

KODEKS KORPORATIVNOG UPRAVLJANJA
GODIŠNJI UPITNIK

MAIN COMPANY INFORMATION:

Hrvatski Telekom d.d.
Marina Bengesz Sedmak Secretary to the Supervisory Board and Management Board
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22 February 2017

CONTACT PERSON AND CONTACT PHONE:

DATE OF QUESTIONNAIRE COMPLETE:

All the questions contained in this questionnaire relate to the period of one business year to which annual financial statements also relate, i.e. to the year 2016.

If question in questionnaire ask for explanation, it is needed to explain answer.

All answers in questionnaire will be measured in percentage as explained in the beginning of each chapter.

COMPANY HARMONIZATION TO THE PRINCIPLES OF CORPORATE GOVERNANCE CODE

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

Question No.	Questions	Answer YES/NO	Explanation
1	Did the Company accept the application of the Corporate Governance Code or did it accept its own policy of corporate governance?	YES	The Company applies the Zagreb Stock Exchange Corporate Governance Code.
2	Does the Company have adopted principles of corporate governance within its internal policies?	YES	

3	Does the Company announce within its annual financial reports the compliance with the principles of 'comply or explain'	YES	
4	Does the Company take into account the interest of all shareholders in accordance with the principles of Corporate Governance Code while making decisions?	YES	

SHAREHOLDERS AND GENERAL MEETING

Answers to this questionnaire chapter will be valued with max. 30% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

Question No.	Questions	Answer YES/NO	Explanation
5	Is the company in a cross-shareholding relationship with another company or other companies? (If so, explain)	NO	
6	Does each share of the company have one voting right? (If not, explain)	YES	
7	Does the company treat all shareholders equally? (If not, explain)	YES	
8	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, explain)	YES	
9	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, explain)	NO	Shareholders, who are not able to vote at the assembly in person, should by themselves, acting at their own discretion, determine proxies who are obliged to vote in accordance with instructions received from the shareholders.
10	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, explain)	YES	

11	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, explain)	YES	
12	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, explain)	YES	
13	Is the date of dividend payment or advance dividend payment set to be not later than 30 days after the date of decision making? (If not, explain)	YES	
14	Were any shareholders favoured while receiving their dividends or advance dividends? (If so, explain)	NO	
15	Are the shareholders allowed to participate and to vote at the general assembly of the company using modern communication technology? (If not, explain)		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.
16	Have the conditions been defined for participating at the general assembly by voting through proxy voting (irrespective of whether this is permitted pursuant to the law and articles of association), such as registration for participation in advance, certification of powers of attorney etc.? (If so, explain)	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.
17	Did the management of the company publish the decisions of the general assembly of the company?	YES	

	18	Did the management of the company publish the data on legal actions, if any, challenging those decisions? (If not, explain)	NO	<p>One legal action was submitted by a small shareholder, directed at challenging the decisions of the general assembly, held on 21 April 2016, on the utilization of profit and on granting of approval of actions to the members of the Management Board and to the members of the Supervisory Board. This legal action was later withdrawn by its submitter, before the hearing was even scheduled in front of the Commercial Court in Zagreb, therefore it was not necessary for the management to publish any data with respect thereto.</p>
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MANAGEMENT AND SUPERVISORY BOARD

- **Davor Tomašković**, President of the Management Board (CEO)
- **Nataša Rapaic**, Member of the Management Board and Chief Operating Officer Residential (COO Residential)
- **Thorsten Albers**, Member of the Management Board and Chief Technical and Information Officer (CTIO), until 15 May 2016
- **Dr. Kai-Ulrich Deissner**, Member of the Management Board and Chief Financial Officer (CFO), until 1 April 2016
- **Boris Batelić**, Member of the Management Board and Chief Customer Experience Officer (CCO)
- **Marija Felkel**, Member of the Management Board and Chief Human Resources Officer (CHRO), as of 18 January 2016
- **Josef Thürriegl**, Member of the Management Board and Chief Financial Officer (CFO), as of 1 June 2016
- **Saša Kramar**, Member of the Management Board and Chief Operating Officer Business (COO Business), as of 1 June 2016
- **Boris Drilo**, Member of the Management Board and Chief Technical and Information Officer (CTIO), as of 1 January 2017

