



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, November 21, 2025

Ref. No: F00-133/25-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 November 19, 2025, to convene the General Assembly of the Bank, **to be held on December 30, 2025, 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 November 19, 2025 the Resolution on the convocation of the General Assembly of the Bank, and hereby invites the Shareholders of the Bank to attend the

LV (the fifty-fifth) GENERAL ASSEMBLY

of Hrvatska poštanska banka p.l.c., Zagreb, to be held **on December 30, 2025, in the Bank's business premises at the address Zagreb, Varšavska ulica 9, Conference Hall on the 1st floor, at 09:00 a.m.**

LV 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 dividend payment from retained earnings for the business year 2024

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.

The General Assembly is hereby informed that, in accordance with the above-mentioned Share Buyback Programme, during the period from October 7 to November 4, 2025, the Bank purchased a total of 65 own shares on the regulated market of the Zagreb Stock Exchange. As the Bank did not hold any treasury shares prior to this acquisition, following the purchase it held a total of 65 treasury shares without voting rights, representing 0.003210% of the Bank's share capital. This acquisition was funded by a cash consideration amounting to EUR 19,540.00.

In accordance with regulatory requirements related to variable remuneration, the Bank is 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 from December 9, 2025, at the earliest. Accordingly, on the day of voting on the proposal under item 3, the Bank will have 35 treasury shares with rights arising from these shares being dormant, i.e. the proposed dividend is distributed per 2,024,590 shares.

Under Agenda **Item 3** the Management Board and the Supervisory Board propose that the General Assembly passes the following resolution:

RESOLUTION **on dividend payment from retained earnings for the business year 2024**

I

The distribution of dividends to shareholders of the Bank is hereby approved, namely to holders of the ordinary shares designation HPB (HPB-R-A), out of the portion of retained earnings for the year 2024 totaling **EUR 44,196,799.70** (in letters: forty-four million one hundred ninety-six thousand seven hundred ninety-nine euros and seventy cents), i.e. **EUR 21,83** (in letters: twenty-one euros and eighty-three cents) **gross per share**, which will become payable on December 31, 2025 (**Payment Date**).

II

The right to receive the dividend (receivable) referred to under item I of this Resolution belongs to all the shareholders of the Bank, i.e. the holders who will have shares recorded in their accounts of intangible securities in the computer system of the Central Depository & Clearing Company Inc. as of December 23, 2025 (**Record Date**).

Trading day with the Bank's shares on the regulated market, without the right to receive the dividend referred to in item I of this Resolution is December 22, 2025 (**ex-date**).

III

This Resolution becomes effective on the day it is adopted.

Explanatory Note to the Proposed Resolution

On November 13, 2025, the Government of the Republic of Croatia adopted the Decision on the amount, method and terms of payment of funds by state-owned companies into the Government Budget of the Republic of Croatia for the year 2025, identification No.: 022-03/25-04/466, registration No.: 50301-05/14-25-2 (hereinafter: Government Decision) which also applies to Hrvatska poštanska banka, p.l.c., as the Republic of Croatia holds the majority of the Bank's shares, directly and through related parties.

In accordance with the Government Decision, it is proposed to distribute a dividend from part of the retained earnings for the year 2024 to holders of ordinary shares of the Bank with the ticker HPB, in the amount of EUR 21,83 per share.

The proposed amount of the dividend totalling EUR 44,196,799.70 is paid out from the amount of retained earnings that is not included in the calculation in the Bank's CET1 capital in accordance with the Resolution on the allocation of profit realised in the financial year 2024, which was adopted by the General Assembly of the Bank on May 9, 2025. The number of shares to which the proposed dividend is distributed is 2,024,590, which represents the total number of shares of the Bank reduced by 35 own shares held by the Bank on the date of this Resolution.

The dividend distribution will be carried out through the Central Depository & Clearing Company Inc.

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 (HPB-R-A).

At the time the General Assembly of the Bank is called, the Bank holds 65 own (treasury) shares. Since the rights from treasury shares are dormant, in accordance with the provisions of the Articles of Association of the Bank, the number of voting rights will be determined seven days prior to the General Assembly, i.e. on the last day for submitting applications for participation in the General Assembly.

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

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 December 23, 2025 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 a 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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