

Dalekovod d.d.
Ulica Marijana Čavića 4
10 000 Zagreb

Security: **DLKV**

ISIN: **HRDLKVRA0006**

LEI: **74780000W0KHNRDW7I05**

Regulated market segment: **Official market of the Zagreb Stock Exchange** (Zagrebačka burza d.d.)

Parent Member State: **Croatia**

Publication of other information

Zagreb, 16 July 2021

PUBLIC INVITATION to investors for subscription of new shares of the company Dalekovod d.d. in the second round

This Public invitation to subscribe new shares in the second round (hereinafter: “**Public Invitation**”) means the public offer of new shares in the Republic of Croatia, with the exclusion of the right of pre-emption of the existing shareholders upon the subscription of new shares (hereinafter: “**Offer**”) issued by Dalekovod, joint-stock company for engineering, production and construction, seated in Zagreb (City of Zagreb), Ulica Marijana Čavića 4, entered in the Court Register of the Commercial Court in Zagreb under company reg. no. (MBS): 080010093, Personal Identification Number (OIB): 47911242222 (hereinafter: “**Issuer**”), where such shares will be issued as ordinary registered shares, each in the nominal amount of HRK 10.00, and not less than 15,000,000 and not more than 41,000,000 of new shares (hereinafter: “**New Shares**”).

The Issuer’s General Assembly adopted, on 30 June 2021, the Decision on the increase of the Company’s share capital by contribution in cash and/or rights, decisions on complete exclusion of the right of pre-emption of the existing shareholders upon subscription of new shares pursuant to Article 308(4) of the Companies Act, where an exception applies in view of previous publication of the prospectus related to the offer of securities referred to in Article 1/4/(d) of the Regulation (EU) 2017/1129 of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC and on granting approval to acquire shares without the obligation to publish a takeover bid pursuant to the provisions of Article 14(1)(3) of the Act on the Takeover of Joint-Stock Companies (hereinafter: “**Decision on the increase of share capital**”).

Pursuant to the Decision on the increase of share capital, the Issuer’s share capital will be increased from the amount of HRK 2,471,930.00 by the amount of not less than HRK 150,000,000.00 and not more than HRK 410,000,000.00 to the amount of not less than HRK 152,471,930.00 and not more than HRK 412,471,930.00, by contribution in cash and/or rights, by issuing not less than 15,000,000 and not more than 41,000,000 New Shares.

Increase of share capital will be carried out for the purpose of collecting funds to settle Issuer's liabilities towards creditors whose claims were established in a pre-bankruptcy settlement concluded between the Company and its creditors before the Commercial Court in Zagreb on 29 January 2014 under reference number Stpn-365/2013 (hereinafter: **"Pre-Bankruptcy Settlement"**) or related to them, whereas any excess funds would be used to finance the Issuer's ongoing operations.

Furthermore, on the same day, the General Assembly adopted the Decision on granting approval to acquire shares without the obligation to publish a takeover bid (hereinafter: **"Decision on the acquisition of New Shares without publishing the takeover bid"**), whereby the General Assembly, pursuant to Article 14(1)(3) of the Act on the Takeover of Joint-Stock Companies (Official Gazette 111/1993, 34/1999, 121/1999, 52/2000, 109/2007, 36/2009, 108/2012, 90/2013, 99/2013, 148/2013, **"Act on the Takeover of Joint-Stock Companies"**) approved that each investor who subscribes and acquires New Shares based on the Decision on the increase of share capital may acquire New Shares, consisting of Issuer's voting shares, without the obligation to publish a takeover bid, if the concerned acquisition of New Shares which are voting shares would result in such acquirer, i.e. investor becoming obligated to publish the takeover bid.

The Offer shall be carried out in not more than three rounds, except that the third round will only be launched if not all of the New Shares have been subscribed and paid in in the previous round or if, after the first and second round, at least HRK 150,000,000.00 worth of shares remains unsubscribed and unpaid. All the 41,000,000 New Shares are offered in the Offer.

At the same, or approximately the same time as this Public Invitation, the Issuer shall also publish a public invitation to subscribe New Shares in the first round. The Issuer shall publish the invitation to subscribe New Shares in the third round not later than 5 (five) business days after the expiry of the deadlines for subscription and payment of New Shares in the first and second round.

Each New Share will confer the right to one vote at the Issuer's General Assembly and all other rights identical to the rights attached to the Issuer's existing shares according to the law and the Issuer's Statute as of the day of entry of the increase of the share capital in the Court Register of the Commercial Court in Zagreb.

To implement the increase of share capital, pursuant to the provisions of Article 308(4) of the Companies Act (Official Gazette 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019, **"Companies Act"**), the right of pre-emption of the existing shareholders in the subscription of New Shares is fully excluded.

