

**ZAGREBAČKA BURZA d.d.**  
**Ivana Lučića 2a**  
**10000 ZAGREB, Croaria**

**OPTE-R-A**  
**ISIN: HROPTERA0001**

Zagreb, May 30, 2014

OT-Optima Telekom d.d. – notification concerning the ordinary General Meeting of the Company

OT-Optima Telekom d.d. (hereinafter: the Company) notifies the public that the Company's General Meeting took place today, in accordance with the convocation published in the Official Gazette no. 49 of April 18, 2014.

The following decisions have been adopted in the General Meeting:

**Ad 6.** The losses from 2013 shall be covered from future operations of the Company.

**Ad 7.** The discharge for 2013 to the members of the Company's Board of Directors is granted.

**Ad 8.** The discharge for 2013 to the members of the Company's Supervisory Board is granted.

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

- \* Providing audio and/or audiovisual media services
- \* Providing electronic publications services
- \* Publishing audiovisual and radio broadcasting
- \* Providing media – television and/or radio services
- \* Audiovisual activities
- \* Complementary activities to audiovisual activities

**Ad 10.** of the Agenda – the following decision has been adopted pursuant to the shareholders' counter-proposal:

The Statute of the Company of 07/08/2010 is hereby amended so that it is being replaced with a new Statute, stating as follows:

*“Pursuant to Article 301, paragraph 1 and Article 303, paragraph 1 of the Companies Act (OG no. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12 and 68/13) the General Meeting of OT-OPTIMA TELEKOM d.d. for telecommunications, registered with the Court Registry of the Commercial Court of Zagreb, under registration number (MBS) 040035070, OIB 36004425025, has on this 30<sup>th</sup> Day of May, 2014, adopted the following*

**STATUTE**  
(hereinafter: the Statute)

*of OT-OPTIMA TELEKOM, joint stock company for telecommunications (hereinafter: the Company)*

**I GENERAL PROVISIONS**

**Article 1**

*This Statute defines the company name, corporate seat, stamp and logo, scope of business activities, the nominal value and number of shares in the Company, types of shares, the Company's reserves, distribution of profit, the Company's governing bodies, in particular the number of members in the Board of Directors and the Supervisory Board, representation of the Company, Company duration and cessation, manner and form of the Company's communications, Company organization, confidentiality, procedure for amending the Statute and final provisions.*

**Article 2**

*The Company's purpose is to perform telecommunications and other activities for profit.*

**II STATUS FEATURES**

**Company Name**

**Article 3**

*The Company name is OT – OPTIMA TELEKOM, joint stock company for telecommunications.*

*The abbreviated Company name is OT-OPTIMA TELEKOM d.d.*

**Corporate Seat**

**Article 4**

*The Company's corporate seat is in Zagreb.*

*The Board of Directors decides on the Company's registered office with the consent of the Supervisory Board.*

**Stamp**

**Article 5**

*The Company has a stamp containing the Company name or abbreviated Company name.*

**Scope of Business Activities**

**Article 6**

*The Company shall perform the following activities:*

- \* *Publishing*
- \* *Production of office appliances*

- \* *Production of computers and other data processing equipment*
- \* *Production of other electric equipment, not mentioned elsewhere*
- \* *Production of television transmitters and radio transmitters as well as wire telephony and telegraphy devices*
- \* *Production of television receivers, radio receivers, recording devices and sound and image reproduction devices, as well as accompanying equipment*
- \* *Office appliances and equipment rental, including computers*
- \* *Other appliances and equipment rental, not mentioned elsewhere*
- \* *Computer and similar activities*
- \* *Providing Internet services*
- \* *Organizing courses in the field of information technology*
- \* *Drafting and implementing projects in the field of electronics and information technology*
- \* *Sale and purchase of goods in both the domestic and international market*
- \* *Agency in both the domestic and international market*
- \* *Public voice service*
- \* *Lease of telecommunications network or its part*
- \* *Transmission of voice, sound, data, documents, images or other, except public voice service*
- \* *Transmission of voice, sound, data, documents, images or other through telecommunications capacities in the fixed and mobile satellite service*
- \* *Production of telecommunications equipment and accessories*
- \* *Maintenance and repair of telecommunications facilities, installations, devices and equipment*
- \* *Design, design control, construction and construction supervision*
- \* *Drafting investment and technological documents*
- \* *Representation of foreign companies*
- \* *Quality certification and electromagnetic compatibility (ECM) measurements for terminal equipment and radio station devices*
- \* *Market research and public opinion polling*
- \* *Business and management consulting*
- \* *Marketing (advertising and propaganda)*
- \* *Providing audio and/or audiovisual media services*
- \* *Providing electronic publications services*
- \* *Publishing audiovisual and radio broadcasting*
- \* *Providing media – television and/or radio services*
- \* *Audiovisual activities*
- \* *Complementary activities to audiovisual activities*

