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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 – 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 28 March 2025 the Resolution to convene the General Assembly of the Bank, to be held on 9 May 2025, 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 28 March 2025 the Resolution on the Convocation of the General Assembly of the Bank, and hereby invites the Shareholders of the Bank to attend the

LIV (Fifty-Fourth) GENERAL ASSEMBLY

of Hrvatska poštanska banka p.l.c., Zagreb, to be held on 9 May 2025 at 12:00 noon at the Bank's business premises in Zagreb, Varšavska ulica 9, conference hall, 1st floor.

LIV General Assembly

Agenda:

1. Opening of the General Assembly and establishment of a quorum of the present Shareholders or their proxies
2. Information for the General Assembly:
 - Update on the acquisition and disposal of the Bank's treasury shares
3. Annual Report of Hrvatska poštanska banka p.l.c. and HPB Group for the financial year ended 31 December 2024, 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 2024
4. Report of the Supervisory Board on the supervision exercised over the conduct of business affairs in the Bank in 2024
5. Resolution on the allocation of profit realised in 2024
6. Resolution on granting discharge to the Members of the Management Board
7. Resolution on granting discharge to the Members of the Supervisory Board
8. Resolution on the approval of the Remuneration Report for the Members of the Management Board and the Supervisory Board for 2024
9. Resolution on the determination of remuneration for the Members of the Supervisory Board
10. 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
11. Resolution on the appointment of the auditor of Hrvatska poštanska banka p.l.c. and HPB Group for the financial years 2025, 2026, and 2027
12. Resolution on the suitability of the Members of the Supervisory Board of the Bank based on the regular annual suitability assessment
13. Adoption of the Diversity Policy for the Management Board and the Supervisory Board of Hrvatska poštanska banka p.l.c.

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

Update for the General Assembly

- **Acquisition and disposal of the Bank's treasury shares**

Pursuant to the Resolution of the General Assembly of the Bank dated 30 August 2023, granting authority to the Management Board to acquire and dispose of the Bank's own shares, the General Assembly is hereby informed that the Bank initiated a Share Buyback Programme with effect from 8 November 2023, with the intention to acquire up to a maximum of 300 shares, and with an allocated cash amount of up to EUR 65,000.00, for the purpose of paying variable remuneration in accordance with the Remuneration Policy of the Bank and the HPB Group. The Buyback Programme shall be completed within a maximum period of two (2) years.

At the General Assembly held on 29 August 2024, the Bank informed its shareholders that, in accordance with the above-mentioned Share Buyback Programme, the Bank had, on 13 February 2024, repurchased a total of 49 treasury shares on the regulated market of the Zagreb Stock Exchange Inc.

As the Bank did not hold any treasury shares prior to this acquisition, following the repurchase it held a total of 49 treasury shares without voting rights, representing 0.002420% of the Bank's share capital. The Bank provided consideration in the amount of EUR 9,898.00 for this acquisition.

Subsequently, on 12 December 2024, the Bank disposed of all 49 treasury shares, off the regulated market of the Zagreb Stock Exchange Inc., pursuant to executed Share Transfer Agreements. The transfer of shares from the dematerialised securities account held with the Central Depository and Clearing Company Inc. to the accounts of the acquiring parties was completed on 12 December 2024.

Following the completion of the transfer, the Bank no longer holds any treasury shares in its treasury account.

Agenda **Item 3** - 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 2024, 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 2024
- The Management Report on the position of Hrvatska poštanska banka p.l.c. and its subsidiaries for the 2024 financial year
- The Audit Report of the independent auditor BDO Croatia d.o.o. on the financial statements
- The Sustainability Report of Hrvatska poštanska banka p.l.c. and the HPB Group for the year ended 31 December 2024
- The Limited Assurance Report issued by the independent auditor BDO Croatia d.o.o. on the consolidated Sustainability Report of the HPB Group

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.

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 2024, together with the audited Sustainability Report of Hrvatska poštanska banka p.l.c. and the HPB Group for the year ended 31 December 2024, 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 2024](#)

(Document available via the link)

Agenda Item 4 - Report submitted by the Supervisory Board to the General Assembly

**REPORT
on the supervision exercised over the conduct of the Bank's business in 2024**

I.

