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Home Member
State of Issuer Republic of Croatia

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Stock Exchange
Identifier HPBRegulated Market/ Segment Zagreb Stock Exchange Inc.
Official Market**Zagreb Stock Exchange Inc****Croatian Financial Services Supervisory Agency (HANFA)****OTS HINA****Subject: HRVATSKA POŠTANSKA BANKA, public limited company**

- **Announcement of a Supplement to the Agenda of the General Assembly of the Bank convened for 9 May 2025**
- *Category: General Assembly – notices of convocation, counterproposals and resolutions*

Pursuant to Articles 277, 278, and 280 of the Companies Act, the Management Board of HRVATSKA POŠTANSKA BANKA, joint-stock company, with its registered office in Zagreb, Jurišićeva Street 4 (hereinafter: the "Bank"), upon the request of the shareholder, the REPUBLIC OF CROATIA, holding 909,035 shares of the Bank, representing 44.8989% of the Bank's share capital, represented by the Ministry of Finance, Zagreb, Katančićeva Street, OIB: 18683136487, which exercises ownership rights in relation to the shares of the Republic of Croatia and which, in such capacity, is registered as the shareholder in the Central Depository and Clearing Company Inc. (hereinafter: "CDCC") as at the date of submission of the proposal, hereby announces the

**SUPPLEMENT TO THE AGENDA
for the LIV. General Assembly of Hrvatska poštanska banka, p.l.c.**

convened for **9 May 2025 at 12:00 noon at the Bank's premises in Zagreb, Varšavska Street 9, conference room, 1st floor**, for which the Call to Shareholders was published on 1 April 2025 on the websites of the Court Register of the Commercial Court in Zagreb, the Bank (www.hpb.hr), the Zagreb Stock Exchange Inc., in the Officially Prescribed Information Register (SRPI) maintained by HANFA, and through HINA,

so that, following the published item 13 of the Agenda, two new items 14 and 15 shall be added, as follows:

- 14.** Resolution on the suitability of candidates for members of the Supervisory Board and the election of members of the Supervisory Board of Hrvatska poštanska banka, p.l.c.
- 15.** Resolution on the appointment of members of the Audit Committee of Hrvatska poštanska banka, p.l.c.

Ad. 14.

Pursuant to the request submitted by the shareholder, the **REPUBLIC OF CROATIA**, holding more than one-twentieth (5%) of the Bank's share capital, and in line with the outcomes of the process for assessing the suitability of candidates for appointment to the Supervisory Board, as well as the collective suitability of the Supervisory Board as a whole, based on the proposal of the Management Board concerning the individual and collective suitability of the Supervisory Board, with the favourable opinion of the Nomination Committee, and following the proposal of the said shareholder regarding the election of Supervisory Board members, it is proposed that the General Assembly, **under item 14 of the agenda**, adopt the following resolution:

RESOLUTION
on the suitability of candidates for members of the Supervisory Board and
the election of members of the Supervisory Board of Hrvatska poštanska banka, p.l.c.

I

It is hereby established that the current members of the Supervisory Board of the Bank – Ms. Marijana Miličević, Mr. Mislav Ante Omazić, and Ms. Marijana Vuraić Kudeljan – shall cease to hold their respective positions on the Supervisory Board as of 13 August 2025, due to the expiration of their terms of office.

II

Pursuant to the suitability assessment process conducted in line with the Companies Act, the Credit Institutions Act, associated secondary legislation, and the internal governance policies of the Bank regarding the fitness and propriety of Supervisory Board members, the individuals listed below are each assessed as suitable to assume the function of member of the Supervisory Board of Hrvatska poštanska banka, p.l.c.:

1. Marijana Vuraić Kudeljan, MSc, residing in Sveti Ivan Zelina, Ulica Vladimira Nazora 36
2. Marija Cvrlje, LL.B., residing in Zagreb, Silvija Strahimira Kranjčevića Street 44
3. Prof. Mislav Ante Omazić, PhD, residing in Zagreb, Ulica Crvenog križa 25
4. Prof. Alen Stojanović, PhD, residing in Zagreb, Hegedušićeva Street 10
5. Assoc. Prof. Dajana Barbić, PhD, residing in Zagreb, Petrova Street 32

Each of the above-named candidates has been evaluated and found to meet the prescribed suitability requirements for appointment to the Supervisory Board of the Bank.

