

Pursuant to Article 28 of the Articles of Association of Podravska banka d.d. and Article 277 of the Companies Act, on May 20, 2021, the Bank's Management Board decided to convene

PODRAVSKE BANKE d. d.
GENERAL ASSEMBLY

which will be held on June 29, 2021, starting at 11:00 am in the large meeting room at the Bank's headquarters, Koprivnica, Opatička 3

The following is determined for the General Assembly of the Bank:

A G E N D A

1. Opening of the General Assembly of the Bank and determining the list of present and represented shareholders, and their proxies
2. Annual financial reports of the Bank for 2020, determined by the Management Board and the Supervisory Board of the Bank, and the Annual Report of the Management Board on the state of the Bank for 2020
3. Report of the Supervisory Board on the performed supervision of the Bank's operations in 2020
4. Decision on the use of profits made in 2020
5. Decision on granting discharge to the members of the Bank's Management Board
6. Decision on granting discharge to the members of the Supervisory Board
7. Decision on the suitability of the members of the Supervisory Board of the Bank based on the regular assessment of suitability
8. Decision on approval of the Report on remuneration of the Management Board and the Supervisory Board members for 2019
9. Decision on approval of the Report on remuneration of the Management Board and the Supervisory Board members for 2020
10. Adoption of the Policy on the target structure of the Supervisory Board
11. Decision on approval of the Bank's Remuneration Policy
12. Adoption of the Decision amending the Decision on authorizing the Management Board of the Bank to acquire own shares number: GSB-6/2020
13. Decision on amending the Bank's Articles of Association
14. Decision on the appointment of the Bank's business auditor for 2021

Ad 3. The Supervisory Board of the Bank submits to the General Assembly of the Bank the following

REPORT

on the performed supervision of the Bank's operations in 2020

In 2020, the Supervisory Board worked in a full composition of nine members. The two members of the Supervisory Board are independent in accordance with the provisions of the Credit Institutions Act and the Corporate Governance Code, which was jointly drafted by the Croatian Financial Services Supervisory Agency and the Zagreb Stock Exchange.

The term of office of the members of the Supervisory Board is four years.

During 2020, four regular meetings of the Supervisory Board were held, and in addition, the Supervisory Board convened by means of correspondence, whenever individual decisions had to be made without delay, mainly to give the Supervisory Board's consent to the Bank's exposures to individual clients in accordance with legislation.

In accordance with the legal regulations and the Bank's Articles of Association, the Supervisory Board supervised the management of the Bank's operations, provided guidelines for business policy and actively contributed to its implementation.

Meetings of the Supervisory Board are regularly attended by members of the Bank's Management Board who report to the Supervisory Board within the business domains for which they are responsible and provide it with all necessary information so that the Supervisory Board thoroughly discusses all agenda items and makes necessary decisions. The Supervisory Board could at any time

request and receive information from the Management Board on all issues related to the Bank's operations, and in particular on those that significantly affect or could affect the Bank's operations and position.

In accordance with the provisions of the Credit Institutions Act, the Supervisory Board established the Risk Committee and the Audit Committee. During 2020, the Audit Committee and the Risk Committee held four meetings at which they discussed within their powers and responsibilities in accordance with the Bank's internal acts.

In accordance with its powers, the Supervisory Board monitored the adequacy of the Bank's internal control system through three independent functions, namely internal audit, compliance monitoring and risk control, all with the aim of establishing such an internal control system that will ensure timely monitoring and detection of all risks the Bank is exposed in its operations.

In accordance with its obligations, supervision of the Bank's operations conducted in 2020, which included review and examination of the Bank's documentation, the Supervisory Board determined that the Bank operates in accordance with the law, bylaws, recommendations of the Croatian National Bank, internal acts of the Bank as well as decisions made by the General Assembly of the Bank.

The Supervisory Board reviewed the reports of the auditors of BDO Croatia d.o.o., Zagreb, Trg. J. F. Kennedy 6b., who has examined the Bank's annual financial statements for the year ended 31 December 2020, and accepts the auditor's reports submitted.