*Apart from the above stated activities, the Company is allowed to engage in other activities facilitating the performance of the above stated activities, provided the former are performed with a lower intensity or normally accompany the above stated activities.*

*The Company is allowed to perform the activities from its scope of business independently or through other companies in which it participates directly or indirectly. It is allowed to establish and acquire other companies in which it participates directly or indirectly. It is allowed to establish and acquire other companies of the same or similar type, acquire shares in such companies and conduct their business.*

*The Company may establish branch offices and representative offices.*

## ***Share Capital and Shares***

### ***Article 7***

*The Company's share capital amounts to HRK 563,788,270.00. The share capital has partly been paid in monies, in the amount of HRK 28,003,600.00, partly in property, in the amount of HRK 197,100.00, and partly in rights (creditors' claims from the pre-bankruptcy settlement proceedings), in the total amount of HRK 535,587,570.00.*

*The share capital is divided into 56,378,827 ordinary shares, nominal value of HRK 10.00 each.*

*The Company issues registered shares that give their holder the right to vote in the Company's General Meeting, the right to the payment of dividends as well as other rights defined in the Companies Act and this Statute.*

## ***Share Capital Increase***

### ***Article 8***

*The Company's share capital can be increased by investments in monies, property or rights, with the issuance of new shares. The share capital can be increased from the Company's funds, by converting capital gains, retained profit and reserves into the Company's share capital.*

*The General Meeting adopts the decision on the increase or decrease of share capital by a majority of votes representing 75% of the share capital represented in the Meeting.*

## ***Share Register***

### ***Article 9***

*The shares are issued in dematerialized form.*

*The shares are registered in the computer system of the Central Depository and Clearing Company Inc. (CDCC) in line with the relevant laws and regulations of Croatia.*

## **III THE COMPANY'S GOVERNING BODIES**

### ***Types of governing bodies***

#### ***Article 10***

*The Company's governing bodies are the Board of Directors, Supervisory Board and General Meeting.*

### **III.1 BOARD OF DIRECTORS**

#### ***Composition, appointment, recall and manner of representation of the Board of Directors***

##### ***Article 11***

*The Company's business is conducted by the Board of Directors, consisting of three to five Board members.*

*One of the Board members shall be appointed Chairperson of the Board.*

*The Board of Directors and its Chairperson are appointed and recalled by the Supervisory Board.*

*The Board members are appointed for a period of 4 (four) years and can be reappointed.*

*The Board members represent the Company jointly with another member of the Board of Directors.*

*The Board of Directors may pass decisions provided the ordinary majority of its members are present at the Board meeting (quorum). Decisions of the Board of Directors are passed by the ordinary majority of votes cast. In the event of an equal number of votes in favor and votes opposing a certain decision, the Chairperson of the Board of Directors shall have the deciding vote.*

### **Article 12**

*The members of the Board of Directors are obliged to refrain from disclosing classified information of the Company or are naturally deemed confidential, which they learned in the performance of their functions. Other persons invited to attend Board meetings shall explicitly undertake to maintain confidentiality.*

