

## MANAGEMENT BOARD

Pursuant to Article 277 of the Companies Act (hereinafter: CA), and Article 49. of the Statute of Dalekovod d.d., at its meeting held on June 6, 2015 the Management Board adopted the Decision to call a regular General Shareholders' Meeting of Dalekovod d.d. Zagreb, and issued the following

### INVITATION

#### **to shareholders to attend the regular General Shareholders' Meeting of Dalekovod d.d. Zagreb**

to be held on **August 25, 2015** (Tuesday) **at 2:00 p.m.** at the headquarters of the Company at Žitnjak, Marijana Čavića 4, Zagreb.

#### **I.**

The formal agenda proposed for the regular General Shareholders' Meeting is as follows

#### **A g e n d a:**

1. Opening of the General Shareholders' Meeting
  - a) Verification of the right to attend, powers of attorney, attendance of shareholders and the percentage of share capital represented at the meeting
  - b) Verification of whether the regular General Shareholders' Meeting has been duly convened and if decision-making conditions have been met.
2. Annual Reports of Dalekovod d.d. for 2014
  - a) Consolidated and Unconsolidated Revised Annual Financial Statement for 2014
  - b) Auditor's Report
  - c) Management Board Report on the State of the Company and Dalekovod Group
  - d) Supervisory Board's Report on Supervision of Company's Business Operations
3. Decision on Profit Allocation for 2014
4. Granting Discharge to Members of the Management Board for 2014
5. Granting Discharge to Members of the Supervisory Board for 2014

6. Notification on Treasury Shares
7. Appointment of the Company's Auditor for 2015

## **II.**

### **PROPOSED DECISIONS**

**Ad 3)** The Management Board and the Supervisory Board propose to the General Shareholders' Meeting to render the following decision:

#### **Decision on the Use of Profit for 2014**

It is asserted that the Company Dalekovod d.d. has in the financial year which ended on December 31, 2014 realized a net profit in the amount of 63,736,104.87 HRK.

The amount of net profit from this decision will be used to cover the loss transferred from the previous year.

**Ad 4)** The Management Board and the Supervisory Board propose to the General Shareholders' Meeting to render the following decision:

#### **Decision on Granting Discharge to the Management Board**

##### **Article 1**

Discharge is granted to the following Members of the Management Board: Goran Brajdić, Željko Lekšić, Marko Jurković and Krešimir Anušić for the financial year 2014.

##### **Article 2**

Discharge is granted to the following Members of the Management Board: Paško Vela, Željko Lakić, Adrijana Raković and Marko Jurković for the financial year 2014.

**Ad 5)** The Management Board and the Supervisory Board propose to the General Shareholders' Meeting to render the following decision:

#### **Decision on Granting Discharge to the Supervisory Board**

##### **Article 1**

Discharge is granted to the following Members of the Supervisory Board: Marijan Pavlović, Nataša Ivanović, Davor Doko, Dubravko Štimac, Ante Ćurković and Viktor Miletić for the financial year 2014.

##### **Article 2**

Discharge is granted to the following Members of the Supervisory Board: Marko Lesić, Ivan Peteržilnik, Vlado Čović, Krešimir Ružđak, Hrvoje Markovinović, Mirela Tomljanović Radović, Anton Pernar, Marko Makek and Uwe Heiland for the financial year 2014.

**Ad 7)** The Supervisory Board proposes to the General Shareholders' Meeting to render the following decision:

### **Decision on the Appointment of the Company's Auditor**

#### **Article 1**

The Audit Firm Baker Tilly is appointed as the Auditor of Company's business operations for 2015.

#### **Article 2**

This Decision shall enter into force on the day of conclusion of this General Shareholders' Meeting.

### **III.**

The right to participate in the work of the regular General Shareholders' Meeting and the right to vote at the regular General Shareholders' Meeting have persons who cumulatively meet the following requirements:

- they are entered as shareholders in the Company's Shareholder Register,
- they have submitted an application to participate in the regular General Shareholders' Meeting not later than six (6) calendar days prior to the day on which the regular General Shareholders' Meeting will be held, and this deadline does not include the day of receipt by the Company, i.e. by August 18, 2015. The application is filed to the Management Board of the Company in writing.

