



HRVATSKA POŠTANSKA BANKA, p.l.c.

Management Board

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| LEI | 529900D5G4V6THXC5P79 |
| Home Member State of Issuer | Republic of Croatia |
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Zagreb Stock Exchange Inc.

Croatian Financial Services Supervisory Agency (HANFA)

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Subject: HRVATSKA POŠTANSKA BANKA, p.l.c.

- **Notice of the Convocation of the General Assembly – Invitation to the Shareholders**
- *Category: General Assembly – notices of convocation, counterproposals and resolutions*

The Management Board of Hrvatska poštanska banka p.l.c., Zagreb, Jurišićeva ulica 4 (hereinafter: the Bank), pursuant to the provisions of the Companies Act, adopted on June 15, 2026 the Resolution to convene the General Assembly of the Bank, to be held **on July 24, 2026, starting at 12:00 noon, at the Bank's business premises in Zagreb, Varšavska ulica 9, conference hall, 1st floor.** Pursuant to the provisions of the Capital Market Act and the Rules of the Zagreb Stock Exchange Inc., the Management Board hereby notifies and submits for publication the Invitation to the Shareholders of the Bank in the legally prescribed form, including the Proposals of Resolutions.

The Bank also notifies that the full, legally prescribed text of the Invitation to the Shareholders, together with all materials pertaining to the General Assembly, shall be published on the Bank's website at www.hpb.hr, pursuant to applicable legal provisions.

The Invitation to the Shareholders is enclosed herewith.

Hrvatska poštanska banka, p.l.c.

The Management Board of **HRVATSKA POŠTANSKA BANKA** p.l.c., Zagreb, Jurišićeva ulica 4 (hereinafter: the Bank), by virtue of the authority vested in it under Article 277 of the Companies Act (Official Gazette Nos. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 111/12, 125/11, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23 and 136/24), and Article 24 of the Articles of Association of the Bank, adopted on June 15, 2026 the Resolution on the Convocation of the General Assembly of the Bank, and hereby invites the Shareholders of the Bank to attend the

LVII (Fifty-Seventh) GENERAL ASSEMBLY

of Hrvatska poštanska banka p.l.c., Zagreb, to be held on July 24, 2026, at 12:00 noon at the Bank's business premises in Zagreb, Varšavska ulica 9, conference hall, 1st floor.

LVII General Assembly

Agenda:

1. Opening of the General Assembly and establishment of a quorum of the present Shareholders or their proxies
2. Annual Report of Hrvatska poštanska banka p.l.c. and HPB Group for the financial year ended 31 December 2025, comprising the audited annual financial statements (non-consolidated and consolidated), as approved by the Management Board and the Supervisory Board of the Bank, the Annual Management Report of the Bank and its subsidiaries, together with the audited Sustainability Report of the Bank and HPB Group for the financial year ended 31 December 2025
3. Report of the Supervisory Board on the supervision exercised over the conduct of business affairs in the Bank in 2025
4. Resolution on the allocation of profit realised in 2025
5. Resolution on granting discharge to the Members of the Management Board
6. Resolution on granting discharge to the Members of the Supervisory Board
7. Resolution on the approval of the Remuneration Report for the Members of the Management Board and the Supervisory Board for 2025
8. Resolution on the determination of remuneration for the Members of the Supervisory Board
9. Resolution on the determination of remuneration for the work of the Audit Committee, Risk Management Committee, Remuneration Committee, and Nomination Committee, as well as the ESG Committee
10. Resolution on the suitability of the Chairperson and Members of the Supervisory Board of the Bank based on the regular annual suitability assessment
11. Adoption of the Diversity Policy for Management Board and Supervisory Board of Hrvatska poštanska Banka p.l.c.
12. Adoption of the Policy on the target structure of the Supervisory board, the election and assessment of the suitability of the Chairperson and Members of the Supervisory board of Hrvatska poštanska banka, public limited company
13. Resolution on the Approval of the Remuneration Policy for the Management Board and Supervisory Board of Hrvatska poštanska banka, public limited company — third version (3.0)

The Shareholders are hereby invited to participate in the General Assembly.

PROPOSED RESOLUTIONS AND EXPLANATORY NOTES

Agenda **Item 2** - No resolution shall be passed under this agenda item.

Pursuant to Article 280.a of the Companies Act, the Shareholders are hereby informed that the Supervisory Board of the Bank, upon receipt from the Management Board of the Annual Report of Hrvatska poštanska banka p.l.c. and HPB Group for the financial year ended 31 December 2025, which comprises the following documents:

- The non-consolidated financial statements of Hrvatska poštanska banka p.l.c. and the consolidated financial statements of the HPB Group for the year ended 31 December 2025
- The Management Report on the position of c and its subsidiaries for the 2025 financial year
- The Audit Report of the independent auditor PricewaterhouseCoopers Ltd., Zagreb, Ulica Vjekoslava Heinzela 70, on the consolidated and non-consolidated financial statements
- The Sustainability Report

- The Limited Assurance Report issued by the independent auditor PricewaterhouseCoopers Ltd., Zagreb, Ulica Vjekoslava Heinzela 70, on the consolidated Sustainability Report of the Hrvatska poštanska banka p.l.c.

granted its consent to the audited annual financial statements of Hrvatska poštanska banka p.l.c. and the audited consolidated annual financial statements of the HPB Group, as submitted to the Supervisory Board by the Management Board, whereby, in accordance with the provisions of Article 300.d of the Companies Act, these reports were established.

Furthermore, the Supervisory Board granted its consent to the Management Report on the position of Hrvatska poštanska banka p.l.c. and its subsidiaries for the financial year 2025, together with the audited Sustainability Report of Hrvatska poštanska banka p.l.c. and the HPB Group for the year ended 31 December 2025, as submitted by the Management Board.

The aforementioned reports, together with the Report of the Supervisory Board, are hereby submitted to the General Assembly for its information.

**[Annual Report of Hrvatska poštanska banka p.l.c.
and HPB Group for the year ended 31 December 2025](#)**

(Document available via the link)

Agenda Item 3 - Report submitted by the Supervisory Board to the General Assembly

**REPORT
on the supervision exercised over the conduct of business affairs of the Bank in 2025**

I

Pursuant to the provisions of the Articles of Association and the resolutions of the General Assembly of the Bank, from 1 January 2025 to 13 August 2025 the Supervisory Board of the Bank operated in a composition of three Members, as follows: Marijana Miličević, Chairperson, Mislav Ante Omazić, Deputy Chairperson, and Marijana Vuraić Kudeljan, Member, and from 14 August 2025 in a composition of five Members, as follows: Alen Stojanović, Chairperson, Mislav Ante Omazić, Deputy Chairperson, Marijana Vuraić Kudeljan, Member, Dajana Barbić, Member, and Marija Cvrlje, Member.