### **Board of Directors' Scope of Activities**

#### **Article 13**

*The Company's Board of Directors:*

- *Conducts the Company's business in line with the business plan and represents the Company,*
- *Adopts acts and decisions in the field of the Company's business in line with relevant legislation,*
- *Prepares decisions and statutes to be decided in the General Meeting,*
- *Convokes the General Meeting when proscribed by law or Statute,*
- *Prepares annual financial reports on the Company's business and submits them for approval to the Supervisory Board,*
- *Submits the proposal of the decision on distribution of profit to the Supervisory Board and General Meeting,*
- *Prepares contracts to be executed with the consent of the General Meeting and the Supervisory Board,*
- *Proposes business policy and prepares the annual and multiannual business plan and Company budget,*
- *Submits regular quarterly reports to the Supervisory Board, covering all aspects of business results and business prognoses of the Company including, but not limited to the financial, technical affairs, sales, marketing,*
- *Renders decisions on establishing the Company's subsidiaries,*
- *Determines the organizational structure and decides on establishing and closing branch offices of the Company,*
- *Decides on taking and granting short-term loans and credit facilities,*
- *Decides on procurement and sale of equipment,*
- *Proposes the enactment of other decisions and implements decisions adopted by the General Meeting within its scope of activities,*
- *Performs other tasks and decides on other issues falling within the scope of activities of the Board of Directors pursuant to the law, this Statute or other general statutes of the Company.*

## ***Conducting the Company's Business***

### ***Article 14***

*The Board of Directors conducts the Company's business at its own risk, being obliged and authorized to undertake any and all actions and make any and all decisions it considers necessary for successful conducting of the Company's business.*

*Conducting the Company's business includes making decisions for the implementation of business strategies, work plans and programs, activities deriving from the common goal, as well as any actual or legal action within the Company and in its favor.*

*In conducting the Company's business, the Board of Directors shall observe the limitations imposed by the Supervisory Boards and the Company's General Meeting in line with the law and this Statute.*

*The failure to observe the aforementioned limitations is grounds for recall of a Board member.*

*The Supervisory Board may, by a majority of votes, adopt Rules of Procedure for the Board of Directors determining the scope of activities of a particular Board member and other details on the Board's procedures.*

## ***Decisions of the Board of Directors requiring Supervisory Board's Approval***

### ***Article 15***

*The following decisions of the Board of Directors require prior approval by the Company's Supervisory Board:*

- a) entering into legal transactions with the shareholders of Hrvatski Telekom d.d. and Zagrebačka banka d.d., as well as their affiliates or subsidiaries (affiliated, directly or indirectly, through the ownership of over a half of share capital or business assets, or through holding the majority of votes or through the right to appoint over a half of the Board of Directors or other corporate body representing the legal entity);*
- b) entering into legal transactions in the amount exceeding HRK 20,000,000.00 (twenty million) for an individual transaction or a series of connected transactions;*
- c) other decisions of the Board of Directors that require the approval of the Company's Supervisory Board under law, this Statute or the Supervisory Board's decision*

## ***III.2 SUPERVISORY BOARD***

### ***Composition and Appointment of the Supervisory Board***

#### ***Article 16***

*The Supervisory Board has nine members, one of whom is appointed by the employees.*

*The Supervisory Board is elected by the Company's General Meeting by an ordinary majority of votes.*

*The mandate of the Supervisory Board members is 4 (four) years and they can be re-elected.*

*The Supervisory Board members choose a Chairperson and Deputy Chairperson amongst themselves.*

*The Deputy Chairperson has the rights and obligations of the Chairperson only when the latter is unable to perform his or her functions.*

#### **Article 17**

*As a rule, the Supervisory Board works and passes its decisions in meetings, and an ordinary majority is required for passing valid decisions, i.e. five Supervisory Board members (quorum).*

*As a rule, all Supervisory Board decisions are passed by an ordinary majority of votes cast (five votes). In the event of an equal number of votes in favor and votes opposing a certain decision, the Chairperson of the Supervisory Board shall have the deciding vote.*

*Supervisory Board decisions specified in Article 15 a) of the present Statute are passed by a qualified majority of 7 (seven) votes.*

#### **Supervisory Board's Scope of Activities**

##### **Article 18**

*The Supervisory Board shall perform the following duties:*

- *Represent the Company towards the Board of Directors,*
- *Approve the proposals of the Board of Directors in the events proscribed by the Statute or law,*
- *Convoke the General Meeting, as required,*
- *Submit the supervision report to the General Meeting,*
- *Review plans, work programs and annual budgets.*

*The Supervisory Board shall appoint expert committees for preparing decisions it renders, specifically: the Audit Committee, the Appointments and Remunerations Committee and the Synergy Measures Tracking Committee.*