After reviewing the Bank's annual financial statements for the year ended 31 December 2020, submitted to it by the Bank's Management Board, the Supervisory Board determined that the annual financial statements of Podravska banka d.d. for the year ended 31 December 2020 are made in accordance with the situation in the business books of the Bank and that they show the correct business condition of the Bank and gave their consent and thus, in accordance with the provisions of Article 300.d of the Companies Act, these reports are determined.

The Supervisory Board approved the annual report of the Management Board on the condition of Podravska banka d.d. for the year ended 31 December 2020.

The Supervisory Board received a proposal for a decision of the Management Board of the Bank on the use of profit realized in the year ended 31 December 2020, which determined that Podravska banka d.d. in the year ended 31.12.2020. made a profit after tax in the amount of HRK 11,818,864.47 and proposes that the total profit be allocated to the Bank's reserves.

The Supervisory Board agrees with this proposal of the Management Board on the distribution of profits and proposes to the General Assembly the adoption of such a decision.

The Supervisory Board submits this report to the General Assembly of the Bank and proposes to the General Assembly of the Bank to adopt the proposal of the Management Board on the use of profit realized in the year ended 31 December 2020.

Decision proposals:

Ad 4.

The Management Board and the Supervisory Board of the Bank propose to the General Assembly of the Bank to adopt the

**DECISION
on the use of the Bank's profit realized in 2020**

Article 1

It is established that Podravska banka d.d. in the year ended 31.12.2020. made a profit, after tax, in the amount of HRK 11,818,864.47.

The profit from the previous paragraph is allocated in the amount of HRK 11,818,864.47 to the Bank's reserves.

Article 2

It is established that Podravska banka d.d. in the year ended 31.12.2020. realized retained earnings in the amount of HRK 792,040.08 and that on 31.12.2020 the total retained earnings of the Bank amount to HRK 6,102,291.02.

Article 3

This Decision shall enter into force on the day of its adoption.

Ad 5. The Management Board and the Supervisory Board of the Bank propose to the General Assembly of the Bank to adopt the

DECISION
on granting discharge to the members of the Management Board of the Bank

Article 1

The General Assembly of the Bank approves the work of the Management Board of the Bank in 2020, and a discharge is given to the members of the Management Board of the Bank for the business year 2020.

Article 2

This Decision shall enter into force on the day of its adoption.

Ad 6. The Management Board and the Supervisory Board of the Bank propose to the General Assembly of the Bank to adopt the

DECISION
on granting discharge to the members of the Supervisory Board of the Bank

Article 1

The General Assembly of the Bank approves the work of the Supervisory Board of the Bank and gives a discharge to the members of the Supervisory Board of the Bank for the business year 2020.

Article 2

This Decision shall enter into force on the day of its adoption.

Ad 7. The Management Board of the Bank proposes to the General Assembly of the Bank to adopt the

DECISION
on the adequacy of the members of the Supervisory Board of the Bank based on regular assessment of adequacy

Article 1

After conducting a regular annual assessment of suitability to perform the function of a member of the Supervisory Board of the Bank, it is assessed that:

Miljan Todorović, Sigilfredo Montinari, Antonio Moniaci, Dolly Predović and Dario Montinari, Maurizio Dallochio, Filippo Disertori, Michele Calcaterra Borri and Ezio Simonelli, members of the Supervisory Board, suitable to perform the function of a member of the Supervisory Board of the Bank.

Article 2

It is assessed that the members of the Supervisory Board are collectively appropriate given that together they have the necessary professional knowledge, skills and experience necessary for independent and autonomous supervision of the Bank's operations, with an understanding of its operations and significant risks.

Article 3

This decision shall enter into force on the day of its adoption

Ad 8. The Bank's Management Board and the Supervisory Board propose the adoption of the

DECISION
on approval of the Report on remuneration of the Management Board and the Supervisory Board members for 2019

Article 1

The Report on remuneration of the Management Board and the Supervisory Board members for 2019 is approved

Article 2

Report on remuneration of the Management Board and the Supervisory Board members for 2019 together with the Auditor's Report on examination of the Remuneration report is attached to this Decision and forms an integral part thereof.

