

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 March 6, 2015 the Board of Directors 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 **22 April 2015 at 12,00 hours** in the "Aristos" Hotel, Zagreb, Cebini 33.

Following agenda is proposed for the General Assembly:

AGENDA:

1. Opening of the General Assembly, determining the list of present shareholders or their proxies, determination of quorum;
2. Management's Annual Report on the status of the Company, the consolidated and unconsolidated annual report of the Company for 2014;
3. The Supervisory Board's report on the supervision of conducting the Company's affairs in 2014 and on the results of the analysis of the reports concerning end of business year 2014;
4. The Company auditor's report on the audit of annual financial reports as per December 31, 2014;
5. Annual financial reports for the financial year 2014;
6. Decision on covering losses in business year 2014;
7. Giving clearance to the members of the Board of Directors for 2014;
8. Giving clearance to the members of the Supervisory Board for 2014;
9. Decision on amendment of the scope of activities;
10. Decision on amendment to the Articles of Association;
11. Remuneration to the members of the Supervisory Board;
12. Appointment of the auditor of the Company for 2015.

The Board of Directors and the Supervisory Board of the Company propose that the General Assembly adopts the decisions under items 6. – 11. of the agenda, and the Supervisory Board independently the decision under item 12, as follows:

Ad 6. Based on unconsolidated annual financial statements for 2014, the loss in the amount of HRK 5.198.103 is determined. The loss shall be covered from future operations of the Company.

Ad 7. The clearance to the members of the Company's Board of Directors is granted.

Ad 8. The clearance to the members of the Company's Supervisory Board is granted.

Ad 9. The scope of the Company's business activities is extended with the following activities:

* *Providing accounting and bookkeeping services*

Ad 10. Pursuant to Article 301 of the Companies Act, the General Assembly adopts the decision on amendment to the Company's valid Articles of Association, as follows:

In Article 6 of Company's Articles of Association, after the line “*Complementary activities to audiovisual activities”, new line shall be added, reading as follows:

** Providing accounting and bookkeeping services*

All other provisions of the Articles of Company's Articles of Association shall remain unchanged.

The Supervisory Board is authorized to specify the complete text of the Company's Articles of Association in accordance with this decision on amendment to the Company's Articles of Association.

Ad 11. Members of the Supervisory Board elected by the General Assembly on June 18, 2014 and on November 3, 2014, as well as the member of Supervisory Board appointed on October 24, 2014, have right to remuneration for their work, in the net amount of HRK 2.500,00 monthly, starting from the day of their election or appointment.

Ad 12. The company PricewaterhouseCoopers d.o.o., Kneza Ljudevita Posavskog 31, Zagreb, is appointed as the auditor of the Company for the business year 2015.

Zagreb, March 6, 2015.

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 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

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 April 15, 2015 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 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. 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. and others, hereinafter the "CA"), to request the Board of Directors 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 Board of Directors 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 Company 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 Company auditor.

Shareholders have the right to ask the Board of Directors for clarifications in the General Assembly, 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 statute, the General Assembly shall take place on April 23, 2015 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.

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



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