In the course of 2025, within the composition of the Supervisory Board in office until 13 August 2025, the independence requirement was discharged at all times by Mislav Ante Omazić, and from 14 August 2025, the independence requirement was discharged at all times by Alen Stojanović, Mislav Ante Omazić and Dajana Barbić, thereby ensuring the functioning of the Supervisory Board and its committees in compliance with the provisions of applicable statutory regulations.

II

During 2025, in the period from 1 January 2025 to 13 August 2025, the Supervisory Board held 4 regular meetings, and in the period from 14 August 2025 to 31 December 2025, 7 regular meetings, where it considered and made decisions and conclusions on matters pertaining to the operations of the Bank and HPB Group.

In addition to regular meetings, in the period from 1 January 2025 to 13 August 2025, the Supervisory Board made decisions on a further 76 occasions outside the meetings via electronic mail, and in the period from 14 August 2025 to 31 December 2025, on 8 occasions outside the meetings via electronic mail, in situations where individual decisions required prompt decision-making, the majority of which pertained to the Supervisory Board's approval of the Bank's exposure to certain customers/groups of related persons pursuant to the statutory framework, as well as other decisions/internal acts requiring the Supervisory Board's approval.

The Supervisory Board meetings were attended by the Members of the Management Board of the Bank, and when it was deemed necessary and at the invitation of the Supervisory Board, meetings were also attended by the relevant employees of the Bank's professional functions, with the aim of providing the Supervisory Board with complete information and additional clarification on the matters from their scope of competence. In compliance with the statutory regulations, the Supervisory Board meetings were also attended by persons responsible for the operation of individual control functions.

III

For the purpose of discharging its function in an efficient manner, the Supervisory Board operates the following committees: the Audit Committee, the Risk Committee, the Remuneration Committee, the Appointments Committee and the ESG Committee. The Committees operate with the aim of conducting in-depth discussions and delivering competent assessments on all matters within their scope of competence, based on the resolutions on the establishment, rules of procedure and/or other internal acts of the Bank and relevant statutory regulations.

The Management Board of the Bank has ensured access to all information and data necessary for efficient work of the committees, and when necessary, has made available the Bank's professional functions, control functions, advice from external experts in areas within their competence.

In 2025, the **Audit Committee** operated two compositions.

From the beginning of 2025, in the three-member composition of the Audit Committee, Mislav Ante Omazić discharged the function of Chairperson, Željko Lovrinčević discharged the function of Deputy Chairperson, and Ivana Radeljak Novaković discharged the function of Member, until the expiry of their term of office on 13 August 2025. In that composition of the Audit Committee, two members, Mislav Ante Omazić and Željko Lovrinčević, discharged the independence requirement in relation to the Bank.

Following the expiry of the term of office of the above members of the Audit Committee, and pursuant to the provisions of Article 65 paragraph 2 of the Audit Act, by its resolution dated 9 May 2025 the General Assembly appointed Ivana Radeljak Novaković and Sanja Sever Mališ to the Audit Committee of the Bank, with effect from 14 August while by its resolution dated 14 August 2025 the Supervisory Board of the Bank appointed from among its members Alen Stojanović, Mislav Ante Omazić and Marijana Vuraić Kudeljan to the Audit Committee, also with effect from 14 August 2025, and by the same resolution appointed the Chairperson and the Deputy Chairperson of the Audit Committee.

In the period from 14 August 2025 until the end of the 2025 financial year, in the new, current five-member composition of the Audit Committee, Sanja Sever Mališ discharged the function of Chairperson, Mislav Ante Omazić discharged the function of Deputy Chairperson, and Alen Stojanović, Ivana Radeljak Novaković and Marijana Vuraić Kudeljan discharged the function of Members. In the current composition of the Audit Committee, three members, Sanja Sever Mališ, Mislav Ante Omazić and Alen Stojanović, discharge the independence requirement in relation to the Bank.

During 2025, the Audit Committee held 10 regular meetings, at which matters within its competence and responsibility were discussed and decided upon in accordance with the Decision on Establishment and the Rules of Procedure of the Audit Committee. In addition to regular meetings, the Audit Committee adopted 12 decisions outside meetings via email.

In 2025, the **Risk Committee** operated in two compositions, each consisting of three Members, appointed by the Supervisory Board of the Bank.

From the beginning of 2025 until the expiry of the mandate on 13 August 2025, Marijana Vuraić Kudeljan discharged the function of Chairperson of the Risk Committee, while Marijana Miličević and Mislav Ante Omazić discharged the function of Members. In that composition of the Risk Committee, Mislav Ante Omazić discharged the independence requirement in relation to the Bank.

In the period from 14 August 2025 until the end of the 2025 financial year, in the new, current composition of the Risk Committee, Dajana Barbić discharged the function of Chairperson, while Alen Stojanović and Marija Cvrlije discharged the function of Members. In the current composition of the Risk Committee, two members, Dajana Barbić and Alen Stojanović, discharge the independence requirement in relation to the Bank.

During 2025, the Risk Committee held 7 regular meetings, at which matters within its competence and responsibility were discussed in accordance with applicable legislation, the internal decision on its establishment and its Rules of Procedure. In addition to regular meetings, the Risk Committee adopted 5 decisions outside meetings via email.

In 2025, the **Remuneration Committee** operated in two compositions, each consisting of three Members, appointed by the Supervisory Board of the Bank.

From the beginning of 2025 until the expiry of the term of office on 13 August 2025, Marijana Miličević discharged the function of Chairperson of the Remuneration Committee, while Marijana Vuraić Kudeljan and Mislav Ante Omazić discharged the function of Members. In that composition of the Remuneration Committee, Mislav Ante Omazić discharged the independence requirement in relation to the Bank.

In the period from 14 August 2025 until the end of the 2025 financial year, in the new, current composition of the Remuneration Committee, Alen Stojanović discharged the function of Chairperson, while Marijana Vuraić Kudeljan and Mislav Ante Omazić discharged the function of Members. In the current composition of the Remuneration Committee, two members, Alen Stojanović and Mislav Ante Omazić, discharge the independence requirement in relation to the Bank.

During 2025, the Remuneration Committee held 8 regular meetings, at which matters within its competence and responsibility were discussed in accordance with applicable legislation, the decision on its establishment and its Rules of Procedure. In addition, the Committee adopted 10 decisions outside meetings via email.

