

INVITATION TO THE GENERAL ASSEMBLY OF HT-HRVATSKE TELEKOMUNIKACIJE d.d.

Pursuant to the provisions of Article 277 paragraph 2 of the Companies Act, the Management Board of the Joint Stock Company HT-Hrvatske telekomunikacije d.d., with the registered seat in Zagreb, Savska cesta 32 (hereinafter: HT d.d. or "the Company"), passed on 3rd March 2009 decision on the convocation of the General Assembly of the Company and hereby invites the shareholders of the Company to the

GENERAL ASSEMBLY
of HT – Hrvatske telekomunikacije d.d.
to be held in the Congress Hall Hypo Expo XXI Centre, Zagreb, Slavenska avenija 6, on 21 April 2009 at 11:00 hours

with the following agenda:

1. Election of the Chairman of the General Assembly;
2. Annual financial statements of the Company and consolidated financial statements of the T-HT Group for the business year 2008, including the Annual Report on the Status and Business Operations of the Company and the T-HT Group for the business year 2008 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2008;
3. Decision on the utilization of profit;
4. Decision on approval of actions of the Members of the Management Board of the Company for the business year 2008;
5. Decision on approval of actions of the Members of the Supervisory Board of the Company for the business year 2008;
6. Decision on election of two Members of the Supervisory Board;
7. Decision on giving authority to the Management Board for acquisition of the Company 's shares;
8. Decision on Amendments to the decision on determination of the remuneration for the members of the Supervisory Board;
9. Decision on appointment of the auditor of the Company;

Proposals of decisions of the General Assembly:

Ad 1. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

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

Ad 3. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

1. *It is determined that HT – Hrvatske telekomunikacije d.d. in the business year ending with 31 December 2008 realized the net income in the amount of HRK 2,103,678,782.86.*
2. *It is determined that retained earnings of the Company from previous years amounts of HRK 353,516,459.73.*
3. *Net income referred to under item 1 of this decision in the amount of HRK 2.103.678.782,86 and part of retained earnings referred to under item 2 of this decision in the amount of HRK 352,158,381.79 in total amounts of HRK 2,455,837,164.65 will be utilized for dividend payout of HRK 29,99 per share.*
4. *Dividend will be paid out to all shareholders that are registered as shareholders at the Central Depository Agency on the day of the General assembly session, 21 April 2009, reduced for the previously paid out advance dividend. Dividend payout claim matures on 19 May 2009.*

Ad 4. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

"The approval of actions is given to the Members of the Management Board of the Company for the business year 2008."

Ad 5. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

"The approval of actions is given to the Members of the Supervisory Board of the Company for the business year 2008."

Ad 6. The Supervisory Board of the Company proposes to the General Assembly to pass the following decision:

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

- 1. Mr. Steffen Roehn, dr.rer.nat, Neu-Anspach, Federal Republic of Germany*
- 2. Mr. Guido Kerkhoff, Master Degree in Business Administration, Bonn, Federal Republic of Germany*

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

Ad 7. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

- 1. "The Management Board of HT – Hrvatske telekomunikacije d.d. is herewith given authority to acquire Company's shares, for the account of the Company, under the following terms and conditions:*
 - The Management Board may acquire Company's shares which may not exceed 10% (ten percent) of the Company's share capital.*
 - In the process of acquiring and managing of Company's shares the Management Board is empowered not to comply with the provisions of Article 211 and Article 308 paragraph 2 and 4 of the Companies Act.*
 - Management Board is empowered to redeem Company 's shares without special decision of the General Assembly.*
 - The maximum price at which Company's shares might be purchased shall not exceed 10% respectively shall not be below 10% of the average market price per share realized during the last trading day preceding the purchase.*
 - This authority shall be valid for 18 months upon the passing of this Decision.*
- 2. This Decision shall enter into effect as at the day of its passing, and shall be applied within the term of authority given by this Decision."*

Ad 8. The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

- 1. "The Decision of the General Assembly on determination of the remuneration for the work of Supervisory Board Members dated as of 16 June 2000, is hereby amended as follows:*
 - to a Member of the Supervisory Board who is in the same time the Chairman of the Audit Committee of the Supervisory Board in the amount of 1.5 of the average monthly net salary of the employees of the company paid in the preceding month*
 - to a Member of the Supervisory Board who is in the same time a Member of the Audit Committee of the Supervisory Board in the amount of 1.25 of the average monthly net salary of the employees of the company paid in the preceding month*
 - to a Member of the Supervisory Board who is in the same time a Member of the Compensation and Nomination Committee of the Supervisory Board in the amount of 1.25 of the average monthly net salary of the employees of the company paid in the preceding month.*
- 2. The Company shall bear the travel expenses, accommodation expenses and other expenses connected with the participation of the members of the Supervisory Board at the Supervisory Board sessions and sessions of the Committees of the Supervisory Board as well as for their attendance at General Assembly.*
- 3. In line with the amendments to the Decision of the General Assembly on determination of the remuneration for the work of Supervisory Board Members the clean text of the Decision will be determined.*
- 4. This decision enters into force as of the day of its passing and is applicable together with the decision of the General Assembly dated as of 16 June 2000."*

Ad 9. The Supervisory Board of the Company proposes to the General Assembly to pass the following decision:

"The company Ernst & Young d.o.o., Milana Sachsa 1, 10000 Zagreb, is appointed the auditor of the Company for the business year 2009."

