SLATINSKA BANKA

A V. Nazora 2, 33520 Slatina
T 033 637 000
W www.slatinska-banka.hr
E slatinska-banka@slatinska-banka.hr

OIB 42252496579
IBAN HR23 2412 0091 0399 9092 8
SWIFT SB SL HR 2X

ZAGREB STOCK EXCHANGE d.d.
Ivana Lučića 2a
10 000 Zagreb
CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY
Ulica Franje Račkog 6
10 000 Zagreb
OTS HINA
Company website

SLATINSKA BANKA d.d.
Vladimira Nazora 2
33520 Slatina
Main telephone: 033/637 000
OIB: 42252496579
IBAN: HR23 2412 0091 0399 9092 8
(S.W.I.F.T. SB SL HR 2X)
www.slatinska-banka.hr
slatinska-banka@slatinska-banka.hr
LEI: 54930031QFC4ME17BK12
Home Member State: CROATIA
ISIN: HRSNBARA0003
SNBA-R-A
issuer of SNBA shares - Regular Market of the Zagreb Stock Exchange

Slatina, 16 October 2026

SUBJECT: Notice of the convening of the General Assembly, invitation to shareholders

SLATINSKA BANKA d.d. (hereinafter: the Bank) hereby publishes the invitation to the General Assembly convened for 24 November 2026 at 12:00 noon in Zagreb, at Ulica grada Vukovara 274.
The invitation to the General Assembly is enclosed with this Notice.
We also hereby inform you that the invitation to the Bank's General Assembly, together with the proposed decisions and all materials for
the General Assembly and for decision-making at the General Assembly, will be published on the Bank's website:
www.slatinska-banka.hrwww.slatinska-banka.hr.

Yours faithfully,

SLATINSKA BANKA d.d.

SOURCE NOTE:
SLATINSKA BANKA d.d.
V. Nazora 2, Slatina
M: +385 (0) 99 3591136
E: NVedrinaJaric@slatinska-banka.hr

SLATINSKA BANKA

A V. Nazora 2, 33520 Slatina
T 033 637 000
W www.slatinska-banka.hr
E slatinska-banka@slatinska-banka.hr

OIB 42252496579
IBAN HR23 2412 0091 0399 9092 8
SWIFT SB SL HR 2X

Pursuant to Article 277 of the Companies Act and Articles 9 and 10 of the Articles of Association of SLATINSKA BANKA d.d., with its registered office in Slatina, Vladimira Nazora 2, OIB: 42252496579 (hereinafter: the Bank), at its meeting held on 13 October 2026, the Management Board of the Bank adopts the following

D E C I S I O N
on convening the General Assembly of SLATINSKA BANKA d.d.
I.

The General Assembly of SLATINSKA BANKA d.d. is hereby convened for Tuesday, 24 November 2026 at 12:00 noon in Zagreb, at Ulica grada Vukovara 274.

II.

The agenda, proposed decisions and the text of the Invitation to the General Assembly are hereby determined as follows:

Pursuant to Article 277 of the Companies Act and Articles 9 and 10 of the Articles of Association of SLATINSKA BANKA d.d., the Management Board of SLATINSKA BANKA d.d., with its registered office in Slatina, Vladimira Nazora 2, OIB: 42252496579 (hereinafter: the Bank), adopts the decision on convening the Bank's General Assembly as set out below and hereby invites the Bank's shareholders to the

GENERAL ASSEMBLY

of SLATINSKA BANKA d.d., with its registered office in Slatina, Vladimira Nazora 2, OIB: 42252496579, to be held on 24 November 2026 at 12:00 noon in Zagreb, at Ulica grada Vukovara 274,
with the following agenda and proposed decisions:

AGENDA

1. Opening of the Bank's General Assembly and determination of the number of shareholders present and represented.
2. Adoption of the Decision on Amendments to the Articles of Association of SLATINSKA BANKA d.d.
3. Adoption of the Decision determining the remuneration of the members of the Supervisory Board.
4. Adoption of the Policy on the target structure, promotion of diversity and the procedure for assessing the suitability of the Bank's Supervisory Board, reference POUS010-00-26, version 1.0.

PROPOSED DECISIONS

Ad. 2.
The Management Board and the Supervisory Board of the Bank propose that the General Assembly of the Bank adopt the following

D E C I S I O N
on Amendments to the Articles of Association of SLATINSKA BANKA d.d.
I

In the chapter of the Articles of Association entitled "BANK'S SCOPE OF BUSINESS", Article 4 is amended to read as follows:
"Article 4
The Bank provides banking services and basic and ancillary financial services, as follows:

- accepting deposits or other repayable funds from the public and granting credits for its own account;
- accepting deposits or other repayable funds;

- lending, including consumer credits and loans, credit or loan agreements relating to real property, mortgage credits and loans, purchase of receivables (factoring) with or without recourse, financing of commercial transactions, including export financing based on the purchase, at a discount and without recourse, of long-term unmatured receivables secured by financial instruments (forfaiting);
- financial leasing;
- payment services in accordance with special regulations governing payment transactions, namely: 1. services enabling cash to be placed on a payment account, as well as all operations required for operating a payment account; 2. services enabling cash withdrawals from a payment account, as well as all operations required for operating a payment account; 3. execution of payment transactions, including transfers of funds to a payment account with the user's payment service provider or with another payment service provider, including direct debits, payment cards or similar devices and credit transfers, including standing orders; 4. execution of payment transactions where the funds are covered by a credit line for a payment service user, including direct debits, payment cards or similar devices and credit transfers, including standing orders; 5. issuing payment instruments and/or acquiring payment transactions; 6. money remittance; 7. payment initiation services; and 8. account information services;
- issuing and administering other means of payment, where the provision of such services is not considered the provision of payment services under special regulations governing payment transactions;
- issuing guarantees and other sureties and assuming commitments;
- trading for its own account and for the account of clients in money-market instruments, foreign means of payment, financial futures and options, foreign-exchange and interest-rate instruments and transferable securities;
- intermediation in money-market transactions;
- services related to lending activities;
- insurance distribution activities in accordance with regulations governing insurance."

II

In the chapter of the Articles of Association entitled "SUPERVISORY BOARD", Article 14(1) is amended to read as follows: "(1) The Supervisory Board shall consist of three or five members, in accordance with a decision of the General Assembly."

III

The remaining provisions of the Articles of Association shall remain unchanged.

IV

The Supervisory Board of the Bank is authorised to determine the consolidated text of the Articles of Association.

V

These Amendments to the Articles of Association shall enter into force on the date of their registration with the court register of the competent court.

Ad. 3.

The Management Board of the Bank proposes that the General Assembly of the Bank adopt the following

D E C I S I O N

determining the remuneration of the members of the Supervisory Board

I

The members of the Supervisory Board shall be entitled to monthly remuneration for their work in the net amount of EUR 800.00 per member per month, irrespective of whether a member performs the duties of Chairman of the Supervisory Board or member of the Supervisory Board.

II

The Bank undertakes to calculate and pay, in addition to the remuneration referred to in Item I of this Decision, all levies payable in respect of the remuneration of Supervisory Board members.

III

This Decision shall enter into force on the date of its adoption and shall apply until a different decision determining the remuneration of Supervisory Board members is adopted.

Ad. 4.