In the first round of the Offer, New Shares shall be offered for subscription to persons who, at the end of the trading day on which this Public Invitation was published, that is, at the end of 16 July 2021, are Issuer's shareholders (hereinafter: **"Existing Shareholders"**, that is, each of them individually **"Existing Shareholder"**) under the conditions defined hereunder.

In the second round, the right to subscribe will also be granted to all other interested investors, and the right to subscribe in the third round will be granted to +CONSTRUCTION LINE Ltd, company seated in Sliema (Malta) at Sir Adrian Dingli Street, Office 2. The conditions and manner of investors' subscription in the second and third round will be defined in more detail in the public invitations published by the Issuer for the second, that is, third round. The above-mentioned investors shall have the right to subscribe New Shares as per public invitations the Issuer will publish for the second, that is, third round of subscription of New Shares.

In this Public Invitation, the Existing Shareholders and investors holding the right to subscribe in the second and third round, as indicated above, will be collectively referred to as: **“Investors”**, that is, each of them individually: **“Investor”**.

In this Public Invitation, the term **“Business Day”** means any day except Saturday, Sunday and a public or religious holiday or any other day legally defined as a non-working day in the Republic of Croatia.

EXCEPTION FROM THE OBLIGATION TO PUBLISH A PROSPECTUS

The Offer shall be carried out with the exclusion from the obligation to publish a prospectus, pursuant to Article 1(4)(d) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (hereinafter: **“Regulation 2017/1129”**) because the Offer will be addressed to Investors acquiring New Shares of a total value of at least HRK 10,000,000.00 per Investor, for each individual offer.

The Issuer has notified the Croatian Financial Services Supervisory Agency (hereinafter: **“HANFA”**) Pursuant to Article 427(1)(1) of the Capital Market Act (Official Gazette 65/2018 and 17/2020; hereinafter: **“Capital Market Act”**) on the application of the said exception to the obligation to publish the prospectus.

The Issuer is not obligated to publish an information document pursuant to Article 409 of the Capital Market Act.

ACQUISITION OF NEW SHARES WITHOUT THE OBLIGATION TO PUBLISH A TAKEOVER BID

Based on the Decision on the acquisition of New Shares without publishing a takeover bid, each Investor who subscribes and acquires New Shares based on the Decision on the increase of share capital may acquire New Shares (which constitute Issuer’s voting shares) without the obligation to publish a takeover bid, if such acquisition of New Shares which are voting shares leads to the Investor’s obligation to publish a takeover bid. Pursuant to Article 14(2) of the Takeover Act, the said approval does not apply to the acquirers of New Shares whose votes were counted in upon the bringing of the Decision on the acquisition of New Shares without publishing a takeover bid nor to persons acting jointly with such acquirers. Acquirers using the exception from the obligation to publish the takeover bid shall notify HANFA thereon in due time, as per Article 14(5) of the Act on the Takeover of Joint-Stock Companies.

SUBSCRIPTION OF NEW SHARES

The Investors shall subscribe New Shares by a statement - subscription form (**“Subscription Form”**).

The template of the Subscription Form was published along with the Public Invitation and is available on the website of the Issuer: www.dalekovod.hr and of the Zagreb Stock Exchange: www.zse.hr.

Each Investor may deliver only one Subscription Form. If multiple Subscription Forms are submitted by the same Investor, it shall be considered that the Investor has submitted only one Subscription Form - the one received by the Issuer the last.

THE PRICE OF NEW SHARES

New Shares will be offered to Investors at the price of HRK 10.00 per New Share.

The price at which New Shares are offered to Investors shall match the nominal amount for which New Shares will be offered.

THE RULES OF ALLOCATION OF NEW SHARES IN THE FIRST ROUND

On 8 July 2021 the Issuer's Management Board adopted, with prior consent of the Supervisory Board, the Rules on the Allocation of New Shares (hereinafter: "**Allocation Rules**").

The Allocation Rules are published on the website of the Issuer: www.dalekovod.com and the Zagreb Stock Exchange: www.zse.hr. The Allocation Rules shall apply in case of an increased demand for New Shares. The Allocation Rules shall set out the criteria for allocation of New Shares to Investors if more than the maximum number of New Shares offered will be subscribed in the first and second round. In case of an increased demand for New Shares, the allocated number of New Shares may be decreased in any manner the Issuer's Management Board may define, at their sole discretion, in the Allocation Rules. Accordingly, Investors may be allocated a smaller number of New Shares than they had indicated in the Subscription Form.

By this Public Invitation, the Issuer invites all the Investors to submit Subscription Forms under the following conditions.