In accordance with the provisions of the Bank's Articles of Association and the resolutions of the General Assembly, the Supervisory Board of the Bank had been composed during 2024 as follows: Marijana Miličević, as Chairperson, Mislav Ante Omazić, as Deputy Chairperson and Marijana Vuraić Kudeljčan, as Member.

Throughout 2024, Mislav Ante Omazić continuously fulfilled the independence requirement, thereby ensuring the proper functioning of the Supervisory Board and its committees in accordance with applicable legal provisions.

II.

During the course of 2024, the Supervisory Board convened eight regular sessions, at which it deliberated on and adopted decisions and conclusions concerning matters material to the business operations and strategic affairs of the Bank and the HPB Group.

In addition to these sessions, the Supervisory Board adopted a further 110 resolutions in written form, outside of session, via electronic correspondence, in cases where time-sensitive decision-making was required. The majority of these resolutions pertained to the approval of the Bank's exposures to individual clients or groups of connected entities, in accordance with the applicable regulatory framework, as well as to other matters and internal acts falling within the Supervisory Board's remit and requiring its formal consent.

Members of the Management Board were regularly in attendance at Supervisory Board sessions. Furthermore, upon invitation by the Supervisory Board or as circumstances required, other senior representatives of the Bank's expert departments participated in the deliberations, providing supplementary explanations within the scope of their respective competencies, thereby ensuring comprehensive insight into the issues under discussion. In accordance with statutory requirements or as deemed necessary, function holders responsible for the operation of control functions were also present at sessions.

III.

In order to ensure the efficient performance of its duties, the Supervisory Board operates through the following committees: the Audit Committee, the Risk Committee, the Remuneration Committee, the Nomination Committee, and the ESG Committee. These committees are tasked with conducting in-depth assessments and rendering competent judgments on all matters within their respective remits, pursuant to applicable legal provisions, resolutions on their establishment, rules of procedure, and/or other internal acts of the Bank.

The Management Board ensured access to all necessary information and data required for the effective functioning of the Supervisory Board and its committees, as well as the availability of relevant expert departments, control functions, and, where necessary, external advisors in the areas under review.

The **Audit Committee** had been operating during 2024 in a composition of three members. From 1 January to 27 August 2024, the Audit Committee was chaired by Željko Lovrinčević, with Mislav Ante Omazić serving as Deputy Chair and Ivana Radeljak Novaković as Member. Following changes in the committee roles, from 28 August to 31 December 2024, the composition was as follows: Mislav Ante Omazić, Chair; Željko Lovrinčević, Deputy Chair; and Ivana Radeljak Novaković, Member.

In both compositions, the independence requirement was continuously met by two members — Mr. Omazić and Mr. Lovrinčević — thereby ensuring the functioning of the Audit Committee in accordance with applicable regulations.

In 2024, the Audit Committee held eleven (11) regular sessions. In addition, the Committee adopted a further nine (9) resolutions outside of session via electronic correspondence, in cases where prompt decision-making was required within its scope of competence.

The **Risk Committee** had been operating during 2024 with a three-member composition, appointed by the Supervisory Board. The Committee was chaired by Marijana Vuraić Kudeljan, with Marijana Miličević and Mislav Ante Omazić serving as Members. The Risk Committee held seven (7) regular sessions in 2024, and passed an additional seven (7) resolutions outside of session via electronic correspondence.

The **Remuneration Committee** had likewise been operating during 2024 with three members appointed by the Supervisory Board. The Committee was chaired by Marijana Miličević, with Marijana Vuraić Kudeljan and Mislav Ante Omazić serving as Members. The Remuneration Committee held five (5) regular sessions, and adopted twenty-four (24) additional resolutions via electronic correspondence outside of session.

The **Nomination Committee** had been operating during 2024 in a three-member composition, appointed by the Supervisory Board. It was chaired by Marijana Miličević, with Marijana Vuraić Kudeljan and Mislav Ante Omazić serving as Members. The Nomination Committee held two (2) regular sessions during the reporting year.