The Management Board of the Bank, having obtained the opinion of the Supervisory Board, proposes that the General Assembly of the Bank adopt the following

D E C I S I O N

on the adoption of the Policy on the target structure, promotion of diversity and the procedure for assessing the suitability of the Bank's Supervisory Board

I

The Policy on the target structure, promotion of diversity and the procedure for assessing the suitability of the Bank's Supervisory Board, reference POUS010-00-26, version 1.0, is hereby adopted in the following wording:

POLICY

on the target structure, promotion of diversity and the procedure for assessing the suitability of the Bank's Supervisory Board

No.: _____ / 2026

Version: 1.00
September 2026

Sadržaj

Contents 4
1. GENERAL PROVISIONS 6
2. LEGAL BASIS 6
3. SCOPE OF APPLICATION 6
4. DEFINITIONS 6
5. PROMOTION OF DIVERSITY IN THE BANK 8
5.1. Representation of the underrepresented gender 8

5.2. Education 8
5.3. Professional experience of Supervisory Board members 8
5.4. Work experience 9
6. TARGET STRUCTURE OF THE BANK'S SUPERVISORY BOARD 9
6.1. Optimal structure and composition of the Supervisory Board 9
6.2. Obligations of the Bank 9
6.3. Current structure and composition of the Supervisory Board 9
6.4. Specific responsibilities of the Chairman, Deputy Chairman and members of the Supervisory Board 9
6.4.1. Responsibilities of the Chairman of the Supervisory Board 9
6.4.2. Responsibilities of the Deputy Chairman of the Supervisory Board 9
6.4.3. Responsibilities of a member of the Supervisory Board 9
7. REQUIREMENTS FOR THE CHAIRMAN AND MEMBERS OF THE SUPERVISORY BOARD 10
7.1. Good repute, honesty and integrity of the Chairman and members of the Supervisory Board 10
7.2. Knowledge, skills and experience for supervising a credit institution 10
7.3. Independent judgement and decision-making and conflicts of interest 10
7.4. Time commitment for performing functions 10
7.5. Induction and ongoing training 10
7.6. Collective suitability 10
8. SUCCESSION PLANS FOR THE SUPERVISORY BOARD AND ITS COMMITTEES 10
8.1. Succession plan – Supervisory Board 10
8.2. Succession plan – Supervisory Board committees 10
9. COMMITTEES AND SPECIAL FUNCTIONS OF THE SUPERVISORY BOARD 11
9.1. Risk and Audit Committee 11
9.2. Functions of the Nomination Committee and Remuneration Committee 11
10. INDIVIDUAL ROLES AND COMPETENCIES OF SUPERVISORY BOARD MEMBERS 11
10.1. Assessment of members according to assigned roles 11
10.2. Good repute, honesty and integrity 12
10.3. Knowledge, expertise and experience 13
10.4. Ability to exercise independent judgement 13
10.5. Conflicts of interest 13
10.6. Sufficient time commitment 15
10.7. Organisational position of Supervisory Board members 16
10.8. Specific competencies by role and monitoring area 16
10.9. Documentation required for suitability assessment 16
11. SUITABILITY ASSESSMENT PROCEDURE 16
11.1. Submission of documentation and time limits 16
11.2. Conduct of the procedure 17
11.3. Initial suitability assessment 17
11.3.1. Initial individual assessment of Supervisory Board members 17
11.3.2. Initial collective assessment of the Supervisory Board 17
11.4. Regular suitability assessment 17
11.4.1. Regular individual assessment of Supervisory Board members 18
11.4.2. Regular collective assessment of the Supervisory Board 18
11.5. Extraordinary suitability assessment 19

11.6. Reporting on the results of the procedure 20
12. REPORTING 20
12.1. Reporting deadlines and recipients 22
13. RELATED INTERNAL ACTS 22
14. TRANSITIONAL AND FINAL PROVISIONS 22

Pursuant to the Credit Institutions Act and the Decision of the Croatian National Bank on suitability assessment, and upon the proposal of the competent body of SLATINSKA BANKA d.d. (hereinafter: the Bank), on _____ the General Assembly adopts:

Policy on the target structure, promotion of diversity and the conditions and procedure for assessing the suitability of the Bank's Supervisory Board

1. GENERAL PROVISIONS

This Policy regulates the target structure and diversity, the conditions for individual and collective suitability, continuous assessment, conflicts of interest, succession, documentation, reporting and training of the Chairman and members of the Supervisory Board.

The objective is effective corporate governance, the safety and stability of operations, and effective supervision of the Management Board and the Bank's governance arrangements.

2. LEGAL BASIS

The legal basis of this Policy includes:

- Decision of the Croatian National Bank on the assessment of the suitability of the president of the management board, member of the management board, chairman of the supervisory board, member of the supervisory board and key function holder - Commission Delegated Regulation (EU) 2021/923,
- Credit Institutions Act (Official Gazette No. 22/26),
- EBA Guidelines on the assessment of suitability (EBA/GL/2021/06),
- Joint Guidelines of the European Supervisory Authorities (JC/GL 2024 88),
- Companies Act
- Articles of Association and other applicable acts.

3. SCOPE OF APPLICATION

The Policy applies to the Chairman and members of the Supervisory Board, candidates and persons involved in nomination, assessment, appointment and reporting.

4. DEFINITIONS

Term	Meaning
related persons	- members of the person's immediate family - a legal person in which the candidate or a member of the candidate's immediate family has a qualifying holding and - a legal person in which the candidate or a member of the candidate's immediate family is a member of senior management or a member of the management board, supervisory board or administrative board, or an executive director

significant business relationship	a business relationship meeting any of the following conditions: - where the total liabilities of the chairman or a member of the supervisory board and persons related to them towards the credit institution, its parent undertaking or subsidiary, its clients and other credit institutions established in the Republic of Croatia or branches of credit institutions from other Member States or third countries exceed the total claims against and investments in that credit institution by an amount exceeding 2% of the credit institution's Tier 1 capital and not less than EUR 400 thousand; - the credit institution or a person related to it has an investment in Tier 1 capital instruments exceeding 25% of the Tier 1 capital of a company controlled by the president or a member of the management board or a member of the supervisory board; or - a company related to the president or a member of the management board or supervisory board of the credit institution earns the majority of its revenue from providing services to that credit institution.
conflict of interest	any situation that may affect the ability of the chairman or a member of the supervisory board to express an independent opinion and to exercise powers and responsibilities objectively, impartially and in the best interests of the credit institution.
candidate	a person in respect of whom the Bank or the founders have submitted an application for prior approval for appointment to the function of a supervisory board member, including a person currently performing the function and a person whom the Bank reappoints to that function
independence of mind	the set of qualities of a supervisory board member required for making sound, objective and independent decisions and opinions when performing duties and tasks, particularly demonstrated in supervisory board discussions and decision-making
executive function	the function of an executive director in companies with an administrative board, or the function of president or member of the management board in

	companies with a management board and supervisory board
non-executive function	the function of a member of an administrative board who is not an executive director in companies with an administrative board, or the function of a supervisory board member in companies with a management board and supervisory board
significant shareholder	a shareholder holding more than 10% of the share capital or voting rights in a company or having significant influence over the management of that company
significant business interest	a business interest providing more than 10% of the share capital or voting rights in a company.
chief financial officer	the person with overall responsibility for managing financial resources, financial planning and financial reporting in the Bank
financial institution	a financial institution referred to in Article 4(1)(26) of Regulation (EU) No 575/2013, a state development bank or agency, and a financial institution governed by international law (e.g. the World Bank, the European Bank for Reconstruction and Development, etc.)
significant credit institution	any credit institution designated as a global systemically important institution (G-SII) or other systemically important institution (O-SII), and any credit institution whose four-year average assets reported in audited financial statements for the last day of the previous four financial years on an individual basis exceed the equivalent of EUR one billion

5. PROMOTION OF DIVERSITY IN THE BANK

The Bank promotes diversity in terms of gender, age, education, professional experience and geographical origin, where applicable. The Supervisory Board has a Chairman and two members appointed by the General Assembly. When candidates are proposed and assessed, account is taken of expertise, experience, education, age, gender, independence and other relevant characteristics, subject to the prohibition of discrimination.

At least once a year, the Supervisory Board considers the succession plan for the Management Board, Supervisory Board, senior management and key function holders, and progress towards the established diversity objectives.

5.1. Representation of the underrepresented gender

The Bank shall strive to ensure that, within five years from the entry into force of this Policy, at least 33.3% of the members of the Supervisory Board are persons of the underrepresented gender. When candidates are proposed and elected, account shall be taken of achieving this objective, provided that the candidate meets all

prescribed suitability requirements. Achievement of the objective shall be considered as part of the initial, regular and extraordinary suitability assessment of Supervisory Board members and during the periodic assessment of its composition as a whole.

5.2. Education

Appropriate education means education in economics, finance, management, law, public administration, accounting, auditing, mathematics, information technology, electrical engineering or other fields relevant to the Bank's operations and the collective suitability of the Supervisory Board. The relevance of the field and level of education is assessed taking into account the duties and responsibilities of the candidate or member and the target profile and composition of the Supervisory Board as a whole.