In 2025, the **Appointments Committee** operated in two compositions, each consisting of three Members, appointed by the Supervisory Board of the Bank.

From the beginning of 2025 until the expiry of the term of office on 13 August 2025, Marijana Miličević discharged the function of Chairperson of the Appointments Committee, while Marijana Vuraić Kudeljan

and Mislav Ante Omazić discharged the function of Members. In that composition of the Appointments Committee, Mislav Ante Omazić discharged the independence requirement in relation to the Bank.

In the period from 14 August 2025 until the end of the 2025 financial year, in the new, current composition of the Appointments Committee, Alen Stojanović discharged the function of Chairperson, while Dajana Barbić and Marijana Vuraić Kudeljan discharged the function of Members. In the current composition of the Appointments Committee, two members, Alen Stojanović and Dajana Barbić, discharge the independence requirement in relation to the Bank.

During 2025, the Nomination Committee held 2 regular meetings, at which matters within its competence and responsibility were discussed in accordance with applicable legislation, the internal decision on its establishment and its Rules of Procedure. In addition, the Committee adopted 3 decisions outside meetings via email, in situations requiring timely decision-making within its remit.

In 2025, the ESG Committee operated in two compositions, each consisting of three Members, appointed by the Supervisory Board of the Bank.

From the beginning of 2025 until the expiry of the term of office on 13 August 2025, Mislav Ante Omazić discharged the function of Chairperson of the ESG Committee, while Marijana Miličević and Marijana Vuraić Kudeljan discharged the function of Members. In that composition of the ESG Committee, Mislav Ante Omazić discharged the independence requirement in relation to the Bank.

In the period from 14 August 2025 until the end of the 2025 financial year, in the new, current composition of the ESG Committee, Mislav Ante Omazić discharged the function of Chairperson, while Dajana Barbić and Marijana Vuraić Kudeljan discharged the function of Members. In the current composition of the ESG Committee, two members, Mislav Ante Omazić and Dajana Barbić, discharge the independence requirement in relation to the Bank.

During 2025, the ESG Committee held 7 regular meetings, at which matters within its competence and responsibility were discussed in accordance with applicable legislation, the internal decision on its establishment and its Rules of Procedure.

IV

Throughout 2025, the Supervisory Board and its committees regularly held meetings, with all members continuously cooperating. The bodies maintained a balanced composition and the expertise required for a credit institution,

Contingent on the regular reporting of resolutions/recommendations and positions taken by the committees therewith, the Supervisory Board has established that all committees had successfully discharged their functions pursuant to applicable statutory regulations, thereby contributing to the effective work of the Supervisory Board.

Each Member, through their role and responsibility and expertise in specific areas, contributed to the work of each respective body in a suitable and effective manner, as evidenced also by the results of the regular annual suitability assessment of the Members of the Supervisory Board, and by the results of the suitability assessment of the candidates for members of the Supervisory Board in the new, current term of office, conducted by the Suitability Assessment Committee established within the Bank in accordance with the applicable regulations governing credit institutions. Based on the results of the conducted suitability assessment, it was established that in 2025, both individually and collectively, the composition of the Supervisory Board was balanced with respect to skills, experience, competencies, age, and gender, and that the Members of the Supervisory Board possess high moral standards, diverse knowledge, abilities, as well as professional and practical experience necessary to properly discharge their tasks, while also meeting the specific requirement that at least one Member of the Supervisory Board is an expert in the field of accounting and/or financial statement auditing. The suitability of the Members of the Supervisory Board in both compositions in office during 2025 was confirmed by resolution of the General Assembly of the Bank, which assessed their suitability on an individual basis and each composition collectively as a whole. With respect to the current composition of the Supervisory Board, such suitability was also confirmed by the Croatian National Bank in the course of the procedure for deciding on prior approval for the performance of the function of a Member of the Supervisory Board, taking into account the positive results of the individual and collective suitability assessments for all Members of the Supervisory Board.

With respect to the effective Management Board and Supervisory Board Diversity Policy adopted by the General Assembly, the Bank set a quantitative target of balanced gender representation on the Management Board and the Supervisory Board, observing and following the percentage prescribed by the Corporate Governance Code of 40% of the underrepresented gender on the Supervisory Board, or 40% of the underrepresented gender on the Supervisory Board and the Management Board jointly. As the Supervisory Board of the Bank consists of three female Members and two male Members, which makes its composition diverse in terms of gender, the criterion, namely the percentage of the underrepresented gender on the Supervisory Board, as prescribed by the Corporate Governance Code and the above-mentioned Policy, has been met.

Accordingly, the necessary balance in the composition of the Supervisory Board has been established, as well as the required standards ensuring diversity and the representation of both genders in the Bank's supervisory function.

Taking into consideration the results of the suitability assessments, as well as the participation and work at the meetings of the Supervisory Board and its committees, the Supervisory Board has established that all of its members, both individually and collectively, made a significant contribution to the work of the Supervisory Board through their engagement, competences and experience, thus enabling the full discharge of the Supervisory Board's function.

During the previous financial year, no case of conflict of interest of the Members of the Management Board or the Supervisory Board was established.

V

The Management Board and the Supervisory Board acted in compliance with the applicable statutory regulations governing their scope of competence and roles and pursuant to the provisions of the Articles of Association of the Bank.

The Supervisory Board of the Bank supervised the conduct of the Bank's business affairs, directed the Bank's business policy, and actively contributed to its implementation, all on the basis of the reports of the Management Board on matters of significance for the Bank's operations and the condition of the Bank.

The Management Board provided the Supervisory Board with duly prepared, true and fair, and timely reports on the business policy and on other general matters pertaining to the future operations, corporate strategy, financial plans, risk management strategies, policies and other relevant internal acts, operational profitability, business performance as well as the balance of revenues and expenses, and the overall condition of the Bank, and other significant matters and business events, whereby the Members of the Management Board, each within their scope of competence, provided additional explanations and clarifications, thus ensuring effective decision-making process.

In order to ensure the effectiveness of the internal controls system, which is exercised through three mutually independent control functions — the Internal Audit Function, the Risk Control Function and the Compliance Function — the Supervisory Board also supervised the effectiveness of the internal controls system by overseeing the adequacy of the actions taken and the effectiveness of the work of the control functions. Within its scope of competence, the Supervisory Board granted consent to the annual work plans of the control functions, considered the work reports submitted by the control functions on a semi-annual basis, and reviewed the Management Board's assessments of the adequacy and effectiveness of the control functions in relation to the Bank's risk profile and its business and risk management strategy.

