



Croatian Telecom

Zagreb – 8 May 2024

Croatian Telecom Inc.

Radnička cesta 21, HR – Zagreb

Ordinary share: HT (ISIN: HRHT00RA0005)

LEI: 097900BFHJ0000029454

Listing: Zagreb Stock Exchange, Prime Market

Member State: Republic of Croatia

For immediate release, pursuant to Article 118 of the Zagreb Stock Exchange Rules

Decisions passed by the General Assembly of Croatian Telecom Inc. held on 8 May 2024

Agenda of the General Assembly of Croatian Telecom Inc.:

1. Election of the Chairman of the General Assembly;
2. Annual financial statements of the Company and consolidated annual financial statements of HT Group for the business year 2023, including the Annual Report on the Status and Business Operations of the Company and HT Group for the business year 2023 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2023;
3. Decision on the utilization of profit;
4. Decision on approval of actions of the Members of the Management Board of the Company for the business year 2023;
5. Decision on approval of actions of the Members of the Supervisory Board of the Company for the business year 2023;
6. Decision on amendments to Article 5, Article 8a, Article 32 and Article 39 of the Articles of Association of the Joint Stock Company Croatian Telecom;
7. Decision on approval of the Report on remuneration to the Members of the Supervisory Board and to the Management Board Members in the business year 2023;
8. Decision on confirmation of the Decision on Remuneration for the Work of the Members of the Supervisory Board;
9. Decision on election of Members of the Supervisory Board;
10. Decision on appointment of the auditor of the Company

The General Assembly of Croatian Telecom Inc., which was attended by 60,292,981 votes, which constitutes 77.3% of total votes, has passed the following decisions:

Ad 1.

“Professor Hrvoje Markovinović, Ph.D., Faculty of Law, University of Zagreb, is elected as Chairman of the General Assembly of Croatian Telecom Inc. for this convocation”.

Ad 3.

“Decision on utilization of profit for the year 2023

1. It is determined that Croatian Telecom Inc. in the business year ending with 31 December 2023 realized net profit in the amount of EUR 125,161,197.98.

Net profit amount stated herein shall be used accordingly:



- A part of net profit in the amount of EUR 119,340,000.00 shall be paid out as dividend to shareholders, in the amount of EUR 1.53 per share.
 - A part of net profit in the amount of EUR 5,821,197.98 shall be allocated to retained earnings.
2. Dividend referred to under Item 1 hereof shall be paid out to all shareholders that are registered as shareholders at the Central Depository & Clearing Company (SKDD) on May 13th, 2024 (record date). Date on which security of Croatian Telecom Inc. will be traded without dividend payment right is May 10th, 2024 (ex date). Dividend payment claim matures on May 20th, 2024 (payment date).
 3. This Decision shall enter into effect as at the day of its passing”.

Ad 4.

“The approval of actions is given to the Members of the Management Board of the Company for the business year 2023”.

Ad 5.

“The approval of actions is given to the Members of the Supervisory Board of the Company for the business year 2023”.

Ad 6.

“Decision on Amendments to Article 5, Article 8a, Article 32 and Article 39 of the Articles of Association of the Joint Stock Company Croatian Telecom

Article 1

In Article 5, paragraph 1, Item 65 is added which reads as follows: “intermediation in waste management “

Article 2

Behind existing Article 8 of the Articles of Association, new Article 8a is added, which read as follows:

“Article 8a

The Management Board is authorized, with the approval of the Supervisory Board, to pass one or more decisions on increase of the share capital by issuing new shares with the payment of stake (approved share capital). The Management Board is authorized to increase the share capital in this manner up to the half of amount of the share capital at the time of coming into force of this provision of the Articles of Association, i.e., up to the amount of EUR 679,871,086 (in words: six hundred seventy-nine million eight hundred seventy-one thousand and eighty-six euro).

Stake for the new shares is paid in rights, i.e., exclusively in a way that shares can be acquired as a substitution for claims that shareholders have towards the Company on the ground of right for payment of dividend of the Company. In that case, the decision of the Management Board, and the decision of the Supervisory Board granting approval thereon, can start making effect only after the General Assembly passes the decision that profit shall be paid out to shareholders and after the shareholders acquire the claims for dividend payment in line with the provision of Article 223 of the Companies Act and the decision of the General Assembly on utilization of profit.

