

Erste & Steiermärkische Bank d.d.

(Incorporated as a stock corporation in the Republic of Croatia under registered number 040001037 and personal identification number 23057039320)

This document constitutes a registration document, as supplemented from time to time (the "**Registration Document**") for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") in relation to Erste & Steiermärkische Bank d.d. (the "**Issuer**" or "**Erste Bank Croatia**") and has been drawn up in accordance with Annex 6 of the Commission Delegated Regulation (EU) 2019/980, as amended.

This Registration Document has been approved by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**") in its capacity as competent authority pursuant to Article 20 of the Prospectus Regulation in conjunction with the Austrian Capital Market Act 2019 (*Kapitalmarktgesetz 2019*) and, within its validity of 12 months after its approval, forms part of any base prospectus of the Issuer consisting of separate documents within the meaning of Article 8(6) of the Prospectus Regulation. The FMA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

Prospective investors should have regard to the risk factors described under the section headed "*1. Risk Factors*" in this Registration Document. This Registration Document does not describe all of the risks regarding the Issuer, but the Issuer believes that all material and specific risks relating to it have been described.

This Registration Document gives information with regard to the Issuer and its subsidiaries and participations taken as a whole (the "**Erste Bank Croatia Group**") which, according to the particular nature of the Issuer, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer.

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DOCUMENTS INCORPORATED BY REFERENCE

This Registration Document should be read and construed in conjunction with the following parts of the following documents which are incorporated by reference into this Registration Document and which have been filed with the FMA:

Document/Heading	Page reference in the relevant financial report
Croatian language version of the Audited Consolidated and Separate Financial Statements of the Issuer for the financial year ended 31 December 2021 – as included in the Annual Report 2021 (<i>Godišnje izvješće 2021</i>) (the " Audited Consolidated and Separate Financial Statements 2021 ") ¹	
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¹ The officially signed Croatian language versions of the Issuer's Audited Consolidated and Separate Financial Statements 2020 and 2021 are solely legally binding and definitive.

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² The English language translations of the Audited Consolidated and Separate Financial Statements of the Issuer for the financial years ended 31 December 2020 and 31 December 2021 are not legally binding and are incorporated into this Registration Document by reference for convenience purposes only.

English language translation of the Unaudited Interim Consolidated Financial Statements of the Issuer for the half year ended 30 June 2022 – Interim Report Half Year 2022 (the "Unaudited Interim Consolidated Financial Statements as of 30 June 2022")

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For the avoidance of doubt, such parts of the annual reports 2020 and 2021 respectively as well as of the interim report half year 2022 which are not explicitly listed in the tables above, are not incorporated by reference into this Registration Document as these parts are either not relevant for the investor or covered elsewhere in this Registration Document.

Any information not listed above but included in the documents incorporated by reference is given for information purposes only.

Such parts of the documents which are explicitly listed above shall be deemed to be incorporated in, and form part of this Registration Document, save that any statement contained in such a document shall be deemed to be modified or superseded for the purpose of this Registration Document to the extent that a statement contained in this Registration Document modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Document.

DOCUMENTS AVAILABLE FOR INSPECTION

For the term of this Registration Document electronic versions of the following documents will be available on the Issuer's website under "www .erstebank.hr" (see also the links set out below in brackets):

- (i) the Audited Consolidated and Separate Financial Statements 2021 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/hr/ebc/www_erstebank_hr/misc/o-nama/financijska-izvjesca/2022/financijska-izvjesca/godisnje-izvjesce-2021-erste-bank-croatia-nesluzbeni-format.pdf?forceDownload=1");
- (ii) the English language translation of the Audited Consolidated and Separate Financial Statements of the Issuer for the financial year ended 31 December 2021 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/hr/ebc/www_erstebank_hr/eng/downloads/about-us/financial-reports/2022/financial-statements/2532022-annual-report-erstesteiermarkische-bank-dd-for-2021-unofficial-format.pdf?forceDownload=1");
- (iii) the Audited Consolidated and Separate Financial Statements 2020 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/hr/ebc/www_erstebank_hr/misc/o-nama/financijska-izvjesca/2021/financijska-izvjesca/2432021-12-40-godisnje-izvjesce-2020-erste-bank-croatia.pdf?forceDownload=1");
- (iv) the English language translation of the Audited Consolidated and Separate Financial Statements of the Issuer for the financial year ended 31 December 2020 incorporated by reference into this Registration Document

("https://cdn0.erstegroup.com/content/dam/hr/ebc/www_erstebank_hr/eng/downloads/about-us/financial-reports/2021/financial-statements/2432021-12-40-annual-report-2020-erste-bank-croatia.pdf?forceDownload=1");

- (v) the Unaudited Interim Consolidated Financial Statements as of 30 June 2022 incorporated by reference into this Registration Document

("https://cdn0.erstegroup.com/content/dam/hr/ebc/www_erstebank_hr/eng/downloads/about-us/financial-reports/2022/financial-statements/182022-management-report-3062022-esb-group.pdf?forceDownload=1");

- (vi) this Registration Document and any supplement to this Registration Document

("https://cdn0.erstegroup.com/content/dam/hr/ebc/www_erstebank_hr/eng/bonds/registration-document-december-2022.pdf");

("www.erstebank.hr/en/about-us/bonds");

- (vii) (a) any securities note relating to the securities issued or to be issued by the Issuer and any supplement thereto; and (b) any summary of the individual issue annexed to the relevant terms for the securities issued or to be issued by the Issuer

("www.erstebank.hr/en/about-us/bonds"); and

- (viii) the Issuer's articles of association

("https://cdn0.erstegroup.com/content/dam/hr/ebc/www_erstebank_hr/eng/downloads/about-us/Articles_of_Association.pdf").

SUPPLEMENT TO THIS REGISTRATION DOCUMENT

The Issuer is obliged by the provisions of the Prospectus Regulation that if there is a significant new factor, material mistake or material inaccuracy relating to the information included in this Registration Document which may affect the assessment of the securities issued or to be issued and which arises or is noted between the time when this Registration Document is approved and the closing of the offer period or the time when trading on a regulated market begins, whichever occurs later, the Issuer shall prepare a supplement to this Registration Document or include a consolidated version of the Registration Document in an annex to the supplement (Article 23(6) of the Prospectus Regulation) for use in connection with any subsequent offering of the securities issued or to be issued and shall supply to the FMA and the stock exchange operating any markets such number of copies of this Registration Document or such consolidated Registration Document as relevant applicable legislation require.

SOURCES OF INFORMATION

Statistical and other data provided in this Registration Document has been extracted from the website of Fitch Ratings Ireland Limited ("**Fitch**"), from the Croatian Central Bank's website, from the Audited Consolidated and Separate Financial Statements 2021 and from the English language translation of the annual report thereon as well as from the Unaudited Interim Consolidated Financial Statements as of 30 June 2022. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

FORWARD-LOOKING STATEMENTS

This Registration Document contains certain forward-looking statements. A forward-looking statement is a statement that does not relate to historical facts and events. They are based on analyses or forecasts of future results and estimates of amounts not yet determinable or foreseeable. These forward-looking statements can be identified by the use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will" and similar terms and phrases, including references and assumptions. This applies, in particular, to statements in this Registration Document containing information on future earning capacity, plans and expectations regarding the Issuer's business and management, its growth and profitability, and general economic and regulatory conditions and other factors that affect it.

Forward-looking statements in this Registration Document are based on current estimates and assumptions that the Issuer makes to the best of its present knowledge. These forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results, including the Issuer's financial condition and results of operations, to differ materially from and be worse than results that have expressly or implicitly been assumed or described in these forward-looking statements. The Issuer's business is also subject to a number of risks and uncertainties that could cause a forward-looking statement, estimate or prediction in this Registration Document to become inaccurate. Accordingly, investors are strongly advised to read the following sections of this Registration Document: "1. Risk Factors" and "2. Erste & Steiermärkische Bank d.d.". These sections include more detailed descriptions of factors that might have an impact on the Issuer's business and the markets in which it operates.

In light of these risks, uncertainties and assumptions, future events described in this Registration Document may not occur.

RESPONSIBILITY STATEMENT

The Issuer, with its registered office at Jadranski trg 3/a, 51000 Rijeka, Republic of Croatia, is responsible for the information given in this Registration Document.

The Issuer hereby declares that, to the best of the knowledge of the Issuer, the information contained in this Registration Document is in accordance with the facts and makes no omission likely to affect its import.

1. RISK FACTORS

Prospective investors should consider carefully the risks set forth below and the other information contained in this Registration Document prior to making any investment decision with respect to any securities issued or to be issued. Prospective investors should note that the risks described below are not the only risks the Issuer faces. The Issuer has described only those risks relating to its business, operations, financial condition or prospects that it considers to be material and specific and of which it is currently aware. There may be additional risks that the Issuer currently considers not to be material and specific or of which it is not currently aware, and any of these risks could have the effects set forth below.

Prospective investors should also read the detailed information set out elsewhere in this Registration Document and should consult with their own professional advisers (including their financial, accounting, legal and tax advisers) and reach their own views prior to making any investment decision.

Each of the Issuer related risks highlighted below could have a material adverse effect on the Issuer's business, operations, financial condition or prospects which, in turn, could have a material adverse effect on the amount of principal and interest (if applicable) which investors will receive in respect of any securities issued or to be issued. In addition, each of the Issuer related risks highlighted below could adversely affect the trading price of the securities issued or to be issued or the rights of investors under the securities issued or to be issued and, as a result, investors could lose some or all of their investment.

The Issuer believes that the following factors may affect its ability to fulfil its obligations under securities issued or to be issued. Most of these factors are contingencies which may or may not occur. Below the Issuer expresses its view on the likelihood of any such contingency occurring as of the date of this Registration Document.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the securities issued or to be issued, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any securities issued or to be issued may occur for other reasons which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate.

The risk factors herein are organised into categories depending on their nature (with the most material risk factors mentioned first in each of the categories):

1.1 CREDIT RISKS

Erste Bank Croatia may in the future experience deterioration in credit quality of their clients, particularly as a result of financial crises or economic downturns.

Based on its business model which is primarily concentrated on providing clients with loans, Erste Bank Croatia may in the future continue to be exposed to the risk that its borrowers may not repay their loans according to their contractual terms (defaults) and that the collateral or income stream securing the payment of these loans may be insufficient.

In case of further negative macroeconomic movements this risk may become even a bit more pronounced. This means that macroeconomic events, may lead to an increase in defaults of Erste Bank Croatia's customers, which would adversely impact its results of operations and financial condition. In addition, unanticipated political events could result in further losses for Erste Bank Croatia which means that political and economic instability resulting from, or causing, the occurrence of any of these risks would also adversely affect the market for Erste Bank Croatia's products and services.

Negative economic developments could have a negative effect on the credit quality of Erste Bank Croatia's loan portfolio. This is particularly true in cases of a significant increase in unemployment rates and deteriorated financial conditions for Erste Bank Croatia's corporate customers in Croatia. Potential higher reference interest rates could also result in more debtors to be unable to repay their loans according to their contractual terms and consequently lead to an increase of defaults for Erste Bank Croatia.

Potential exchange rate movements could also have a certain negative impact on Erste Bank Croatia's credit portfolio quality due to potentially higher monthly obligations of Erste Bank Croatia's clients which might have a negative influence on their ability for regular servicing of their monthly obligations. However, the Republic of Croatia will join the euro area from 1 January 2023, consequently leading to mitigation of the EUR/HRK related risk. Effectively this implies potential risks originating from EUR volatility against the other currencies, though,

the potential negative impact of this movements on Erste Bank Croatia's portfolio should be far more moderate as of 2023.

Materialization of credit risk generates risk costs for the Issuer. The level of risk costs for Erste Bank Croatia is based on internal analysis of the current and historical probabilities for going into default as well as on the methods for loan management and based on assessment of the underlying asset and disposable debt serving capacity of its clients. Based on regulatory requests and accounting standards, Erste Bank Croatia allocates provisions for credit risk in order to cover expected losses in loan portfolio. Loan provisions are being calculated for financial asset valued based on amortised cost (financial asset held to maturity, loans and advances) in line with the International Financial Reporting Standard 9 (IFRS 9).

Particularly noteworthy are the current developments in Russia and Ukraine. Sanctions against Russia and limited trade with Russia may negatively impact the business models of Erste Bank Croatia's clients. All this could have a material negative impact on the business and the creditworthiness of Erste Bank Croatia's clients and may result in higher risk costs for Erste Bank Croatia. In addition, sanctions or supply disruptions may lead to a further increase in energy or commodity prices, which could result in a recession. Particularly, in relation to gas, which is an important energy source for power generation, industries and households, an embargo against Russia or a stop of Russian deliveries to Europe could have a material negative economic impact. However, Croatia doesn't entirely depend on Russian gas since the majority of needs is covered with internal supply. Nevertheless, it is unlikely that a sudden stop of Russian gas deliveries could be replaced by other energy sources in the short- to medium-term.

Macroeconomic events, such as recession, deflation or hyper-inflation, may lead to an increase in defaults by Erste Bank Croatia's customers, which would adversely impact Erste Bank Croatia's results of operations and financial condition. Political or economic instability resulting from, or causing, the occurrence of any of these risks would also adversely affect the market for Erste Bank Croatia's products and services.

The longer the war continues and the harsher the sanctions (or Russian export controls) will get, the greater each of these impacts and the bigger the scope for adverse feedback loops. Although Erste Bank Croatia doesn't have direct exposure towards Russia, potential spillover effects which include but are not limited to energy prices and inflationary pressure might have adverse impact on its portfolio. Namely, due to aforementioned, disposable income of private individuals might decrease which may not be fully balanced by potential government assistance programs and could lead to higher defaults from the clients and consequently deterioration of Erste Bank Croatia's credit portfolio.