With respect to the Bank's Compliance Function, and pursuant to the Act on Legal Entities Owned by the Republic of Croatia (Official Gazette No. 102/25) and the Act on the Organisation and Scope of State Administration Bodies (Official Gazette Nos. 85/20, 21/23 and 57/24), and in accordance with the obligation set out in item 11 of the *Ministry of Finance Guidelines for the compliance function in legal entities under majority ownership of the Republic of Croatia*, the Supervisory Board, for the purpose of informing the General Assembly, submits the Supervisory Board Report on the work of the Compliance Function, in the prescribed form attached as **Annex 1** to this Report.

The Management Board and the Supervisory Board cooperated efficiently and constructively, sharing relevant information necessary for the discharge of their tasks, thereby contributing to the achievement of the supervisory function. The Supervisory Board was able, at all times, to request and obtain information from the Management Board of the Bank on all matters pertaining to operations of the Bank which significantly impacted or could have impacted the position of the Bank, particularly information pertaining to the risk profile. The Management Board undertook to provide the Supervisory Board with suitable access to the information on the risk profile. Throughout the 2025 business year, successful and transparent cooperation was reflected in open discussions between the Management Board and the Supervisory Board of the Bank, and therefore in that regard, the Supervisory Board has established its cooperation with the Management Board of the Bank as successful.

In the light of the foregoing and taking into account the achieved financial results, the Supervisory Board has established that in 2025 the Management Board of the Bank conducted the business affairs of the Bank prudently and successfully in the best interests of all Shareholders and in line with its scope of competence, as established by the statutory regulations and the Bank's Articles of Association. The Management Board has also established clear internal relationships in connection with risk-taking and risk management, including separation of powers and responsibilities between the Supervisory Board, the Management Board, the appointed committees and the senior management.

VI

In compliance with its obligations, and pursuant to the supervision exercised, the Supervisory Board examined the business books and records of the Bank and established that Hrvatska poštanska banka p.l.c. has conducted its business affairs in compliance with the law, subordinate legislation, the Articles of Association and other acts of the Bank, and the resolutions of the General Assembly.

The Supervisory Board has considered the report of the auditor, PricewaterhouseCoopers d.o.o. za reviziju i konzalting, who audited the Annual Financial Statements of the Bank for the year ended 31 December 2025 and has no objections thereto and accepts the auditor's submitted reports.

Following its consideration of the Annual Financial Statements and the Consolidated Annual Financial Statements of the Bank for the year ended 31 December 2025, as submitted by the Management Board of the Bank, the Supervisory Board has established that the audited Annual Financial Statements of Hrvatska poštanska banka p.l.c. and the audited Consolidated Annual Financial Statements of HPB Group for the year ended 31 December 2025 have been drawn up in accordance with the balances recorded in the business books and that they give a true and fair view of the assets and the business condition of the Bank, and has granted its approval thereto, whereby, pursuant to the provisions of Article 300.d of the Companies Act, these statements are deemed to have been adopted by the Management Board and the Supervisory Board of the Bank.

The Supervisory Board has granted its approval to the Management Board Report on the Condition of Hrvatska poštanska banka p.l.c. and its subsidiaries for the 2025 financial year, together with the Sustainability Report of Hrvatska poštanska banka p.l.c. and HPB Group for the year ended 31 December 2025, in respect of which the independent auditor, PricewaterhouseCoopers d.o.o. za reviziju i konzalting, issued the Independent Auditor's Limited Assurance Report on the consolidated Sustainability Report of Hrvatska poštanska banka Group, to which the Supervisory Board has no objections and which it accepts.

VII

The Supervisory Board has received the Management Board's proposal on the allocation of profits generated in 2025, whereby it has been established that the Bank, in the year ended 31 December 2025, generated net profit in the amount of EUR 59,128,885.29, and it is proposed that the net profit generated be allocated to the retained earnings of the Bank.

The Supervisory Board agrees with the Management Board's proposal on the allocation of profits generated in 2025 and proposes that the General Assembly adopt such resolution.

VIII

The Supervisory Board hereby submits this Report to the General Assembly of the Bank.

Annex 1: [Report of the Supervisory Board on the activities of the Compliance Function](#)

(Document available via the link)

No resolution shall be passed under this agenda item; the Report is being submitted to the General Assembly for its information.

Agenda **Item 4** - The Management Board and the Supervisory Board hereby propose that the General Assembly adopts the following:

RESOLUTION on allocation of profit earned in 2025

I

It is determined that Hrvatska poštanska banka, p.l.c. made a net profit of EUR 59,128,885.29 in the business year ended December 31, 2025.

II

Realized net profit in 2025 in the amount of EUR 59,128,885.29 is allocated to retained earnings.

III

This resolution comes into force on the day of its adoption.

Explanatory Note:

The proposed distribution of net profit is in accordance with Articles 220, paragraph 3 and 300b of the Companies Act and the Articles of Association of Hrvatska poštanska banka, p.l.c.

In accordance with strategic guidelines, the Bank will continue to distribute part of the realized net profit of the period to retained earnings so that the successful operation of the Bank, profitability, and growth within the limits of possibilities can be continued. Considering that the amount of the binding MREL requirement is prescribed for the Bank from January 1, 2024, and further, the Bank must additionally strengthen its regulatory capital in the following periods.

Based on the above, it is considered appropriate that the net profit achieved in 2025 in the amount of EUR 59,128,885.29 is allocated to retained earnings. It is emphasized:

- 1. that the amount of EUR 17,755,654.30 will not be included in the calculation of the common equity tier 1 capital, taking into consideration Article 62 of the Act on the Execution of the State Budget*

of the Republic of Croatia for the year 2026, that - if it is determined by a special decision of the Government of the Republic of Croatia and a decision of the General Assembly - is available for the dividend payment without restrictions from Article 312a of the Credit Institutions Act. As at the date of adoption of this Resolution, the Bank holds 35 treasury shares, representing 0.00173% of the share capital, with dormant rights, therefore in the calculation of the expected dividend payment amounting to 30% of the net profit for the year 2025, it was taken into account that 2,024,590 ordinary shares are entitled to a dividend payment, which, after rounding up the dividend per share, results in a total amount of EUR 17,755,654.30.

2. that the remaining amount of retained earnings in the amount of EUR 41,373,230.99 will be included in the calculation of the Common equity tier 1 capital, whereby in the case of a decision to pay a dividend in the above amount or its parts, it is subject to the restrictions from Article 312a of the Credit Institutions Act.

