



UPRAVA BANKE

Temeljem članka 38. Statuta Privredne banke Zagreb d.d. (dalje u tekstu: Banka) i članka 277. Zakona o trgovačkim društvima, Uprava Banke je na 22_25 sjednici, održanoj 15. rujna 2025., donijela Odluku o sazivu Izvanredne glavne skupštine Banke sukladno kojoj upućuje

POZIV ZA IZVANREDNU GLAVNU SKUPŠTINU

Privredne banke Zagreb d.d., Zagreb, Radnička cesta 50, koja će se održati **30. rujna 2025.**, s početkom u **8:45 sati**, u poslovnom objektu Banke u Zagrebu, Radnička cesta 44, B1 - 8. kat.

Za Izvanrednu glavnu skupštinu Banke utvrđuje se sljedeći

DNEVNI RED

1. Odluka o imenovanju revizora za obavljanje revizije financijskih izvješća Banke za 2026. godinu

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Ako na sazvanoj Izvanrednoj glavnoj skupštini ne bude kvoruma određenog Statutom Privredne banke Zagreb d.d., Izvanredna glavna skupština će se održati 1. listopada 2025. na istom mjestu, u isto vrijeme i s istim dnevnim redom.

Prijedlog Odluke:

Ad 1)

Nadzorni odbor Banke, sukladno preporuci Revizijskog odbora, predlaže Izvanrednoj glavnoj skupštini Banke donošenje sljedeće

ODLUKE

o imenovanju revizora za obavljanje revizije financijskih izvješća Banke za 2026. godinu

1. Za obavljanje revizije financijskih izvješća Banke za 2026. godinu imenuje se revizorska kuća **Ernst & Young d.o.o.**, Radnička cesta 50, Zagreb.
2. Ova Odluka stupa na snagu danom donošenja.

Obrazloženje prijedloga:

Prema odredbi članka 275. ZTD, Glavna skupština Banke odlučuje i o imenovanju revizora za obavljanje revizije poslovanja društva na prijedlog Nadzornog odbora.

Sukladno novim odredbama Zakona o reviziji (članak 41. stavak 1.), koje su na snazi od 1. siječnja 2025., obveznici zakonske revizije imenuju revizorsko društvo za zakonsku reviziju i sklapaju ugovor o reviziji najkasnije tri mjeseca prije završetka poslovne godine koja prethodi

poslovnoj godini čiji su godišnji financijski izvještaji predmet ugovora o reviziji, na način predviđen zakonom kojim se uređuju trgovačka društva.

Sukladno preporuci Revizijskog odbora predlaže se, da se za obavljanje revizije financijskih izvješća Banke angažira revizorska kuća Ernst & Young d.o.o., Radnička cesta 50, Zagreb, šestu godinu za redom.

Uvjeti za sudjelovanje na Izvanrednoj glavnoj skupštini i korištenje pravom glasa

Sukladno članku 56. Statuta Privredne banke Zagreb d.d., na Glavnoj skupštini Banke mogu sudjelovati ili koristiti pravo glasa dioničari Banke koji su evidentirani u depozitoriju Središnjeg klirinškog depozitarnog društva d.d., zaključno šest (6) dana prije dana održavanja Glavne skupštine Banke (dan utvrđivanja popisa imatelja vrijednosnih papira), pod uvjetom da su namjeru sudjelovanja ili korištenja pravom glasa prijavili Banci te da je prijava prispjela Banci na adresu: Privredna banka Zagreb d.d., Tajništvo Banke, Radnička cesta 44, 10000 Zagreb, najkasnije šest (6) dana prije dana održavanja Glavne skupštine Banke. U taj rok se ne uračunava dan prispjeća prijave Banci.

Svaka od 18.765.747 dionica nominalne vrijednosti 13,00 eura, na koje je podijeljen temeljni kapital Banke, daje pravo na jedan glas.

Dioničara u radu Izvanredne glavne skupštine Banke može zastupati punomoćnik, čija punomoć se izrađuje u pisanoj formi i ne ovjerava kod javnog bilježnika.

Opunomoćitelj pravna osoba, prijavi/punomoći mora priložiti izvadak iz sudskog registra ili drugog registra u koji je ta pravna osoba upisana, ili njegovu presliku, prijepis ili drugu ispravu iz koje je vidljivo da je punomoć potpisala osoba koja je po zakonu ovlaštena zastupati tu pravnu osobu. Isprave sastavljene na stranom jeziku moraju biti prevedene na hrvatski jezik po ovlaštenom sudskom tumaču.