Erste Bank Croatia may experience severe economic disruptions, as those for instance are induced by the worldwide corona virus (COVID-19) pandemic, which may have significant negative effects on Erste Bank Croatia and its clients.

Erste Bank Croatia was directly and through its clients and suppliers exposed to multiple risks in relation to the worldwide pandemic caused by the corona virus SARS-CoV-2 ("**COVID-19**") and the measures taken by sovereigns, companies and others to prevent the spread of COVID-19. The COVID-19 pandemic, the interim lockdowns and the resulting volatile economic conditions have led to deterioration of financial conditions of some Erste Bank Croatia's customers. However, the economy returned to a more stable environment and recovery was recorded in the years 2021 and 2022. Overall, COVID-19 impact didn't deteriorate position of Erste Bank Croatia in significant manner so far. However, if the economic conditions worsen again and/or other variants of the virus become dominant and therefore cause additional economic downturns, this could result in credit losses exceeding the amount of Erste Bank Croatia's loan loss provisions.

Furthermore, the COVID-19 pandemic might lead to another wave of asset price adjustments as well as a rise in spreads, which might have a negative impact on the Issuer's refinancing costs.

Erste Bank Croatia is exposed to significant counterparty risk.

In the ordinary course of its business, Erste Bank Croatia is exposed to the risk that third parties who owe Erste Bank Croatia money, securities or other assets will not perform their obligations. This exposes Erste Bank Croatia to the risk of counterparty defaults, which could be higher during periods of economic downturn.

Furthermore, Erste Bank Croatia is exposed to a risk of non-performance by counterparties in the financial services industry. This exposure can primarily arise through trading, lending, clearance and settlement. These counterparties include brokers and dealers, custodians, commercial credit institutions, investment banks, and other institutional clients. Many of these relationships expose Erste Bank Croatia to credit risk in the event of counterparty default.

In addition, in cases where the collateral that Erste Bank Croatia holds cannot be realised or is liquidated at prices below the level necessary to recover the full amount of the loan or to cover the full amount of derivative exposure, Erste Bank Croatia will incur losses if its counterparties default on their obligations.

Concerns about potential defaults by third party financial institutions can lead to significant liquidity problems, losses or defaults by other financial institutions (such as the Issuer), as the commercial and financial soundness of many financial institutions is primarily interrelated due to credit and trading. Even a perceived lack of creditworthiness may lead to market-wide liquidity problems. This risk is often referred to as "systemic risk", and it affects credit institutions (such as the Issuer) and all other types of intermediaries in the financial services industry. Systemic risk could have a material adverse effect on Erste Bank Croatia's business, financial condition, results of operations, deposit base, liquidity and/or prospects as it leads to a need for Erste Bank Croatia to raise additional capital, while at the same time making it more difficult to do so.

Erste Bank Croatia is generally exposed to market volatility when it comes to loans covered by real estate collateral.

The real estate market prices have generally shown an upward trend in the last years. Collateral values are strongly correlated to the real estate market price development and if the market conditions take a turn for the worse, collateral values may be negatively influenced. Market price reductions would lead to a decline of the collateralization ratio of the existing loan portfolios of Erste Bank Croatia as well as to potential reduced collateral recoveries in case of default of its borrowers. The additional outbreak of COVID-19 pandemic may also have a negative impact on the market value of the assets that are financed by Erste Bank Croatia, serve as collateral for Erste Bank Croatia's repayment claims and/or are included in Erste Bank Croatia's cover pool.

Current increasing construction costs and energy prices may have an impact on real estate price developments and by this on collateral values and thus have a negative impact on Erste Bank Croatia.

1.2 BUSINESS RISKS

Erste Bank Croatia's business entails several forms of operational risks.

Operational risk to which Erste Bank Croatia is exposed in several ways is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events, such as natural disasters, terrorism, external infrastructure failures or external fraud, and includes legal risk, but excludes strategic and reputational risk. However, in case of Erste Bank Croatia reputational risk is included under the operational risk for assessment purposes due to the strong link with it as many operational risk events have a strong impact in terms of reputation. The main components of operational risk in Erste Bank Croatia are:

- Execution risk: In case of Erste Bank Croatia, such risk arises from losses from failed transaction processing or process management, from relations with trade counterparties and vendors. It can materialize in deficiencies and/or errors in the origination of products and transactions, or failed execution or omission of contractual obligations and constitutes a major risk driver for Erste Bank Croatia. The increasing number of outsourcings and the complexity of services can significantly alter its risk profile, for example increase the information and communication technology ("ICT") risk resulting from significant usage of cloud service providers.
- Conduct risk: The current or prospective risk of losses to Erste Bank Croatia arises from inappropriate supply of financial services including cases of willful or negligent misconduct or not acting in the best interest of its clients. Erste Bank Croatia has faced litigations tied to violations or alleged violations of consumer protection or consumer rights and also expects current and potential conduct risks to remain under close regulatory scrutiny.
- Fraud risk: In case of Erste Bank Croatia, such risk arises from losses due to acts of a type intended to defraud, misappropriate property or circumvent regulations, the law or company policy, excluding diversity/discrimination events, involving an internal or external party. Due to the constant change of fraud schemes or internal frauds spanning for longer time or credit risk related external frauds due to increasing business activity, respective monitoring, reporting and screening activities might not be fully effective in certain cases.
- ICT risk: In case of Erste Bank Croatia, the risk of loss arises due to breach of confidentiality, failure of integrity of systems and data, inappropriateness or unavailability of systems and data, or inability to change the IT within a reasonable time and costs when the environment or business requirements change (i.e. agility). ICT systems, the increasing usage of cloud services, project management and

aging architecture have a potential impact from their failures on Erste Bank Croatia and on the financial sector as a whole due to interlinkages between Erste Bank Croatia and third party institutions, also in the cross-border context. It includes information security risk which could result in the compromise of assets, unauthorized use, loss, damage, disclosure or modification of IT-assets. ICT risk includes the increasing risk of cyber threats on Erste Bank Croatia whereas the relevant corrective measures like improvement of technical security mechanisms, monitoring of cloud service usage, awareness campaign, customer authentication mechanism, disaster recovery plan might not be fully effective.

- **Legal risk (impact):** In case of Erste Bank Croatia, such risk arises due to the possibility that failure to meet contractual obligations, initiated court proceedings against credit institutions and business decisions taken which are found to be unenforceable, might have a negative impact on the Issuer's business operation or financial position. Furthermore, in case of Erste Bank Croatia, it means the risk from a claim or proceeding due to non-compliance with legal and legislative provisions of national or international origin or from contractual arrangements or internal rules and/or ethical conduct deriving from national or international norms and practices or statutory responsibilities. It also includes the exposure to newly enacted laws as well as to changes in interpretations of existing laws. As a secondary risk, it may materialize in any of the above risk types, as Erste Bank Croatia may be the subject of a claim or proceedings alleging non-compliance with contractual or other legal or statutory responsibilities. The increase in complexity and constant change in the regulatory environment imposing more and more obligations on credit institutions (such as the Issuer) to be fulfilled towards its clients, in particular in retail business, is coupled with regulatory scrutiny and legal actions by consumer protection associations and agencies. This is expected to increase the level of uncertainty and sources of legal risks.
- **Compliance risk:** In case of Erste Bank Croatia, there is the possibility to incur legal or regulatory sanctions, including restrictions on business activities, fines or enhanced reporting requirements, in case of failure to comply with applicable laws, rules, regulations, related self-regulatory organization standards and codes of conduct applicable to Erste Bank Croatia's banking activities. Compliance risk materializes itself in fines imposed by the financial market authorities competent for Erste Bank Croatia (i.e. the Croatian National Bank ("**CNB**") and the Croatian Financial Services Supervisory Agency). The regulatory scrutiny is not expected to decrease, neither in terms of additional duties that Erste Bank Croatia will have to observe nor in terms of the authorities' audit exercises. It is possible that the number of audits and subsequently also the number of audit findings and potential fines will increase for Erste Bank Croatia.

Erste Bank Croatia is subject to risk that liquidity may not be readily available.

Erste Bank Croatia relies on customer deposits to meet a substantial portion of its funding requirements. Erste Bank Croatia's deposits are provided by both retail and corporate clients, a significant proportion of which are demand deposits. Such deposits are subject to fluctuation due to factors outside Erste Bank Croatia's control (such as a massive and accelerated deposit outflow caused by major crisis, the materialisation of reputational risk (i.e. lack of trust and market crisis)). Because a significant portion of Erste Bank Croatia's funding comes from its deposit base, any material decrease in deposits could have a negative impact on Erste Bank Croatia's liquidity unless corresponding actions were taken to improve the liquidity profile of other deposits or to use its liquid assets, mainly sovereign bonds, which may not be possible on economically beneficial terms.

As credit provider, Erste Bank Croatia is exposed to market liquidity risk, which arises from an inability to easily sell an asset because there is inadequate market liquidity or market disruption. Erste Bank Croatia is also exposed to funding liquidity risk, which is an exposure to losses arising out of a change in the cost of refinancing or from insolvency of counterparties, which may result in difficulties in meeting future payment obligations, either in full, on time or on economically beneficial terms.

Extraordinary events, such as pandemics resulting in a slump in economic activity can lead to a deterioration in the liquidity base of Erste Bank Croatia via increased drawdowns on credit lines, soaring loan losses as well as via decreased inflow or even accelerated outflow of deposits. A political crisis in Croatia or neighboring country with significant impact on Erste Bank Croatia or escalation of geopolitical risks (e.g. war in Ukraine) could entail shortages on wholesale-markets threatening funding capabilities even without a prevailing risk exposure in Croatia.

Global conditions may in different ways have a material adverse effect on Erste Bank Croatia.

Erste Bank Croatia is directly and through its clients connected to the global financial system and dependent on exchange rates, financial asset prices and liquidity flows. Geopolitical uncertainties over North Korea, Russia, Ukraine, China, Taiwan, Iran, Syria, Saudi Arabia, Hong Kong, Turkey and Venezuela may impact financial markets, trade and so Erste Bank Croatia's clients. Furthermore, high total debt levels in China and some European countries like Italy or Spain may impact financial markets, global growth and Erste Bank Croatia's clients.

Protectionism like customs and trade barriers as well as nationalism are on the rise worldwide and multilateral institutions and policymaking are under constant pressure from nationalist forces. There is a risk that Erste Bank Croatia performance might be hit as Erste Bank Croatia general strategy is based on further European integration and global free trade.

Supply-chain disorders and commodity prices volatility may potentially affect the sustainability of the business models of some of the Erste Bank Croatia's clients and in hand may have adverse effect on the Erste Bank Croatia performance.

External position advantages may deteriorate with the recovery of the economic activity after the COVID-19 pandemic shock, while energy net import position and increasing energy prices may have adverse effects and weigh on the economic prospects of Erste Bank Croatia home market. Monetary policy in the future will depend on inflation and due to these unprecedented policies could vary from the foreseen path in either direction fast and without prior notice. Variances in monetary policy may result also in increased volatility in debt and foreign exchange markets. Erste Bank Croatia might continue to face unpredictable monetary moves. Global monetary policy might have helped to build significant exaggeration in various asset classes such as equity, housing and bonds and these asset prices could also correct swiftly and markedly which would also affect Erste Bank Croatia due to doing business in such asset classes.

The Euro zone membership of the Republic of Croatia may negatively impact the Issuer's profitability due to loss of EUR/HRK conversion related business and one-off cost related to such conversion.

The Republic of Croatia joined the European exchange rate mechanism II in July 2020 and as of 1 January 2023 is entering the Eurozone and introducing Euro as its official currency. In that sense, the Issuer is facing a risk that the introduction of Euro may lead to a negative impact on the Issuer's profitability amid the loss of business revenues linked to its foreign exchange operations involving EUR/HRK and its one-off costs related to the Euro adoption.

The Euro introduction may give rise to certain operational risks which are higher than those for the usual business of Erste Bank Croatia.

Erste Bank Croatia (along with other Croatian credit institutions) is expecting the completion of work on the draft legislation for the introduction of the Euro in Croatia. Such introduction on national level may give rise to certain operational risks which are higher than those for the usual business of Erste Bank Croatia if its publication and adoption would be delayed or its implementation regulations or processes would be incomplete, ambiguous and imperfect.

Changes in interest rates are caused by many factors beyond Erste Bank Croatia's control, and such changes can have a significant adverse effect on its financial results, including net interest income.

Erste Bank Croatia derives majority of its operating income from net interest income. Interest rates are sensitive to many factors beyond Erste Bank Croatia's control, such as inflation, monetary policies the innovation of financial services, competition, domestic and international economic and political conditions. Changes in interest rates can affect the spread between the rate of interest that Erste Bank Croatia pays to borrow funds from its depositors and other lenders and the rate of interest that it charges on loans it extends to its customers. If the interest margin decreases, net interest income will also decrease unless Erste Bank Croatia is able to compensate such decrease by increasing the total amount of funds it lends to its customers. An increase in rates charged to its customers can negatively impact interest income if it reduces the amount of customer borrowings. For competitive reasons, Erste Bank Croatia may also choose to raise rates of interest it pays on deposits without being allowed to make a corresponding increase in the interest rates it charges to its customers, except in those situations when the raise is mandatory as per a legal provision. Finally, a mismatch in the maturity structure of interest-bearing assets and interest-bearing liabilities in any given period could, in the event of changes in interest rate curves, reduce Erste Bank Croatia's net interest margin and have a material adverse effect on its net interest income.

