

Zagreb, 29 April 2014

# T-Hrvatski Telekom

For immediate release

## Decisions passed by the General Assembly of Hrvatski Telekom d.d. held on 29 April 2014

Agenda of the General Assembly of Hrvatski Telekom d.d.:

1. Election of the Chairman of the General Assembly;
2. Annual financial statements of the Company and consolidated annual financial statements of the T-HT Group for the business year 2013, including the Annual Report on the Status and Business Operations of the Company and the T-HT Group for the business year 2013 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2013;
3. Decision on the utilization of profit;
4. Decision on Amendments to Articles 8, 24, 32 and 39 of the Articles of Association of the Company;
5. Decision on share capital increase;
6. Decision on Amendments to Articles 7 and 39 of the Articles of Association of the Company;
7. Decision on approval of actions of the Members of the Management Board of the Company for the business year 2013;
8. Decision on approval of actions of the Members of the Supervisory Board of the Company for the business year 2013;
9. Decision on Amendments to the Decision of the General Assembly on giving authority to the Management Board for acquisition of the Company's shares;
- 9.a Decision on Amendments to Articles 5 and 39 of the Articles of Association of the Company (proposal of the Management Board and of the Supervisory Board);
10. Decision on appointment of the auditor of the Company;
- 10.a Election of the member of the Supervisory Board (proposal of the Supervisory Board);
11. Decision on Amendments to Article 15 of the Articles of Association of the Company (minority shareholder proposal pursuant to Article 278 paragraph 2 of the Companies Act);
12. Election of the member of the Supervisory Board (minority shareholder proposal pursuant to Article 278 paragraph 2 of the Companies Act)

The General Assembly of Hrvatski Telekom d.d., which was attended by 57,962,828 votes, which constitutes 70.79 % of total votes, has passed the following decisions:

Ad 1.

"Prof. Dr. Sc. Zoran Parać, Law Faculty Zagreb, is elected as a Chairman of the General Assembly for this convocation."

Ad 3.

1. "It is determined that Hrvatski Telekom d.d. in the business year ending with 31 December 2013 realized net profit in the amount of HRK 1,431,245,824.11.

2. A part of net profit in the amount of HRK 736,961,436.00 or 9.00 HRK per share shall be paid out as dividend.
3. A part of net profit in the amount of HRK 284,388.11 will be allocated to retained earnings.
4. A part of net profit in the amount of HRK 694,000,000.00 shall be used to increase the share capital from Company's own capital.
5. Dividend referred to under Item 2 hereof shall be paid out to all shareholders that are registered as shareholders at the Central Depository & Clearing Company (SKDD) on May 9th 2014 (record date). Date on which security of Hrvatski Telekom d.d. will be traded without dividend payment right is May 7th 2014 (ex date). Dividend payment claim matures on May 26th 2014 (payment date)."

Ad 4.

"Decision on Amendments to Articles 8, 24, 32 and 39 of the Articles of Association of the Joint Stock Company Hrvatski Telekom

Article 1

Article 8 paragraph 1 of the Articles of Association of Hrvatski Telekom d.d. is hereby amended and now reads as follows:

"The share capital of the Company is divided into 81.888.535 shares without nominal value."

Article 2

Article 24 paragraphs 2 and 3 are hereby amended and now read as follows:

"The shareholder exercises the voting right at the General Assembly personally or through his representative, i.e. proxy, according to the number of the shares, which, in accordance with Article 8 of these Articles of Association, means that every share gives the right to one vote.

The General Assembly cannot pass valid decisions unless attended by the shareholders, in person or via proxy, representing more than half (50%) of the total number of issued shares (quorum)."

Article 3

Article 32 paragraph 2 is hereby amended and now reads as follows:

"In case that the General Assembly decides that the profit or part of the profit be distributed among the shareholders, the portions in profit of the shareholders are defined in the form of a dividend corresponding to the number of shares they hold."

Article 4

Article 39 is hereby amended and now reads as follows:

"By coming into force of these Articles of Association, the Articles of Association of the Company in the form as adopted on December 7, 1998, with Amendments as of October 5, 1999, October 24, 2001, June 28, 2002, December 17, 2004, April 23, 2007, April 21, 2008, April 21, 2010, May 4, 2011 and June 17, 2013 shall cease to be valid."

Article 5

This Decision on Amendments to the Articles of Association shall come into force and apply as of the date of entry in the Court Register.

## Article 6

The Supervisory Board shall be authorized to specify the clean text of the Articles of Association in accordance with this Decision on Amendments to the Articles of Association.”

Ad 5.

“Decision on increase of share capital from Company’s own capital

By this Decision the share capital of the Company is hereby increased from net profit realized in the year 2013 for the amount of HRK 694,000,000.00.

Share capital of the Company is increased from the amount of HRK 8,188,853,500.00 for the amount of HRK 694,000,000.00 to the amount of HRK 8,882,853,500.00.

Share capital of the Company is hereby increased without allocation of new shares by proportionate increase of participation of all issued shares in the Company’s share capital.