The second round of the Offer where the Investors have the right to subscribe shall last for 2 (two) Business Days which shall start to elapse from 22 July 2021 (inclusive) at 8:00 AM (8:00 hours), and it shall end on 23 July 2021 (inclusive) at 3:00 PM (15:00 hours).

In the second round, all the New Shares will be offered for subscription, that is, not more than **41,000,000 New Shares**.

The right to subscription in the first round shall be granted to **Investors**. Pursuant to the Decision on the increase of share capital and the provision of Article 308(4) of the Companies Act, the right of pre-emption of the Existing Shareholders in the subscription of New Shares is fully excluded.

The minimum number of New Shares an **Investor** may subscribe in the second round shall be **1,000,000 New Shares** per Subscription Form, at the value of not less than HRK 10,000,000.00. Each Subscription Form where an Investor indicates a number of New Shares smaller than 1,000,000 shall be considered invalid.

The maximum number of New Shares a particular Investor may subscribe is not defined, except that the Issuer shall in no case issue more than 41,000,000 New Shares.

MANNER OF DELIVERY OF SUBSCRIPTION FORMS

Investors shall deliver duly completed and signed Subscription Forms to the Issuer at the following e-mail address: djuuro.tatalovic@dalekovod.hr.

Completed and signed Subscription Forms may also be submitted in person, on Business Days only, from 8:00 AM (8:00 hours) until 3:00 PM (15:00 hours), at the Issuer's business premises:

Dalekovod d.d.
Ulica Marijana Čavića 4

10 000 Zagreb
Attn: Đuro Tatalović

The Subscription Form shall be delivered not later than by 23 July 2021 at 3 PM (15:00 hours) at the latest by e-mail or personally at the above subscription location. If not, the Subscription Form shall be considered invalid.

The Investors shall indicate in the Subscription Form all the data foreseen therein; if not, the Investors shall not be entitled to participate in the subscription of New Shares. The Subscription Form shall indicate, among other, the account number of the Investor at the Central Depository and Clearing Company (SKDD) as well as the Investor's account number for refund of any funds paid in excess.

An Investor who is a small investor pursuant to Article 100(3) of the Capital Market Act shall, in case of personal arrival to the above subscription location, bring with him a document that allows personal identification (identity card or passport). In case of delivery of the Subscription Form by e-mail, the Investor who is a small investor shall deliver a copy of an identification document.

If a fiduciary is performing the subscription and payment of New Shares, the Subscription Form may also be completed and sent by either the fiduciary or the end investor, except that the fiduciary shall indicate in the Subscription Form the end investor's name and surname / company name, residence/seat and Personal Identification Number (OIB). If they fail to do so, such Investor shall not have the right to participate in the subscription of New Shares.

Those persons who are subscribing to New Shares on behalf and for the account of an Investor based on a Power of Attorney, shall present, upon subscription of New Shares, a special power of attorney certified by a notary public and a document allowing personal identification of such empowered representative (identity card or passport).

THE PAYMENT OF NEW SHARES

Important note: New Shares shall be considered paid in due time only if the payments have been received within the deadline indicated below in favour of the indicated ZAGREBAČKA BANKA d.d. account. If the Investor effects the payment of the funds through payment institutions other than ZAGREBAČKA BANKA d.d., they shall independently obtain information at the institution they are using to effect the payment on the time it takes for the paid-in funds to be credited to the indicated ZAGREBAČKA BANKA d.d. account.

Investors who subscribe New Shares in the second round shall pay them in full not later than within 6 (six) months from the time of sending of the notice on the allocation of New Shares in the second round which the Issuer shall provide them with immediately after they establish the exact number of New Shares allocated to each particular Investor (which shall be not later than the next Business Day following the expiry of the deadline for subscription of New Shares in the first and second round).

As an exception, the above deadline of 6 (six) months may be shortened by the Issuer's Management Board if during the foreseen period at least HRK 310,000,000.00 have been paid in on account of New Shares. In such case, the Management Board shall notify the Investors who had subscribed New Shares in the second round, and these investors shall be obligated to pay New Shares within not less than 5 (five) Business Days from the day of sending the notification to the Investors who subscribed New Shares on the said shortening of the payment deadline. The notification shall state the deadline for payment of New Shares precisely. If any Investor fails to make a payment for the subscription of a New Share within such a deadline, it shall be considered they withdrew and their Subscription Form shall not be binding neither for them nor for the Issuer.

The notice on the allocation that the Issuer will send to the Investors shall indicate the number of New Shares allocated and the total amount the Investors shall pay for the New Shares as well as payment instructions.