Market fluctuations and volatility may adversely affect the value of Erste Bank Croatia's assets, reduce profitability and make it more difficult to assess the fair value of certain of its assets.

Financial markets could face periods of significant stress conditions when steep falls in perceived or actual values of assets held by Erste Bank Croatia and other credit/financial institutions could be accompanied by a severe reduction in market liquidity.

Market volatility and illiquidity may make revaluation of certain exposures difficult, and the value ultimately realised by Erste Bank Croatia may be different from the current or estimated fair value. In addition, Erste Bank Croatia's estimates of fair value may differ both from similar estimates made by other financial institutions and from the values that would have been used if a market for these assets had been readily available. Any of these factors may affect Erste Bank Croatia's results of operations, liquidity or prospects as they could require Erste Bank Croatia to recognise further revaluation losses or realize impairment charges. The war in Ukraine could trigger further elevated levels of market volatility as well as higher uncertainty with regard to interest rate policies of central banks, both potentially leading to sudden losses related to changes in the fair value of assets.

In case of a reduction in profitability Erste Bank Croatia's profit can be lower or even negative.

Erste Bank Croatia's results of operations in the current financial year and in the future will depend in part on the economic climate, regulatory and legislative changes and competition. Depending on the size of the reduction in profitability, such a reduction could have a material adverse effect on Erste Bank Croatia's results of operations in that period, on the reported amount of its assets and on its equity, and on Erste Bank Croatia's ability to make payments on the securities issued or to be issued.

Erste Bank Croatia operates in a competitive market and competes against both local and foreign owned financial institutions. If Erste Bank Croatia is unable to properly respond to the competitive environment in the Republic of Croatia with product and service offerings that are profitable, it may lose market shares in important parts of its business or incur losses on its activities.

Loss of customer confidence in Erste Bank Croatia's business or in banking businesses generally could result in unexpectedly high levels of customer deposit withdrawals.

The availability of Erste Bank Croatia's customer deposits to fund its loan portfolio and other financial assets is subject to potential changes in certain factors outside Erste Bank Croatia's control, such as a loss of confidence of depositors in either the economy in general, the financial services industry or Erste Bank Croatia specifically, credit ratings downgrades, low interest rates and significant deterioration in economic conditions. These factors could lead to a reduction in Erste Bank Croatia's ability to access customer deposit funding on appropriate terms in the future and to sustained deposit outflows, both of which would adversely impact Erste Bank Croatia's ability to fund its operations. Any loss in customer confidence in Erste Bank Croatia's banking businesses, or in banking businesses generally, could significantly increase the amount of deposit withdrawals in a short period of time. Should Erste Bank Croatia experience an unusually high level of withdrawals, this may have an adverse effect on Erste Bank Croatia's results, financial condition and prospects and could, in extreme circumstances, prevent Erste Bank Croatia from funding its operations. A change in the funding structure towards less stable and more expensive funding sources would also result in higher liquidity buffer requirements and an adverse impact on net interest income for Erste Bank Croatia.

Erste Bank Croatia's risk management strategies, techniques and internal control procedures may leave it exposed to unidentified or unanticipated risks.

Erste Bank Croatia's risk management techniques may not be fully effective in mitigating Erste Bank Croatia's risk exposure in all economic market environments or against all types of risks, including risks that it fails to identify or anticipate. Furthermore, regulatory audits or other regular reviews of the risk management procedures and methods have in the past detected, and may in the future detect, potential for improvement, weaknesses or deficiencies in Erste Bank Croatia's risk management systems. Some of Erste Bank Croatia's quantitative tools and metrics for managing risks are based upon its use of observed historical market behavior. During global crisis situations, as for instance the global financial crisis or the COVID-19 pandemic, the financial markets experienced unprecedented levels of volatility (rapid changes in price development) and the breakdown of historically observed correlations across asset classes, compounded by extremely limited liquidity. In the volatile market environment, Erste Bank Croatia's risk management tools and metrics may in the future under similar conditions of market disruption only partially reflect future important risk exposures.

In addition, Erste Bank Croatia's quantitative modelling does not necessarily take all risks into account and makes numerous assumptions regarding the overall environment and/or the implicit consideration of risks in

the quantification approaches, which may or may not materialize. As a result, risk exposures could arise from factors not anticipated or correctly evaluated in Erste Bank Croatia's risk estimation models thus potentially resulting in material adverse effect on its business, financial condition and results of operations, as losses greater than the maximum losses envisaged under its risk management system could occur.

Committed EU funds may not be released or further aid programmes may not be adopted by the EU and/or international credit institutions.

In addition to Greece and Portugal, some of the CEE countries, including Croatia, have been promised funds for infrastructure and other projects in substantial amounts by the EU and international credit institutions, including the European Bank for Reconstruction and Development (EBRD), the International Monetary Fund (IMF) and the European Investment Bank (EIB). If these funds are not released, are released only in part or with delay as the absorption rate of these funds still poses a significant challenge in the receiving country, or if no further aid will be made available by the EU and the international credit institutions, the economy could be adversely affected, which would, in turn, negatively affect Erste Bank Croatia business prospects. Prospective EU budget cuts after the current crisis is over could reduce the funds available. Also, the disbursal of EU funds may be tied to the rule of law and/or the fulfilment of some other criteria by the recipient countries. Such measures could mean significantly lower EU funds inflow for Croatia. Lower EU funds mean less investments in sectors like infrastructure and cause financial stress for companies in these sectors.

Climate change, environmental as well as social risks may have significant and largely unpredictable effects on Erste Group and its clients.

Climate change is a significant risk for Erste Bank Croatia as a credit institution as well as for its clients. Erste Bank Croatia business may be affected by climate risks including extreme weather events resulting in weather related disaster losses. Also, increase in temperature might have negative consequences on certain industries (e.g. agriculture, tourism,...) thus deteriorating the credit rating of some Erste Bank Croatia clients. Furthermore, more and more clients might be driven by accelerated behavioral changes and social demands and reject investments into companies that do not demonstrate sufficient care about broader environmental, social and governance values. This could also happen with investors in the Issuer's shares or bonds if Erste Bank Croatia does not actively and credibly promote these values and demonstrate positive impact through reduction of its own greenhouse gas emissions (e.g. consumption of electric energy, heating supply, consumption of fossil fuel by Erste Bank Croatia carpool or business trips), follow responsible principles through its financial offerings (fossil fuel based industries, including the energy production based on fossil fuel, car industry etc), care about the responsible behavior of its suppliers and does not contribute sufficiently to the overall wellbeing of the society. The EU Commission is accelerating its fight in respect of climate change and environmental degradation through overarching initiatives behind the EU Green Deal and Sustainable Finance, which will in turn transform the European economy in general, as well as relevant legislation and various costs components of economic activities, in a rather unpredictable way. This might negatively impact Erste Bank Croatia clients through additional capital, operational and living expenditures, potential losses of revenues or eventual future liabilities, and thus, deteriorate the credit quality of some of Erste Bank Croatia clients.

Erste Bank Croatia may be affected by the current setup of the Eurozone and the European Union.

If a Eurozone country should conclude that it wishes to exit the common currency, the resulting need to reintroduce a national currency and to restate existing contractual obligations could have unpredictable financial, legal, political and social consequences. Given the highly interconnected nature of the financial system within the Eurozone and the levels of exposure Erste Bank Croatia may have to public and private counterparties across Europe, its ability to plan for such a contingency in a manner that would reduce its exposure to non-material levels is limited. If the overall economic climate deteriorates as a result of one or more departures from the Eurozone, several Erste Bank Croatia segments, including – but not limited to – liquidity and funding, asset price valuation, credit losses and portfolio quality, could be materially adversely affected. In general, concerns over the ability of highly indebted Eurozone sovereigns to manage their debt levels may intensify again as the European Central Bank ("ECB") exits from ultra-easy monetary policy. Also, policy makers and investors may turn from a fight the pandemic-mode to a clean-up-mode afterwards creating additional worries as some countries needed to accumulate massive debt to mitigate the impact of the COVID-19 pandemic. Debt restructuring negotiations similar to those with Greece could take place with respect to the sovereign debt of affected countries, and the outcome of any negotiation regarding changed terms (including reduced principal amounts or extended maturities) of such sovereign debt may result in Erste Bank Croatia suffering additional impairments. Any such negotiations are highly likely to be subject to political and economic pressures beyond Erste Bank Croatia control. Erste Bank Croatia has seen unorthodox and unprecedented policies by the ECB in the past few years. In case of stress new measures might be invented, which could

impact the financial prospects of Erste Bank Croatia. Erste Bank Croatia is also exposed to the credit risk of financial institutions which may be dependent on governmental support to continue their operations. The availability of government funds for such support is unclear given current levels of public debt in several Eurozone countries.

Erste Bank Croatia operates in highly competitive markets and competes against large international financial institutions as well as established local competitors.

Lower interest rates and continued pressure on net interest margins for much longer periods of time may once again increase the pressure towards consolidation in the financial services industry. Mounting pressure on operating results is creating competitors for Erste Bank Croatia with extensive ranges of product and service offerings, increased access to capital and greater efficiency and pricing power. Erste Bank Croatia faces significant competition in all aspects of its business. Erste Bank Croatia competes with a number of large international financial institutions, local competitors and increasingly with Fintechs with innovative digital solutions. If Erste Bank Croatia is unable to properly respond to the competitive environment in these markets with product and service offerings that are profitable, it may lose market share in important parts of its business or incur losses on its activities.

1.3 LEGAL AND REGULATORY RISKS

The Issuer is subject to the risk of changes in the tax framework, in particular regarding banking taxes.

The future development of the Issuer's assets, financial and profit position, *inter alia*, depends on the tax framework. Every future change in legislation, case law and the tax authorities' administrative practice may negatively impact on the Issuer's assets, financial and profit position, for example, as a result of the introduction of banking taxes, financial transaction taxes, other levies or minimum taxation procedures.

The Issuer is subject to the risk of change in applicable laws, while the Croatian legal and judicial system still requires investment of substantial efforts to reach the level of more developed EU member states.

The Issuer, being a credit institution operating in Croatia, must comply with a variety of Croatian laws and regulations governing a number of matters, including banking, data protection, labour relations, welfare, health and safety as well as tax. Any failure by the Issuer to comply with applicable laws and regulations (including such aforementioned altered legal interpretations thereof) may result in fines and other sanctions by relevant regulator, legal actions against the Issuer by the client(s), and have negative legal, financial and reputational consequences for the Issuer, respectively.

In the past, Erste Bank Croatia faced situations of laws and regulations being adopted or amended in urgent proceedings, where primary legislation took effect immediately and before the introduction of secondary regulations, and/or where legislative interventions were made in the existing contractual relationships with the clients, sometimes even with retroactive effect.

Such situations have already caused a shift from previous legal interpretations by certain courts and authorities of legal matters relevant for the business of the credit institutions (such as the Issuer), entrepreneurs and creditors in general, with a negative effect on the operations of the Issuer and the position of its creditors.

In spite of the fact that the Republic of Croatia is an EU member state, its legal and judicial system still requires investment of substantial efforts to reach the level of more developed EU member states.

Civil law, competition law, securities law, company law, bankruptcy law and other areas of law have been and continue to be subject to constant changes as new laws are being adopted in order to keep pace with the legislation (and jurisprudence) existing at the EU level. EU legislation and jurisprudence may be implemented and/or applied inconsistently and it may not be possible, in certain circumstances, to obtain legal remedies in a reasonably timely manner. The relatively limited experience of a significant number of courts and the existence of number of issues relating to the independence of the judiciary system may lead to decisions beyond reasonable or legitimate expectations. In the Republic of Croatia, being a civil law jurisdiction, judicial decisions generally have no precedential effect. For the same reason, courts themselves are generally not bound by earlier decisions taken under the same or similar circumstances, which can result in the inconsistent application of legislation to resolve the same or similar disputes. The enforcement of judgments sometimes proves difficult which in the past meant that the enforcement of rights through the Croatian court systems may be laborious. This lack of legal certainty and the inability to obtain effective legal remedies in a timely manner may adversely affect the Issuer's business by creating a higher legal risk for certain products.

Furthermore, insolvency laws and the enforcement legal framework and procedural safeguards in the Republic of Croatia have not yet been fully observed and are less efficient than in more developed EU member states, which may limit the Issuer's ability to obtain payments on defaulted loans and advances.

Insolvency laws and other laws and regulations are not always strictly observed and applied in the Republic of Croatia. Moreover, the procedural steps pertaining to insolvency proceedings result in material delays to recover defaulted loans and the success rate of debtor restructuring and the turnaround is comparatively lower than in other senior more developed countries, such as Austria or Germany. In addition, it is often difficult to locate all of the assets of an insolvent debtor. The Issuer has at times had substantial difficulties receiving pay-outs on claims related to extensions of a credit, or foreclosing on collateral that secures a credit, that it has made to entities that have subsequently filed for bankruptcy protection or that have contested the enforcement thereof. In the event of further economic downturns, these problems could intensify, including as a result of changes in law or regulations intended to limit the impact of economic downturns on corporate and retail borrowers. These problems, if they were to persist or intensify, may have an adverse effect on the Issuer's business, results of operations and financial condition, by making collections and enforcement of collateral in the Republic of Croatia more difficult and time consuming, and in some cases, impossible.

Changes in consumer protection laws as well as the application or interpretation of such laws might limit the fees and other pricing terms that the Issuer may charge for certain banking transactions and might allow consumers to claim back certain of those fees and interest already paid in the past.

The Issuer is obliged to comply with extensive rules to avoid money laundering, corruption and terrorism financing and any breach thereof may have main negative legal, financial and reputational consequences for the Issuer.