III

Upon conclusion of the collective suitability assessment, it has been determined that the composition of the Supervisory Board, including the candidates referred to in Section II of this Resolution, meets the requirements of collective suitability. The Supervisory Board, as a collective body, possesses the appropriate professional knowledge, skills, and experience required to exercise independent and autonomous supervision over the operations of the credit institution, with a comprehensive understanding of its activities and material risks. Moreover, gender balance has been ensured in the composition of the Management Board and the Supervisory Board, in accordance with Article 272.s, paragraph 2 of the Companies Act.

IV

The following individuals are hereby elected as members of the Supervisory Board of Hrvatska poštanska banka, p.l.c.:

1. Marijana Vuraić Kudeljan, MSc, residing in Sveti Ivan Zelina, Ulica Vladimira Nazora 36, PIN/OIB: 06560123184, Master of Science, Deputy Director at the Central Office of the Tax Administration, Zagreb
2. Marija Cvrlje, LL.B., residing in Zagreb, Silvija Strahimira Kranjčevića Street 44, PIN/OIB: 65360420163, Bachelor of Laws, Assistant Director in the Administrative Support Sector, Central Registry of Insured Persons (REGOS), Zagreb
3. Prof. Mislav Ante Omazić, PhD, residing in Zagreb, Ulica Crvenog križa 25, PIN/OIB: 56705210889, Doctor of Science, Full Professor at the Department of Organization and Management, Faculty of Economics and Business, University of Zagreb – Independent Member
4. Prof. Alen Stojanović, PhD, residing in Zagreb, Hegedušićeva Street 10, PIN/OIB: 29324350346, Doctor of Science, Full Professor at the Department of Finance, Faculty of Economics and Business, University of Zagreb – Independent Member
5. Assoc. Prof. Dajana Barbić, PhD, residing in Zagreb, Petrova Street 32, PIN/OIB: 72964791985, Doctor of Science, Associate Professor at the Department of Finance, Faculty of Economics and Business, University of Zagreb – Independent Member

V

The term of office of the members of the Supervisory Board of the Bank elected under Section IV of this Resolution shall commence on 14 August 2025, subject to the prior approval of the Croatian National Bank. Should such approval be granted after that date, the term of office shall begin on the first day following the date on which the prior approval of the Croatian National Bank is obtained. The term shall last for a period of four (4) years.

VI

In accordance with this Resolution, and pursuant to the Credit Institutions Act and its implementing provisions, the Bank is obliged to submit to the Croatian National Bank a request for prior authorisation for the appointment of the individuals referred to in Section IV as members of the Supervisory Board.

VII

This Resolution shall enter into force on the date of its adoption and shall produce legal effect upon the issuance of the prior approval by the Croatian National Bank for the performance of the function of member of the Supervisory Board of the Bank.

Explanatory Note to the Draft Resolution:

As the current four-year term of office for the members of the Supervisory Board of the Bank expires on 13 August 2025, the shareholder, the REPUBLIC OF CROATIA, represented by the Ministry of Finance, which exercises shareholder rights on behalf of the Republic of Croatia, hereby proposes candidates for election to the Supervisory Board of Hrvatska poštanska banka, joint-stock company, for a new four-year term, in accordance with the Conclusion of the Government of the Republic of Croatia, dated 10 April, 2025.

Having regard to the professional expertise, experience, and contributions made by the current members of the Supervisory Board in the performance of their duties to date, the shareholder has proposed the reappointment of Ms. Marijana Vuraić Kudeljan and Mr. Mislav Ante Omazić (as an independent member) for a new term. In addition, with the aim of increasing the number of Supervisory Board members from three (3) to five (5), the following individuals are proposed: Ms. Marija Cvrnje, Mr. Alen Stojanović, and Ms. Dajana Barbić, all as independent members.