Article 3

The remuneration report and the auditor's report will be available free of charge on the Bank's website for a period of 10 years.

Article 4

This Decision shall enter into force on the day of its adoption.

Ad 9. The Bank's Management Board and the Supervisory Board propose the adoption of the

**DECISION
on approval of the Report on remuneration of the Management Board and the Supervisory Board members for 2020**

Article 1

The Report on remuneration of the Management Board and the Supervisory Board members for 2020 is approved

Article 2

Report on the remuneration of the members of the Management Board and the Supervisory Board for 2020 together with the Auditor's Report on the examination of the Remuneration report is attached to this Decision and forms an integral part thereof.

Article 3

The remuneration report and the auditor's report will be available free of charge on the Bank's website for a period of 10 years.

Article 4

This Decision shall enter into force on the day of its adoption.

Ad 10. The Bank's Management Board and the Supervisory Board propose the adoption of the

**DECISION
on Adoption of the Policy on the targeted structure of the Supervisory Board**

Article 1

The Policy on the targeted structure of the Supervisory Board is adopted.

Article 2

This Decision shall enter into force on the day of its adoption.

Ad 11. The Bank's Management Board and the Supervisory Board propose the adoption of the

**DECISION
on approval of the Bank's Remuneration Policy**

Article 1

The Bank's Remuneration Policy is approved in the text determined by the Management Board and the Supervisory Board of the Bank.

Article 2

This Decision shall enter into force on the day of its adoption.

Ad 12. The Management Board and the Supervisory Board propose adoption of the

**DECISION
on amending the Decision on authorizing the Management Board of the Bank to acquire its own shares**

Article 1

The Decision on authorizing the Management Board of the Bank to acquire treasury shares, adopted at the Extraordinary General Assembly of the Bank on January 21, 2020, amends Article 1 of the Decision and reads:

"The Management Board of the Company is authorized to acquire its own shares on the organized securities market or by direct acquisition outside the organized securities market, ie by direct purchase, for a period of 48 months from the date of this Decision."

Article 2

This Decision shall enter into force on the day of its adoption.

Ad 13. The Bank's Management Board and the Supervisory Board propose the adoption of the

Decision on amendments to the Articles of Association of Podravska banka d.d.

Article 1

In the Articles of Association of Podravska banka d.d. (consolidated text), established on 29 March 2017, Article 2 is amended to read as follows:

"In its operations, the Bank uses a seal and a stamp containing the name and registered office of the Bank as well as a graphic trademark.

In its operations, the Bank uses a stamp, a company name, ie an abbreviated company name, and a trademark.

The Management Board of the Bank, with the consent of the Supervisory Board, shall determine the form and size of the trademark and the manner of their use. "

Article 2

Article 28 is amended to read as follows:

„Article 28

The General Assembly of the Bank must be convened in cases determined by the Law and the Statute as well as when required by the interests of the Bank. The General Assembly of the Bank is convened by the Management Board or the Supervisory Board.

The General Assembly of the Bank must be convened if requested in writing by shareholders who together hold shares in the amount of one twentieth of the share capital of the Bank and state the purpose and reason for convening that Assembly. The request should be addressed to the Management Board of the Bank.

The General Assembly of the Bank shall meet as necessary, when convened by the body authorized by this Statute to do so, and at least once a year after the end of the business year (regular General Assembly of the Bank), in accordance with the deadlines

If during the preparation of annual or other financial statements or otherwise it is established that there is a loss in the Bank in the amount of half of the share capital of the Bank, the Management Board must immediately convene the General Assembly of the Bank and inform it.

The venue of the General Assembly of the Bank may be headquarters of the Bank, the seat of the stock exchange on which the shares of the Bank are listed and city of Zagreb, on which the decision is made by the body authorized by this Statute to convene the General Assembly of the Bank.

