

**OT-OPTIMA TELEKOM D.D.
MANAGEMENT BOARD
No.: izv/2021
Zagreb, 31 May 2021**

Pursuant to the provisions of Article 277 Paragraph 2 of the Companies Act and Article 23 of the Articles of Association of OT-OPTIMA TELEKOM d.d. Zagreb, Bani 75/a (hereinafter: the Company), on 31 May 2021 the Management Board has rendered the following

Decision on convocation of the Company's General Assembly

The shareholders are hereby invited to the General Assembly of the Company OT-OPTIMA TELEKOM d.d., Zagreb, which is to be held on **9 July 2021 at 12,00 hours** in Hotel Aristos, Cebini 33, Buzin with the following agenda:

AGENDA:

1. Opening of the General Assembly, determining the list of present shareholders or their proxies, determination of quorum;
2. Annual financial statements of the Company and consolidated annual financial statements for the business year 2020, Annual Report on the status of the Company and The Supervisory Board's report on the performed supervision of the management of the Company's business in the business year 2020 with The Auditor's report on the audit of annual financial statements as per 31 December 2020;
3. Decision on utilization of profit for 2020;
4. Giving clearance to the members of the Management Board for 2020;
5. Giving clearance to the members of the Supervisory Board for 2020;
6. Decision on Amendments to the Articles of Association of the Company;
7. Decision on approval of the Report on remuneration paid to the Members of the Supervisory Board and to the Management Board Members in the business year 2020;
8. Decision on appointment of Members of the Supervisory Board;
9. Decision on appointment of the auditor of the Company for 2021.

The Management Board and the Supervisory Board of the Company propose that the General Assembly adopts the decisions under items 3, 4, 5, 6 and 7 of the agenda, and the Supervisory Board independently the decision under items 8 and 9 of the agenda, as follows:

Ad 3

"Based on determined unconsolidated annual financial statements for 2020, the profit in the amount of HRK 3,529,395.22 is determined. The profit shall cover the losses from the operations of the Company in previous years."

Ad 4

"The clearance to the members of the Management Board for 2020 is granted."

Ad 5

"The clearance to the members of the Supervisory Board for 2020 is granted."

Ad 6

"Decision on Amendments to the Articles of Association of the Company

Article 1

'Article 11 is amended to read as follows:

"Article 11

The Company's business shall be managed by the Management Board, which consists of one to five Board members.

In the case of a multi-member Management Board, one of the members shall be appointed President of the Management Board.

The Management Board and the President of the Management Board shall be appointed and removed by the Supervisory Board.

Members of the Management Board shall be appointed for a period of up to 2 (two) years and may be reappointed.

In case the Management Board has one member, he represents the Company independently and individually, while in the case of a multi-member Management Board, each member or the President of the Management Board represents the Company jointly with another member of the Management Board.

In case the Management Board has two members, the Management Board can make decisions only in the presence of both members. In the event that the Management Board has three or more members, the Management Board may make decisions if a simple majority of its members (quorum) is present at the meeting of the Management Board. Decisions of the Management Board are made by a simple majority of votes cast. In case of an equal number of votes cast for or against a particular decision, the vote of the President of the Management Board shall be decisive. "

Article 2

In Article 16, paragraph 1 is amended to read as follows:

"Article 16

The Supervisory Board consists of seven members, one of whom is appointed by the employees in accordance with the law regulating that subject-matter."

Article 3

Article 17 is amended to read as follows:

"Article 17

In principle, the Supervisory Board works adopts decisions at its meetings, and a valid decision-making process requires the presence of five members of the Supervisory Board (quorum).

As a rule, all decisions of the Supervisory Board shall be adopted by a simple majority of votes cast. In case of an equal number of votes cast for or against a particular decision, the vote of the President of the Supervisory Board shall be deciding vote.

Decisions of the Supervisory Board referred to in Article 15 a) of these Articles of Association shall be adopted by a qualified majority of 5 (five) votes.

Article 4

In the consolidated text of the Articles of Association, Article 38, paragraph 1 is amended to read as follows: "These Articles of Association shall enter into force upon entry in the court register of the competent court. With the entry into force of these Articles of Association, the Articles of Association of 25 January 2017 cease to be valid."

Article 5

All other provisions of the Articles of Association remain unchanged.

Article 6

This Decision on Amendments to the Articles of Association shall enter into force and apply on the day of entry in the Court Register.

Article 7

The Supervisory Board is authorized to determine the consolidated text of the Articles of Association in accordance with this Decision on Amendments to the Articles of Association. "

Ad 7:

"The Report on remuneration paid to the members of the Supervisory Board and to the Management Board Members in the business year 2020 is hereby approved, in the text published as Attachment 1 of the Decision on convocation of the Company's General Assembly, together with the Auditors' Report, as attached hereto and making and integral part hereof. This Decision shall come into force as of the day of its passing."