Uredno popunjen i potpisan obrazac prijave/punomoći s priložima, dostavlja se na adresu: Privredna banka Zagreb d.d., Tajništvo Banke, Radnička cesta 44, 10000 Zagreb, najkasnije šest (6) dana prije dana održavanja Izvanredne glavne skupštine Banke.

Materijal za Izvanrednu glavnu skupštinu Banke, koji služi kao podloga za donošenje objavljene odluke, bit će dostupan na uvid dioničaru od dana objave sazivanja Izvanredne glavne skupštine Banke, u prostorijama Banke u Zagrebu, Radnička cesta 44 B1-8A, svakog radnog dana u vremenu od 10,00 do 12,00 sati, te na internetskoj stranici Banke (www.pbz.hr).

Ako na sazvanoj Izvanrednoj glavnoj skupštini Banke ne bude kvoruma određenog Statutom Privredne banke Zagreb d.d., Izvanredna glavna skupština Banke će se održati 1. listopada 2025. na istom mjestu, u isto vrijeme i s istim dnevnim redom.

Informaciju o zaštiti osobnih podataka može se pronaći u dokumentu *Informacija o obradi osobnih podataka PBZ d.d. Izvanredna glavna skupština*, u prilogu ovog Poziva.

Prava dioničara

Glede ostvarivanja prava:

- na saziv Glavne skupštine (kao pravo dioničara koji zajedno imaju udjele u visini od dvadesetog dijela tj. 5% temeljnog kapitala) – dioničar se upućuje na odredbe članka 278. stavak 1. Zakona o trgovačkim društvima.
- da na Glavnoj skupštini na svoj zahtjev bude obaviješten od strane Uprave Banke o poslovima društva ako je to potrebno za prosudbu pitanja koja su na dnevnom redu – dioničar se upućuje na odredbe članka 287. Zakona o trgovačkim društvima.

Privredna banka Zagreb d.d.



INFORMATION ON PERSONAL DATA PROCESSING - EXTRAORDINARY GENERAL MEETING PBZ d.d.

(pursuant to Article 13 of the General Data Protection Regulation (EU) 2016/679)

INTRODUCTORY INFORMATION ON EUROPEAN UNION AND REPUBLIC OF CROATIA LEGISLATION ON PERSONAL DATA PROTECTION

We process your personal data pursuant to the provisions contained in the Regulation (EU) 2016/679 of the EUROPEAN PARLIAMENT AND COUNCIL of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (hereinafter referred to as: General Data Protection Regulation) and in connection with the national Act on Implementing the General Data Protection Regulation.

The General Data Protection Regulation contains a number of rules which are implemented in order to ensure that personal data are processed by taking into account the rights and fundamental freedoms of people. Also, this General Data Protection Regulation allows free movement of personal data within the European Union, without any restrictions and prohibitions.

This Information on Personal Data Processing (hereinafter referred to as: the Information) includes the requirements of the General Data Protection Regulation and the national Act on Implementing the General Data Protection Regulation.

Pursuant to Article 13 of the General Data Protection Regulation, we hereby provide you as a stakeholder of the Extraordinary General Meeting with information on how we process your personal data, what rights you have regarding data processing and protection, and how you may exercise these rights.

We process and use your personal data legally, fairly and transparently while safeguarding the security of your personal data from unauthorized or illegal processing, and for that purpose we are implementing the most advanced technical, security and organisational protective measures.

INFORMATION ON THE CONTROLLER

The controller is Privredna banka Zagreb d.d., Radnička cesta 50, Zagreb (City of Zagreb), PIN 02535697732, entered in the Court Registry of the Commercial Court in Zagreb, under the Company Registration Number (MBS) 080002817 (hereinafter referred to as: the Bank). The Bank processes your personal data for the purposes specified in Section III of this Information.

Contact data:

Privredna banka Zagreb d.d.

Radnička cesta 50

10000 Zagreb

Phone number: 0800 365 365

E-mail: pbz365@pbz.hr

CONTACT DATA OF THE DATA PROTECTION OFFICER

The Bank appointed a Data Protection Officer, as required by Article 37 of the General Data Protection Regulation.

Privredna banka Zagreb d.d.

