
(the thirtieth of September, two thousand and twenty-five)

Two 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/
/round stamp/