

LEI: 74780000B0KHQRBBB681
Member State: Republic of Croatia
Ordinary share: OPTE-R-A
ISIN: HROPTERA0001
Listing: Zagreb Stock Exchange, Official Market

Zagreb, 14th of July, 2021

**ZAGREB STOCK EXCHANGE
HANFA
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OT-Optima Telekom d.d – Notification on changes of voting rights

Pursuant to Article 472. Of the Capital Markets Act, being a shares issuer, the company OT-Optima Telekom d.d. (hereinafter: Company) hereby notifies the public that of July 13th 2021, received a Notification on changes of voting rights from Zagrebačka banka d.d. Zagreb, Trg bana Josipa Jelačića 10, OIB: 92963223472 and Hrvatski Telekom d.d., Zagreb, Radnička cesta 21, OIB: 81793146560.

On the same day, the Company also received Notification on changes of voting rights from Unicredit S.p.a, noting that Notification contains the same information as the Notification on changes of voting rights from Zagrebačka banka d.d. Zagreb, Trg bana Josipa Jelačića 10, OIB: 92963223472 and Hrvatski Telekom d.d., Zagreb, Radnička cesta 21, OIB: 81793146560.

Mentioned Notifications are published below.

Contact:
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CROATIAN FINANCIAL SERVICES
SUPERVISORY AGENCY

Franje Račkoga 6 Street
10000 Zagreb

OT - Optima Telekom d.d. for Telecommunications
Bani 75a
10000 Zagreb

SUBJECT: notice of changes in voting rights

Pursuant to Articles 482, 485, 486, 487 of the Capital Market Act (OG 65/18, 17/20) ("ZTK") Zagrebačka banka dd, Trg bana Josipa Jelačića 10, Zagreb, Company Registration No.: 080000014, PIN: 92963223473, ("ZABA") and Hrvatski Telekom dd, Radnička cesta 21, Zagreb, Company Registration No.: 080266256, PIN: 81793146560 ("HT"), shall timely notify the Croatian Financial Services Supervisory Agency (hereinafter: the Agency) and the issuer of shares - company OT - Optima telekom dd, Bani 75/A, Zagreb, PIN: 36004425025 (" the Issuer") on the change in the prescribed thresholds in the voting rights of the Issuer.

Circumstances and legal basis for the acquisition of these shares of the Issuer are visible from the decision of the Agency for the Protection of Market Competition ("AZTN") class: UP / I 034-03 / 2013 - 02/007, registration number: 580-06 / 41-14-096 of 19th March 2014 and UP / I 034-03 / 2013-02 / 007, registration number: 580-11 / 41-17-239 of 9th June 2017 (hereinafter: the Decision), which conditionally approved the concentration of HT and the Issuer. The above mentioned decision is publicly available on the website: www.aztn.hr.

As can be seen from the Decision, "Agreement between Zagrebačka banka d.d. and Hrvatski Telekom d.d. in relation to OT-Optima Telekom d.d.", concluded on 10th September 2013, and Annex I of 30th April 2014, Annex II of 29th July 2016 and Annex III of 26th July 2017 (hereinafter: the "Agreement"), ZABA transferred its management rights to HT whereby HT took over the management of the Issuer. In 2014, based on the Agreement, the AZTN conditionally approved the concentration of HT and the Issuer for a limited period of four years, while in June 2017 the duration of the conditionally approved concentration was extended to Hrvatski Telekom until 10th July 2021. Upon termination of the conditionally approved concentration, the management of HT ceases in accordance with the terms of the Agreement with ZABA.

Accordingly, the concentration of Hrvatski Telekom d.d. and OT-Optima Telekom d.d. ends on 10th July, 2021.

On 9th July, 2021, ZABA and HT signed an agreement with the company Telemach Hrvatska d.o.o. owned by United Group (United Group B.V., the Netherlands) on the purchase and sale of shares of OT-Optima Telekom d.d. ("Agreement").

The subject of the transaction is the sale of a total of 54.31% of Optima Telekom shares, of which 36.90% of shares are owned by Zagrebačka banka, while 17.41% of shares are owned by HT holding d.o.o. which company is 100% owned by Hrvatski Telekom.

The conclusion of the transaction is subject to the fulfillment of certain regulatory preconditions and other contractual conditions. If the transaction is concluded, ZABA and HT will no longer own Optima Telekom shares and timely notifications will follow.

The balance of voting rights by HT and ZABA (in absolute and relative value) on 11th July, 2021 is as follows:

-HT Holding d.o.o., Radnička cesta 21 (company 100% owned by HT): 12,090,190/17.41%

-Zagrebačka banka d.d., Trg bana Josipa Jelačića 10: 25,625,853/36.90%

On behalf of Zagrebačka banka d.d.