The Issuer is subject to legal provisions in connection with measures to avoid money laundering, corruption and terrorism financing ("**AML Rules**") which are continuously amended and tightened. The Issuer's obligation to comply with these AML Rules causes significant costs and expenses for the Issuer. In addition, any (factual or even only alleged) breach of the AML Rules may have main negative legal, financial and reputational consequences for the Issuer.

New governmental or regulatory requirements and changes in perceived levels of adequate capitalization and leverage could subject Erste Bank Croatia to increased regulatory requirements or standards and require it to obtain additional capital, liabilities eligible for MREL purposes or liquidity in the future.

Regulatory environment is constantly changing and there are numerous ongoing initiatives for developing new, implementing and amending existing regulatory requirements applicable to European credit institutions, including Erste Bank Croatia, at national and international levels. Such initiatives which aim to continuously enhance the banking regulatory framework, *inter alia*, include the following:

- **SREP Requirements**

Erste Bank Croatia Group is subject to SREP requirements stipulated in the following regulations applicable in Croatia, the Croatian Credit Institutions Act (Official Gazette ("**OG**") 159/2013, 19/2015, 102/2015, 15/2018, 70/2019, 47/2020 and 146/2020) (the "**Credit Institutions Act**") implementing Articles 97, 98, 104 (1) and 113 of the Directive 2013/36/EU, as amended ("**CRD**"), the Croatian decision on the method of exercising supervision of credit institutions and imposing supervisory measures (OG 23/2014 and 55/2014) and Article 16 of the Council Regulation (EU) No 1024/2013 as amended (*Single Supervisory Mechanism Regulation*) determined by the annual Supervisory Review and Evaluation Process ("**SREP**") based on the competent authorities' (i.e. the CNB and the ECB) joint decision. According to the business model, governance and risk management, capital adequacy and the liquidity situation of Erste Bank Croatia, each year the competent authority sets an additional own funds requirement (Pillar 2 requirement) for Erste Bank Croatia Group. This requirement needs to be met by the sort of capital (Common Equity Tier 1 ("**CET 1**") capital, Additional Tier 1 (AT 1) capital or Tier 2 capital) set by the competent authorities. Depending on the assessment, SREP requirements may vary annually. Together with the conclusions of the SREP, the competent authorities provide Erste Bank Croatia with the conclusions related to the risks, deficiencies and concerns relating to the internal assessment of its capital needs, respectively, whether the methodologies used by Erste Bank Croatia are appropriate to the nature, extent and complexity of its activities and if the results obtained in the Internal Capital Adequacy Assessment Process (ICAAP) reflect the unexpected losses associated with the significant risks to which Erste Bank Croatia is exposed.

An increasing Pillar 2 requirement for Erste Bank Croatia Group could trigger additional pressure on the capitalization of Erste Bank Croatia Group.

In addition, through the SREP the competent authorities set a Pillar 2 guidance. The Pillar 2 guidance is a bank-specific recommendation that serves as a buffer for banks to withstand stress and it is not legally binding.

- *Capital buffers*

In line with CRD and as per the Credit Institutions Act, the CNB requires institutions (such as Erste Bank Croatia) to maintain specific capital buffers in addition to own funds requirements (Pillar I requirements) imposed by the Regulation (EU) No 575/2013, as amended (*Capital Requirements Regulation – "CRR"*) and potentially any Pillar II additional own funds requirements.

The following requirements on capital buffers are applied as of the date of this Registration Document:

- Capital conservation buffer: the capital conservation buffer of CET 1 capital amounts to 2.5% of the total risk exposure amount in accordance with Article 117 (1) of the Credit Institutions Act;
- Countercyclical capital buffer: currently, the countercyclical buffer rate for exposures situated in the Republic of Croatia is 0.0%. The countercyclical buffer at Erste Bank Croatia Group level will vary from period to period depending on the composition of underlying risk relevant exposures. On 28 March 2022, the CNB adopted the decision on the increase of the countercyclical buffer rate to 0.5% for the Republic of Croatia, to be applied as of 31 March 2023;
- Global systemically important institutions (G-SII) / Other systemically important institutions ("**O-SII**") buffer: Erste Bank Croatia Group is classified as an O-SII in the Republic of Croatia and the buffer for Erste Bank Croatia Group currently amounts to 2.0%. The O-SII buffer is revised annually and may also be affected by the buffer set for Erste Group (as defined in section "2.2 *BACKGROUND*" below) in line with Article 137 (6) of the Credit Institutions Act.
- Systemic risk buffer: Erste Bank Croatia Group is currently obligated to maintain a structural systemic risk buffer of 1.5% set by the CNB in the Decision on the Application of the Structural Systemic Risk Buffer (OG 144/2020).
- In total, the combined capital buffer currently amounts to 6.0% of the total risk exposure and shall be covered by CET 1 capital. From 31 March 2023, the combined capital buffer will increase to 0.5% in line with the abovementioned increase of the countercyclical buffer rate.

- *Bank Recovery and Resolution Legislation*

The provisions of the Directive 2014/59/EU, as amended (*Bank Recovery and Resolution Directive - "BRRD"*) have been transposed into Croatian legislation via the Croatian Act on the Resolution of Credit Institutions and Investment Firms (OG 146/2020, 21/2022) (the "**Act on the Resolution of Credit Institutions and Investment Firms**") and the Credit Institutions Act. The new legislation may have a negative impact on debt instruments by allowing the resolution authorities to order write-down of such instruments or convert them into instruments of ownership under resolution circumstances. Erste Bank Croatia may be subject to resolution tools and other powers as set out under the abovementioned laws.

- *EU Banking Reform Package*

The legislative package in relation to the Banking Union ("**EU Banking Package**") consisting of (i) CRD; (ii) CRR; (iii) BRRD; and (iv) Regulation (EU) 806/2014, as amended (Single Resolution Mechanism Regulation – "**SRMR**") and implementing reforms agreed at international level following the 2007-2008 financial crisis to strengthen the banking sector as well as addressing outstanding challenges to financial stability, was published in the Official Journal of the EU on 7 June 2019.

All amendments to the CRR apply at least since 28 June 2021 or earlier, those to the SRMR since 28 December 2020. The EU member states should have implemented the amendments to the BRRD and the CRD into national legislation by 28 December 2020. In December 2020, the following acts introducing further harmonization with EU regulations in Croatia were adopted:

- the Act on Amendments to the Credit Institutions Act, which transposes the Directive (EU) 2019/878 (Capital Requirements Directive V/CRD V) into Croatian legislation, introduces certain adjustments and national discretions in accordance with Regulation (EU) 2019/876 (Capital Requirements Regulation II/CRR II) and minor adjustments to Directive (EU) 2019/879 (Bank

Recovery and Resolution Directive II /BRRD II). The most significant amendments relate to capital conservation measures, to further strengthen the ability of credit institutions to withstand possible shocks, to preserve financial stability by strengthening the capital needs of credit institutions and measures to improve their lending activity; and

- the Act on the Resolution of Credit Institutions and Investment Firms, which transposes the Bank Recovery and Resolution Directive II /BRRD II into Croatian legislation. For the most part, the amendments relate to the provisions establishing MREL and resolution provisions (including bail-in and insolvency ranking).

In 2021, further by laws were adopted by the CNB based on the Act on the Resolution of Credit Institutions and Investment Firms, as well as creditor hierarchy within the compulsory liquidation proceedings which constitute normal insolvency proceedings for credit institutions in the Republic of Croatia.

Furthermore, the EU Banking Package contains more than 100 new mandates for the European Banking Authority (EBA) to specify and further refine selected legal requirements.

The EU Banking Package, *inter alia*, implements "Resolution Group" levels which are relevant for determining the level of application of the rules on loss absorbing and recapitalization capacity that financial institutions should comply with and defines the desired resolution strategy. The new legislative framework allows for a multiple-point-of-entry ("MPE") or a single-point-of-entry ("SPE") resolution strategy. The minimum requirement for own funds and eligible liabilities ("MREL") should reflect the resolution strategy which is appropriate to a group in accordance with the resolution plan. Under the SPE strategy, only one group entity, usually the parent company is resolved whereas other group entities, usually operating subsidiaries, are not put in resolution, but upstream their losses and recapitalization needs to the entity to be resolved. Under the MPE strategy, more than one group entity may be resolved.

Erste Group received the joint decision signed by the Single Resolution Board ("**SRB**") as group resolution authority, the Croatian resolution authority, the Czech resolution authority, the Hungarian resolution authority and the Romanian resolution authority acting with the resolution college upon the MPE approach forming separate resolution groups with Erste Group's core CEE subsidiaries, but with SPE approaches on country level (on resolution group level). The MPE strategy is subject to the implementation of the measures to mitigate the risk of contagion, to ensure that enough loss absorbing capacity is available at the level of each resolution group and to ensure operational continuity and separability in case of a resolution event.

Under the MPE resolution strategy the resolution entity is Erste Bank Croatia which means that the losses are recognised at Erste Bank Croatia Group level and the bail-in takes place at Erste Bank Croatia level. In this case Erste Bank Croatia can issue external (extra group) MREL eligible liabilities. The resolution plans (including resolution strategy and MREL decisions) are drawn up, assessed and approved in the resolution college on a regular basis and pose a potential regulatory risk to Erste Bank Croatia Group.

On 27 October 2021, the European Commission adopted a further (draft) package of a review of the CRR and the CRD which is currently subject to further discussions on an EU level. These new rules are aimed to ensure that EU banks become more resilient to potential future economic shocks, while contributing to Europe's recovery from the COVID-19 pandemic and the transition to climate neutrality. This package is comprised of the following legislative elements:

- implementing the Basel III framework;
 - sustainability; and
 - stronger enforcement tools.
- **MREL**

In order to ensure the effectiveness of the bail-in and other resolution tools, as regulated in the Act on the Resolution of Credit Institutions and Investment Firms, all institutions (including the Issuer) have to meet, at all times, an individual MREL requirement, internal or external, depending on the applying resolution strategy (MPE or SPE). MREL shall be calculated as amount of own funds and eligible liabilities expressed as a percentage of:

- a) the total risk exposure amount calculated in accordance with Article 92(3) CRR; and
- b) the leverage exposure calculated in accordance with Articles 429 and 429a CRR.

On 25 May 2022, the CNB notified the Issuer about its MREL requirement set by the SRB and calibrated on balance sheet data as of 31 December 2020 and pursuant to the BRRD.

The Issuer, as the point of entry of the Croatian resolution group, must comply with binding interim MREL requirements equivalent to 20.95% plus the Combined Buffer Requirement ("**CBR**") in the amount of 6% which equals to a de-facto MREL requirement of 26.95% of the Total Risk Exposure Amount ("**TREA**") and 5.91% of the Leverage Ratio Exposure ("**LRE**") of the Croatian resolution group starting from 1 January 2022.

The MREL requirements on fully loaded basis, effective from 1 January 2024, are equivalent to 25.56% of TREA excluding CBR and 5.98% of LRE of the Croatian resolution group, respectively. The CBR is currently at 6% and from 31 March 2023 shall be increased due to introduction of the countercyclical buffer of 0.5%. No subordination requirement has been set at the level of the Croatian resolution group.

MREL requirements do not apply to the Issuer's consolidated balance sheet, but to the Croatian resolution group comprising mainly of Erste Bank Croatia and its direct Croatian subsidiaries with business in Croatia and EU. As the Croatian resolution group is not a legal entity or reporting unit, there is neither a statutory reporting nor a capital requirement at the consolidation level of the Croatian resolution group. The MREL ratio as of 30 June 2022 was at the level of 31.60% relative to TREA, which amounted to around EUR 6.0 billion. If the Issuer is unable to increase its MREL ratio sufficiently, its credit ratings may drop and its cost of funding may increase, and/or the competent authorities may impose fines, penalties or other regulatory measures.

The Issuer is obliged to contribute to the Single Resolution Fund (SRF) on annual basis and to the fund of the deposit guarantee schemes if the fund falls below targeted level.

The bank resolution fund pools together regular (annual) contributions from credit institutions (including the Issuer), whose level is currently set by the SRB. In accordance with the provisions of the Act on the Resolution of Credit Institutions and Investment Firms, a target level of 1.0% of the amount of covered deposits of all credit institutions authorized in the Republic of Croatia (including the Issuer) has to be reached by 31 December 2024. As the Republic of Croatia is a member of the Single Resolution Mechanism ("**SRM**") in accordance with the SRMR, whose implementation is further regulated by the Credit Institutions Act and the Act on the Resolution of Credit Institutions and Investment Firms contributions of credit institutions in the Republic of Croatia (including the Issuer) are transferred to the Single Resolution Fund.

The provisions of Directive 2014/49/EU, as amended (Directive on Deposit Guarantee Schemes – "**DGSD**") have been transposed into Croatian legislation pursuant to the Deposit Guarantee Scheme Act (OG 146/20). In principle, the target level of the fund of the deposit guarantee schemes is set to 2.5% of the total amount of insured deposits, whereby basic fund is set to 1% and additional fund to 1.5% of the total amount of insured deposits. As the fund level has fallen below the targeted level of 2.5% at the beginning of 2022, contribution for deposit insurance is again being collected from credit institutions in the Republic of Croatia (including the Issuer), and the collection in future periods may vary on quarterly level depending on the fund level. In addition to ex-ante contributions, if necessary, credit institutions (including the Issuer) may have to pay extraordinary (ex post) contributions to a certain extent, set by the Croatian Deposit Insurance Agency.

