



PRIVREDNA BANKA ZAGREB

Intesa Sanpaolo Group

Extraordinary General Meeting

17 February 2023

(material)

PRIVREDNA BANKA ZAGREB d.d.
MANAGEMENT BOARD

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 the Bank adopted at its 2_23 meeting, held on 26 January 2023, the following

DECISION
to call 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 - 8th 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.

Dinko Lucić, sgd.
President of the Management Board

In Zagreb, 26 January 2023
No.: MB_2_23/8.1

PRIVREDNA BANKA ZAGREB d.d.
EXTRAORDINARY GENERAL MEETING

Pursuant to Article 55 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank), the Extraordinary General Meeting of the Bank held on 17 February 2023 made 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.

Chairman of the General Meeting

In Zagreb, 17 February 2023
No.: EGM_1_23/1

**PRIVREDNA BANKA ZAGREB d.d.
EXTRAORDINARY GENERAL MEETING**

Pursuant to Article 55 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank), the Extraordinary General Meeting of the Bank held on 17 February 2023 made the following

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.

Chairman of the General Meeting

In Zagreb, 17 February 2023

No.: EGM_1_23/2

EXPLANATION OF PROPOSED DECISIONS

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)**

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.

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

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.

Zagreb, January 2023

Privredna banka Zagreb d.d.