



HRVATSKA POŠTANSKA BANKA d.d.

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

Zagreb, March 11,
2026 Ref. No:
F00-25/26-SS

Zagreb Stock Exchange Inc.
Croatian Financial Services Supervisory Agency (HANFA)
Croatian News Agency OTS HINA

Subject: HRVATSKA POŠTANSKA BANKA, p.l.c.
- **Notice of the convocation of the General Assembly - Invitation to the Shareholders**
- *Category: General Assembly – agenda, proposals, resolutions*

The Management Board of Hrvatska poštanska banka, p.l.c., Zagreb, Jurišićeva ulica 4 (hereinafter: the Bank), pursuant to the provisions of the Companies Act, made the Decision on March 10, 2026, to convene the General Assembly of the Bank, **to be held on April 17, 2026, in the Bank's business premises at the address Zagreb, Varšavska ulica 9, Conference Hall on the 1st floor, at 09:00 a.m.**

Pursuant to the provisions of the Capital Market Act and Zagreb Stock Exchange Rules, the Management Board hereby submits the Invitation to the Shareholders of the Bank in the legally defined form for publication, containing Proposals of the Resolutions.

We hereby declare that the full, legally defined form of the Invitation to the Shareholders, including the documents for the General Assembly, will also be published on the Bank's website www.hpb.hr, pursuant to the applicable regulations.

The Invitation to the Shareholders is attached to the Notice.

Hrvatska poštanska banka, p.l.c.

The Management Board of Hrvatska poštanska banka p.l.c. (hereinafter: the Bank), Zagreb, Jurišićeva ulica 4, by virtue of the authority vested in it under Article 277 of the Companies Act (OG No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 111/12, 125/11, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, 136/24) and Article 24 of the Articles of Association of the Bank, adopted on March 10, 2026 the Resolution on the convocation of the General Assembly of the Bank, and hereby invites the Shareholders of the Bank to attend the

LVI (the fifty-sixth) GENERAL ASSEMBLY

of Hrvatska poštanska banka p.l.c., Zagreb, to be held on **April 17, 2026, in the Bank's business premises at the address Zagreb, Varšavska ulica 9, Conference Hall on the 1st floor, at 09:00 a.m.**

LVI General Assembly Agenda:

1. Opening of the General Assembly and establishment of a quorum of the present Shareholders or their proxies
2. Information for the General Assembly:
 - Update on the acquisition and disposal of the Bank's treasury shares
3. Resolution on approval of acquisition of 100% of shares in CROATIA BANKA d.d.

The Shareholders are hereby invited to participate in the General Assembly.

PROPOSED RESOLUTIONS AND EXPLANATORY NOTES

Agenda **Item 2** - No resolution shall be passed under this agenda item

Update for the General Assembly

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

Pursuant to the Resolution of the General Assembly of the Bank dated 30 August 2023, granting authority to the Management Board to acquire and dispose of the Bank's own shares, the Bank initiated a Share Buyback Programme with effect from 8 November 2023, with the intention to acquire up to a maximum of 300 shares, and with an allocated cash amount of up to EUR 65,000.00, for the purpose of paying variable remuneration in accordance with the Remuneration Policy of the Bank and the HPB Group. The Buyback Programme ended on November 8, 2025.

Further to the information by which the Bank's Management Board informed the General Assembly held on December 30, 2025, that the Bank, in accordance with the above-mentioned Share Buyback Programme, during the period from October 7 to November 4, 2025, purchased a total of 65 own shares on the regulated market of the Zagreb Stock Exchange, which represented 0.003210% of the Bank's share capital, and that in accordance with regulatory requirements related to variable remuneration, the Bank was obliged to release 30 of the Bank's own shares from the dematerialized securities account opened with the Central Depository and Clearing Company Inc., by transferring them to the accounts of the share acquirers, the Bank's Management hereby informs the General Assembly as follows:

- That on December 17, 2025, the Bank disposed of 30 of its own shares, outside of regulated market based on concluded Agreements on share transfer. Transfer of shares from digital securities account opened in Central Depository & Clearing Company Inc., has been carried out on December 17, 2025
 - following the disposal, Bank has a total of 35 own shares in its account, representing 0.001728% of the Bank's shareholder equity.
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Under Agenda **Item 3** the Management Board and the Supervisory Board propose that the General Assembly passes the following resolution:

RESOLUTION on the approval of acquisition of 100% of shares in CROATIA BANKA d.d.

1. HRVATSKA POŠTANSKA BANKA, p.l.c. (hereinafter: the **Bank**) is hereby granted approval to acquire 4,746,000 ordinary first issue series A shares, without a nominal amount, of the issuer CROATIA BANKA d.d., OIB: 32247795989, MBS: 080007370, EUID: HRSR.080007370 (hereinafter: **CROBA**). Shares in question are registered in dematerialized form in the Central Depository and Clearing Company under the ticker symbol CRBA-R-A that represent 100% of the share capital of CROBA, which has been paid in full. Acquisition price totals EUR 15,000,000.00,

under the rules for adjusting the payment according to the level of CROBA's capital and reserves on the closing date as opposed to capital and reserves as stated in CROBA's financial statements as per June 30 2025 in the Form SV-8 published on the website of the Croatian National Bank under the line item Total equity instruments in the amount of EUR 24,350,075.00 (hereinafter: Reference capital), as follows:

- should CROBA's capital and reserves on the closing date be lower than the Reference capital by more than 5 percent of the Reference capital, the difference exceeding the 5 percent threshold will be deducted from the acquisition price;
 - should CROBA's capital and reserves on the closing date be higher than the Reference capital by more than 5 percent of the Reference capital, the difference exceeding the 5 percent threshold will be added to the acquisition price.
2. By this resolution the prerequisites for closing the transaction referred to in Article 65, paragraph 2 of the Act on Legal Entities Owned by the Republic of Croatia (Official Gazette No. 102/2025), are met.
 3. This resolution shall enter into force on the date of its adoption.

