



**HRVATSKA POŠTANSKA BANKA d.d.**

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

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

Zagreb, July 9, 2026  
No: F00-69/26-SS

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

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

- **Shareholder's Counterproposal**
- *Category: General Assembly – notices of convocation, counterproposals and resolutions*

Hrvatska poštanska banka, p.l.c., Zagreb, Jurišićeva ulica 4 (hereinafter: the Bank or HPB), in accordance with Article 282 of the Companies Act, announces that on July 8, 2026, it received a counterproposal from its shareholder, the Republic of Croatia, whose shares are managed by the Government of the Republic of Croatia, to the proposal of the *Resolution on allocation of profit earned in 2025* under item 4 of the agenda contained in the Invitation to the LVII. (fifty-seventh) General Assembly of HPB convened for July 24, 2026, starting at 12:00 noon, that was published on June 17, 2026 on the Bank's website [www.hpb.hr](http://www.hpb.hr), the Court Register of the Commercial Court in Zagreb, on the Zagreb Stock Exchange, in CFSSA's Official Register ("HANFA") and through the otsHINA service.

**The text of shareholder's counterproposal is attached in full.**

The shareholders' counterproposal was published on the Bank's website [www.hpb.hr](http://www.hpb.hr), on the Zagreb Stock Exchange, in CFSSA's Official Register ("HANFA") and through the otsHINA service.

**Hrvatska poštanska banka, p.l.c.**

**REPUBLIC OF CROATIA**

MINISTRY OF FINANCE

**Class: 432-01/26-01/15**

**Reg.No: 513-13-02-02-26-3**

**Zagreb, July 7, 2026**

**HRVATSKA POŠTANSKA BANKA p.l.c.**

**Jurišićeva ulica 4**

**10000 Zagreb**

**SUBJECT: Counterproposal to proposed Resolution on allocation of profit earned in 2025**

**The Shareholder Republic of Croatia**

**with shares managed by the Government of the Republic of Croatia**

In accordance with the Article 282 paragraph 1 of the Companies Act ("Official gazette" No. 111/93., 34/99., 121/99., 52/00., 118/03., 107/07., 146/08., 137/09., 152/11. – official consolidated text, 111/12., 125/11., 68/13., 110/15., 40/19., 34/22., 114/22., 18/23., 130/23., 136/24.), the Government of the Republic of Croatia, on behalf and for the account of the Republic of Croatia, as a shareholder holding 1,086,346 shares or 53.6567 % of share capital of Hrvatska poštanska banka p.l.c. with registered office in Zagreb (City of Zagreb), Jurišićeva ulica 4, OIB: 87939104217 (hereinafter referred to as: HPB or Bank), represented in the General Assembly by Matej Bule, State Secretary at the Ministry of Finance, as representative of the Republic of Croatia, appointed by Decision of the Government of the Republic of Croatia, Class: 080-02/26-01/68, Reg. No.: 50301-15/11-26-2 of July 2, 2026, submits a counterproposal to proposed Resolution on allocation of profit earned in 2025, under the item 4 of the agenda published in Invitation to the LVII (Fifty-Seventh) General Assembly of the HPB to be convened on July 24, 2026 at 12:00 noon, which has been published to shareholders on June 17, 2026, at Bank's website [www.hpb.hr](http://www.hpb.hr), Court Registry of the Commercial Court in Zagreb, the Zagreb Stock Exchange, in CFSSA's Official Register ("HANFA") and via HINA service.

**Counterproposal to proposed Resolution reads as follows:**

**Item 4. Resolution on allocation of profit earned in 2025**

**I**

It is determined that Hrvatska poštanska banka, p.l.c. made a net profit of EUR 59,128,885.29 (in letters: fifty-nine million one hundred twenty-eight thousand eight hundred eighty-five euros and twenty-nine cents) in the business year ended December 31, 2025.