The payment shall be made to the following account: recipient ZAGREBAČKA BANKA d.d. IBAN HR8823600001000000013, MODEL HR17, REFERENCE NUMBER (*poziv na broj odobrenja*) 1400492266-070, description of payment: Dalekovod - Subscription

If any Existing Shareholder fails to pay, until the expiry of the deadline for the payment of New Shares which shall be precisely defined in the allocation notice, the entire amount for the New Shares they have subscribed, that is, that were allocated to them, the calculation of the number of New Shares a particular Existing Shareholder has subscribed, that is, that were allocated to them, shall be carried out on the basis of the actually paid-in amounts in consideration of New Shares.

ALLOCATION OF NEW SHARES SUBSCRIBED IN THE SECOND ROUND

Not later than on the next Business Day after the expiry of the period of subscription of New Shares in the first and second round, the Issuer's Management Board shall define the exact number of New Shares allocated to each particular Investor in the first round and notify all the Investors on the number of New Shares allocated to them.

A number of New Shares smaller than the number of subscribed and paid-in New Shares per Investor (decrease) may be allocated in case of subscription of a number of New Shares higher than the number foreseen as the maximum number of New Shares to be issued (i.e., more than 41,000,000 New Shares). In such a case, the allocation of a number of New Shares smaller than the number of subscribed New Shares per Investor shall be carried out in accordance with the Allocation Rules.

Not later than on the next Business Day after the expiry of the period for the subscription of New Shares in the first and second round, the Issuer's Management Board shall define the exact number of New Shares allocated to each particular Investor and notify all the Investors on the number of New Shares allocated to them. Such notification shall be delivered by e-mail to the e-mail address of the concerned Investor indicated in the Subscription Form.

FINAL RESULTS OF THE SUBSCRIPTION OF NEW SHARES

The successfulness of the subscription and payment of New Shares and the exact amount of increase of the share capital shall be established according to the status of subscriptions and payments, within 5 (five) Business Days as of the day of the expiry of the period for payment of New Shares in the last performed round of subscription of New Shares.

The issuing of New Shares shall be considered sufficiently performed if in the above determined deadlines for subscription and payment at least **15,000,000 New Shares** have been subscribed and paid in (or a contribution in rights has been carried out in that regard). The Issuer's Management Board shall define, with the consent of the Supervisory Board, the successfulness of the issuing of New Shares, the exact amount of share capital increase and the exact number of New Shares.

The final amount of the share capital increase shall be equal to the product of the individual nominal amount of one ordinary share and the number of New Shares which have been subscribed and paid in (that is, for which a contribution in rights will be entered).

Should the subscription of New Shares fail, the Issuer shall, not later than within 15 (fifteen) Business days from the expiry of the deadline for the subscription of New Shares in the third round, return the paid-in amounts to the Investors, to the account number they indicated in the Subscription Form. In this case, the Issuer shall not bear any costs of payment operations or any other costs that were or could have been incurred by the Investors due to the performance of the transaction, and the Investors shall not be paid any interest for the period from the payment to the Issuer's account until the moment of refund to the Investors. Within the same deadline and under the same conditions, the Issuer shall return any excess funds paid to particular Investors.

In addition, the Issuer's Management Board is authorised to adopt, at any moment, a decision on the suspension of the share capital increase procedure both in its entirety and in respect of a particular round of subscription of New Shares.

OFFER SUCCESS

The final amount of share capital increase shall depend on the success of the issue, that is, on the number of New Shares which will be subscribed and paid in.

The issuing of New Shares shall be considered successful if, in the above determined deadlines for subscription and payment, at least **15,000,000 New Shares** have been subscribed and paid in.

Pursuant to the Decision on the increase of share capital, the Supervisory Board is authorised, after the Management Board has determined, with the Supervisory Board's consent, that the offer of New Shares was successful, to adjust the exact amount of share capital and the exact number of the Issuer's shares with the previous amounts indicated in the Issuer's Statute.

If the increase of share capital is not entered in the Court Register of the Commercial Court in Zagreb within 12 (twelve) months from the day of adopting of the Decision on the increase of share capital (that is, not later than by 30 June 2022, inclusive), the Subscription Form shall cease to be binding on the Investor, and the effected payment shall be returned to the Investor without delay to the account number indicated in the Subscription Form. In this case, the Issuer shall not bear any costs of payment operations or any other costs, and the Investors shall not be paid any interest for the period from the payment to the Issuer's account until the moment of refund to the Investors.

ISSUING OF NEW SHARES

Based on the payment for each New Share that has been effected in full, that is, based on a contribution in other form, and after the entry of the share capital increase into the competent court register, an appropriate number of registered New Shares will be issued under the code designated by SKDD, in the nominal amount of HRK 10.00 per share, in a non-material form.

Investors shall become holders of New Shares by their entry into the SKDD Depository, and the entry shall be carried out pursuant to SKDD's valid act after the entry of the share capital increase into the Court Register of the Commercial Court in Zagreb has been carried out.

