

Pursuant to Article 277 of The Companies Act (hereinafter: ZTD) and Article 49 of the Articles of Association, in the session held on 3 May 2018 the Management Board of the Company adopted the decision to convene the Ordinary General Assembly of the company Dalekovod d.d. Therefore shareholders are hereby invited to attend the

ORDINARY GENERAL ASSEMBLY

of the company Dalekovod d.d., Zagreb, Marijana Čavića 4, to be held on **20 June 2018 at 2 PM** at the company offices located in Žitnjak, Marijana Čavića 4, Zagreb.

I The following Agenda is proposed for the Ordinary General Assembly:

Agenda:

1. The opening of the Ordinary General Assembly
 - a. Verification of applications, powers of attorney, and representation of share capital and the attendance list of shareholders;
 - b. Confirmation that the Ordinary General Assembly has been duly convened and has the power to adopt valid decisions;
2. Annual Company reports for 2017:
 - a. Consolidated and unconsolidated audited annual financial statement for 2017;
 - b. Report of the Company's Auditor;
 - c. Report of the Management Board on the status of the Company and of the Dalekovod Group;
 - d. Report of the Supervisory board on the supervision on the management of the Company's operations
3. Decision on profit allocation for 2017
4. Decision on giving discharge to the members of the Company's Management Board for 2017
5. Decision on giving discharge to the members of the Company's Supervisory Board for 2017
6. Decision on the selection of the Company's auditor for 2018
7. Decision on amendments of the Company's Articles of Association
8. Decision on appointment of the members of the Supervisory board

Ad 3) The Management Board and the Supervisory Board propose the Ordinary General Assembly to adopt the following decision:

DECISION on profit allocation for 2017

Item 1

Pursuant to the adopted financial reports the net profit for 2017 amounts to HRK 22,310,442.

Item 2

The Company profit in Item 1 amounting to HRK 22,310,442 is hereby allocated to cover losses incurred in the previous period.

Ad 4) The Management Board and the Supervisory Board propose the General Assembly to adopt the following decision:

DECISION

on giving discharge to the Management Board of the Company

Item 1

A discharge is given to the following members of the Management Board of the Company: Alen Premužak, Helena Jurčić Šestan, Ivica Kranjčić, Marko Jurković and Ivan Kurobasa for business year 2017.

Ad 5) The Management Board and the Supervisory Board propose the General Assembly to adopt the following decision:

DECISION

on giving discharge to the Supervisory Board of the Company

Item 1

A discharge is given to the following members of the Supervisory Board of the Company: Marko Lesić, Ivan Peteržilnik, Vlado Čović, Krešimir Ružđak, Marko Makek, Hrvoje Markovinović, Mirela Tomljanović Radović, Uwe Heiland, Anton Pernar, Milan Račić, Rajko Pavelić for business year 2017.

Ad 6) The Supervisory Board proposes the General Assembly to adopt the following decision:

DECISION

on the appointment of the Company's auditor for 2018

Item 1

The auditing company KPMG Croatia d.o.o., Ivana Lučića 2/a is hereby appointed as the Company's auditor for 2018.

Item 2

The decision shall come into effect with the closing of the Ordinary General Assembly.

Ad 7) The Management Board and Supervisory Board of the Company have proposed and the Supervisory Board has additionally approved the wording of the proposal to amend the Articles of Association and therefore the Supervisory Board hereby proposes that the General Assembly adopts the following decision:

DECISION
on amendments of the Company's Articles of Association

Item 1

Article 36, paragraph 1 of the Articles of Association is amended to read: "(1) The Company has a Supervisory Board of seven (7) members, six (6) out of whom are elected by the General Assembly of the Company, and one (1) member as a representative of the workers is nominated in line with provisions of the law governing labour relations."

Article 36, paragraph 2 of the Articles of Association is deleted completely.

Item 2

Article 38 is amended to read: "The mandate of the Supervisory Board members shall be for a period of four years at the most. The exact duration of the mandate is determined by the decision of the General Assembly i.e. by a person or a body authorised to appoint a member of the Supervisory Board. Unless the decision on selection or appointment states otherwise, the mandate starts on the date when the decision is taken and lasts four years."

Item 3

Article 52, paragraph 2 of the Articles of Association is amended to read: "The President of the General Assembly appoints a committee for verification of applications, representation of the share capital at the General Assembly and counting of votes. The committee has three members and three deputies."

Item 4

All other provisions of the Articles of Association remain unchanged.

Item 5

In line with these amendments a consolidated wording of the Articles of Association will be made.

Ad 8) The Supervisory Board proposes the General Assembly to adopt the following decision:

DECISION
on appointment of a member of the Supervisory Board of the Company

Item 1

It is hereby established that the membership of the members of the Supervisory Board Marko Lesić, Zagreb, Tuškanac 56B, PIN: 13575321884, Ivan Peteržilnik, Zagreb, Kozarčeve stube 10, PIN: 57362195171, Vlado Čović, Šibenik, Ruže Vukman 6 PIN: 37833857103, Krešimir Ružđak, Zaprešić, Tržna 5, PIN: 03757162119, Hrvoje Markovinović, Zagreb, Vladimira Nazora 62, PIN: 01814748634, Mirela Tomljanović Radović, Zagreb, Rudeška Cesta 171, PIN: 79388401934, Marko Makek, Zagreb, Antuna Bauera 18, PIN: 14614505588 has expired.