#### **Supervisory Board Meetings**

##### **Article 19**

*The Supervisory Board meetings are convoked and chaired by the Chairperson of said Board (and in the event he or she is indisposed, the Deputy Chairperson) who determines the agenda and the manner and order of voting.*

*Any member of the Supervisory Board or the Board of Directors is entitled to request the Chairperson to convoke a meeting of the Board, stating the reasons and the purpose of such convocation. The meeting has to take place within 15 days from its convocation.*

*Instead of a member who is indisposed, another person who is not a member of said Board may attend the meeting, provided he or she holds a written power of attorney of the indisposed member that can be faxed.*

*An absent Supervisory Board member can participate in the decision-making process by casting his or her vote in writing. A vote can also be cast by letter, phone, telegram, fax, e-mail or by using other suitable means of communication. Such decision-making shall be noted in the minutes of the meeting.*

## **Article 20**

*The Supervisory Board members shall keep all the information they learned in performing their duties confidential. Other persons invited to attend Supervisory Board meetings or Committee meetings shall expressly undertake to maintain confidentiality.*

## **Supervisory Board Members' Remuneration**

### **Article 21**

*All Supervisory Board Members are entitled to compensation of any and all costs incurred in connection with their work on the Board.*

*The General Meeting decides, by an ordinary majority of votes, on the Supervisory Board members' right to remuneration for their work in said Board and its amount.*

## **III.3 GENERAL MEETING**

### **Composition of the General Meeting**

#### **Article 22**

*The General Meeting is comprised of all the Company's shareholders.*

#### **General**

#### **Article 23**

*The General Meeting of the Company is convened as the need arises, when it is convoked by the body having the Statutory powers to do so (Extraordinary Meeting), and at least once a year after the elapse of a financial year (Ordinary Meeting), in accordance with the deadlines set out in regulations governing annual reporting.*

#### **Article 24**

*The Board of Directors convokes the General Meeting.*

*The Board of Directors shall convoke the Company's General Meeting when requested by the shareholders, subject to the terms proscribed by law.*

*The General Meeting can take place outside the Company's registered office.*

#### **Article 25**

*The convocation for the Company's General Meeting shall contain:*

- the time and place of the General Meeting,*
- the proposed agenda,*
- the proposal of decisions proposed to the General Meeting by the Board of Directors and the Supervisory Board,*



- *deadline for having another General Meeting should the convoked Meeting fail to meet quorum requirements.*

*The General Meeting convocation shall be published in the Company's Gazette, in accordance with the law.*

### **Quorum**

#### **Article 26**

*The Company's General Meeting can take valid decisions provided shareholders who own over 50% of the overall number of shares participate in the General Meeting.*

*If quorum requirements pursuant to the previous paragraph are not met within 30 minutes from the time specified in the convocation as the beginning of the General Meeting, the General Meeting shall not take place.*

*When convoking the General Meeting, it has to be determined when a subsequent General Meeting would be held, if the one previously convoked failed to meet the Statutory quorum requirements. Such General Meeting can take valid decisions regardless of the number of present shareholders.*

#### **Article 27**

*Shareholders may participate in the General Meeting personally or by proxy. Voting rights in the General Meeting are determined according to nominal values of the shares, so that one share gives 1 (one) vote.*

*Natural persons and legal entities may represent shareholders based on a valid written special power of attorney.*

*A valid written special power of attorney shall contain: a reference to the proxy, a reference to the issuing shareholder, total nominal value of shares and votes it controls, in particular the authorization to vote on behalf of the shareholder at the General Meeting.*

#### **Article 28**

*The General Meeting is open for participation and voting to those shareholders who registered their participation in the General Meeting in advance. The registration has to be received by the Company at the address stated in the convocation at least six days prior to the scheduled General Meeting. The date of receipt and the date of the meeting are not included in the said deadline. This deadline does not transfer to the day preceding or following business day because of a Sunday, Saturday or a holiday. The provisions of the Obligations Act on deadline determination do not apply to the above deadlines.*

*The shareholders' list according to the depository of the Central Depository and Clearing Company Inc as per the date set out in the convocation shall be deemed relevant for participation and exercising the right to vote in the General Meeting.*

