

CODE OF CORPORATE GOVERNANCE

ANNUAL QUESTIONNAIRE

Issued by Zagreb Stock Exchange

All questions contained in this questionnaire relate to the period of one year to which also the annual financial statements relate, i.e. to the year 2012.

1. Does the company have its website? Yes.

- if so, what is its address?

www.t.ht.hr

- If not, why?

2. Are the semi annual, annual and quarterly reports available to the shareholders?

- at the headquarters and business address of the company (If not, why?) **Yes.**
- on the website of the company (If not, why?) **Yes.**
- in the English language (If not, why?) **Yes.**

3. Has the company prepared the calendar of important events? (If not, why?) Yes.

If yes,

- has the calendar of important events been published on the website of the company? (If not, why?) **Yes**
- is the calendar of important events properly and timely updated? (if not, why?) **Yes.**

4. Is the company in cross-shareholding relationship with another company or other companies?

No.

If so,

- which companies are those?
- are the data on cross-shareholding publicly announced and how? (If not, why?)

5. Does the company publish in its annual report data on financial instruments issued by the company and owned by members of the Supervisory or Management Board or the management of the company? (If not, why?)

Yes.

6. Does the company publish on its website data on financial instruments issued by the company and owned by Members of the Supervisory or Management Board or the management of the company, and are those data regularly updated (within 24 hours)? (If not, why?)

Yes.

7. Does the company determine and publicly announce risk factors? (If not, why?)

Yes.

8. Has the company established mechanisms to ensure:

- that the persons who have access to or possess inside information understand the nature and importance of such information and limitations related to it? (If not, why?)

Yes.

- supervision of the flow of inside information and the possible abuse thereof (If not, why?)

Yes.

9. Does each share of the company have one voting right?

Yes.

If not,

- have all relevant data on non-voting shares been made public on time? (If not, why?)
- how were these data published?

10. Have the lists of all candidates for members of the Supervisory or Management Board elected or appointed at the assembly, including their CVs, been published on the website of the company? (If not, why?)

Yes.

11. Does the company treat all shareholders equally?

Yes.

(If not, why?)

12. Has the company issued any new shares?

No.

If so,

- Were all shareholders allowed to participate in the increase in the initial capital of the company in proportion to their shares in the earlier initial capital, in the form of transferable financial instruments containing the pre-emption right, in order to protect interests of the shareholders who at the time of issue cannot subscribe and buy new shares? (If not, why?)
- Was the intention to issue new shares published at least 10 days prior to the day set as the date for defining the status in the register of shares, which will be relevant for determining which shareholders are entitled to pre-emption right while acquiring newly issued shares? (If not, why?)

13. Has the company acquired or disposed of any own (treasury) shares. Yes.

If so, was the acquisition or disposal made

- on an open market? (If not, why?) **Yes.**
- in the manner not favouring any shareholder or investor or group of shareholders or investors? (If not, why?)

Yes.

14. Has the procedure for issuing power of attorney for voting at the general assembly been fully simplified and free of any strict formal requirements? (If not, why?)

Yes

15. Has the company ensured that the shareholders of the company who, for whatever reason, are not able to vote at the assembly in person, have proxies who are obliged to vote in accordance with instructions received from the shareholders, with no extra costs for those shareholders? (If not, why?)

No. Shareholders, who are not able to vote at the assembly in person, by themselves, acting at their own discretion, determine proxies who are obliged to vote in accordance with instructions received from the shareholders.

16. Did the management or Management Board of the company, when convening the assembly, set the date for defining the status in the register of shares, which will be relevant for exercising voting rights at the general assembly of the company, by setting that date prior to the day of holding the assembly and not earlier than 6 days prior to the day of holding the assembly? (If not, why?)

Yes.

17. Does the decision on dividend payment or advance dividend payment include information on the date when shareholders acquire the right to dividend payment, and information on the date or period during which the dividend will be paid? (If not, why?)

Yes.

18. Is the date of dividend payment or advance dividend payment set not to be later than 30 days after the date of decision making? (If not, why?)

Yes.

19. Was the decision on dividend payment or advance dividend payment defining the above-mentioned dates published and submitted to the Stock Exchange not later than within 2 days after it had been made?

Yes.

