



**HRVATSKA POŠTANSKA BANKA, p.l.c.**

Jurišićeva ulica 4, 10000 Zagreb

General Assembly

**No: XLIX.GS/12-22**

Zagreb, August 29, 2022

Pursuant to Article 27 of the Articles of Association of Hrvatska poštanska banka, p.l.c. (hereinafter: the Bank), and in line with Article 285(1) of the Companies Act, XLIX General Assembly at the session held on August 29, 2022, hereby adopts

## **RULES OF PROCEDURE of the General Assembly of Hrvatska poštanska banka, p.l.c.**

### **I. GENERAL PROVISIONS**

#### **Article 1**

The following Rules of Procedure (hereinafter: the Rules) shall stipulate and govern the manner and conduct of the General Assembly of Hrvatska poštanska banka, p.l.c. (hereinafter: the General Assembly).

The provisions of these Rules of Procedure shall apply to the Shareholders, i.e. their representatives and proxies, as well as all other persons attending or in any other manner participating in the work of the General Assembly.

#### **Article 2**

The General Assembly comprises Shareholders which are entitled to participate in the General Assembly pursuant to the provisions of the Articles of Association of the Bank.

Shareholders are entitled to attend the General Assembly in person or to be represented by a proxy.

The Members of the Supervisory Board, the Members of the Management Board of the Bank and a Notary Public shall attend the General Assembly.

Persons who do not exercise voting rights are entitled to attend and participate in the General Assembly at the invitation of the Management Board and / or Supervisory Board.

### **II. CONVOCAATION OF THE GENERAL ASSEMBLY**

#### **Article 3**

The General Assembly shall be convened in cases as defined by the Companies Act and the Articles of Association of the Bank, not less than once a year (in the first eight calendar months of the year), and in the event when the interests of the Bank require so.

The General Assembly shall be convened by the valid decision of the Management Board made by a simple majority of the votes cast.

The Supervisory Board of the Bank shall be entitled to convene the General Assembly in the event when this shall be deemed necessary for the benefit of the Bank. The Supervisory Board shall make such a valid resolution using a simple majority of the votes cast.

The General Assembly shall also be convened providing it is so requested in written form by the Shareholders who together hold no less than one twentieth (5%) of the Bank's share capital and on condition they declare the purpose and provide a statement of reason for the convocation of the General Assembly. The request shall be addressed to the Management Board of the Bank.

As a rule, the General Assembly shall convene at the premises of the registered seat of the Bank. The Management Board may, where justified, decide to convene the General Assembly at another location.

The provisions of the Bank's Articles of Association stipulate that the Management Board of the Bank shall be authorized to make a decision that would enable Shareholders to exercise all or only some of their rights by means of electronic remote communication in full or in part when they neither personally nor represented by a proxy participate in the General Assembly at the location where it is convened, in which case the written Notice of the General Assembly shall determine the technical preconditions and detailed conditions for exercising the right via means of electronic communication.

Pursuant to the provisions of the Articles of Association, the Management Board shall be authorized to approve the conduct of the General Assembly by means of audio and video broadcasting, and such approval shall be declared in the Notice of the General Assembly.

#### **Article 4**

The Notice of the General Assembly shall include the following information: the name of the company and the registered seat, date, time and place of the session and the proposed agenda.

#### **Article 5**

The General Assembly shall be convened by written notice published on the website of the Court Register of the competent Commercial Court or delivered by registered letter to any and all Shareholders, on provision they are known individually by their names, or those names under which they had been entered into the Shareholders' Register. In the event thereof, the date of the dispatch of such written notice shall be deemed to be the date of notice publication and no publication on the website of the Court Register shall be necessary.

For the duration of the listing of the Bank's shares on the regulated market of the Zagreb Stock Exchange, the Notice of the General Assembly shall also be published on the official website of the Bank, and all other places as prescribed by the rules and other relevant regulations governing the obligations of the issuer.

The Notice of the General Assembly shall contain, in addition to the decision on the convocation of the General Assembly referred to in Article 4 of these Rules of Procedure, shall comprise the following items:

- proposed resolutions to be adopted by the General Assembly and proposed acts with such content which is subject to mandatory public disclosure;
- shorter statements of reason for particular decisions or statements of reason in cases where the General Assembly is not required to make a resolution on an item on the agenda;
- conditions that are to be met in order to exercise the right to participate in the work of the General Assembly and exercise the right to vote;
- the place and time for submitting registration forms for participation in the General Assembly;
- the conditions that the power of attorney is obliged to meet in the event when the Shareholder exercises his / her right to participate and vote through a proxy and the procedure for the submission of the power of attorney;
- notification of the location where the access to the items on the agenda is made available;
- the right of Shareholders to include new items on the agenda and to give counter-proposals and the right of Shareholders to receive information;
- information pertaining to the Bank's website where the registration and power of attorney forms are available, as well as other notices, meeting minutes and materials as defined by the relevant legal regulations;
- all other additional information as defined by law, i.e., documents.