The **ESG Committee** (Environmental, Social and Governance) had also been operating 2024 in a three-member composition, appointed by the Supervisory Board. It was chaired by Mislav Ante Omazić, with Marijana Miličević and Marijana Vuraić Kudeljan serving as Members. The ESG Committee held five (5) regular sessions, and adopted one (1) resolution outside of session via electronic correspondence.

IV.

Throughout 2024, the Supervisory Board and its committees held their sessions regularly, with full participation of all members, who maintained continuous cooperation, demonstrated a balanced composition, and possessed the expertise required for discharging duties in accordance with the standards applicable to credit institutions.

Based on regular reporting regarding the decisions, conclusions, recommendations, and positions adopted by its committees, the Supervisory Board assesses that all committees effectively discharged their duties in accordance with applicable regulations, thereby contributing to the overall efficiency of the Supervisory Board's work. Each member contributed meaningfully to the functioning of the Supervisory Board and its committees through their individual role, responsibility, and subject-matter expertise, which is also substantiated by the results of the annual suitability assessment conducted in accordance with the applicable regulations for credit institutions, by the Suitability Assessment Committee established within the Bank. On the basis of this assessment, it was determined that, in 2024, the composition of the Supervisory Board — both individually and collectively — reflected a balanced combination of skills, experience,

competence, age and gender. The members of the Supervisory Board were found to possess high ethical standards, a diverse range of knowledge, capabilities, and both professional and practical experience essential for the proper performance of their duties. The composition also satisfied the specific requirement that at least one member of the Supervisory Board be qualified in the field of accounting and/or auditing of financial statements. The General Assembly, by its resolution, confirmed the suitability of the current members of the Supervisory Board individually and collectively for the performance of their function.

With respect to the *Diversity Policy for members of the Management Board and the Supervisory Board*, adopted by the General Assembly, the composition of the Supervisory Board during the reporting period also fulfilled the gender diversity target, whereby female representation amounted to 66.7%, thus exceeding the minimum target of 30% representation of the underrepresented gender.

In this manner, the required balance in the composition of the Supervisory Board has been achieved, along with the standards necessary to ensure diversity and representation of both genders in the Bank's supervisory function.

Considering the outcome of the suitability assessment, as well as the participation and contribution of its members in the sessions of the Supervisory Board and its committees, the Supervisory Board concludes that all its members, both individually and collectively, contributed significantly to the work of the Supervisory Board, through their engagement, competencies and experience, thereby enabling the full and proper discharge of the Supervisory Board's duties.

During the past financial year, no conflict of interest was identified with respect to any member of the Management Board or the Supervisory Board.

V.

The Management Board and the Supervisory Board operated in 2024 in full compliance with the applicable legal framework governing their respective competences and roles, as well as in accordance with the provisions of the Bank's Articles of Association.

The Supervisory Board oversaw the conduct of the Bank's affairs, guided business policy, and actively contributed to its implementation in accordance with the law and the Articles of Association, based on reports submitted by the Management Board on matters material to the Bank's operations and financial position.

The Management Board regularly submitted to the Supervisory Board diligently prepared, accurate, and timely reports on business policy and other strategic matters relevant to the conduct of business, corporate strategy, financial planning, risk management policies and internal acts, operational profitability, business developments, revenues and expenditures, the overall condition of the Bank, and other material issues and business events. In doing so, each Member of the Management Board, within their respective area of competence, provided additional clarifications and explanations, thereby enabling the Supervisory Board to take informed positions and adopt the required resolutions.

With a view to ensuring the effectiveness of the Bank's internal control system, which is structured around three mutually independent control functions — the Internal Audit Function, the Risk Control Function, and the Compliance Function — the Supervisory Board exercised oversight over the adequacy and effectiveness of the internal control framework, supervising both the appropriateness of procedures and the operational effectiveness of the control functions.

Within its competence, the Supervisory Board granted its consent to the annual work plans of the control functions, reviewed the semi-annual reports submitted by these functions, and examined the assessments of the Management Board concerning the adequacy and effectiveness of the control functions in relation to the Bank's risk profile, business strategy, and risk management framework.

