

Pursuant to Article 28 of the Articles of Association of Podravska banka d.d. and Article 277 of the Companies Act, on April 28, 2022, the Bank's Management Board decided to convene

**GENERAL ASSAMBLY OF  
PODRAVSKA BANK d.d.**

**which will be held on June 6, 2022, starting at 12:00 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 2021, 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 2021
3. Report of the Supervisory Board on the performed supervision of the Bank's operations in 2021
4. Decision on the use of profits made in 2021
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 regular assessment of suitability
8. Decision on approving the report on remuneration of members of the Management Board and the Supervisory Board of the Bank for 2021
9. Decision on the appointment of the Bank's business auditor for 2022

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

**REPORT  
on the performed supervision of the Bank's operations in 2021**

In 2021, the Supervisory Board consisted of a full 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 2021, four regular meetings of the Supervisory Board were held, and in addition, the Supervisory Board decided by means of correspondence, whenever individual decisions had to be made without delay, mainly on the Supervisory Board's consent to the Bank's exposure to individual clients in accordance with legislation.

In accordance with 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 significantly affect the Bank's operations and position.

In accordance with the provisions of the Law on Credit Institutions, the Supervisory Board established the Risk Committee and the Audit Committee. Members of the Supervisory Board are appointed from among the members of the Supervisory Board, provided that each Board has an independent member

of the Supervisory Board. During 2021, 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 a system of internal controls that will ensure timely monitoring and detection of all risks the Bank is exposed to in its operations.

In accordance with its obligations, supervision of the Bank's operations conducted in 2021, which included review and examination of the Bank's documentation, the Supervisory Board determined that the Bank operates in accordance with law, regulations, recommendations of the Croatian National Bank, internal acts of the Bank as well with the decisions of the General Assembly of the Bank.

The Supervisory Board reviewed the reports of the auditor BDO Croatia d.o.o., Zagreb, Radnička cesta 180, which examined the annual financial statements of the Bank for the year ended 31 December 2021, and accepts the submitted reports of the auditor.

After reviewing the Bank's annual financial statements for the year ended 31 December 2021 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 2021 were made in accordance with the situation in the business books of the Bank and to show the correct property and 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 state of Podravska banka d.d. for the year ended 31 December 2021.

The Supervisory Board received a proposal for a decision of the Bank's Management Board on the use of profits made in the year ended 31 December 2021, which determined that Podravska banka d.d. in the year ended 31.12.2021 made a profit after tax in the amount of HRK 15,233,684.47 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 2021.

***Proposed decisions:***

**Ad 4.**

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

**DECISION  
on the use of the Bank's profit realized in 2021**

**Article 1**

It is established that Podravska banka d.d. in the year ended 31.12.2021 made a profit after tax in the amount of HRK 15,233,684.47.

The profit from the previous paragraph is allocated in the amount of HRK 15,233,684.47 to the Bank's reserves.

**Article 2**

It is established that Podravska banka d.d. in the year ended 31.12.2021 realized retained earnings in the amount of HRK 1,258,588.60 and that on 31.12.2021 the total retained earnings of the Bank amounted to HRK 7,360,879.62.

**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 following

**DECISION  
on granting discharge to the members of the Bank's Management Board**

**Article 1**

The General Assembly of the Bank approves the work of the Management Board of the Bank in 2021, and a discharge is given to the members of the Management Board of the Bank for the business year 2021.

**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 following

**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 2021.

**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 following

**DECISION**

**on the suitability of the members of the Bank's Supervisory Board based on regular suitability assessments**

**Article 1**

After conducting a regular annual assessment of the 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 expertise, 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

**ODLUKE**

**on approving the report on remuneration of members of the Management Board and the Supervisory Board of the Bank for 2021**

**Article 1**

The Report on Remuneration of Members of the Management Board and the Supervisory Board for 2021 is approved

**Article 2**

The Report on Remuneration of Members of the Management Board and the Supervisory Board for 2021 together with the Auditor's Report on the examination of the Report are attached to this Decision and form an integral part thereof.

**Article 3**

The Report on Remuneration 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 Supervisory Board of the Bank proposes to the General Assembly of the Bank to adopt the following

**DECISION**  
**on the appointment of the auditor of Podravska banka d.d. for 2022**

**Article 1**

For the auditor of the annual reports of Podravska banka d.d. for 2022, the auditing company BDO Croatia d.o.o, Zagreb, Radnička cesta 180 is appointed.

**Article 2**

The Bank's Management Board is authorized to enter into an audit contract with the selected audit firm 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 register their participation in the General Assembly of the Bank no later than the fifth day before the General Assembly (02.06.2022).

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 Bank's share capital is divided, except for 3,324 treasury shares, entitles to one vote, so that a total of 665,425 shares are entitled to vote.

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](http://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 information from Article 280a. of the Companies Act.

Materials for the General Assembly of the Bank that serve as a basis for making announced 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 date of publication of the invitation to the General Assembly until the day of the General Assembly from 10.00 to 14.00, and are available on the Bank's website [www.poba.hr](http://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 proposed 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 submit a counter-proposal to 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 proposal of shareholders on the appointment of the company's auditor. This proposal does not have to be justified.

At the General Assembly, the Bank's Management Board will provide each shareholder, at his or her request, with information on the Bank's activities, if necessary to assess the 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, the new session will be held at the same place on the same day (June 6, 2022) starting at 15:00.

**Podravska banka d.d.  
Koprivnica**

Daniel Unger  
President of the  
Management Board of the Bank