

REPUBLIC OF CROATIA
NOTARY PUBLIC
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COPY
OU-149/26

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

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

I, Notary Public Ilinka Lisonek of Zagreb, Trg hrvatskih velikana 4, attended on 31 March 2026 (the thirty-first of March, two thousand and twenty-six) the Annual 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 Annual General Meeting started at 4:00 (four) p.m. -----

The Annual General Meeting was opened by Ms Draginja Đurić, Deputy President of the Supervisory Board, personally known to me, acting under a bilingual power of attorney granted by the President of the Supervisory Board, Mr Ignacio Jaquotot, of 20 February 2026 (the twentieth of February, two thousand and twenty-six). -----

The Chair of the Annual General Meeting stated that the Annual General Meeting had been convened by the President of the Management Board of the Bank under the Management Board Decision to call the Annual General Meeting adopted at the 3_26 meeting held on 10 February 2026 (the tenth of February, 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. She also established that the Invitation to this Annual 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. -----

The Invitation to the Annual General Meeting with the agenda is attached to these Minutes as **A**. -----

It was established that the participants in this Annual General Meeting would participate online, while Mr Marin Vuco was present on the premises of the Bank where the Annual General Meeting was held. -----

She also established that the Annual General Meeting was attended by the only shareholder INTESA SANPAOLO HOLDING INTERNATIONAL S.A., represented by its proxy Mr Marin Vuco, domiciled in Trnska 17, Strmec, Sveta Nedelja, under a proxy of 17 March 2026 (the seventeenth of March, two thousand and twenty-six). The only shareholder 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 that equals EUR 243,954,711.00 (two hundred and forty-three million, nine hundred and fifty-four thousand, and seven hundred and eleven euro). -----

The Chair of the Annual General Meeting 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, i.e. its proxy, would vote directly at the Annual General Meeting. -----

The list of the shareholders present and represented at the Annual General Meeting, an excerpt from the court register, the proxy for representation at the Annual General Meeting, and the power of attorney for chairing the Annual General Meeting are attached to these Minutes as B.

 She also established that the Annual General Meeting was attended by: -----
 All members of the Management Board of the Bank-----
 Ms Draginja Đurić, Deputy President of the Supervisory Board of the Bank -----
 Mr Marin Vuco, proxy for Intesa Sanpaolo Holding International S.A. -----
 Court interpreter for the English and French language, Ms Ana Burazin of Zagreb, personally known to me, whose authorisation was established by examining the Decision of the County Court in Zagreb of 8 July 2022 (the eighth of July, two thousand and twenty-two), issued under number Su-599/2022. -----
 Notary Public Ilinka Lisonek -----

 The Chair of the Annual General Meeting established that conditions had thus been met for holding this Annual General Meeting and then moved on to the Agenda, as follows: -----

1. The Supervisory Board Report on supervision exercised over the conduct of business affairs in the Bank in 2025 (two thousand and twenty-five)-----
2. Annual financial statements of the Bank and consolidated annual financial statements for 2025 (two thousand and twenty-five) (established by the Management Board and the Supervisory Board of the Bank), and Annual Management Board Report of Condition of the Bank and its Subsidiaries, and in this regard:-----
 - 2.1. Decision on the allocation of the Bank's profit earned in 2025 (two thousand and twenty-five) -----
 - 2.2. Decision on granting the approval of action to members of the Management Board of the Bank for the year 2025 (two thousand and twenty-five)-----
 - 2.3. Decision on granting the approval of action to members of the Supervisory Board of the Bank for the year 2025 (two thousand and twenty-five)-----
3. Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2027 (two thousand and twenty-seven)-----
4. Decision on the suitability of members of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board based on the regular suitability assessment

Ad. 1. The first item on the Agenda was the Supervisory Board Report on supervision exercised over the conduct of business affairs in Privredna banka Zagreb d.d. in 2025 (two thousand and twenty-five). -----

The obligation to submit a report on supervision exercised over the conduct of business affairs in the Bank is stipulated in Articles 263, 300.c, and 300.d of the Companies Act, which includes also the obligation (of the SB) to report on the results of its examination of the annual financial statements, the Annual Management Board Report of Condition of the Bank and its Subsidiaries, and the proposed decision on profit allocation. The Chair of the Annual General Meeting briefly presented the Supervisory Board's work report for 2025 (two thousand and twenty-five) and informed that the materials were enclosed with the agenda for the Annual General Meeting. -----

