



www.dalekovod.hr, Ulica Marijana Čavića 4, Zagreb
(MBS) 080010093, (EUID) HRSR.080010093, (OIB) 47911242222
Zagreb, June 12th, 2023

CROATIAN FINANCIAL SERVICES
SUPERVISORY AGENCY
Zagreb, Franje Račkog 6
ZAGREB STOCK EXCHANGE
Zagreb, Ivana Lučića 2a

OTS HINA (Croatian News Agency)

Decisions of the General Assembly

General Assembly of Dalekovod d.d. Zagreb was held on June 12, 2023, in the company's premises. According to the announced agenda:

- 1. Opening of the General Assembly**, verification of applications and powers of attorney and determination of share capital representation, compilation of the list of present and represented shareholders and confirmation that the General Assembly has been properly convened and may pass valid decisions;
- 2. Annual Company reports for 2022:**
 - a) Consolidated and unconsolidated audited annual financial statement for 2022;
 - b) Report of the Company's auditor for 2022;
 - c) Report of the Management Board on the status of the Company and of the Dalekovod Group for 2022;
 - d) Supervisory board report on the performed supervision over the management of the Company's operations for 2022, including the Report on the relations with associated companies for 2022;
- 3. Decision on the use of the profit for 2022**
- 4. Decision on approval of actions to the members of the Company's Management Board for 2022**
- 5. Decision on approval of actions to the members of the Company's Supervisory Board for 2022**
- 6. The Decision on the election of the Company's auditor for 2023**
- 7. Report on the remuneration to the members of the Management Board and the Supervisory Board**
- 8. Decision on the adjustment of the share capital and the nominal amount of Company's shares due to the introduction of euro as the official currency in the Republic of Croatia**
- 9. Decision on the amendments to the Company's Articles of Association**

The General Assembly of Dalekovod d.d. adopted following Decisions:

Ad 3) Decision on use of the profit for 2022

Item 1

Based on the Company's annual financial reports that have been revised and adopted, the Company's net profit for 2022 is HRK 1,971,363.47 / EUR 261,644.90.

Item 2

The Company's profit referred to in item 1 of this Decision in the amount of HRK 261,644.90 / EUR 261,644.90 shall be distributed to cover the loss transferred from previous years.

Ordinary share **DLKV-R-A** Listed on the Zagreb Stock Exchange official market
Issuing country of origin Croatia

ISIN: HRDLKVRA0006, LEI 74780000WOKHNRDW7105

Notice in accordance with the Capital Market Act

Tel: +385 1 2459 708; +385 1 24 11 111



e-mail: glasnogovornik@dalekovod.hr



Ad 4) Decision on approval of actions to the Company's Management Board

Item 1

Approval of actions is given to the members of the Company's Management Board for managing company operations in 2022.

Ad 5) Decision on approval of actions to the Company's Supervisory Board

Item 1

Approval of actions is given to the members of the Company's Supervisory Board for supervising company operations in 2022.

Ad 6) Decision on the election of the Company's auditor for 2023

Item 1

KPMG Croatia d.o.o., Ivana Lučića 2/a, Zagreb is appointed auditor of the Company's operations for 2023.

Item 2

This Decision shall enter into force as of the conclusion of the General Assembly.

Ad 7) Decision on the remuneration to the members of the Management Board and the Supervisory Board

Item 1

The Report on the remunerations in 2022 the Company undertook to pay to each member of the Management Board and the Supervisory Board who performed this duty in 2022, which Report on the remunerations in 2022 was revised in accordance with the provision of Article 272.r of the Companies Act, is approved.

Item 2

This decision does not impose any obligation on the Company nor grant any rights to the members of the Management Board and the Supervisory Board who performed this duty in 2022.

Ad 8) Decision on the adjustment of share capital and the nominal amount of Company's shares due to the introduction of euro as the official currency in the Republic of Croatia

Item 1

Share capital amounts to 412,471,930.00 (four hundred and twelve million four hundred and seventy-one thousand nine hundred and thirty) kunas divided into 41,247,193 (forty-one million two hundred and forty-seven thousand one hundred and ninety-three) ordinary shares, each in the nominal amount of 10 (in letters: ten) kunas.