(signature)

Dalibor Čubela, Deputy President of the Management Board and General Manager

On behalf of Hrvatski Telekom d.d.

(signature)

Morana Čulo Jovičić, Director of the Legal Affairs Department



HRVATSKA AGENCIJA ZA NADZOR FINANCIJSKIH USLUGA
Ulica Franje Račkoga 6
10000 Zagreb

OT-Optima telekom d.d. za telekomunikacije
Bani 75a
10000 Zagreb

Milan, July 13, 2021

Subject: Notification of changes in voting rights

Pursuant to articles 482, 486 and 487 of Capital Markets Act (Official Gazette 65/18, 17/20) UniCredit SpA Milan, Piazza Gae Aulenti 3 - Tower A - 20154 Milano as a 84,47% shareholder of Zagrebačka banka d.d., Trg bana Josipa Jelačića 10, Zagreb, MBS: 080000014, OIB: 92963223473, („ZABA“), timely notifies OT- Optima telekom d.d., Bani 75/A, Zagreb, OIB: 36004425025 („Issuer“) and Croatian Financial Services Supervisory Agency (hereinafter: Agency), on changes in prescribed thresholds in its indirect voting rights in the Issuer pursuant to changes in prescribed thresholds in ZABA’s direct voting rights in the issuer.

Circumstances and legal basis for the acquisition of these shares of the Issuer by ZABA and HT are visible from the decision of the Croatian Competition Agency’s (hereinafter: CCA) Resolution Class: UP/I 034-03/2013-02/007, Reg No: 580-11/41-17-239, dated June 09th 2017 (hereinafter: the Decision), which conditionally approved the concentration of HT and the Issuer. This solution is publicly available on the website: www.aztn.hr.

As can be seen from the Decision, “By the Agreement between Zagrebačka banka d.d. and Hrvatski Telekom d.d. in relation to OT-Optima Telekom dd”, concluded on 10 September 2013, and Annex I of 30 April 2014, Annex II of 29 July 2016 and Annex III of 26 July 2017 (hereinafter: the Contract) ZABA transferred its management rights to HT, whereby HT took over the management of the Issuer. In 2014, based on the Agreement, the CCA conditionally approved the concentration of HT and the Issuer for a limited period of four years, while in June 2017, the duration of the conditionally approved concentration was extended to Hrvatski Telekom until 10 July 2021. Upon termination of the conditionally approved concentration and in accordance with the terms of the Agreement with ZABA, the management rights of HT are also terminated.

Accordingly, the concentration of Hrvatski Telekom d.d. and OT-Optima Telekom d.d. ended on 10th of July 2021.

Therefore, **as of July 11, 2021, voting rights of HT and ZABA (in absolute and relative terms) are as follows:**

- HT Holding d.o.o., Radnička cesta 21 (company 100% owned by HT): 12,090,190 shares / 17.41% voting rights;
- Zagrebačka banka d.d., Trg bana Josipa Jelačića 10: 25,625,853 shares / 36.90% voting rights.

UniCredit S.p.A.

Sede Legale e
Direzione Generale

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Capitale Sociale € 21.133.469.082,48
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Gruppo Bancario UniCredit - Albo dei
Gruppi Bancari: cod. 02008.1 - Cod. ABI
02008.1 - Iscrizione al Registro delle
Imprese di Milano Monza Lodi, Codice
Fiscale e P. IVA n° 00348170101 -
Aderente al Fondo Interbancario di Tutela
dei Depositi e al Fondo Nazionale di
Garanzia



We hereby inform you also that ZABA and HT entered into an Agreement on the purchase and sale of shares of OT-Optima Telekom d.d. (hereinafter: the Agreement) on 9th of July 2021, with the company Telemach Hrvatska d.o.o., owned by United Group (United Group B.V., the Netherlands).

The subject of the transaction is the sale of a total of 54.31% of Optima Telekom shares, where 36.90% of shares are owned by Zagrebačka banka d.d., while 17.41% of shares are owned by HT holding d.o.o. (HT holding d.o.o. is 100% owned by Hrvatski Telekom).

The Closing of the transaction is subject to fulfilment of certain regulatory requirements and other contractual conditions. If the transaction is closed, ZABA and HT will no longer own Optima Telekom shares what will be notified accordingly.

Please note that at present date ZABA together with Hrvatski Telekom d.d., Radnička cesta 21, Zagreb, MBS: 080266256, OIB: 81793146560 („HT“) send a separate notification to both Issuer and the Agency on changes in prescribed thresholds in their direct voting rights containing the same information disclosed above.

Yours sincerely,

UniCredit S.p.A.
Head Office

Maria Gioina Corbo
Head of Shareholding Administration
and Reporting

Francesco Bonati
Assistant Manager

UniCredit S.p.A.

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