

Pursuant to Article 277, para. 2 of the Companies Act and Article 23 of the Statute of OT-OPTIMA TELEKOM d.d., Zagreb, Bani 75/a (hereinafter: the Company), on May 07, 2014 the Board of Directors adopted the following

### **Decision on convoking an Extraordinary General Meeting**

The shareholders are hereby invited to attend the extraordinary General Meeting of OT-OPTIMA TELEKOM d.d., Zagreb, scheduled to take place on **June 18, 2014 at 12:00 hrs** in Zagreb, at "Aristos" Hotel, Cebini 33, Zagreb.

The General Meeting is proposed to have the following

#### **AGENDA:**

1. General Meeting opening and determining the list of present shareholders or their proxies, determination of quorum;
2. Decision on supplementing the Company Statute
3. Member election for the Company's Supervisory Board

The Board of Directors and the Supervisory Board of the Company propose that the General Meeting adopts the decisions under item 2 of the agenda, and the Supervisory Board independently the decision under item 3, as follows:

**Ad 2.** An addition to the text of the Company Statute is hereby adopted:

"

#### **Article 1**

In Article 8 of the Statute, a new paragraph 3 is added, which reads as follows:

"The Board of Directors is authorized to increase the company's share capital one or more times for the overall amount of HRK 180,000,000.00 (one hundred eighty million) within five years from the date the amendments to the present statute are registered with the Court Registry (approved share capital). Such a share capital increase requires the consent of the Supervisory Board. The share capital can be increased through the issuance of new shares in exchange for investments in monies, property or rights. The Board of Directors is authorized to exclude the shareholders' right of first purchase in subscribing new shares with the Supervisory Board's consent. The Supervisory Board is authorized to adjust the Statute provisions to the amendments arising out of such share capital increase and the issuance of new shares."

#### **Article 2**

All other provisions of the Statute remain unchanged.

#### **Article 3**

The present decision on supplementing the Statute shall enter into force and apply as of the date of registration with the Court Registry.

#### **Article 4**

The Supervisory Board is hereby authorized to prepare the consolidated version of the Statute in accordance with the present decision on supplementing the Statute."

**Ad 3.** The following persons are hereby elected members of the Company's Supervisory Board, having a mandate of four years counting from the date of the decision on election:

1. Mr. Siniša Đuranović, OIB: 50969612646, legal professional, residing in Strmec Samoborski, Ulica platana 18,

2. Mrs. Marina Brajković, OIB: 62959537733, economics professional, residing in Zagreb, Rockefellerova 15,
3. Mrs. Jasenka Anica Kreković, OIB: 26813970788, economics professional, residing in Zagreb, Vike Podgorske 11,
4. Mrs. Marina Bengez Sedmak, OIB: 70863680769, legal professional, residing in Zagreb, Ilica 219a,
5. Mr. Marko Makek, OIB: 14614505588, economics professional, residing in Zagreb, Antuna Bauera 18
6. Mrs. Ana Hanžeković, OIB: 91033918217, legal professional, residing in Zagreb, Visoka ulica 4

Zagreb, May 07, 2014

### **General Meeting Invitation to Shareholders**

The shareholders are hereby invited to participate in the work of the General Meeting. The participants are also invited to come to the General Meeting one hour before the scheduled time in order to compose the list of General Meeting participants in a timely fashion.

The materials for the General Meeting to be used as basis for adopting the published decisions shall be made available to the shareholders from the date of publication of this invitation in the Company's premises, Zagreb, Bani 75/a, every business day from 12:00 to 13:00 hrs and on the Company's website [www.optima.hr](http://www.optima.hr).

Shareholders registered as the Company's shareholders in the CDCC Depository at least six days prior to the General Meeting 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 Meeting (not counting the date of receipt by the Company), i.e. no later than 06/11/2014 have the right to participate in the Company's General Meeting.

The shareholders can participate in the General Meeting personally or by proxy, based on a valid written special power of attorney issued by the shareholder, or on behalf of a shareholder that is a legal entity, by the authorized representative. A valid special power of attorney shall contain: information on the name or company name of the representative and the represented party as well as a special authorization to vote on behalf of the represented shareholder. A form power of attorney can be found on the Company's website: [www.optima.hr](http://www.optima.hr). In the event that the shareholder or the proxy are unable to identify themselves (by way of a valid identification document, power of attorney, certified court registry extract for legal entities and the like), they will not be permitted to participate in the General Meeting.

Shareholders whose shares jointly represent 1/20 of the Company's share capital are entitled, pursuant to Ar. 278, para. 2 of the Companies Act (OG 111/93 et al., hereinafter: the Act), to request the Board of Directors in writing to have an item added to the General Meeting'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 Meeting, 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 Act. 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 Act, and shall be made available to the shareholders on the Company's website ([www.optima.hr](http://www.optima.hr)) provided that the shareholder delivers its counter-proposal to the Company at least 14 days prior to the General Meeting. 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 Meeting. 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 Meeting, if necessary in order to evaluate the items on the agenda.

If the convoked General Meeting fails to meet the quorum requirements set out in the Company's statute, the General Meeting shall take place on 06/20/2014 at 12 o'clock in the same place, with the same agenda. If the new General Meeting does not meet the quorum requirements either, the General Meeting shall take place anyway, regardless of the number of shareholders represented in the meeting.

The notifications from Art. 280.a of the Companies Act are available on the Company's website [www.optima.hr](http://www.optima.hr).

Matija Martić,  
President of the Management Board

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