

**CODE OF CORPORATE GOVERNANCE
ANNUAL QUESTIONNAIRE**

MAIN COMPANY INFORMATION:

Hrvatski Telekom d.d. Marina Bengez Sedmak Secretary to the Supervisory Board and Management Board +385 1 4911 080 27 February 2018
--

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 the annual financial statements also relate.

If a question in the questionnaire asks for an explanation, it is necessary to explain the answer provided.

All the answers in the questionnaire will be measured in percentages, as explained at the beginning of each chapter.

COMPANY HARMONIZATION WITH THE PRINCIPLES OF CORPORATE GOVERNANCE CODE

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

Question No.	Questions	Answer YES/NO	Explanation
1	Has the company accepted implementation of the code of corporate governance of the Zagreb Stock Exchange?	YES	
2	Does the company have its own code of corporate governance?	NO	
3	Have any principles of the code of corporate governance been adopted as part of the company's internal policies?	YES	
4	Does the company disclose harmonization with the principles of corporate governance in its annual financial statements?	YES	

SHAREHOLDERS AND GENERAL MEETING

Answers to this questionnaire chapter will be valued with max. 30% of whole questionnaire valuation of company harmonization with 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	Are there cases of different treatment of any shareholders?? (If so, explain)	NO	
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	There were no legal actions in the year 2017 directed at challenging the decisions of the general assembly.

MANAGEMENT AND SUPERVISORY BOARD

- Davor Tomašković, President of the Management Board (CEO)
- Nataša Rapaić, Member of the Management Board and Chief Operating Officer Residential (COO Residential)
- 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)
- Saša Kramar, Member of the Management Board and Chief Operating Officer Business (COO Business)
- Boris Drilo, Member of the Management Board and Chief Technical and Information Officer (CTIO)
- Josef Thürriegl, Member of the Management Board and Chief Financial Officer (CFO), until 31 October 2017
- Daniel Darius Denis Daub, Member of the Management Board and Chief Financial Officer (CFO), as of 1 September 2017

PLEASE PROVIDE THE NAMES OF MANAGEMENT BOARD MEMBERS AND THEIR FUNCTIONS

- Ilias Drakopoulos, Ph.D., Chairman, until 25 April 2017
- Jonathan Richard Talbot, Chairman, as of 25 April 2017
- Ivica Mišetić, Ph. D., Deputy Chairman
- Dr. Oliver Knipping, Member
- Damir Grbavac, Member
- Dolly Predovic, Member
- Marc Stehle, Member
- Vesna Mamić, Member, workers' representative
- Eirini Nikolaidi, Member
- Evelyn Jakobs, Member, until 25 April 2017
- Éva Somorjai-Tamássy, Member, as of 25 April 2017

PLEASE PROVIDE THE NAMES OF SUPERVISORY BOARD AND THEIR FUNCTIONS

Answers to this questionnaire chapter will be valued with a max. 20% of the whole questionnaire valuation of company harmonization with 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?	YES	
21	Does the company have any independent members on its Supervisory or Management Board? (if not, please explain)	YES	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 2017 significant upgrade of IT tool was completed. Upgraded process and IT tool includes specific managerial positions for which successors are nominated, including potential successors' personal data, experience and approximation of readiness period.
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 management or each executive director received from the company or from other persons related to the company, including the structure of such remuneration, been made public (in annual financial statements)? (If not, explain)	YES	Data are published within the Annual Report.
26	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 (in annual financial statements)? (If not, explain)	YES	Data are published within the Annual Report.
27	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 promptly and no later than three business days, after such a change occurs? (If not, explain)	YES	
28	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.
29	Are there any contracts or agreements between members of the Supervisory or Management Board and the company?	NO	
30	Did they obtain prior approval of the Supervisory or Management Board? (If not, explain)		Please refer to answers to questions 28 and 29.
31	Are important elements of all such contracts or agreements included in the annual report? (If not, explain)		Please refer to answers to questions 28 and 29.
32	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.

	33	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.
	34	Did the Supervisory or Management Board establish the audit committee?	YES	
	35	Was the majority of the audit committee members selected from the group of independent members of the Supervisory Board? (If not, explain)	NO	The Audit Committee is not composed mostly of independent members of the Supervisory Board. Out of three Committee members one is an independent member of the Supervisory Board, one is a member of the Supervisory Board representing Deutsche Telekom AG, and also a financial expert. The remaining Committee member is an internal audit expert independent from the Supervisory Board, employee of Deutsche Telekom AG.
	36	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	
	37	Did the audit 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	
	38	Has the audit 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	
	39	If there is no internal audit system in the company, did the audit committee consider the need to establish it? (If not, explain)		Not applicable as HT has an Internal Control, Audit and Risk Department, and
	40	Did the audit 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	
	41	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	

42	Did the audit 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. AC approved the list of non-audit services.
43	Did the audit 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	
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	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)	YES	
48	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)	YES	
49	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.
50	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 a max. 10% of the whole questionnaire valuation of company harmonization with the principles of Corporate Governance Code

Question No.	Questions	Answer YES/NO	Explanation
51	Does the company have an external auditor?	YES	
52	Is the external auditor of the company related with the company in terms of ownership or interests?	NO	
53	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 2017, the Company purchased from the external auditor their "Manual of accounting" for the year 2017, the cost of which amounted to HRK 2,000.00 (VAT not included) and holding of various seminars and Mini MBA educations, cost of which in total amounted to HRK 704,805.71 (VAT not included).
54	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 2017.
55	Does the company have internal auditors?	YES	The Company has an Internal Control, Audit and Risk Department and a Compliance Section.
56	Does the company have an internal audit system in place? (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 a max. 20% of the whole questionnaire valuation of company harmonization with the principles of Corporate Governance Code

Question No.	Questions	Answer YES/NO	Explanation
57	Are the semi-annual, annual and quarterly reports available to the shareholders?	YES	
58	Did the company prepare the calendar of important events?	YES	
59	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	
60	Did the company establish mechanisms to ensure supervision of the flow of inside information and possible abuse thereof?	YES	
61	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? (If yes, explain)	NO	
62	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 around 40 meetings with investors during the year 2017.
63	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	