5.3. Professional experience of Supervisory Board members

Relevant professional experience means managerial, supervisory, control, specialist or regulatory experience enabling the candidate or member to understand the Bank's operations, its material risks and governance arrangements, and to supervise effectively the conduct of the Bank's business and challenge decisions of the Management Board. The relevance of professional experience is assessed taking into account the nature, scope, complexity and responsibilities of previously performed work, the duration of experience, the duties of the function for which the person is assessed, and the contribution to the collective suitability of the Supervisory Board.

5.4. Work experience

When assessing work experience, account is taken of the type and level of the function performed, the knowledge and skills acquired, the nature and complexity of the work performed, the size, activity and organisational structure of the entity in which the experience was acquired, the scope of powers and responsibilities, and the duration of performance of the function.

The required level, relevance and duration of experience are assessed in proportion to the duties and responsibilities of the function for which the candidate is assessed and the candidate's contribution to the collective suitability of the Supervisory Board. Work experience is not assessed solely by the number of years, but also by its quality, relevance and demonstrated knowledge and skills required for effective supervision of the Bank's operations.

6. TARGET STRUCTURE OF THE BANK'S SUPERVISORY BOARD

The target structure is a predefined profile of the knowledge, experience, skills, independence and diversity of the Supervisory Board as a whole.

6.1. Optimal structure and composition of the Supervisory Board

Collectively, banking services and risks, markets, capital and liquidity, corporate governance, accounting and auditing, control functions, ICT and security, the legal framework, AML/CFT, ESG and strategy shall be covered.

6.2. Obligations of the Bank

The Bank regulates the structure, membership requirements, independence, training, time commitment, conflicts of interest, diversity, succession and shortlisting of candidates.

6.3. Current structure and composition of the Supervisory Board

The Supervisory Board consists of a Chairman and two members elected by the General Assembly for a term of four years, in accordance with the Articles of Association. If an individual member is elected during the term of the existing composition, that member's term lasts until the expiry of the term of that composition as a whole. Only a person assessed as suitable and holding the prior approval of the Croatian National Bank, where prescribed, may be appointed.

6.4. Specific responsibilities of the Chairman, Deputy Chairman and members of the Supervisory Board

The Supervisory Board supervises the conduct of the Bank's business, challenges decisions of the Management Board and monitors governance arrangements, risks and internal controls in accordance with the law, the Articles of Association and the Rules of Procedure.

6.4.1. Responsibilities of the Chairman of the Supervisory Board

The Chairman represents the Supervisory Board and the Bank within the remit of the Supervisory Board and organises and coordinates its work. The Chairman prepares and convenes meetings, chairs meetings, proposes the annual work plan, calendar and agenda, ensures the timeliness and quality of materials, establishes quorum, conducts discussion and ensures equal participation of members, formulates draft decisions, conducts voting and determines the result.

The Chairman ensures that dissenting opinions, conflicts of interest and recusals are recorded, signs minutes and acts, monitors implementation of decisions and coordinates relations with the Management Board and committees of the Supervisory Board. The Chairman ensures the conduct of self-assessment, suitability assessments and training.

The Chairman has no authority to decide independently on matters within the competence of the Supervisory Board, unless expressly provided by regulation, the Articles of Association, the Rules of Procedure or a specific decision of the Supervisory Board.

6.4.2. Responsibilities of the Deputy Chairman of the Supervisory Board

The Deputy Chairman assists the Chairman and replaces the Chairman in the event of absence, inability to act, recusal or termination of office, with all rights and obligations necessary for the orderly conduct of the work of the Supervisory Board. When the Chairman's work, suitability, independence, conflict of interest, responsibility or remuneration is discussed or decided upon, the Deputy Chairman chairs that part of the meeting. Where necessary to ensure independence, the Deputy Chairman leads the assessment of the Chairman's work.

6.4.3. Responsibilities of a member of the Supervisory Board

Each member receives and studies materials in a timely manner, requests additional information, proposes agenda items, actively participates in discussion and voting, asks questions of the Management Board and control functions, exercises independent judgement and critically challenges proposals of the Management Board. A member draws attention to risks and irregularities, monitors implementation of decisions, maintains the required expertise, preserves confidentiality and cooperates in suitability assessments. By a specific decision, the Supervisory Board may assign areas of specialist monitoring to members according to their knowledge and experience; such allocation does not grant an individual member authority to decide independently or reduce the individual and collective responsibility of all members.

7. REQUIREMENTS FOR THE CHAIRMAN AND MEMBERS OF THE SUPERVISORY BOARD

Each member must be of good repute, possess knowledge, skills and experience, exercise independent judgement, have sufficient time, have manageable conflicts of interest and meet other statutory requirements.

7.1. Good repute, honesty and integrity of the Chairman and members of the Supervisory Board

Convictions and proceedings, regulatory measures, professional and ethical standards, financial soundness, transparency, cooperation with the regulator and responsibility for previous failings are assessed.

7.2. Knowledge, skills and experience for supervising a credit institution

The assessment covers education and experience in finance, auditing, regulation, strategy, risks, corporate governance, internal controls and analysis of financial data.

7.3. Independent judgement and decision-making and conflicts of interest

A member must be able to challenge the Management Board effectively and not yield to prevailing opinion. Economic, personal, business, professional and political relationships, previous functions, competing interests

and disputes are assessed. Measures include recusal, monitoring, suspension, termination of another function, disposal of an interest or removal.

7.4. Time commitment for performing functions

A reasoned analysis is prepared of other functions, preparation and meetings, committees, travel, regulatory meetings, other activities and training, together with application of statutory limits.

7.5. Induction and ongoing training

Training covers regulation, corporate governance, risks, finance, auditing, control functions, ICT, AML/CFT, ESG and strategy. Each member may request additional training.

7.6. Collective suitability

The Supervisory Board as a whole must have sufficient knowledge and experience to supervise and challenge the Management Board. The decision on collective suitability is adopted by the General Assembly.

8. SUCCESSION PLANS FOR THE SUPERVISORY BOARD AND ITS COMMITTEES

The plans ensure continuity of work and timely replacement of members while preserving competencies, independence, diversity and quorum.

8.1. Succession plan - Supervisory Board

The succession plan includes the regular expiry of the terms of Supervisory Board members and extraordinary cases of resignation, removal, death, prolonged absence, loss of membership requirements or withdrawal of prior approval by the competent authority. Succession-related needs are considered at least once a year and without delay after circumstances arise that may affect the composition, quorum or collective suitability of the Supervisory Board.

If the office of Chairman of the Supervisory Board terminates, until a new Chairman is elected the meeting is chaired by the Deputy Chairman or another member designated in accordance with the Articles of Association and the Rules of Procedure of the Supervisory Board. If the offices of the Chairman and Deputy Chairman terminate at the same time, the meeting is chaired by a member designated by the remaining members, if such action is permitted by the Articles of Association and the Rules of Procedure.

A new Chairman shall be elected at the first subsequent meeting of the Supervisory Board and no later than eight days after termination of office, if the meeting can be duly convened in accordance with the Articles of Association and the Rules of Procedure. If membership of the Supervisory Board terminates, the procedure for proposing and electing a new member is initiated without delay, including the assessment of suitability and obtaining prior approval from the competent authority where prescribed.

When planning succession and selecting candidates, account is taken of continuity of work and preservation of quorum, individual and collective suitability, the required knowledge and experience, the independence of members, the composition of Supervisory Board committees and diversity objectives.

8.2. Succession plan - Supervisory Board committees

The Risk and Audit Committee is a permanent committee of the Supervisory Board and consists of all members of the Supervisory Board. The Chairman of the Committee is appointed by the Supervisory Board from among its members, taking into account the requirements of independence, expertise, experience and time commitment.

In the event of temporary inability of the Chairman of the Committee to act, the Chairman shall be replaced by a member designated by the Committee's Rules of Procedure or by a specific decision of the Supervisory Board. In the event of prolonged absence, recusal due to a conflict of interest or termination of office of the Chairman or a member of the Committee, the Supervisory Board shall without delay take the measures necessary to preserve the quorum, expertise, independence and continuity of the Committee's work.

