

Pursuant to the provisions of Article 277 Paragraph 2 of the Companies Act and Article 23 of the Company statute, OT-OPTIMA TELEKOM d.d. Zagreb, Bani 75/a, (hereinafter: the "Company"), on 30 April, 2012 the Management of the Company adopted the

### **Decision on convocation of the Company's General Assembly**

Shareholders are hereby invited to the General Assembly of the Company OT-OPTIMA TELEKOM d.d. Zagreb, which is to be held on 14 June, 2013 at 12,00 hrs, in the "Aristos" Hotel, Zagreb, Cebini 33.

Following agenda is proposed for the General Assembly:

1. Opening of the General Assembly, determining the list of present shareholders or their proxies, establishing quorum
2. The Management's annual report on the state of the Company and the consolidated annual report for the company in the year 2012
3. The Supervisory Board's report on the supervision of handling of Company's business in 2012, on the results of inspection of annual financial reports of the Company and the Group in 2012, as well as on the inspection of the Management's annual report on the state of the Company and the consolidated annual report for the company in the year 2012 and Auditor`s Report
4. The Company Auditor's reports on the audit of financial reports as of 31 December, 2012
5. Annual financial reports for the business year 2012
6. Covering losses for the year 2012
7. Giving clearance to the members of Company Management for the year 2012
8. Giving clearance to the members of Company's Supervisory Board for the year 2012
9. Appointment of auditors for the year 2013

The Management and the Supervisory Board of the Company hereby propose to the General Assembly to render the following decisions for respective items of the Agenda, as follows:

**Ad. 2** The annual report on the state of the Company and the consolidated annual report for the company in the year 2012 are hereby adopted.

**Ad. 3** The report on the supervision of handling of Company's business in 2012, on the results of inspection of annual financial reports of the Company and the Group in 2012, as well as on the inspection of the Management's annual report on the state of the Company and the consolidated annual report for the company in the year 2012 are hereby adopted.

**Ad. 4** The reports on the audit of financial reports as of 31 December, 2012 is hereby adopted.

**Ad. 5** The annual financial reports for the business year 2012 are hereby adopted.

**Ad. 6** The losses from 2012 are covered from the future business transactions of the Company.

**Ad. 7** The members of Company Management are given clearance for the year 2012

**Ad. 8** The members of Company's Supervisory Board are given clearance for the year 2012

**Ad.9** For the business year 2013, the auditing company DELOITTE d.o.o. Zagreb, Radnička cesta 80, OIB 11686457780, is hereby appointed Company auditor.

Zagreb, 30 April, 2013

## Invitation to 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 which are to serve as basis for adopting the published decisions will be available for insight from the date of publication of this invitation on Company premises, at its corporate address in Zagreb, Bani 75a, Buzin, every work day from 12,00 to 13,00 hrs as well as on Company`s website: [www.optima.hr](http://www.optima.hr)

The right of participation in the General Assembly belongs to shareholders who, at least 6 days prior to it being held, are duly registered as Company's shareholders with the CCDC Depository, and whose application to participate arrives to corporate headquarters in Zagreb, Bani 75a, Buzin, no later than the sixth day prior to it being held (not counting the date of receipt), i.e. until the 8 June 2013.

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 attorney-in-fact and client, 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](http://www.optima.hr). In case that the shareholder or the proxy can not be identified ( by the valid identification card, power of attorney, court register receipt and similar documents) they will not have a right to participate in the General Assembly.

The shareholders who jointly own shares in the amount of 1/20 of the Company's base capital can, in line with Art. 278, para. 2 of the Companies Act (the Official Gazette 111/93. and others, hereinafter the "CA"), by written request, request from the Company Management for an item to be added to the Agenda and so published. The request for adding an item to the Agenda must be received at least 30 days prior to the General Assembly being held.

The shareholders have a right to propose counterproposal to the decision proposal given by the Management Board or the Supervisory Board in line with the provision from CA Article 282, para. 1, The shareholders proposals, with personal name of the shareholder, explanation and opinion of the Management Board members will be available to persons stated in CA Article 281, paras. 1 through 3, and shall be made available to the shareholders on the internet site of the Company ([www.optima.hr](http://www.optima.hr)) , provided that at least 14 days prior to the General Assembly being held, a shareholder delivers to the Company his/her counterproposal. The date of receipt of proposal in the Company is not calculated into this deadline of 14 days. If the shareholder chooses not to exercise this right, this does not represent a waiver of giving counterproposals in the General Assembly. The stated respectively relates to shareholders' proposals on election of members of the Supervisory Board or the appointment of Company auditors.

Shareholders have a right to request explanation on the Company's affairs if this is

necessary for deciding on items of the Agenda.

If the convocated General Assembly should not have quorum designated in the Company Statute, the General Assembly will be held the following work day, at 12.00 hrs at the same place, with the same Agenda. This General Assembly shall be held and it will be able to make valid decisions regardless of the number of shareholders present.

Information from the Article 280a of the CA are available on the Company's website, [www.optima.hr](http://www.optima.hr),

Matija Martić, President of the Management Board  
And the Chairman of the General Assembly

OT-OPTIMA TELEKOM d.d.

Contact information:

E-mail: [investitori@optima-telekom.hr](mailto:investitori@optima-telekom.hr)

Tel: + 385 1 549 2012

Fax: + 385 1 549 2019