Radnička cesta 50, HR-10000 Zagreb, Croatia; Phone +385 1 636 0000, Fax +385 1 636 0063; www.pbz.hr; SWIFT: PBZGHR2X. Registered at the Commercial Court in Zagreb under the number 080002817, statistical No. 3269841, TPIN (OIB) 02535697732, IBAN: HR64 2340 0091 0000 0001 3. Share capital in the amount of EUR 243,954,711.00 has been fully paid in and divided into 18,765,747 shares, nominal value EUR 13.00 each. Management Board: Dinko Lucić (President), Dario Massimo Grassani (Deputy President), Andrea Pavlović, Giuseppe Loforese, Hrvoje Dajak, Vedrana Jelušić Kašić, Supervisory Board: Ignacio Jaquotot (President)

Regarding any questions concerning your personal data processing and/or exercising of the rights foreseen by the General Data Protection Regulation and as specified in the part of this Information titled Data Subjects' Rights, you may contact the Data Protection Officer at the following addresses:

Privredna banka Zagreb d.d.
Data Protection Officer
Radnička cesta 42
10000 Zagreb
E-mail: sluzbenik.za.zastitu.osobnih.podataka@pbz.hr

PROCESSING OF PARTICIPANTS' DATA FOR THE PURPOSE OF PARTICIPATING AT THE EXTRAORDINARY GENERAL MEETING

For the purpose of participating at the Bank's Extraordinary General Meeting (hereinafter referred to as: the Meeting) which will be held on 30 September 2025, it is required to identify shareholders and other necessary stakeholders in order to enable them to obtain access to the Meeting. For this reason, we will process the following personal data of all stakeholders: name and surname or company's name, address of residence or registered office, PIN, copy of personal identity card, e-mail address (necessary for the purpose of voting by means of electronic communication). In addition to the aforementioned, with regard to the shareholders, we will collect the shareholder's CDCC account and the number of shares. This data processing is based on the legitimate interest of the Bank in order to provide execution of the shareholders rights prescribed by law.

The Companies Act in Art. 274 provides the companies with the possibility to enable participation also by electronic communication. In order to facilitate the shareholders to exercise their right to participate in the work of the Bank's Extraordinary General Meeting (hereinafter referred to as: the Meeting) the possibility of remote participation of shareholders and other stakeholders at the Meeting was introduced. Thus in addition to the physical presence it is possible to participate in its work also by electronic means, and the choice of the modality of participation is left to shareholders themselves.

Data on shareholders are retained by the Bank as the Controller for 12 months after the shareholder ceases to be a shareholder of the company, following which expiry the said data are erased/destroyed.

DATA SUBJECTS' RIGHTS

You may at any time contact the Bank, as the Controller, for the purpose of exercising your rights pursuant to the General Data Protection Regulation by using contact data provided in this Information. You can submit your request in writing or to the following e-mail address of the Data Protection Officer: sluzbenik.za.zastitu.osobnih.podataka@pbz.hr.

The Bank shall provide you with information on action taken on your request without undue delay and in any event within one month of receipt of the request. That period may be extended by two further months where necessary, taking into account the complexity and number of the requests. The Bank shall inform you of any such extension within one month of receipt of the request, together with the reasons for the delay.

Where you have made the request by electronic means, the information shall be provided by electronic means where possible, unless you have requested otherwise. If the Bank does not take action on your request, it shall inform you without delay and at the latest within one month of receipt of the request of the reasons for not taking action and of the possibility of lodging a complaint with a supervisory authority.

Any communication and actions undertaken by the Bank with respect to the exercise of the rights listed below shall be free of charge. However, where your requests are manifestly unfounded or excessive, in particular because of their repetitive character, the Bank may refuse to act on your requests.

You can contact the Bank as the Controller in order to exercise the following rights:

(1) Right to data access – You may obtain from the Bank, as the Controller, a certificate of whether your personal data are processed and if processed, you have the right to access personal data and information as provided for in Article 15 of the General Data Protection Regulation, including, for example, processing purposes, personal data categories, retention periods, etc.

If your personal data are transferred to a third country or an international organization, you have the right to be notified of the appropriate transfer security measures.

If so, the Bank shall provide you with a copy of the personal data processed. For all further copies, the Bank may charge you a reasonable fee based on administrative costs. If the request is submitted electronically, and unless otherwise requested, the Bank shall deliver the data in the usual electronic format.

(2) Right to rectification – You may instruct the Bank to rectify your personal data that is incorrect. Taking into account the purposes of the processing, you also have the right to have incomplete personal data completed by means of providing a supplementary statement.

