



**HRVATSKA POŠTANSKA BANKA d.d.**

Management Board  
Jurišićeva 4, HR-10000 Zagreb  
Phone: +385 1 4804 400, +385 1 4804 409  
Fax: +385 1 4810 773

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

Zagreb, on 13 February 2019

No: E01-8/19-LAT

**Zagreb Stock Exchange Inc.**

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

**Croatian News Agency OTS HINA**

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

- **Inside information (Article 7 and 8 of the REGULATION (EU) No 596/2014 on market abuse (market abuse regulation)**
- **Notice on delivery of Agreement of Merger to the court register and Notice to shareholders in compliance with Article 517(1) and Article 531(1) of the Companies Act**

Sirs,

Hrvatska poštanska banka, p.l.c., Zagreb, Jurišićeva 4, discloses herein that in compliance with Articles 517 and 531 of the Companies Act ("CA"), **has undertaken merger activities**, and that on 12 February 2019 the **Agreement of Merger** declaring the merger of the company JADRANSKA BANKA dioničko društvo with its headquarters in Šibenik, Ante Starčevića 4, entered in the Commercial Court in Zadar – standing service in Šibenik with ID no.: 060001044, PIN: 02899494784 ("JABA"), the Acquired Company, into HRVATSKA POŠTANSKA BANKA, p.l.c. with its headquarters in Zagreb, Jurišićeva 4, entered in the register of the Commercial Court in Zagreb with ID no.: 080010698, PIN: 87939104217 ("HPB"), the Acquiring Company, has been concluded and solemnised.

On 12 February 2019, HPB, the Acquiring Company, delivered the above Agreement of Merger to the register of the Commercial Court in Zagreb.

On 12 February 2019, JABA, the Acquired Company, also delivered the above Agreement of Merger to the Commercial Court in Zadar – standing service in Šibenik.

The shareholders of HPB are advised that the Agreement of Merger and the relevant merger related documentation, laid down in Article 517(2) of CA, are available on the website of the Acquiring Company [www.hpb.hr](http://www.hpb.hr), pursuant to Article 517(6) of CA.

**HPB, the Acquiring Company, is the sole shareholder of the Acquired Company, JABA, and pursuant to Article 531(1) of CA no general meeting of HPB, the Acquiring Company, is convened for the purpose of the relevant merger.**

The shareholders of HPB, the Acquiring Company, whose shareholdings reach together at least **the twentieth portion of the share capital** of HPB are entitled to request the Management Board of HPB to convene a general meeting of the Acquiring Company for the purpose of approving the Agreement of Merger, **within one month following the date of publication of this Notice.**

The shareholders are also advised herein that the merger will not result in an increase in the share capital of the Acquiring Company, nor will the shares of the Acquiring Company be swapped for the shares of the Acquired Company.

Upon receipt of the regulatory approvals that are required, the Agreement of Merger will be submitted for approval by the General meeting of the Acquired Company.

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The transactions of JABA's customers will be carried out smoothly throughout the process of merger, and the customers will be regularly and timely advised about all the activities related to the said process.

The creditors of the companies participating in the merger will be pursuant to Article 523 of CA given security if they make themselves known for that purpose within the term of six (6) months following the date of publication of the entry of merger in the court register where the company of which they are creditors is entered, and they cannot seek that their claims are paid. **The creditors of the Acquiring Company have such right only provided that they can prove that by the merger the payment of their claims have been threatened.**

**HRVATSKA POŠTANSKA BANKA, p.l.c.**