



REPUBLIC OF CROATIA
NOTARY PUBLIC
IVA DUJMOVIĆ
10000 ZAGREB, Jurišićeva 21

In Zagreb, 24 July 2019 (in words:
the twenty-fourth of July, two thousand and nineteen)

I, Notary Public Iva Dujmović of Zagreb, Jurišićeva 21/1, have prepared these minutes of the Extraordinary General Meeting of Privredna banka Zagreb d.d., with registered office in Zagreb (City of Zagreb), Radnička cesta 50, entered in the court register of the Commercial Court in Zagreb under registration number (MBS) 080002817, taxpayer identification number (OIB): 02535697732, which was held on 24 July 2019 (in words: the twenty-fourth of July, two thousand and nineteen) on the business premises of the company in Zagreb, Radnička cesta 44, B1-8th floor.-----

The Extraordinary General Meeting was opened and chaired by the President of the Supervisory Board, Mr Ignacio Jose Jaquotot Calvo, designated by the Bank's Articles of Association to chair the Meeting as its Chairman. -----

The Chairman opened the Extraordinary General Meeting at 11 (in words: eleven) a.m., informing the present that the minutes of the Meeting would be kept by a notary public and that simultaneous translation from English into the official language would be performed by a certified court interpreter for English and Italian, Ms Višnja Žunac, personally known to me, of whose reappointment as certified court interpreter for English and Italian I had been satisfied by examining the original copy of the Decision of the County Court in Zagreb, number: 4 Su-140/2019, of 22 February 2019 (in words: the twenty-second of February, two thousand and nineteen). -----

The Chairman of the Meeting informed the present shareholders that the Extraordinary General Meeting had been convened by the Management Board of Privredna banka Zagreb d.d. based on Article 39 of the Articles of Association of Privredna banka Zagreb d.d. (hereinafter: the Bank) and Article 277 of the Companies Act and that the notice of the Extraordinary General Meeting as well as the agenda and draft decisions had been published on the website of the court register of the Commercial Court in Zagreb on 19/06/2019 (in words: the nineteenth of June, two thousand

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and nineteen), under ref. no. R3-19/11341-1, which are enclosed herewith, and on the websites of the Croatian Financial Services Supervisory Agency, the Zagreb Stock Exchange, and the Croatian News Agency (HINA). -----

The Chairman of the Meeting read the following: -----

AGENDA

1. Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2019 (in words: two thousand and nineteen)-----
2. Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2018 (in words: two thousand and eighteen)-----
3. Policy on the target structure of the Supervisory Board of Privredna banka Zagreb d.d.-----

Draft Decisions -----

Ad 1) The Supervisory Board of the Bank, based on a recommendation of the Audit Committee, puts forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

DECISION

on the appointment of the external auditor who shall conduct the audit of the financial statements of the Bank for the year 2019 (in words: two thousand and nineteen)

1. The audit firm BDO Croatia d.o.o., Zagreb, Trg J. F. Kennedyja 6b, is hereby appointed as the external auditor that shall conduct the audit of the financial statements of the Bank for the year 2019 (in words: two thousand and nineteen).-----
2. This Decision shall enter into force on the date when it has been adopted.-----

Ad 2) The Management Board and the Supervisory Board of the Bank put forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2018 (in words: two thousand and eighteen)

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1. The payment of variable remuneration for 2018 (in words: two thousand and eighteen) to the President and members of the Management Board of the Bank, heads of Control Functions of the Bank, and other risk takers of the PBZ Group (identified as risk takers of the ISP Group) in a total cost amount of HRK 20.1545 (in words: twenty million and one hundred and fifty-four thousand and five hundred kuna) (corresponding to € 2.7112m (in words: two million and seven hundred and eleven thousand and two hundred euro); exchange rate 1€ (in words: one euro) = HRK 7.4338 (in words: seven point four thousand, three hundred and thirty-eight kuna), is hereby acknowledged, and in this respect a higher ratio between variable and fixed component of the remuneration for the President of the Management Board of the Bank (122.6%, in words: one hundred and twenty-two point six percent) to 100% (in words: one hundred percent) is hereby accepted.-----
2. The amount referred to in par. 1 of this Decision is determined in accordance with the established individual level of performance and valid remuneration rules of the PBZ Group and the remuneration rules of the parent company for 2018 (in words: two thousand and eighteen).-----
3. The implementation of this Decision has no material impact on the maintenance of the adequate capital level of Privredna banka Zagreb d.d.-----
4. This Decision shall enter into force on the date of its adoption.-----

