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Official Gazette of the Republic of Croatia No. 55/2026 (27 May 2026), Hrvatska banka za obnovu i razvitak Act

CROATIAN PARLIAMENT

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Pursuant to Article 89 of the Constitution of the Republic of Croatia, I hereby adopt the

DECISION PROMULGATING THE HRVATSKA BANKA ZA OBNOVU I RAZVITAK ACT

I hereby promulgate the Hrvatska banka za obnovu i razvitak Act passed by the Croatian Parliament at its session on 15 May 2026.

Class: 011-02/26-02/42

Reg. No: 71-10-01/1-26-2

Zagreb, 20 May 2026

President of the Republic of Croatia

Zoran Milanović, m.p.

HRVATSKA BANKA ZA OBNOVU I RAZVITAK ACT

Subject matter of the Act

Article 1

(1) This Act defines the position, ownership, business objectives and organisation of Hrvatska banka za obnovu i razvitak as a special financial institution.

(2) Hrvatska banka za obnovu i razvitak is a legal entity owned by the Republic of Croatia, established by the Hrvatska banka za obnovu i razvitak Act („Narodne novine“, Official Gazette of the Republic of Croatia Nos. 33/92, 76/93, 108/95 and 8/96).

(3) Hrvatska banka za obnovu i razvitak shall continue to operate in accordance with the provisions of this Act.

Subsidiary application and exclusion from application of other legislation

Article 2

(1) In relation to matters not regulated by this Act, the provisions of the act on legal entities owned by the Republic of Croatia shall apply to Hrvatska banka za obnovu i razvitak.

(2) The provisions of the act governing the operations of companies with regard to limited liability companies shall appropriately apply to Hrvatska banka za obnovu i razvitak unless otherwise regulated by this Act or the act on legal entities owned by the Republic of Croatia.

(3) Unless otherwise regulated by this Act or the act on legal entities owned by the Republic of Croatia, the provisions of the credit institutions act relating to the provision of banking services and/or financial services, key function holders, consumer protection, banking secret, governing system shall appropriately apply to Hrvatska banka za obnovu i razvitak, taking into account the specific features of Hrvatska banka za obnovu i razvitak as a development bank and special financial institution, except for the provisions on limitation of large exposures, provisions on internal capital and internal liquidity adequacy, provisions relating to approvals, supervision, reporting and informing the bodies in charge of supervising the application of the credit institutions act and the provisions relating to violation of regulations and misdemeanour provisions.

(4) The regulations on organisation and manner of operations of state government bodies, the regulations on civil servants and state officials, the regulations on borrowings and providing guarantees by extrabudgetary beneficiaries of the state budget and other legal entities, the provisions of the act governing the insurance business, as well as other regulations governing that areas shall not apply to Hrvatska banka za obnovu i razvitak.

Position and objective of Hrvatska banka za obnovu i razvitak

Article 3

(1) Hrvatska banka za obnovu i razvitak is the development and export bank of the Republic of Croatia.

(2) The objective of Hrvatska banka za obnovu i razvitak is to promote the development of the Croatian economy.

Corporate name and registered office

Article 4

(1) Hrvatska banka za obnovu i razvitak operates under the corporate name »Hrvatska banka za obnovu i razvitak« and under the abbreviated corporate name »HBOR«.

(2) In its foreign transactions, Hrvatska banka za obnovu i razvitak may use its corporate name in English »Croatian Bank for Reconstruction and Development«.

(3) The registered office of Hrvatska banka za obnovu i razvitak is in Zagreb.

Legal personality

Article 5

(1) Hrvatska banka za obnovu i razvitak is a legal person owned by the Republic of Croatia and established by a special law, and it shall not be registered in the Register of Companies.

(2) Hrvatska banka za obnovu i razvitak may not be subject to bankruptcy, pre-bankruptcy or liquidation proceedings.

(3) Hrvatska banka za obnovu i razvitak may cease to operate only by operation of the provisions of a special law.

Capital

Article 6

(1) The capital of Hrvatska banka za obnovu i razvitak amounts to EUR 1,910,612,383.22.