Committee succession needs are considered at least once a year and after each change in the composition of the Supervisory Board.

9. COMMITTEES AND SPECIAL FUNCTIONS OF THE SUPERVISORY BOARD

The Supervisory Board ensures effective oversight of the control functions and internal audit, while preserving their independence, powers and direct access to the Supervisory Board and the Risk and Audit Committee. When assessing the target structure, account is taken of the ability of the Supervisory Board as a whole to understand and critically assess the reports of those functions.

9.1. Risk and Audit Committee

The Risk and Audit Committee consists of all three members of the Supervisory Board (the Chairman and two members).

The Committee as a whole must have appropriate knowledge and experience in financial reporting and accounting, internal and external audit, risk management, internal controls, banking and the regulatory framework. The Committee advises the Supervisory Board on risk appetite and risk management strategy, monitors capital, liquidity, the internal control system, financial reporting, the work of the control functions and audit, and implementation of recommendations and corrective measures. The Committee prepares opinions and recommendations but does not assume the final decision-making or responsibility of the Supervisory Board.

9.2. Functions of the Nomination Committee and Remuneration Committee

For as long as the Bank meets the conditions prescribed by applicable regulations under which it is not required to establish a separate nomination committee and a separate remuneration committee, the functions of those committees are performed by the Supervisory Board in its full composition, within its prescribed competences. Matters relating to each function are considered as separate agenda items, with separate documentation of discussions, proposals, recommendations, conclusions and decisions.

When performing the function of the nomination committee, the Supervisory Board, within its competences, regularly reviews the structure, size, composition and performance of the Management Board and the Supervisory Board, the knowledge, skills and experience of their members individually and as a whole, the target structure, criteria for selection of candidates, diversity, time commitment, independence and succession plans. The Supervisory Board participates in selection and suitability assessment procedures and submits proposals and recommendations to the competent bodies in accordance with the law, the Articles of Association and this Policy.

When performing the function of the remuneration committee, the Supervisory Board, within its competences, reviews the Remuneration Policy and supervises its implementation and assesses its alignment with the Bank's business strategy, objectives, values and long-term interests, its risk profile, capital and liquidity. The Supervisory Board prepares proposals and adopts decisions within its competence, with appropriate prevention and management of conflicts of interest.

10. INDIVIDUAL ROLES AND COMPETENCIES OF SUPERVISORY BOARD MEMBERS

Individual roles and competencies are determined according to the duties of the Chairman, Deputy Chairman and member, membership of the Risk and Audit Committee, and areas of specialist monitoring assigned by a specific decision. The allocation of responsibilities serves to organise work and make use of specialist knowledge, but does not transfer independent decision-making authority or reduce the collective responsibility of the Supervisory Board.

Taking account of the knowledge and experience of its members, the Supervisory Board may allocate areas of specialist monitoring, in particular lending and guarantee operations, treasury and liquidity, finance and

accounting, risk management and control functions, payment transactions and information technology, legal affairs, compliance, human resources, remuneration, prevention of money laundering and terrorist financing, and ESG risks.

10.1. Assessment of members according to assigned roles

The assessment is conducted before appointment, at least once a year and on an extraordinary basis following a relevant change. It covers the individual suitability of each member, the member's specific role and contribution to the collective suitability of the Supervisory Board.

Only a person who has previously obtained the approval of the Croatian National Bank may be appointed Chairman or member of the Supervisory Board. Without the prior approval of the Croatian National Bank, a person may not lawfully perform the function of a member of the Management Board.

In the procedure, the Croatian National Bank assesses:

- the candidate's expertise and experience,
- repute and integrity,
- independence of judgement,
- time commitment for performing the function,
- possible conflicts of interest and other relevant circumstances.

10.2. Good repute, honesty and integrity

Throughout the term of office, each member must be of good repute, honest and of integrity and must act conscientiously, professionally and in the best interests of the Bank. The member shall report without delay any change that may affect his or her repute, suitability or ability to perform the function.

A candidate is considered to be of good repute, honest and of integrity if:

- the candidate has not been convicted by a final judgment of criminal offences against humanity and human dignity, life and limb, equality, labour relations and social security, personal liberty, sexual freedom, the rights and protection of children, property, the economy, the security of payment transactions and business operations, capital markets, computer systems, programs and data, the authenticity of documents or official duty, or of criminal offences relating to drugs, organised crime, prohibited weapons and explosive substances, misuse of cashless payment instruments, money laundering, terrorist financing, companies, investment funds, accounting or the business of authorised exchange offices, or of other criminal offences which, by their nature, may call the candidate's repute, honesty and integrity into question;
- no criminal proceedings are pending against the candidate for the criminal offences referred to in the preceding indent or for other criminal offences, including predicate offences related to money laundering, which may cast doubt on the candidate's repute, honesty and integrity;
- no security or other measures, administrative or misdemeanour-law sanctions have been imposed on the candidate, and the competent supervisory authorities, other public-law bodies or courts have not conducted and are not conducting investigations or proceedings concerning irregularities or non-compliance with relevant regulations, where those circumstances may cast doubt on the candidate's repute, honesty and integrity;
- the candidate has not managed and does not manage a company that has been convicted by a final judgment, or in respect of which measures have been imposed or proceedings conducted that may cast doubt on the candidate's repute, honesty and integrity, taking account of the candidate's function, personal responsibility and contribution to the occurrence of the relevant circumstances;

- the candidate has demonstrated suitability through previous professional work, professional conduct and personal integrity;
- the candidate's business results and the manner in which those results were achieved do not compromise the candidate's repute, honesty and integrity;
- the candidate's financial soundness and financial conduct do not compromise the candidate's repute, honesty and integrity; and
- there are no other circumstances that may reasonably cast doubt on the candidate's repute, honesty and integrity.

A final conviction referred to in indent 1 also includes a conviction imposed outside the Republic of Croatia for an offence which, by its description and essential elements, corresponds to one of the criminal offences referred to above.

When assessing the circumstances referred to in the preceding paragraphs, all available relevant information is taken into account, including the nature and seriousness of the offence or irregularity, the stage and outcome of the proceedings, the sanctions and measures imposed, the legal remedies pursued, the passage of time, rehabilitation, the candidate's function and personal contribution, subsequent conduct and transparency, and all aggravating and mitigating circumstances. Consideration is also given to multiple minor infringements which individually do not impair, but collectively may impair, the candidate's repute, honesty and integrity, while respecting the presumption of innocence.

10.3. Knowledge, expertise and experience

Knowledge, expertise and experience are assessed according to the member's ability to understand the Bank's business model, material activities and risks and to supervise the Management Board. Collectively, the following areas must be covered: lending operations, market and interest-rate risks, liquidity, capital, accounting and audit, the regulatory framework, consumer protection, AML/CFT, ICT and cyber risks, digital operational resilience, and ESG risks.

When assessing the candidate's professional knowledge, in addition to the level of education attained, the Committee shall also verify whether the candidate undertakes professional development in the following areas:

- financial markets
- accounting and auditing
- the regulatory framework and prudential requirements
- strategic planning and knowledge of the business strategy, business plan and its implementation
- risk management (identification, measurement, monitoring, control and management of the main types of risk in a credit institution), including environmental, social and governance risk
- corporate governance, including the internal control system, and
- analysis of the Bank's financial data

Appropriate experience means ten years of recent work experience for a candidate for Chairman of the Supervisory Board and five years of recent work experience for a candidate for member of the Supervisory Board.

10.4. Ability to exercise independent judgement

A member must form views independently, ask questions, critically challenge proposals and resist domination by an individual or group. Independence of mind is assessed by reference to the member's conduct, ability to decide objectively and willingness to express reasoned dissent.

The Chairman and members of the Supervisory Board must be capable of expressing an independent opinion, which includes:

1. the absence of a conflict of interest that cannot be managed in a manner ensuring independence of mind
2. possession of the following qualities:

a) the courage, conviction and strength to assess effectively and challenge decisions proposed by members of the Supervisory Board, and
b) not yielding to the influence of prevailing thinking within the Supervisory Board.