Explanatory note to the Proposed Resolution:

During the period between 2020 and 2025, the Bank achieved strong growth in market share, that has increased from 5.53% to 9.40% in the same period. This significantly improved the Bank's market position, and thus from the end of 2023 it occupies the fifth position by assets size on the banking market of the Republic of Croatia. The aforementioned improvements were mostly achieved through organic growth, and to a lesser extent through the acquisition and merger of Nova Hrvatska banka d.d. In order to continue to strengthen its market position, the Bank, in addition to various possibilities for organic growth, has also been considering options for M&A growth. Accordingly, after carrying out a due diligence process in CROBA, it was estimated that its acquisition could make a contribution to achieving the Bank's strategic goal, i.e. reaching a relevant market share in accordance with the HPB vision. Namely, the proposed acquisition would bring HPB very close to a market share of 10% in bank assets in the Croatian market. In addition, the acquisition and subsequent intended merger of CROBA should also bring about positive synergies, which could achieve additional positive effects for the Bank. Accordingly, it is proposed to adopt the resolution as stated in the wording.

[Information about the transaction](#) is provided in Attachment 1 of this proposal (Supporting document is accessible by clicking on the title).

ATTENDANCE AND VOTING RIGHTS CONDITIONS FOR THE GENERAL ASSEMBLY

The share capital of the Bank amounts to EUR 161,970,000.00 and is divided into 2,024,625 ordinary registered shares, each of the nominal value of EUR 80.00 deposited in the depository at the Central Depository & Clearing Company Inc., coded HPB-R-A (trading ticker: HPB), and the total number of voting rights on the date of publication of this Invitation is 2,024,590 shares, given that one share gives the right to one vote and that the rights from treasury shares are dormant. On the day of convening this General Assembly, Bank holds 35 own (treasury) shares.

Registrations for participation in the General Assembly can be submitted directly to the Bank or may be sent to the Bank by registered mail, so that the Registrations for participation must be received by the Bank 6 (six) days prior to the General Assembly being held.

Registrations for participation in the General Assembly can be submitted:

- by registered mail to the address of the Bank's headquarters: **Hrvatska poštanska banka, dioničko društvo, Ured Uprave, Jurišićeva ulica 4, 10000 Zagreb, with designation: „Pisarnica – za GS“**
- by direct/personal handover, in the Bank's business premises at the address **Zagreb, Varšavska ulica 9, with designation: „Pisarnica – za GS“**

The given deadline of 6 days does not include the day when the registration for participation is received by the Bank, or the day of the General Assembly session, **i.e. the right to participate and vote in the General Assembly shall be granted to those shareholders whose registrations for participation is received at the above stated addresses on April 10, 2026 at the latest, and who are registered as shareholders of Bank in the depository at the Central Depository & Clearing Company Inc., on that same day.**

Shareholders shall vote on the agenda and agenda items either in person or through proxies.

Shareholders shall also be entitled to exercise the right to vote through a proxy on the basis of a written power of attorney issued by the Shareholder, i.e., issued on behalf of the Shareholder who is a legal entity by a person authorized by law to represent it. It is not necessary to verify such power of attorney by notary public.

Legal entities shall be required to submit registration for participation in the General Assembly, and any power of attorney authorizing another person to represent them at the General Assembly no later than day of the General Assembly. They shall also be invited to submit a simple copy of the Certificate of Incorporation or other relevant public document from another competent register from which it is evident that the registration form or the power of attorney was signed by a person who is legally authorized to represent that legal entity on the day of the signing. Notary Public shall verify such power of attorney.

The registration forms for participation in the General Assembly and the power of attorney, as well as all attachments shall be in Croatian language or if they are in a foreign language, they should be translated into the Croatian language by an authorized court interpreter.

The original power of attorney may be submitted together with the registration for participation, and it shall be submitted no later than the day of the General Assembly, during the compilation of the Attendance List of all participants. In addition to the original, the power of attorney can be previously submitted (in the .pdf format) to the email address: ured.upraveGS@hpb.hr.

Materials for the General Assembly of the Bank, serving as guidelines for passing decisions, and General Assembly registration form and power of attorney form shall be made available to the Shareholders on the website of the Bank www.hpb.hr as well at the Bank's business premises at the address Zagreb, **Varšavska ulica 9**, following the publication of the Notice of the convocation of the General Assembly, on business days from 9:00 to 12:00 noon.

With reference to the entitlement of the Shareholders who together hold no less than one twentieth (5%) of the Bank's share capital to request that an item be included on the agenda of the General Assembly, the Shareholders are referred to Article 278, paragraph 2 of the Companies Act. With respect of the entitlement of the to submit their counter - proposals to the decisions proposed by the Management Board and / or Supervisory Board, the Shareholders are referred to Article 282, paragraph 1 of the Companies Act. With regard of the entitlement of the Shareholders to be advised of the company's business, Shareholders are referred to Article 287 paragraph 1 of the Companies Act.

The Shareholders are invited to attend the General Assembly and are advised to arrive 30 minutes before the commencement time of the Assembly, to be entered onto the Attendance List.

Information on personal data protection is available via a link to the document [**Information on personal data processing for the purpose of convening and conducting the General Assembly of HPB p.l.c.**](#)

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