Pursuant to the Credit Institutions Act, the Decision of the Croatian National Bank on the Assessment of the Suitability of the President of the Management Board, Members of the Management Board, Members of the Supervisory Board and Key Function Holders in Credit Institutions, and in accordance with the Policy on the Target Structure and Suitability Assessment of Members of the Supervisory Board adopted by the General Assembly of the Bank, an individual and collective suitability assessment was conducted for the proposed candidates prior to submission of this Resolution to the General Assembly. The assessment was carried out by the Suitability Assessment Committee established within the Bank.

As part of the assessment process, it was determined that the proposed candidates are individually and collectively suitable to perform the duties of members of the Supervisory Board. Furthermore, it was established that the proposed composition of the Supervisory Board, as nominated by the shareholder, the Republic of Croatia, ensures balanced gender representation across the combined membership of the Management Board and Supervisory Board, in accordance with Article 272.s, paragraph 2 of the Companies Act, as confirmed by the decision of the Bank's Management Board. The Bank's Nomination Committee has reviewed the results of the suitability assessments and rendered a favourable opinion, confirming that there are no impediments to the General Assembly adopting the proposed Resolution submitted by the shareholder, the REPUBLIC OF CROATIA.

Taking into consideration the proposal of the Bank's Management Board regarding the suitability of the candidates, and the favourable opinion of the Nomination Committee, the shareholder, the Republic of Croatia, pursuant to Article 278, paragraph 2 of the Companies Act, hereby proposes that the General Assembly elect the abovementioned candidates as members of the Supervisory Board of the Bank.

The General Assembly shall decide on the suitability of the candidates for membership in the Supervisory Board in accordance with the provisions of the Credit Institutions Act and the relevant implementing regulations, and on their election based on the proposal submitted by the shareholder, the Republic of Croatia, in accordance with Article 275, paragraph 1, item 1 of the Companies Act.

The CVs of the nominated candidates have been published on the Bank's official website www.hpb.hr.

Ad. 15.

Pursuant to the request and proposal of the shareholder, the **REPUBLIC OF CROATIA**, which holds more than one-twentieth (5%) of the Bank's share capital, the General Assembly is hereby invited, under item 15 of the agenda, to adopt the following resolution:

RESOLUTION on the Appointment of the Members of the Audit Committee of Hrvatska poštanska banka, p.l.c.

I

Pursuant to Article 65, paragraph 2 of the Audit Act (Official Gazette Nos. 127/17, 27/24, 85/24, and 145/24), the following individuals are hereby appointed as members of the Audit Committee of HRVATSKA POŠTANSKA BANKA, p.l.c.:

1. Ivana Radeljak Novaković, MSc, residing in Zagreb, Grad Zagreb, Horvaćanska cesta 172, PIN/OIB: 83558477784, Master of Science, Head of the Institute for Macroeconomic and Fiscal Analysis and Projections of the Ministry of Finance, Dependent Member
2. Prof. Sanja Sever Mališ, PhD, residing in Krapina, Krapina, Polje Krapinsko 11, PIN/OIB: 36396001567, Doctor of Science, Dean, University of Zagreb Faculty of Economics and Business, Independent Member.

II

The term of office of the members of the Audit Committee appointed under Section I of this Resolution shall commence on the effective date of the term of office of the Supervisory Board members elected at this LIV. General Assembly and shall expire concurrently with the expiry of the term of office of those Supervisory Board members.

III

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

Explanatory Note to the Draft Resolution:

*Pursuant to Article 65, paragraph 2 of the **Audit Act** (Official Gazette Nos. 127/17, 27/24, 85/24, and 145/24), members of the Audit Committee shall be appointed from among the members of the Supervisory Board and/or non-executive members of the management board, and/or other individuals appointed by the General Assembly of shareholders of the audited entity, or, where the audited entity does not have shareholders, by an equivalent governing body.*

In accordance with the foregoing, the shareholder REPUBLIC OF CROATIA, represented by the Ministry of Finance, which exercises shareholder rights in respect of the shares held by the Republic of Croatia, and acting pursuant to the Conclusion of the Government of the Republic of Croatia dated 10 April 2025, hereby proposes the appointment of members to the Audit Committee of HRVATSKA POŠTANSKA BANKA, p.l.c..

HRVATSKA POŠTANSKA BANKA, p.l.c.

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