1.4 FURTHER RISK RELATING TO THE ISSUER

Credit rating agencies may suspend, downgrade or withdraw a credit rating of Erste Bank Croatia and/or Erste Group Bank AG as parent company and/or the Republic of Croatia, and such action could negatively affect the refinancing conditions for Erste Bank Croatia, in particular access to debt capital markets.

Erste Bank Croatia's credit rating is strongly interconnected to the sovereign long-term credit rating of the Republic of Croatia, alongside the overall stability of the banking system in the Republic of Croatia. Any downgrade of the credit rating of Erste Bank Croatia and/or of Erste Group Bank AG ("**Erste Group Bank**") as parent company or of the Republic of Croatia, could have a material adverse effect on Erste Bank Croatia's liquidity and profitability, undermine its confidence and credit rating, increase its borrowing costs, limit its access to funding and capital markets or limit the range of counterparties willing to do business with Erste Bank Croatia.

2. ERSTE & STEIERMÄRKISCHE BANK D.D.

2.1 INTRODUCTION

The Issuer is registered as a joint-stock corporation (*dioničko društvo*) in the Croatian companies register (*Sudski registar Ministarstva pravosuđa Republike Hrvatske*) at the Rijeka commercial court (*Trgovački sud u Rijeci*) and has the registration number MBS 040001037 and the personal identification number 23057039320. The Issuer is established for an indefinite period of time and operates under Croatian law. Its commercial name is "Erste & Steiermärkische Bank d.d.". The registered office of the Issuer is *Jadranski trg 3/a, 51000 Rijeka, Republic of Croatia*. Its telephone number is +385 (0) 800 7890 and its website is "www.erstebank.hr". The information on the Issuer's website does not form part of this Registration Document unless that information is incorporated by reference into this Registration Document (please see "*Documents Incorporated By Reference*" above). The Issuer's legal entity identifier (LEI) code is 549300A2F46GR0UOM390.

Erste Bank Croatia has been doing business under this name since 1 August 2003, after the merger of *Riječka banka d.d., Rijeka* and the former *Erste & Steiermärkische Bank d.d., Zagreb*. Both banks played an important role on the Croatian financial market. *Riječka banka d.d.* was established in 1954 and, with 50 years of banking experience, was a leading bank in Rijeka, Primorje and Istra region, while *Erste & Steiermärkische Bank d.d., Zagreb* was established in 2000 by merging three successful Croatian regional banks: *Bjelovarska, Trgovačka* and *Čakovečka*. Since 2000, Erste Bank Croatia is part of the international Erste Group which was established in 1819 as an association savings bank which was also the first saving bank in Austria. Today, Erste Group is one of the largest financial service providers in the eastern part of the EU.

2.2 BACKGROUND

Erste Bank Croatia is a parent company of the banking group (Erste Bank Croatia Group) which includes the following subsidiaries and associates (as of 30 June 2022):

Name of the subsidiary	Ownership interest	Principal activity	Registered office
Erste Nekretnine d.o.o.	100%	Real estate business	Ivana Lučića 2A, Zagreb
Erste Bank AD Podgorica, Montenegro	100%	Credit institution	Arsenija Boljevića 2A, Podgorica, Montenegro
Erste Card Club d.o.o.	100%	Financial intermediation and services	Ulica Frana Folnegovića 6, Zagreb
Erste&Steiermärkische S-Leasing d.o.o.	50%	Financial and operating leasing	Zelinska 3, Zagreb
Izbor Nekretnina d.o.o.	100%	Real estate management and lease	Ivana Lučića 2A, Zagreb
Erste Group IT HR d.o.o.	80%	IT engineering	Jurja Haulika 19/A, Bjelovar
Name of the associate			
Erste d.o.o.	45.86%	Management company for obligatory and voluntary pension fund	Ivana Lučića 2A, Zagreb

Erste Bank Croatia and the other financial institutions in Erste Bank Croatia Group provide primarily day-to-day banking services to governmental institutions, corporate and individual clients operating in Croatia and Montenegro. These services include, depending on the particular country, acceptance of deposits, lending, including mortgage credit, investment banking, securities trading and derivatives business (on its own account and for the account of customers), portfolio management, project finance, international trade finance, corporate finance, capital and money market services, foreign exchange, leasing, factoring, private pension fund management, credit card and real estate business.

Erste Bank Croatia serves more than 950 thousand customers in the Republic of Croatia through a network of 114 branches, 720 automated teller machines (ATMs), 12 commercial centres, 7 profit centres and 8 centres for small and medium-sized enterprises ("**SME**") and is ranked as third largest bank in the Republic of Croatia in terms of assets, with a market share of 17.59% as of June 2022 (Source: <https://www.hnb.hr/documents/20182/4185844/SV1-e-podaci-o-poslovanju-30-6-22.xlsx>).

In 2021, Erste Bank Croatia Group had an average of 3,199 employees (weighted according to the level of employment), of which an average of 2,411 (weighted according to the level of employment) were employed by Erste Bank Croatia. As of 31 December 2021, Erste Bank Croatia Group had HRK 92.279 billion in total assets.

Erste Bank Croatia is part of the wider Erste Group that consists of Erste Group Bank, together with its subsidiaries and participations, including Erste Bank der oesterreichischen Sparkassen AG in Austria, Česká spořitelna in the Czech Republic, Banca Comercială Română in Romania, Slovenská sporiteľňa in Slovakia, Erste Bank Hungary in Hungary, Erste Bank Croatia in the Republic of Croatia, Erste Bank Serbia in Serbia and, in Austria, savings banks of the Haftungsverbund (i.e. the cross guarantee system that was formed on the basis of a set of agreements (*Grundsatzvereinbarung*) with the majority of the Austrian savings banks), Bausparkasse der österreichischen Sparkassen Aktiengesellschaft, Erste Group Immorent GmbH and others (the "**Erste Group**").

The parent company of Erste Bank Croatia is Erste Group Bank and, thus, Erste Bank Croatia is dependent on Erste Group Bank, since the funding from the parent company represents a significant portion of Erste Bank Croatia's EUR funding.

Erste Bank Croatia is not dependent on any other entity within Erste Bank Croatia Group.

2.3 SHARE CAPITAL OF ERSTE BANK CROATIA

As of the date of this Registration Document, the total nominal share capital of Erste Bank Croatia amounted to HRK 1,698,417,500 (fully paid), divided into 16,984,175 ordinary shares issued in dematerialized form, in the nominal value of HRK 100.00, maintained with the Central Depository and Clearing company (*Središnje klirinško depozitarno društvo*) with the designation "RIBA-R-A".

Erste Bank Croatia's shares are not listed on a stock exchange.

2.4 ARTICLES OF ASSOCIATION

The Issuer's objects are laid down in section 2 of its articles of association and read in particular as follows:

THE SCOPE OF BUSINESS

(1) The scope of the Erste Bank Croatia's business is performing the following activities:

- acceptance of deposits or other repayable funds from the public and the granting of credits for own account from these funds;
- acceptance of deposits or other repayable funds;
- lending, including consumer credit, mortgage credit and, where permitted by a special law, financing of commercial transactions, including export financing based on the purchase at a discount without recourse of non-current, nonmatured receivables collateralized with a financial instrument (forfeiting);
- repurchase of receivables with or without recourse (factoring);
- financial leasing;
- issuance of guarantees or other commitments;
- trading for own account or for the accounts of clients in:
 - o money market instruments;
 - o transferable securities;
 - o foreign exchange, including currency exchange transactions;
 - o financial futures and options;
 - o exchange and interest-rate instruments;
- money transmission services in the country and abroad in accordance with special laws;
- credit reference services, such as collection, analysis and provision of information on the creditworthiness of legal and natural persons that conduct their business independently;
- issuing and administering other means of payment, if the provision of such services is not considered the provision of money transmission services in the country and abroad in accordance with special laws;
- safe custody services;
- money broking;

- participation in issues of financial instruments as well as the provision of services relating to issues of financial instruments in accordance with the law governing the capital market;
- safekeeping of financial instruments and services related to the safekeeping of financial instruments in accordance with the law governing the capital market;
- investment and ancillary services and activities prescribed in the special law governing the capital market, as follows:
 - o reception and transmission of orders in relation to one or more financial instruments;
 - o execution of orders on behalf of clients;
 - o dealing on own account;
 - o investment advice;
 - o underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis;
 - o underwriting of financial instruments and/or placing of financial instruments without a firm commitment basis;
 - o safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management;
 - o granting credits or loans to an investor to allow him/her/it to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction;
 - o advice on capital structure, industrial strategy and related matters, and advice and services relating to mergers and the purchase of undertakings;
 - o foreign exchange services where these are connected to the provision of investment services;
 - o investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments;
 - o services relating to underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis;
 - o investment services and activities as well as ancillary services related to the underlying of the derivatives referred to in Article 3, paragraph 1, point 2, subpoint d, indents 2, 3, 4 and 7 of the Croatian Capital Market Act (OG 65/2018, 17/2020, 83/2021), where these investment services and activities are connected to the provision of investment or ancillary services;
- activities related to the sale of insurance policies in accordance with the law governing insurance;
- customer assets management and respective advising.

2.5 BORROWING AND FUNDING STRUCTURE

The most significant source of funding for Erste Bank Croatia are customer deposits. In addition to customer deposits, EBC's funding includes issued unsecured bonds and funding from supranational banks, owners and other financial institutions.

There have been no material changes in the Issuer's borrowing and funding structure since the Issuer's last financial year.

2.6 EXPECTED FINANCING OF THE ISSUER'S ACTIVITIES

Erste Bank Croatia's funding and liquidity profile reflects and will reflect a business model that primarily focuses and will focus on retail and corporate customer business in Croatia. Accordingly, Erste Bank Croatia's main funding sources, in order of significance, are and will be customer deposits, debt securities in issue, funding from supranational institutions and interbank deposits.

2.7 BUSINESS OVERVIEW

Strategy

Erste Bank Croatia strives to maintain its focus to clients, both in the retail and corporate as well as public segment. Erste Bank Croatia aims to support its customers in building their financial health by offering financial advice and solutions, lending services and providing security for deposits through client relationship. Erste Bank Croatia business activities aim to contribute to economic growth and financial stability. Erste Bank Croatia has been posting good business results for years, continuously investing in digital development that facilitate innovation and creativity in customer service.

Erste Bank Croatia aims to pursue a balanced business model focused on providing suitable services to each of its customers. In this respect, Erste Bank Croatia is working on digitalisation of its services, making more efficient back office in order to enable improved and effective customer relationship. Investing in digital and following all regulatory requirements is the priority for the next period, that will enable both sustainable growth and more efficient operations.

Erste Bank Croatia strives to maintain fair and long-term client relationship and to deliver customer experience as well as to provide products and services that support customers in building their financial health.

In retail banking, Erste Bank Croatia aims to focus on both unsecured and secured lending, and long-term financial planning. The intention is to scale up advisory to the full client base both via physical and digital channels (George), combined with a support of the contact center. The Issuer also targets to attract more digital oriented customers, mainly from a generation of high digital users. Combination of digital banking with further phased reduction of branch network is accompanied by a change in the role of the branch towards advisory concept.

In corporate banking, Erste Bank Croatia aims to target all corporate segments, with keeping the strongest position on SME and expanding further in large corporates.

Erste Bank Croatia path to digital transformation has started years ago and has formed an innovator image on the market, which was further confirmed by the launch of a well-accepted Keks Pay (instant payment peer-to-peer mobile application), followed by a regional platform of George. As a market innovator, Erste Bank Croatia aims to become a leader in digital trends, driven by IT transformation that is supported by customer journeys.

The digital platform George was implemented in Austria in 2015. Since 2018, George has also been running in the Czech Republic, Slovakia, Romania and most recently in Hungary. In Croatia, George has been introduced in 2020 and it will further position Erste Bank Croatia as a digital innovator.

Transforming the business, increasing the number of automated and digitised processes, constantly increasing the range of digitally available products and services, it will enable customers to experience modern and innovative banking solutions. The omni-channel approach integrates the various sales and communication channels, customers are enabled to choose at their convenience and preference how to do banking with Erste Bank Croatia.

Such positioning shall aim to bring a sustainable value generation that will enable Erste Bank Croatia to further grow and provide good customer experience. Erste Bank Croatia aims to work on achieving operational efficiency through process automation and digitalization, together with gaining a market leadership position in economically strong regions and segments.

The banking business for Erste Bank Croatia also aims to reflect its corporate responsibility towards all stakeholders, customers, employees, society and the environment. The organisation aims to build future-proof competences, while creating a stable and rewarding work environment for all. Therefore, Erste Bank Croatia aims to pursue banking business in a socially responsible manner and aims to earn a premium on the cost of capital.

Capital Requirements

Erste Bank Croatia received the joint decision on the additional capital requirements that need to be fulfilled on a consolidated basis and on an individual basis since 1 March 2022 as set by the CNB, following the SREP results in 2021.

In order to ensure the effectiveness of the bail-in and other resolution tools, as regulated in the Act on the Resolution of Credit Institutions and Investment Firms, all institutions (including the Issuer) have to meet, at all times, an individual MREL requirement, internal or external, depending on the applying resolution strategy

(MPE or SPE). MREL shall be calculated as amount of own funds and eligible liabilities expressed as a percentage of:

- a) the total risk exposure amount calculated in accordance with Article 92(3) CRR; and
- b) the leverage exposure calculated in accordance with Articles 429 and 429a CRR.

The additional regulatory capital demands comprise a Pillar 2 requirement to be composed of at least 56% of CET 1 capital and 75% of Tier 1 capital.

As a result, the overall capital requirements encompass a Pillar 1 CRR minimum requirement, a Pillar 2 requirement and a combined buffer requirement.