20. Were any shareholders favored while receiving their dividends or advance dividends? (If so, why?)

No.

21. Were the agenda of the assembly, as well as all relevant data and documentation with explanations relating to the agenda, announced on the website of the company and put at the disposal of shareholders on the company's premises as of the date of the first publication of the agenda? (If not, why?)

Yes.

22. Were the agenda of the assembly and all relevant data and documentation published on the website of the company in English as well? (If not, why?)

Yes.

23. Have the conditions been defined for participating at the general assembly by voting through proxy voting (irrespective of whether permitted pursuant to the law and articles of association) such as registration for participation in advance, certification of powers of attorney etc? (If yes, why?)

Yes. Other than the obligation of registration for participation in advance, as prescribed by the Companies Act, no other conditions have been defined, in line with the recommendation from Part 2.3. of the Code.

24. Does the report to be submitted by the Supervisory Board or Management Board to the general assembly include, apart from minimum information defined by law, the evaluation of total business performance of the company, of activities of the management of the company and a special comment on its cooperation with the management? (If not, why?)

Yes.

25. Are the shareholders allowed to participate and to vote at the general assembly of the company using modern communication technology? (If not, why?)

Shareholders or their proxies who physically attend the assembly have the opportunity to vote by support of modern communication technology devices. Shareholders were not given the opportunity to participate at the general assembly using modern communication technology (remote voting).

26. Did the management of the company publish the decisions of the general assembly of the company, as well as the data on legal actions, if any, challenging those decisions? (If not, why?)

Yes, except the data on legal actions challenging those decisions because there were no such actions.

27. Has the Supervisory or Management Board adopted a decision on the master plan of its activities including the list of regular meetings and data to be made available to Supervisory Board members, regularly and in a timely manner? (If not, why?)

Yes.

28. Has the Supervisory or Management Board passed its internal code of conduct? (If not, why?)

Yes.

29. Please provide the names of the Supervisory Board and Management Board members.

Andreas Moelich, Chairman of the SB, until 31 August 2012

Mark Klein, Member of the SB from 25 April 2012, Chairman of the SB from 10 September 2012

Ivica Mišetić, Ph.D., Deputy Chairman of the SB

Oliver Morbach, Member of the SB

Dr. Lutz Schade, Member of the SB, until 25 April 2012

Andreas Hesse, Member of the SB, until 25 April 2012

Dr. Ralph Rentschler, Member of the SB

Dr. Oliver Knipping, Member of the SB, from 25 April 2012

Kathryn Walt Hall, Member of the SB

Slavko Leban, Member of the SB, until 21 April 2012

Juko Cikojević, Member of the SB, workers' representative

Damir Grbavac, Member of the SB, from 25 April 2012

30. Please provide information on other companies whose members of the Supervisory or Management Board or management are also members of the Supervisory Board of the company. Also, provide information on whether some of those companies are considered as the company's competition.

Dr. Ralph Rentschler

Member of the Board of Directors of Magyar Telekom Nyrt.;
Member of the Board of Directors of Slovak Telekom, a.s.;
Member of the Supervisory Board of DeTeFleet Services GmbH (until 17 April 2012);
Member of the Supervisory Board of T-Mobile Netherlands Holding B.V.;
Member of the Board of Directors of T-Mobile Czech Republic a.s.

Dr. Lutz Schade, Member, until 25 April 2012

Member of the Supervisory Board, Polska Telefonia Cyfrowa Sp. z o.o.

Andreas Moelich, Member and Chairman, until 31 August 2012

Member of the Supervisory Board, T-Mobile Austria Holding GmbH (until 31 August 2012);
Member of the Supervisory Board, T-Mobile Austria GmbH (until 31 August 2012);
Member of the Supervisory Board, Polska Telefonia Cyfrowa Sp. z o.o. (until 31 August 2012).

Mark Klein

Member of the Board of Directors of T-Mobile Czech Republic a.s.;
Member of the Supervisory Board of T-Mobile Netherlands Holding B.V.

Dr. Oliver Knipping

Member of the Supervisory Board of Hrvatske telekomunikacije d.d. Mostar (as of 29 June 2012)

31. Is the Supervisory Board composed of, i.e. are non-executive directors of the Management Board mostly independent members? (If not, why?)

