

Based on Article 28 of the Statute of Podravska banka d.d. and Article 277 of the Companies Act, on March 27, 2025, the Bank's Management Board made a decision on convening the

PODRAVSKA BANKA d.d.
GENERAL ASSEMBLY

**which will be held on May 14, 2025, starting at 12:00 p.m. in the large meeting hall at the
Bank's headquarters, Koprivnica, Opatička 3**

with the following

A G E N D A

1. Opening of the Bank's General Assembly and determining the list of present and represented shareholders and their proxies.
2. Annual financial reports of the Bank for the year 2024, 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 the year 2024.
3. Report of the Supervisory Board on the supervision of the Bank's operations in 2024
4. Decision on the distribution and use of the profit realized in 2024.
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 the receipts of the members of the Management Board and Supervisory Board of the Bank for the year 2024.
9. Decision on amending the Bank's Articles of Association
10. Decision on authorizing the Management Board of the Bank to acquire own shares
11. Decision on the appointment of auditors of the Bank's operations for the year 2025

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 2024

In 2024, the Supervisory Board operated with a full complement of nine members. Two members of the Supervisory Board are independent in accordance with the provisions of the Credit Institutions Act and the Corporate Governance Code jointly developed by the Croatian Financial Services Supervisory Agency and the Zagreb Stock Exchange.

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

During 2024, four regular meetings of the Supervisory Board were held, and in addition, the Supervisory Board also decided seventeen times by means of correspondence, always when individual decisions needed to be made without delay, mainly on granting the Supervisory Board's consent to the Bank's exposure to individual clients in accordance with legal regulations.

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

The meetings of the Supervisory Board are regularly attended by members of the Bank's Management Board, who, within the business domains for which they are responsible, report to the Supervisory Board and provide it with all necessary information so that the Supervisory Board can thoroughly discuss all items on the agenda and make the 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, especially 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 a Risk Committee and an Audit Committee. The members of the Supervisory Board Committee are appointed from among the members of the Supervisory Board, with each Committee also having an

independent member of the Supervisory Board. During 2024, the Audit Committee and the Risk Committee held four meetings at which they discussed matters within the framework of their powers and responsibilities in accordance with the Bank's internal acts. In accordance with its authorizations, the Supervisory Board monitored the adequacy of the internal control system implemented in the Bank through three independent functions: internal audit, monitoring of business compliance and risk control, all with the aim of establishing such an internal control system that will ensure timely monitoring and detection of all risks to which the Bank is exposed in its operations.

In accordance with its obligations, the supervision of the Bank's business operations performed in 2024, which included the review and examination of the Bank's documentation, the Supervisory Board determined that the Bank operates in accordance with the law, by-laws, recommendations of the Croatian National Bank, internal acts of the Bank, and 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, who examined the Bank's annual financial statements for the year ended 31 December 2024, and accepts the submitted reports of the auditor.

The Supervisory Board, after reviewing the annual financial statements of the Bank for the year ended 31 December 2024, submitted by the Bank's Management Board, determined that the annual financial statements of Podravska banka d.d. for the year ended 31 December 2024 were prepared in accordance with the balance in the Bank's business books and that they correctly represent the Bank's financial and business position, and gave its approval to them, and thus, in accordance with the provisions of Article 300.d of the Companies Act, these reports were determined.

The Supervisory Board approved the Annual Management Report on the state of Podravska banka d.d. for the year ended 31 December 2024.

The Supervisory Board received a proposal for a decision by the Bank's Management Board on the use and distribution of profit generated in the year ended 31 December 2024, which proposal determined that Podravska banka d.d. generated profit after tax in the year ended 31.12.2024 in the amount of 7,520,940.85 euros and proposes that the total generated profit be distributed to the Bank's reserves, in the amount of 4,177,195.85 euros, and the amount of 3,343,745.00 euros for payment to shareholders as dividends.

The Supervisory Board agrees with this proposal of the Management Board on the distribution and use of profit and proposes to the General Assembly to adopt 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 and distribution of profit generated in the year ended 31 December 2024.

Decisions proposals:

Ad 4.

