HRVATSKA POŠTANSKA BANKA p.l.c.
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, 4 November 2026

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Zagreb Stock Exchange PLC.

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 Shareholders**
- *Category: General Assembly – notices of convocation, counterproposals and 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, adopted on 3 November 2026 the Resolution to convene the General Assembly of the Bank, to be held **on 11 December 2026, starting at 9:00 am at the Bank's business premises in Zagreb, Varšavska ulica 9, conference hall, 1st floor.** Pursuant to the provisions of the Capital Market Act and the Rules of the Zagreb Stock Exchange PLC., the Management Board hereby notifies and submits for publication the Invitation to the Shareholders of the Bank in the legally prescribed form, including the Proposals of Resolutions.

The Bank also notifies that the full, legally prescribed text of the Invitation to the Shareholders, together with all materials pertaining to the General Assembly, shall be published on the Bank's website at www.hpb.hr, pursuant to applicable legal provisions.

The Invitation to Shareholders is enclosed herewith.

Hrvatska poštanska banka p.l.c.

The Management Board of **HRVATSKA POŠTANSKA BANKA, p.l.c.**, Zagreb, Jurišićeva ulica 4 (hereinafter: the Bank), by virtue of the authority vested in it under Article 277 of the Companies Act (Official Gazette Nos. 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 136/2024) and Article 24 of the Articles of Association of the Bank, adopted on 3 November 2026 the Resolution on the Convocation of the General Assembly of the Bank, and hereby invites the Shareholders of the Bank to attend the

LVIII (Fifty-Eighth) GENERAL ASSEMBLY

of **HRVATSKA POŠTANSKA BANKA, p.l.c., Zagreb**, to be held **on 11 December 2026 at 9:00 am at the Bank's business premises in Zagreb, Varšavska ulica 9, conference hall on the 1st floor.**

LVIII General Assembly:

Agenda:

1. Opening of the General Assembly and establishment of a quorum of the present Shareholders or their proxies
2. Adoption of a Resolution on aligning the registered scope of business of HRVATSKA POŠTANSKA BANKA, p.l.c. with the service designations set out in Articles 11 and 12 of the Credit Institutions Act
3. Adoption of a Resolution on amending the scope of business of HRVATSKA POŠTANSKA BANKA, p.l.c. by extending it to include a new business activity
4. Adoption of a Resolution on amending the Articles of Association of HRVATSKA POŠTANSKA BANKA, p.l.c., in their full text dated 30 August 2023, and adopting an entirely new text of the Articles of Association of HRVATSKA POŠTANSKA BANKA, p.l.c.
5. Adoption of new Rules of Procedure of the General Assembly of HRVATSKA POŠTANSKA BANKA, p.l.c.

Shareholders are hereby invited to participate in the proceedings of the General Assembly.

PROPOSED RESOLUTIONS AND EXPLANATORY NOTES

Agenda **Item 2** The Management Board and the Supervisory Board hereby propose that the General Assembly adopts the following:

R E S O L U T I O N
on aligning the registered scope of business of HRVATSKA POŠTANSKA BANKA, p.l.c. with the service designations set out in Articles 11 and 12 of the Credit Institutions Act

I

Pursuant to Article 386, paragraph 2 of the Credit Institutions Act (Official Gazette No. 22/2026), the registered scope of business of HRVATSKA POŠTANSKA BANKA, p.l.c. is hereby aligned with the service designations set out in Articles 11 and 12 of the Credit Institutions Act (Official Gazette No. 22/2026), whereby the corresponding designations for the following services are established as follows:

- taking deposits or other repayable funds from the public and the granting credits for own account
- taking deposits or other repayable funds
- lending including, inter alia, consumer credit and loans, credit/loan agreements relating to immovable property, mortgage credit and loans, factoring with or without recourse, financing of commercial transactions, including export financing based on the purchase at a discount without recourse of non-current, non-matured receivables collateralised with a financial instruments (forfaiting)
- financial leasing
- Issuance of guarantees and other commitments
- trading for own account in:
  - money market instruments (e.g. cheques, bills of exchange, certificates of deposit)
  - foreign exchange including currency exchange transactions
  - financial futures and options
  - exchange and interest rate instruments
  - transferable securities
- trading for the account of customers in:
  - money market instruments (e.g. cheques, bills of exchange, certificates of deposit)
  - foreign exchange, including currency exchange transactions