ADMISSION OF NEW SHARES TO THE REGULATED MARKET

On 30 June 2021, the Issuer's General Assembly made the Decision on the admission of Issuer's New Shares on the regulated market (hereinafter: "**Admission Decision**") which sets out that New Shares, which will be issued

based on the Decision on the increase of share capital, provided the Offer was successful, will be admitted to the regulated market managed by Zagrebačka burza d.d. (hereinafter: “**Zagreb Stock Exchange**”).

After the Offer, provided it was successful, and before the New Shares are admitted to the regulated market, the Issuer shall compose a prospectus on the admission of New Shares to the regulated market of the Zagreb Stock Exchange and submit it to HANFA for approval. Should HANFA bring a decision to approve the prospectus, the Issuer shall publish it pursuant to the provision of Article 21 of Regulation 2017/1129 and file a request to the Zagreb Stock Exchange to admit New Shares to the Official Market of the Zagreb Stock Exchange pursuant to the Admission Decision and Article 338 of the Capital Market Act.

New Shares will be admitted to the Official Market of the Zagreb Stock Exchange as per the admission decision of the Zagreb Stock Exchange.

Upon submitting of the said request for admission of New Shares, the Issuer shall act in accordance with all the valid regulations and Rules of the Zagreb Stock Exchange for the purpose of approving the admission, but no guarantee can be given that the Zagreb Stock Exchange will approve the admission of the New Shares on the regulated market, nor that it will approve the admission of New Shares on the Official Market.

PERSONAL DATA PROCESSING

The Issuer, as the data processing controller, processes the personal data indicated by the Investors in the Subscription Form, stores them in internal databases and may transmit them to third persons, including abroad. Such personal data are those the Issuer must collect for the purpose of implementing the Offer.

Personal data may be forwarded to regulatory or tax authorities and other judicial and executive authorities for the purpose of complying with the Issuer’s legal obligations. The Issuer does not intend to disclose any personal data outside the borders of the European Economic Area. However, should personal data be transmitted outside the European Economic Area, the Issuer shall ensure that: (i) the transmission is carried out into a state approved by the European Commission as a state ensuring adequate protection pursuant to Article 45 of Regulation (EU) 2016/679 (General Data Protection Regulation); (ii) appropriate protective measures are applied pursuant to Article 46 of the General Data Protection Regulation; or (iii) one of the exception exists for certain situations set out in Article 49 of the General Data Protection Regulation applicable to the transmission of personal data.

Investors may request information on the processing of personal data by e-mail to the address: osobnipodaci@dalekovod.hr.

Personal data shall be kept as long as necessary to act in compliance with the valid legal obligations the Issuer is subject to as the controller. Investors delivering their personal data may request access to personal data, a correction or erasure of personal data, a restriction of the processing, as well as the right to transfer data and the right to file a complaint to the data protection authority.

The Investors shall give their consent to personal data processing by signing and delivering a completed Subscription Form.

All the required data in the Subscription Form are necessary to carry out the Offer or comply with the Issuer’s legal obligations as the controller. If the Investor fails to deliver the necessary data or delivers incomplete data, it will not be possible to carry out the Offer in relation to the Investor concerned.

FRAMEWORK DEADLINES FOR IMPLEMENTING THE PUBLIC OFFER AND ADMISSION OF NEW SHARES

Activity	Expected time
Publication of the public invitation to subscribe new shares in the first round	16 July 2021
Publication of the public invitation to subscribe new shares in the second round	16 July 2021
Publication of the Allocation Rules	16 July 2021
Duration of the first subscription round	from (inclusive) 19 July 2021 (inclusive) at 8:00 until (inclusive) 23 July 2021 at 15:00 hours
Duration of the second subscription round	from (inclusive) 22 July 2021 (inclusive) at 8:00 until (inclusive) 23 July 2021 at 15:00 hours
Delivery of the notice on the allocation of New Shares subscribed in the first and second round	not later than on the next Business Day following the expiry of the period for the subscription of New Shares in the first and second round, that is, not later than by 26 July 2021.
The deadline for the payment of New Shares subscribed in the first round	not later than within three Business Days from the sending of the allocation notice
Deadline for payment of New Shares subscribed in the second round	not later than within six months from the sending of the allocation notice, except that this deadline may be shortened by a Management Board's decision
Publication of the public invitation to subscribe new shares in the third round	not later than one Business Day after the expiry of the deadline for the payment of New Shares subscribed in the second round, and not later than 5 Business Days from the expiry of the deadline for payment of New Shares subscribed in the first and second round
Duration of the third round for the subscription of New Shares	two Business Days starting from the day indicated in the public invitation to subscribe shares in the third round, except that the third round of subscription of New Shares shall not start earlier than one Business Day following the publication of the public invitation to subscribe new shares in the third round, and not later than 2 Business Days following the publication of the public invitation to subscribe new shares in the third round.
Delivery of the notice on the allocation of New Shares subscribed in the third round	not later than on the next Business Day following the expiry of the period for the subscription of New Shares in the third round, that is, not later than by 28 February 2022.
Deadline for the entry of contributions for New Shares subscribed in the third round	within the deadline indicated in the public invitation for the subscription of shares in the third round, which may not be longer than 15 Business Days from the day of sending of the notice on the allocation of New Shares subscribed in the third round
Publication of the final results of the offer	within five Business Days from the day of expiry of the period for payment, i.e. entry of contributions for New Shares in the last implemented round of subscription of New Shares
Entry of the share capital increase into the court register	after the Offer has been completed