In addition, through the SREP the competent authorities set a Pillar 2 guidance. The Pillar 2 guidance is a bank-specific recommendation that serves as a buffer to withstand stress and it is not legally binding.

As the Republic of Croatia is a participant in the SRM, Croatian banks, including the Issuer, are under SRB's direct remit. MREL is determined on a case-by-case basis by the resolution college on a yearly basis as a joint decision of the SRB and the CNB, communicated via the CNB. On 25 May 2022, the CNB notified the Issuer about its MREL requirement set by the SRB and calibrated on balance sheet data as of 31 December 2020 and pursuant to the BRRD.

The Issuer, as the resolution entity of the Croatian resolution group, must comply with binding interim MREL requirements equivalent to 20.95% (excluding CBR) of TREA and 5.91% of LRE of the Croatian resolution group starting from 1 January 2022.

The MREL requirements on fully loaded basis, effective from 1 January 2024, are equivalent to 25.56% (excluding CBR) of TREA and 5.98% of LRE of the Croatian resolution group, respectively. No subordination requirement has been set at the level of the Croatian resolution group. The TREA of the Croatian resolution group as of 31 December 2020 (as applied by the SRB for the MREL calibration) amounted to EUR 6.71 billion and LRE to EUR 10.75 billion.

The table below summarises the Issuer's current MREL requirements:

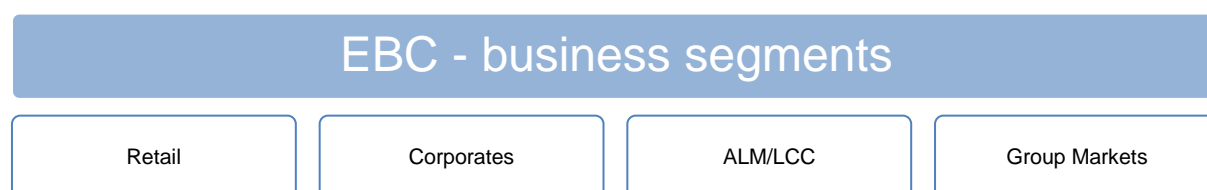
Requirements for Croatian resolution group based on December 2020 data	binding since 1 January 2022		binding from 1 January 2024	
	in % of TREA (excl. CBR)	in % of LRE	in % of TREA (excl. CBR)	in % of LRE
Total MREL	20.95%	5.91%	25.56%	5.98%

As of the date of this Registration Document and based on balance sheet data for the Croatian resolution group as of 30 June 2022, the Issuer complies with the abovementioned interim binding MREL requirements valid since 1 January 2022.

The MREL requirements do not apply to the Issuer's consolidated balance sheet, but to the Croatian resolution group comprising mainly of the Erste Bank Croatia and its direct Croatian subsidiaries with business in Croatia and EU. As the Croatian resolution group is not a legal entity or reporting unit, there is neither a statutory reporting nor a capital requirement at the consolidation level of the Croatian resolution group.

Erste Bank Croatia's Segment Reporting

The segment reporting comprises four business segments reflecting Erste Bank Croatia Group's management structure and its internal management reporting in 2021.



The **Retail segment** comprises the business with private individuals, micros and free professionals within the responsibility of account managers in the retail network. This business is operated by the local banks in cooperation with their subsidiaries such as leasing and asset management companies with a focus on simple products ranging from mortgage and consumer loans, investment products, current accounts, savings products to credit cards and cross selling products such as leasing, insurance and building society products.

The **Corporates segment** comprises business done with corporate customers of different turnover size (small and medium-sized enterprises and Large Corporate customers) as well as commercial real estate and public sector business. Small and medium-sized enterprises (SME) are clients which are under the responsibility of the local corporate commercial center network, mainly consisting of companies with-in defined annual turnover thresholds. Large Corporates business line (LC) are clients/client groups with specific annual turnover thresholds (lying above SME thresholds) which are operating on domestic market but also on core markets/extended core markets of Erste Group. Commercial Real Estate (CRE) covers for example investors in real estate for the purpose of generating income from the rental of individual properties or portfolios of properties, developers of individual properties or portfolios of properties for the purpose of generating capital gains through sale. The Public Sector consists of three sets of customers: public sector, public corporations, and non-profit sector. In addition, the majority of municipalities are also segmented as Public Sector clients.

Asset Liability Management (ALM) and Local Corporate Center (LCC) segment includes all asset/liability management functions as well as the local corporate centers which comprise all non-core banking business activities such as internal service providers and reconciliation items to local entity results.

Group Markets segment comprises trading and markets services as well as customer business with financial institutions. It includes all activities related to the trading books of Erste Group, including the execution of trade, market making and short-term liquidity management. In addition, it comprises business connected with servicing financial institutions as clients including custody, depository services, commercial business (loans, cash management, trade & export finance).

Sustainable development and environment

Erste Bank Croatia, as well as Erste Group, supports directly or indirectly all 17 Sustainable Development Goals adopted by the United Nations in 2015 ("**SDG**"). Taking into account its business form and its impact on society, Erste Bank Croatia aims to contribute by its operation and by achieving six goals:

1. Good health and well-being (SDG 3)
2. Quality education (SDG 4)
3. Gender equality (SDG 5)
4. Decent work and economic growth (SDG 8)
5. Reducing inequalities (SDG 10)
6. Climate action (SDG 13)

Erste Bank Croatia aims to strive for the best possible business processes and environmentally sustainable operations.

Erste Bank Croatia adopted an environmental policy that aims to contribute to reducing energy and water consumption and minimising environmental pollution, thereby contributing to the community in which it operates. Some of the goals Erste Bank Croatia is committed to are:

- Protection of natural resources through their responsible use, systematic increase of energy efficiency and compliance with all applicable legal regulations
- Use of recycled paper and continuous reduction of waste paper
- Introduction of a waste sorting system and promotion of responsible waste management among employees
- Reduction of harmful emissions through the selection and use of electricity from renewable energy sources

To achieve its goals, Erste Bank Croatia has implemented an environmental management system that complies with the requirements of ISO 14001:2015. The environmental management system according to the ISO 14001 standard was extended (recertified) at the end of 2020 and integrated with the energy management system according to the ISO 50001 standard, which would enable more advanced monitoring of electricity

consumption and its rational use in the coming years, which should ultimately result in savings. The next recertification is planned for 2023.

The COVID-19 pandemic brought savings and a decline in energy consumption in some areas of operation, primarily in fuel consumption for official vehicles (down by 40.6% in 2020 compared to 2019, while in 2021, this decrease was slightly lower – 35.17%). However, due to the need for continuous fresh air ventilation, this drop in consumption is significantly lower than it would have been had it not been for a pandemic. Indeed, research by the Erste Group shows that ventilation is the largest consumer of electricity, during winter as well as a lot of energy is consumed to heat the fresh air. Also, significant reductions and savings in electricity are not planned for the forthcoming period due to the modernisation of branches with zones that continuously operate and use electricity. Electricity consumption increased by 6.68% compared to the reference year 2019. In 2021 slight reductions in CO₂ emissions (-1%) and paper usage per full-time equivalent ("FTE") (-3.6%) were achieved compared to 2020.

As was the case in the previous years, a yearly external audit was performed by a licenced certification company in 2021 too, to check the functioning of the environmental management system according to the international standard ISO 14001: 2015. The Bank has completed all necessary activities to extend the ISO 14001:2015 certificate for another year. Some of Erste Bank Croatia affiliates (Erste Card Club, Erste Leasing and Erste Bank A.D. Podgorica) have done the same successfully.

The strategic environmental objectives for the period 2022 to the end of 2024 were also set last year. Compared to the reference year 2019, they are:

- Maintain electricity consumption at +/- 3% (2019: 10,98 GWh, 2.489 FTE)
- Maintain heat consumption at +/- 3% (2019: 4,09 GWh)
- Reduce CO₂ emission 0-3% (2019: 2.251 tCo₂/ FTE)

Based on the strategic objectives, the operational objectives for 2021- 2022 were defined:

- implement internal educational campaigns on environmental protection, electricity and thermal energy savings for new employees
- further installation of UV protective foils on the premises
- production of 64,000 kWh (± 5 %) of green energy from photovoltaic cells installed on the office building in Zagreb

COVID-19 Pandemic

The COVID-19 pandemic has been causing high uncertainty in the global economy and on the global markets. Social distancing rules and lockdown restrictions imposed by governments led to economic slow-down and a significant drop of revenues across industries. Unprecedented state aid packages (e.g. state guarantees, bridge financing, the state temporarily paying workers' salaries to avoid redundancies, hardship funds for one-person and micro businesses) and moratoria programs were introduced in Erste Bank Croatia's core markets (public moratoria in Montenegro and private moratoria in line with guidelines of the European Banking Authority (EBA) in Croatia) to support citizens and companies. Especially in light of the vaccination progress, restricting measures were step by step reduced and economic development gained again momentum. The mid and long-term effect on the asset quality of the banking sector has still to be seen.

2.8 CREDIT RATINGS

As of the date of this Registration Document, Fitch has assigned the following credit ratings to the Issuer at the request and with the cooperation of the Issuer in the credit rating process:

Long-Term	Outlook	Short-Term
A-	Stable	F1

According to the rating definitions as published by Fitch ("www.fitchratings.com"), the above credit ratings have the following meanings:

'A' – High credit quality. 'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

Note: The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories.

'F1' – Highest short-term credit quality. Indicates the strongest intrinsic capacity for timely payment of financial commitments.

'**Outlook**' — Rating outlooks indicate the direction a rating is likely to move over a one- to two-year period. They reflect financial or other trends that have not yet reached the level that would trigger a rating action, but which may do so if such trends continue. The majority of Outlooks are generally Stable, which is consistent with the historical migration experience of ratings over a one- to two-year period. Positive or Negative rating Outlooks do not imply that a rating change is inevitable and, similarly, ratings with Stable Outlooks can be raised or lowered without a prior revision to the Outlook, if circumstances warrant such an action. Occasionally, where the fundamental trend has strong, conflicting elements of both positive and negative, the Rating Outlook may be described as Evolving.

More detailed information on the credit ratings can be retrieved on the following website ("www.fitchratings.com/entity/erste-steiermarkische-bank-dd-80362076"). General information regarding the meaning of the credit rating and the qualifications which have to be observed in connection therewith can be found on the website of Fitch ("www.fitchratings.com").

Fitch, with its seat in 39/40 Upper Mount Street Upper, Dublin, D02 PR89, Ireland is registered with the Companies Registration Office Ireland.

Fitch is registered under the Regulation (EC) No 1060/2009, as amended ("**CRA Regulation**") as registered credit rating agency. The European Securities and Markets Authority publishes on its website ("www.esma.europa.eu") a list of credit rating agencies registered and certified in accordance with the CRA Regulation. That list shall be updated within five working days following the adoption of a decision under Articles 16, 17 or 20 of the CRA Regulation. The European Commission publishes that updated list in the Official Journal of the EU within 30 days following the updates.

2.9 RECENT EVENTS

Erste Card Club potential merger

On 7 October 2020 the Issuer announced that its competent bodies (i.e. its management board and supervisory board) have adopted decisions on initiating activities for the potential merger of Erste Card Club d.o.o. to the Issuer and further activities related to potential merger are currently ongoing.

Dividend

At the Issuer's annual general meeting, which took place on 9 May 2022, the resolution as proposed by the management board and the supervisory board of the Issuer to pay a dividend per share of HRK 30.91 for the financial year 2021 was passed.

Announcement of extra profit tax introduction for 2022

The Croatian Government announced the introduction of the extra profit tax only for 2022 for all companies with revenues in excess of EUR 40 million in 2022. The tax base would be the positive difference between the tax base in 2022 and the average tax base in the period 2018-2021 increased by 20%. The extra profit tax rate would be 33% and it would certainly affect Erste Bank Croatia's net result for 2022. However, as of the date of this Registration Document, there is only a draft proposal in relation to such extra profit tax available that can be amended before final adoption in the Croatian parliament.

Other than that, there are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.

2.10 TREND INFORMATION

Erste Bank Croatia's home market is expected to post growth of the real gross domestic product in 2022. Trends affecting the Issuer and the industries in which it operates are the uncertainties regarding the macroeconomic environment linked to energy shortage and elevated geopolitical risks which may have a negative impact on the Issuer's business activity and results of operations, as well as on the Issuer's refinancing costs. Inflation will remain a key theme amid strong surge in 2022 and uncertainties related to the inflation path going forward, all being affected by the Ukraine war, sanctions against Russia and numerous spill-over effects. Unemployment rate and labor market is expected to remain relatively tight in 2022. Inflation-linked further increases of short- and long-term interest rates are likely in the Eurozone.

2.11 SIGNIFICANT CHANGES AND MATERIAL ADVERSE CHANGES

There has been no material adverse change in the prospects of the Issuer since 31 December 2021 and no significant change in the financial performance and in the financial position of Erste Bank Croatia Group since 30 June 2022.