With respect to the Compliance Function, the Supervisory Board, pursuant to the Act on the Management of State Assets (Official Gazette Nos. 52/18 and 155/23), the *Act on the Organisation and Scope of Government Administration Bodies* (Official Gazette Nos. 85/20, 21/23, and 57/24), and in line with the obligation under Item 11 of the *Guidelines of the Ministry of Finance on the Compliance Function in Legal Entities Majority-Owned by the Republic of Croatia*, hereby submits, for the information of the General Assembly, the Report of the Supervisory Board on the activities of the Compliance Function, using the prescribed reporting template, attached as **Annex 1** to this Report.

The Management Board and the Supervisory Board cooperated constructively and maintained regular exchange of all relevant information necessary for the fulfilment of their respective mandates, thereby contributing to the effective exercise of the supervisory function. The Supervisory Board had, at all times, the ability to request and obtain from the Management Board any information related to the Bank's operations that could materially affect its position — particularly information pertaining to the Bank's risk profile, for which the Management Board ensured appropriate access. Throughout the financial year 2024, this cooperation was characterised by transparency and mutual openness, and was manifested in constructive dialogue between the Management Board and the Supervisory Board. In this regard, the Supervisory Board assesses its cooperation with the Management Board as successful and effective.

In light of the mentioned before and considering the financial results achieved, the Supervisory Board concludes that, in 2024, the Management Board effectively and successfully conducted the Bank's operations, in the best interest of all shareholders, and in accordance with its powers as defined by

applicable regulations and the Bank's Articles of Association. Furthermore, the Management Board established clear internal lines of accountability relating to risk assumption and risk management, including the segregation of competences and responsibilities between the Supervisory Board, the Management Board, appointed committees, and senior management.

VI.

In accordance with its duties, the Supervisory Board conducted oversight and examined the books of account and documentation of the Bank, establishing that Hrvatska poštanska banka p.l.c. operates in full compliance with the applicable laws, subordinate legislation, the Bank's Articles of Association, other internal acts, and the resolutions of the General Assembly.

The Supervisory Board reviewed the auditor's report prepared by BDO Croatia d.o.o., Zagreb, which audited the Bank's annual financial statements for the financial year ended 31 December 2024 and expressed no objections thereto. The Supervisory Board hereby accepts the auditor's report as submitted.

Following its review of the Annual Financial Statements and the Consolidated Annual Financial Statements of the Bank for the year ended 31 December 2024, as submitted by the Management Board, the Supervisory Board determined that the audited annual financial statements of Hrvatska poštanska banka p.l.c. and the audited consolidated annual financial statements of the HPB Group were prepared in accordance with the Bank's accounting records and reflect a true and fair view of the Bank's financial position and business performance. The Supervisory Board has granted its consent to these financial statements, whereby, pursuant to Article 300.d of the Companies Act, they shall be deemed adopted by both the Management Board and the Supervisory Board.

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 2024, together with the Sustainability Report of Hrvatska poštanska banka p.l.c. and the HPB Group for the same period, for which the independent auditor, BDO Croatia Ltd., Zagreb, issued a Limited Assurance Report on the Consolidated Sustainability Report of the HPB Group. The Supervisory Board has no objections to these reports and hereby formally accepts them.

VII.

The Supervisory Board received the proposal of the Management Board concerning the allocation of profit generated in the financial year 2024. According to the proposal, the Bank recorded a net profit in the amount of EUR 73,631,644.58 for the year ended 31 December 2024, and it is proposed that the aforementioned net profit be allocated as follows:

- EUR 370,825.20 to Other Reserves,
- EUR 73,260,819.38 to Retained Earnings of the Bank.

The Supervisory Board concurs with the proposal of the Management Board regarding the allocation of profit for 2024 and proposes that the General Assembly adopt a resolution in accordance with the above.

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 5** - The Management Board and the Supervisory Board hereby propose that the General Assembly adopt the following:

RESOLUTION on the allocation of profit realised in the financial year 2024

I.

It is hereby established that Hrvatska poštanska banka p.l.c. generated a net profit in the amount of EUR 73,631,644.58 in the financial year ending 31 December 2024.

II.

Pursuant to Article 220(3) of the Companies Act and Article 33 of the Articles of Association of the Bank, the amount of EUR 370,825.20 shall be allocated to Other Reserves, whereby the level of such reserves shall have reached the statutory maximum.

III.

The remaining amount of profit, in the total of EUR 73,260,819.38, after the above allocation to Other Reserves, shall be allocated to Retained Earnings.