Agenda **Item 5** - The Management Board and the Supervisory Board propose that the General Assembly adopts the following:

RESOLUTION
on granting discharge to the Members of the Management Board

I

It is hereby established that the Members of the Management Board conducted the operations of the Bank during the 2025 financial year in accordance with the law, the Articles of Association, and the resolutions of the General Assembly, and are therefore hereby granted discharge.

II

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

Explanatory Note:

Given that the Management Board conducted the operations of the Bank in compliance with applicable laws, the Articles of Association, and the resolutions of the General Assembly, this resolution constitutes formal approval of the manner in which the Management Board discharged its duties during the 2025 financial year.

Agenda **Item 6** - The Supervisory Board proposes that the General Assembly adopts the following:

RESOLUTION
on granting discharge to the Members of the Supervisory Board

I

It is hereby established that during 2025 the Supervisory Board of the Bank operated in two compositions:

■ **in the period from January 1 to August 13, 2025, as follows:**

- Marijana Miličević, M. Econ., Chairperson
- Prof. Mislav Ante Omazić, PhD, Deputy Chairperson
- Marijana Vuraić Kudeljan, MSc, Member

■ **in the period from August 14 to December 31, 2025, as follows:**

- Prof. Alen Stojanović, PhD, Chairperson
- Prof. Mislav Ante Omazić, PhD, Deputy Chairperson
- Marijana Vuraić Kudeljan, MSc, Member
- Marija Cvrnje, LL.B., Member
- Assoc. Prof. Dajana Barbić, PhD, Member.

II

It is hereby established that the above mentioned members of the Supervisory Board duly performed their functions during the 2025 financial year in accordance with the law, the Articles of Association, and the resolutions of the General Assembly, and are therefore hereby granted discharge.

III

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

Explanatory Note:

Considering that the Supervisory Board exercised oversight of the Bank's management in accordance with applicable laws, the Articles of Association, and the resolutions of the General Assembly, this resolution constitutes formal approval of the manner in which the Supervisory Board discharged its duties during the 2025 financial year.

Agenda **Item 7** - The Management Board and the Supervisory Board propose that the General Assembly adopts the following:

**RESOLUTION
on the approval of the Report on the Remuneration
of the Members of the Management Board and Supervisory Board for the Year 2025**

I

The Report on the Remuneration of the Members of the Management Board and the Supervisory Board for the Year 2025, together with the Independent Auditor's Report, is hereby approved. The aforementioned documents are enclosed with this Resolution and form an integral part thereof.

II

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

Annex 2: **[Report on the Remuneration of the Members of the Management Board and Supervisory Board for the Year 2025, including the Independent Auditor's Report](#)**

(Document available via the link)

Explanatory Note:

Pursuant to Article 272.r of the Companies Act, the Management Board and the Supervisory Board have prepared the Remuneration Report on the remuneration paid to the Members of the Management Board and the Supervisory Board during the 2025 financial year and have submitted it to the auditor for review in accordance with the Companies Act.

The audit firm PricewaterhouseCoopers d.o.o. za reviziju i konzalting, Zagreb, Ulica Vjekoslava Heinzela 70 („PwC“), as the Bank's authorised auditor, has examined the Report and issued an Independent Auditor's Report expressing limited assurance regarding the Report's compliance with the requirements laid down in Article 272.r, paragraphs 1 and 2 of the Companies Act.

*The Management Board and the Supervisory Board propose that the General Assembly approve the Remuneration Report for 2025, together with the Independent Auditor's Report expressing limited assurance, both of which are enclosed with this resolution and published as **Annex 2** to the Invitation to this General Assembly.*

Agenda **Item 8** - The Management Board and the Supervisory Board propose that the General Assembly adopts the following:

**RESOLUTION
on the determination of remuneration for the Members of the Supervisory Board of the Bank**

I

The monthly remuneration for the Members of the Supervisory Board for the 2026 financial year is hereby set at EUR 265.45 net.

II

This Resolution shall also apply for the period commencing 1 January 2027 until the adoption of a new resolution on the remuneration of the Members of the Supervisory Board of the Bank for the 2027 financial year.

III

The Bank shall, in accordance with this Resolution, calculate and pay all statutory contributions and levies applicable to the remuneration of Members of the Supervisory Board based on the amount specified in Point I of this Resolution.

IV

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

Explanatory Note:

The proposed monthly remuneration for the Members of the Supervisory Board for the 2026 financial year remains unchanged from previous years.

Agenda **Item 9** - The Supervisory Board proposes that the General Assembly adopts the following:

RESOLUTION
on the determination of remuneration for participation in the Audit Committee, the Risk Committee, the Remuneration Committee, the Nomination Committee, and the ESG Committee

I

The following remuneration is hereby determined for participation in the Audit Committee, Risk Committee, Remuneration Committee, Nomination Committee, and ESG Committee of Hrvatska poštanska banka p.l.c. for the 2026 financial year:

1. Audit Committee – monthly remuneration in the amount of EUR 265.45 net for each member of the Committee;
2. Risk Committee, Remuneration Committee, Nomination Committee, and ESG Committee – monthly remuneration in the amount of EUR 0.13 net for each member of the respective Committee.

II

This Resolution shall also apply to the period commencing on 1 January 2027 until the adoption of a new resolution on the remuneration for participation in the Audit Committee, Risk Committee, Remuneration Committee, Nomination Committee, and ESG Committee for the 2027 financial year.

III

The Bank shall, in accordance with this Resolution, calculate and pay all statutory contributions and levies applicable to the remuneration amounts set out in Point I of this Resolution.

IV

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

Explanatory Note:

Pursuant to Article 50 of the Credit Institutions Act, Article 10 of the Decision on the Governance System, and Article 65 of the Audit Act, the Bank has established committees of the Supervisory Board which serve as its auxiliary bodies, namely the Remuneration Committee, the Nomination Committee, the Risk Committee, the ESG Committee, and the Audit Committee.

The proposed remuneration amounts for committee members for the 2026 financial year remain unchanged from those of previous years.

Agenda **Item 10** - The Management Board, with the consent of the Nomination Committee, proposes that the General Assembly adopts the following:

RESOLUTION
on the suitability of the Chairperson and Members of the Supervisory Board of the Bank based on the regular annual suitability assessment

I

Based on the results of the regular annual suitability assessment for the performance of the function of the Chairperson and Members of the Supervisory Board of the Bank, it is hereby determined that the current Chairperson and Members of the Supervisory Board:

- Alen Stojanović, Chairperson
- Dajana Barbić, Member
- Marija Cvrilje, Member
- Marijana Vuraić Kudeljan, Member
- Mislav Ante Omazić, Member

are suitable for the performance of the function of chairman and member of the Supervisory Board of the Bank.