Item 2

The following persons are selected as members of the Supervisory Board of the

Company:

1. Vlado Čović, Šibenik, Ruže Vukman 6 PIN: 37833857103
2. Hrvoje Markovinović, Zagreb, Vladimira Nazora 62, PIN: 01814748634
3. Hrvoje Habuš, Starčevićev trg 13, Zagreb, PIN 62680591601
4. Dinko Novoselec, Kranjčevićeva 44, Zagreb, PIN 35751455327
5. Željko Perić, PIN: 29113159255, Zagreb, Bukovačka cesta 145

II. Persons who cumulatively meet the following conditions have the right to participate in the work of the General Assembly and vote in the Ordinary General Assembly:

- Who are entered in the register of shares of the Company as shareholders,
- Who have applied to participate in the Ordinary General Assembly no later than six (6) calendar days prior to the day for which the Ordinary General Assembly has been scheduled, which term does not encompass the date on which the application has arrived, i.e. no later than on 13 June 2018.

The application for participation is to be submitted personally in written format to the Company headquarters, Legal Affairs Department, Room 24 or via post to the address Marijana Čavića 4, Zagreb, Legal Affairs Department.

The Register of the Company shares kept by the Central Depository and Clearing Company shall be closed on 13 June 2018. Transfers of shares carried out after that date shall not provide the right to participate in the convened Ordinary General Assembly. Each share entitles its holder to one vote.

Participation in the Ordinary General Assembly can also be done via a proxy. The power of attorney must include the names of the shareholder and the proxy, the total number of shares, i.e. available votes and the statement by the shareholder granting the right to the proxy to cast votes at the Ordinary General Assembly of the Company signed by the shareholder granting the power of attorney. The application and the power of attorney forms are integral part of this invitation and are published as its annex.

The application and the power of attorney forms as well as the access to decision proposals and materials supporting the adoption of the proposed decisions can be accessed by the shareholders on business days from 8 AM to 3 PM commencing on the date this invitation is published at the address:

- Žitnjak, M. Čavića 4, ground floor, room 24, Legal Affairs Department
- on the Company's web site www.dalekovod.hr

Shareholders who jointly hold shares equal to one twentieth of the Company's share capital have the right to request that an additional item be included in the Ordinary General Meeting's agenda, and to for this fact to be published. Each new item on the agenda must be followed by an explanation and proposal of a decision. The Company must receive the request to include an item on the agenda at least 30 days prior to the Ordinary General Assembly. The deadline does not include the date on which the request is received by the Company.

Shareholders who wish to give counter-proposals on decisions proposed by the Management Board may submit them no later than 14 days prior to the Ordinary General Assembly by submitting their counter-proposals with explanation to the Management Board. The set deadline does not include the date of receipt of the proposal by the Company.

Should the shareholders not exercise this right, they shall not lose the right to put forward counter-proposals at the Ordinary General Assembly of the Company.

At the Ordinary General Assembly the Management Board shall provide to each shareholder at their request information about the Company's activities, if that is necessary for making an informed decision about the items on the agenda. The obligation to provide information applies to legal and business relationships of the Company with affiliated companies.

In quorum is not met at the Ordinary General Assembly convened for 20 June 2018 within the meaning of Article 53 of the Articles of Association, the next Extraordinary General Assembly shall be held at the same time, at the same location, a week after the commencement of the convened General Assembly. It can arrive at a valid decision if the shareholders who are represented hold shares whose nominal value collectively exceeds 10% of the Company's share capital.

Annexes:

A)

APPLICATION

For the Ordinary General Assembly of Dalekovod d.d. to be held on 20 June 2018 at 2 PM at the address: Marijana Čavića 4, Zagreb.

I _____ (first and last name /company name) _____ (date of birth/PIN) _____ (identity card number), own _____ ordinary shares of Dalekovod d.d. with a nominal value of HRK 10,00 and I am hereby applying to participate in the Ordinary General Assembly of the Company.

Signature _____

Note: The deadline for application submission is 13 June 2018 at the latest.

Application received on _____

Signature _____

B)

POWER OF ATTORNEY

by which I _____ (first name, last name, date of birth, PIN and address of shareholder - grantor of power of attorney)

authorize:

(first name, last name, date of birth, PIN and address of proxy)

to represent me at the Ordinary General Assembly to be held on 20 June 2018. The proxy is authorized to represent me at the said Ordinary General Assembly and is especially authorized to propose, discuss, decide and vote on all items on the agenda to be decided at this Ordinary General Assembly.

The proxy has _____ votes, acquired by the grantor through registration, transfer or acquisition i.e. by purchasing _____ ordinary shares of Dalekovod d.d.

In Zagreb on _____.

Signature of the grantor _____

Received on _____

Signature

Dalekovod d.d.
Chairman of the Management Board

Alen Premužak