IV.

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

Explanatory Note:

The proposed allocation of net profit is in accordance with Articles 220(3) and 300.b of the Companies Act, as well as the Articles of Association of Hrvatska poštanska banka p.l.c.

In line with its strategic guidelines, the Bank shall continue to allocate a portion of the period's net profit to retained earnings, thereby supporting the Bank's sustainable operations, profitability, and growth in line with its strategic objectives and capacity. Given the fact that, as of 1 January 2024, the Bank is subject to a binding MREL requirement, the Bank will, in forthcoming periods, further strengthen its regulatory capital base.

On this basis, the Management Bord, with the consent of the Supervisory Bord, proposes that the total net profit realised in 2024 in the amount of EUR 73,631,644.58 be allocated as follows:

- 1) EUR 370,825.20 to Other Reserves, as prescribed by law. Following this allocation, the Bank's Other Reserves will reach the maximum statutory threshold of one half of the share capital, pursuant to Article 220(3) of the Companies Act, and the Bank will no longer be required to allocate profit to Other Reserves in future periods, provided that the current level of share capital remains unchanged.*
- 2) The remaining net profit in the amount of EUR 73,260,819.38 shall be allocated to Retained Earnings, whereby it is noted that:*
 - An amount of EUR 44,197,563.75 will not be included in the calculation of Common Equity Tier 1 capital, in accordance with Article 61 of the Act on the Execution of the State Budget of the Republic of Croatia for 2025, and may, subject to a specific decision of the Government of the Republic of Croatia and a resolution of the General Assembly, be made available for dividend distribution without the limitations set forth in Article 312.a of the Credit Institutions Act*
 - The remaining portion of Retained Earnings, in the amount of EUR 29,063,255.63, shall be included in the calculation of Common Equity Tier 1 capital, but, in the event of a decision on the distribution of that amount or any part thereof as dividends, such distribution would be subject to the restrictions under Article 312.a of the Credit Institutions Act.*

Agenda **Item 6** - The Management Board and the Supervisory Board propose that the General Assembly adopt 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 2024 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 2024 financial year.

Agenda **Item 7** - The Supervisory Board proposes that the General Assembly adopt the following:

**RESOLUTION
on granting discharge to the Members of the Supervisory Board**

I.

It is hereby established that the Members of the Supervisory Board duly performed their functions during the 2024 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:

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 2024 financial year.

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

RESOLUTION
on the approval of the Remuneration Report for the Members of the Management Board and the Supervisory Board for 2024

I.

The Remuneration Report for the Members of the Management Board and the Supervisory Board for the financial year 2024, 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: [Remuneration Report for the Members of the Management Board and the Supervisory Board for the financial year 2024, 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 2024 financial year and have submitted it to the auditor for review in accordance with the Companies Act.

The audit firm BDO Croatia d.o.o., Zagreb, Radnička cesta 180, 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 2024, 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 9** - The Management Board and the Supervisory Board propose that the General Assembly adopt 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 2025 financial year is hereby set at EUR 265.45 net.

II.

This Resolution shall also apply for the period commencing 1 January 2026 until the adoption of a new resolution on the remuneration of the Members of the Supervisory Board of the Bank for the 2026 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 2025 financial year remains unchanged from previous years.

Agenda **Item 10** - The Supervisory Board proposes that the General Assembly adopt 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 2025 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 2026 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 2026 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 2025 financial year remain unchanged from those of previous years.

Agenda **Item 11** - The Supervisory Board proposes that the General Assembly adopt the following:

RESOLUTION
on the appointment of the auditor of Hrvatska poštanska banka p.l.c. and the HPB Group for the financial years 2025, 2026, and 2027

I.

The audit firm PricewaterhouseCoopers d.o.o. for auditing and consulting, Zagreb, Ulica Vjekoslava Heinzela 70 ("PwC"), is hereby appointed as the auditor of *Hrvatska poštanska banka p.l.c.* and the HPB Group for the financial years 2025, 2026, and 2027, for the purposes of providing statutory audit services for the annual financial statements of Hrvatska poštanska banka p.l.c. and the consolidated financial statements of the HPB Group, as well as for the assurance services related to the Sustainability Reports of Hrvatska poštanska banka p.l.c. and the HPB Group.

