



**HRVATSKA POŠTANSKA BANKA d.d.**

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

Zagreb, November 12, 2024

Ref. No: F00-82/24-SS

**Zagreb Stock Exchange Inc.**

**Croatian Financial Services Supervisory Agency (HANFA)**

**Croatian News Agency OTS HINA**

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

- **Notice of the convocation of the General Assembly - Invitation to the Shareholders**
- *Category: General Assembly – agenda, proposals, 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, made the Decision on November 8, 2024, to convene the General Assembly of the Bank, **to be held on December 19, 2024, in the Bank's business premises at the address Zagreb, Varšavska ulica 9, Conference Hall on the 1<sup>st</sup> floor, at 12:00 noon.**

Pursuant to the provisions of the Capital Market Act and Zagreb Stock Exchange Rules, the Management Board hereby submits the Invitation to the Shareholders of the Bank in the legally defined form for publication, containing Proposals of the Resolutions.

We hereby declare that the full, legally defined form of the Invitation to the Shareholders, including the documents for the General Assembly, will also be published on the Bank's website [www.hpb.hr](http://www.hpb.hr), pursuant to the applicable regulations.

The Invitation to the Shareholders is attached to the Notice.

**Hrvatska poštanska banka, p.l.c.**

The Management Board of Hrvatska poštanska banka p.l.c. (hereinafter: the Bank), Zagreb, Jurišićeva ulica 4, by virtue of the authority vested in it under Article 277 of the Companies Act (OG No. 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 Article 24 of the Articles of Association of the Bank, adopted on November 8, 2024 the Resolution on the convocation of the General Assembly of the Bank, and hereby invites the Shareholders of the Bank to attend the

### **LIII (the fifty-third) GENERAL ASSEMBLY**

of Hrvatska poštanska banka p.l.c., Zagreb, to be held **on December 19, 2024, in the Bank's business premises at the address Zagreb, Varšavska ulica 9, Conference Hall on the 1<sup>st</sup> floor, at 12:00 noon.**

#### **LIII General Assembly Agenda:**

1. Opening of the General Assembly and establishment of a quorum of the present Shareholders or their proxies
2. Resolution on dividend payment from retained earnings for the business year 2023
3. Resolution on the appointment of a service provider to review the Sustainability report of Hrvatska poštanska banka, p.l.c. and of the HPB Group for the year 2024

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

### **PROPOSED RESOLUTIONS AND EXPLANATORY NOTES**

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Under Agenda **Item 2** the Management Board and the Supervisory Board propose that the General Assembly passes the following resolution:

#### **RESOLUTION**

on dividend payment from retained earnings for the business year 2023

#### **I**

The distribution of dividends to shareholders of the Bank is hereby approved, namely to holders of the ordinary shares designation HPB (formerly: HPB-R) at the expense of a portion of the retained earnings for the year 2023 totaling **EUR 48,388,537.50** (in letters: forty-eight million three hundred eighty-eight thousands five hundred thirty-seven euros and fifty cents), i.e. **EUR 23,90** (in letters: twenty-three euros and ninety cents) **gross per share**. The distribution of the dividends will be carried out as follows:

- 1) **EUR 24,194,268.75** (in letters: twenty-four million one hundred ninety-four thousand two hundred sixty-eight euros and seventy-five cents), i.e. **EUR 11,95** (in letters: eleven euros and ninety-five cents) **gross per share** will become payable on January 7, 2025 (**Payment Date**);
- 2) **EUR 24,194,268.75** (in letters: twenty-four million one hundred ninety-four thousand two hundred sixty-eight euros and seventy-five cents), i.e. **EUR 11,95** (in letters: eleven euros and ninety-five cents) **gross per share** will become payable on June 26, 2025 (**Payment Date**), when all the conditions referred to in Article 312.a of the Credit Institutions Act are met, since this part of the dividend represents a reduction in the Bank's CET1 capital.