No, the Supervisory Board is not composed mostly of independent members, but two out of nine Supervisory Board members are independent members.

32. Which members of the Supervisory Board and which non-executive directors of the Management Board are independent?

Ms. Kathryn Walt Hall and Mr. Ivica Mišetić, Ph.D.

33. Is there a long term succession plan in the company? (If not, why?)

Yes. Since 2006 the Company performs Performance and Potential Review for managers, career management process throughout which we define potential of every manager in the company. Part of this process is to detect managers who have competencies to take over more complex tasks/positions. These managers become part of our succession pool. Their further development is supported by various activities in order to enhance their knowledge, competencies and experience and prepare them for more complex tasks.

34. Is the remuneration received by the members of the Supervisory or Management Board entirely or partly determined according to their contribution to the company's business performance? (If not, why?)

No. Remuneration to members of the Supervisory Board is determined in relation to the average net salary of company employees.

35. Is the remuneration to the members of the Supervisory or Management Board:

- determined by the decision of the general assembly? **Yes**
- stipulated in the Articles of Association of the Company? **Not applicable**
- determined in some other way (if so, in which way?) **Not applicable**

36. Have detailed records on all remunerations and other earnings of each member of the Supervisory or Management Board received from the company or from other persons related to the company, including the structure of such remuneration, been made public? (If not, why?) (If so, where?)

Yes, in the Annual Report.

37. Does every member of the Supervisory or Management Board inform the company of each change relating to their acquisition or disposal of shares of the company, or to the possibility to exercise voting rights arising from the company's shares, not later than on the next business day after such a change occurs? (If not, why?)

Yes.

38. Please provide information on all transactions involving both members of the Management or Supervisory Board or persons related to them, and the company or persons related to it.

There are no such transactions.

39. Were all transactions involving members of the Supervisory or Management Board or persons related to them and the company and persons related to it:

- concluded based on the current market situation (especially with regard to time limits, interest, guarantees etc.)? (If not, why and which transactions were those?)
- clearly presented in the reports of the company (If not, why and which transactions were those?)
- confirmed by an independent estimate of experts independent as regards the participants in the said transaction? (If not, why and which transactions were those?)

Refer to answer to question 38.

40. Are there any contracts and agreements between the members of the Supervisory or Management Board and the company? No.

If so,

- did they obtain prior approval of the Supervisory or Management Board? (If not, why?)
- are important elements of all such contracts or agreements included in the annual report? (If not, why?)

41. Have the Supervisory or Management Board established the appointment committee? (If not, why?)

Yes.

If yes,

- has the committee evaluated the structure, size, membership and quality of work of the Supervisory Board and the management, and prepared appropriate recommendations for the Supervisory Board? (If not, why?) **Yes.**
- has the committee evaluated the knowledge, skills and experience of each member of the Supervisory Board and informed the Supervisory Board thereof? (If not, why?) **Still not, evaluation is in progress.**
- has the committee analysed problems related to planning of work continuity of the Supervisory Board and the management? (If not, why?) **Still not, analysis is in progress.**
- has the committee analysed the policy of the management on the employment of senior management? (If not, why?) **No, it is left to the Management Board.**

42. Have the Supervisory or Management Board established the remuneration committee?

Yes.

If so,

- has the majority of the committee members been selected from the group of independent members of the Supervisory Board? (If not, why?)

No, one out of three Committee Members is independent member of the Supervisory Board.

- has the committee proposed to the Supervisory Board the remuneration policy for the management, which shall include all types of remuneration, especially its fixed part, variable part dependent on business results, pension scheme and severance pay? (If not, why?) **Yes**
- in the case of variable part of the remuneration dependent on business results, did the proposal of the committee include recommendations for determining impartial criteria for assessing efficiency? (If not, why?) **Yes**
- has the committee proposed to the Supervisory Board the amount of remuneration for each member of the management, in compliance with the company's remuneration policy and evaluation of business performance of each member of the management? (If not, why?) **Yes**
- has the committee proposed to the Supervisory Board the appropriate form and content of contracts with the members of the management? (If not, why?) **Yes**
- has the committee monitored the amount and structure of remuneration to senior management and made general recommendations to the management thereon? (If not, why?) **No, it is left to the Management Board, except for the Mid Term Incentives Plans which are adopted by the Supervisory Board on the proposal of the Committee and which are also applicable to the senior management below the Management Board level.**
- as regards the part of the remuneration to the management representing stimulus, in the case where it consists of stock options or other arrangements based on share acquisition, has the committee analyzed the general policy on such type of remuneration and proposed to the Supervisory Board appropriate solutions, as well as analyzed information published thereon in the annual report, prior to the publication? **Yes**

43. Have the Supervisory or Management Board established the audit committee? (If not, why?) Yes

If so,

- has the majority of the committee members been selected from the group of independent members of the Supervisory Board? (If not, why?)

