

## MANAGEMENT BOARD OF THE BANK

Pursuant to Article 39 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 Privredna banka Zagreb d.d., adopted at its 2\_23 meeting, held on 26 January 2023, the Decision to call the Extraordinary General Meeting, under which it sends the following

### INVITATION TO THE EXTRAORDINARY GENERAL MEETING

of **Privredna banka Zagreb d.d.**, Zagreb, Radnička cesta 50, which will be held on **17 February 2023**, beginning at **11.00 a.m.**, on the Bank's premises in Zagreb, Radnička cesta 44 B1 - 8<sup>th</sup> floor.

The Extraordinary General Meeting of the Bank shall consider the following

### AGENDA

1. Decision on the alignment of the share capital of Privredna banka Zagreb d.d. in line with the Act on the Amendments to the Companies Act (Official Gazette 114/2022)
2. Decision on the amendments to Articles 16, 17, and 20 of the Articles of Association of Privredna banka Zagreb d.d.

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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 20 February 2023, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

#### Draft Decisions:

##### 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 alignment of the share capital of Privredna banka Zagreb d.d. in line with the Act on the Amendments to the Companies Act (Official Gazette 114/2022)**

1. It is hereby established that as of 31 December 2022 the share capital of Privredna banka Zagreb - dioničko društvo (the Bank) equals **HRK 1,876,574,700.00** and is divided into 18,765,747 ordinary registered shares, each with a nominal value of HRK 100.00.
2. After conversion into euro (at the fixed conversion rate of EUR 1 = HRK 7.53450), and according to the provisions of the Act on the Introduction of the Euro as Legal Tender in the

Republic of Croatia (Official Gazette 57/2022), the share capital amounts to **EUR 249,064,264.38** (converted nominal share value equals EUR 13.27228084 and rounded to two decimal places EUR 13.27).

3. According to the Act on the Amendments to the Companies Act (Official Gazette 114/22), the converted nominal share value is rounded to the nearest euro amount and is expressed as a whole number, i.e. EUR 13.00, which results in a difference equal to **EUR 5,109,553.38**. This difference represents the alignment of the Bank's share capital and shall be recorded to the special reserve within the Equity of the Bank.
4. Further to pars. 2 and 3 of this Decision, after the conversion and the alignment of the share capital, the Bank's share capital amounts to **EUR 243,954,711.00**.
5. This Decision shall enter into force on the date of its adoption and shall apply from the date of entry in the court register.

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*Explanation of the proposal:*

*In the light of the fact that the euro shall be introduced as legal tender in the Republic of Croatia on 1 January 2023, Privredna banka Zagreb d.d. is required to align the share capital and the nominal share value with the provisions of the Act on the Introduction of the Euro as Legal Tender in the Republic of Croatia (the Euro Act) and the Act on the Amendments to the Companies Act.*

*When converting the existing amount of the share capital and shares of Privredna banka Zagreb d.d., the fixed conversion rate of the kuna to the euro was applied (EUR 1 = HRK 7.53450), rounding the amounts to the nearest cent, in line with the conversion and rounding rules as governed by the Euro Act.*

*Pursuant to the provisions of the Act on the Amendments to the Companies Act, the converted nominal share value is rounded to the nearest euro, and it is expressed as a whole number.*

**Ad 2)**

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 Decision on the amendments to Articles 16, 17, and 20 of the Articles of Association of Privredna banka Zagreb d.d.**

**Article 1**

Article 16 is amended to read as follows:

“(1) The share capital of the Bank amounts to EUR 243,954,711.00 (two hundred and forty-three million, nine hundred and fifty-four thousand, and seven hundred and eleven euro).”

**Article 2**

Article 17, par. 1 is amended to read as follows:

“(1) The Bank's share capital is divided into 18,765,747 (eighteen million, seven hundred and sixty-five thousand, and seven hundred and forty-seven) ordinary registered shares, each with a nominal value of EUR 13.00, whose total nominal value is EUR 243,954,711.00.”

**Article 3**

Article 20 is deleted so that Articles 21 to 71 become respectively Articles 20 to 70.

#### **Article 4**

All the other provisions of the Articles of Association of Privredna banka Zagreb d.d. shall remain unchanged.

#### **Article 5**

The Supervisory Board is hereby authorised to establish the *consolidated text* of the Articles of Association.

#### **Article 6**

This Decision shall enter into force on the date of its entry in the court register.

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*Explanation of the proposal:*

**Article 1** of the Decision aims to align the amount of the share capital in euro, in line with the provisions of the Act on the Amendments to the Companies Act (Official Gazette 114/2022) due to the introduction of the euro as legal tender in the Republic of Croatia.