(3) Right to erasure (“Right to be forgotten”) – You may request from the Bank as the Controller to erase your personal data where one of the grounds listed in Article 17 of the General Data Protection Regulation applies (for example, the personal data are no longer necessary in relation to the purposes for which they were collected or otherwise processed or the consent for processing your personal data has been withdrawn or there is no other legal basis for processing or the personal data have to be erased for compliance with a legal obligation under EU law or under the regulations of the Republic of Croatia or the data have been unlawfully processed or an objection has been made for direct marketing).

We hereby inform you that the Bank may not erase your personal data if their processing is necessary, for example, in order to meet retention period requirements, for reasons of public interest, for establishment, exercise or defence of legal claims.

(4) Right to restriction of processing – You may request the Bank to restrict the processing of your personal data in the cases provided for in Article 18 of the General Data Protection Regulation, including, for example, if it is necessary to verify the accuracy of your personal data.

(5) Right to data portability – If the processing of your personal data is based on your consent or is required for the performance of an agreement or for taking action prior to the conclusion of an agreement and if processing is carried out by automated means, you may: request the obtaining of personal data you received in a structured, customary and machine-readable format.

(6) Right to object – At any time, you may object to personal data processing to the contact addresses provided in this Information, if processing is performed in the public interest or is necessary for the purpose of legitimate interests of the Bank as the Controller. If you decide to object, the Bank shall refrain from further processing your personal data, unless the Bank proves that there are compelling legitimate grounds for processing (bases overriding the interests, rights and freedoms of the data subject) or that processing is necessary for establishment, exercise or defence of legal claims.

In conclusion of this Information, as required by Article 21, par. 4 of the General Data Protection Regulation, we further draw your attention to this right.

(7) Automated individual decision-making, including profiling – In the case of automated decision-making, including profiling (for example the calculation of total scoring during assessment), Article 22 of the General Data Protection Regulation gives you the right not to be subject to a decision based solely on automated processing of your personal data, including profiling, which generates a legal effect that affects you more considerably, unless the said decision:

- a) is necessary for performance of an agreement between you and the Bank;
- b) is authorised by RoC or EU member law to which the controller is subject and which also lays down suitable measures to safeguard the data subject's rights and freedoms and legitimate interests;
- c) is based on your explicit consent.

In the cases under (a) and (c), the Bank shall implement suitable measures to safeguard your rights and freedoms and legitimate interests, and you may exercise the right for the Bank to enable you to express your point of view and to contest the decision.

(8) Right to file a complaint and right to file a complaint with the data protection authority

Notwithstanding your right to contact the administrative body or the court, if you consider that processing of your personal data carried out by the Bank constitutes a violation of the General Data Protection Regulation and/or valid regulations of RoC, you may also lodge a complaint with the Personal Data Protection Agency. Regardless of the above, if you consider that the processing of your personal data by the Bank violates the General Data Protection Regulation or the national implementing regulation, you can contact the Data Protection Officer at the address sluzbenik.za.zastitu.osobnih.podataka@pbz.hr so that we could jointly try to resolve your complaint.

Pursuant to Article 21, paragraph 4 of the General Data Protection Regulation, we would like to draw your attention to your right to object under Article 21, paragraphs 1 and 2 of the General Data Protection Regulation.

You have the right to object, on grounds relating to your particular situation, at any time **to processing of personal data concerning you** which is based on Article 6, paragraph (1) item (e) (*processing in the public interest*) or Article 6, paragraph (1) item (f) (if processing is necessary for the purposes of legitimate interests pursued by the Bank or a third party, except where such interests are overridden by the interests or fundamental rights of the data subjects requesting the protection of personal data, including profiling based on those provisions).

You also have the right to object to the processing of your personal data pursuant to Article 6, paragraph (1) item (f) of the General Data Protection Regulation (*if processing is necessary for the purposes of legitimate interests pursued by the Bank or a third party, except where such interests are overridden by the interests or fundamental rights of the data subjects requesting the protection of personal data, including profiling based on those provisions*), if such data are processed by the joint controllers.

If you object, we shall no longer process your personal data (unless we demonstrate, while solving your objection, that there are compelling legitimate grounds for the processing which override your interests, rights and freedoms or if processing is done for the exercise or defence of legal claims).

You can submit your objections to the contact addresses provided in this Information.

Zagreb, September 2025.

PRIVREDNA BANKA ZAGREB d.d.