II.

The Recommendation of the Audit Committee on the appointment of the audit firm PwC for the services referred to in Point I of this Resolution is enclosed herewith and forms an integral part of this Resolution.

III.

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

Annex 3: [Recommendation of the Audit Committee](#)
(Document available via the link)

Explanatory Note:

The proposed Resolution appoints the reputable audit firm PricewaterhouseCoopers d.o.o. for auditing and consulting, Zagreb, Ulica Vjekoslava Heinzela 70, as the auditor of the Bank for the financial years 2025, 2026, and 2027. The firm possesses all the necessary resources to perform high-quality statutory audits of

the Bank's financial statements and to deliver assurance services for the Sustainability Reports of Hrvatska poštanska banka p.l.c. and the HPB Group.

The Audit Committee's Recommendation referred to in Point II of this proposed Resolution is enclosed as Annex 3 to the Invitation to this General Assembly.

Agenda **Item 12** - The Management Board, with the consent of the Nomination Committee, proposes that the General Assembly adopt the following:

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

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

- Marijana Miličević, Chairperson of the Supervisory Board
- Mislav Ante Omazić, Deputy Chairperson of the Supervisory Board
- Marijana Vuraić Kudeljan, Member of the Supervisory Board

are suitable for the performance of the function of a 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 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 and the Decision of the Croatian National Bank on the assessment of the suitability of the chairperson of the management board, a member of the management board, a member of the supervisory board, and a key function holder in a credit institution (Official Gazette Nos. 20/21 and 104/22), a credit institution is required to carry out, at least once per year, a reassessment of the suitability of its Supervisory Board members 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 all members 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 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 13** - The Supervisory Board, upon the recommendation of the Nomination Committee, proposes that the General Assembly adopt the following policy:

[Diversity Policy for Members of the Management Board and the Supervisory Board](#)

(Document available via the link)

Explanatory Note on the Proposed Policy:

At the proposal of the Supervisory Board, the General Assembly of the Bank adopted, on 30 August 2023, the Diversity Policy for Members of the Management Board and the Supervisory Board.

In view of recent amendments to the applicable legal framework, and for the purpose of ensuring regulatory alignment with the key changes to 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), as well as with the relevant provisions of the new Corporate Governance Code (adopted pursuant to the Rules of the Zagreb Stock Exchange), the Supervisory Board, acting upon the proposal of the Nomination Committee, approved the proposed revised Policy on the Promotion of Diversity within the

Management Board and the Supervisory Board of Hrvatska poštanska banka p.l.c., and submits it for adoption by the General Assembly.

*The Policy on the Promotion of Diversity (hereinafter: the **Policy**) constitutes an internal act of the Bank which sets out the Bank's position and objectives regarding various dimensions of diversity, including education, professional background, gender, age, and geographical origin, and also establishes targets for the balanced representation of women and men within the Bank's governing bodies.*

These diversity dimensions are defined with the objective of broadening the range of professional knowledge, competencies, and experience among candidates for appointment to the Management Board and Supervisory Board, thereby promoting the inclusion of a variety of perspectives and professional backgrounds and supporting a higher level of independent judgement, which members of these bodies must exercise in the discharge of their duties.

The Policy is based primarily on the provisions of the Decision of the Croatian National Bank on the Assessment of the Suitability of the Chairperson of the Management Board, a Member of the Management Board, a Member of the Supervisory Board, and a Key Function Holder in a Credit Institution.

The proposed amendments to the Policy reflect the alignment with new regulatory requirements concerning the balanced representation of women and men in the governing bodies of the Bank, which entered into force on 5 December 2024, pursuant to the Act on Amendments to the Companies Act (Official Gazette No. 136/24). In accordance with the provisions of the said Act, companies whose shares are listed on a regulated market are obliged, in the context of electing a member of the Supervisory Board at the first General Assembly convened after the Act's entry into force, to elect a representative of the underrepresented gender to the Supervisory Board, until the legally prescribed gender balance is achieved.

Furthermore, on 1 January 2025, the new Corporate Governance Code entered into force, as a result of changes to the regulatory environment. The Code introduced updated recommendations on good governance practices, which are also reflected in the revised Policy.