In assessing whether the candidate possesses the qualities required to express an independent opinion, the candidate's previous and current business conduct, particularly within the Bank, is assessed.

10.5. Conflicts of interest

Upon appointment, at least once a year and without delay following a change in relevant circumstances, a candidate, Chairman or member of the Supervisory Board shall provide the Bank with current and complete information on interests, related persons, other functions and personal, business and professional relationships that constitute or may constitute a conflict of interest.

When assessing conflicts of interest, particular consideration is given to economic interests and financial obligations; personal, business and professional relationships; current and previous functions; relationships with holders of qualifying holdings, members of the Bank's bodies, employees, clients, suppliers, advisers and competitors; political influence; and judicial and out-of-court disputes.

The assessment of conflicts of interest shall cover at least the following:

- **economic interests arising from shares, ownership interests or similar economic interests, such as intellectual property rights, in the credit institution, its parent undertaking or subsidiary, and in companies and entities that are clients or suppliers of the credit institution; credits, loans or similar arrangements granted by the credit institution to the candidate or persons related to the candidate; and financial obligations towards a holder of a qualifying holding in the credit institution**
- **the candidate's personal, business or professional relationships with holders of qualifying holdings in the credit institution, its parent undertaking or subsidiary, and whether the candidate represents any shareholder of the credit institution, its parent undertaking or subsidiary**
- **the candidate's personal, business or professional relationships with employees, including members of the Management Board or Supervisory Board, of the credit institution or entities included in the accounting or prudential scope of consolidation**
- **the candidate's previous employment during the preceding five years**
- **the candidate's personal, business or professional relationships with significant suppliers, advisers or other similar service providers of the credit institution, its parent undertaking or subsidiary**
- **whether the candidate holds shares or ownership interests in a company or entity whose interests differ from those of the credit institution, for example a competitor of the credit institution**
- **the candidate's political influence or relationships with politically exposed persons during the preceding two years**
- whether the candidate is subject to a period during which, because of a potential conflict of interest, the candidate may not assume and begin performing the function to which the candidate is being appointed (cooling-off period)

- whether the candidate is directly or indirectly involved in judicial proceedings or an out-of-court dispute, including mediation, arbitration or similar proceedings, against the credit institution, its parent undertaking or subsidiary, or a holder of a qualifying holding

The Bank shall request current information from the candidate concerning all known facts referred to above. Every identified or potential conflict of interest shall be documented, monitored and managed by the Bank, which shall, where necessary, take measures to reduce or eliminate the conflict in order to ensure independence of mind and impartial performance of the duties of the Chairman and members of the Supervisory Board.

A conflict of interest that the Bank cannot manage in a manner ensuring independence of mind is deemed to exist:

1. if the candidate, Chairman or member of the Supervisory Board, or a person related to that person, has a significant business relationship with the Bank; or
2. if the candidate, Chairman or member of the Supervisory Board is simultaneously the president or a member of the management board or supervisory board of another credit institution, financial institution, financial holding company or mixed financial holding company providing services in the Republic of Croatia.

Exceptionally, a conflict of interest that the Bank cannot manage shall not be deemed to exist where the candidate, Chairman or member of the Supervisory Board performs the corresponding function in a subsidiary of the Bank that is a credit or financial institution, or in a credit or financial institution belonging to the same group of credit institutions as the Bank.

Every identified, potential or perceived conflict of interest shall be reported without delay, documented, assessed and continuously monitored. The member concerned shall not participate in preparing materials, discussion, decision-making or voting on the matter, and the recusal shall be recorded in the minutes.

Depending on the nature, scope and significance of the conflict of interest, the Bank shall determine one or more of the following measures to reduce, eliminate or appropriately manage it:

1. **recusal of the member from preparing materials, discussion, decision-making and voting on the matter connected with the conflict of interest**
2. **restriction of access to information and materials directly related to the subject matter of the conflict, to the extent necessary to protect the Bank's interests**
3. **the obligation to leave the meeting during the presentation, discussion and decision-making on the matter, with the recusal and departure from the meeting recorded in the minutes**
4. **continuous monitoring and periodic review of the identified or potential conflict of interest and of the effectiveness of the measures applied**
5. **determination of a period during which the candidate may not assume and begin performing the function because of a potential conflict of interest**
6. **application of arm's-length market terms when granting credits, loans and other financial products to the candidate, a member of the Supervisory Board or persons related to that person**
7. **termination or restriction of the business, personal or professional relationship causing the conflict of interest**
8. **termination of another function causing the conflict of interest**

9. **disposal of assets, shares or an ownership interest causing the conflict of interest**
10. **reallocation of responsibilities within the Supervisory Board or its committees**
11. **removal from the office of Chairman of the Supervisory Board or chairman or member of a committee of the Supervisory Board, in accordance with the law, the Articles of Association and other acts of the Bank**
12. **obtaining an independent legal or other expert opinion on the existence, significance or possible management of the conflict of interest**
13. **conducting an extraordinary suitability assessment if the conflict of interest or a change in relevant circumstances may affect continued compliance with the requirements for membership of the Supervisory Board**
14. **initiating a procedure for removal or termination of office before the competent body if the conflict of interest cannot be appropriately reduced, eliminated or managed; and**
15. **other proportionate measures ensuring independence of mind, impartial performance of duties, valid decision-making and protection of the Bank's interests.**

The measures selected must be proportionate to the nature and significance of the conflict of interest. When determining them, account shall be taken of preserving the quorum, independence, collective suitability and continuity of the work of the Supervisory Board. If, as a result of a member's recusal, the Supervisory Board cannot validly decide, the matter shall be handled in accordance with the law, the Articles of Association and the Rules of Procedure of the Supervisory Board, or shall be referred to the competent body.
The Bank and the candidate, Chairman or member of the Supervisory Board shall notify the Croatian National Bank of the conflict of interest within the time limits and in the manner prescribed by the applicable regulations.

10.6. Sufficient time commitment

The Chairman and members of the Supervisory Board must at all times have sufficient time to duly perform the obligations within their remit, including preparation for and participation in meetings of the Supervisory Board and its committees, meetings with competent authorities and other relevant parties, induction and ongoing training, and action during periods of increased workload and extraordinary circumstances.
The assessment of time commitment shall take into account at least:

1. the number of executive and non-executive directorships and other functions and activities simultaneously held by the candidate or member, and the expected number of days per year that must be devoted to them
2. the type, size, scope and complexity of the business of the entities in which the candidate or member performs other functions
3. the geographical location of those entities and the travel time required
4. the expected number of meetings and the time required for preparation and participation
5. meetings with competent authorities and other relevant parties
6. the position, responsibilities and areas of competence of the candidate or member, including chairing the Supervisory Board or any of its committees
7. other professional, political and relevant activities
8. functions in organisations and entities not established primarily for the purpose of making a profit; and
9. the time required for induction and ongoing training.

A candidate or member of the Supervisory Board shall be deemed unable to devote sufficient time to the performance of the obligations within his or her remit if he or she simultaneously holds more than four Supervisory Board memberships.
For the purpose of determining the number of functions, the functions of a member of the management board or supervisory board shall be counted as one function:

1. in companies within the same group or entities in which group members have a qualifying holding; and
2. in companies, including non-financial entities, in which the Bank has a qualifying holding.

The function held in the Bank shall also be included in the number of functions.
Functions in organisations or entities not established primarily for the purpose of making a profit, including associations, non-profit organisations and companies established solely for the purpose of managing the personal assets of the member or persons related to the member, shall not be included, provided that the member is not required to manage them on a daily basis.
The limitation on the number of functions shall not apply to a member of the Supervisory Board who represents the interests of the Republic of Croatia or another Member State.
The Bank shall assess time commitment before appointment, periodically during the term of office and after each change in functions, responsibilities or other circumstances that may affect the member's ability to devote sufficient time to his or her obligations.