No, one out of three Committee members is independent member of the Supervisory Board. Two remaining Committee members are external experts (one of which is a financial expert, the other is an internal audit expert), both are employees of Deutsche Telekom.

- has the committee monitored the integrity of the financial information of the company, especially the correctness and consistency of the accounting methods used by the company and the group it belongs to, including the criteria for the consolidation of financial reports of the companies belonging to the group? (If not, why?) **Yes.**

- has the committee assessed the quality of the internal control and risk management system, with the aim of adequately identifying and publishing the main risks the company is exposed to (including the risks related to the compliance with regulations), as well as managing those risks in an adequate manner? (If not, why?) **Yes.**
- has the committee worked at ensuring the efficiency of the internal audit system, especially by preparing recommendations for the selection, appointment, reappointment and dismissal of the head of internal audit department, and with regard to funds at his/her disposal, and the evaluation of the actions taken by the management after findings and recommendations of the internal audit? (If not why?). **Yes.**
- if there is no internal audit system in the company, has the committee considered the need to establish it? (If not, why?) **Not applicable as HT has a Corporate Internal Audit Department and a Compliance Department.**
- has the committee made recommendations to the Supervisory Board on the selection, appointment, reappointment and replacement of the external auditor, and on terms and conditions of his/her employment? (If not, why?) **Yes. Decision proposals to the General Assembly with regard to engagement of external auditor are made by the Supervisory Board after discussion in the AC.**
- has the committee monitored the independence and impartiality of the external auditor, especially with regard to the rotation of authorized auditors within the audit company and fees the company is paying for services provided by external auditors? (If not, why?) **Yes.**
- has the committee monitored the nature and quantity of services other than audit, received by the company from the audit company or from persons related to it? (If not, why?) **Yes.**
- has the committee prepared rules defining which services may not be provided to the company by the external audit company and persons related to it, which services which may be provided only with, and which without prior consent of the committee? (If not, why?).
International and Croatian rules (Croatian Audit Act) were applied by the AC. The AC is provided with a list of services which is agreed so far between the external auditor and the Company. Of course, the AC has the chance to comment on this list.
- has the committee analyzed the efficiency of the external audit and actions taken by the senior management with regard to recommendations made by the external auditor? (If not, why?) **Yes.**
- has the committee examined the circumstances related to dismissal of the external auditor, and made adequate recommendations to the Supervisory Board? (in a case of such dismissal)? (If not, why?)
Not applicable as there have been no dismissals so far.
- Does the committee maintain open and unlimited communication with the Supervisory Board and the management? (If not, why?) **Yes.**
- Who is the committee accountable to for its work?
To the SB of T-HT.
- Does the committee maintain open and unlimited communication with the internal and external auditor? (If not, why?) **Yes.**
- Does the management submit to the audit committee:
 - timely and periodic presentations of financial statements and related documents prior to their publication (If not, why?) **Yes.**
 - data on changes in accounting principles and criteria (If not, why?); **Yes.**
 - accounting procedures accepted for the majority of operations (If not, why?); **Yes, IFRS (international accounting standard) is applied.**
 - data on all major differences between the book and real value by items (If not, why?); **Yes.**
 - all the correspondence with the internal audit department and independent auditors (If not, why?)
In relevant cases (not the entire correspondence).
- Has the management informed the audit committee of the methods used for booking significant and unusual transactions and business events in cases when booking of such events may done in different ways? (If not, why?) **Yes.**
- Has the audit committee discussed with the independent auditor issues related to:
 - change in or adherence to current principles and criteria, (If not, why?) **Yes.**
 - application of regulations (If not, why?) **Yes.**
 - important estimates and conclusions during the preparation of financial statements (If not, why?) **Yes.**
 - methods of risk assessment and results (If not, why?) **Yes.**
 - highly risky areas of business operations (If not, why?) **Yes.**
 - major deficiencies and significant shortcomings in the internal audit system (If not, why?) **Yes.**
 - effects of external factors (economic, legal and industrial) on financial statements and audit procedures (If not, why?). **Yes.**
- has the audit committee ensured the submission of high quality information by dependent and associated companies, as well as by third persons (such as expert advisors)? (If not, why?) **Yes.**

44. Has the documentation relevant for work of the Supervisory Board been submitted on time to all members? (If not, why?)