(2) The capital referred to in paragraph (1) of this Article consists of the amount of EUR 1,339,672,042.12 contributed by the Republic of Croatia from the State Budget and the profit brought forward from retained earnings and reserves of Hrvatska banka za obnovu i razvitak in the amount of EUR 570,940,341.10.

(3) The capital referred to in paragraph (1) of this Article may be increased by a decision of the ownership entity referred to in Article 23 of this Act.

(4) The amount by which the capital will be increased, the manner of increasing the capital, the date on which the capital will be increased, the capital amount after the increase and the elaboration of the capital composition after the increase based on

paragraph (2) of this Article shall be determined in the decision referred to in paragraph (3) of this Article.

(5) The capital of Hrvatska banka za obnovu i razvitak consists of one share which is entirely owned by the Republic of Croatia and which cannot be divided or disposed of.

(6) The schedule of contribution of the capital referred to in paragraphs (1) and (2) of this Article shall be determined for each year by the State Budget.

Holdings of companies and membership in organisations and associations

Article 7

(1) Hrvatska banka za obnovu i razvitak may establish and be a member of companies and other legal entities, organisations and associations in the Republic of Croatia and abroad.

(2) Decisions on membership in companies and other legal entities, in which the capital or initial contribution is paid, as well as on disposal of shares and interests shall be made by the Management Board with the consent of the Supervisory Board, whereas decisions on all other memberships referred to in paragraph (1) of this Article shall be made by the Management Board.

(3) The consent of the Supervisory Board referred to in paragraph (2) of this Article shall not be required in cases of acquisition or disposal of shares and interests when performing the activities referred to in Article 11, paragraph (3) of this Act, unless otherwise set forth in the By-Laws of Hrvatska banka za obnovu i razvitak (hereinafter: the By-Laws).

Raising funds

Article 8

(1) Hrvatska banka za obnovu i razvitak shall raise funds by issuing debt securities and taking out loans, and through other financial instruments.

(2) Hrvatska banka za obnovu i razvitak may raise funds referred to in paragraph (1) of this Article in the Republic of Croatia and abroad.

Liability for obligations

Article 9

(1) The liability of Hrvatska banka za obnovu i razvitak for its obligations extends to all of its assets.

(2) The Republic of Croatia guarantees for the obligations of Hrvatska banka za obnovu i razvitak unconditionally, irrevocably and at first demand, without issuing a separate guarantee instrument.

(3) The liability of the Republic of Croatia as the guarantor for the obligations of Hrvatska banka za obnovu i razvitak referred to in paragraph (2) of this Article is joint and several and unlimited.

Taxes
Article 10

Hrvatska banka za obnovu i razvitak is exempt from profit tax.

Business activities
Article 11

(1) Through its operations, Hrvatska banka za obnovu i razvitak, within the framework of its powers and responsibilities, promotes systematic, long-term sustainable and even economic and social development, taking into account sustainability factors, in accordance with the general strategic objectives of the Republic of Croatia.

(2) The main activities of Hrvatska banka za obnovu i razvitak shall be:

1. financing the reconstruction and development of the Croatian economy,
2. financing infrastructure,
3. promoting exports and internationalisation of the Croatian economy,
4. supporting the development of small and medium-sized enterprises,
5. promoting a climate neutral and sustainable economy,
6. insuring exports, including the insurance and re-insurance of receivables collection against non-market risks and other activities aimed at the internationalisation of the Croatian economy,
7. promoting the development of capital market,
8. participation in the implementation of international development cooperation.

(3) In order to conduct the activities referred to in paragraph (2) of this Article, Hrvatska banka za obnovu i razvitak shall enter into the following transactions in the Republic of Croatia and abroad:

1. approving of loans and other placements,
2. issuing of bank and other guarantees,
3. receivables purchase with or without recourse,
4. concluding of insurance and reinsurance contracts,
5. investing in private equity and venture capital funds and other entities for joint ventures and other financial instruments in the Republic of Croatia and abroad,
6. providing of advisory services, including technical assistance services,
7. other financial transactions and services aimed at conducting the activities set out in this Article.

