

COPY
OU-86/23

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.**

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 17 February 2023 (the seventeenth of February, two thousand and twenty-three) the Extraordinary General Meeting of the joint-stock company Privredna banka Zagreb d.d., Zagreb, Radnička cesta 50 (hereinafter: the Company), 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 General Meeting started at 11 a.m. (eleven). -----

The General Meeting was opened by a member of the Supervisory Board, Ms Beáta Kissné Földi, TIN (OIB): 35962534177, Hungary, 9081 Győrújbarát, Dobo 20, under a special power of attorney of 7 February 2023 (the seventh of February, two thousand and twenty-three) issued by Ignacio Jaquotot, President of the Supervisory Board and Chair of the General Meeting of Privredna banka Zagreb d.d., in line with Article 60 of the Articles of Association of Privredna banka Zagreb d.d. -----

The Chair of the General Meeting stated that the General Meeting had been convened by President of the Management Board of the Bank Mr Dinko Lucić under the Decision of the Management Board of the Bank to call the Extraordinary General Meeting adopted at its 2_23 meeting, held on 26 January 2023 (the twenty-sixth of January, two thousand and twenty-three), pursuant to Article 39 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 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 Article 277, paragraph 6 and paragraph 7 of the Companies Act and published on the Bank's website. -----

The Decision to call the Extraordinary General Meeting and the Invitation are attached to these Minutes as A. -----

The special power of attorney for Ms Beáta Kissné Földi to chair the Extraordinary General Meeting is enclosed with these Minutes as B. -----

It was established that all the participants in this General Meeting would participate online. -- She also established that the General Meeting was attended by the only shareholder INTESA SANPAOLO HOLDING INTERNATIONAL S.A., represented by its proxy Jeremy Mazzoli, born on 30 May 1985 (the thirtieth of May, one thousand and eighty-five), domiciled in France, Moyeuvre-Grande, passport no.: 22AK69518, which 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 makes 100,00% (one hundred percent) of the total share capital of the Company that equals HRK 1,876,574,700.00 (in words: one billion, eight hundred and seventy-six million, five hundred and seventy-four thousand and seven hundred kuna), and she 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 General Meeting.- -----

The list of the shareholders present and represented at the General Meeting and the proxy are attached to these Minutes as C.-----

She also established that the General Meeting was attended by:-----

All members of the Management Board of the Bank-----

Ms Beáta Kissné Földi-----

Mr Jeremy Mazzoli-----

Certified court interpreter for the English language, Ms Višnja Žunac of Zagreb, Ulica Slavka Batušića 8, TIN (OIB) 11111174125, as to whose identity I satisfied myself by examining her ID card no. 114330077 issued by Zagreb County Police Administration, and as to her authorisation by examining the Decision of the County Court in Zagreb of 22 February 2019, no.: 4 Su-140/2019.-----

The authorisation of Ms Žunac is attached to these Minutes as D.-----

Notary Public Ilinka Lisonek -----

The Chair established that conditions had thus been met for holding this General Meeting and then moved on to the 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. -----

Ad.1. The first item on the Agenda was adoption of the 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) and the Chair of the General Meeting put the following proposal of the decision to the vote:-----

“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 thirty-first of December, two thousand and twenty-two) the share capital of Privredna banka Zagreb - dioničko društvo (the Bank) equals HRK 1,876,574,700.00 (in words: one billion, eight hundred and seventy-six million, five hundred and seventy-four thousand and seven hundred kuna), and 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 HRK 100.00 (one hundred kuna).-----

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 (two hundred and forty-nine million, sixty-four thousand, and two hundred and sixty-four euro and thirty-eight cents) (converted nominal share value equals EUR 13.27228084 (thirteen point two seven two two eight zero eight four euro) and rounded to two decimal places EUR 13.27 (thirteen point twenty-seven euro)).

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 (thirteen euro), which results in a difference equal to EUR 5,109,553.38 (five million, one hundred and nine thousand, five hundred and fifty-three euro

and thirty-eight cents). 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 (two) and 3 (three) 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 (two hundred and forty-three million, nine hundred and fifty-four thousand, and seven hundred and eleven euro). -----

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. -----

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 (the first of January, two thousand and twenty-three), 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. -----

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

After the present shareholder had taken a vote, the Chair of the 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, the Decision was adopted unanimously. -----

Ad. 2. The next Item on the Agenda was the proposal of the Decision on the amendments to Articles 16, 17, and 20 of the Articles of Association of Privredna banka Zagreb d.d. which reads as follows: -----

„DECISION

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

Article 1 (one) -----

Article 16 (sixteen) 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 (two) -----

Article 17 (seventeen), par. 1 (one) 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 (two hundred

and forty-three million, nine hundred and fifty-four thousand, and seven hundred and eleven euro.“ -----

Article 3 (three) -----

Article 20 (twenty) is deleted so that Articles 21 (twenty-one) to 71 (seventy-one) become respectively Articles 20 (twenty) to 70 (seventy). -----

Article 4 (four) -----

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

Article 5 (five) -----

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

Article 6 (six)-----

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

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 (thirteen 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 3 of the Decision deletes Article 20 (twenty) 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. -----

The Chair of the General Meeting invited the shareholder to vote on Item 2 of the Agenda for the Extraordinary General Meeting by selecting „FOR“, „AGAINST“ or „ABSTAINED“.

After the present shareholder had taken a vote, the Chair of the 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. Hence, the Decision was adopted unanimously. -----

The Chair thanks all the attendees for their participation in the work of the Extraordinary General Meeting. She then stated that the Agenda had been dealt with and so closed the General Meeting at 11:10 h (eleven hours and ten minutes). -----

Zagreb, 17 February 2023

(In Zagreb, on the seventeenth of February, two thousand and twenty-three)

Notary Public
Ilinka Lisonek
/illegible signature/

/stamp:
REPUBLIC OF CROATIA
ZAGREB
NOTARY PUBLIC ILINKA
LISONEK
10/

Two (2) 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.	2. A fee for attendance outside the office (Art. 38, par. 1 of the Rulebook on Temporary Notaries Public Tariff)	EUR 21.28
	Total:	EUR 221,28
	+25% VAT	EUR 55.32
	TOTAL	EUR 276.60
