



HRVATSKA POŠTANSKA BANKA d.d.

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LEI 529900D5G4V6THXC5P79
Home Member Republic of Croatia
State of Issuer
ISIN HRHPB0RA0002
Stock Exchange Identifier HPB-R-A
Regulated Market/ Segment Zagreb Stock Exchange Inc.
Official Market

Zagreb, November 14, 2022
No: F00-120/22-SS

Zagreb Stock Exchange Inc.
Croatian Financial Services Supervisory Agency (“HANFA”)
Croatian News Agency OTS HINA

Subject: HRVATSKA POŠTANSKA BANKA p.l.c.
- **Inside information**
- **Information pertaining to the procedure of merger-by-acquisition of Pronam Nekretnine d.o.o.**
- **Notice on concluding the Agreement on Merger-by-Acquisition**

HRVATSKA POŠTANSKA BANKA p.l.c., Zagreb, Jurišićeva ulica 4, had previously informed the investment public on September 21, 2022 about the initiation of the merger-by-acquisition procedure of the subsidiary Pronam Nekretnine d.o.o., in which it holds all ownership shares.

The investment public is informed that on November 11, 2022 HRVATSKA POŠTANSKA BANKA p.l.c., with its registered office in Zagreb, Jurišićeva ulica 4, registered before the Commercial Court in Zagreb under number MBS: 080010698, OIB: 87939104217, as the acquiring company (hereinafter: **Bank**), and Pronam Nekretnine d.o.o., with headquarters in Zagreb, Varšavska ulica 9, registered before the Commercial Court in Zagreb under number MBS: 080413774, OIB: 52440723676 (hereinafter: **Pronam Nekretnine**), as a company that is being merged-by-acquisition, concluded the Agreement on the Merger-by-Acquisition of a L.L.C. to a P.L.C. (hereinafter: the Merger-by-Acquisition Agreement).

The Merger-by-Acquisition Agreement has been submitted to the registry of the Commercial Court in Zagreb on November 11, 2022.

Considering the fact that the Bank holds 100% of the share capital of the company being merged, in terms of the provisions of Article 531 Paragraph 1, in connection with Article 549 of the Companies Act, Bank's shareholders whose shares together reach at least one twentieth of the share capital are warned that they have the right to demand that the general meeting is convened in order to decide on the approval of the Merger-by-Acquisition Agreement. In case of exercise of the mentioned right, we require that the request for convening the general meeting is submitted no later than within 14 days.

Merger-by-Acquisition Agreement, in accordance with Article 63 of the Credit Institutions Act, can become valid only after the Croatian National Bank approves the merger-by-acquisition, on which the public will be informed in a timely manner.

The Merger-by-Acquisition Agreement is available on the Bank's website www.hpb.hr, together with other documentation that is subject to publication according to the law related to the transaction.

The completed merger-by-acquisition will not result in an increase in the share capital of the Bank as the acquiring company. The procedure results only in the transfer of assets and liabilities of Pronam Nekretnine to the Bank, while it does not result in changes in the Bank's shareholder structure. Consequently, the position of each shareholder of the Bank in relation to his share in the share capital and voting rights remains unchanged.

HRVATSKA POŠTANSKA BANKA p.l.c.