- financial futures and options
- exchange and interest-rate instruments
- transferable securities

* payment services in accordance with special regulations governing the payment system
* credit reference services
* issuing of other means of payment and their management, such as travellers' cheques and bank drafts, where the provision of such services is not deemed the provision of a payment service under special regulations governing the payment system
* safe custody services
* money broking
* advice to legal persons on capital structure, business strategy and related issues as well as the provision of advice and services relating to business mergers and acquisitions and purchases of legal persons
* issuing electronic money, including e-money tokens
* activities related to distribution of insurance in accordance with the regulations governing insurance.

The designations of the remaining registered services are not subject to alignment under the requirement laid down in Article 386, paragraph 2 of the Credit Institutions Act (Official Gazette No. 22/2026) and shall therefore remain unchanged.

II

This Resolution shall enter into force on the date of its adoption and shall be implemented by amending the Articles of Association of HRVATSKA POŠTANSKA BANKA, p.l.c.

Explanatory Note:

Pursuant to Article 386. paragraph 2 of the Credit Institutions Act (Official Gazette No. 22/2026), credit institutions are required to align their scope of business, as entered in the court register, with the service designations set out in Articles 11 and 12 of the Credit Institutions Act. Since this alignment relates solely to bringing the designations of the services concerned into conformity with the new statutory terminology, prior approval from the Croatian National Bank is not required for the alignment of the scope of business entered in the court register.

Alignment of the registered scope of business with the service designations set out in Articles 11 and 12 of the Credit Institutions Act was not required for the following service:

* *investment services and activities and ancillary services prescribed by the special law governing the capital market, namely:*
  - *reception and transmission of orders in relation to one or more financial instruments,*
  - *execution of orders on behalf of clients*
  - *dealing on own account*
  - *portfolio management*
  - *investment advice*
  - *underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis*
  - *underwriting of financial instruments and/or placing of financial instruments without a firm commitment basis*
  - *safekeeping and administration of financial instruments for the account of clients, including custodianship and related services, such as cash or collateral management*
  - *granting credit or loans to an investor to enable the investor to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction*
  - *advice on capital structure, business strategies and related matters, and advice and services relating to mergers and acquisitions of holdings in companies*
  - *foreign exchange services where these are connected to the provision of investment services*
  - *investment research and financial analysis, as well as other recommendations relating to transactions in financial instruments*
  - *services related to underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis*
  - *investment services and activities and ancillary services relating to the underlying assets of the derivatives referred to in Article 3, paragraph 1, point 2, subpoint (d), indents 2, 3, 4 and 7 of the Capital Market Act, where these investment services and activities are connected to the provision of investment services or ancillary services.*

because the above mentioned service is not subject to alignment pursuant to Article 386, paragraph 2, read in conjunction with Annex 1 to the Credit Institutions Act (Official Gazette No. 22/2026).

Agenda **Item 3** the Management Board and the Supervisory Board propose that the General Assembly adopts the following:

R E S O L U T I O N
on amending the scope of business of HRVATSKA POŠTANSKA BANKA, p.l.c.

I

The Bank's scope of business is hereby amended by extending it to include the following activity:

* Providing custody and administration of crypto-assets on behalf of clients.

II

The Bank's Articles of Association shall be amended to reflect the change specified in Section I of this Resolution.

III

This Resolution shall enter into force on the date of its adoption. The amendment to the scope of business specified in Section I of this Resolution shall take effect on the date on which that amendment is entered in the court register maintained by the competent court.