The Management Board and the Supervisory Board of the Bank propose to the General Meeting of the Bank the adoption of the following

DECISION

on the allocation and use of the Bank's profit generated in 2024

- I. It is determined that Podravska banka d.d. achieved a profit after taxation in the amount of 7,520,940.85 euros for the year ending 31.12.2024.
- II. The profit generated from operations in 2024 is allocated as follows:
 - a) to the Bank's reserves, in the amount of 4,177,195.85 EUR,
 - b) for the payment of dividends to shareholders, in the amount of 3,343,745.00 EUR.
- III. The payment of dividends to the shareholders of the Company, holders of ordinary shares with the symbol PDBA-R-A, is approved in the gross amount of 5.00 EUR per share. The dividend will be paid to shareholders registered in the Central Depository Company's depository on May 19, 2025 (record date). The date from which the shares of Podravska banka d.d. will be traded without the right to receive dividends is May 16, 2025 (ex-date). The entitlement to dividend payment falls due on June 9, 2025 (payment date). The maximum amount of the dividend is 3,343,745.00 EUR. The amount of dividend paid will depend on the number of shares belonging to registered shareholders in the Central Depository Company's depository (net of dividends on own shares).
- IV. It is determined that Podravska banka d.d. achieved retained earnings in the amount of 148,541,62 euros for the year ending 31.12.2024, and that as of December 31, 2024, the Bank's total retained earnings amount to 1,493,913.78 euros.

- V. This Decision on the allocation and use of the Bank's profit generated in 2024 and the determination of retained earnings as of 31 December 2024 is forwarded to the General Assembly of the Bank for decision.
- VI. This Decision shall enter into force on the day of its adoption.

Ad 5.

Management Board and Supervisory Board of the Bank propose to the General Assembly of the Bank the adoption of 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 Bank's Management Board in the year 2024, and discharge is granted to the members of the Bank's Management Board for the business year 2024.

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 the adoption of the following

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

Article 1.

The General Assembly of the Bank approves the work of the Bank's Supervisory Board, and discharge is granted to the members of the Bank's Supervisory Board for the business year 2024.

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 the adoption of the following

DECISION
on suitability of the members of the Bank's Supervisory Board based on regular suitability assessment

Article 1.

After conducting the regular annual suitability assessment for serving as members of the Bank's Supervisory Board, it is assessed that:

Miljan Todorovic, Sigilfredo Montinari, Antonio Moniaci, Dolly Predovic, Dario Montinari, Maurizio Dallochio, Filippo Disertori, Michele Calcaterra Borri, and Ezio Simonelli, members of the Supervisory Board, are suitable for serving as members of the Bank's Supervisory Board.

Article 2.

It is assessed that the members of the Supervisory Board are collectively suitable since they collectively possess the necessary expertise, abilities, and experience required for independent and autonomous supervision of the Bank's operations, understanding its activities, and significant risks.

Article 3.

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

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

DECISION
On the approval of the remuneration reports of the members of the Bank's Management Board and Supervisory Board for the year 2024.

Article 1.

The Remuneration Report of the members of the Management Board and the Supervisory Board for the year 2024 is approved.

Article 2.

The Remuneration Report of the members of the Management Board and the Supervisory Board for the year 2024, along with the Auditor's Report on the examination of the Report, is attached to this Decision and constitutes its integral part.

Article 3.

The Remuneration Report and the Auditor's Report will be freely available 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 Management Board of and the Supervisory Board propose the adoption of the

**DECISION
on amending the Bank's Articles of Association**

Article 1.

In the Articles of Association of Podravska banka d.d. (consolidated text), established on June 29, 2021 and its amendments of May 25, 2023, article 41 is amended to read:

Article 41

The Supervisory Board of the Bank shall have 7 members.

A natural person who has a full capacity to act and for whom there exist no limitations in terms of statutory regulations for membership in the Supervisory Board of the Bank can be a member of the Supervisory Board.

Article 2.

With the entry into force of these amendments to the Articles of Association of Podravska banka d.d. (consolidated text), the Articles of Association of Podravska banka d.d. (consolidated text) established at the General Assembly on June 29, 2021 and its amendments of May 25, 2023, cease to be valid.

Article 3.

The Supervisory Board is authorized to determine the consolidated text of the Bank's Articles of Association.