Ad 3) The Management Board of the Bank puts forward before the Extraordinary General Meeting of the Bank the proposal to adopt the following -----

POLICY
on the target structure of the Supervisory Board of
Privredna banka Zagreb d.d.

with the text published in the notice of the Extraordinary General Meeting on the website of the court register of the Commercial Court in Zagreb under ref. no.: R3-19/11341, enclosed with these Minutes. -----

The Chairman of the General Meeting informed the present that the notice of the Extraordinary General Meeting included a notification for the shareholders indicating that the materials for the General Meeting of the Bank, serving as basis for the adoption of the published decisions, would be made available from the day of the notice of the Bank's Extraordinary General Meeting, on the premises of the Bank, Zagreb, Radnička cesta 44, B1-8A, on

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working days from 9 (in words: nine) till 14 (in words: fourteen hundred hours) and on the web site of the Bank. 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 25 (in words: the twenty-fifth of) July 2019 (in words: two thousand and nineteen), at the same location, beginning at the same time, and the Agenda of the meeting will remain the same. -----

The Chairman of the Extraordinary General Meeting provided those present at the Extraordinary General Meeting with a list of attendees of the Extraordinary General Meeting and the votes taken by the shareholders in respect to the agenda decisions, based on the filled in ballot papers delivered by the shareholders before the Meeting. -----

The Chairman of the Extraordinary General Meeting established that the Company has a total of 19,074,769 (in words: nineteen million, seventy-four thousand and seven hundred and sixty-nine) votes, i.e. 19,010,136 (in words: nineteen million, ten thousand and one hundred and thirty-six) votes without treasury shares. He furthermore established that out of the total number of shareholders with voting rights, present were shareholders having a total of 18,594,832 (in words: eighteen million, five hundred and ninety-four thousand and eight hundred and thirty-two) votes, namely 97.82% (in words: ninety-seven point eighty-two percent) of the total number of voting rights, and that the Extraordinary General Meeting was to adopt decisions by a majority vote (simple majority), with the exception of the Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2018 (in words: two thousand and eighteen), which is to be adopted by a majority vote representing at least three quarters of the share capital represented at the Extraordinary General Meeting of the Bank. -----

The Chairman of the Meeting established that the Extraordinary General Meeting could bring valid decisions. -----

Before establishing the number of votes cast on the agenda items, the Chairman of the Meeting asked the present shareholders, or their proxies, if they wanted to change their votes cast by means of ballot papers. -----

As none of the present shareholders decided to change the vote cast via ballot paper, the Chairman of the Meeting established that all of the shareholders decided to stand by their votes. -----

Ad 1) -----

Given that there was no discussion regarding the Decision on the appointment of the external auditor who shall conduct the audit of the financial statements of the Bank for the year 2019 (in words: two thousand and nineteen), the Chairman of the Meeting informed the present that, according to the delivered ballot papers, there were 18,594,832 (in words: eighteen million, five hundred and ninety-four thousand and eight hundred and thirty-two) valid votes in favour, no votes against, and no abstentions, so that the proposed Decision on the appointment of the external auditor who shall conduct the audit of the financial statements of the Bank for the year 2019 (in words: two thousand and nineteen) was adopted by 100% (in words: one hundred percent) of the votes attached to the share capital represented at the meeting, which votes make up 97.82% (in words: ninety-seven point eighty-two percent) of the total share capital of the company. -----

The Chairman of the Meeting established that the General Meeting unanimously adopted the Decision to appoint the audit firm BDO Croatia d.o.o., Zagreb, Trg J. F. Kennedyja 6b, as the external auditor that shall conduct the audit of the financial statements of the Bank for the year 2019 (in words: two thousand and nineteen). -----