Item 2

Share capital and shares are converted according to the fixed conversion rate of 7.53450 from kunas to euros, therefore the share capital amounts to 41,247,193.00 (forty-one million two hundred and forty-seven thousand one hundred and ninety-three) euros divided into 41,247,193 (forty-one million two hundred and forty-seven thousand one hundred and ninety-three) ordinary shares, each in the nominal amount of 1.00 (in letters: one) euro.

Ordinary share **DLKV-R-A** Listed on the Zagreb Stock Exchange official market

Issuing country of origin Croatia

ISIN: HRDLKVRA0006, LEI 74780000WOKHNRDW7105

Notice in accordance with the Capital Market Act

Item 3

The amount of EUR 13,497,239.94 (thirteen million four hundred ninety-seven thousand two hundred and thirty-nine euros and ninety-four cents) which remains after the conversion referred to in item 2 of this Decision and by which the share capital is decreased, shall be distributed as follows: (i) the amount of EUR 1,110,300.75 (one million one hundred and ten thousand three hundred euros and seventy-five cents) will be used to cover the Company's loss transferred from previous years (ii) the remaining amount of EUR 12,386,939.19 (twelve million three hundred and eighty-six thousand nine hundred and thirty-nine euros and nineteen cents) will be introduced into the Company's reserves.

Item 4

This Decision shall enter into force on the date of its passing, and it shall start to apply on the date of its entry into the court register.

Ad 9) Decision on the amendments to the Company's Articles of Association

Item 1

Article 7 of the Articles of Association of 25 March 2022 shall be amended to read:

The Company's share capital amounts to EUR 41,247,193.00 (in words: forty-one million two hundred and forty-seven thousand one hundred and ninety-three euros).

The Company's share capital was paid in its entirety.

The Company's share capital is divided into 41,247,193 (forty-one million two hundred and forty-seven thousand one hundred and ninety-three) ordinary shares, each in the nominal amount of EUR 1.00 (in letters: one euro).

Item 2

Article 10, paragraph 1 of the Articles of Association of 25 March 2022 shall be amended to read:

"The Management Board shall be composed of up to 4 (four) members."

Item 3

Article 11, paragraph 4, item (ii) of the Articles of Association of 25 March 2022 shall be amended to read:

"availability of the Company's assets or entering into contractual relationships worth more than EUR 400,000.00 (four hundred thousand euros) (either in a single transaction or a series of related transactions), or undertaking any kind of activities which precede the disposing of assets or entering into contractual relationships whose value exceeds the above amount, regardless of whether such disposition of assets or the conclusion of contractual relations was planned in the approved business plan and/or budget;"

Article 11, paragraph 4, item (iv) of the Articles of Association of 25 March 2022 shall be amended to read:

"concluding or reaching a settlement in any litigation whose value of the subject matter of the dispute exceeds the amount of EUR 135,000.00 (one hundred and thirty-five thousand euros);"

Article 11, paragraph 4, item (xi) of the Articles of Association of 25 March 2022 shall be amended to read:

Ordinary share **DLKV-R-A** Listed on the Zagreb Stock Exchange official market

Issuing country of origin Croatia

ISIN: HRDLKVRA0006, LEI 74780000WOKHNRDW7105

Notice in accordance with the Capital Market Act

“undertaking any other actions and concluding any other legal transactions not provided for in the adopted business plan and/or budget of the Company with a value exceeding EUR 135,000.00 (one hundred and thirty-five thousand euros) (either within one transaction or a series of related transactions).”