Article 4.

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

Ad 10.

The Management Board of and the Supervisory Board propose the adoption of the

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

Article 1.

The Management Board of the Bank is authorized to acquire its own shares on the organized securities market or by direct acquisition outside the organized securities market, or by direct purchase for cash, depending on the financial condition of the Company, during a period of 5 years from the date of adoption of this Decision.

Article 2.

Shares acquired pursuant to this Decision, together with treasury shares already held by the Company, may not exceed 5.0% of the share capital.

The minimum price payable per share may not be less than 10% below the average market value of the share during the 30 days immediately preceding the date of purchase of the shares. The maximum

possible price payable per share may not exceed 10% above the average market value of the share during the 30 days immediately preceding the date of purchase of the shares.
The Bank may not trade in its own shares acquired.

Article 3.

The Management Board of the Bank may dispose of its own shares acquired on the basis of this decision on the organized securities market and beyond, without the need for a decision of the General Assembly of the Bank.

Article 4.

This decision shall enter into force on the date of its adoption.

This decision applies to the acquisition and disposal of all of the Bank's own shares, including shares acquired prior to the adoption of this decision.

Ad 11.

The Management Board of and the Supervisory Board propose the adoption of the

DECISION

On the appointment of the auditor of the operations of Podravska banka d.d. for the year 2025

Article 1.

BDO Croatia d.o.o, Zagreb, Radnička cesta 180, is appointed as the auditor of the annual financial statements of Podravska banka d.d. for the year 2025.

Article 2.

The Management Board of the Bank is authorized to conclude a contract for the performance of the audit with the selected auditing company and to determine the compensation for their work in accordance with the offer.

Article 3.

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

Terms for participation in the General Assembly

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

The right to participate and exercise voting rights at the General Assembly is granted to each shareholder and proxy holder of shareholders provided that the shareholder is registered in the share register and that shareholders and proxy holders notify the Bank's Management of their participation in the General Assembly no later than the fifth day before the holding of the General Assembly (May 9, 2025).

A shareholder of the Bank is considered to be the one whose shares of the Bank are held in an account with the Central Depository & Clearing Company.

Each of the 668,749 ordinary shares with a nominal value of €55.00 into which the share capital of the Bank is divided, except for 3,324 own shares, entitles to one vote, so that there are a total of 665,425 shares with voting rights.

Shareholders may attend the General Assembly of the Bank in person or through proxies.

A shareholder who will be represented by a proxy at the General Assembly of the Bank must present a written power of attorney for representation of a legal or natural person.

On the website www.poba.hr from the day of publication of the invitation to the General Assembly, the following forms are available: application for the General Assembly, proxy form and ballot paper, as well as other materials necessary for participation in the General Assembly, and notices pursuant to Article 280a of the Companies Act.

Materials for the General Assembly of the Bank, which serve as a basis for making decisions, can be inspected by shareholders at the premises of Podravska banka d.d., Opatička 3, Koprivnica, 3rd floor, room number 2, every working day from the day of publication of the invitation to the General Assembly until the day of holding the General Assembly from 10:00 to 14:00, and are also available on the Bank's website www.poba.hr

Shareholders' Rights

Shareholders who together hold shares representing one-twentieth of the share capital of the Bank may request that a matter be placed on the agenda of the Assembly and announced.

With each new item on the agenda, an explanation and a proposal for a decision must be provided. The request to include the proposal on the agenda must be received by the Bank at least thirty days before the General Assembly, excluding the day of receipt of the request by the Bank.

Shareholders wishing to submit counterproposals to the published proposals for decisions made by the Management Board and the Supervisory Board may do so by submitting their counterproposal with reasoning to the Bank at least fourteen days before the General Assembly, to the address Opatička 3, 48000 Koprivnica. The day of receipt of the counterproposal by the Bank is not included in this deadline. The same applies, accordingly, to the proposal of shareholders regarding the appointment of the company's auditor. This proposal does not have to be reasoned.

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

Lack of Quorum / New Meeting of the Assembly

If the General Assembly of the Bank does not have the required quorum for holding a meeting, a new meeting will be held at the same place on the same day (May 14, 2025) starting at 15:00.

Podravska banka d.d.