



HRVATSKA POŠTANSKA BANKA d.d.

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

Zagreb, November 14, 2023

No.: F00-146/23-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, decisions of meeting

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 November 13, 2023, to convene the General Assembly of the Bank, **to be held on December 21, 2023, in the Bank's business premises at the address Zagreb, Varšavska ulica 9, Conference Hall on the 1st floor, at 12:00 noon.**

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

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.

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

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) and Article 24 of the Articles of Association of the Bank, adopted on November 13, 2023 the Decision on the convocation of the General Assembly of the Bank, and hereby invites the Shareholders of the Bank to attend the

LI (the fifty-first) GENERAL ASSEMBLY

of Hrvatska poštanska banka p.l.c., Zagreb, to be held **on December 21, 2023, in the Bank's business premises at the address Zagreb, Varšavska ulica 9, Conference Hall on the 1st floor, at 12:00 noon.**

LI General Assembly Agenda:

1. Opening of the General Assembly and establishment of a quorum of the present Shareholders or their proxies
2. Decision on dividend payment from retained earnings for the business year 2022

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

PROPOSED DECISION AND EXPLANATORY NOTES

Under Agenda **Item 1** the Management Board and the Supervisory Board propose that the General Assembly adopts the following Decision:

DECISION on dividend payment from retained earnings for the business year 2022

I

Upon fulfilment of the conditions for the protection of depositors from Article 312a of the Credit Institutions Act, a dividend in the amount of **EUR 2.61** (in letters: two euros and sixty-one cents) per share will be paid to holders of ordinary shares of Hrvatska poštanska banka, p.l.c. designated HPB (formerly: HPB-R-A).

The dividend in the previous paragraph will be paid from part of the retained earnings for the business year 2022, in the total amount of **EUR 5,284,271.25** (in letters: five million two hundred eighty-four thousand two hundred seventy-one euro and twenty-five cents).

II

All the shareholders of the Bank, holders of shares registered in their accounts of dematerialized securities in the information system of Central Depository & Clearing Company Inc. (CDCC) at December 28, 2023 (**record date**), are entitled to the dividend payment (claim).

The date when the Bank's shares will be traded on the regulated market without the right to dividend payment is December 27, 2023 (**ex-date**).

The dividend claim is payable on June 24, 2024 (**payment date**), upon fulfilment of the conditions from Article 312a of the Credit Institutions Act.

III

This Decision becomes effective on the day of its adoption.

Explanatory Note to the Proposed Decision

On November 2, 2023, the Government of the Republic of Croatia adopted the Decision on the amount, method and terms of payment of state-owned companies' funds into the State Budget of the Republic of Croatia for 2023, identification No.: 022-03/23-04/258, registration No.: 50301-05/31-23-3 (hereinafter: Decision of the Government of the Republic of Croatia) which also applies to Hrvatska poštanska banka, p.l.c., as the Republic of Croatia holds the majority of the Bank's shares.

In accordance with the Decision of the Government of the Republic of Croatia, it is proposed to pay a dividend from part of the retained earnings for the business year 2022 to holders of ordinary shares of the Bank with the designation HPB, in the amount of EUR 2.61 per share.

The dividend payment will be made through CDCC upon the fulfilment of the depositor protection requirements from Article 312a of the Credit Institutions Act, since the proposed dividend payment in the total amount of EUR 5,284,271.25 represents a reduction of the Bank's CET1 capital.

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 (formerly: HPB-R-A).

Each ordinary registered share shall entitle its holder the right to one vote at the General Assembly.

Registrations for participation in the General Assembly is to 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: „Records and Post Management Office – for the GA“**
- by direct/personal handover, in the Bank's business premises at the address **Zagreb, Varšavska ulica 9, with designation: „Records and Post Management Office – for the GA“**

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 December 14, 2023 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 or their proxies 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 shall be translated into the Croatian language by a certified 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 by e-mail (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.**](#)

HRVATSKA POŠTANSKA BANKA, p.l.c.

Contacts:

E-mail: ured.upraveGS@hpb.hr

Investor Relations: Sandra Skendžić, phone +385 1 4804 410

Business Secretary: Snježana Čop, phone +385 1 4804 652