Issuing of New Shares (entry into SKDD's Depository)	after the entry of the share capital increase into the court register
Admission of New Shares to the regulated market	upon approval of the Zagreb Stock Exchange

** Important note: If, before the expiry of the foreseen deadline for payment of New Shares subscribed in the second round, at least HRK 310,000,000.00 have been paid in for New Shares, the Management Board may, at their own discretion, shorten the said deadline of six months and notify thereon all the investors who subscribed to New Shares in the second round, except that such a deadline may not be shortened to less than five Business Days from the day of sending of the notification to the investor who subscribed New Shares in the second round. If any investor fails to make a payment for the subscribed shares within such a deadline, it shall be considered they withdrew and their Subscription Form shall not be binding neither for them nor for the Company.*

ADDITIONAL INFORMATION

Any additional information related to the Offer are available at the following address and in the indicated working hours:

Dalekovod d.d.
Ulica Marijana Čavića 4
10 000 Zagreb
Phone: 385 1 2459 710
Fax: 385 1 6170 450
E-mail: glasnogovornik@dalekovod.hr

The Issuer retains the possibility to change this Public Invitation and commits to publish any change in the same manner as the Public Invitation.

In any case, such changes may not be contrary to the Decision on the increase of share capital nor to the Prospectus.

Dalekovod d.d.
Member of the Management Board


Đuro Tatalović


SUBSCRIPTION FORM
FOR SUBSCRIPTION OF NEW ORDINARY SHARES OF THE COMPANY DALEKOVOD, d.d.
SECOND ROUND
("Subscription Form")

Financial Instrument Data:	
Subject:	Public offer of new ordinary shares of the company Dalekovod, d.d. ("New shares")
Issuer:	Dalekovod, dioničko društvo za inženjering, proizvodnju i izgradnju
Issuer's ID Number:	47911242222
ID of Issuer's existing shares:	DLKV-R-A
ISIN of Issuer's existing shares:	HRDLKVRA0006
Nominal value of one instrument:	HRK 10.00
Settlement currency:	HRK
Minimal number of New subscription shares per shareholder:	1.000.000
Span of New shares offered within the share capital increase process:	Minimum of 15,000,000 and maximum of 41,000,000 New shares
Price per one new share:	10.00 HRK
Account for payment of New shares (IBAN)	IBAN HR8823600001000000013 Zagrebačka banka d.d.
Depository agent for New shares:	Central Depository&Clearing Company Inc.
Issuer's Data:	
Name and Surname / Company:	
Residence / Seat:	
Personal Identification Number:	
Type of person (natural/legal):	
Type of owner / Type of account holder:	
Date of birth / Date of foundation	
Citizenship / State of subscription	
<i>Following fields additionally fill only legal persons</i>	
LEI*	
<i>*If applicable for investor</i>	
Legal representative	
Name and Surname:	
Address:	
Location and postal code:	
State:	
Contact person:	
Contact information:	
Phone number:	
Mobile phone number:	
E-mail:	
Address:	
Location and postal code:	
Information on subscription	
The largest number of shares which a shareholder wants to subscribe:	
Price per one new share:	HRK 10.00
Largest amount of payment for New shares	[number of subscribed New shares*10.00 HRK]

On 30 June 2021, the General Assembly made the Decision on Company's share capital increase through investments in money and/or entry of rights, decision on total exclusion of preferential rights for Investors at subscription of New shares, in accordance with the Article 308, paragraph 4 of the Companies Act, having the possibility to use the exception from the previous Prospect publication regarding the offer of securities from the Article 1/4(d) of the Regulation (EU) 2017/1129 made on 14 June 2017 on Prospect, which is necessary to be published in the event of public offer of securities, or in the event of listing for trading on a regulated market and repealing the Directive 2003/71/EC and giving the permission to obtain shares without the obligation to publish the offer for takeover, in accordance with the stipulations of the Article 14, paragraph 1, item 3 of the Act on the Takeover of Joint-Stock Companies (hereinafter: „**Decision on share capital increase**“), which determines the increase of share capital from the amount of HRK 2,471,930.00 for the minimum amount of HRK 150,000,000.00, and maximum amount of HRK 150,000,000.00, to minimum amount of HRK 152,471,930.00, and maximum amount of HRK 412,471,930.00 through payments in money and/or entry of rights by issuing the minimum of 15,000,000 and maximum of 41,000,000 new ordinary registered shares, with individual nominal value of HRK 10.00 (hereinafter: „**New shares**“).