2.12 SELECTED FINANCIAL INFORMATION

Capital position

Basel 3 capital, in HRK million	31 December 2020	31 December 2021	30 June 2022
CET 1	9,527	10,054	9,868
Tier 2	614	374	312
Total capital	10,141	10,428	10,180

Source: Information of the Issuer

Risk-weighted assets (RWA), in HRK million	31 December 2020	31 December 2021	30 June 2022
Market risk	256	97	651
Operational risk	5,408	5,324	5,325
Credit risk*	48,697	50,947	43,682
Total RWA	54,361	56,368	49,658

*Credit RWA includes risk exposure for credit valuation adjustment

Source: Information of the Issuer

Basel 3 capital ratios	31 December 2020	31 December 2021	30 June 2022
CET 1 ratio	17.53%	17.84%	19.87%
Tier 1 ratio	17.53%	17.84%	19.87%
Total capital ratio	18.66%	18.50%	20.50%

Source: Information of the Issuer

Key profitability and efficiency indicators

Erste Bank Croatia Group	31 December 2020	31 December 2021	30 June 2022
Return on Equity (ROE) ratio, %	4.6%	9.9%	15.9%
Net Interest Margin (NIM) ratio, %	3.0%	2.7%	2.6%
Cost/Income (C/I) ratio, %	53.7%	52.7%	54.0%
Loan/deposit ratio net, %	88.7%	78.8%	76.2%
Solvency ratio, %	18.7%	18.5%	20.5%

Source: Information of the Issuer

Key risk indicators

Erste Bank Croatia Group	31 December 2020	31 December 2021	30 June 2022
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Non-Performing Loan (NPL) ratio, %	7%	6%	4%
Non-Performing Loan (NPL) coverage ratio, %	90%	103%	101%
Risk cost ratio, %	1.4%	0.3%	-1.2%

Source: Information of the Issuer

Alternative Performance Measure	Calculation
Return On Equity (ROE) ratio	<p>ROE ratio is expressed as:</p> <p>Profit or loss for the year attributable to the owners of the parent / simple average of two year ends of shareholder's equity attributable to the owners of the parent (Total Equity - Minority interests [non-controlling interests])</p> <p>ROE ratio is a profitability ratio which assesses how well equity is used to generate profit.</p> <p>Example for ROE ratio calculation as of 31 December 2021:</p> $ROE \text{ ratio} = \frac{1,050 \text{ (profit or loss for YE 2021 attributable to the owners of the parent in HRK M)}}{\text{Average}(10,186; 10,954) \text{ (simple average of volume of shareholders equity for YE 2020 and YE 2021 in HRK M)}} = 9.9\%$
Net Interest Margin (NIM) ratio	<p>NIM ratio is expressed as:</p> <p>Net interest bearing income (Net interest income + Dividend income + Net result from equity method investments / simple average of two year ends of interest bearing assets (Financial assets held for trading + Non-trading financial assets mandatorily at fair value through profit or loss + Financial assets at fair value through other comprehensive income + Financial assets at amortized cost + Investments in subsidiaries, joint ventures and associates)</p> <p>NIM ratio is a profitability ratio which assesses how profitable investment (asset) is when compared to expenses used to fund it.</p> <p>Example for NIM ratio calculation as of 31 December 2021:</p> <p><i>Net interest bearing income = Net interest income (HRK 2.003 M) + Dividends received (HRK 1 M) + Share of the profit or (-)loss of investments in subsidiaries accounted for using the equity method (HRK 9 M) = 2.012</i></p> <p><i>Net interest bearing assets</i> = Financial assets held for trading (simple average of YE 2020 and YE 2021 (HRK 162 M; HRK 145 M)) + Non trading financial assets mandatorily at FVTPL (simple average of YE 2020 and YE 2021 (HRK 188 M; HRK 75 M)) + Financial assets at FVTOCI (simple average of YE 2020 and YE 2021 (HRK 11,278 M; HRK 11,947 M)) + Financial assets at AC (simple average of YE 2020 and YE 2021 (HRK 59,639 M; HRK 63,073 M)) + Investments in subsidiaries, joint ventures and associates (simple average of YE 2020 and YE 2021 (HRK 59 M; HRK 62 M))</p> $NIM \text{ ratio} = \frac{2,012 \text{ (Net interest bearing income for YE 2021 in HRK M)}}{\text{Average}(71,326; 75,303) \text{ (simple average of volume of interest bearing assets for YE 2020 and YE 2021 in HRK M)}} = 2.7\%$
Cost Income (C/I) ratio	<p>C/I ratio is expressed as:</p> <p>Operating expense (Personnel expenses, Other administrative expenses, Depreciation and amortization) / Operating income (Net interest income, Net fee and commission income, Dividend income, Net trading and fair value result, Gains/losses from financial instruments measured at fair value through profit or loss, Net result from equity method investments, Rental income from investment properties & other operating leases)</p> <p>C/I ratio is an efficiency ratio which assesses how many units of cost must be invested to generate one unit of revenue.</p> <p>Example for C/I ratio calculation as of 31 December 2021:</p> $C/I \text{ ratio} = \frac{1,640 \text{ (Operating expense for YE 2021 in HRK M)}}{3,112 \text{ (Operating income for YE 2021 in HRK M)}} = 52.7\%$
Solvency ratio, %	<p>Solvency ratio is expressed as:</p> <p>Own funds / Total risk exposure amount</p> <p>Solvency ratio represents bank's ability to absorb losses in going concern situation.</p> <p>Example for Solvency ratio calculation as of 31 December 2021:</p> $\text{Solvency ratio} = \frac{10,428 \text{ (Own funds for YE 2021 in HRK M)}}{56,368 \text{ (Total risk exposure amount for YE 2021 in HRK M)}} = 18.5\%$

Loan/Deposit net, ratio	<p>Loan/Deposit net ratio is expressed as:</p> <p>Net loans and advances to customers (Loans and advances to customers at amortized cost, Trade and other receivables, Finance lease receivables to customers) / Deposits from customers</p> <p>The loan-to-deposit net ratio is used to assess a bank's liquidity by comparing a bank's customer loans, net to its customer deposits for the same period.</p> <p>Example for Loan/Deposit net, ratio calculation as of 31 December 2021:</p> $\text{Loan/Deposit ratio} = \frac{53,802 \text{ (Customer loans, net for YE 2021 in HRK M)}}{68,268 \text{ (Customer deposits for YE 2021 in HRK M)}} = 78.8\%$
Risk cost ratio	<p>Risk cost ratio is expressed as:</p> <p>Impairment or reversal of impairment on financial assets not measured at fair value through profit or loss / simple average of two year ends of volume of gross Loans to customers (LTC) (incl. Trade and other receivables and Finance Lease Receivables)</p> <p>Risk cost ratio assesses loss over a period related to credit risk as a percentage of an average gross loan volume.</p> <p>Example for risk cost ratio calculation as of 31 December 2021:</p> $\text{Risk cost ratio} = \frac{167 \text{ (Impairment result from financial instruments YE 2021 in HRK M)}}{\text{Average}(56,719; 56,909) \text{ (gross LTC for YE 2020 and YE 2021 in HRK M)}} = 0.3\%$
Non-Performing Loan (NPL) ratio	<p>NPL ratio is expressed as:</p> <p>Volume of Non-Performing Loans to customers (incl. Trade and other receivables and Finance Lease Receivables) / Volume of gross loans to customers (incl. Trade and other receivables and Finance Lease Receivables)</p> <p>NPL ratio is a risk ratio which assesses the quality of a portfolio by showing the percentage of loans which are unlikely to be paid over the gross loan volume.</p> <p>Example for NPL ratio calculation as of 31 December 2021:</p> $\text{NPL ratio} = \frac{3,110 \text{ (Volume of Non – performing Loans for 2021 in HRK M)}}{56,909 \text{ (Volume of gross loans to customers for 2021 in HRK M)}} = 5.5\%$
Non-Performing Loan (NPL) coverage ratio	<p>NPL coverage ratio is expressed as:</p> <p>Volume of provisions for loans to customers (incl. Trade and other receivables and Finance Lease Receivables) / Volume of Non-Performing Loans to customers (incl. Trade and other receivables and Finance Lease Receivables)</p> <p>NPL coverage ratio is a risk ratio which assesses how well is the NPL volume covered with balance sheet provisions.</p> <p>Example for NPL coverage ratio calculation as of 31 December 2021:</p> $\text{NPL coverage ratio} = \frac{3,189 \text{ (Volume of Loan loss allowances for 2021 in HRK M)}}{3,110 \text{ (Volume of Non – Performing Loans to customers for 2021 in HRK M)}} = 102.5\%$

Source: Information and calculation of the Issuer on the basis of the financial statements 2021 of Erste Bank Croatia prepared pursuant to the Decision of the CNB on structure and content of bank's annual financial statements (Official Gazette 42/18), respectively.

3. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

3.1 MANAGEMENT BOARD

Members of the Management Board

Management board members of Erste Bank Croatia are appointed by Erste Bank Croatia's supervisory board with the maximum of five years term of office and they can be reappointed. Erste Bank Croatia's management board currently has five members, one of whom is the chairman. Its management board conducts its activities and adopts its decisions and resolutions at the meetings. Meetings are held, as a rule, once a week.

The current members of Erste Bank Croatia's management board listed below have extensive experience in the banking market and perform the following additional functions in management or supervisory boards in other companies as of the date of this Registration Document.

NAME AND POSITION	COMPANY	FUNCTION
Christoph Schoefboeck CEO	Erste Bank AD Podgorica, Montenegro	Chairman of the Supervisory Board
	Sparkasse Bank dd BiH	Member of the Supervisory Board
Hannes Frotzbacher CRO	Erste Bank a.d. Novi Sad, Serbia	Member of the Board of Directors
	Erste & Steiermärkische S-Leasing d.o.o.	Chairman of the Supervisory Board
	Banka Sparkasse d.d. Ljubljana	Member of the Supervisory Board
Krešimir Barić CFO	Erste Nekretnine d.o.o., Zagreb	Chairman of the Supervisory Board
	Erste Bank AD Podgorica, Montenegro	Deputy Chairman of the Supervisory Board
	Erste Card Club d.o.o., Zagreb	Member of the Supervisory Board
Martin Hornig COO	-	-
Zdenko Matak Retail Board Member	Erste Card Club d.o.o., Zagreb	Chairman of the Supervisory Board
	Erste d.o.o., Zagreb	Member of the Supervisory Board

Source: Internal information of the Issuer

The members of Erste Bank Croatia's management board can be reached at its business address Ivana Lučića 2, Zagreb, Republic of Croatia.

As of 1 August 2022, Borislav Centner no longer performs his function as member of Erste Bank Croatia's management board. Borislav Centner decided to retire from his function and continue his career within Erste Bank Croatia in the position of chief advisor to the management board for corporates and markets with a focus on business development, further strengthening relations with clients in Croatia and the development of regional cooperation and implementation of the Southeastern Europe (SEE) corporate cluster. The president of Erste Bank Croatia's management board, Christoph Schoefboeck, as of 1 August 2022, additionally took over a responsibility for organizational units of corporates and markets and is responsible for following organizational units: human resources division, marketing division, internal audit division, strategy and project management division, corporate communication office, office of the management board, SME division, large corporates division, corporates and markets business development and support division and financial markets division.

3.2 SUPERVISORY BOARD

Members of the Supervisory Board

The supervision of Erste Bank Croatia's management board's activities is performed by Erste Bank Croatia's supervisory board. Its supervisory board currently consists of 7 members who are elected by Erste Bank Croatia's general meeting with three years term of office, and they can be reappointed.

Erste Bank Croatia's supervisory board has a wide range of responsibilities. These include appointment and revocation of the chairman of Erste Bank Croatia's management board and the other members of Erste Bank Croatia's management board, supervision over the business activities of Erste Bank Croatia, including browsing accounts and documentation of Erste Bank Croatia, requesting reports, examination of results of business activities.

Erste Bank Croatia's supervisory board grants approval to the financial statements, by which they are established by Erste Bank Croatia's management board and supervisory board. The financial statements are prepared in accordance with the International Financial Reporting Standards, as adopted by the EU (the "IFRS") and are reviewed by its management board and the audit committee of Erste Bank Croatia's supervisory board. The financial statements are also audited by Erste Bank Croatia's independent auditor.

Erste Bank Croatia's supervisory board conducts its activities and adopts its decisions at the meetings. Meetings are held four times per year in principle. Erste Bank Croatia's supervisory board may pass a decision without holding the meeting (passing of decisions through correspondence). Members of Erste Bank Croatia's supervisory board, who would be in conflict of interest, shall abstain from the voting on the decision if making such a decision would represent a conflict of interest. Members of Erste Bank Croatia's supervisory board may not accept or take up any office, duty or position that would conflict with their responsibilities or duties towards the Issuer.