Explanatory Note:

On 4 March 2026, the Bank submitted to the European Central Bank an application for authorisation to provide custody and administration of crypto-assets on behalf of clients pursuant to Article 3(1), point (16)(a), of Regulation (EU) 2023/1114 of the European Parliament and of the Council of 31 May 2023 on markets in crypto-assets, and amending Regulations (EU) No 1093/2010 and (EU) No 1095/2010 and Directives 2013/36/EU and (EU) 2019/1937 (hereinafter: ***Regulation (EU) 2023/1114 on markets in crypto-assets).****).*

Following completion of the procedure, on 18 June 2026 the Bank received the Decision of the European Central Bank dated 16 June 2026, reference: ECB-SSM-2026-HR-1, LIC-2026-0006, approving the extension of the Bank's authorisation to include the provision of custody and administration of crypto-assets on behalf of clients within the meaning of Article 12, paragraph 1, point 18 of the Credit Institutions Act (Official Gazette No. 22/2026), as defined in Article 3(1), point (16)(a), of Regulation (EU) 2023/1114 on markets in crypto-assets.

The aforementioned activity/service, "Providing custody and administration of crypto-assets on behalf of clients", constitutes a new activity/service within the Bank's scope of business and, as such, is subject to entry in the court register, which also requires a corresponding amendment to the Bank's Articles of Association.

Agenda **Item 4** the Management Board and the Supervisory Board propose that the General Assembly adopts the following:

R E S O L U T I O N
on amending the Articles of Association
of HRVATSKA POŠTANSKA BANKA, p.l.c., in their full text dated 30 August 2023,
and adopting an entirely new text of the Articles of Association
of HRVATSKA POŠTANSKA BANKA, p.l.c.

I

The Articles of Association of HRVATSKA POŠTANSKA BANKA, p.l.c., in their full text dated 30 August 2023, are hereby amended in their entirety and replaced in their entirety by the Articles of Association of HRVATSKA POŠTANSKA BANKA, p.l.c., the text of which is annexed to this Resolution and forms an integral part thereof.

II

This Resolution shall enter into force on the date of its adoption. The new Articles of Association of the Bank referred to in Section I of this Resolution shall enter into force on the date of their entry in the court register maintained by the competent court.

Annex 1: **Articles of Association of HRVATSKA POŠTANSKA BANKA, p.l.c.**

(Document available via the link)

Explanatory Note:

The amendment of the Bank's Articles of Association, through the adoption of new Articles of Association, is undertaken to bring them into conformity with the Act on Legal Entities Owned by the Republic of Croatia (Official Gazette No. 102/2025; hereinafter: ZPOVRH), the Credit Institutions Act (Official Gazette No. 22/2026; hereinafter: ZOKI) and the Companies Act (Official Gazette Nos. 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019, 34/2022, 114/2022, 18/2023, 130/2023 and 136/2024; hereinafter: ZTD).

Compared with the Bank's previously applicable Articles of Association, the new Articles of Association include revised article numbering and the following amendments and additions:

- *An introductory provision* has been added setting out the key matters governed by the Articles of Association in relation to the applicable reference regulations
- *With respect to the Bank's company name:*
  - *Article 1 has been supplemented to include the Bank's full and abbreviated company names in English and German*
- *With respect to the Bank's scope of business:*
  - *Article 7 has been amended and supplemented so that the Bank's registered scope of business is aligned with Article 386, paragraph 2 of ZOKI and extended to include the new financial service of "providing custody and administration of crypto-assets on behalf of clients", for which the Bank has been granted authorisation by the European Central Bank*
- *With respect to the Bank's shares:*
  - *Article 11 specifies who is recognized by the Bank as the holder of the rights and obligations attached to shares and regulates the role of the Central Depository and Clearing Company (SKDD) in this regard*
- *With respect to the provisions governing the Bank's Management Board:*
  - *In Article 13, the minimum number of members of the Bank's Management Board has been increased from 2 (two) to 3 (three) to ensure conformity with Article 42, paragraph 1 of ZPOVRH, and the maximum number of members has been specified and increased from 5 (five) to 7 (seven). A provision has also been added regarding the term of office of a new Management Board member appointed to replace a Management Board member whose term of office has ended prematurely*
  - *In Article 14, the procedure for adopting decisions of the Bank's Management Board has been adjusted to reflect the change in the minimum number of Management Board members under Article 13 of the Articles of Association*
  - *In Article 15, the provisions governing representation of the Bank by its Management Board have been adjusted to reflect the change in the minimum number of Management Board members under Article 13 of the Articles of Association. A provision has also been introduced allowing powers of attorney for specific matters to be granted to other persons not only by the President of the Bank's Management Board but also by a Management Board member acting jointly with another Management Board member*
  - *In Article 16, the provision governing signing on behalf of the Bank has been adjusted to reflect the change in the minimum number of Management Board members under Article 13 of the Bank's Articles of Association. It has also been clarified that the President of the Bank's Management Board signs on behalf of the Bank individually and without restriction, while Management Board members sign jointly, in accordance with the powers of representation entered in the court register*
- *With respect to the provisions governing the Bank's Supervisory Board:*
  - *Article 18 of the Bank's Articles of Association specifies a minimum of 5 (five) Supervisory Board members to ensure conformity with Article 35, paragraph 2 of ZPOVRH and provides for a fixed membership of either 5 or 7 members. A provision has been added stipulating that one Supervisory Board member could be appointed and removed by the employees, and the wording concerning the four-year term of office of Supervisory Board members has been clarified*
  - *Article 19 provides that the Chairperson of the Bank's Supervisory Board is elected by the Bank's General Assembly from among the Supervisory Board members, thereby ensuring conformity with Article 50, paragraph 3 of ZOKI. It also stipulates that the employees' representative may not be elected Chairperson of the Bank's Supervisory Board, thereby ensuring conformity with Article 48, paragraph 13 of ZOKI*

- *Article 21 clarifies that the Bank's Supervisory Board may adopt decisions at a meeting if at least half of its prescribed (specified) total membership participates in the decision-making, that resolutions are adopted by a majority of votes of all members entitled to vote, and an additional provision has been introduced stipulating that the employees' representative has no voting rights on matters falling within the competence of the Bank's Supervisory Board under ZOKI and subordinate legislation adopted pursuant to ZOKI, thereby ensuring conformity with Article 48, paragraph 16 of ZOKI*
- *Article 23 specifies the transactions that may not be undertaken without the consent of the Bank's Supervisory Board*

- *With respect to the provisions governing the Bank's General Assembly:*
  - *Article 25 has been supplemented with a provision authorising the Bank's Management Board to decide to hold a hybrid General Assembly, and the provision authorising the Management Board to decide to hold a virtual General Assembly has been clarified. A provision has also been added allowing members of the Bank's Management Board and Supervisory Board who are objectively unable to attend the Bank's General Assembly in person to participate by means of audio and video transmission, with the ability to communicate with participants in the General Assembly in real time*
  - *Article 26 has been supplemented with a provision stipulating that the communications referred to in Article 281, paragraph 2 of ZTD shall be made exclusively by electronic means*
  - *Article 27 has been supplemented with a provision stipulating that the minimum notice period for convening the Bank's General Assembly, as specified in Article 26, paragraph 1 of the Bank's Articles of Association, shall be extended by an additional 6 days, corresponding to the period provided by the Bank for registering participation in the General Assembly*
  - *Article 28 has been supplemented with a provision allowing open voting, if so decided by the Bank's Management Board, to be conducted not only by a show of hands but also by means of modern electronic voting facilities, which the Bank shall provide and prepare for the exercise of shareholders' voting rights in such cases*
  - *Article 30 has been supplemented with a provision defining the quorum, whereby the Bank's General Assembly may adopt decisions if shareholders representing more than 50% of the Bank's share capital are represented at the meeting, either in person or by proxy. A provision has also been added stipulating that the Bank's General Assembly shall adopt resolutions by a majority of the votes cast, unless a greater majority or the fulfilment of additional requirements is prescribed by law or by the Bank's Articles of Association*