Final amount of the increased share capital will be equal to the product of the individual nominal value of one regular share and number of New shares which will be subscribed and fully paid (i.e. for which the stake in rights shall be entered), and it shall depend on the success of the offer, i.e. if within the given subscription and payment deadlines the minimum of 15,000,000 or the maximum of 41,000,000 New shares will be subscribed and paid. New shares are offered to the investors under the price of HRK 10.00 per one new share.

Share capital increase will be implemented through public offer in three rounds at most, having that the third round will only occur if all New shares are not subscribed and paid in the previous round, or if at least 150,000,000.00 of unsubscribed and unpaid shares remain after the first and the second round.

In the second round, the New Shares shall be offered for subscription to all interested investors (hereinafter: "**Investors**", i.e. each individually: "**Investor**"), subject to the conditions set out in this Public Invitation.

Minimum number of New shares which individual Investor can subscribe in the second round is **1,000,000 New shares** per Subscription Form in minimum value of HRK 10,000,000.00. Each Subscription Form in which Investor subscribes the number of New shares lower than 1,000,000 shall not be valid.

Tender shall be implemented without the Prospect publication, in accordance with the Article 1, paragraph 4, item (d) of the Regulation (EU) 2017/1129 provided by the European Parliament and Council, made on 14 June 2017 on necessity of Prospect publication during public offer of securities or during listing for trade on the regulated market and repealing the Directive 2003/71/EC, because the offer shall be given to the investors who obtain New shares in total minimum value of HRK 10,000,000.00 per shareholder, for each separate offer.

If a custodian should apply for the subscription and payment of New shares, the Subscription Form can be filled and sent by either the custodian or the final shareholder, where the custodian in the Subscription Form must give: name and surname/company, residence/seat and personal identification number (OIB) of the final shareholder. Otherwise, that Investor shall not bear the right to participate in the subscription of New shares.

Persons subscribing new regular shares in the name and on account of the Investors via proxy during subscription of New shares must present a special proxy certified by the public notary and the document for personal identification of the proxy holder (ID or passport).

Each new share shall give the right for one vote in the General Assembly of the Issuer, together with all other rights identical to the rights given by the Issuer's existing shares, in accordance with the law and Articles of Association, beginning with the day of share capital increase subscription into the Court Register of the Commercial Court in Zagreb.

Investors who subscribe for New Shares in the second round are obliged to pay them in full no later than 6 (six) months from the date of sending the notification on the allocation of New Shares in the second round, which the Issuer will send immediately after determining the exact number of New Shares allocated to each to each Investor in the second round (which will be no later than the next Business Day after the expiration of the subscription period of New Shares in the first and second rounds) The notice of allocation to be sent to Investors will state the number of New Shares allotted to them and the total amount to be paid for New Shares and payment instructions. Exceptionally, the aforementioned period of 6 (six) months may be shortened by the Issuer's Management Board if at least HRK 310,000,000.00 is paid in the name of New Shares during the stipulated period. In such a case, the Management Board will notify the Investors who subscribed for the New Shares in the second round and the Investors will be obliged to pay for the New Shares within at least 5 (five) Business Days from the day of sending the notification to the Investors who subscribed for the New Shares. The notice will specify the deadline for payment of the New Shares. If a certain Investor does not pay for the subscription of the New Share within the specified period, it will be considered that they have given up the subscription and the Subscription will neither bind them nor the Issuer.

Solely the payments received on the above given account for payment of New shares until the expiration of the related payment deadline at the latest shall be considered as valid. If the payment of an individual investor should not be received until the expiration of the related payment deadline, it shall be considered that this investor did not deliver their Subscription Form. If until the expiration of the related payment deadline the investor does not fully pay the amount of subscribed New shares, i.e. allocated shares, the amount of funds actually paid in the name of New shares subscription shall be taken into consideration for the calculation of New shares which the individual investor subscribed or was allocated to.

Subscription form has to be delivered by 23 July 2021 until 3 p.m. at the latest via e-mail (djuro.tatalovic@dalekovod.hr) or personally at the address: Dalekovod d.d., Ulica Marijana Čavića 4, 10 000 Zagreb, Mr. Đuro Tatalović, working hours Mon-Fri 8 a.m. to 3 p.m.