The written Notice of the General Assembly shall be published no less than 36 days prior to the date of such General Assembly, given that the minimum legal term of 30 days is extended by an additional 6 days specified by the provisions of the Bank's Articles of Association with regard to the registration for participation in the General Assembly. Such period of time shall not comprise the day of the publication of the Notice, nor the day on which the General Assembly commences. The deadlines herein shall not be extended to business days preceding or following a Sunday, a Saturday or a public holiday. The provisions of the Civil Obligations Act governing the determination of deadlines shall not apply to the calculation of the deadlines.

### **III. SHAREHOLDERS' ENTITLEMENT WITH REFERENCE TO THE AGENDA AND COUNTER - PROPOSALS**

#### **Article 6**

Shareholders who together hold no less than one twentieth (5%) of the Bank's share capital, are entitled to request that an item be included on the agenda of the General Assembly.

The Bank shall publish such a request for amendments to the agenda in the same manner as defined for the publication of the Notice of the General Assembly, on condition the request comprises a proposal of a resolution and a statement of reason, and providing that such a request is submitted to the Bank no less than 30 days prior to the General Assembly, not including the day when such request is received by the Bank. The publication of the request shall be made without delay immediately upon the receipt of the request at the Bank.

#### **Article 7**

Shareholders are entitled to submit their counter - proposals to the resolutions proposed by the Management Board and / or Supervisory Board. The counter - proposals shall be submitted to the Bank at the address specified in the Notice of the General Assembly and the Bank shall publish them on its official website 14 days prior to the General Assembly, not including the day of the receipt of the counter - proposal. Shareholders shall also be entitled to put forward a counter - proposal at the General Assembly.

Shareholders' proposals pertaining to the election of the members of the Supervisory Board and the appointment of an independent auditor shall not be required to be supported by a statement of reason. The Management Board of the Bank shall not be obliged to make them available to the Shareholders in the event they do not contain any information that is to be disclosed with the proposal for the election of the Supervisory Board and the appointment of independent auditors, that is, where reference is not made to information on membership in supervisory boards of other companies or other supervisory bodies domestically and internationally.

#### **Article 8**

The Bank shall not be obliged to notify the Shareholders who exercise their rights under Articles 6 and 7 of these Rules of Procedure of any incompleteness, untimeliness and invalidity of their requests and / or counter-proposals, nor to invite them to supplement or amend them. Incomplete and untimely requests and / or counter-proposals shall not be taken into consideration. Requests and/or counter-proposals submitted by an unauthorized person shall not be taken into consideration.

### **IV. PARTICIPATION IN THE WORK OF THE GENERAL ASSEMBLY**

#### **Article 9**

Shareholders shall be entitled to participate in the General Assembly and exercise their voting rights on provision they had registered with the depository at the Central Depository and Clearing Company p.l.c. as shareholders, 7 (seven) days prior to the General Assembly and had previously, not later than 6 (six) days prior to the General Assembly (not including the day of the General Assembly and the day of the receipt at the Bank) registered their participation in the General Assembly in written form.

#### **Article 10**

The registration for participation shall be received by the Bank in written form no later than the last day for the submission of the registration for participation, which shall be specified in each Notice on the General Assembly. The registration form for participation may be submitted directly to the Bank at its registered seat during business hours or sent to the Bank by mail to the address indicated in each Notice of the General Assembly, and such registration shall be deemed duly submitted only on the condition when the dispatch is received at the Bank within the registration deadline in a legally defined manner.

Shareholders shall also be entitled to exercise the right to vote at the General Assembly 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. The power of attorney shall be personally signed by the person issuing it, and authentication of the signature by a Notary Public shall not be required. As a rule, the power of attorney shall be submitted to the Bank together with the registration for participation, i.e., it shall be submitted no later than the day of the General Assembly, during the registration on the Attendance List.

In addition to direct delivery or postal delivery, registrations and powers of attorney signed using an advanced electronic signature (digital signature), may also be submitted to the Bank electronically (by e-mail). Such documents shall be submitted as PDF files that are required to reach the Bank at e-mail accounts specified in the Notice of the General Assembly no later than 24:00 on the last day of submissions of registrations for participation.

