

Pursuant to the provisions of Article 277, Para 2 of the Company Law and Article 23 of the Statute of the company OT–OPTIMA TELEKOM d.d., Zagreb, Bani 75/a (hereinafter referred to as: the Company), on 23 September 2014, the Management Board of the Company rendered the decision on convocation of

### **EXTRAORDINARY SHAREHOLDERS' MEETING**

of the company OT–OPTIMA TELEKOM d.d., Zagreb, to be held on 3 November 2014 at 12:00 a.m., in Zagreb, at Hotel Aristos, Cebini 33, Zagreb.

The proposed agenda for the Shareholders' Meeting:

1. Opening of the Extraordinary Shareholders' Meeting and establishing the present and represented shareholders and establishing the quorum;
2. Report of the Management Board concerning the reasons for exclusion of the preemptive rights upon subscription of the new shares
3. Decision on the increase of the share capital by issuance of new regular shares with contributions in rights with the exclusion of preemptive rights of the existing shareholders
4. Election of Supervisory Board member

The Management Board and the Supervisory Board of the Company are proposing to the Shareholders' Meeting to pass the decision under Item 3 of the Agenda, and the Supervisory Board proposes passing of the decision under Item 4 of the Agenda, all as follows:

**Ad 3.** Pursuant to Article 29 of the Statute of the Company and provisions of Articles 304, 305 and 308 of the Company Law and Article 46, Para 7 of the Law on Financial Operations and Pre-Bankruptcy Settlement, the Shareholders' Meeting has passed the following

### **DECISION**

**on the increase of the share capital by issuance of regular shares, contributions in the form of rights, with the exclusion of preemptive rights of the existing shareholders**

#### **Item 1**

The share capital of the Company is increased from the amount of HRK 632.659.190,00 (to read: six hundred and thirty two million six hundred and fifty nine thousand and one hundred and ninety kunas) by the amount of up to HRK 2.910.110,00 (to read: two million nine hundred and ten thousand and one hundred and ten kunas) up to the maximal amount of HRK 635.569.300,00 (to read: six hundred and thirty five million five hundred and sixty nine thousand and three hundred kunas).

#### **Item 2**

The increase of the share capital shall be made by contribution in rights that is to say by conversion of the claims of a part of creditors of the pre-bankruptcy settlement into the share capital of the Company, in accordance with the pre-bankruptcy settlement executed at the Commercial Court of Zagreb, reg. no. Stpn 354/13 dated 30 April 2014 ("Settlement").

The increase of the share capital shall be carried by issuance of up to 291.011 registered regular shares, with nominal value of HRK 10,00. The shares shall be issued at their nominal value by contribution of claims in the equivalent nominal value. Pursuant to Article 46, Para 7 of the Law on Financial Operations and Pre-Bankruptcy Settlement, it is not necessary to perform the assessment of the value of the claims which are being contributed into the share capital of the Company for the purpose of the financial restructuring within the procedure of pre-bankruptcy settlement.

### Item 3

Upon subscription of the new shares issued based on this decision, the preemptive right of the shareholders' of the Company shall be excluded, pursuant to Article 308, Para 4 of the Company Law.

### Item 4

The right to subscribe the shares pertains to the creditors of the pre-bankruptcy settlement of Item 2 hereof, as indicated in the following table, with the number of shares that each creditor may subscribe and the amount of claim that the creditors contribute to the share capital of the Company:

OIB	Amount of the right (claim) contributed into the share capital (in HRK)	Company name/Name and surname of the investor	Address of the investor	Nominal amount of shares acquired by the investor by contribution of rights (in HRK)	Number of shares to be acquired by the investor by contribution in rights
61817894937	490,00	The City of Zagreb	Trg Stjepana Radića 1, Zagreb, Croatia	490,00	49
14036333877	730,00	Hypo Alpe-Adria-Bank d.d.	Slavonska avenija 6, Zagreb, Croatia	730,00	73
99644455223	213.750,00	Konikom d.o.o. in bankruptcy	Ulica Jablanova 43, Osijek, Croatia	213.750,00	21.375
18683136487	2.695.140,00	Ministry of finance, Tax Administration, Office for large taxpayers	Katančićeva 5, Zagreb, Croatia	2.695.140,00	269.514

The shares shall be subscribed by a written statement (subscription note); the Creditors listed in the table above shall be required to execute with the Company the contract on contribution of rights (claims) in the share capital of the Company. The subscription of shares would be carried out from 10 November to 21 November 2014. In the event the creditors do not enter the contract on contribution of rights with the Company, it shall be deemed that they waived the right to subscribe the shares.

The subscription of shares shall be deemed successful regardless of the number of subscribed shares, provided that at least of the persons of the table above subscribes the shares of the Company and executes the contract on contribution in rights.

#### **Item 5**

The invitation for subscription of the shares shall be made pursuant to Article 351, Para 1, Items 2 and 12 of the Capital Markets Act, without previous publication of the prospectus, given that the offer for subscription of the shares would be sent to the less than 150 natural and legal persons which do not fall into the category of qualified investors i.e. to the investors who are participating in the pre-bankruptcy settlement procedure in accordance with the plan of financial and operational restructuring plan of the issuer, which plan / proposal of the pre-bankruptcy settlement defines the number, characteristics and other essential elements of the securities in hand.