(4) The Government of the Republic of Croatia may, by a decision, entrust Hrvatska banka za obnovu i razvitak with other financial transactions and services, as well as with allocation of funds, all if considered to be of interest to the Republic of Croatia.

(5) If the Government of the Republic of Croatia, on the basis of a decision, in accordance with this Article, authorises Hrvatska banka za obnovu i razvitak to approve placements at below-market terms and conditions, Hrvatska banka za obnovu i razvitak shall be compensated from the state budget for the shortfall up to the amount

of revenues that would have been generated had the placements been made at market terms and conditions.

(6) The decision referred to in paragraph (5) of this Article shall determine the manner and time of payment of the shortfall in revenues as well as other essential terms and conditions of such authorisation.

(7) The activities and transactions referred to in this Article shall be conducted by Hrvatska banka za obnovu i razvitak in accordance with the state aid legislation.

(8) The transactions referred to in paragraph (3) sub-paragraph 3 of this Article, to which the act governing the factoring is applied, Hrvatska banka za obnovu i razvitak performs by appropriately applying the provisions of that act that apply to credit institutions.

(9) The activities referred to in paragraph (2) sub-paragraph 6 and the transactions referred to in paragraph (3) sub-paragraph 4 of this Article shall be conducted by Hrvatska banka za obnovu i razvitak on behalf and for the account of the Republic of Croatia. The Government of the Republic of Croatia shall define in detail the manner of conducting these activities and transactions by adopting a regulation.

Manner of performing business

Article 12

(1) Hrvatska banka za obnovu i razvitak shall carry out its activities directly or indirectly through banks and other legal entities.

(2) Hrvatska banka za obnovu i razvitak shall carry out the transactions referred to in paragraphs (3) and (4) of Article 11 of this Act in the Republic of Croatia and abroad.

Risk management

Article 13

(1) Hrvatska banka za obnovu i razvitak shall manage risks guided by procedures and methods of risk management in the banking operations and in other financial transactions, considering the type, scope and complexity of its operations, as well as the specific features of development and export financial institution.

(2) For the purpose of credit risk management, Hrvatska banka za obnovu i razvitak shall conduct an assessment of clients' creditworthiness.

(3) Hrvatska banka za obnovu i razvitak shall, in accordance with paragraph (1) of this Article, establish procedures and methods for determining capital adequacy by an internal document.

*Exchange of information for the purpose of
creditworthiness assessment or credit risk management*

Article 14

(1) Hrvatska banka za obnovu i razvitak and credit institutions with registered office in the Republic of Croatia that have an operating license, and credit institutions that are authorised to provide mutually recognised services in the territory of the Republic of Croatia pursuant to the credit institutions act are obliged, upon request, to exchange information with each other, including personal data relating to their clients or in connection with their clients, for the purpose of assessing creditworthiness or credit risk management.

(2) The information and personal data that must be exchanged in accordance with paragraph (1) of this Article must be essential for assessing the creditworthiness or credit risk management, which includes the categories of information and personal data prescribed by the credit institutions act.

(3) The information and personal data referred to in this Article may be exchanged for the maximum of four years from the day on which the obligation has been fully settled or otherwise closed.

(4) Hrvatska banka za obnovu i razvitak and credit institutions shall not refuse to exchange the information and personal data referred to in this Article on the basis of the fact that Hrvatska banka za obnovu i razvitak or credit institution uses a different method of data exchange.

(5) The exchange of information and personal data referred to in this Article may also take place through a legal entity that collects and exchanges data among credit and/or financial institutions.

Financial operations

Article 15

(1) Generating profits is not the ultimate goal of Hrvatska banka za obnovu i razvitak.

(2) Annual profits shall be allocated to the reserves of Hrvatska banka za obnovu i razvitak.

(3) The amount of funds referred to in Article 11, paragraph (5) of this Act, up to which the Republic of Croatia shall compensate the shortfall in the amount of revenues of Hrvatska banka za obnovu i razvitak, shall be determined by the annual state budget execution act.