II

Pursuant to Article 20(4) of the Decision of the Croatian National Bank, it is concluded that the Chairperson and Members of the Supervisory Board referred to in Point I of this Resolution, collectively demonstrate the requisite level of professional expertise, competence, and experience necessary to exercise independent and effective oversight of the Bank's operations, while maintaining a sound understanding of its business model and material risk exposures. In addition, the target threshold for gender representation in respect of the underrepresented gender has been duly achieved.

III

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

Explanatory Note:

Pursuant to the Credit Institutions Act (Official Gazette No. 22/26) and the Decision on the Assessment of the Suitability of the Chairperson of the Management Board, a Member of the Management Board, the Chairperson of the Supervisory Board, a Member of the Supervisory Board, and a Key Function Holder in a Credit Institution (Official Gazette No. 30/2026), a credit institution is required to carry out, at least once per year, a reassessment of the suitability of its chairperson of Supervisory Board and members of the Supervisory Board in order to ensure their ongoing fitness and propriety to perform the function to which they have been appointed.

In compliance with this obligation, a regular annual reassessment of the suitability of the current Members of the Supervisory Board was duly carried out. It was concluded that chairperson and all members of Supervisory Board continue to fulfil the suitability requirements for the performance of their function, both on an individual basis and collectively as a governing body.

This Resolution concerning the suitability of the Chairman and Members of the Supervisory Board is adopted by the General Assembly of the Bank, upon the proposal of the Management Board and following the opinion of the Nomination Committee.

Agenda **Item 11** - The Supervisory Board, upon the recommendation of the Nomination Committee, proposes that the General Assembly adopts the following policy:

Diversity Policy for the Management Board and Supervisory Board of Hrvatska Poštanska Banka p.l.c.

(Document available via the link)

Explanatory Note:

At the proposal of the Supervisory Board, the General Assembly of the Bank adopted on 9 May 2025 the Diversity Policy for the Management Board and Supervisory Board of HRVATSKA POŠTANSKA BANKA p.l.c.

In view of recent amendments to the applicable legal framework, and for the purpose of ensuring regulatory alignment with the key changes to the Credit Institutions Act (Official Gazette No. 22/26) and Decision on the Assessment of the Suitability of the Chairperson of the Management Board, a Member of the Management Board, the Chairperson of the Supervisory Board, a Member of the Supervisory Board, and a Key Function Holder in a Credit Institution (Official Gazette No. 30/2026), Supervisory Board, acting upon the recommendation of the Nomination Committee, approved the proposed revised Diversity Policy for the Management Board and Supervisory Board of Hrvatska Poštanska Banka p.l.c. and submits it for adoption by the General Assembly.

The most important changes compared to the Diversity Policy for members of the Management Board and Supervisory Board of HRVATSKA POŠTANSKA BANKA, p.l.c., that is currently in effect, relate to the following:

- *relevant provisions have been updated in view of the new regulatory framework (emphasis on the Act on Legal Entities Owned by the Republic of Croatia (Official Gazette No. 102/25)),*
- *the required professional experience for members of the Management Board and Supervisory Board of the Bank is further explained,*
- *regarding gender-balanced representation, a recommendation is introduced that in further appointments, consideration should be given, and depending on the availability of candidates, to giving priority to the combined criteria of representation together in the Management Board and Supervisory Board of the Bank as opposed to the singular criterion of representation only in the Supervisory Board of the Bank, in order to encourage further diversification not only at the level of the Supervisory Board of the Bank, but also at the level of the Management Board of the Bank.*

Agenda **Item 12** – The Management Board and the Supervisory Board, upon the recommendation of the Nomination Committee, propose that the General Assembly adopts the following policy:

**[Policy on the Target Structure of the Supervisory Board,
the Election and Assessment of the Suitability of the Chairperson and Members of the
Supervisory Board of Hrvatska poštanska banka, p.l.c.](#)**

(Document available via the link)

Explanatory Note:

At the proposal of the Management Board and upon recommendation of the Nomination Committee, the General Assembly of the Bank adopted on 30 August 2023 The Management Board and the Supervisory Board Diversity Policy of Hrvatska poštanska banka, p.l.c

For the purpose of ensuring regulatory alignment with the key changes to the Credit Institutions Act (Official Gazette No. 22/26) and Decision on the Assessment of the Suitability of the Chairperson of the Management Board, a Member of the Management Board, the Chairperson of the Supervisory Board, a Member of the Supervisory Board, and a Key Function Holder in a Credit Institution (Official Gazette No. 30/2026), Management Board has proposed new Policy on the Target Structure of the Supervisory Board, the Election and Assessment of the Suitability of the Chairperson and Members of the Supervisory Board of Hrvatska poštanska banka, p.l.c. which incorporates the established amendments, and together with Supervisory Board and upon the recommendation of the Nomination Committee, submits the attached text of the Policy to the General Assembly for adoption.

Agenda **Item 13** - The Supervisory Board propose that the General Assembly adopts the following:

RESOLUTION

on the Approval of the Remuneration Policy for the Management Board and Supervisory Board of Hrvatska poštanska banka, public limited company — third version (3.0)

I

The Remuneration Policy for Members of the Management Board and Supervisory Board of Hrvatska poštanske banke, public limited company, appended to this Resolution and forming an integral part hereof, is hereby approved.

II

As of the date of entry into force of the Remuneration Policy referred to in item I of this Resolution, the Remuneration Policy for Members of the Management Board and Supervisory Board of Hrvatska poštanska banka, public limited company, adopted by the Supervisory Board of the Bank on 17 May 2024 and approved by the General Assembly of the Bank on 29 August 2024, shall cease to have effect.

III

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

Annex 3: **[Remuneration Policy for the Management Board and Supervisory Board of Hrvatska poštanska banka, public limited company — third version \(3.0\)](#)**

(Document available from the link)

Explanatory Note:

Pursuant to Articles 247.a, paragraph 2, 269, paragraph 3, and 275, paragraph 1, item 3 of the Companies Act ("CA"), the Supervisory Board, following a positive opinion from the Remuneration Committee, has established a new, second version of the Remuneration Policy for the members of the Management Board and the Supervisory Board of Hrvatska poštanska banka, public limited company ("Remuneration Policy"), and proposes its approval to the General Assembly.