#### **Item 6**

The shares are registered, issued in non-materialized form and registered in the computer system of Central Depository and Clearing Company Inc (Središnje klirinško depozitarno društvo d.d.; hereinafter referred to as: SKDD). The investors shall acquire all the rights determined by the law and the Statute of the Company as of the day of registration of the increase of the share capital into the court register of the Commercial Court in charge.

#### **Item 7**

The Management Board is empowered to carry out any and all actions required for the registration of the increase of the share capital into the depository of SKDD. The registration of the increase of the share capital shall be made in accordance with the Regulations of SKDD immediately following the registration in the court register of the Commercial Court in charge.

#### **Item 8**

The listing of the shares on Zagreb Stock Exchange shall be made within the legal deadline of 12 months as of the day of issuance of the shares in accordance with the applicable laws.

The Management Board is empowered to list the newly issued regular shares of the Company to the Zagreb Stock Exchange in accordance with the applicable laws.

#### **Item 9**

By the registration of the increase of the share capital in the court register, it shall be deemed that the increase of the share capital has been successfully performed. The share capital shall be increased on the day of registration in the court register of the Commercial Court in Zagreb.

### Item 10

The final amount of the share capital increase shall depend of the number of shares which would be subscribed and for which the contribution in rights shall be made. The Management Board shall, with the consent of the Supervisory Board, determine the exact amount of the rights (claims) contributed into the share capital of the Company and the exact number of shares which are being issued.

The Supervisory Board is empowered, after giving the consent to the Management Board to the determinations of the previous paragraph, to pass the decision on the amendments of the Statute for adjustment of the wording of the Company's Statute in the provision of Article 7 concerning the amount of the share capital, sort and amount of contributions which have been contributed into the share capital and on the number of shares in the integral text of the Statute, with changes occurred as a result of the increase of the share capital by contributions of rights and issuance of the new shares.

**Ad 4.** Ms. Maša Serdinšek, OIB: 60688124079, BSc Economics, with residence in Zagreb, Vrbanićeva 20, is hereby elected for the member of the Company's Supervisory Board, for the mandate of four years, as of the day of passing of the election decision.

### Convocation to the Shareholders' Meeting

The shareholders are invited to participate at the Shareholders' Meeting. The participants are kindly invited to come to the Shareholders' Meeting one hour before the scheduled commencement of work for the purposes of timely preparation of the list of participants at the Shareholders' Meeting.

The material for the Shareholders' Meeting which serves as basis for passing of the announced decision shall be available to the shareholders as of the day of announcing of this convocation, in the premises of the Company, Zagreb, Bani 75/a, on working days, from 12 a.m. to 1 p.m., as well as at the web pages of the Company [www.optima.hr](http://www.optima.hr)

The right to participate to the Shareholders' Meeting pertains to the shareholders of the Company whose registration for participation reaches the business address of the Company in Zagreb, Bani 75a, at least six days before the scheduled day (not including the day the registration reached the company and the day of the Shareholders' Meeting), i.e. latest by 27 October 2014 and who have been registered as shareholders of the Company in the depository of SKDD on the last day for receipt of registration.

The shareholders may participate at the Shareholders' Meeting either personally or through the proxyholders, based on the valid written special power of attorney issued by the shareholder, or (in case of the shareholder

which is a legal person), the person authorized for representation. A valid special power of attorney must contain: name of the proxy or proxy's company and of the issuer of the power of attorney and special authorization for voting in the name of the represented shareholder. The template of the power of attorney may be found at the web pages of the Company [www.optima.hr](http://www.optima.hr). In the event that the shareholder or the proxyholder may not be identified (by a valid identification documentation, power of attorney, certified transcript from the court register for legal entities etc.), they would not be permitted to participate at the Shareholders' Meeting.

The shareholders who altogether hold the shares in the amount of twentieth part of the share capital of the Company may, in accordance with the provision of Article 278, Para 2 of the Company Law (Official Gazette no. 111/93 as amended, hereinafter referred to as: ZTD), request from the Management Board additional items be included and in the agenda of the Shareholders' Meeting published. A request for new items to the Agenda must be received by the Company at least 30 days prior to the Shareholders' Meeting, excluding the day the request is received by the Company.

Pursuant to the provision of Article 282, Para 1 of the Company Law, the shareholders have the right to submit counterproposals to the proposal of the decision made by the Management Board and/or the Supervisory Board relating to the particular agenda item. Counterproposals, together with the names and surnames of the shareholders, explanation and opinion of the Management Board (if any), shall be made available to the shareholders on web pages of the Company ([www.optima.hr](http://www.optima.hr)), provided that the counterproposal is delivered to the address of the Company at least 14 days prior to the date of the Shareholders' Meeting. The date the counterproposal is received by the Company is not included in this 14-day deadline. In case the shareholder does not exercise this right, he shall still be entitled to make counterproposals at the Shareholders' Meeting. The same applies to shareholders proposals regarding the appointment of the auditor of the company.

The shareholders have the right to demand from the Management Board, at the occasion of the Shareholders Meeting, the information concerning the operations of the Company, if that is necessary to pass the decisions on the agenda.

In the event of a lack of quorum for the Shareholders' Meeting, the Shareholders' Meeting shall be convened on 4 November 2014 at 12 a.m., at the same place and with the same agenda. Such repeatedly convened Shareholders' Meeting shall have a quorum for issues originally put on the agenda irrespective of the number of the shareholders present or represented.

The information of Article 280.a of ZTD is available at the web page of the Company [www.optima.hr](http://www.optima.hr).

OT-OPTIMA TELEKOM d.d.

Zagreb