



**HRVATSKA POŠTANSKA BANKA p.l.c.**

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

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

Zagreb, March 2, 2023.

No: F00-21/23-SS

**Zagreb Stock Exchange Inc.**

**Croatian Financial Services Supervisory Agency (“HANFA”)**

**Croatian News Agency OTS HINA**

**Subject: HRVATSKA POŠTANSKA BANKA p.l.c.**

- **Inside information**
- **Information pertaining to the procedure of merger-by-acquisition of Nova hrvatska banka PLC**
- **Notice on concluding the Agreement on Merger-by-Acquisition**

HRVATSKA POŠTANSKA BANKA p.l.c., Zagreb, Jurišićeva ulica 4, had previously informed the investment public on December 20, 2022, about the initiation of the merger-by-acquisition procedure of the subsidiary Nova hrvatska banka PLC, at which the Bank is the only shareholder.

The investment public is informed that the HRVATSKA POŠTANSKA BANKA p.l.c., with its registered office in Zagreb, Jurišićeva ulica 4, registered before the Commercial Court in Zagreb under number MBS: 080010698, OIB: 87939104217, as the acquiring company (hereinafter: **Bank**), and Nova hrvatska banka PLC, with headquarters in Zagreb, Varšavska ulica 9, registered before the Commercial Court in Zagreb under number MBS: 080126398, OIB: 78427478595 (hereinafter: **Nova hrvatska banka**), as a company that is being merged-by-acquisition, concluded the Agreement on the Merger-by-Acquisition on March 1, 2023 (hereinafter: the Merger-by-Acquisition Agreement).

The Bank submitted the Merger-by-Acquisition Agreement to the registry of the Commercial Court in Zagreb on March 1, 2023. On the same day, the Merger-by-Acquisition Agreement was submitted to the registry of the Commercial Court in Zagreb by Nova hrvatska banka.

Considering the fact that the Bank holds 100% of the share capital of the Nova hrvatska banka, as a company that is being merged-by-acquisition, in this particular case it is a special case of merger from Article 531 of the Companies Act. In this regard, Bank's shareholders whose shares together reach at least one twentieth of the share capital are warned that they have the right to demand that the general meeting is convened in order to decide on the approval of the Merger-by-Acquisition Agreement. In case of exercise of the mentioned right, we require that the request for convening the general meeting is submitted no later than within 14 days.

From the date of publication of this information, on the Bank's website [www.hpb.hr](http://www.hpb.hr) as well as Nova hrvatska banka website [www.novahrvatskabanka.hr](http://www.novahrvatskabanka.hr), the shareholders have been able to view the documentation prescribed by the provision of Article 517, paragraph 2 of the Companies Act, which can be downloaded free of charge. At the same time, it is indicated that in accordance with Article 531, paragraph 2 of the Companies Act, in the specific case of a merger, the following reports are not required: management reports on the merger from Article 514., review of the mergers from Article 515 and reports of the supervisory board on the verification of mergers from Article 515.a of the Companies Act.

Merger-by-Acquisition Agreement, in accordance with Article 63 of the Credit Institutions Act, shall become valid only after the Croatian National Bank approves the merger-by-acquisition, about which the public will be informed in a timely manner.

**HRVATSKA POŠTANSKA BANKA p.l.c.**

The completed merger-by-acquisition will not result in an increase in the share capital of the Bank as the acquiring company. The procedure results only in the transfer of assets and liabilities of Nova hrvatska banka to the Bank, while it does not result in changes in the Bank's shareholder structure. Consequently, the position of each shareholder of the Bank in relation to his share in the share capital and voting rights remains unchanged.

**HRVATSKA POŠTANSKA BANKA p.l.c.**