10.7. Organisational position of Supervisory Board members
Supervisory Board members are non-executive holders of the supervisory function.
The Chairman has an organisational and coordinating role, the Deputy Chairman replaces the Chairman in the prescribed cases, and all members participate equally in discussion and decision-making and retain full individual and collective responsibility.
10.8. Specific competencies by role and monitoring area
Specific competencies are determined according to the role and monitoring areas, particularly for financial reporting and accounting, internal and external audit, risk management, capital and liquidity, lending operations, control functions, legal and regulatory affairs, ICT and cybersecurity, AML/CFT, remuneration, human resources and ESG. The competency matrix shall be reviewed at least once a year and following a change in the Bank's composition or risk profile.
10.9. Documentation required for suitability assessment
The documentation shall include the prescribed questionnaire, curriculum vitae, identification documents, evidence of education and experience, statements concerning repute, independence of mind, conflicts of interest, related persons, other functions and time commitment, and other evidence required for the individual and collective assessment. The documentation shall be updated during regular and extraordinary assessments.
11. SUITABILITY ASSESSMENT PROCEDURE
The procedure shall be conducted by the Suitability Assessment Committee initially, upon reappointment, annually and on an extraordinary basis.
11.1. Submission of documentation and time limits
The documentation shall be submitted within 15 days of the request, subject to a possible reasonable extension. The Committee shall verify the completeness, validity and age of the documentation and shall collect the following documentation:

- curriculum vitae,
- evidence of education,
- certificates of professional qualifications,

- certificates concerning criminal and misdemeanour proceedings,
- a certificate issued by FINA on the status of blocks on personal accounts and related business accounts,
- a certificate issued by the Ministry of Finance (Tax Administration) on outstanding public charges, where applicable,
- a conflict-of-interest statement,
- a time-commitment statement,
- the results of previous assessments,
- regulatory checks,
- an assessment of professional competencies.

Documentation collected and generated in the suitability assessment procedure may be held in physical and digital form.
Documentation in digital form is stored on the Bank's shared network drive (Alfresco), to which members of the Suitability Assessment Committee and employees of the Bank's Compliance Department have access. The documentation may also be stored on a USB stick.

Documentation may be physical and digital. Digital documentation shall be stored in Alfresco with restricted access. Portable media shall be permitted only exceptionally, subject to approval, encryption and record-keeping.
Documentation in written form is kept in a binder and stored in an appropriately protected area on the Bank's premises.
The members of the Committee shall be responsible for ensuring the confidentiality of the documentation and the information contained therein.

11.2. Conduct of the procedure
The Committee shall jointly consider the documentation, prepare an internal assessment, a reasoned opinion and a proposed decision for the competent body. The documentation shall be submitted to the Croatian National Bank through the prescribed channel and stored in the Bank's Alfresco network archive.
The members of the Committee shall conduct the suitability assessment jointly where possible.
Otherwise, the member of the Committee who conducts the operational assessment shall keep the other Committee members informed of the progress of the procedure.

The member who conducted the procedure operationally shall once again inform the members who jointly decide on the candidate's suitability. Throughout the procedure, all members shall have access to all relevant documentation. If they agree with the suitability assessment, the Committee members shall sign the Candidate Internal Suitability Assessment form containing the results of the suitability assessment and shall prepare the decisions required for adoption.

Adoption of decisions:
The decision on the suitability of the Supervisory Board shall be adopted by the General Assembly.
11.3. Initial suitability assessment
It shall be conducted before the first appointment and reappointment within the time limits prescribed by the Croatian National Bank Decision.

11.3.1. Initial individual assessment of Supervisory Board members

The Decision provides that the application for prior approval shall be submitted to the Croatian National Bank at least four months before the planned appointment of the chairman or a member of the supervisory board of a credit institution.

At least five months in advance, the Committee members shall request from the candidate the documentation required to conduct the suitability assessment upon the candidate's initial appointment or the reappointment of a member or Chairman of the Supervisory Board.

After receiving complete documentation, the members shall conduct the suitability assessment procedure and assess the suitability of the candidate for Chairman or member of the Supervisory Board within 10 working days. This time limit may be extended for justified reasons.

After the Committee has conducted the suitability assessment and the General Assembly has adopted the decision on the candidate's appointment and suitability, the procedure for submitting the application for prior approval to the Croatian National Bank shall follow.

When submitting the application, the Bank and the Committee preparing the application shall act in accordance with the strict provisions of the Credit Institutions Act and the Decision on suitability assessment.

All collected and adopted documentation shall be submitted to the Croatian National Bank by uploading it to the mutual Data Exchange System and shall be stored in the Bank's Archive on the shared network storage (Alfresco).

11.3.2. Initial collective assessment of the Supervisory Board

At the same time as the initial individual assessment, a collective assessment of the proposed composition of the Supervisory Board shall be conducted. The knowledge, skills, experience, independence, time commitment and diversity of all members shall be compared with the target structure.

11.4. Regular suitability assessment

The Suitability Assessment Committee shall conduct a suitability assessment at least once a year to establish continued suitability in performing the function.

For the regular suitability assessment, the Chairman and members of the Supervisory Board shall submit updated information to the Suitability Assessment Committee by means of a completed Questionnaire (a shortened form of the Main Questionnaire completed for the initial suitability assessment).

On the basis of the information received, the Suitability Assessment Committee shall prepare an Internal Suitability Assessment Form for each candidate and a proposal for adoption.

Adoption of decisions:

The decision on the suitability of the Supervisory Board shall be adopted by the General Assembly.

All collected and adopted documentation shall be submitted to the Croatian National Bank by uploading it to the mutual Data Exchange System and shall be stored in the Bank's Archive on the shared network storage (Alfresco).

11.4.1. Regular individual assessment of Supervisory Board members

Documentation shall be collected in January for the preceding year. As a rule, the Committee shall conduct the individual and collective assessment within 15 working days. The results shall be submitted to the Croatian National Bank by 30 June where prescribed.

11.4.2. Regular collective assessment of the Supervisory Board

At least once a year, the actual composition and effectiveness of the Supervisory Board as a whole, coverage of the target competencies, the work of the Chairman and committees, the quality of information, time commitment, independence and achievement of diversity objectives shall be assessed. Identified deficiencies shall be linked to training measures, changes in the allocation of monitoring areas, the succession plan or other corrective measures, with a responsible person and deadline specified.

The Suitability Assessment Committee shall conduct a suitability assessment at least once a year to establish continued suitability in performing the function.

When conducting the regular suitability assessment, candidates shall be requested to submit documentation in January of the current year for the preceding year.

The Suitability Assessment Committee shall conduct the suitability assessment procedure and assess the candidates within 15 working days. This time limit may be extended for justified reasons.

The decision on the suitability of the Supervisory Board shall be adopted by the General Assembly.

The Bank (Suitability Assessment Committee) shall submit updated information to the Croatian National Bank no later than 30 June of the current year for the preceding year and shall enclose the reasoned results of the suitability assessment conducted.

The Committee members shall conduct the collective suitability assessment of the Chairman and members of the Supervisory Board once a year.

When conducting the regular annual suitability assessment of the Chairman of the Supervisory Board or individual members, the Committee shall take into account the suitability of the Supervisory Board as a whole.

If deficiencies are identified during the collective suitability assessment, corrective measures shall be taken to remedy them within an appropriate period.

Corrective measures may include measures or activities to reduce or eliminate conflicts of interest, professional development and additional training of the Chairman or individual members, and other similar measures to ensure the individual and collective suitability of the Supervisory Board.

11.5. Extraordinary suitability assessment

The Bank shall initiate an extraordinary suitability assessment of the Chairman or a member of the Supervisory Board without delay upon becoming aware of new facts or changes in relevant information that may affect his or her individual suitability or the collective suitability of the Supervisory Board.

An extraordinary assessment shall be conducted in particular in the event of changes or new circumstances relating to:

1. repute, honesty and integrity
2. professional knowledge, skills and experience

3. independence of mind and conflicts of interest
4. time commitment for performing the function
5. compliance with other prescribed membership requirements
6. the Bank's business model, risk appetite, risk strategy or risk profile; or
7. the collective suitability of the Supervisory Board.