PLEASE PROVIDE THE NAMES OF MANAGEMENT BOARD MEMBERS AND THEIR FUNCTIONS

- **Mark Klein**, Chairman, until 25 April 2016
- **Ilias Drakopoulos, Ph. D.** , Member; elected as Chairman as of 11 May 2016
- **Ivica Mišetić, Ph. D.**, Deputy Chairman
- **Dr. Oliver Knipping**, Member
- **Mark Nierwetberg, M. A.**, Member, until 21 April 2016
- **Damir Grbavac**, Member
- **Dolly Predovic**, Member
- **Marc Stehle**, Member
- **Vesna Mamić**, Member, workers' representative
- **Eirini Nikolaidi**, Member, as of 25 April 2016
- **Evelyn Jakobs**, Member, as of 21 April 2016

PLEASE PROVIDE THE NAMES OF SUPERVISORY BOARD AND THEIR FUNCTIONS

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

	Question No.	Questions	Answer YES/NO	Explanation
	19	Did the Supervisory or Management Board adopt a decision on the master plan of its activities, including the list of its regular meetings and data to be made available to Supervisory Board members, regularly and in a timely manner? (If not, explain)	YES	
	20	Did the Supervisory or Management Board pass its internal code of conduct? (If not, explain)	YES	

	21	Is the Supervisory Board composed of, i.e. are non-executive directors of the Management Board mostly independent members? (If not, explain)	NO	The Supervisory Board is not composed mostly of independent members, but two out of nine Supervisory Board members are independent members.
	22	Is there a long-term succession plan in the company? (If not, explain)	YES	As a part of the new performance management system for top management, the succession process was more formalized and controlled in the IT tool as well, introducing level of readiness of candidates for succession in key leadership positions on an international level. During 2016 upgrade of IT platform with additional functionalities was initiated, and will be completed in mid 2017.
	23	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, explain)	NO	Remuneration to members of the Supervisory Board is determined in relation to the average net salary of company employees.
	24	Is the remuneration to the members of the Supervisory or Management Board determined by a decision of the general assembly or in the articles of association of the company? (If not, explain)	YES	Remuneration to members of the Supervisory Board is determined by a decision of the general assembly.
	25	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, explain)	YES	Data are published within the Annual Report.
	26	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 five trading days, after such a change occurs (If not, explain)	YES	

	27	Were all transactions involving members of the Supervisory or Management Board or persons related to them and the company and persons related to it clearly presented in reports of the company? (If not, explain)		There were no such transactions.
	28	Are there any contracts or agreements between members of the Supervisory or Management Board and the company?	NO	
	29	Did they obtain prior approval of the Supervisory or Management Board? (If not, explain)		Please refer to answers to questions 27 and 28.
	30	Are important elements of all such contracts or agreements included in the annual report? (If not, explain)		Please refer to answers to questions 27 and 28.
	31	Did the Supervisory or Management Board establish the appointment committee?	YES	The Supervisory Board has established the Compensation and Nomination Committee, encompassing both the appointment role and the remuneration/compensation role.
	32	Did the Supervisory or Management Board establish the remuneration committee?	YES	The Supervisory Board has established the Compensation and Nomination Committee, encompassing both the appointment role and the remuneration/compensation role.
	33	Did the Supervisory or Management Board establish the audit committee?	YES	

	34	Was the majority of the committee members selected from the group of independent members of the Supervisory Board? (If not, explain)	NO	<p>The Compensation and Nomination Committee is not composed mostly of independent members of the Supervisory Board. One out of three Committee members is an independent member of the Supervisory Board.</p> <p>The Audit Committee is not composed mostly of independent members of the Supervisory Board. One out of three Committee members is an 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.</p>
	35	Did the committee monitor 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, explain)	YES	
	36	Did the committee assess 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, explain)	YES	
	37	Has the committee been working on 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, explain)	YES	