**INVITATION AND INSTRUCTIONS FOR SHAREHOLDERS
CONCERNING THEIR PARTICIPATION IN THE GENERAL ASSEMBLY
(hereinafter – Instructions)**

Invitation, time and venue of the General Assembly:

1. The shareholders of HT d.d. (hereinafter – the Company) are invited to participate in the work of the General Assembly to be held in Zagreb, in the Congress Hall Hypo Expo XXI Centre, Slavenska avenija 6 on 21 April 2009 at 11:00 hours.
2. The participants are invited to come to the General Assembly on 21 April 2009 at least two hours prior to its scheduled beginning for the purpose of timely registration of participants and in order for the Committee for Participant Registration to make a list of participants in the General

Assembly. When registering, the shareholders or their proxies or representatives have to submit to the Committee a valid identification document provided under law, while the proxies who are legal persons have to submit an excerpt from the court register or other appropriate register in which the legal person concerned is entered or other appropriate public document, if such a document was not submitted with the application for participation in the General Assembly. After they have registered, the participants may leave the General Assembly only after informing the Committee for Participant Registration until the conclusion of the General Assembly.

Participation and voting at the General Assembly:

3. Each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form and seven days prior to the General Assembly session or on 14 April 2009 at the latest has the right to participate in the General Assembly. A legal or natural person who is on the last day for application for participation in the General Assembly, i.e. on 14 April 2009, registered as a shareholder of the Company with the Central Depository Agency d.d., Zagreb, is considered a shareholder of the Company.
4. The application shall have the following contents and attachments:
 - I. Application for shareholder – natural person
 - Name and family name, residence, address, number of account opened with the Central Depository Agency and the total number of shares of the shareholder concerned
 - II. Application for shareholder – legal person
 - Company name of the legal person, seat and address, company registration number
 - Number of account opened with the Central Depository Agency and the total number of shares of the shareholder concerned
 - An excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorized to represent the legal person concerned shall be attached to the application
 - III. Application submitted by shareholder's proxy
 - a) Proxy – natural person:
 - Name and family name, residence and address of the proxy
 - List of shareholders the proxy is representing; for each shareholder – number of their account with the Central Depository Agency and the total number of shares of all represented shareholders
 - All individual powers of authority on the recommended form shall be attached to the application
 - b) Proxy – legal person:
 - Company name, seat and address and proxy's company registration number
 - List of shareholders the proxy is representing; for each shareholder – number of their account with the Central Depository Agency and the total number of shares of all represented shareholders
 - Individual powers of authority given by shareholders in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorized to represent the legal person concerned.
5. As to minors and legally incapable or partially capable natural persons, the application shall be submitted by their statutory representative, who also represents them and who shall enclose to the application an original document or a copy or a certified copy thereof showing their status as a statutory representative.
6. Each share of the Company gives the right to one vote at the General Assembly. The shareholders at the General Assembly may be represented by proxies on the basis of a valid written power of authority which is issued by the shareholder or which on behalf of a shareholder which is a legal person is issued by a person who is under law authorized to represent them.
7. The power of authority for the application for participation and/or voting at the General Assembly shall include name and family name or company, residence or seat and address of the giver of authority, number of account with the Central Depository Agency, the total number of shares, name and family name or company, residence or seat and address of the proxy, signature of the giver of authority or statutory representative or representative under law, if the giver of authority is a legal person. It is recommended to use forms for the application for participation in the General Assembly and for the power of authority, which can be obtained at the seat of the Company and on the web site of the Company www.t.ht.hr.
8. The application for participation in the General Assembly and the power of authority, as well as any other attachment, shall be in the Croatian language; if they are in a foreign language, they shall be translated into Croatian by an authorized court interpreter.
9. The application for participation in the General Assembly shall be submitted directly to the Company at its seat in Zagreb, Savska cesta 32 or sent to the Company by registered mail to the address: HT-Hrvatske telekomunikacije d.d., Savska cesta 32, 10000 Zagreb.

10. The application for participation in the General Assembly shall be considered timely submitted if it is, in accordance with these Instructions, submitted or sent by mail to the Company by 24:00 hours on 14 April 2009 at the latest. The shareholders who have failed to apply for participation in the General Assembly correctly and in accordance with these Instructions or who have failed to attach to the application the documents provided under these Instructions shall not be entitled to participate in the General Assembly.

11. Pursuant to the Articles of Association, the General Assembly cannot pass valid decisions unless attended by the shareholders, in person or via proxy, representing more than half of the share capital of the Company (quorum). If the quorum will not be met, the General Assembly will be held at the same date with commencement at 15:30, at the same venue, with the same Agenda and will be able to pass valid decision notwithstanding to the amount of the capital represented. Given Powers of Authority are valid for this General Assembly.

Questions, proposals, materials and notifications:

12. The shareholders who intend to ask questions or submit proposals at the General Assembly regarding individual agenda items are hereby asked, for the purpose of an efficacious organization of the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly or during the registration of participants prior to the General Assembly at the latest and to indicate the agenda item which their question or proposal will refer to and the content of their question or suggestion.

13. If provided so under law, the materials for the General Assembly will be made available to the shareholders and for issuing of copies at the seat of the Company in Zagreb on every working day from the day on which the invitation to the General Assembly is published to the day of the General Assembly from 10:00 to 14:00 hours. At the same date the materials for the General Assembly will be published on web pages of the Company (www.t.ht.hr).

Zagreb, 3rd March 2009

HT-Hrvatske telekomunikacije d.d.

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