Bodies of Hrvatska banka za obnovu i razvitak

Article 16

The bodies of Hrvatska banka za obnovu i razvitak are the Management Board and the Supervisory Board.

Composition and term of office of the Management Board

Article 17

(1) The Management Board of Hrvatska banka za obnovu i razvitak consists of three members.

(2) The members of the Management Board shall be appointed by the Supervisory Board in accordance with the provisions of the act on legal entities owned by the Republic of Croatia, and one of the members shall be appointed President of the Management Board.

(3) Members of the Management Board shall be removed from office by the Supervisory Board in case of existence of reasons for removal under the act on legal entities owned by the Republic of Croatia.

(4) The President and the members of the Management Board shall be appointed for a five-year term of office and may be reappointed thereafter.

Power of representation and decision-making

Article 18

(1) The Management Board shall represent Hrvatska banka za obnovu i razvitak, manage its operations and administer its assets in accordance with this Act and the By-Laws.

(2) Hrvatska banka za obnovu i razvitak shall be represented by the President and one member of the Management Board acting jointly or by two members of the Management Board acting jointly.

(3) The Management Board may authorise other persons to represent Hrvatska banka za obnovu i razvitak in certain transactions.

(4) The Management Board shall take its decisions by a majority of votes of all of its members.

(5) The modes of work of the Management Board shall be laid down in the By-Laws and the Rules of Procedure of the Management Board.

Rights and obligations of the President and members of the Management Board

Article 19

(1) The President of the Management Board shall have the rights, obligations and authorities as defined by this Act and the By-Laws.

(2) The President of the Management Board shall manage the activities of the Management Board and chair the sessions of the Management Board, co-ordinate the authorities and responsibilities within Hrvatska banka za obnovu i razvitak and report to the Supervisory Board on behalf of the Management Board.

(3) Each member of the Management Board shall have rights, obligations and powers as defined under this Act and the By-Laws with the scope of authorities and duties entrusted to him/her under a special decision of the President of the Management Board made in accordance with this Act and the By-Laws.

(4) The duties of the Management Board members may be altered and redefined in the course of their respective terms of office.

(5) Rights and duties of the President and the members of the Management Board, including remuneration and pecuniary rights as well as other employment rights, shall be set forth in agreements made between the President or, as the case may be, member of the Management Board and Hrvatska banka za obnovu i razvitak, the latter in this case being represented on behalf of the Supervisory Board by the President of the Supervisory Board.

Supervisory Board **Article 20**

(1) The Supervisory Board of Hrvatska banka za obnovu i razvitak consists of 12 members.

(2) Members of the Supervisory Board are eight ministers in the Government of the Republic of Croatia as follows:

- the minister in charge of finance
- the minister in charge of the economy
- the minister in charge of regional development and EU funds
- the minister in charge of infrastructure
- the minister in charge of tourism
- the minister in charge of agriculture
- the minister in charge of environmental protection
- the minister in charge of construction.

(3) Three members of the Supervisory Board of Hrvatska banka za obnovu i razvitak and their permanent deputies are appointed to the Supervisory Board by the Croatian Parliament from among the Members of the Croatian Parliament.

(4) The President of the Croatian Chamber of Economy is ex officio member of the Supervisory Board.

(5) The minister in charge of finance is the President of the Supervisory Board, and the minister in charge of the economy is the Deputy President.

Authorities of the Supervisory Board **Article 21**

(1) The Supervisory Board shall supervise the work of the Management Board and the conduct of business of Hrvatska banka za obnovu i razvitak and shall perform other duties and make decisions in the cases put within its authority by this Act and the By-Laws.

(2) The Supervisory Board shall determine in the By-Laws the type and value of legal transactions for which the prior consent of the Supervisory Board is required.

(3) The President of the Supervisory Board shall, on behalf of the Supervisory Board, act on behalf of Hrvatska banka za obnovu i razvitak when liaising with the President and the members of the Management Board.