An extraordinary assessment of individual or collective suitability shall also be conducted where a significant change in the technological environment, business model, strategy, risk profile or regulatory requirements may materially affect the knowledge, skills or experience of the Chairman and members of the Supervisory Board or the Supervisory Board's ability to supervise the Bank's operations and risks effectively.

This includes in particular:

1. a significant ICT or cyber incident, material deficiencies in ICT risk management or information and cyber security, a major digital transformation or the introduction of new technologies that materially alter the Bank's business model or risk profile
2. a significant change in exposure to environmental, including climate-related, social or governance factors and related risks, or a significant change in the regulatory requirements associated with those factors and risks; and
3. an identified lack of the knowledge, skills or experience required of the Chairman and members of the Supervisory Board for effective oversight of those areas and risks.

The occurrence of an event or circumstance related to ICT or ESG risks does not in itself mean that the Chairman or a member of the Supervisory Board is no longer suitable.
The significance of the event and its impact on individual suitability and on the composition, collective knowledge, skills, experience and functioning of the Supervisory Board as a whole shall be assessed.

Where there are reasonable grounds to suspect that money laundering or terrorist financing has occurred or is occurring, that such actions have been attempted or are being attempted, or that there is an increased risk of money laundering or terrorist financing, the Bank shall conduct an extraordinary suitability assessment without delay, in particular:

1. where appropriate internal controls have not been implemented or systems have not been established to manage, monitor and mitigate money laundering or terrorist financing risks
2. where the Bank breaches obligations relating to the prevention of money laundering and terrorist financing in the Republic of Croatia, in a host Member State in which it provides services directly or operates through a branch, or in a third country in which it operates through a branch; or
3. where the Bank has materially changed its business activity or business model in a manner indicating a significant increase in its exposure to money laundering or terrorist financing risk.

An extraordinary assessment need not be conducted in full, but may be limited to the new facts or circumstances and the suitability criteria on which they have or may have a significant effect.
If the assessment identifies a possible impact on other suitability criteria, the scope of the assessment shall be expanded accordingly. The scope of the assessment and the reasons for limiting it must be reasoned and documented.

The extraordinary assessment shall be conducted by the Bank's Suitability Assessment Committee.

On the basis of the assessment results, the Suitability Assessment Committee shall prepare proposed decisions for the Management Board and the Supervisory Board.
The decision on the individual suitability of the Chairman or a member of the Supervisory Board shall be adopted by the General Assembly.
Where new facts or circumstances may materially affect the composition or functioning of the Supervisory Board as a whole, an assessment of collective suitability shall be conducted.
The decision on the collective suitability of the Supervisory Board shall be adopted by the General Assembly.

Where deficiencies that can be remedied by corrective measures are identified, appropriate measures and a deadline for their implementation shall be determined.
Corrective measures may include:

- professional development and additional training of an individual member or of the Supervisory Board as a whole,
- measures to reduce or eliminate conflicts of interest,
- reallocation of areas of responsibility; or
- other appropriate actions ensuring the individual and collective suitability of the Supervisory Board.

If it is established that the Chairman or a member of the Supervisory Board is no longer suitable, the Bank shall inform the Croatian National Bank without delay of the assessment results, the reasoned decision and the corrective measures it intends to take to restore suitability, or of the decision to replace that person.

The entire extraordinary assessment procedure, including the facts and circumstances considered, the scope of the assessment, results, statements, decisions and corrective measures, must be appropriately documented.
Information and documentation shall be submitted to the Croatian National Bank to the extent, within the time limits and in the manner prescribed by the applicable regulations and instructions of the Croatian National Bank. The documentation shall be retained in the Bank's electronic archive in accordance with internal document-management rules, personal-data-protection rules and retention periods.

On the basis of the information received, the Suitability Assessment Committee shall prepare an Internal Suitability Assessment Form for each candidate and a Decision for adoption.

The decision on the suitability of the Supervisory Board shall be adopted by the General Assembly.

All collected and adopted documentation shall be submitted to the Croatian National Bank by uploading it to the Croatian National Bank Data Exchange System and shall be stored in the Bank's electronic archive on the shared network storage (Alfresco).
11.6. Reporting on the results of the procedure
The Committee shall report in writing to the competent body, particularly in cases of unsuitability or conditional suitability. The Croatian National Bank shall be notified to the prescribed extent and within the prescribed time limit.

12. REPORTING

The Suitability Assessment Committee shall prepare a reasoned report (suitability assessment) on the results of each initial, regular, extraordinary and collective suitability assessment.

The report shall contain at least:

1. the type, scope and time of the assessment conducted
2. the data and documentation on which the assessment is based
3. an assessment of compliance with the applicable suitability criteria
4. the facts, circumstances and deficiencies identified
5. a conclusion on individual or collective suitability
6. an assessment of the impact of the identified deficiencies on suitability and the effective functioning of the Supervisory Board; and
7. where appropriate, a proposal for corrective measures, responsible persons and deadlines for their implementation.

On the basis of the assessment results, the Suitability Assessment Committee shall prepare proposed decisions for the Management Board and the Supervisory Board. The decision on the individual suitability of the Chairman or a member of the Supervisory Board shall be adopted by the General Assembly.

Where a collective suitability assessment is conducted, the Suitability Assessment Committee shall prepare an Internal Suitability Assessment covering the composition, collective knowledge, skills and experience of the Supervisory Board, the deficiencies identified and their impact on the effective supervision of the Bank's operations and risks.

Where the assessment identifies deficiencies that can be remedied, the suitability assessment and the decision shall specify appropriate corrective measures, responsible persons and deadlines for their implementation.
Corrective measures may include:

- professional development and additional training of an individual member or of the Supervisory Board as a whole,
- measures to reduce or eliminate conflicts of interest,
- reallocation of areas of responsibility; or
- other appropriate actions ensuring the individual and collective suitability of the Supervisory Board.

The Suitability Assessment Committee shall monitor the implementation of corrective measures and report on their status to the Management Board, Supervisory Board and General Assembly, in accordance with their respective competences. If a measure is not implemented within the specified deadline or does not achieve the expected result, the Committee shall propose additional measures or the initiation of an extraordinary suitability assessment.

The Bank shall inform the Croatian National Bank without delay:

1. of new facts or circumstances that may affect individual or collective suitability

2. of the initiation and results of an extraordinary assessment, where notification is required
3. if it is established that the Chairman or a member of the Supervisory Board no longer meets the prescribed suitability requirements
4. of identified deficiencies in collective suitability and corrective measures
5. of an identified, potential or perceived conflict of interest, in accordance with the applicable regulations
6. of the termination of the term of office of the Chairman or a member of the Supervisory Board and the reasons for such termination; and
7. of other facts, decisions and measures for which a reporting obligation is prescribed.

Information and documentation shall be submitted to the Croatian National Bank in the content and scope, within the time limits and in the manner prescribed by the applicable regulations and instructions of the Croatian National Bank.

In its annual report to the General Assembly, or in other prescribed reports and disclosures, the Supervisory Board shall provide information on its composition and work, the work of its committees, meetings held and members' attendance, members' independence, the self-assessment conducted, training, diversity, succession, conflicts of interest and other corporate-governance matters, to the extent prescribed by law, capital-market rules and the Corporate Governance Code.

As the Bank's shares are admitted to trading on a regulated market, the Bank shall report on the application of the Corporate Governance Code through the prescribed Compliance Questionnaire and other prescribed reports and disclosures. For each deviation from the provisions of the Code, the Bank shall state the reasons for the deviation, the alternative measures used to achieve the objectives of the relevant principle and, where applicable, the plan and deadline for future compliance. The Corporate Governance Code is intended for companies whose shares are admitted to trading on the regulated market of the Zagreb Stock Exchange, and the official website also refers to the Questionnaire and the regulations governing the submission of data to the Croatian Financial Services Supervisory Agency.

Reports, statements, proposals and adopted decisions, evidence of notification of competent authorities and data on the implementation of corrective measures must be appropriately documented and retained in the Bank's archive, in accordance with internal document-management rules, personal-data-protection rules and prescribed retention periods.

12.1. Reporting deadlines and recipients

No later than 30 June of the current year for the preceding year, the Bank shall submit to the Croatian National Bank updated prescribed information on the Chairman and members of the Supervisory Board and the reasoned results of their regular suitability assessment.