The Management Board of the Bank may decide to allow shareholders to cast their votes in writing or by electronic communication when they are not participating in the General Assembly. Details of this manner of voting shall be determined by the Management Board of the Bank in the invitation to the General Assembly.

The Management Board of the Bank is authorized to allow the General Assembly to be transmitted by sound and image.“

Article 3

With the entry into force of these Amendments to the Articles of Association of Podravska banka d.d. the Statute of Podravska banka d.d. ceases to be valid. (consolidated text) determined at the General Assembly of the Bank on March 29, 2017.

Article 4

The Supervisory Board is authorized to determine the consolidated text of the Articles of Association of Podravska banka d.d.

Article 5

This Decision on Amendments to the Articles of Association of Podravska banka d.d. enters into force on the day of entry in the court register.

Ad 14. The Supervisory Board of the Bank proposes to the General Assembly of the Bank to adopt the

DECISION

on the appointment of the business auditor of Podravska banka d.d. for 2021

Article 1

For the auditor of the annual reports of Podravska banka d.d. for 2021, the auditing company BDO Croatia d.o.o, Zagreb, Trg. J. F. Kennedy 6b. is appointed

Article 2

The Management Board of the Bank is authorized to enter into an audit contract with the selected audit company and determine the remuneration for their work in accordance with the offer.

Article 3

This Decision shall enter into force on the day of its adoption.

Conditions for participation in the General Assembly

All shareholders of Podravska banka d.d., holders of ordinary shares, are invited to participate in the work of the General Assembly of the Bank.

Every shareholder and proxy of shareholders has the right to participate and exercise voting rights at the General Assembly, provided that the shareholder is registered in the share register and that shareholders and proxies of shareholders report to the Bank's Management Board their participation in the General Assembly no later than the fifth day before the General Assembly (24.06.2021.).

A shareholder of the Bank is considered to be the shareholder on whose account the Bank's shares are held in the Central Depository and Clearing Company.

Each of the 668,749 ordinary shares with a nominal value of HRK 400.00 into which the share capital of the Bank is divided, except for 3324 treasury shares, gives the right to one vote, so that a total of 665,425 shares with voting rights.

Shareholders may attend the session of the General Assembly of the Bank in person or through a proxy.

A shareholder who will be represented by a proxy at the General Assembly of the Bank is obliged to present a written power of attorney to represent a legal or natural person.

The following forms are available on the website www.poba.hr from the date of publication of the invitation to the General Assembly: application for the General Assembly, power of attorney form and ballot, as well as other materials required for participation in the General Assembly, and notices from Article 280a of the Companies Act.

Materials for the General Assembly of the Bank that serve as a basis for making published decisions, shareholders can also see on the premises of Podravska banka d.d. Opatička 3, Koprivnica, III floor, room number 2, every working day from the day of publishing the invitation for the General Assembly until the day of the General Assembly in the period from 10.00 to 14.00, and are available on the Bank's website www.poba.hr

Shareholder rights

Shareholders who together hold shares in the amount of one twentieth of the share capital of the Bank, may request that an item be placed on the agenda of the General Meeting and that it be published.

Each new item on the agenda must be accompanied by an explanation and a proposal for a decision. The Bank must receive the request for placing the proposal on the agenda at least thirty days before the General Assembly, provided that the day of receipt of the request to the Bank is not included in that deadline.

Shareholders wishing to file a counter-proposal with the published proposed decisions given by the Management Board and the Supervisory Board may do so by submitting their counter-proposal with an explanation to the Bank at least fourteen days before the General Assembly, at Opatička 3, 48000 Koprivnica. The day of receipt of the counter-proposal to the Bank is not included in that deadline. This applies, in an appropriate manner, to the submission of shareholders' proposals on the appointment of the company's auditor. This proposal does not have to be justified.

At the General Assembly, the Management Board of the Bank will provide each shareholder, at his request, with information on the Bank's activities, if necessary for the assessment of issues on the agenda.

Absence of quorum / new session of the Assembly

If there is no prescribed quorum for the session at the General Assembly of the Bank, a new session will be held at the same place on the same day (June 29, 2021) starting at 14:00 p.m.