Furthermore, this item was not to be voted on, but acknowledged, and the Chair of the Annual General Meeting stated that the Supervisory Board Report on supervision exercised over the conduct of business affairs in Privredna banka Zagreb d.d. in 2025 (two thousand and twenty-five) had been delivered to the only shareholder along with the invitation to the Annual General Meeting of the Bank, and is enclosed with these Minutes, which include, as an integral part, the decisions of the Management Board and the Supervisory Board establishing the annual financial statements and consolidated annual financial statements of the Bank for 2025 (two thousand and twenty-five).-----

Ad. 2. The following item on the Agenda were the Annual financial statements of the Bank and consolidated annual financial statements for 2025 (two thousand and twenty-five) (established by the Management Board and the Supervisory Board of the Bank), and Annual Management Board Report of Condition of the Bank and its Subsidiaries, and in this regard adoption of the following decisions: -----

- 2.1 Decision on the allocation of the Bank's profit earned in 2025 (two thousand and twenty-five) -----
- 2.2 Decision on granting the approval of action to members of the Management Board of the Bank for the year 2025 (two thousand and twenty-five)-----
- 2.3 Decision on granting the approval of action to members of the Supervisory Board of the Bank for the year 2025 (two thousand and twenty-five)-----

Before the vote itself and discussion on the decisions, the Chair of the Annual General Meeting gave the word to the President of the Management Board of the Bank, Mr Dinko Lucić, to present to the attendees the Bank's operating results for 2025 (two thousand and twenty-five). Mr Lucić briefly presented the Bank's operations throughout 2025 (two thousand and twenty-five) and outlined the financial and consolidated financial statements of the Bank and the financial results achieved by the Bank last year. He said that consolidated net profit amounted to 355 (three hundred and fifty-five) million euro, while the Group's return on average equity reached 13.2% (thirteen point two percent). He also mentioned that in the course of 2025 the Group further strengthened its role of a leader in new technologies, continuously developing new and innovative products and services, both for retail and for corporate clients. Substantial efforts were invested into its transformation into an entity fully equipped for digital services. It significantly simplifies everyday banking experience for clients and allows for a wider range of products and services. The Group efficiently managed risks arising from its operations. ---- Furthermore, Mr Lucić informed the attendees of future operating plans of the Bank and thanked the colleagues and employees for their dedication and professionalism. -----

The Chair of the Annual General Meeting stated that the Management Board's report was not to be voted on, but acknowledged, and therefore proposed to move on to the first subitem on which a vote would be taken. -----

Ad. 2.1 The first subitem was adoption of the Decision on the allocation of the Bank's profit earned in 2025 (two thousand and twenty-five). Accordingly, the Chair of the Annual General Meeting put the following proposal of the decision to the vote:-----

DECISION

on the allocation of the Bank's profit earned in 2025 (two thousand and twenty-five)

1. It is hereby ascertained that the Bank, in the year ended on 31 December 2025, (the thirty-first of December, two thousand and five), earned net profit (i.e. profit after tax), in the amount of EUR 334,451,022.88 (three hundred and thirty-four million, four hundred and fifty-one thousand, and twenty-two euro and eighty-eight cents).-----
2. Net profit of the Bank referred to in paragraph 1 above shall be distributed as follows:
 - The amount of EUR 284,113,409.58 (two hundred and eighty-four million, one hundred and thirteen thousand, and four hundred and nine euro and fifty-eight cents), i.e. EUR 15.14 (fifteen euro and fourteen cents) per share, shall be allocated for the payment of dividend to the only shareholder of the Bank, Intesa Sanpaolo Holding International S.A. Luxembourg, which is registered as holder of ordinary registered shares with the depository of the Central Depository and Clearing Company on the date of adoption of this Decision and shall become entitled to dividend payment no later than 30 (thirty) days from the date of adoption of this Decision.-----
 - The amount of EUR 50,337,613.30 (fifty million, three hundred and thirty-seven thousand, and six hundred and thirteen euro and thirty cents) shall be allocated to the retained earnings. -----
3. It is hereby ascertained that the total accumulated retained earnings of the Bank amount to EUR 1,730,482,709.71 (one billion, seven hundred and thirty million, four hundred and eighty-two thousand, and seven hundred and nine euro and seventy-one cents) on the date of adoption of this Decision.-----
4. This Decision shall enter into force on the date of its adoption.-----