The Bank shall inform the Croatian National Bank without delay:

1. of any change in information which may indicate that the Chairman or a member of the Supervisory Board no longer meets the prescribed suitability requirements, while simultaneously initiating an extraordinary suitability assessment
2. of every identified, potential or perceived conflict of interest
3. of identified deficiencies in the collective suitability of the Supervisory Board and the corrective measures for remedying them; and

4. of other facts and circumstances for which the applicable regulations prescribe an immediate reporting obligation.

If a regular or extraordinary assessment establishes that the Chairman or a member of the Supervisory Board is no longer suitable, the Bank shall submit to the Croatian National Bank the reasoned assessment results and the adopted decision, together with information on corrective measures to restore suitability or on the decision to replace that person with another candidate.
The Bank shall regularly report to the Croatian National Bank on developments relating to an identified or potential conflict of interest, its significance and the measures taken.
The Bank shall inform the Croatian National Bank of the termination of the term of office of the Chairman or a member of the Supervisory Board and state the reasons for such termination without delay and no later than three working days from the termination of the term of office.
The results of the individual and collective assessment shall be submitted to the Management Board for preparation of a proposed reasoned decision and to the Supervisory Board for its statement, while the decision on the suitability of the Chairman or a member of the Supervisory Board and the decision on the collective suitability of the Supervisory Board shall be adopted by the General Assembly.
If the Bank is subject to capital-market rules, it shall submit the prescribed corporate-governance information and the Compliance Questionnaire for the preceding calendar year to the Croatian Financial Services Supervisory Agency no later than 30 April of the current year, in accordance with the applicable regulations.

13. RELATED INTERNAL ACTS

1. Articles of Association
2. Rules of Procedure of the Supervisory Board
3. Rules of Procedure of the Risk and Audit Committee
4. Rules of Procedure of the Nomination Committee
5. Rules of Procedure of the Management Board of Slatinska banka d.d.
6. Corporate Governance Policy
7. Conflict of Interest Management Policy
8. Rules on the Selection and Recruitment of Employees of Slatinska banka d.d.
9. Rules on Education of Slatinska banka d.d.
10. Rules of Procedure of the Suitability Assessment Committee
11. Policy on the target structure, promotion of diversity and the procedure for assessing the suitability of members of the Management Board and key function holders of the Bank

14. TRANSITIONAL AND FINAL PROVISIONS

This Policy shall enter into force on the date of its adoption.
The Policy on the target structure, promotion of diversity and the conditions and procedure for assessing the suitability of the Chairman and members of the Supervisory Board shall be adopted by the General Assembly.
Upon entry into force of this Policy, the document Policy on the target structure, promotion of diversity and the conditions and procedure for assessing the suitability of Supervisory Board members, version 4.00 of 16 May 2023, shall cease to apply.

Chairman of the General Assembly

_____

Domagoj Petrinović, Master of Laws

SLATINSKA BANKA

A V. Nazora 2, 33520 Slatina
T 033 637 000
W www.slatinska-banka.hr
E slatinska-banka@slatinska-banka.hr

OIB 42252496579
IBAN HR23 2412 0091 0399 9092 8
SWIFT SB SL HR 2X

Adoption of the internal act:

Version	Adoption date	Owner	Approver
v1.00	24 November 2026	Suitability Assessment Committee	General Assembly

List of amendments to the internal act:

Version	Amendment date	Owner	Description of amendment
v1.00	15 September 2026	Suitability Assessment Committee	Preparation of a new act; change of owner to the Suitability Assessment Committee; repeal of the previous act; alignment with legislation (amendments pursuant to Article 44 of the Credit Institutions Act and the Croatian National Bank Decision on the assessment of the suitability of the president of the management board, member of the management board, member of the supervisory board and key function holder in a credit institution (Official Gazette No. 22/2026)); and repeal of the Policy on the target structure, conditions and procedure for assessing the suitability of Supervisory Board members, version 4.00 of 16 May 2023.

List of approvals of the internal act:

Version	Review date	Reviewer	Approval date	Approver
v1.00	12 October 2026	Legal Affairs and Compliance Sector	24 November 2026	General Assembly

Distribution list:
Supervisory Board
Management Board
Legal Affairs and Compliance Sector
Suitability Assessment Committee
Key function holders
Human Resources Management Sector

SLATINSKA BANKA

A V. Nazora 2, 33520 Slatina
T 033 637 000
W www.slatinska-banka.hr
E slatinska-banka@slatinska-banka.hr

OIB 42252496579
IBAN HR23 2412 0091 0399 9092 8
SWIFT SB SL HR 2X

II

Upon entry into force of the Policy referred to in Item I of this Decision, the Policy on the target structure, conditions and procedure for assessing the suitability of Supervisory Board members, version 4.00 of 16 May 2023, shall cease to apply.

III

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

SLATINSKA BANKA

A V. Nazora 2, 33520 Slatina
T 033 637 000
W www.slatinska-banka.hr
E slatinska-banka@slatinska-banka.hr

OIB 42252496579
IBAN HR23 2412 0091 0399 9092 8
SWIFT SB SL HR 2X

INVITATION TO SHAREHOLDERS AND CONDITIONS FOR PARTICIPATION

All shareholders of SLATINSKA BANKA d.d. are invited to participate in the work of the General Assembly.

Shareholders may be represented by proxies on the basis of a valid written power of attorney issued by the shareholder or, on behalf of a shareholder that is a legal person, by a person authorised to represent it. The signature of the principal must be certified by a notary public, or the principal must sign the power of attorney before an authorised employee of the Bank. The written power of attorney must contain information identifying the represented person and the representative, as well as a specific authorisation to vote on behalf of the represented shareholder. The power of attorney must be submitted to the Bank no later than 17 November 2026.

Shareholders may participate in the General Assembly and exercise voting rights if they register their participation with the Bank in advance. The registration must be received by the Bank at its address in Slatina, Vladimira Nazora 2, or in Zagreb, Ulica grada Vukovara 274, no later than six days before the General Assembly is held, whereby the day on which the registration is received by the Bank shall not be included in the time limit, that is, no later than 17 November 2026.

For participation in the General Assembly, the relevant shareholding position shall be the position recorded with the Central Depository and Clearing Company at the end of the last day of the deadline for submitting registrations for participation.

On the date of adoption of this Decision on convening the General Assembly, each of the 918,972 shares with a nominal value of EUR 13 into which the Bank's share capital is divided, except for 18,972 treasury shares, carries one vote, so that there are a total of 900,013 shares with voting rights.

From the date of publication of the Invitation on the website on which the court register is available and on the Bank's website, the registration form, power-of-attorney form, materials required for participation, materials serving as the basis for adopting the proposed decisions and the notices prescribed by Article 280a of the Companies Act shall be available.

Shareholders whose aggregate holdings amount to one-twentieth of the Bank's share capital may request that an item be placed on the agenda of the General Assembly and published, in accordance with Article 278(2) of the Companies Act. The right to submit counterproposals and proposals for elections and appointments shall be exercised in accordance with Articles 282 and 283 of the Companies Act, and the right to information in accordance with Article 287(1) thereof.

Materials for the General Assembly serving as the basis for adopting the proposed decisions shall be available for inspection by shareholders at the Bank's registered office in Slatina, Vladimira Nazora 2, and at its business address in Zagreb, Ulica grada Vukovara 274, on every working day from 8:00 a.m. to 4:00 p.m. (except Saturday) from the publication of the invitation to the General Assembly, as well as on the Bank's website www.slatinska-banka.hr.

SLATINSKA BANKA d.d.
Management Board

Banka upisana u registar trgovačkog suda u Bjelovaru pod MBS: 010000576. Statistički broj: 3999092; OIB: 42252496579. Temeljni kapital Banke u iznosu 11.946.636,00 eura uplaćen je u cijelosti i podijeljen na 918.972 redovne dionice, svaka nominalne vrijednosti od 13,00 eura po dionici. Uprava Banke: A. Kopilaš (predsjednik), O. Klesinger, D. Kaluđer. Predsjednik Nadzornog odbora: D. Petrinović.