



HRVATSKA POŠTANSKA BANKA d.d.

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

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No: E01-71/19-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**
- **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 it has, in compliance with Articles 517 and 531 of the Companies Act ("CA"), **undertaken merger activities**, and that on 30 September 2019 the **Agreement of Merger** declaring the merger of the company **HPB-Stambena štedionica d.d.** with its headquarters in Zagreb, Savska cesta 58, entered in the Commercial Court in Zagreb with ID no.: 080560254, PIN: 44091063990 ("HPB-Stambena štedionica"), 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 01 October 2019, HPB, the Acquiring Company, delivered the above Agreement of Merger to the register of the Commercial Court in Zagreb.

On 01 October 2019, HPB-Stambena štedionica, the Acquired Company, also delivered the above Agreement of Merger to the register of the Commercial Court in Zagreb.

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, pursuant to Article 517(6) of CA.

HPB, the Acquiring Company, is the sole shareholder of the Acquired Company, HPB-Stambena štedionica, 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 HPB-Stambena štedionica'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.

Upon entry of the merger in the Court Registry, HPB as an Acquiring Company, will take special care and take all necessary activities in accordance with the relevant regulations in relation to the depositors of HPB-Stambena štedionica in order to protect all their rights arising from the contractual relationship with HPB-Stambena štedionica, as well as the integration of such rights into the HPB system as an Acquiring Company and the legal successor of HPB-Stambena štedionica.

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.