General Assembly

Reference No: LVII.GS/8-26

Zagreb, July 24, 2026.

DIVERSITY POLICY FOR THE MANAGEMENT BOARD AND SUPERVISORY BOARD

OF HRVATSKA POŠTANSKA BANKA p.l.c.

Zagreb, July 2026

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1. CHRONOLOGY

This Diversity Policy for the Management Board and Supervisory Board of HRVATSKA POŠTANSKA BANKA p.l.c (hereinafter: **the "Policy"**) s enacted pursuant to Article 25, paragraph 2 of the Decision on the Assessment of the Suitability of the Chairperson of the Management Board, Members of the Management Board, Chairperson of the Supervisory Board, Members of the Supervisory Board, and Key Function Holders in a Credit Institution, primarily in connection with the provisions of the Companies Act governing the balanced representation of women and men in company bodies, as well as the related provisions of the Corporate Governance Code.

The policy owner and proposer is the Nomination Committee of the Supervisory Board of HRVATSKA POŠTANSKA BANKA p.l.c. (hereinafter: **the Bank**). The Policy is adopted by the Bank's General Assembly, subject to prior approval by the Supervisory Board of the Bank.

The chronology of the adoption of the Policy is as follows:

No.	Date	Description
1	29 March 2021 10 May 2021	Approved by the Supervisory Board of the Bank Adopted by the General Assembly of the Bank
2	14 June 2022 29 August 2022	Approved by the Supervisory Board of the Bank Adopted by the General Assembly of the Bank
3	30 March 2023 30 August 2023	Approved by the Supervisory Board of the Bank Adopted by the General Assembly of the Bank
4	28 March 2025 09 May 2025	Approved by the Supervisory Board of the Bank Adopted by the General Assembly of the Bank

This Policy supersedes the Diversity Policy for Members of the Management Board and Supervisory Board of HRVATSKA POŠTANSKA BANKA p.l.c., adopted by the General Assembly on 9 May 2025.

2. INTRODUCTORY PROVISIONS

This Policy sets out the specific objectives and obligations of the Bank with respect to diversity in the composition of the Management Board and the Supervisory Board.

The Policy constitutes one of the elements of the Bank's corporate governance system, regulating the process of selecting and assessing the suitability of candidates for appointment to the Management Board and the Supervisory Board.

The Policy defines targeted diversity with regard to the following aspects of diversity: educational background, professional experience, gender, age, and geographical origin. At the same time, it sets objectives aimed at increasing the representation of the underrepresented gender, thereby ensuring compliance with the requirement for balanced representation of women and men in the company's bodies.

The defined aspects of diversity enable a broader range of professional knowledge, skills, and experience of candidates to be considered when appointing members of the Management Board and the Supervisory Board, ensuring the representation of different views and experiences, with the aim of achieving a higher degree of independent judgment required of members of the Management Board and the Supervisory Board in the performance of their duties.

Diversity prevents "groupthink", enables a better understanding of the organisation of business and business matters, and thereby contributes to the greater success and efficiency of the Bank. It also fosters an inclusive corporate culture that values different perspectives, further enhancing innovation, adaptability, and the ability to respond to market changes.

Through this Policy, the Bank aligns its operations with regulatory requirements and international best practices, strengthening the Bank's commitment to ethical leadership, social responsibility, and sustainable development.

3. REGULATORY FRAMEWORK

As a credit institution, an issuer of securities listed on a regulated market, and an entity of public interest, the Bank is primarily subject to the following regulations governing matters of diversity and balanced representation:

- Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, and amending Regulation (EU) No 648/2012;
- Credit Institutions Act, Official Gazette No. 22/2026;
- 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, 68/2013, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, 136/24;
- Act on Legal Entities Owned by the Republic of Croatia, Official Gazette No. 102/25, (hereinafter: **ZPOVRH**);
- Accounting Act, Official Gazette Nos. 85/24, 145/24, 151/25;
- Decision on the Assessment of the Suitability of the Chairperson of the Management Board, Members of the Management Board, Chairperson of the Supervisory Board, Members of the Supervisory Board, and Key Function Holders in a Credit Institution, (Official Gazette No. 30/2026);
- Decision on the Governance System, (Official Gazette No. 30/2026);
- Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC;
- Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU;

- Directive 2014/95/EU of the European Parliament and of the Council of 22 October 2014 amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups;
- Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures;
- Guidelines on the assessment of the suitability of members of the management body and key function holders, EBA/GL/2021/06, ESMA35-36-2319;
- Guidelines on internal governance, EBA/GL/2021/05;
- Corporate Governance Code, effective as of 1 January 2025.