- *With respect to the allocation of profit:*
  - *Article 32 has been brought into conformity with Article 220 of ZTD by supplementing the provisions governing the allocation of profit*

- *With respect to reserves:*
  - *Article 33 has been brought into conformity with Article 220, paragraph 3 of ZTD by adding a provision exceptionally authorising the Bank's Management Board and Supervisory Board to allocate to other reserves more than one half of the net profit remaining after its application for the purposes specified in the Bank's Articles of Association. This authority applies only until other profit reserves reach an amount equal to one half of the Bank's share capital or would reach that amount if a portion of the current year's net profit were allocated to them.*

In addition to the above amendments to ensure conformity with the relevant legislation, the new Articles of Association of the Bank incorporate a streamlined text, the removal of unnecessary repetition and minor spelling and language corrections.

Given the substantial extent of the amendments required to bring the existing Articles of Association of the Bank into conformity with the provisions of the aforementioned Acts, the Management Board and the Supervisory Board propose that the existing Articles of Association be repealed in their entirety and replaced by an entirely new text.

Agenda **Item 5** the Management Board and the Supervisory Board propose that the General Assembly adopts the following Rules of Procedure:

Rules of Procedure of the General Assembly of HRVATSKA POŠTANSKA BANKA, p.l.c.
(Document available via the link)

Explanatory Note:

To bring the provisions of the Rules of Procedure of the General Assembly of HRVATSKA POŠTANSKA BANKA, p.l.c. into conformity with the Companies Act currently in force and the Bank's Articles of Association, and to define the activities involved in preparing and conducting the Bank's General Assembly in greater detail and with greater clarity, it is proposed that the General Assembly adopt new Rules of Procedure.

Compared with the current Rules of Procedure of the Bank's General Assembly, the proposed new Rules of Procedure incorporate the following amendments and additions:

- Article 2 has been supplemented, in accordance with the Bank's Articles of Association, with a provision governing participation of the Bank's Management Board and Supervisory Board in the General Assembly by means of audio and video transmission, with the ability to communicate with participants in the General Assembly in real time

- Article 3 has been supplemented, in accordance with the Bank's Articles of Association, with a provision concerning the holding of a virtual General Assembly, and the provision concerning the holding of a hybrid General Assembly has been clarified

- Article 6, the deadline for supplementing the agenda has been brought into conformity with the Companies Act.

- Article 13 has been supplemented with a provision stipulating that the invitation to the General Assembly shall specify the detailed conditions governing each voting method where a hybrid or virtual General Assembly is held, as well as where shareholders are permitted to cast their votes in writing or by electronic communication without participating in the General Assembly.

In addition to the above amendments to ensure conformity with the Bank's Articles of Association and the Companies Act, the new Rules of Procedure incorporate a streamlined text and minor spelling and language corrections.

The Rules of Procedure of the General Assembly shall be adopted by a valid majority of votes cast representing at least three quarters of the share capital represented at the General Assembly.

CONDITIONS FOR PARTICIPATION IN THE GENERAL ASSEMBLY AND EXERCISE OF VOTING RIGHTS

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 and 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, the Bank holds 35 own (treasury) shares.

Shareholders wishing to participate in the General Assembly must register their participation in writing.

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.

Registrations for participation in the General Assembly can be submitted:

- by registered mail to the addresses 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 3 – 5, 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 4 December 2026 at the latest, and who are registered as shareholders of the Bank in the depository of the Central Depository and Clearing Company Inc.**

Shareholders shall vote on the agenda and agenda items either in person or by proxy.

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 by the Shareholder who is a legal entity by a person authorized by law to represent it. It is not necessary to very 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.

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 3 – 5,** 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 and Article 283 of the Companies Act. With regard to the right to submit counterproposals to resolutions proposed by the Management Board or Supervisory Board, the Shareholders are referred to Article 282, paragraph 1 of the Companies Act. With regard to 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.

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