If the share capital increase should not be subscribed into the Court Register of the Commercial Court in Zagreb within 12 (twelve) days, beginning from the day of the Decision on share capital increase (i.e., until 30 June 2022 at the latest, including the latter date), Subscription Form shall cease to oblige the investor, and the payment shall be returned to the investor without delay to the account number given in the Subscription Form. In such case, the Issuer shall not bear the costs of payment operations or any other costs, nor shall the interest for the period from the payment to the Issuer's account until the moment of the fund return be paid to the investors.

Based on the full payment for each new share, i.e., entry of other stake, and after the subscription of share capital increase into the competent court registrar, adequate number of new registered shares with the label given by the Central Depository & Clearing Company Inc. shall be issued in individual nominal value of HRK 10.00 in non-materialized form. Investors become the owners of New shares after the subscription into the Central Depository & Clearing Company Inc., and the subscription shall be implemented in accordance with the applicable acts of Central Depository & Clearing Company Inc. share capital subscription into the Court Registrar of the Commercial Court in Zagreb.

By signing this Subscription Form, the Investor states and confirms:

(i) that they are familiar with the existence and content of: a) all publicly announced documents of the Issuer published on the Issuer's website www.dalekovod.com; b) the Decision on share capital increase, c) Issuer's Articles of Association, d) Public announcement for subscription of New shares in the second round from 16th July 2021 and all conditions of public offer of the New shares, and that they accept them;

(ii) to subscribe and take over the allocated New shares;

(iii) the obligation to pay adequate amount of payment in the name of New shares for New shares, which amount of payment is given in this Subscription Form until the end of the related period for payment of New shares;

(iv) that they give their approval to the Issuer, as a process conductor, to collect, process and store in the internal database all personal data given by the investors in the Subscription Form, and that the Issuer can transfer them to the third parties, including transfers abroad, which personal data the Issuer must necessarily collect for the purpose of the public offer implementation. Personal data can be forwarded to the regulatory or tax bodies and other bodies of judiciary and executive government in order to respect the Issuer's legal obligations. The Issuer shall not give personal data out of the European Economic Area. However, if personal data should be given out of the European Economic Area, the Issuer shall ensure that: (i) the transfer is performed into the country approved by the European Commission as country which ensures adequate protection in accordance with the Article 45 of the Regulation (EU) 2016/679 (General Data Protection Regulation); (ii) there are adequate protective measures in accordance with the Article 46 of the General Data Protection Regulation; or (iii) that there is an exception for the certain situations prescribed in the Article 49 of the General Data Protection Regulation applicable to the personal data transfer.

The Investors can request information on data processing via following e-mail osobnipodaci@dalekovod.hr. Personal data shall be stored until it is necessary in order to comply with the valid legal obligations to which the Issuer is subject as a conductor of the processing. Investors who deliver their personal data have the right to request the access to personal data, the correction or deletion of personal data or process restriction, as well as the right to transfer data and the right to complaint to the competent body for data protection. All data requested in the Subscription Form are necessary for the implementation of the Offer or respect of legal obligation of the Issuer as a conductor of the data process. If the Investor does not deliver necessary data or the data is not delivered in full, the Offer cannot be implemented with regards to the stated Investor.

The investor approves that Central Depository & Clearing Company Inc. and the Issuer can exchange all data given in this Subscription Form together with the information on account of securities deposited in the Central Depository & Clearing Company Inc. with the purpose of obtaining New shares on behalf of the investor, and that above stated investor's account is opened in their name.

The Investor agrees that their IBAN can be given to the Central Depository & Clearing Company Inc. for the purpose of settlement in case of trading the New shares and final payment of amounts in money which the investor obtains through subscribed and paid New shares. The Investor agrees that their above given address Central Depository & Clearing Company Inc. can use as a contact address of the investor.

Investor gives permission to the participants in the public offer of New shares to use their personal data, including Personal Identification Number, as well as their exchange exclusively for the purpose of his identification, realization and protection of their personal property interest in businesses related to obtaining the New shares, as well as aiming to fulfil their legal and other obligations, which can include the forwarding of the data to the third parties. The Issuer does not take any liability for incorrect or false data in this Subscription Form, or for any other damage or other consequences the Investor might experience in relation to it. Croatian law is applicable to all relations that may arise in connection with the Subscription. All disputes arising from this Subscription Form, including disputes related to the issue of its validity and legal effects, shall be finally resolved before the jurisdiction court.

This Subscription Form enters into force on the date specified below.

In _____ (place), _____ 2021 (date)

(Name and Surname of the authorized person investor)

(Signature of the authorized person investor)

Function: _____

(Name and Surname of the authorized person investor)

(Signature of the authorized person investor)

Function: _____