Supervisory Board Committees
Article 22

(1) The Supervisory Board of Hrvatska banka za obnovu i razvitak shall have three committees as follows: the Audit Committee, the Appointment and Remuneration Committee and the Risk Committee.

(2) The Committees referred to in paragraph (1) of this Article shall consist of three members each.

(3) Members of the Audit Committee shall be appointed by the Supervisory Board in accordance with the provisions of the act on legal entities owned by the Republic of Croatia.

(4) The President of the Supervisory Board is also the Chairman of the Appointment and Remuneration Committee, the President of the Croatian Chamber of Economy is its member ex officio, while the third member is appointed by the Supervisory Board from among its members appointed by the Croatian Parliament.

(5) The President and members of the Risk Committee are appointed by the Supervisory Board from among the members of the Supervisory Board.

(6) The powers and responsibilities as well as the mode of work of the committees referred to in paragraph (1) of this Article shall be governed by the Rules of Procedure adopted by the Supervisory Board.

Ownership entity
Article 23

The Government of the Republic of Croatia as the ownership entity shall exercise the founder's rights of the Republic of Croatia in Hrvatska banka za obnovu i razvitak and shall make decisions put within the assembly's authority in accordance with the provisions of the act on legal entities owned by the Republic of Croatia.

Passing of the By-Laws and other documents
Article 24

(1) The Supervisory Board shall adopt the By-Laws and other documents, the adopting of which is put within its authority.

(2) The Supervisory Board shall adopt the By-Laws by a qualified majority of 3/4 of the present members' votes, but at least by a simple majority of all of its members.

(3) The Supervisory Board shall adopt other documents and decisions by a simple majority of its present members, the presence of at least half of all its members being required.

(4) The Management Board shall submit the proposals of the By-Laws and other documents and decisions to the Supervisory Board for adoption.

(5) The modes of work of the Supervisory Board shall be laid down in the By-Laws and the Rules of Procedure of the Supervisory Board.

Subject matter of the By-Laws
Article 25

(1) The modes of work, operations and internal organisation of Hrvatska banka za obnovu i razvitak shall be laid down in details in the By-Laws.

(2) The By-Laws shall include the provisions specifying:

1. the business activities and the registered office of Hrvatska banka za obnovu i razvitak,
2. the corporate bodies of Hrvatska banka za obnovu i razvitak and the modes of their respective work and authorities,
3. internal organisation,
4. control functions.

(3) Apart from the provisions listed in paragraph (2) of this Article, the By-Laws may also include the provisions on other issues important for business activities of Hrvatska banka za obnovu i razvitak.

Business year
Article 26

Business years shall match calendar years.

Business plans, financial statements and audit of operations
Article 27

(1) The Supervisory Board shall adopt the business plans of Hrvatska banka za obnovu i razvitak and shall submit them to the Croatian Parliament for information and to the Government of the Republic of Croatia as the ownership entity.

(2) The financial statements of Hrvatska banka za obnovu i razvitak shall be adopted by the Supervisory Board and shall be submitted to the Croatian Parliament for information and to the Government of the Republic of Croatia as the ownership entity.

(3) The statutory audit of the annual financial statements of Hrvatska banka za obnovu i razvitak shall be carried out by a firm of auditors, whereas the decision on the appointment of a firm of auditors shall be made by the Supervisory Board in accordance with the provisions of the act on legal entities owned by the Republic of Croatia.

(4) The State Audit Office shall be in charge of auditing the operations and financial statements of Hrvatska banka za obnovu i razvitak.

TRANSITIONAL AND FINAL PROVISIONS

Application of provisions on exchange of information for the purposes of creditworthiness assessment or credit risk management

Article 28

(1) The provision of Article 14 of this Act shall apply to the information and personal data that Hrvatska banka za obnovu i razvitak and credit institutions have at their disposal on the date of entering into force of this Act.

(2) Hrvatska banka za obnovu i razvitak and the credit institutions referred to in Article 14 of this Act shall, within 12 months from the date of entering into force of this Act, undertake all actions necessary for the exchange of information in accordance with Article 14 of this Act.