This Decision on the increase of Company’s share capital from Company’s own capital is based on annual financial statements for the year 2013.

Ad 6.

“Decision on Amendments to Articles 7 and 39 of the Articles of Association of the Joint Stock Company Hrvatski Telekom

## Article 1

Article 7 of Articles of Association of Hrvatski Telekom d.d. is hereby amended and now reads as follows:

“The share capital of the Company amounts to 8,882,853,500.00 Kuna (in writing: eight billion eight hundred and eighty-two million eight hundred and fifty-three thousand five hundred Kuna).”

## Article 2

Article 39 is hereby amended and now reads as follows:

“By coming into force of these Articles of Association, the Articles of Association of the Company in the form as adopted on December 7, 1998, with Amendments as of October 5, 1999, October 24, 2001, June 28, 2002, December 17, 2004, April 23, 2007, April 21, 2008, April 21, 2010, May 4, 2011 and June 17, 2013 shall cease to be valid.”

## Article 3

This Decision on Amendments to the Articles of Association shall come into force and apply as of the date of entry in the Court Register.

## Article 4

The Supervisory Board shall be authorized to specify the clean text of the Articles of Association in accordance with this Decision on Amendments to the Articles of Association.”

Ad 7.

„The approval of actions is given to the Members of the Management Board of the Company for the business year 2013.“

Ad 8.

„The approval of actions is given to the Members of the Supervisory Board of the Company for the business year 2013.“

Ad 9.

“Decision on amendments to the Decision of the General Assembly of Hrvatski Telekom d.d. on granting authority to the Management Board of the Company for acquisition of Company shares, as of 4 May 2011

#### Article 1

In Article 1 after item 3 a new item 4 is added and reads as follows:

“The Management Board of the Company is authorized to act in accordance with the Article 352 paragraph 3 item 3 of the Companies Act and withdraw the shares without nominal value without the share capital of the Company being decreased in which case the remaining shares’ participation in the share capital is increased, and the Management Board is authorized to align the information on the number of shares in the Articles of Association of the Company.”

Items 4 and 5 are now items 5 and 6.

#### Article 2

This Decision shall enter into effect as at the day of its passing.”

Ad 9a.

“Decision on Amendments to the Articles of Association of the Joint Stock Company Hrvatski Telekom

#### Article 1

In Article 5, paragraph 1, a new item 60 shall be added, reading as follows:

- “services for execution of payment transactions in which the financial assets are covered by the credit line for the end users of payment services – execution of payment transactions by means of payment cards or other similar means“

#### Article 2

Article 39 is hereby amended and now reads as follows:

“By coming into force of these Articles of Association, the Articles of Association of the Company in the form as adopted on December 7, 1998, with Amendments as of October 5, 1999, October 24, 2001, June 28, 2002, December 17, 2004, April 23, 2007, April 21, 2008, April 21, 2010, May 4, 2011 and June 17, 2013 shall cease to be valid.”

#### Article 3

This Decision on Amendments to the Articles of Association shall come into force and apply as of the date of entry in the Court Register.

#### Article 4

The Supervisory Board shall be authorized to specify the clean text of the Articles of Association in accordance with this Decision on Amendments to the Articles of Association.”

Ad 10.

“The company PricewaterhouseCoopers d.o.o., Ulica kneza Ljudevita Posavskog 31, 10000 Zagreb, is appointed as the auditor of the Company for the business year 2014.”

Ad 10a.

“Ms. Dolly Predović, Master of Business Administration, residing in Milano, Republic of Italy, is elected Member of the Supervisory Board of HT d.d, for the period of four (4) years. This decision shall come into effect on the day of its passing.”

Ad 11.

*The proscribed majority of votes representing three quarters of the share capital represented at the General Assembly has not voted for the proposed decision and in line therewith the proposed decision on amendments to the Articles of Association has not been adopted.*

Ad 12.

*Given the fact that the General Assembly has not adopted the proposed decision on increase of the number of Supervisory Board Members, under item 11 of the agenda, voting on the election of another Supervisory Board member is not possible, that is, such a decision would be null and void, and therefore this item was taken off the agenda.*

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#### About T-Hrvatski Telekom (Reuters: THTC.L, HT.ZA; Bloomberg: THTC LI, HTRA CZ)

T-Hrvatski Telekom (T-HT) is the leading provider of telecommunication services in Croatia, serving more than 1.2 million fixed lines, 2.3 million mobile subscribers, and 628,000 broadband connections through its Residential and Business divisions.

Since its initial public offering in October 2007, T-HT shares have traded on the Zagreb Stock Exchange, with global depositary receipts trading on the London Stock Exchange. CMobil B.V. (company 100% owned by Deutsche Telekom Europe Holding B.V. whose 100% owner is T-Mobile Global Holding Nr. 2 GmbH. T-Mobile Global Holding Nr. 2 GmbH is 100% owned by Deutsche Telekom AG.) owns 51% of T-HT's shares, with the War Veterans' Fund owning 7%, and the Restructuring and Sale Center 3.5%. The remaining free float is in the hands of private and institutional investors.