Ad 8

"The following persons are elected as members of the Supervisory Board of the Company:

- 1. Igor Tepšić, OIB 56213841121, Zagreb, Izidora Kršnjavog 25, Master of Laws,*
- 2. Ante Križan, OIB 50584039496, Zagreb, Prigornica 7, Master of Economics,*
- 3. Luka Tomašković, OIB 54800562512, Zagreb, Matije Smodeka 1, Master of Economics*
- 4. Zlatko Hrbud, OIB 71079045519, Zagreb, Ulica Natka Nodila 11, Master of Electrical Engineering,*
- 5. Igor Lukša, OIB 64730310397, Križevci, Ulica Kralja Tomislava 3, Master of Economics,*
- 6. Tatjana Sučić, OIB 44189422700, Zagreb, Ilica 184, Master of Economics,*

For the period of four years, as of 11 July 2021."

Ad. 9

The Company PricewaterhouseCoopers d.o.o., Heinzelova 70, Zagreb is appointed as the auditor of the Company for the business year 2021.

Invitation to the shareholders for the General Assembly

Shareholders are hereby invited to participate in the work of the General Assembly. Also, participants are invited to come one hour prior to its designated beginning, for the purpose of drafting of the list of participants in the General Assembly timely.

The materials for the General Assembly, when required so under the law, will be made available to the shareholders and for issuing of copies at the seat of the Company in Zagreb on every working day from the day on which the invitation to the General Assembly is published to the day of the General Assembly, from 10:00 to 14:00 hours.

At the same time the materials for the General Assembly shall be published on web pages of the Company www.optima.hr and delivered by e-mail upon request sent to the address investitori@optima-telekom.hr.

Shareholders registered as the Company's shareholders in the CDCC Depository at least six days prior to the General Assembly and whose participation registration has been received by the company at its corporate seat in Zagreb, Bani 75a at least six days prior to the General Assembly (not counting the date of receipt by the Company), i.e. no later than 2 July 2021 have the right to participate in the Company's General Assembly.

The shareholders participate in the General Assembly in person, or by way of proxy, on the grounds of a valid special written power of attorney issued by the shareholder, i.e. the person authorised to represent a shareholder that is a legal entity, in the name of that shareholder. A valid special power of attorney must contain: Information on the personal or company name of the proxy and client, their address or seat, OIB and shareholder's number of account opened with CDCC as well as a special authorisation to vote in the name of the represented shareholder. The power of attorney form can be found at the Company's website: www.optima.hr. In case that the shareholder or the proxy cannot be identified (by the valid identification card, power of attorney, court register receipt and similar documents), they will not be permitted to participate in the General Assembly.

The shareholders who jointly own shares in the amount of 1/20 of the Company's share capital are entitled, pursuant to Art. 278, Para. 2 of the Companies Act (the Official Gazette 111/93. et al., hereinafter the "CA"), to request the Management Board in writing to have an item added to the General Assembly's agenda and to have the same published. The request for adding an item to the agenda has to be received by the Company at least 30 days prior to the General Assembly, not counting the date of receipt.

Shareholders are entitled to make a counter-proposal to a decision proposal given by the Management Board and/or the Supervisory Board concerning a certain item on the agenda, pursuant to Art. 282, Para. 1 of the CA. The counter-proposal, stating the name and last name of the shareholder, explanation and the Board's position, if available, shall be made available to persons from Art. 281, Para. 1 through 3 of the CA, and shall be made available to the shareholders on the Company's website (www.optima.hr) provided that the shareholder delivers its counter-proposal to the address of the Company's seat at least 14 days prior to the General Assembly. The date of receipt of the said counter-proposal by the Company shall not be included in the mentioned 14 day period. Should the shareholder fail to exercise this right, this will not result in losing the right to make a counter-proposal in the General Assembly. The aforementioned shall apply accordingly to shareholders' proposals concerning the election of the Supervisory Board members and/or concerning the appointment of the Company auditor.

During the General Assembly, the Management Board shall, if requested by the shareholder, give clarifications, if necessary, in order to evaluate the items on the agenda.

If the convoked General Assembly fails to meet the quorum requirements set out in the Company's Articles of Association, the General Assembly shall take place on 10 July 2021 at 12 hours in the same place, with the same agenda. If the new General Assembly does not meet the quorum requirements either, the General Assembly shall take place anyway, regardless of the number of shareholders represented in the assembly.

If, due to the circumstances of the COVID-19 situation, the holding of the General Assembly on 9 July 2021 and 10 July 2021, will not be possible, the General Assembly will be postponed, and the next will be convoked as soon as the conditions permit.

Information from the Art. 280.a of the CA is available on the Company's website, www.optima.hr.

Boris Batelić,
President of the Management Board

Tomislav Tadić,
Member of the Management Board