

ZAGREB STOCK EXCHANGE  
Ivana Lučića 2a  
10000 ZAGREB, Hrvatska  
OPTE-R-A, Official market  
ISIN: HROPTERA0001

Zagreb, 25 January 2017

Notification – OT-Optima Telekom d.d. – Extraordinary General Assembly held

Extraordinary General Assembly of the Company OT-OPTIMA TELEKOM d.d., Zagreb, Bani 75/a, was held on the 25 January 2017 starting at 12:00 PM in Zagreb, at Hotel Aristos, Cebini 33, with following Agenda:

1. Opening of the General Meeting and verifying the list of attending shareholders or their authorized representatives, establishing a quorum
2. Company Management Board and Supervisory Board Merger Report
3. Merger Audit Report
4. Decision approving the Agreement on the Merger of the Company H1 TELEKOM d.d. (merged company) into the Company OT – OPTIMA TELEKOM d.d. (merging company)
5. Decision to increase the share capital for merger purposes
6. Decision to amend the subject of business (activity)
7. Decision to amend the Articles of Incorporation

At the General Assembly, 63,0985 % of share capital was represented, i.e. 40.103.336 regular shares. Shareholders registered on 18 January 2017, as the Company's shareholders in the CDCC Depository and whose participation registration has been received by the company at its corporate seat in Zagreb, Bani 75a, had the right to participate in the Company's General Assembly.

General Assembly passed following decisions:

**Ad 4.** The General Meeting has adopted the following

**DECISION**  
**approving the Agreement on the Merger of the Company H1 TELEKOM d.d. (merged company) into the Company OT – OPTIMA TELEKOM d.d. (merging company)**

The Merger Agreement entered into on 29 July 2016 by and between the company OT-OPTIMA TELEKOM d.d. for telecommunications, Bani 75/a, Zagreb, OIB number 36004425025, as the merging company and H1 TELEKOM, a joint-stock company for telecommunication services,

Dračevac 2D, Split, OIB number 88551335012, as the merged company, certified by the notary public Stjepan Šaškorić from Zagreb, Petrinjska 4 under the number OV-4102/16, which constitutes an Annex to these Minutes.

This Decision shall become legally effective with the adoption of a positive resolution by the Croatian Competition Agency (hereinafter: CCA) regarding the permissibility of the merger of the Company and the company H1 TELEKOM d.d. and a positive resolution by CCA regarding the request of the company Hrvatski telekom d.d., Zagreb, Roberta Frangeša Mihanovića 9, OIB number 81793146560 (hereinafter: HT) for an extension of the conditionally permitted merger of the company HT over OT-OPTIMA TELEKOM d.d. pursuant to Resolution number, class: UP/I 034-03/2013-02/007 of 19 March 2014 for a period of additional three years.

**Ad 5.** The General Meeting has adopted the following

### **DECISION to increase the share capital for merger purposes**

The Company's share capital amounts to 635,568,080.00 (in words: six-hundred-and-thirty-five-million-five-hundred-and-sixty-eight-thousand-and-eighty) HRK.

The Company's share capital is divided into 63,556,808 (in words: sixty-three-million-five-hundred-and-fifty-six-thousand-and-eight-hundred-and-eight) ordinary shares at their individual nominal values amounting to 10.00 (in words: ten) HRK. The share capital has been paid in full.

The Company's share capital shall be increased from the amount of 635,568,080.00 (in words: six-hundred-and-thirty-five-million-five-hundred-and-sixty-eight-thousand-and-eighty) HRK, for the amount of 58,864,560.00 (in words: fifty-eight-million-eight-hundred-and-sixty-four-thousand-and-five-hundred-and-sixty) HRK, to the amount of 694,432,640.00 (in words: six-hundred-and-ninety-four-million-four-hundred-and-thirty-two-thousand-and-six-hundred-and-forty) HRK.

The increase of the Company's share capital shall be carried out in accordance with the provisions of Articles 519 and 520 of the Companies Act, for the purpose of implementing the merger procedure, by issuing 5,886,456 (in words: five-million-eight-hundred-eighty-six-thousand-four-hundred-fifty-six) new ordinary shares at their individual nominal values amounting to 10.00 (in words: ten) HRK.

The new shares shall be, through the share admission commissioner referred to under Article 522 paragraph 2 of the Companies Act, distributed to the shareholders of the merged company H1 TELEKOM d.d. at the conversion ratio of 1 : 0.75 (one to zero point seventy-five), who shall in exchange for 1 (one) share of the merged company H1 TELEKOM d.d. receive 0.75 (zero point seventy-five) shares of the Company.