The Remuneration Policy is appended to this resolution as presented in Appendix 2 of the invitation to this General Assembly.

Pursuant to Article 276.a, paragraph 1 of the CA, the General Assembly of a company whose shares are listed on a regulated market is obligated to vote on the approval of the remuneration policy for the members of the Management Board at least once every four years and whenever significant amendments are proposed, as submitted by the Supervisory Board.

Pursuant to Article 44, paragraph 3 of the Act on Legal Entities Owned by the Republic of Croatia, (hereinafter: "ZPOVRH"), the Supervisory Board of a large or medium-sized legal entity owned by the

Republic of Croatia shall, every four years, adopt a remuneration policy for members of the Management Board, with the appropriate application of the provisions of the Companies Act governing the adoption of decisions on the remuneration policy for members of the management board of joint-stock companies whose shares are admitted to trading on a regulated market, and shall submit such policy to the General Assembly for approval. In adopting the remuneration policy for members of the Management Board, the Supervisory Board shall take into account the remuneration policy adopted by regulation of the Government of the Republic of Croatia pursuant to ZPOVRH.

The second iteration of the Remuneration Policy for the members of the Management Board and the Supervisory Board was ratified by the General Assembly of the Bank under Decision number No. LII.GS/5-24 of 29 August 2024, with the new version of the Remuneration Policy for the Management Board and Supervisory Board, version 3.0. The replacement is to be effected before the expiry of the four-year period and before the adoption of the aforementioned regulation of the Government of the Republic of Croatia, in view of changes in the regulatory framework and business model that have a significant impact on the content of the Policy.

In light of the foregoing, a comprehensive overview of the reasons for, and the substance of, the amendments introduced in the new version of the Remuneration Policy for the Management Board and Supervisory Board is provided below:

- Following the entry into force of the Act on Legal Entities Owned by the Republic of Croatia, which has applied since 1 October 2025, the Policy requires the following amendments:
 - supplement the reference regulatory framework within the Remuneration Policy for the Management Board and Supervisory Board, which has been consistently implemented in the new version of the Policy, sections 1, 3, sections 1, 4.2, 5.1 and 8.1;
 - repeal the provisions referring to subordinate legislation and guidelines that ceased to have effect upon the entry into force of that Act, primarily the Corporate Governance Code for Companies in which the Republic of Croatia Holds Shares or Interests, sections 2 and 5.1.
- In the part of the provisions relating to the **structure and framework of remuneration** of members of the Management Board and Supervisory Board, sections 4 to 4.2 of the Policy, the following amendments and supplements have been made compared with the previous version of the Policy:
 - a provision has been added further clarifying that the Remuneration Policy constitutes the framework for the amount and structure of remuneration of members of the Supervisory Board, section 4;
 - the framework of fixed remuneration of members of the Management Board related to education/training costs has been further clarified, as part of the regulatory obligation of induction and continuous training in accordance with the requirements of the CIA, the CNB Decision, the Labour Act and related Bank acts, as well as the rights of members of the Management Board with respect to contractually defined costs of individual education, section 4.1;
 - the provisions on the framework of fixed remuneration of members of the Supervisory Board relating to the determination of the amount of remuneration for work on the Supervisory Board and remuneration for engagement on each individual related committee of the Supervisory Board have been expanded, so that, when determining the amount of remuneration, account is taken of the scope of responsibilities, the complexity of the institution and the market benchmark of comparable credit institutions, section 4.1;
 - the framework of fixed remuneration of members of the Supervisory Board related to education/training costs has been further clarified as part of the regulatory obligation to provide induction and continuous training in accordance with the requirements of the CIA, the CNB Decision, the Labour Act and related Bank acts. The amendments clearly specify the areas of mandatory training and distinguish between training that is treated as a cost of the Bank and training that is treated as remuneration of members of the Supervisory Board and must therefore be specifically approved by the General Assembly, section 4.1;
 - the framework for reimbursement of expenses incurred in fulfilling responsibilities arising from membership of the Supervisory Board and its related committees has been further specified, in accordance with the rights of members of the Supervisory Board under the Bank's Articles of Association. The amendments also clarify the application of the expense reimbursement framework under the Bank's internal acts, including equal standards for documenting, justifying and approving expenses, in order to ensure transparency and appropriate cost control, section 4.1;
 - the regulatory framework that may give rise to restrictions on determining, awarding and paying potential variable remuneration to members of the Management Board, in the form of bonuses and other forms of variable reward, has been more clearly specified, section 4.2.
- Section 4.2.1 of the Remuneration Policy for the Management Board and Supervisory Board, concerning performance measurement for members of the Management Board in the context of

achieving strategic objectives, requires the replacement of the Bank's objectives previously defined for the period until 2026 with objectives defined for the period until 2030. This replacement is made in accordance with the strategic guidelines, the letter of expectations of the Ministry of Finance of the Republic of Croatia and the adopted amendments to the Performance Management Rulebook, which define the mandatory share of strategic initiatives and objectives at the level of organisational units falling within the competence of members of the Management Board. Accordingly, the new version of the Remuneration Policy defines the Bank's objectives until 2030, structured into groups of financial and non-financial objectives, including objectives related to sustainability factors and taking into account the special regulations applicable to credit institutions, as follows:

- **Group of objectives – Risk Appetite Framework (weight 20%):** risk management,
- **Group of objectives – Financial objectives (weight 30%):** 1. Profitability; 2. Balance sheet quality; 3. Capital structure,
- **Group of objectives – Non-financial objectives (weight 40%):** 1. Operational indicators and 2. Infrastructure and security (weight 10%); 3. Customer satisfaction (weight 30%),
- **Group of objectives – Sustainability (weight 10%):** Sustainability indicators.

Strategic objectives of the Bank directly assigned to organisational units falling within the competence of the President/member of the Management Board:

- **Group of objectives – Strategic – organisation unit level (weight 25%)¹:** 1. Sustainable growth and customer focus; 2. Digital and operational excellence.

Operational performance indicators included in the groups of non-financial objectives, sustainability objectives and strategic objectives directly assigned to organisational units falling within the competence of the President/member of the Management Board shall consist of a combination of qualitative or quantitative performance indicators.