Appointment of the Supervisory Board and the Management Board, adoption of the By-Laws and the Rules of Procedure of the Supervisory Board and the Supervisory Board Committees

Article 29

(1) The Government of the Republic of Croatia, or the Croatian Parliament as the case may be, shall, within thirty days from the date of entering into force of this Act, pass a decision on the appointment and dismissal of the members of the Supervisory Board.

(2) The Supervisory Board referred to in paragraph (1) of this Article shall, within three months from the date of appointment, adopt the By-Laws and the Rules of Procedure of the Supervisory Board in accordance with Article 24 of this Act.

(3) Until the By-Laws referred to in paragraph (2) of this Article enter into force, the By-Laws of Hrvatska banka za obnovu i razvitak adopted on 1 March 2024 by the Decision of the Supervisory Board No. 1100-4-1/2024 shall remain in force.

(4) Until the Rules of Procedure of the Supervisory Board referred to in paragraph (2) of this Article enter into force, the Rules of Procedure of the Supervisory Board of 2 April 1996, with all amendments, shall remain in force.

(5) The Supervisory Board referred to in paragraph (1) of this Article shall, within three months from the date of appointment, adopt the Rules of Procedure of the Supervisory Board Committees referred to in Article 22, paragraph (6) of this Act.

(6) The Supervisory Board referred to in paragraph (1) of this Article shall appoint the Management Board within three months from the date of entering into force of the By-Laws adopted pursuant to paragraph (2) of this Article.

Continued operations of Hrvatska banka za obnovu i razvitak

Article 30

(1) All rights and obligations of Hrvatska banka za obnovu i razvitak arisen until the date of entering into force of this Act shall remain in force.

(2) The members of the Supervisory Board and the members of the Management Board shall continue to hold their respective offices until the end of their terms of office, however no later than until the appointment of new members of the Supervisory Board or the Management Board, respectively, in accordance with Article 29, paragraphs (1) and (6) of this Act.

Application of valid documents and adoption of other documents

Article 31

(1) The Government of the Republic of Croatia shall, within six months from the date of entering into force of this Act, adopt the regulation referred to in Article 11, paragraph (9) of this Act.

(2) Until the adoption of the regulation referred to in paragraph (1) of this Article, the Regulation on Export Credit Insurance („Narodne novine“, Official Gazette of the Republic of Croatia, No. 53/20) shall remain in force.

(3) The Government of the Republic of Croatia shall, within 12 months from the date of coming into force of this Act, in accordance with Article 11, paragraph (5) of this Act, adopt a decision on the performance of subsidy operations under loan programmes that Hrvatska banka za obnovu i razvitak performs in its own name and for the account of the Republic of Croatia.

(4) Until the adoption of the decision referred to in paragraph (3) of this Article, the Decision on the performance of subsidy operations under loan programmes that Hrvatska banka za obnovu i razvitak performs in its own name and for the account of the Republic of Croatia („Narodne novine“, Official Gazette of the Republic of Croatia, No. 64/25) shall remain in force.

(5) Hrvatska banka za obnovu i razvitak shall, within 12 months from the date of entering into force of this Act, adopt new or harmonise existing internal documents with the provisions of this Act, except for the documents referred to in Article 29 of this Act.

(6) Documents adopted pursuant to or in connection with the Hrvatska banka za obnovu i razvitak Act („Narodne novine“, Official Gazette of the Republic of Croatia,

Nos. 138/06 and 25/13) shall remain in force and shall apply until the adoption of documents pursuant to this Act.

Expiration of validity
Article 32

On the date of entering into force of this Act, the Hrvatska banka za obnovu i razvitak Act ("Narodne novine", the Official Gazette of the Republic of Croatia, Nos. 138/06 and 25/13) shall cease to be valid.

Entry into force
Article 33

This Act shall enter into force on the eighth day after its publication in "Narodne novine", the Official Gazette of the Republic of Croatia.

Class: 022-02/26-01/41

Zagreb, 15 May 2026

CROATIAN PARLIAMENT

Gordan Jandroković, m.p.
Speaker of the Croatian Parliament