Item 4

Article 16, paragraph 2 of the Articles of Association of 25 March 2022 shall be amended to read:

“The Company's Supervisory Board shall adopt all decisions by at least a simple majority of the votes cast by (i) the Members of the Supervisory Board elected by the General Assembly and (ii) a vote of a Member of the Supervisory Board appointed by the Shareholders, with the exception of the following decisions:

(i) special decisions of the Supervisory Board which require adoption by a majority of at least 4 (four) Members of the Supervisory Board elected by the General Assembly:

- appointment and dismissal of the Members of the Management Board;
- amendments to the Rules of Procedure of the Company's Supervisory Board;
- adoption of the decisions made by the Company's Management Board in accordance with the provisions of Article 11, paragraph 4 of these Articles of Association, including the decisions defined in Item (ii) of this paragraph with a total accumulated value of EUR 665,000.00 (six hundred and sixty-five thousand euros) of the decisions adopted and implemented (whether as part of a single transaction or several related transactions) within the relevant business year;

(ii) adoption of the following decisions made by the Company's Management Board in accordance with Article 11, paragraph 4 of these Articles of Association which require adoption by at least 2 out of the maximum 5 votes of the Members of the Supervisory Board elected by the General Assembly and a vote of a Member of the Supervisory Board appointed by the Shareholders (with the President of the Supervisory Board having the casting vote in case of equal votes):

- amendments to the Business Plan and Budget adopted by the Company, provided that the proposed amendments envisage a +/- 5% (five percent) margin of error on the adopted Business Plan and Budget, and activities in line with the Business Plan and Budget with a +/- 5% (five percent) margin of error on the adopted Business Plan and Budget, provided that the margin of error in both cases does not exceed a total of EUR 665,000.00 (six hundred and sixty-five thousand euros);
- managing the Company's property or entering into contracts whose value exceeds EUR 135,000.00 (one hundred and thirty-five thousand euros) but does not exceed EUR 665,000.00 (six hundred and sixty-five thousand euros) (whether as part of a single transaction or more related transactions) as well as undertaking any activities prior to the management of the property or stipulation of contracts whose value ranges between the above-mentioned amounts, regardless of whether such management of property or stipulation of contracts was envisaged by the adopted Business Plan and/or Budget;
- waiver, by the Company, of any claims for damages against a Shareholder or a Member of the Management Boards and waiver, by the Company, of any claims for damages against other Shareholders in the amount of EUR 135,000.00 (one hundred and thirty-five thousand euros) (whether as part of a single transaction or more related transactions);
- negotiation or stipulation of a settlement in any litigation proceedings with the total claim value exceeding the amount of EUR 135,000.00 (one hundred and thirty-five thousand euros) but not exceeding EUR 665,000.00 (six hundred and sixty-five thousand euros);
- early repayment of a debt, loan or other lines of credit used by the Company up to the amount of EUR 135,000.00 (one hundred and thirty-five thousand euros) if it is not provided for in the

Ordinary share **DLKV-R-A** Listed on the Zagreb Stock Exchange official market

Issuing country of origin Croatia

ISIN: HRDLKVR A0006, LEI 74780000WOKHNRDW7105

Notice in accordance with the Capital Market Act

initial terms and conditions defined in the documents referring to such a debt, loan or other lines of credit;

- taking a loan from the Company's Shareholders up to the amount of EUR 135,000.00 (one hundred and thirty-five thousand euros) in case that: (i) the loan will not be used for the purposes defined in the Business Plan or Budget or (ii) the Company has access to loans in the financial market with equal or better conditions than the loan provided by a Shareholder;
- purchase of own shares in the Company up to the total amount of EUR 135,000.00 (one hundred and thirty-five thousand euros) (whether as part of a single or more related transactions within one business year);
- undertaking any other activities and legal matters not defined in the Company's Business Plan and/or Budget whose value exceeds EUR 135,000.00 (one hundred and thirty-five thousand euros) but does not exceed EUR 665,000.00 (six hundred and sixty-five thousand euros) (whether as part of a single transaction or more related transactions).

Item 5

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

These Amendments to the Company's Articles of Association shall come into force on the day of their entry in the court register.

The Supervisory Board is authorized to prepare the consolidated text of the Company's Articles of Association.

DALEKOVOD JSC

Ordinary share **DLKV-R-A** Listed on the Zagreb Stock Exchange official market

Issuing country of origin Croatia

ISIN: HRDLKVRA0006, LEI 74780000WOKHNRDW7105

Notice in accordance with the Capital Market Act