- In the part of the provisions of the Remuneration Policy for the Management Board and Supervisory Board relating to the contribution of the remuneration structure to the business strategy and long-term development, sections 5 and 5.1:
 - the scope of the Bank's business activities through which its positive contribution to clients, employees, shareholders and the community is reflected has been supplemented to include the encouragement of, and investment in, sustainable initiatives, products and projects in terms of environmental, social and governance sustainability, section 5;
 - the regulatory framework which, alongside market conditions and benchmark analysis for comparable institutions, may affect the fixed remuneration of members of the Management Board has been updated, section 5.1;
 - the provisions relating to the remuneration of members of the Supervisory Board have been expanded to clarify that the appropriateness of the total amount of fixed remuneration of members of the Supervisory Board is a matter to be decided by the General Assembly, guided by the principles set out in the Policy and the relevant regulations, section 5.1.
- In the part of the provisions of the Remuneration Policy for the Management Board and Supervisory Board, section 8.1, relating to the possibility for the Supervisory Board to deviate from the existing Remuneration Policy without amending it, as permitted by Article 247a, paragraph 2 of the Companies Act, the possibility of deviation from the Remuneration Policy has been further specified, particularly in the event of the adoption of additional or amended regulatory or related requirements/objectives arising from ZPOVRH or other relevant regulations/decisions based thereon. This amendment ensures that the requirements of the expected regulation of the Government of the Republic of Croatia on the remuneration policy, the adoption of which is envisaged by Article 44 of ZPOVRH, may be applied directly. Such requirements are to be taken into account in the implementation of remuneration policies and practices for members of the Management Board and Supervisory Board.
- The new version of the Remuneration Policy also introduces the following minor amendments and additions compared with the previous version of the Policy:
 - a provision on the gender-neutral use of the terms President/member of the Management Board and Chairperson/member of the Supervisory Board has been included, section 1;
 - the Bank's business strategy and long-term interests have been linked to the achievement of objectives that are structured, in terminological terms, into groups of financial and non-financial objectives, including objectives related to sustainability factors, sections 1 and 4.2.1;
 - redundant provisions relating to the use of key risk indicators, namely the LCR and the regulatory capital adequacy ratio, which were used in the previous methodology as separate risk indicators but now form part of the overall Risk Appetite Framework, have been deleted, section 5.2;

¹ It refers to the share of strategic objectives in the structure of organizational units' objectives.

- *the final provisions further specify that, upon the entry into force of the new version of the Remuneration Policy for the Management Board and Supervisory Board, the previous version of the Policy shall cease to have effect.*

The Supervisory Board believes that this Remuneration Policy effectively captures the complexity and dedication inherent in the roles of the Management Board and the Supervisory Board members. Furthermore, it strategically supports the Bank's business objectives and fosters its long-term sustainable development.

CONDITIONS FOR PARTICIPATION IN THE GENERAL ASSEMBLY AND EXERCISE OF VOTING RIGHTS

The share capital of the Bank amounts to EUR 161,970,000.00 and is divided into 2,024,625 ordinary registered shares, each of the nominal value of EUR 80.00 deposited in the depository at the Central Depository & Clearing Company Inc., coded HPB-R-A (trading ticker: HPB), and the total number of voting rights on the date of publication of this Invitation is 2,024,590 shares, given that one share gives the right to one vote and that the rights from treasury shares are dormant. On the day of convening this General Assembly, Bank holds 35 own (treasury) shares.

Registrations for participation in the General Assembly can be submitted directly to the Bank or may be sent to the Bank by registered mail, so that the Registrations for participation must be received by the Bank 6 (six) days prior to the General Assembly being held.

Registrations for participation in the General Assembly can be submitted:

- by registered mail to the address of the Bank's headquarters: **Hrvatska poštanska banka, dioničko društvo, Ured Uprave, Jurišićeva ulica 4, 10000 Zagreb, with designation: „Pisarnica – za GS“**
- by direct/personal handover, in the Bank's business premises at the address **Zagreb, Varšavska ulica 9, with designation: „Pisarnica – za GS“**

The given deadline of 6 days does not include the day when the registration for participation is received by the Bank, or the day of the General Assembly session, **i.e. the right to participate and vote in the General Assembly shall be granted to those shareholders whose registrations for participation is received at the above stated addresses on July 17, 2026 at the latest, and who are registered as shareholders of Bank in the depository at the Central Depository & Clearing Company Inc., on that same day.**

Shareholders shall vote on the agenda and agenda items either in person or through proxies.

Shareholders shall also be entitled to exercise the right to vote through a proxy on the basis of a written power of attorney issued by the Shareholder, i.e., issued on behalf of the Shareholder who is a legal entity by a person authorized by law to represent it. It is not necessary to verify such power of attorney by notary public.

Legal entities shall be required to submit registration for participation in the General Assembly, and any power of attorney authorizing another person to represent them at the General Assembly no later than day of the General Assembly. They shall also be invited to submit a simple copy of the Certificate of Incorporation or other relevant public document from another competent register from which it is evident that the registration form or the power of attorney was signed by a person who is legally authorized to represent that legal entity on the day of the signing. Notary Public shall verify such power of attorney.

The registration forms for participation in the General Assembly and the power of attorney, as well as all attachments shall be in Croatian language or if they are in a foreign language, they should be translated into the Croatian language by an authorized court interpreter.

The original power of attorney may be submitted together with the registration for participation, and it shall be submitted no later than the day of the General Assembly, during the compilation of the Attendance List of all participants. In addition to the original, the power of attorney can be previously submitted (in the .pdf format) to the email address: ured.upraveGS@hpb.hr.

Materials for the General Assembly of the Bank, serving as guidelines for passing decisions, and General Assembly registration form and power of attorney form shall be made available to the Shareholders on the website of the Bank www.hpb.hr as well at the Bank's business premises at the address **Zagreb, Varšavska ulica 9**, following the publication of the Notice of the convocation of the General Assembly, on business days from 9:00 to 12:00 noon.

With reference to the entitlement of the Shareholders who together hold no less than one twentieth (5%) of the Bank's share capital to request that an item be included on the agenda of the General Assembly, the Shareholders are referred to Article 278, paragraph 2 of the Companies Act. With respect of the entitlement of the to submit their counter - proposals to the decisions proposed by the Management Board

and / or Supervisory Board, the Shareholders are referred to Article 282, paragraph 1 of the Companies Act. With regard of the entitlement of the Shareholders to be advised of the company's business, Shareholders are referred to Article 287 paragraph 1 of the Companies Act.

The Shareholders are invited to attend the General Assembly and are advised to arrive 30 minutes before the commencement time of the Assembly, to be entered onto the Attendance List.

Information on personal data protection is available via a link to the document [Information on personal data processing for the purpose of convening and conducting the General Assembly of HPB p.l.c.](#)

HRVATSKA POŠTANSKA BANKA, p.l.c.

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