### **General Meeting Authorities**

## **Article 29**

*The Company's General Meeting decides on:*

- a) the election and recall of Supervisory Board members, except the member appointed as a member of the Supervisory Board under special regulations,*
- b) use of profit,*
- c) granting a discharge to the Board of Directors and the Supervisory Board,*
- d) appointing an auditor for the Company,*
- e) adopting the Statute and amendments to the Statute,*
- f) increase and decrease of the Company's share capital,*
- g) appointing an auditor to examine the actions taken during the establishment of the Company and actions concerning conducting the Company's business,*
- h) inclusion of shares into the regulated market for trading and withdrawal of shares from such inclusion,*
- i) enacting the Rules of Procedure for the General Meeting,*
- j) change of company form, status changes and cessation of the Company.*

*The General Meeting decides on other issues proscribed by law or the Company's Statute.*

## **The General Meeting Procedure**

### **Article 30**

*The General Meeting is presided by the Chairperson appointed by the Supervisory Board from its members. For each General Meeting, the Chairperson shall be appointed anew. By a unanimous vote, the Supervisory Board may decide for the General Meeting to be presided by a person who is not a member of the Supervisory Board.*

*The voting methods in the General Meeting are determined by the General Meeting's Chairperson.*

*The person presiding the General Meeting shall determine the agenda for discussion and deciding on issues set out in the agenda and signs the decisions adopted by the General Meeting.*

*Before the vote, the Chairperson of the General Meeting shall announce the decision proposal to be put to vote and announce the method of voting.*

*Minutes are kept on the work of the General Meeting.*

## **Voting**

### **Article 31**

*As a rule, the General Meeting adopts decisions by an ordinary majority of votes cast, unless otherwise provided in the law or this Statute.*

*The General Meeting adopts decisions by a majority representing 75% of the share capital represented in the General Meeting in the following cases:*

- a) amendments to the Statute,*
- b) cessation of the Company,*

- c) *increase or decrease of the Company's share capital,*
- d) *in other cases provided by law.*

***Business Records, Annual Financial Reports and use of profit******Article 32***

*The financial year begins and corresponds to the calendar year.*

*The annual financial reports are drawn up and determined by the Board of Directors in line with accounting regulations and with prior approval by the Supervisory Board. Thus determined financial reports shall be presented to all shareholders at the General Meeting.*

***Article 33***

*The Board of Directors shall submit the annual financial reports and the report on the status of the Company to the Supervisory Board immediately after the same have been drafted.*

*Along with the annual financial reports, the Board of Directors shall present to the Supervisory Board the decision proposal on use of profit to be proposed for adoption at the General Meeting.*

***Article 34***

*The profit shown by the Company based on the annual financial report shall be distributed by the General Meeting into reserves and funds for payments to shareholders. A different General Meeting decision on profit distribution shall also be valid.*

*The dividend is paid to shareholders based on a General Meeting's decision, in line with their rights to a dividend.*

***The Company's Gazette******Article 35***

*The Company's Gazette is the Official Gazette of Croatia.*

***Article 36***

*The Company has been incorporated for an indefinite period.*

***Article 37***

*The Statute may be amended solely in the manner laid down in relevant legislation.*

*An authentic interpretation of the Statute shall be given by the General Meeting, deciding on this issue by an ordinary majority of votes cast.*

***Article 38***

*This Statute shall enter into force upon registration with the Court Registry of the competent Court. By the entry into force of the present Statute, the Statute of 07/08/2010 shall cease to be valid.*

*The original of the Statute shall be kept at the registered office of the Company.*

*Zagreb, May 30, 2014”*

**Ad 11.** Nada Martić, OIB: 58851451442, residing in Zagreb, A. Hebranga 12, economist, is hereby elected as a member of the Supervisory Board for a mandate of four years, counting from 07/08/2014 as the date when the Supervisory Board members mandate expires.

Ivan Martić, OIB: 19937530764, residing in Zagreb, Kuzminečka 8, economist, is hereby elected as a member of the Supervisory Board for a mandate of four years, counting from 08/02/2014 as the date when the Supervisory Board members mandate expires.

**Ad 12.** The auditing company Deloitte d.o.o. Zagreb, Radnička cesta 80, OIB: 11686457780 is hereby appointed as the Company’s auditor for the financial year 2014.

Contact:

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To be delivered to:

Croatian Financial Services Supervisory Agency

HINA