In view of the foregoing, the Bank sets a quantitative objective for gender balance in the Management Board and the Supervisory Board, in accordance with the Code, which prescribes a target of 40% representation of the underrepresented gender, either within the Supervisory Board alone or across both governing bodies combined.

Balanced representation shall be determined based on the total number of elected and appointed members of the Supervisory Board or both the Management Board and the Supervisory Board jointly, and not in relation to the number of positions as prescribed by the Bank's Articles of Association.

The Bank shall review the gender balance target as necessary, and at a minimum once within every two-year period.

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 registered ordinary shares**, each with a nominal value of **EUR 80.00**, held in the Central Depository of the Central Depository and Clearing Company under the designation HPB (formerly: HPB-R-A). Each ordinary share carries one vote at the General Assembly of the Bank.

Shareholders intending to participate in the General Assembly are required to register their attendance in writing.

Such registration may be submitted either in person or by registered mail, provided that it is received by the Bank no later than six (6) days prior to the date of the General Assembly.

Registrations shall be deemed duly submitted if delivered as follows:

- By registered mail, to the Bank's registered office: **Hrvatska poštanska banka p.l.c., Management Office, Jurišićeva ulica 4, 10000 Zagreb, clearly marked „Pisarnica – for the General Assembly“**
- By personal delivery, at the Bank's business premises **Zagreb, Varšavska ulica 9, clearly marked „Pisarnica – for the General Assembly“**

Please note that neither the date on which the registration is received nor the date of the General Assembly itself shall be included in the six-day period. **Accordingly, only those shareholders whose registration is received by the Bank no later than 2 May 2025, and who are recorded as shareholders in the Central Depository on that same date, shall be entitled to attend and vote at the General Assembly.**

Shareholders may exercise their voting rights on the agenda and its individual items either personally or through a duly appointed proxy.

Representation at the General Assembly is permitted on the basis of a valid written power of attorney, issued either directly by the shareholder or, in the case of legal entities, by a person authorised to represent the shareholder in accordance with applicable law. Notarisation of the power of attorney is not required.

In the case of legal persons, the registration form and any accompanying power of attorney authorising another person to act on their behalf must be supplemented by a plain copy of an extract from the court register, or another appropriate public document issued by a relevant register, demonstrating that the individual signing the registration and/or power of attorney is legally authorised to represent the respective entity.

All documentation, including the registration for participation, the power of attorney, and any accompanying enclosures, must be submitted in the Croatian language. Should any of the documents be issued in a foreign language, they must be translated into Croatian by a certified court interpreter.

The original power of attorney may be submitted together with the registration or, at the latest, on the day of the General Assembly, at the time of participant registration. In addition to the original document, a copy of the power of attorney may be submitted in advance in PDF format via email to the following address: ured.upraveGS@hpb.hr).

All relevant materials for the General Assembly of the Bank — including the proposals for resolutions, explanatory notes, registration forms, and power of attorney templates — will be made available to shareholders on the Bank's official website www.hpb.hr as well as at the Bank's business premises, Varšavska ulica 9, Zagreb, beginning on the date of publication of the invitation, on working days between 09:00 and 12:00 hours.

In accordance with the rights afforded to shareholders under the Companies Act, shareholders holding shares representing at least one-twentieth (5%) of the Bank's share capital may request the inclusion of additional items on the agenda of the General Assembly. In this context, shareholders are referred to the following provisions of the Companies Act: Article 278(2) and Article 283, which govern the right to request the inclusion of additional agenda items; Article 282(1), which governs the right to submit counterproposals to resolutions proposed by the Management Board or the Supervisory Board; and Article 287(1), which sets out the right of shareholders to request information concerning the affairs of the company.

To ensure timely registration and orderly preparation of the list of participants, shareholders are kindly requested to arrive at the venue 30 minutes prior to the start of the General Assembly.

Information on the processing and protection of personal data for the purposes of convening and conducting the General Assembly is available via the following link [**Information on the Processing of Personal Data for the Purposes of Convening and Holding the General Assembly of HPB p.l.c.**](#)

HRVATSKA POŠTANSKA BANKA, p.l.c.

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