To those shareholders of the merged company who, due to the share conversion ratio, are lacking a certain amount to acquire a whole number of the Company's share, the Company shall make an additional cash payment, in a proportional amount, and taking into account the value of one Optima share at 1.70 HRK (one Croatian kuna and seventy lipas).

The new shares shall be issued in a non-materialized form, in the form of an electronic entry in the Central Depository and Clearing Company (CDCC) computer system, with a code assigned by CDCC. Each new share carries the right to one vote at the Company's General Meeting. The new shares are registered shares and carry the same rights as all the existing shares, i.e. all rights stipulated by law and the Company's Articles of Incorporation, from the date of share capital increase registration in the court register.

The Management Board is hereby authorized to take all actions required for registering the share capital increase in the court register and the CDCC depository.

The listing of the shares at Zagrebačka burza d.d. stock market shall be carried out within the legal time limit of 12 months following the date of issue of the shares pursuant to applicable legislation.

The Management Board is hereby authorized to list the newly issued ordinary shares at Zagrebačka burza d.d. stock market in accordance with the legislation in force.

This Decision shall become legally effective with the adoption of a positive CCA resolution regarding the permissibility of the merger of the Company and the company H1 TELEKOM d.d. and a positive resolution by CCA regarding the request of the company Hrvatski telekom d.d., Zagreb, Roberta Frangeša Mihanovića 9, OIB number 81793146560 (hereinafter: HT) for an extension of the conditionally permitted merger of the company HT over OT-OPTIMA TELEKOM d.d. pursuant to Resolution number, class: UP/I 034-03/2013-02/007 of 19 March 2014 for a period of additional three years.

**Ad 6.** The General Meeting has adopted the following

**DECISION  
to amend the subject of business (activity)**

The subject of business of the Company shall be amended by the activity:

\* *information society services.*

This Decision shall become legally effective with the adoption of a positive CCA resolution regarding the permissibility of the merger of the Company and the company H1 TELEKOM d.d. and a positive resolution by CCA regarding the request of the company Hrvatski telekom d.d., Zagreb, Roberta Frangeša Mihanovića 9, OIB number 81793146560 (hereinafter: HT) for an extension of the conditionally permitted merger of the company HT over OT-OPTIMA TELEKOM d.d. pursuant to Resolution number, class: UP/I 034-03/2013-02/007 of 19 March 2014 for a period of additional three years.

**Ad 7.** The General Meeting has adopted the following

**DECISION  
to amend the Articles of Incorporation**

Under Article 6 of the Articles of Incorporation, after the words "*\* Bookkeeping and accounting activities*", a new line shall be added that reads:

"*\* information society services.*"

Article 7 of the Articles of Incorporation shall be amended to read:

"The Company's share capital amounts to 694,432,640.00 HRK. The share capital has been partially paid in cash, in the amount of 28,003,600.00 HRK, and partially in things and rights, in the amount of 666,429,040.00 HRK.

The share capital is divided into 69,443,264 ordinary shares at their individual nominal values amounting to 10.00 HRK.

The shares are registered shares and provide their owner with the right to vote at the Company's General Meeting, the right to a dividend and other rights defined by the Companies Act and these Articles."

All other provisions of the Articles of Incorporation shall remain unaffected.

The Supervisory Board is hereby authorized to establish the full text of the Articles in accordance with this Decision to amend the Articles of Incorporation.

This Decision shall become legally effective with the adoption of a positive CCA resolution regarding the permissibility of the merger of the Company and the company H1 TELEKOM d.d. and a positive resolution by CCA regarding the request of the company Hrvatski telekom d.d., Zagreb, Roberta Frangeša Mihanovića 9, OIB number 81793146560 (hereinafter: HT) for an extension of the conditionally permitted merger of the company HT over OT-OPTIMA TELEKOM d.d. pursuant to Resolution number, class: UP/I 034-03/2013-02/007 of 19 March 2014 for a period of additional three years, and the amendments to the Articles shall become valid with the date of their registration in the Court Register.

**Contact:**

OT-Optima Telekom d.d.  
Zagreb, Bani 75/a  
Tel: + 385 1 5492 008  
Fax: + 385 1 5492 019

**Delivered to:**

Croatian Financial Services Supervisory Agency  
HINA