The following table sets out additional functions in management or supervisory boards in other companies as of the date of this Registration Document:

NAME AND POSITION	COMPANY	FUNCTION
Willibald Cernko Chairman of the Supervisory Board	SOS-Kinderdorf, Innsbruck, nonprofit organisation	Member of the Supervisory Board
	Allgemeine Sparkasse Oberösterreich Bankaktiengesellschaft	Member of the Supervisory Board
	Oesterreichische Kontrollbank Aktiengesellschaft	Member of the Supervisory Board
	s Wohnbaubank AG	Member of the Supervisory Board
	Steiermärkische Bank und Sparkassen AG	Member of the Supervisory Board
	Tiroler Sparkasse Bankaktiengesellschaft Innsbruck	Member of the Supervisory Board
	Erste Group Bank AG	Chairman of the Management Board
	Salzburger Sparkasse AG	Chairman of the Supervisory Board
	Kärntner Sparkasse AG	Member of the Supervisory Board
Walburga Seidl Member	Steiermärkische Bank und Sparkassen AG	Member of the Management Board
	Sparkasse Bank a.d. Skopje	Member of the Supervisory Board
Nikolai Leo de Arnoldi	DE ARNOLDI Gmbh	Member of the Management Board

Independent member		
Judit Agnes Havasi Independent member	DONAU Versicherung AG Vienna Insurance Group	Chairman of the Management Board
	Die Zweite Wiener Vereins Sparkasse	Member of the Supervisory Board
	UNION Vienna Insurance Group Bitosito Zrt	Member of the Supervisory Board
	Vienna-Life Lebensversicherung AG, Vienna Insurance Group	Member of the Supervisory Board
Ingo Bleier Member	Erste Group Bank AG	Member of the Management Board
	Erste Bank der oesterreichischen Sparkassen AG	Member of the Supervisory Board
	Oesterreichische Kontrollbank AG	Member of the Supervisory Board
	Erste Bank a.d. Novi Sad	Chairman of the Board of Directors
Georg Bucher Deputy Chairman of the Supervisory Board	Kärntner Sparkasse AG	Member of the Supervisory Board
	Sparkassen IT Holding AG	Member of the Supervisory Board
	Erste Bank a.d. Novi Sad	Member of the Board of Directors
	Banka Sparkasse d.d. Ljubljana	Member of the Supervisory Board
	Sparkasse Bank a.d. Skopje	Member of the Supervisory Board
	S IT Solutions AT Spardat GMBH	Member of the Supervisory Board
	SKW-Privatstiftung	Member of the Management Board
	SKB Industrieholding GmbH	Member of the Supervisory Board
	Steiermärkische Bank und Sparkassen AG	Member of the Management Board
	Christine Kunz Gesellschaft m.b.H.	Managing director
Roland Klimesch Member	-	-

Source: Internal information of the Issuer

The members of Erste Bank Croatia's supervisory board perform their respective function at the following business addresses:

- Willibald Cernko – Erste Group Bank AG, Am Belvedere 1, 1100 Vienna, Austria

- Ingo Bleier - Erste Group Bank AG, Am Belvedere 1, 1100 Vienna, Austria
- Roland Klimesch - Erste Group Bank AG, Am Belvedere 1, 1100 Vienna, Austria
- Walburga Seidl - Steiermärkische Bank und Sparkassen AG, Sparkassenplatz 4, 8010 Graz, Austria
- Georg Bucher - Steiermärkische Bank und Sparkassen AG, Sparkassenplatz 4, 8010 Graz, Austria
- Nikolai Leo de Arnoldi - Matthäusgasse 9/6, 1010 Vienna, Austria
- Judit Agnes Havasi - Vienna Insurance Group, Schottenring 30, 1010 Vienna, Austria

GENERAL MEETING

Shareholders of Erste Bank Croatia provide their rights at Erste Bank Croatia's general meeting. Erste Bank Croatia's general meeting can be held as a regular or extraordinary meeting. Erste Bank Croatia's general meeting must be held in the first eight months of the business year.

Among other matters, Erste Bank Croatia's general meeting makes the decision on election and revocation of members of Erste Bank Croatia's supervisory board, granting discharge to Erste Bank Croatia's management board and supervisory board members, appointment of Erste Bank Croatia's auditors, amendments of Erste Bank Croatia's articles of association, increase and decrease of Erste Bank Croatia's share capital, cessation of Erste Bank Croatia, change of the corporate name and head offices of Erste Bank Croatia and distribution of profit.

The proposal of decision on profit distribution is made by Erste Bank Croatia's management board and shall be approved by its supervisory board. Thereafter, it shall be submitted to Erste Bank Croatia's general meeting at which the decision is made.

3.3 POTENTIAL CONFLICTS OF INTEREST

Members of the Issuer's management board and supervisory board may serve on management or supervisory boards of other companies, directorship of that kind may generate in certain circumstances conflicts of interest.

Agreements (e.g. loan agreements) of Erste Bank Croatia with the members of its management board and its supervisory board may generate in certain circumstances conflicts of interest.

Should any such conflict of interest arise, Erste Bank Croatia has sufficient rules and procedures pursuant to the relevant local regulation, compliance rules and industry standards in place regulating the management of conflicts of interest and the ongoing application of such guidelines and rules. If any conflicts of interest are identified with respect to the members of the Issuer's management board, supervisory board or the upper management level, where internal procedures or measures would not be sufficient, conflicts of interest would be disclosed.

3.4 AUDIT AND AUDITORS' REPORTS

PricewaterhouseCoopers d.o.o., with registered seat at Heinzelova ulica 70, 10000 Zagreb, Republic of Croatia, have audited the Croatian language consolidated and separate financial statements of Erste Bank Croatia prepared in accordance with IFRS as of and for the years ended 31 December 2020 and 31 December 2021 and issued unqualified auditor's reports for the Audited Consolidated and Separate Financial Statements 2020 (dated 24 March 2021) and the Audited Consolidated and Separate Financial Statements 2021 (dated 25 March 2022). PricewaterhouseCoopers d.o.o. is member of the Croatian Chamber of Auditors of the Republic of Croatia.

The financial year of Erste Bank Croatia is the calendar year.

3.5 SHAREHOLDERS OF THE ISSUER

Erste Bank Croatia's ownership structure as at the date of this Registration Document is as follows:

Shareholder	Number of shares	Percentage of the share capital
Erste Group Bank AG	10,023,326	59.01568%
Steiermärkische Bank und Sparkassen AG	6,960,849	40.98432%
Total	16,984,175	100.0%

Source: Internal information of the Issuer

As stated above, the majority shareholder of Erste Bank Croatia is Erste Group Bank, which holds 59.01568% of its share capital. The other shareholder of Erste Bank Croatia is Steiermärkische Bank und Sparkassen AG which holds 40.98432% of its share capital. Together the above-mentioned shareholders hold 100.0% of the share capital in Erste Bank Croatia.

Shareholder of Steiermärkische Bank und Sparkassen AG is Erste Bank der oesterreichischen Sparkassen AG which holds 25.0% of the share capital and Erste Group Bank is 100.0% owner of Erste Bank der oesterreichischen Sparkassen AG. According to this, Erste Group Bank has a controlling position over Erste Bank Croatia.

To the best of the knowledge of the Issuer, there are measures, like applicable corporate governance regulations, to ensure that such control over the Issuer is not abused.

The Issuer is, to the best of its knowledge, not aware of any arrangements the operation of which may at a subsequent date result in a change in control of the Issuer.

4. LEGAL PROCEEDINGS

The Issuer and some of its subsidiaries are involved and have been involved in the twelve months preceding the date of this Registration Document in legal disputes, including governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), most of which have arisen or have been threatened in the course of ordinary banking business. These proceedings are not expected to have a significant negative impact on the financial position or profitability of Erste Bank Croatia Group and/or the Issuer. Erste Bank Croatia Group is also subject to the following ongoing proceedings, some of which, if adversely adjudicated, may have a significant impact on the financial position or profitability of Erste Bank Croatia Group and/or the Issuer:

Claim of the Croatian Association of Consumer Protection Associations against the Issuer (and other six banks in the Republic of Croatia)

The Croatian Association of Consumer Protection Associations as claimant ("**POTROŠAČ**") initiated in 2012 a collective lawsuit against eight banks in the Republic of Croatia, including Erste Bank Croatia.

For the part of the claim regarding the variability of the interest rates in Swiss franc denominated consumer loans concluded between 2004 and 2008, the case has been finally resolved in 2014 after the Croatian High Commercial Court denied the Issuer's appeal against the first instance verdict. Later legal remedies which were submitted (request for a judicial review and constitutional complaint) were denied.

After POTROŠAČ's constitutional complaint regarding the Judgment of the Croatian Supreme Court for the part of the claim regarding the Swiss franc currency clause in consumer loans concluded between 2004 and 2008, the case has been returned for a retrial to the Croatian High Commercial Court, which in 2014 initially ruled in favour of the sued banks and refused the claim. The Croatian High Commercial Court had altered the verdict of the Commercial Court in Zagreb reached in 2013 and refused the claim with respect to the invalidity of the currency clause in consumer loans denominated in Swiss francs. When reviewing the appeals of all defendants, the Croatian High Commercial Court rejected appeals as unfounded and the first instance verdict was confirmed in the part regarding the currency clause, respectively, the Croatian High Commercial Court ruled that the defendant banks have violated collective interests of the consumers by contracting unfair and non-binding provisions with respect to the currency clause in consumer credit contracts in Swiss francs, and ordered to cease with such conduct. In addition, no other obligation was ordered by the verdict, i.e. the Issuer is not obliged to offer compensation to clients, but those clients who consider that they have suffered damages, would have to sue the Issuer in an individual proceeding.

In August 2018, Erste Bank Croatia submitted a request for a judicial review, which was denied by the Croatian Supreme Court in September 2019.

In February 2021, the Croatian Constitutional Court reached a decision regarding the Issuer's constitutional complaint regarding the null and void FX clause, which was filed against the Croatian Supreme Court's decision, by which the constitutional complaint was denied.

According to the present circumstances and case law known to the Issuer, in relation to its financial position, the majority of potential adverse effects of the verdicts reached in the collective case should be considered absorbed within the conversion of the majority of the relevant loan portfolio implemented in accordance with the amendments of the Croatian Consumer Credit Act (OG 75/09, 112/12, 143/13, 147/13, 09/15, 78/15, 102/15, 52/16) and the Croatian Credit Institutions Act (OG159/2013, 19/2015, 102/2015, 15/2018, 70/2019, 47/2020, 146/2020) in 2015.

Other Court Proceedings

The Issuer has been named as a defendant in a certain number of individual ongoing legal proceedings, while the course and possible outcome of such proceedings is difficult to predict. The lawsuits mainly relate to allegations that certain contractual provisions, particularly in respect of consumer loans, violate mandatory consumer protection laws and regulations and principles of general civil law. The allegations relate to enforceability of certain fees as well as of contractual provisions for the adjustment of interest rate and currencies.

In the future, it is not possible to rule out the initiation of a number of court disputes against the Issuer by referring to the final judgments in the aforementioned collective case, whereby due to certain still non-resolved legal issues, it is not possible to predict the course or the outcome of such proceedings.

5. MATERIAL CONTRACTS

The Issuer and its subsidiaries have not entered into any material contracts, other than contracts entered into in the ordinary course of business, which could result in any member of Erste Bank Croatia Group being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to holders in respect of the securities to be issued.

GLOSSARY AND LIST OF ABBREVIATIONS

For ease of reference, the glossary below sets out certain abbreviations and meanings of certain terms used in this Registration Document. Readers of this Registration Document should always have regard to the full description of a term contained in this Registration Document.

Act on the Resolution of Credit Institutions and Investment Firms	OG 146/2020 and 21/2022
BRRD	Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council, as amended (<i>Bank Recovery and Resolution Directive</i>)
CET 1	Common Equity Tier 1
CNB	Croatian National Bank
COVID-19	corona virus SARS-CoV-2
CRD	Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC, as amended (<i>Capital Requirements Directive</i>)
Credit Institutions Act	OG 159/2013, 19/2015, 102/2015, 15/2018, 70/2019, 47/2020 and 146/2020
CRR	Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012, as amended (<i>Capital Requirements Regulation</i>)
ECB	European Central Bank
Erste Bank Croatia	Erste & Steiermärkische Bank d.d.
Erste Bank Croatia Group	Issuer and its subsidiaries and participations taken as a whole
Erste Group Bank	Erste Group Bank AG
EU	European Union
EU Banking Package	a legislative package regarding a set of revised rules (comprising the CRD, the CRR, the BRRD and the SRMR) aimed at reducing risks in the EU banking sector published on 7 June 2019 in the Official Journal of the EU
EUR	Euro
Fitch	Fitch Ratings Ireland Limited
FMA	Austrian Financial Market Authority (<i>Finanzmarktaufsichtsbehörde</i>)
HRK	Croatian Kuna
ICT	information and communication technology
IFRS	International Financial Reporting Standards as adopted by the EU
Issuer	Erste & Steiermärkische Bank d.d.

MREL	minimum requirement for own funds and eligible liabilities
OG	Official Gazette
Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended
Registration Document	this registration document, as supplemented from time to time
SME	small and medium sized enterprises
SRB	Single Resolution Board
SRM	Single Resolution Mechanism
SRMR	Regulation (EU) No 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010, as amended (<i>Single Resolution Mechanism Regulation</i>)

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Signaturwert	EnV8YkupfpZrxgXKSdQyUyPunYxHjdVQ44hsQ7en9lCWzRwnA3uqcmPcNAninOtdaSaYuZ3fWgMznjCJXRooGT7LuEYG/MOJHP4WluYCeijASSb/WAHzUKFmcAyPeCR0WOPT45nN63A+D5K8T+eSdBRongErkLR9dzszGirEY7y60vz0Fqkpp+X22c3dgH900CsEcGQhUWpAI97laQzNeoNS+hdqGRPPcYgk0xTTGp+q082GQC00oohvt7GkKQIWxFDDA4hg7pA0Y6c/8vNS41BMS/vd5SQGNPhd10n1o12grR2zB+PVndAJqUWHVZAKoEJfuF7ia+Ap2cBTnPq9g==	
	Unterzeichner	Österreichische Finanzmarktaufsichtsbehörde
	Datum/Zeit-UTC	2022-12-02T07:46:09Z
	Aussteller-Zertifikat	CN=a-sign-corporate-light-02,OU=a-sign-corporate-light-02,O=A-Trust Ges. f. Sicherheitssysteme im elektr. Datenverkehr GmbH,C=AT
	Serien-Nr.	532114608
	Methode	urn:pdfsigfilter:bka.gv.at:binaer:v1.1.0
Prüfinformation	Informationen zur Prüfung des elektronischen Siegels bzw. der elektronischen Signatur finden Sie unter: http://www.signaturpruefung.gv.at	
Hinweis	Dieses Dokument wurde amtssigniert. Auch ein Ausdruck dieses Dokuments hat gemäß § 20 E-Government-Gesetz die Beweiskraft einer öffentlichen Urkunde.	