38	If there is no internal audit system in the company, did the committee consider the need to establish it? (If not, explain)		Not applicable as HT has an Internal Control, Audit and Risk Department, and a Compliance Section.
39	Did the committee monitor the independence and impartiality of the external auditor, especially with regard to the rotation of authorised auditors within the audit company and the fees the company is paying for services provided by external auditors? (If not, explain)	YES	
40	Did the committee monitor nature and quantity of services other than audit, received by the company from the audit company or from persons related to it? (If not, explain)	YES	
41	Did the committee prepare rules defining which services may not be provided to the company by the external audit company and persons related to it, which services may be provided only with, and which without prior consent of the committee? (If not, explain)		International and Croatian rules (Croatian Audit Act) were applied by the AC. The AC is provided with a list of services which are agreed so far between the external auditor and the Company. Of course, the AC has the chance to comment on this list.
42	Did the committee analyse the efficiency of the external audit and actions taken by the senior management with regard to recommendations made by the external auditor? (If not, explain)	YES	
43	Did the audit committee ensure the submission of high quality information by dependent and associated companies, as well as by third parties (such as expert advisors)? (If not, explain)	YES	
44	Was the documentation relevant for the work of the Supervisory Board submitted to all members on time? (If not, explain)	YES	
45	Do Supervisory Board or Management Board meeting minutes contain all adopted decisions, accompanied by data on voting results? (If not, explain)	YES	
46	Has 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?	NO	Not so far.

47	Did the company publish a statement on the remuneration policy for the management, Management Board and the Supervisory Board as part of the annual report? (If not, explain)		Not the Remuneration Policy Statement itself. The remuneration of the Management Board and Supervisory Board was disclosed in the Annual Report.
48	Is the statement on the remuneration policy for the management or executive directors permanently available on the website of the company? (If not, explain)		Please refer to answer to question 47.
49	Are detailed data on all earnings and remunerations received by each member of the management or each executive director from the company published in the annual report of the company? (If not, explain)		Please refer to answer to question 47.
50	Are all forms of remuneration to the members of the management, Management Board and Supervisory Board, including options and other benefits of the management, made public, broken down by items and persons, in the annual report of the company? (If not, explain)		Please refer to answer to question 47.
51	Are all transactions involving members of the management or executive directors, and persons related to them, and the company and persons related to it, clearly presented in reports of the company? (If not, explain)		There were no such transactions.
52	Does the report to be submitted by the Supervisory 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, explain)	YES	

AUDIT AND MECHANISMS OF INTERNAL AUDIT

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

Question No.	Questions	Answer YES/NO	Explanation
53	Does the company have an external auditor?	YES	
54	Is the external auditor of the company related with the company in terms of ownership or interests?	NO	

	55	Is the external auditor of the company providing to the company, him/herself or through related persons, other services?	YES	In addition to audit services provided in 2016, the Company purchased from the external auditor their "Manual of accounting" for the year 2016, the cost of which amounted to HRK 700.00 (VAT not included); holding of various seminars, cost of which in total amounted to HRK 55,000.00 (VAT not included), and tax advice the cost of which amounted to HRK 11,160.00 (VAT not included).
	56	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, explain)	YES	The charges paid to the independent external auditors are published within the annual financial statements for the year 2016.
	57	Does the company have internal auditors and an internal audit system established? (If not, explain)	YES	The Company has an Internal Control, Audit and Risk Department and a Compliance Section.

TRANSPARANCY AND THE PUBLIC OF ORGANIZATION OF BUSINESS

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

Question No.	Questions	Answer YES/NO	Explanation
58	Are the semi-annual, annual and quarterly reports available to the shareholders?	YES	
59	Did the company prepare the calendar of important events?	YES	
60	Did the company establish mechanisms to ensure that persons who have access to or possess inside information understand the nature and importance of such information and limitations related to it?	YES	
61	Did the company establish mechanisms to ensure supervision of the flow of inside information and possible abuse thereof?	YES	

	62	Has anyone suffered negative consequences for pointing out to the competent authorities or bodies in the company or outside, shortcomings in the application of rules or ethical norms within the company?	NO	
	63	Did the management of the company hold meetings with interested investors, in the last year?	YES	The Company's representatives attended several investor conferences and held more than 30 meetings with investors during the year 2016.
	64	Do all the members of the management, Management Board and Supervisory Board agree that the answers provided in this questionnaire are, to the best of their knowledge, entirely truthful?	YES	