 Explanation of the proposal: -----

According to the provisions of Article 275 of the Companies Act, the Decision on the allocation of the Bank's profit is adopted by the General Meeting of the Bank after the Management Board (pursuant to Articles 300b and 300c) has presented a proposal of the Decision on the allocation of profit to the Supervisory Board of the Bank for examination and approval. -----
 The proposal is made to pay out a dividend that makes 84.95% (eighty-four point ninety-five percent) of the profits earned in 2025 (two thousand and twenty-five) and equals EUR 15.14 (fifteen euro and fourteen cents) per share, which is based on the business results achieved last year.-----

 The Chair of the Annual General Meeting invited the only shareholder to take a vote on subitem 2.1 of the agenda by casting a vote „FOR“, „AGAINST“ or „ABSTAINED“. -----

 After the only shareholder had taken a vote, the Chair of the Annual 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. -----

Ad 2.2 The next subitem was the adoption of the Decision on granting the approval of action to members of the Management Board of the Bank for the year 2025 (two thousand and twenty-five) and the Chair of the Annual General Meeting put the following proposal of the decision to the vote: -----

DECISION**on granting the approval of action to members of the Management Board of the Bank**

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1. After the Annual financial statements for 2025 (two thousand and twenty-five) have been presented to the Annual General Meeting of the Bank - which statements were confirmed by the Management Board and the Supervisory Board of the Bank, it is hereby ascertained that the Management Board of Privredna banka Zagreb d.d. managed the affairs of the Bank in accordance with the law and the Articles of Association of the Bank, and, based on the foregoing, members of the Management Board shall be granted the approval of action for the year 2025 (two thousand and twenty-five). -----
 2. This Decision shall enter into force on the date when it has been adopted. -----
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Explanation of the proposal: -----

Pursuant to Article 276 of the Companies Act, the General Meeting of the Bank once a year, on the occasion when the annual financial statements are presented to the General Meeting, decides on granting the approval of action to members of the Management Board – by means of which it expresses its approval of the way in which members of the Management Board ran the company [in a given year].-----

The Chair of the Annual General Meeting invited the shareholder to take a vote on subitem 2.2 of the agenda by casting a vote „FOR“, „AGAINST“ or „ABSTAINED”.-----

After the only shareholder had taken a vote, the Chair of the Annual 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. -----

Ad 2.3 The next subitem was the adoption of the Decision on granting the approval of action to members of the Supervisory Board of the Bank for the year 2025 (two thousand and twenty-five) and the Chair of the Annual General Meeting put the following proposal of the decision to the vote: -----

DECISION**on granting the approval of action to members of the Supervisory Board of the Bank**

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1. After the Annual financial statements for 2025 (two thousand and twenty-five) have been presented to the Annual General Meeting of the Bank - which statements were established by the Management Board and the Supervisory Board of the Bank, it is hereby ascertained that the Supervisory Board of Privredna banka Zagreb d.d. performed its functions in accordance with the law and the Articles of Association of the Bank, and, based on the foregoing, members of the Supervisory Board shall be granted the approval of action for the year 2025 (two thousand and twenty-five). -----
 2. This Decision shall enter into force on the date when it has been adopted.-----
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Explanation of the proposal: -----

Pursuant to Article 276 of the Companies Act, the General Meeting of the Bank once a year, on the occasion when the annual financial statements are presented to the General Meeting, decides on granting the approval of action to members of the Management Board and the Supervisory Board – by means of which it expresses its approval of the way in which members of the Supervisory Board supervised the company [in a given year]. -----

The Chair of the Annual General Meeting invited the shareholder to take a vote on subitem 2.3 of the agenda by voting „FOR“, „AGAINST“ or „ABSTAINED“ .-----