4. STAKEHOLDERS

Various stakeholders participate in the process of ensuring diversity, among whom the following are of particular importance:

Actions undertaken during the selection phase by stakeholders designated under specific regulations applicable to legal entities owned by the Republic of Croatia.

Supervisory Board	Conducts the relevant procedure and submits proposals to the General Assembly regarding the election of members of the Supervisory Board. Appoints and dismisses members of the Management Board. Decides on the suitability of the Management Board.
Nomination Committee	Performs roles in the process of election and appointment to the Supervisory Board and the Management Board. Determines the target representation of the underrepresented gender in the Management Board and the Supervisory Board and proposes the strategy and policy for increasing the number of members of the underrepresented gender.
Management Board	Performs mandatory reporting obligations. Performs prescribed roles in the suitability assessment process. Applies the policy related to the selection and appointment of senior management and sets the percentage of representation of the underrepresented gender in senior management.
Stakeholders pursuant to the provisions of ZPOVRH	Stakeholders pursuant to the provisions of ZPOVRH participate in the candidate selection process in order to support the diversity policy.

Shareholders	Exercise their voting rights at the General Assembly in support of the diversity policy. Elect and recall members of the Supervisory Board. Decide on the suitability of the Supervisory Board.

5. DIVERSITY OBJECTIVES

Given the Bank's role as a credit institution exposed to a wide range of operational, regulatory, and market risks, the composition of its governing bodies reflects a commitment to key dimensions of diversity, including educational background, professional experience, gender, age, and geographical origin.

Educational background	In order to ensure the requisite level of professional competence, it is expected that members of the Management Board and the Supervisory Board hold formal academic qualifications in disciplines aligned with the Bank's core areas of activity. These may encompass, inter alia, economics and its subfields (including banking, finance, management, and auditing); legal studies (including public administration and financial regulation); as well as STEM disciplines, such as mathematics, physics, information and communication technology, or electrical engineering.

Professional experience	To ensure effective oversight and sound governance, members of Members of the Management Board and the Supervisory Board should have expertise, knowledge and experience, particularly in areas such as financial markets, accounting and auditing, the regulatory framework and prudential requirements, strategic planning and knowledge of the business strategy, business plan and its implementation, risk management, including the identification, measurement, monitoring, control and mitigation of the main types of risk in a credit institution, corporate governance, including the internal control system, and the analysis of financial data of a credit institution The Board, as a collective body, must exhibit a sufficiently broad and complementary range of expertise. In assessing its composition, the following criteria shall be taken into account: ethical reputation, professional integrity, independent judgment, the ability to manage conflicts of interest, time availability, and overall compliance with the collective suitability criteria. The Bank promotes continued professional development, including participation in international training and education initiatives, as appropriate.

Gender	Promoting gender balance forms an integral part of the Bank's approach to inclusive governance. The Bank ensures that the nomination and selection process for members of the Management Board and the Supervisory Board reflects the objective of equitable gender representation, with candidate pools structured to support the attainment of this goal.
Age	The Bank recognises the importance of generational diversity as part of a well-rounded governance structure. To this end, efforts are made to attract and consider candidates from a wide range of age cohorts for positions on the Management Board, Supervisory Board, and within senior leadership.
Geographical origin	In view of the Bank's domestic operational scope, the composition of the Management Board and the Supervisory Board must collectively ensure sufficient familiarity with the legal environment, regulatory requirements, market practices, and socio-economic context of the Republic of Croatia.

6. GENDER BALANCE

The Bank has established a quantitative target for gender balance within the Management Board and the Supervisory Board, in line with the Corporate Governance Code, which prescribes a minimum of 40% representation of the underrepresented gender on the Supervisory Board, or 40% representation of the underrepresented gender within the Supervisory Board and the Management Board taken together.

In future appointments, and depending on the availability of candidates, the Bank shall seek to give preference to the combined representation criterion covering both the Management Board and the Supervisory Board, rather than applying only the individual criterion relating to representation in the Supervisory Board, in order to further promote diversification not only at the level of the Supervisory Board, but also at the level of the Management Board.

