



Hrvatski Telekom

Zagreb – 20 July 2020

Hrvatski Telekom d.d.

Radnička cesta 21, HR – Zagreb

Ordinary share: HT (ISIN: HRHT00RA0005)

LEI: 097900BFHJ0000029454

Listing: Zagreb Stock Exchange, Official market

Member State: Republic of Croatia

For immediate release, pursuant to Article 114 of the Zagreb Stock Exchange Rules

Decisions passed by the General Assembly of Hrvatski Telekom d.d. held on 20 July 2020

Agenda of the General Assembly of Hrvatski Telekom d.d.:

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 2019, including the Annual Report on the Status and Business Operations of the Company and HT Group for the business year 2019 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2019;
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 2019;
5. Decision on approval of actions of the Members of the Supervisory Board of the Company for the business year 2019;
6. Decision on Amendments to Articles 26, 27 and 39 of 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 2019;
8. Decision on approval of the Remuneration policy for Members of the Management Board;
9. Decision on remuneration for the work of the Members of the Supervisory Board;
10. Decision on election of Members of the Supervisory Board;
11. Decision on appointment of the auditor of the Company

The General Assembly of Hrvatski Telekom d.d., which was attended by 60,365,511 votes, which constitutes 74.32 % 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 2019

1. It is determined that Croatian Telecom Inc. in the business year ending with 31 December 2019 realized net profit in the amount of HRK 717,064,453.22.

Net profit amount stated herein shall be used accordingly:

- A part of net profit in the amount of HRK 646,129,832.00 shall be paid out as dividend to shareholders, in the amount of HRK 8.00 per share.
 - A part of net profit in the amount of HRK 21,106,194.51 shall be allocated to legal reserves.
 - A part of net profit in the amount of HRK 49,828,426.71 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 July 28th, 2020 (record date). Date on which security of Croatian Telecom Inc. will be traded without dividend payment right is July 27th, 2020 (ex date). Dividend payment claim matures on August 10th, 2020 (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 2019”.

Ad 5.

“The approval of actions is given to the Members of the Supervisory Board of the Company for the business year 2019”.

Ad 6.

“Decision on Amendments to the Articles of Association of the Joint Stock Company Croatian Telecom

Article 1

In Article 26, new paragraphs 4, 5 and 6 are added, reading as follows:

„The Management Board of the Company is authorized to pass a decision enabling shareholders to exercise all or some of their rights, in full or partially, by means of electronic communication, and when they are not participating in the work of the General Assembly at the venue where the General Assembly is taking place, neither personally, nor by proxy, in line with provision of Article 274, paragraph 1, second sentence of the Companies Act and by taking into account all surrounding circumstances.

If the Management Board decides to enable shareholders to exercise their rights by means of electronic communication, the conditions for that shall be determined in detail in the invitation to the General Assembly.



The Management Board of the Company is authorized to pass a decision enabling the broadcasting of the work of the General Assembly by transmission of sound and images, in line with provision of Article 274, paragraph 4 of the Companies Act. If the Management Board decides to broadcast the work of the General Assembly by transmission of sound and images, this shall be stated in the invitation to the General Assembly."

Article 2

In Article 27:

- A new paragraph 2 is added, reading as follows:

„The Management Board of the Company is authorized to pass a decision enabling shareholders to cast their votes in writing or by means of electronic communication, when they are not participating at the General Assembly, in line with provision of Article 274, paragraphs 1 and 2 of the Companies Act. If the Management Board decides to enable shareholders to cast their votes in this manner, the conditions for voting in writing or by means of electronic communication shall be determined in detail in the invitation to the General Assembly.“

- Former paragraphs 2 and 3 become paragraphs 3 and 4.
- In former paragraph 4, which becomes paragraph 5, the following part of the text is deleted:

„(NN 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08 and 137/09)“

Article 3

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 and June 21, 2019 and shall cease to be valid.“

Article 4

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

Article 5

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 6

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 2019 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 Remuneration policy for Members of the Management Board is hereby approved, 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.

1. “The Decision on remuneration for the work of the Members of the Supervisory Board is hereby adopted, in the text published as Attachment 3 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 10.

“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. This decision shall come into effect on the day of its passing”.

“Mrs. Eirini Nikolaidi, degree in Law and master’s 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. This decision shall come into effect on the day of its passing”.

“Professor Gordan Gledec, Dean of Faculty of Electrical Engineering and Computing, Ph.D. in the scientific field of technical sciences, area: computer science, 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 on the day of its passing”.

Ad 11.

“The company PricewaterhouseCoopers d.o.o., Heinzelova ulica 70, 10 000 Zagreb, is appointed as the auditor of the Company for the business year 2020”.

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About Croatian Telecom

Croatian Telecom (HT) is the leading provider of telecommunication services in Croatia, serving 0.8 million fixed lines, 2.3 million mobile subscribers and 736 thousand broadband connections through its Residential and Business divisions.