The Shareholder Register kept by the Central Depository & Clearing Company Inc. will be closed on August 18, 2015.

Any transfer of shares made after the regular General Shareholders' Meeting will not give the right of participation in the called regular General Shareholders' Meeting. Each ordinary share entitles its holder to one vote.

Shareholders may participate in the regular General Shareholders' Meeting through their proxies. A power of attorney has to specify the grantor and the proxy, the total number of shares, i.e. votes and the power granted to the proxy to vote at the regular General Shareholders' Meeting and the signature of the grantor. The application and power of attorney forms are integral parts of this notice and attached as appendices.

The application and power of attorney forms and proposed decisions and materials that are the reference material for the adoption of proposed decisions are available

to shareholders every business day 8:00 – 15: 00 h, starting from the date of publication of this Call, at the following locations:

- Žitnjak, M. Čavića 4, ground floor, small meeting room
- Velika Gorica, room no. 203
- on the web pages of the Company ([www.dalekovod.hr](http://www.dalekovod.hr))

Shareholders holding a share equaling one twentieth of the share capital of the Company may request an item to be put on the agenda of the General Shareholders' Meeting and its publication. Every new item on the agenda has to come with an explanation and a proposed decision. A request for an item to be put on the agenda has to be submitted to the Company at least 30 days prior to the General Shareholders' Meeting. The day of arrival of the request at the Company's offices is not included in that term.

Shareholders who wish to submit counterproposals to the decisions proposed by the Management Board may do so at least 14 days prior to the General Shareholders' Meeting by submitting their counterproposal and related explanation. The day of arrival of the request at the Company's offices is not included in that term. If a shareholder does not exercise that right, that will not cause the shareholder to lose the right to give counterproposals at the General Shareholders' Meeting.

At the General Shareholders' Meeting the Management Board has to give every shareholder, upon that shareholder's request, information concerning the operations of the Company, if that is necessary for making informed decisions on the items on the agenda. The obligation to provide information applies to legal and business relationships between the Company and subsidiaries.

If the quorum requirement is not met at the General Shareholders' Meeting called for August 25, 2015 within the scope of the provisions of Article 53 of the Statute of the Company, the following (supplemental) Extra regular General Shareholders' Meeting will be held at the same time, the same place and a week after the start of this called General Shareholders' Meeting at the same time, and can adopt valid decisions if attending shareholders together have shares with a total nominal value exceeding 10% of the share capital of the Company.

DALEKOVOD d.d.  
President of the Management Board  
Paško Vela, m.p.

Appendices:

A)

### **APPLICATION**

For the regular General Shareholders' Meeting of Dalekovod d.d. to be held on \_\_\_\_\_ year at \_\_\_\_\_ o'clock at: Zagreb – Žitnjak, Marijana Čavića 4.

I \_\_\_\_\_ date of birth/Personal Identification Number (OIB) \_\_\_\_\_,  
(Name and Surname/Company name)

ID card № \_\_\_\_\_ hold \_\_\_\_\_ ordinary shares of Dalekovod d.d. with a nominal value of HRK 10 and hereby apply to attend the regular General Shareholders' Meeting of Dalekovod d.d.

Signature \_\_\_\_\_

Note:

Application submittal deadline is August 18, 2015

Application received on \_\_\_\_\_

Signature \_\_\_\_\_

B)

**POWER OF ATTORNEY**

By this power of attorney I,

\_\_\_\_\_

(full name, date of birth, PIN, address of the Shareholder-Grantor)

authorize:

\_\_\_\_\_

(full name, date of birth, PIN, address of the Proxy)

to represent me at the regular General Meeting of the Shareholders of Dalekovod d.d. to be held on \_\_\_\_\_

The Proxy is authorized to represent me at the Extraordinary General Meeting and especially to submit proposals, participate in discussions, decide and vote on all items on the agenda put forward at the meeting.

The Proxy has \_\_\_\_\_ votes the Grantor has acquired by entry, cession, purchase of \_\_\_\_\_ordinary shares of Dalekovod d.d.

In Zagreb, on \_\_\_\_\_.

Signature of the Grantor

\_\_\_\_\_

Received on \_\_\_\_\_

Signature \_\_\_\_\_