Balanced representation is calculated on the basis of the total number of elected and appointed members of the Supervisory Board, or of the Supervisory Board and the Management Board taken together, rather than on the basis of the number of members prescribed for the Supervisory Board, or for the Supervisory Board and the Management Board taken together, under the Bank's Articles of Association.

The targets are reviewed as necessary and at least once in every two-year period.

7. STRATEGY FOR ACHIEVING DIVERSITY OBJECTIVES

To support the attainment or maintenance of the objectives defined in this Policy, the following measures shall be applied:

- The selection and nomination of candidates shall be based throughout the entire process on clear, neutral and unambiguous criteria that prevent discrimination and ensure the selection of candidates on the basis of objectively assessable qualifications;
- The objectives of this Policy shall be applied in the selection of candidates for positions of members of the Management Board and the Supervisory Board in regular election or appointment procedures, as well as in the election or appointment of missing members;
- As part of the suitability assessment, the Bank is required to assess its compliance with the objective relating to the number of members of the underrepresented gender and, where that objective has not been met, to provide an explanation for non-compliance, the measures it will take, and an appropriate timeframe for achieving the objective;
- The objectives of this Policy shall be duly considered in the assessment of the collective suitability of the Management Board and Supervisory Board;
- In situations involving equally qualified candidates, preference shall be given to candidates of the underrepresented gender, barring exceptional and well-substantiated reasons to the contrary;
- The Bank shall promote a culture of inclusive recruitment by applying the principles of this Policy mutatis mutandis to senior management appointments.

If the balance is disrupted as a result of the appointment of a workers' representative to the Supervisory Board, the objective shall be to restore such balance at the next election of a Supervisory Board member.

8. DIVERSITY MANAGEMENT

The Management Board, with the prior consent of the Nomination Committee, shall appoint a Diversity Management Officer (hereinafter: **DMO**), as the designated individual responsible for coordinating the implementation, oversight, and alignment of activities carried out pursuant to this Policy. The DMO is ordinarily a B-1 level manager responsible for human resources, but the role may also be assigned to another member of senior management possessing the requisite experience and competence.

The DMO shall be responsible for:

- Submitting regular reports to the Management Board, the Supervisory Board, and the Nomination Committee regarding the status of implementation;
- Recommending policy updates or operational adjustments, as appropriate;
- Assisting the financial management function in the preparation of the Bank's annual report, including disclosures pursuant to the Corporate Governance Code;
- Engaging with the Suitability Assessment Committee in relation to outcomes of individual and collective suitability assessments;
- Undertaking such other duties as may be necessary to ensure alignment with the objectives of this Policy.

9. MONITORING AND REPORTING

The Bank shall ensure that this Diversity Policy is made publicly available on its official website https://www.hpb.hr/.

Implementation of the objectives set forth in this Policy shall be formally monitored and documented. In the event that specific targets are not attained, the Management Board shall submit a report explaining the underlying reasons, the measures taken or planned to address the shortfall, and the timeline for corrective action. Such reporting shall form part of the Bank's annual Company Status Report, as well as any other form ov disclosure required under applicable legislation.

As part of its disclosures under the Corporate Governance Code, which forms a mandatory section of the Company Status Report, the Bank shall describe the diversity policy it applies, including the diversity factors considered, the objectives pursued, the implementation process, and the results achieved. In the absence of such a policy, a reasoned explanation shall be provided

Furthermore, the Management Board shall report on the gender composition of the Management and Supervisory Boards, in line with specific regulatory requirements. It is also required to submit this information to the Gender Equality Ombudsperson no later than 15 days after the General Assembly at which the Company Status Report is presented to shareholders.

10. FINAL PROVISIONS

10.1. Policy review

The Nomination Committee shall review this Policy and its implementation at least annually and shall submit recommendations for amendments or improvements.

10.2. Effectiveness

This Policy becomes effective on the date of its adoption by the General Assembly of the Bank, subject to prior approval by the Supervisory Board.

Upon its entry into force, this Policy repeals and replaces the Diversity Policy for Members of the Management Board and the Supervisory Board of HRVATSKA POŠTANSKA BANKA p.l.c., adopted on 9 May 2025.

General Assembly
Chairperson
Alen Stojanović