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# Hrvatski Telekom

Zagreb – 6 May 2019

Croatian Telecom Inc.

Roberta Frangeša Mihanovića 9, HR – Zagreb

Ordinary share: HT (ISIN: HRHT00RA0005)

LEI: 097900BFHJ0000029454

Listing: Zagreb Stock Exchange, Official market

Member State: Republic of Croatia

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## Decisions passed by the General Assembly of Hrvatski Telekom d.d. held on 6 May 2019

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 HT Group for the business year 2018, including the Annual Report on the Status and Business Operations of the Company and HT Group for the business year 2018 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2018;
3. Decision on the utilization of part of profit for dividend pay-out;
4. Decision on the utilization of part of profit for import in share capital and on increase of Company's share capital;
5. Decision on additional dividend pay-out from part of retained earnings;
6. Decision on Amendments to Articles 5, 7, 20, 21 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 2018;
8. Decision on approval of actions of the Members of the Supervisory Board of the Company for the business year 2018;
9. Decision on election of Members of the Supervisory Board;
10. Decision on appointment of the auditor of the Company

The General Assembly of Hrvatski Telekom d.d., which was attended by 58,839,751 votes, which constitutes 72.69 % of total votes, has passed the following decisions:



**Ad 1.**

“Professor Zoran Parać, Ph.D., is elected as Chairman of the General Assembly of Croatian Telecom Inc. for this convocation”.

**Ad 3.**

**“Decision on utilization of part of profit for dividend payout**

1. Part of current net profit determined in annual financial statements for 2018, which amounted to HRK 990,660,719.25 shall be used for dividend payout to shareholders in amount of HRK 7.00 per share, in total amounting to HRK 568,536,829.00.
2. Dividend from Item 1 of this Decision shall be paid out to all shareholders which are registered in Central Depository and Clearing Company (CDCC) on May 21<sup>st</sup>, 2019 (record date). The date from which Croatian Telecom 's share will be traded without right to receive dividend payout is May 20th, 2019 (ex-date). Dividend payout shall be executed on May 27<sup>th</sup>, 2019 (payment date).
3. This Decision comes into force as of the day of its passing”.

**Ad 4.**

**“Decision on utilization of part of profit for import in share capital and on increase of Company's share capital**

1. Part of current net profit determined in annual financial statements for 2018 in amount of HRK 422,123,890.25 which will remain after dividend pay-out from decision adopted under Item 3 of General Assembly agenda shall be used for increase of Company's share capital.
2. According to Item 1 of this Decision, Company's share capital shall be increased from the amount of HRK 9,822,853,500.00, for the amount of HRK 422,123,890.25, to the amount of HRK 10,244,977,390.25 from part of net profit from 2018.
3. Company's share capital shall be increased without issuance of new shares, by proportionate increase of participation of all issued shares in the Company's share capital.
4. The decision on Company's share capital increase from Company's assets is based on annual financial statements for 2018.
5. This Decision comes into force as of the day of its passing”.

**Ad 5.**

**“Decision on additional dividend payout from part of retained earnings**

1. Part of retained earnings from previous years in amount of HRK 243,658,641.00 shall be used for additional dividend payout to shareholders in amount of HRK 3.00 per share.



2. Dividend from Item 1 of this decision shall be paid out together with dividend adopted by decision under Item 3 of the General Assembly agenda to all shareholders which are registered in Central Depository and Clearing Company (CDCC) on May 21<sup>st</sup>, 2019 (record date). The date from which Croatian Telecom 's share will be traded without right to receive dividend payout is May 20<sup>th</sup>, 2019 (ex-date). Dividend payout shall be executed on May 27<sup>th</sup>, 2019 (payment date).
3. This Decision comes into force as of the day of its passing”.

## Ad 6.

### “Decision on Amendments to Articles 5, 7, 20, 21 and 39 of the Articles of Association of the Joint Stock Company Croatian Telecom

#### Article 1

In Article 5, paragraph 1:

- item 36 reading as follows is deleted:

„service of execution of payment transactions where the consent of the payer to execute a payment transaction is given by means of any telecommunication, digital or IT device and the payment is made to the telecommunication, IT system or network operator, acting only as an intermediary between the payment service user and the supplier of goods and service“

- item 37 becomes item 36 and is hereby amended and now reads as follows:

“issuing of payment instruments and/or acceptance of payment transactions“

#### Article 2

Article 7 is hereby amended and now reads as follows:

“The share capital of the Company amounts to HRK 10,244,977,390.25 (in writing: ten billion two hundred and forty-four million nine hundred and seventy-seven thousand three hundred and ninety kuna and twenty-five lipa)“.

#### Article 3

In Article 20 paragraphs 1 and 2 are hereby amended and now read as follows:

„The Supervisory Board shall hold meetings at least four times per year. The Supervisory Board may also hold meetings by tele conferencing or by video conferencing. The minutes as well as the records of proceedings of the Supervisory Board shall be maintained in both Croatian and English. Votes in writing may be delivered by another member of the Supervisory Board or by a person who has received written authorization by the member of the Supervisory Board who was unable to attend the session.

The Supervisory Board members who are unable to physically attend the meeting of the Supervisory Board or participate in the work of the meeting by tele conferencing or by video conferencing, may deliver their votes in writing“.

#### Article 4

In Article 21 paragraph 2 item 1 is hereby amended and now reads as follows:

„1. resolution on the founding of the branch offices and the resolution on the founding of the subsidiaries of the Company;“



Article 5

In the clean text of the Articles of Association, Article 39 shall be amended to read 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, June 17, 2013, April 29, 2014, April 29, 2015, April 21, 2016, April 25, 2017 and March 23, 2018 shall cease to be valid”.

Article 6

All other provisions of the Articles of Association shall remain unchanged.

Article 7

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 8

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 2018”.

**Ad 8.**

“The approval of actions is given to the Members of the Supervisory Board of the Company for the business year 2018”.

**Ad 9.**

“Mr. Marc Stehle, B.A. in business economics, residing in Breitscheid, Federal Republic of Germany, is elected Member of the Supervisory Board of Croatian Telecom Inc. for another term of office for the period of four (4) years, after the expiry of his current term of office, i.e., as of 16<sup>th</sup> December 2019”.

“Mr. Davor Majetić, Master of Science in Electrical engineering, residing in Zagreb, is elected Member of the Supervisory Board of Croatian Telecom Inc. for the period of four (4) years. This decision shall come into effect on the day of its passing”.

**Ad 10.**

“The company PricewaterhouseCoopers d.o.o., Heinzlova ulica 70, 10 000 Zagreb, is appointed as the auditor of the Company for the business year 2019”.



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#### Contact details

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##### About Hrvatski Telekom

Hrvatski Telekom (HT) is the leading provider of telecommunication services in Croatia, serving 0.9 million fixed lines, 2.3 million mobile subscribers and 0.7 million broadband connections through its Residential and Business divisions.