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

**MINUTES OF THE EXTRAORDINARY 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 9 June 2025 (the ninth of June, 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 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 Extraordinary General Meeting started at 11 (eleven) a.m. -----

The Decision to call the Extraordinary General Meeting of the Bank established the following: -----

AGENDA -----

1. Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2024 (two thousand and twenty-four)-----

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

The Chair of the Extraordinary General Meeting stated that the Extraordinary 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 15_25 meeting held on 23 May 2025 (the twenty-third of May, 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 the Extraordinary General Meeting, with the agenda and proposal of the decision, 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 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% (one hundred percent) of the total share capital of the Company, and was represented by its proxy, Mr Marin Vuco, domiciled in Strmec, Trnska 17, TIN (OIB): 58118299457, under a proxy of 28 May 2025 (the twenty-eight of May, two thousand and twenty-five).-----

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 and the proxies 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 Hrvoje Dajak, Member of the Management Board -----
 Mr Giuseppe Loforese, Member of the Management Board -----
 Notary Public Ilinka Lisonek -----

 Court interpreter for the English language, Ms Mihaela Blažević, TIN (OIB) 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: -----

Item 1 on the Agenda was adoption of the Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2024 (two thousand and twenty-four).

The Chair stated that the proposal of the Management Board and the Supervisory Board was to adopt the following decision: -----

Proposal of the Decision:-----

Ad 1)

The Management Board and the Supervisory Board of the Bank hereby propose that the Extraordinary General Meeting of the Bank adopt the following: -----

DECISION

on the acceptance of the ratio between variable and fixed components of the remuneration for 2024 (two thousand and twenty-four)

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, and to enable the implementation of the long-term incentive plan - Performance Share Plan, consent is hereby given for a 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% (two hundred percent) maximum limit all in line with the applicable regulatory framework. -----

Further to the foregoing, the maximum amount of variable remuneration up to 200% (two hundred percent) of the fixed remuneration of each of Group Risk Takers which there are 6 (six) as of 31st December 2024 (the thirty-first of December, two thousand and twenty-four) taken into consideration in total within the scope of aforementioned range who hold the following functions: -----

- Privredna banka Zagreb d.d.: President of the Management Board,-----
- Privredna banka Zagreb d.d.: Deputy President of the Management Board,-----
- Privredna banka Zagreb d.d.: Member of the Management Board responsible for the Corporate & SME,-----

- Privredna banka Zagreb d.d.: Member of the Management Board responsible for the Retail,

- Privredna banka Zagreb d.d.: Member of the Management Board – Chief Financial Officer,

- Privredna banka Zagreb d.d.: Member of the Management Board – former Chief Financial
Officer.-----

The purpose of the proposed acceptance of higher ratio is not to automatically increase the variable remuneration to the aforementioned Risk Takers, but only to create preconditions for enabling a variable remuneration of more than 100% (one hundred percent), 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 2024 (two thousand and twenty-four) PBZ Group Remuneration and Incentive Policies and in compliance with the valid Remuneration and Incentive Policies of the Parent Company for 2024 (two thousand and twenty-four). -----

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. -----

The Chair of the Extraordinary General Meeting invited the shareholder to vote on Item 1 (one) of the Agenda by selecting „FOR“, „AGAINST“ or „ABSTAINED“.-----

After the present shareholder had taken a vote, the Chair of the Extraordinary General Meeting established that the present 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% (one hundred percent) of the total share capital of the Company, and that the Decision was adopted unanimously.-----

The Chair then established that the only item on the Agenda had been dealt with and thanked all the attendees for their participation in the work of the Extraordinary General Meeting and closed the Extraordinary General Meeting.-----

Closed at 11:26 (eleven twenty-six) a.m. -----

In Zagreb, 9 June 2025

(In Zagreb, on the ninth of June, two thousand and twenty-five)

Court Interpreter
Mihaela Blažević, sgd.

Notary Public
Ilinka Lisonek
/illegible signature/
/round stamp/

Four (4) copies have been issued to the client.

Notarial fee:

1. Notarisation of conclusions of general meetings and other bodies (Art. 25 of the Rulebook on Temporary Notaries Public Tariffs)	EUR 200.00
2 A fee for attendance outside the office (Art. 38, par. 1 of the Rulebook on Temporary Notaries Public Tariff	EUR 32.00
+25% VAT	EUR 58.00
TOTAL: =	EUR 290.00
<u>Notarial fee (Tariff no. 10 in connection with Tariff no. 3, par. 4 of the Notarial Fees Act)</u>	<u>EUR 13.27</u>
Total payable: =	EUR 303.27