**II**

Realized net profit in 2025 in the amount of EUR 59,128,885.29 (in letters: fifty-nine million one hundred twenty-eight thousand eight hundred eighty-five euros and twenty-nine cents) is allocated:

- to retained earnings in the amount of EUR 23,617,576.69 (in letters: twenty-three million six hundred seventeen thousand five hundred seventy-six euros and sixty-nine cents)
- the remaining part of the net profit in the amount of EUR 35,511,308.60 (in letters: thirty-five million five hundred eleven thousand three hundred eight euros and sixty cents), i.e. **EUR 17.54** (in letters: seventeen euros and fifty-four cents) **gross per share**, will be used to pay dividends to shareholders in the following way:
  - by payment in the amount EUR 17,755,654.30 (in letters: seventeen million seven hundred fifty-five thousand six hundred fifty-four euros and thirty cents), i.e. **EUR 8.77** (in letters: eight euros and seventy-seven cents) **gross per share** will become payable **on August 4, 2026 (Payment Date)**
  - by payment in the amount EUR 17,755,654.30 (in letters: seventeen million seven hundred and fifty-five thousand six hundred and fifty-four euros and thirty cents), i.e. **EUR 8.77** (in letters: eight euros and seventy-seven cents) **gross per share**, will become payable **on January 28, 2027 (Payment Date)**, when all the conditions referred to in Article 324 of the Credit Institutions Act are met, since this part of the dividend represents a reduction in the Bank's CET1 capital.

Since, on the date of this Resolution, the Bank has 35 own (treasury) shares in its treasury account, or 0.00173% of the share capital, whose rights are dormant, the calculation of the dividend payment amount per share took into account 2,024,590 ordinary shares that are entitled to dividend payment, which means that the dividend amounts to EUR 17.54 (in letters: seventeen euros and fifty-four cents) gross per share.

### III

The right to receive the dividend (receivable) referred to under point II. of this Resolution belongs to all shareholders of the Bank, namely to holders of the ordinary shares coded HPB-R-A (trading ticker: HPB) recorded in their accounts of intangible securities in the computer system of the Central Depository & Clearing Company Inc. **as of July 30, 2026 (Record Date).**

Trading day with the Bank's shares on the regulated market, without the right to receive the dividend referred to in point II. of this Resolution **is July 29, 2026 (ex-date).**

### IV

This resolution comes into force on the day of its adoption.

### EXPLANATION OF THE COUNTERPROPOSAL:

The Management Board and Supervisory Board of the Hrvatska poštanska banka p.l.c. have established proposal for the General Assembly proposing the Assembly to adopt a Resolution on the allocation of profit earned in 2025 in which is proposed that earned profit in 2025, in the amount of EUR 59,128,885.29, should be allocated to retained earnings.

Having in mind that the above mentioned proposal did not envisage the payment of dividend to shareholders, with this Counterproposal, the Government of the Republic of Croatia, on behalf and for the account of the shareholder Republic of Croatia, proposes that the realized net profit in 2025 in the amount of EUR 23,617,576.69 shall be allocated to retained earnings, and that the remaining part of net profit in the amount of EUR 35,511,308.60 shall be used for payment of dividend to the holders of ordinary shares.

It is considered that payment of dividend is justified considering the financial position of the Bank which, according to the published financial statements, has satisfactory capital adequacy, solvency and liquidity indicators:

- regulatory capital adequacy ratio 19.3%
- MREL ratio 32.4%
- LCR ratio 206.8%

Considering that proposed amount of the part of dividend in the amount of EUR 17,755,654.30 represents a reduction of ordinary share capital and is subject to compliance with depositor protection requirements under Article 324 of Credit Institutions Act, payment of dividend shall be carried out in two parts via Central Depository and Clearing Company.

For the Shareholder  
Representative of the Republic of Croatia  
State Secretary  
Matej Bule

### Attachment:

1. The Government of the Republic of Croatia's Decision on appointment of the representative of the Republic of Croatia in General Assembly of Hrvatska poštanska banka p.l.c. Class: 080-02/26-01/68, Reg. No: 50301-15/11-26-2 dated July 2, 2026