Ad 2) -----

Given that there was no discussion regarding the Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2018 (in words: two thousand and eighteen), the Chairman of the Meeting informed the present that, according to the delivered ballot papers, there were 18,594,832 (in words: eighteen million, five hundred and ninety-four thousand and eight hundred and thirty-two) valid votes in favour, no votes against, and no abstentions, so that the proposed Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2018 (in words: two thousand and eighteen) was adopted by 100% (in words: one hundred percent) of the votes attached to the share capital represented at the meeting, which votes make up 97.82% (in words: ninety-seven point eighty-two percent) of the total share capital of the company. -----

The Chairman of the Meeting established that the General Meeting unanimously adopted the Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2018 (in words: two thousand and eighteen), as published and enclosed with these Minutes. -----

Ad 3) -----

Given that there was no discussion regarding the Policy on the target structure of the Supervisory Board of Privredna banka Zagreb d.d., the Chairman of the Meeting informed the present that, according to the delivered ballot papers, there were 18,594,832 (in words: eighteen million, five hundred and ninety-four thousand and eight hundred and thirty-two) valid votes in favour, no votes against, and no abstentions, so that the proposed Policy on the target structure of the Supervisory Board of Privredna banka Zagreb d.d. was adopted by 100% (in words: one hundred percent) of the votes attached to the share capital represented at the meeting, which votes make up 97.82% (in words: ninety-seven point eighty-two percent) of the total share capital of the company. -----

The Chairman of the Meeting established that the General Meeting unanimously adopted the Policy on the target structure of the Supervisory Board of Privredna banka Zagreb d.d., as published and enclosed with these Minutes, by which the Bank was made compliant with the provisions of the Croatian National Bank'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 published in Official Gazette 93/2018, which entered into force on 1 (in words: the first of) January 2019 (in words: two thousand and nineteen). -----

After considering the agenda items, the Chairman of the Meeting thanked the present shareholders for their participation in the work of the Meeting and closed the Meeting at 11:15 a.m. (in words: eleven fifteen). Internal minutes were signed. -----

I confirm that the minutes were read prior to their signing in accordance with Article 69, par. 1, item 5 of the Notaries Public Act. -----

Three copies of the deed have been issued, two for the Company and one for the court register. -----

Notary public
Iva Dujmović, sgd.

Enclosed with the Minutes is the following: -----

COPY

- Notice of the Extraordinary General Meeting of Privredna banka Zagreb d.d. published on the website of the court register of the Commercial Court in Zagreb, ref. no.: R3-19/11341-1, dated 19/06/2019 (in words: the nineteenth of June, two thousand and nineteen)-----
- Decision of the County Court in Zagreb on the reappointment of Prof. Višnja Žunac as certified court interpreter for English and Italian-----
- List of participants at the Extraordinary General Meeting of Privredna banka Zagreb d.d., Zagreb-----
- Results of the voting at the Extraordinary General Meeting of Privredna banka Zagreb d.d., Zagreb-----
- Decision on the appointment of the external auditor who shall conduct the audit of the Bank's financial statements for the year 2019 (in words: two thousand and nineteen)-----
- Decision on the acceptance of the ratio between variable and fixed components of the remuneration for 2018 (in words: two thousand and eighteen)-----
- Policy on the target structure of the Supervisory Board of Privredna banka Zagreb d.d.-----

Stamp duty amounting to HRK 100.00 (in words: one hundred kuna) has been charged for the preparation of these minutes pursuant to Tariff No.3, paragraph 4 and Tariff No. 11 of the NPA (Notaries Public Act). -----

A notarial fee amounting to HRK 1,160.00 (in words: one thousand and one hundred and sixty kuna) has been charged pursuant to Articles 25 and 38 of the Rulebook on Temporary Notaries Public Tariffs, subject to the 25% VAT (in words: twenty-five percent). -----

It is hereby certified that this copy equals the original filed away in the office of the notary public and that it fully replaces the original copy in legal transactions. --
It is hereby certified that the parties have signed each decision enclosed with the original. -----

Notary public
Iva Dujmović