**Article 2** of the Decision aims to align the nominal share value in the amount of EUR 13.00, in line with the provisions of the Act on the Amendments to the Companies Act (Official Gazette 114/2022) due to the introduction of the euro as legal tender in the Republic of Croatia.

**Article 3** of the Decision deletes Article 20 of the Articles of Association, which governs the amount of the Bank's authorised capital pursuant to Article 323 of the Companies Act, because conditions for its deletion have been fulfilled.

#### **Conditions for participating in the Extraordinary General Meeting and exercising voting rights**

In line with Article 57 of the Articles of Association of Privredna banka Zagreb d.d., the right to participate in or vote at the General Meeting of the Bank can be exercised by those shareholders who are registered with the depository of the Central Depository & Clearing Company six (6) days inclusive prior to the General Meeting of the Bank (day of establishment of the list of shareholders) provided that they give notice to the Bank of their intention to participate in or vote at the General Meeting of the Bank and that the Bank receives the notice at the address: Privredna banka Zagreb d.d., General Secretariat Office, Radnička cesta 44, 10000 Zagreb, no later than six (6) days before the Extraordinary General Meeting of the Bank. The time limit does not include the day when the Bank receives the notice.

Each of 18,765,747 shares with a nominal value of HRK 100, i.e. EUR 13,27 (converted at the fixed conversion rate of EUR 1 = HRK 7.53450), that the share capital of the Bank is divided in gives its holder the right to one vote.

The shareholder may be represented by a proxy at the Extraordinary General Meeting. The proxy shall be prepared in writing, and it need not be notarized by a notary public.

If the person giving proxy is a legal person, an excerpt from the court register or another register where that person is registered shall be enclosed with the notice/proxy or its copy, transcription or another deed showing that the proxy was signed by the person authorised by law to represent the legal person. Deeds prepared in a foreign language shall be translated into Croatian by an authorised court interpreter.

A duly filled in and signed notice/proxy form with attachments shall be sent to the address: Privredna banka Zagreb d.d. – General Secretariat Office, Radnička cesta 44, 10000 Zagreb, no later than six (6) days before the Extraordinary General Meeting of the Bank.

The material for the Extraordinary General Meeting of the Bank, serving as basis for making the published decisions, will be made available to the shareholder starting from the date of publication of the invitation to the Extraordinary General Meeting of the Bank, on the Bank's premises in Zagreb, Radnička cesta 44, B1-8A every work day from 10.00 a.m. to 12.00 noon and on the website of the Bank ([www.pbz.hr](http://www.pbz.hr)).

If a quorum stipulated by the Articles of Association of Privredna banka Zagreb d.d. is not constituted at this Extraordinary General Meeting of the Bank, then the Extraordinary General Meeting of the Bank will be held on 20 February 2023, at the same location, beginning at the same time, and the Agenda of the meeting will remain the same.

The information on personal data protection can be found in the document *Information on personal data processing of PBZ d.d. - Extraordinary General Meeting*, which is attached to this Invitation.

**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](mailto:pbz365@pbz.hr)

#### Privredna banka Zagreb d.d.

Radnička cesta 50, HR-10000 Zagreb, Hrvatska; Tel. 01 636 0000, Fax 01 636 0063; [www.pbz.hr](http://www.pbz.hr); SWIFT: PBZGHR2X. Upisana u registar Trgovačkog suda u Zagrebu pod br. 080002817, statistički broj: 3269841, OIB 02535697732, IBAN: HR64 2340 0091 0000 0001 3. Temeljni kapital Banke u iznosu od: 1.876.574.700,00 kuna/ 249.064.264,38 eura (fiksni tečaj konverzije 1 euro = 7,53450 kuna), uplaćen je u cijelosti i podijeljen je na 18.765.747 dionica svaka nominalne vrijednosti od 100,00 kuna/ 13,272280841 eura (fiksni tečaj konverzije 1 euro = 7,53450 kuna) po dionici. Uprava Banke: Dinko Lucić (predsjednik), Dario Massimo Grassani (zamjenik predsjednika), Andrea Pavlović, Antonio Bergaglio, Draženko Kopljar, Hrvoje Dajak, Vedrana Jelušić Kašić, predsjednik Nadzornog odbora: Ignacio Jaquotot

## **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.

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](mailto: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), 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.

In accordance to the valid recommendations of the Croatian Institute of Public Health laid down by the National or Local Civil Protection Authority at the time of holding the Meeting, there is a possibility of collection of other personal data, accordingly to the legal obligation, that will be delivered to the competent Civil Protection Authority.

## **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](mailto: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](mailto: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, January 2023**

**PRIVREDNA BANKA ZAGREB d.d.**