** PODRAVSKA BANKA d.d.** Opatička 3, 48000 Koprivnica Hrvatska

Pursuant to Article 28. Statute of Podravska banka d.d. and Article 277 of the Companies Act on 19 December 2024, the Bank's Management Board adopted a decision on convening

## EXTRAORDINARY General Meeting OF

## P O D R A V S K A b a n k A d. d.

Which will be held on 28. January 2025 starting at 12:00 pm in the great meeting room at the Bank headquarters, Koprivnica, Opatička 3

# For the Extraordinary General Meeting of the Bank, the following is determined

## A G E N D A

1. Opening of the Extraordinary General Meeting of the Bank and establishing the list of present and represented shareholders and their proxies
2. Decision on the suitability of candidates for members of the Supervisory Board of the Bank
3. Decision on the election of two members of the Supervisory Board of the Bank

***Proposals for decisions***

The Management Board and supervisory board of the Bank propose to the Extraordinary General Assembly of the Bank to adopt the following decisions:

**Ad 2.**

**Decision on the suitability of candidates for members of the Supervisory Board of the Bank**

Article 1.

After assessing the suitability of candidates for members of the Supervisory Board of the Bank, carried out in accordance with the Credit Institutions Act, bylaws and internal acts of the Bank, it is assessed that the candidates for a member of the Supervisory Board of the Bank are:

* MICHELE CALCATERRA BORRI, b.sc. economist, from Milano, Viale Piave 9, Italy;
* VIŠNJA CAR, b.sc. economist, from Dramalj, Kačjak 3a, Croatia,

suitable for performing the function of a member of the Supervisory Board of Podravska banka d.d.

Article 2.

The collective suitability of the Supervisory Board shall be determined together with the candidates referred to in Article 1 of this Decision, since together they have the necessary expertise, abilities and experience necessary for independent and unbiased monitoring of the Bank's activities, with an understanding of its activities and significant risks.

Article 3.

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

**Ad 3.**

**Decision on the election of two members of the Supervisory Board of the Bank**

Article 1.

The following candidates are elected to the Supervisory Board of Podravska banka d.d.:

* MICHELE CALCATERRA BORRI, b.sc. economist, from Milano, Viale Piave 9, Italy, for a new four-year term starting from June 1, 2025
* VIŠNJA CAR, b.sc. economist, from Dramalj, Kačjak 3a, Croatia, for a four-year term starting from June 1, 2025

Article 2.

This Decision shall enter into force on the date of issuance of the prior approval of the Croatian National Bank to perform the duties of a member of the Supervisory Board of Podravska banka d.d.

***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 Extraordinary General Assembly of the Bank.

Every shareholder and proxy shareholder has the right to participate and exercise voting rights at the Extraordinary General Meeting, provided that the shareholder is registered in the book of shareholders and that shareholders and proxies of shareholders report to the Management Board of the Bank their participation in the Extraordinary General Assembly of the Bank no later than the fifth day before the Extraordinary General Assembly of the Bank (23.01.2025).

The shareholder of the Bank shall be considered to be the shareholder whose shares are deposited in his/her account with the Central Depository and Clearing Company.

Each of the 668,749 ordinary shares with a nominal value of EUR 55.00 into which the Bank's share capital is divided, except for 3,324 own shares, is entitled to one vote, so that the total is 665,425 voting shares.

Shareholders of the Extraordinary General Assembly of the Bank may be present in person or through a proxy.

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

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

Materials for the Extraordinary General Assembly of the Bank, which serve as a basis for the adoption of published decisions, can also be accessed by shareholders at the premises of Podravska banka d.d. Opatička 3, Koprivnica, III floor, room number 2, every working day from the day of publication of the call for the Extraordinary General Assembly to the day of the Extraordinary General Assembly held from 10.00 to 14.00 hours. They are also available on the bank ['s website www.poba.hr](http://www.poba.hr)

*Shareholder rights*

Shareholders who together hold shares in the amount of the twentieth share capital of the Bank may demand that an item be placed on the agenda of the Assembly and that it be made public.

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

Shareholders wishing to declare a counterproposal to published proposals for decisions made by the Management Board and supervisory board may do so by submitting to the Bank at least fourteen days before the Extraordinary General Assembly their counterproposal with an explanation, to the address Opatička 3, 48000 Koprivnica. The date of receipt of the counterproposal to the Bank shall not be counted towards that deadline. This also applies appropriately to the placing of shareholders' proposals on the appointment of the company's auditor. This proposal need not be reasoned.

The Management Board of the Bank shall, at the Extraordinary General Meeting, give each shareholder, at his request, information on the affairs of the Bank, if necessary for the assessment of the issues on the agenda.

*Absence of quorum / new session of the Assembly*

If there is no prescribed quorum for holding the session at the Extraordinary General Assembly of the Bank, the new session will be held at the same venue on the same day (28.01.2025.) starting at 15:00.

Podravska banka d.d.