

Zagreb, 21 April 2008
For immediate release

Decisions passed by the General Assembly of HT-Hrvatske telekomunikacije d.d. held on 21 April 2008

Agenda of the General Assembly of HT – Hrvatske telekomunikacije d.d.:

1. Opening of the General Assembly;
2. Election of the Chairman of the General Assembly;
3. Annual financial statements of the Company and consolidated financial statements of the T-HT Group for the business year 2007, including the Annual Report on the Status and Business Operations of the Company and the T-HT Group for the business year 2007 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2007;
4. Decision on the utilization of profit for the business year 2007;
5. Decision on approval of actions of the Members of the Management Board of the Company for the business year 2007;
6. Decision on approval of actions of the Members of the Supervisory Board for the business year 2007;
7. Decision on Amendments to Articles 10, 11, 15, 18, 21, 24, 28, 31, 32, and 38-40 of the Articles of Association of the Company;
8. Decision on election of the Members of the Supervisory Board;
9. Decision on appointment of the auditor of the Company.

The General Assembly of HT – Hrvatske telekomunikacije d.d., which was attended by 50,727,007 votes, which constitutes 61.95% of total votes, has passed the following decisions:

Ad 2.

„Prof. DSc Zoran Parać, Law Faculty Zagreb, is elected a Chairman of the General Assembly for this convocation.“

Ad 4.

1. In the business year ending with 31 December 2007, the Company realized the net profit (profit after taxation) in the amount of HRK 2,420,651,857.49.
2. A part of the net profit in the amount of HRK 2,420,625,094.60 (or HRK 29.56 per share) will be paid out as dividend to the shareholders proportionally to the number of shares owned.
The dividend will be paid to all shareholders who are registered as shareholders with the Central Depository Agency on the day of the General Assembly session, 21 April 2008. The due date for the dividend payment is 19 May 2008.
3. A part of the net profit in the amount of HRK 26,762.89 is allocated to the retained earnings.

Ad 5.

„The approval of actions is given to the Members of the Management Board of the Company for the business year 2007.“

Ad 6.

„The approval of actions is given to the Members of the Supervisory Board of the Company for the business year 2007.“

Ad 7.

I. Articles 10, 11, 15, 18, 21, 24, 28, 31, 32, and 38-40 of the Articles of Association (consolidated text of 23 April 2007) shall be amended or supplemented to read as follows:

- **In the Article 10, paragraph 4, of the Articles of Association of HT – Hrvatske telekomunikacije** (HT d.d. Herald, No. 6/2007), the words “four years” are replaced with the words “up to five years”.

- **In the Article 11, paragraph 4, a new item 6 shall be added reading as follows:**

„submit the annual report on the status and business operations of the Company and the Group to the General Assembly once a year in written form.“

The existing item 6 of paragraph 4 shall become item 7.

- **In the Article 15, paragraph 4,** before the word “duration” the word “maximum” shall be inserted.

- **In the Article 18, paragraph 2, item 4,** after the words: „to review“ the words: „and approve“ are added. In the same item 4, before the words „report on the status and business operations of the Company and the Group“ the word: „annual“ is added.

- **In the Article 18, paragraph 2, item 5** is deleted. The existing item 6 of paragraph 2 shall become item 5 of paragraph 2.

- **In the Article 18, paragraph 3,** the words: „to protect the interest“ are replaced with the words: „to act in the sole interest“,

- **In the Article 21, paragraph 2, item 4,** at the beginning of the item the words: „changes to the“ are added; at the end of the same item, after the word: „Company“ the words: „on the Management Board level“ are added.

- **In the Article 21, paragraph 2, item 5,** the words: „three years“ are replaced with the words: „a mid term“.

- **In the Article 21, paragraph 3,** the first sentence is deleted.

The existing items 1, 2, 3, 4 and 5 of the Article 21, paragraph 3, shall become items 19, 20, 21, 22 and 23 of the Article 21, paragraph 2.

The existing paragraph 4 of the Article 21 shall become paragraph 3.

- **In the Article 24, a new paragraph 3 is added and shall read as follows:**

„The General Assembly cannot pass valid decisions unless attended by shareholders, in person or via proxy, representing more than half (50%) of the share capital of the Company (quorum).“

- **In the Article 28, paragraph 1,** the words: “for the period of two years, and he may be elected” are deleted.

- **The existing paragraph 3 of the Article 28 shall be amended to read as follows:**

“The Chairman of the General Assembly is authorized, among other, to:

determine the order of discussion of agenda items as well as the manner and order of voting,

set an appropriate time limit for shareholders’ right to speak and ask questions,

appropriately determine the length of the General Assembly and the time allotted for discussing items of agenda or for any individual questions or comments.”

- **In the Article 31, paragraph 1,** before the words “report on the status and business operations of the Company and the Group” the word: “annual” is added.

- **In the Article 32, paragraph 1,** the word: “statutory” is deleted.

- **The existing Article 38** and its heading are deleted.

- **The existing Article 39 shall become Article 38.**

- **The existing Article 40 shall become Article 39 and shall read as follows:**

“By coming into force of these Articles of Association, the Articles of Association of the Company in a form as adopted on 7 December 1998, with amendments as of 5 October 1999, 4 October 2001, 28 June 2002, 17 December 2004, and 23 April 2007, cease to be valid.”

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

III. The adopted Amendments to the Articles of Association of HT d.d. shall enter into force as of the day of their entry in the court register.

IV. The Supervisory Board is hereby empowered to determine a clean text of the Articles of Association in accordance with the decision on Amendments to the Articles of Association.

Ad 8.

Under this item of the Agenda the counterproposal of the Government of the Republic of Croatia concerning the election of the members of the Supervisory Board, where the Government of the Republic of Croatia proposed to elect Mr. Slavko Leban instead of earlier proposed Mr. Miroslav Kovačić, was voted and, accordingly, the following decision was adopted:

I. The following persons are elected Members of the Supervisory Board of HT d.d, for the period of four (4) years:

1. Mr. Ivica Mišetić, Ph.D. Economics, Zagreb

2. Ms. Kathryn Walt Hall, B.A. in Economics, J.D., MBA, Rutherford, California

3. Mr. Slavko Leban, doctor of medical science, Zadar.

II. This decision shall come into effect on the day of its passing.

Ad 9.

„The company Ernst & Young d.o.o., Milana Sachsa 1, 10000 Zagreb, is appointed the auditor of the Company for the business year 2008.“

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