Yes.

45. Do Supervisory Board or Management Board meeting minutes contain all adopted decisions, accompanied by data on voting results, along with information on votes of each individual member? (If not, why?)

Yes.

46. Have the Supervisory or Management Board evaluated their work in the preceding period, including evaluation of the contribution and competence of individual members, as well as of joint activities of the Board, evaluation of the work of the committees established, and evaluation of the company's objectives reached in comparison with the objectives set?

Not so far.

47. Please provide the names of the members of the Management Board or executive directors.

Ivica Mudrinić

Dino Ivan Dogan

Božidar Poldrugač

Irena Jolić Šimović

Johan Busé, until 31 July 2012

Branka Skaramuča, until 17 September 2012

Norbert Hentges, from 1 September 2012

48. Have rules been established for work of the management or executive directors, covering the following issues:

- scope of activities and objectives
- rules of procedure
- rules of solving conflicts of interest
- management secretariat
- manner of convening meetings, adopting decisions, agenda, taking minutes and delivering documents
- cooperation with the Supervisory Board (If not, why?)

Yes.

49. Has the company published a statement on the remuneration policy for the management, Management Board and the Supervisory Board as part of the annual report? (If not, why?)

Not the Remuneration Policy Statement itself. The remuneration of the Management Board and Supervisory Board was disclosed in the Annual Report.

50. In the case where remuneration policy has been defined, does it include the following parts:

- significant changes in comparison with the remuneration policy in the past year (If not, why?)
- explanation of the relative share and of the importance of fixed and variable components of remuneration (If not, why?)
- sufficient information on efficiency criteria, the fulfillment of which the right to acquire stock options, shares or other form of variable part of remuneration is based on (If not, why?)
- sufficient information on the connection between the amount of remuneration and efficiency (If not, why?)
- basic indicators and reasons for payment of annual bonuses or benefits which are not cash (If not, why?)
- abbreviated overview of contracts with management members, which shall include data on contract duration, notice periods and especially severance pays. Every type of remuneration for members of the management and the Supervisory Board which consists of stock options or other rights to acquire shares, or if remuneration is based on the price of company shares, shall be approved by the general assembly of the company prior to becoming effective. This approval relates to remuneration principles and not to the approval of remuneration for individual members of the management or the Supervisory Board (If not, why?).

Refer to answer to question 49.

51. Is the statement on the remuneration policy for the management or executive directors permanently available on the website of the company? (If not, why?)

Refer to answer to question 49.

52. Have detailed data on all earnings and remunerations received by each member of the management or each executive director from the company been published in the annual report of the company? (If not, why?)

Refer to answer to question 49.

53. Have all forms of remuneration to the members of the management, Management Board and the Supervisory Board, including options and other benefits of the management, been made public, broken down by items and persons, in the annual report of the company? (If not, why?)

Refer to answer to question 49.

54. Does the statement on remunerations to the members of the management or Management Board include the following data on each member who exercised that function in the year which the statement relates to:

- total amount of the salary payment, irrespective of whether it has already been paid or not (If not, why?)
- remunerations or benefits received from associated companies (If not why?)
- remuneration in the form of participation in profit or bonuses and the reasons for its payment (If not, why?)
- any other additional remunerations paid to the members of the management for activities they conducted for the company outside the usual scope of duties of a management member (If not, why?)
- compensation that was or should be paid to a former member of the management due to cessation of exercise of his/her duties during the year which the statement relates to (If not, why?)
- total estimated value of non-cash benefits considered as remuneration, but not listed in the items above (If not, why?)
- as regards the remuneration in shares or stock options or other forms of remuneration based on acquisition of shares:
 - number of options or shares approved by the company in the year which the statement relates to and terms and conditions for their disposal (If not, why?)
 - the number of options exercised in the year which the statement relates to, and for each of them, the number of shares and the price it was exercised at, or the value of shares distributed to the members of the management at the year-end (If not, why?)
 - the number of options not exercised at the end of the year, the price they can be exercised at, the exercise date and the main conditions relating to the exercise (If not, why?)
 - each change related to the change in conditions of exercise of the existing options which occurred in the company in the year which the statement relates to (If not, why?)
 - each loan (including the debt balance and the interest rate), advance payment or a guarantee paid to members of the management by the company and its associated companies included in consolidated financial statements (If not, why?)