After the only shareholder had taken a vote, the Chair of the Annual 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. -----

Ad. 3 Under the next Agenda item, a decision was to be made on the adoption of the Decision on the appointment of the external auditor who shall conduct the audit of the financial statements of the Bank for the year 2027 (two thousand and twenty-seven) according to the proposal of the Supervisory Board, and the Chair of the Annual General Meeting put the following proposal of the decision to the vote:-----

DECISION

on the appointment of the external auditor who shall conduct the audit of the financial statements of the Bank for the year 2027 (two thousand and twenty-seven)

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 2027 (two thousand and twenty-seven). -----
2. This Decision shall enter into force on the date when it has been adopted. -----

Explanation of the proposal: -----

Pursuant to Article 275 of the Companies Act, the General Meeting decides also on the appointment of the external auditor who shall conduct the audit of the company's operation as proposed by the Supervisory Board of the Bank. -----

In accordance with the recommendation of the Audit Committee of the Bank, the proposal is to appoint the audit firm Ernst & Young d.o.o., Radnička cesta 50, Zagreb, to conduct the audit of the Bank's financial statements for a seventh year in a row. -----

The Chair of the General Meeting invited the shareholder to vote on Item 3 (three) of the agenda by casting a vote „FOR“, „AGAINST“ or „ABSTAINED“ .-----

After the only shareholder had taken a vote, the Chair of the Annual 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. -----

Ad. 4. The last item on the agenda was the proposal of the decision on the adoption of the Decision on the suitability of members of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board based on the regular suitability assessment, so the following decision was put to the vote: -----

DECISION
on the suitability of members of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board based on the regular suitability assessment

1. Upon completion of the regular annual assessment of the suitability to perform the function of a member of the Supervisory Board of the Bank an assessment has been made that: -----
 - Mr Ignacio Jaquotot, President of the Supervisory Board, -----
 - Ms Draginja Đurić, Deputy President of the Supervisory Board, -----
 - Ms Beáta Kissné Földi, Ms Maja Martinović, Mr Giulio Moreno, Mr Massimiliano Cattozzi, and Mr Jacques Moscianese, Members of the Supervisory Board, -----
 are suitable to perform the function of a member of the Supervisory Board of the Bank. -----

2. It is assessed that the members of the Supervisory Board collectively, as a whole, have the necessary knowledge, skills and experience allowing it to supervise the Bank's operations independently and without undue influence from other persons and to have an understanding of its operations and significant risks, and that the set target number of the underrepresented gender has been met. -----

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

Explanation of the proposal: -----

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, members of the supervisory board and key function holders in a credit institution, the General Meeting decides on the suitability of members of the Supervisory Board of the Bank and the collective suitability of the Supervisory Board on a regular basis - once a year. -----

Before submitting the proposal of the decision to the Annual General Meeting, a suitability assessment of members of the Supervisory Board and the Supervisory Board as a whole was conducted at the Bank in accordance with the Policy on the Suitability Assessment Procedure, adopted with the consent of the Supervisory Board of the Bank, and 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. -----

The Chair of the Annual General Meeting invited the shareholder to take a vote on item 4 of the agenda by casting a vote „FOR“, „AGAINST“ or „ABSTAINED“. -----

After the only shareholder had taken a vote, the Chair of the Annual 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. -----

All the decisions signed by the Chair of the Annual General Meeting are attached to these Minutes as C, while voting results are attached as D. -----

The Chair of the Annual General Meeting thanked all the attendees for their participation in the work of the Annual General Meeting. She then stated that the Agenda had been dealt with and so closed the Annual General Meeting at 4:25 (four twenty-five) p.m. -----

In Zagreb, 31 March 2026
(In Zagreb, the thirty-first of March, two thousand and twenty-six)

Two copies have been issued to the client.

Stamp duty fee charged under Tariff no. 10 in connection with Tariff no. 3 of the Notarial Fees Act in the amount of EUR 265,45. Notarial fee charged under Art. 25 and 38 par. 1 of the Notarial Fees Act in the amount of EUR 272.00 plus VAT..

Court Interpreter
Ana Burazin, sgd.

Notary Public
Ilinka Lisonek
/signature/
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