#### **II**

The right to receive the dividend (receivable) referred to under I. of this Resolution belongs to all the shareholders of the Bank, the holders of the shares recorded in their accounts of intangible securities in the computer system of the Central Depository & Clearing Company Inc. as of December 24, 2024 (**Record Date**).

Trading day with the Bank's shares on the regulated market, without the right to receive the dividend referred to in point I. of this Resolution is December 23, 2024 (**ex date**).

#### **III**

This Resolution becomes effective on the day it is adopted.

#### **Explanatory Note to the Proposed Resolution**

*On October 31, 2024, the Government of the Republic of Croatia adopted the Decision on the amount, method and terms of payment of state-owned companies' funds into the State Budget of the Republic of Croatia for the year 2024, identification No.: 022-03/24-04/394, registration No.: 50301-05/31-24-3 (hereinafter: Decision of the Government of the Republic of Croatia) which also applies to Hrvatska poštanska banka, p.l.c., as the Republic of Croatia holds the majority of the Bank's shares.*

*In accordance with the Decision of the Government of the Republic of Croatia, it is proposed to distribute a dividend from part of the retained earnings for the year 2023 to holders of ordinary shares of the Bank with the designation HPB, in the amount of **EUR 23,90** per share.*

*The proposed portion of the dividends totalling **EUR 24,194,268.75** represents a reduction in the Bank's CET1 capital and is thus subject to the fulfilment of the conditions regarding depositor protection referred to in Article 312.a of the Credit Institutions Act.*

*The dividend distribution will be carried out through the Central Depository & Clearing Company Inc.*

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Under Agenda **Item 3** the Supervisory Board propose that the General Assembly passes the following resolution:

**RESOLUTION**  
**on the appointment of a service provider to review the**  
**Sustainability report of Hrvatska poštanska banka, p.l.c.**  
**and of the HPB Group for the year 2024**

**I**

The auditing company BDO Croatia d.o.o., Zagreb, Radnička cesta 180, is hereby appointed as the service provider for reviewing the Sustainability report of Hrvatska poštanska banka, p.l.c. and of the HPB Group for the year 2024.

**II**

The recommendation of the Audit Committee on the engagement of the service provider for the review of the Sustainability report of Hrvatska poštanska banka, p.l.c. and of the HPB Group for the year 2024, attached here to as Annex 1 to this Resolution, constitutes an integral part of this Resolution.

**III**

This Resolution becomes effective on the day it is adopted.

**[Annex 1 Recommendation of the Audit Committee](#)**

*(available at the link)*

**Explanatory Note to the Proposed Resolution**

*In accordance with the applicable regulations, the Bank is obliged to appoint a service provider for reviewing the Sustainability report of Hrvatska poštanska banka, p.l.c. and of the HPB Group.*

*The resolution on the appointment of the service provider for reviewing the Sustainability report of Hrvatska poštanska banka, p.l.c. and of the HPB Group is within the competence of the Bank's General Assembly.*

*Based on the proposed Resolution, after the completion of the selection procedure, pursuant to Art. 16 and 17 of Regulation (EU) No. 537/2014, the appointment of the audit company BDO Croatia d.o.o. (hereinafter: BDO), Radnička cesta 180, Zagreb, as the service provider for verifying the Sustainability report of Hrvatska poštanska banka, p.l.c. and of the HPB Group for the year 2024, is proposed. BDO has all the necessary expertise for providing this service in a high-quality manner.*

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**ATTENDANCE AND VOTING RIGHTS CONDITIONS**  
**FOR THE GENERAL ASSEMBLY**

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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 (formerly: HPB-R-A).

Each ordinary registered share shall entitle its holder the right to one vote at the General Assembly.

Registrations for participation in the General Assembly is to 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 December 12, 2024 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 or their proxies 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 shall be translated into the Croatian language by a certified 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 by e-mail (in the .pdf format) to the email address: [ured.upraveGS@hpb.hr](mailto: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](http://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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