Refer to answer to question 49.

55. Did every member of the management or executive director inform the Supervisory or Management Board of the company of each change relating to their acquisition or disposal of shares of the company or to the possibility to exercise voting rights arising from the company's shares not later than on the next business day after such change occurs, whereas the company has the obligation to publish such a change within the shortest possible time? (If not, why?)

Yes.

56. Please provide information on all transactions involving both members of the management or executive directors and persons related to them, and the company and persons related to it.

There are no such transactions.

57. Were all transactions involving members of the management or executive directors and with persons related to them and the company and persons related to it:

- concluded based on the current market situation (especially with regard to time limits, interest, guarantees etc?) (If not, why and which transactions were those?)
- clearly presented in reports of the company? (If not, why and which transactions were those?)

• confirmed by an independent estimate of experts independent as regards the participants in the said transaction? (If not, why and which transactions were those?)

Refer to answer to question 56.

58. Do any members of the management or executive directors own a significant holding in the companies which might be considered as the company's competition? (If so, which members, where do they own holdings, and what is the size of those holdings?)

No.

59. Are any members of the management or executive directors also members of the Supervisory Boards of other companies? (If so, provide the names of those members of the management, names of the companies in which they are the members of the Supervisory Board, and functions they exercise in those Supervisory Boards).

Irena Jolić Šimović

Deputy Chairman of the Supervisory Board of Iskon Internet d.d. (HT's wholly-owned subsidiary);
Chairman of the Supervisory Board of COMBIS, usluge integracija informatičkih tehnologija, d.o.o. (HT's wholly-owned subsidiary)

Norbert Hentges

Member of the Supervisory Board of T-Systems International GmbH (until 31 December 2012)

60. Does the company have an external auditor (If not, why?)

Yes.

61. Is the external auditor of the company:

• related with the company in terms of ownership or interests (If so, state in which way)

No.

• providing to the company, him/herself or through related persons, other services? (If so, provide information on those services and on how much it costs the company)

Yes, the external auditor rendered the service of holding of seminar on changes in IFRS, cost of which is HRK 25,000.00, and holding of workshop on manner of regulating of products based on new generation networks, cost of which is HRK 50,000.00.

62. Have the independent auditors directly informed the audit committee on the following issues:

• discussions on the main accounting policy,
• major deficiencies and significant shortcomings in the internal audit system,
• alternative accounting procedures,
• disagreement with the management,
• risk assessment, and
• analysis, if any, of fraud and/or abuse.
(If not, why?)

Yes.

63. Has the company published the amount of charges paid to the independent external auditors for the audit carried out and for other services provided? (If not, why?)

Yes. The charges paid to the independent external auditors are published within the annual financial statements for the year 2012.

64. Does the company have internal auditors and an internal audit system established? (If not, why?)

Yes. The Company has a Corporate Internal Audit Department and a Compliance Department.

65. Do investors have the possibility to request in writing and receive on time all relevant records from the management of the company or from the person in the company responsible for investor relations (If not, why?).

Yes.

66. How many meetings did the management of the company hold with investors?

The Company's representatives attended several investor conferences and held more than 40 meetings with investors.

67. Has anyone suffered negative consequences for pointing out to the competent authorities or bodies in the company or outside it shortcomings in the application of rules or ethical norms within the company? (If so, why?)

No.

68. Do all members of the management, Management Board and Supervisory Board agree that the answers provided in this questionnaire are, to the best of their knowledge, truthful in their entirety? (If not, please provide names of the members of the management and the Supervisory Board who do not agree with some of the answers, list the answers they do not agree with and explain why).

Yes.