The Management Board is authorized, with the approval of the Supervisory Board, to decide on the content of the rights from the shares and on the conditions for issuing those shares. In



so doing, only regular shares can be issued which are in registered form and without a nominal amount. Each newly issued share gives right to one vote. The Management Board is not authorized to exclude priority right of existing shareholders to register shares which are issued based on this provision of the Articles of Association. The amount of the share capital which falls to a single share after the performed increase cannot be less than an amount of the share capital which fell to a single share before its increase.

The Supervisory Board is authorized to align the provisions of the Articles of Association with the changes to the amount of the share capital and the number of the shares of the Company, all based on the increase of the share capital of the Company and issuing of new shares based on the authorization of the Management Board from this Article of the Articles of the Association.

This authorization is granted to the Management Board for a period of five years as of coming into force of this provision of the Articles of Association, i.e., as of the entry of the amendments to the Articles of Association by which the authorization is granted into the Court Register.”

Article 3

In Article 32 of the Articles of Association behind paragraph 2, new paragraphs 3 and 4 are being added, which read as follows:

“The General Assembly can decide to assign shares of the Company to shareholders on the ground of the pay out of profit. If the General Assembly decides that profit shall be paid out to shareholders in shares of the Company, the same decision shall determine the criteria based on which shares of the Company shall be distributed to shareholders on the ground of the pay out of dividend.

The General Assembly can decide that shareholders who wish can acquire shares of the Company in exchange for pay out of dividend.”

Former paragraph 3 of the Articles of Association becomes paragraph 5.

Article 4

In the clean text of the Articles of Association, Article 39 shall be amended to read as follows:

“By coming into force of these Articles of Association, the Articles of Association of the Company in the form as adopted on December 7, 1998, with amendments as of October 5, 1999, October 24, 2001, June 28, 2002, December 17, 2004, April 23, 2007, April 21, 2008, April 21, 2010, May 4, 2011, June 17, 2013, April 29, 2014, April 29, 2015, April 21, 2016, April 25, 2017, March 23, 2018, May 6, 2019, June 21, 2019, July 20, 2020, April 23, 2021, July 7, 2022, May 10, 2023 and December 14, 2023 shall cease to be valid.“

Article 5

All other provisions of the Articles of Association shall remain unchanged.

Article 6

This Decision on Amendments to the Articles of Association shall come into force and apply as of the date of entry in the Court Register.

Article 7

The Supervisory Board shall be authorized to specify the clean text of the Articles of Association in accordance with this Decision on Amendments to the Articles of Association”.



Ad 7.

1. "The Report on remuneration paid to the members of the Supervisory Board and to the Management Board Members in the business year 2023 is hereby approved, in the text published as Attachment 1 of the Invitation to the General Assembly, together with the Auditors' Report, as attached hereto and making and integral part hereof.
2. This Decision shall come into force as of the day of its passing".

Ad 8.

1. "The Decision on Remuneration for the Work of the Members of the Supervisory Board is hereby confirmed, in the text published as Attachment 2 of the Invitation to the General Assembly, as attached hereto and making and integral part hereof.
2. This Decision shall come into force as of the day of its passing".

Ad 9.

"Mr. André Lenz, graduate economist, residing in Köln, Federal Republic of Germany, is elected Member of the Supervisory Board of Croatian Telecom Inc. for the period of four (4) years. This Decision enters into force as of the day of its passing".

"Mr. Ivica Mišetić, Ph.D. in Economics, from Zagreb, is elected Member of the Supervisory Board of Croatian Telecom Inc. for another term of office for the period of four (4) years, after the expiry of his current term of office, i.e., as of 20 July 2024".

"Mrs. Eirini Nikolaidi, degree in law and masters degree in international business law, from Athens, Hellenic Republic, is elected Member of the Supervisory Board of Croatian Telecom Inc. for another term of office for the period of four (4) years, after the expiry of her current term of office, i.e., as of 20 July 2024".

"Professor Vedran Bilas, Dean of Faculty of Electrical Engineering and Computing, Ph.D. in Electrical Engineering, from Zagreb, is elected Member of the Supervisory Board of Croatian Telecom Inc. for the period of four (4) years. This Decision shall come into effect as of 20 July 2024".

Ad 10.

"The company Deloitte d.o.o., Radnička cesta 80, 10000 Zagreb, is appointed as the auditor of the Company for the business year 2024".

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About Croatian Telecom

Croatian Telecom (HT) is the leading provider of telecommunication services in Croatia, serving 0.7 million fixed lines, 2.3 million mobile customers and 0.7 million broadband connections through its Residential and Business divisions.