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 in accordance with the above. 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 shall be translated into Croatian language by a certified court interpreter.

## **V. THE PROCEEDINGS OF THE GENERAL ASSEMBLY**

### **Article 11**

A list of all Shareholders and represented Shareholders and their representatives or proxies shall be compiled at the General Assembly (hereinafter: the Attendance List) and it shall comprise their first names, surnames, place of residence, Personal Identification Number, the nominal number of shares, the number of shares or votes that each Shareholder holds and the total number of votes in attendance.

The Attendance List shall be compiled on the basis of an authentic document issued by the Central Depository and Clearing Company p.l.c. for the purposes of the corporate action of the General Assembly, received registration forms for participation in the General Assembly and valid powers of attorney.

The Attendance List shall be made available to all participants in the General Assembly before the voting commences.

### **Article 12**

The General Assembly is chaired by the President of the Supervisory Board or his / her deputy; in the event when they are prevented from doing so, such Shareholders' General Assemblys shall be chaired by the oldest member of the Supervisory Board in the capacity of the chairperson. The Chairperson shall:

- sign the Attendance List of all Shareholders in attendance and their representatives, i.e., proxies,
- call the General Assembly to order and conduct the session,
- determine the validity of the convocation of the General Assembly,
- ensure that the items on the agenda are discussed in the order as determined by law, whereby he / she shall not be obliged to follow the order from the Notice of the General Assembly if it is determined that it deviates from the order as defined by law,
- decide whether to allow items not included on the agenda to be put forward and discussed,
- give the floor to participants in the discussion and take care that only those issues which directly pertain to the agenda items are discussed, making sure that the time allocated for the discussion does not exceed ten minutes,
- oversee the voting,
- determine the results of voting and resolutions passed,
- conclude the General Assembly,
- sign the resolutions and acts passed by the General Assembly

In order to ensure unfrustrated work of the General Assembly, the Chairperson may warn, bar from speaking or remove from the General Assembly persons who obstruct the work or do not comply with the rules in the discussion.

## **VI. VOTING**

### **Article 13**

The Company regulations provide for one-share-one-vote rule.

Unless otherwise stipulated by the Companies Act or the Bank's Articles of Association, the General Assembly shall make valid resolutions by a simple majority of all votes cast.

A public vote shall be taken after the discussion on a particular item on the agenda has been concluded.

Voting shall be public and open by show of hand, i.e., and in line with new technologies, public voting may be conducted by means of modern electronic devices, which shall be provided and prepared by the Bank for the purpose of enabling the Shareholders to exercise their voting rights.

When the Management Board, pursuant to the Bank's Articles of Association, decides to enable Shareholders to exercise all or only some of their rights by means of electronic remote communication in full or in part i.e., when it enables Shareholders to vote in written form or by means of electronic communication and in the event the Shareholder neither personally attends nor is represented by a proxy at the location where the General Assembly is convened, the Notice of the General Assembly shall define the detailed conditions for each individual method of voting by means of electronic communication or in written form. In the event when Shareholders exercise their voting rights by means of electronic communication, the Bank shall confirm the receipt of such votes by means of electronic communication.

Shareholders shall vote by casting a "FOR" or "AGAINST" vote for each item on the agenda.

The votes of the Shareholders who cast "ABSTAIN" votes shall not be considered as votes cast and are deemed in effect as failure to participate in the voting.

A simple majority shall be reached when the number of valid votes "FOR" is at least one number greater than the number of valid votes "AGAINST".

## **VII. MEETING MINUTES**

### **Article 14**

Notary Public shall record and compile the Meeting Minutes pursuant to the provisions of the Companies Act.

The Meeting Minutes, relevant documentation, proposed resolutions, notices, Attendance Lists and powers of attorney for each General Assembly shall be kept at Bank's archives permanently.

## **VIII. TRANSITIONAL AND FINAL PROVISIONS**

### **Article 15**

Any and all matters not regulated by these Rules of Procedure may be regulated by a special resolution of the General Assembly.

Mandatory legal regulations shall apply to any and all matters that are regulated additionally or otherwise.

### **Article 16**

As of the effective date of these Rules of Procedure, the full text of the Rules of Procedure of the General Assembly of Hrvatska poštanska banka p.l.c. of 12 June 2006, together with its amendments of 28 May 2007 shall cease to be valid.

These Rules of Procedure shall enter into force and shall be applied as from the date of their adoption by the General Assembly. The Rules of Procedure shall be adopted by a valid majority of votes cast representing at least three quarters of the share capital represented at the General Assembly.

**General Assembly**  
**Chairperson**  
**Marijana Miličević**