

In keeping with the provisions of Article 277 of the Companies Act (hereinafter: ZTD) and provisions of Article 49 of the Articles of Association, the Management Board of the Company adopted the following decision to call the Ordinary General Assembly of Dalekovod d.d., Zagreb, at the meeting held on May 29<sup>th</sup>, 2017 and therefore, shareholders are hereby called to attend the

#### ORDINARY GENERAL ASSEMBLY

of the company Dalekovod d.d., Zagreb, Marijana Čavića 4, to be held on Friday, **July 14<sup>th</sup>, 2017 at 1:00 PM** at the Company offices in Žitnjak, Marijana Čavića 4, Zagreb.

I. The following agenda is proposed for the Ordinary General Assembly

Agenda:

1. Opening of the Ordinary General Assembly

- a) Verification of applications, powers of attorney and representation of the share capital and attendance list
- b) Confirmation that the Ordinary General Assembly has been duly convened and has the power to adopt decisions

2. Decision about the dismissal of the Deputy Chairman of the General Assembly

3. Decision about the appointment of the Deputy Chairman of the General Assembly

4. Annual Company reports for 2016:

- a) Consolidated and unconsolidated audited financial statement for 2016
- b) Audit report
- c) Managerial reports on the status of the Company and the Dalekovod Group
- d) Report of the Supervisory Board on the Company's operations

5. Decision on profit allocation for 2016

6. Decision on issuance of clearance letters to the members of the Management Board of the Company for 2016

7. Decision on issuance of clearance letters to the members of the Supervisory Board for 2016

8. Acceptance of the resignation of a member of the Supervisory Board of the Company and decision about the appointment of a new member of the Supervisory Board of the Company

9. Decision on appointment of auditor for 2017

**Ad 2) and Ad 3)** Pursuant to the proposal put forth by the company Konsolidator d.o.o. Zagreb, Nova Ves 11, a majority shareholder, the Management Board of the Company is hereby proposing to the Ordinary General Assembly to adopt the following decision:

**Ad 2)**

DECISION

on dismissal of the Deputy Chairman of the General Assembly

Item 1

Mr. Marijan Pavlović is hereby dismissed from the position of the Deputy Chairman of the General Assembly of the Company prior to the expiration of the four-year mandate.

**Ad 3)**

DECISION

on appointment of the Deputy Chairman of the General Assembly

Item 1

Pursuant to Article 51 of the Company's Articles of Association, Mr. Petar Miladin from Zagreb, Zelengaj 77, OIB/PIN: 88899511525, is hereby appointed as the Deputy Chairman of the General Assembly for a four-year mandate.

**Ad 5)** The Management Board and the Supervisory Board are proposing to the Ordinary General Assembly to adopt the following decision:

DECISION

on profit allocation for 2016

Item 1

Pursuant to the audited and adopted annual financial statements of the Company, the net profit for 2016 is HRK 25,188,020.81.

Item 2

The Company profit in Item 1 in the amount of HRK 25,188,020.81 is hereby allocated to cover losses transferred from the previous years.

**Ad 6)** The Management Board and the Supervisory Board are proposing to the Ordinary General Assembly to adopt the following decision:

DECISION

on issuance of clearance letters to the Company's Management Board

Item 1

The clearance letters are hereby issued to the members of the Management Board consisting of Alen Premužak, Helena Jurčić Šestan, Ivica Kranjčić, Marko Jurković, Ivan Kurobasa, Branimir Alujević and Mirko Leko for the 2016 business year.

**Ad 7)** The Management Board and the Supervisory Board are proposing to the Ordinary General Assembly to adopt the following decision:

DECISION

on issuance of clearance letters to the Company's Supervisory Board

The clearance letters are hereby issued to the members of the Supervisory Board consisting of Marko Lesić, Ivan Peteržilnik, Vlado Čović, Krešimir Ružđak, Marko Makek, Hrvoje Markovinović, Mirela Tomljanović Radović, Uwe Heiland and Anton Pernar for the business year 2016.

**Ad 8)** The Supervisory Board is proposing to the Ordinary General Assembly to adopt the following decision:

DECISION

on appointment of a new member of the Supervisory Board

Item 1

It has been duly noted that on May 16<sup>th</sup>, 2017 Mr. Uwe Heiland gave a written resignation notice from his membership in the Supervisory Board of Dalekovod d.d.

Item 2

Mr. Milan Račić from Oroslavje, Šipkova 12, Andraševac, OIB/PIN: 63703445330 is hereby appointed a member of the Supervisory Board.

Item 3

The mandate of the newly appointed member of the Supervisory Board, Mr. Milan Račić, shall be for a period of four years commencing with the conclusion of this General Assembly, and the mandate shall expire with the conclusion of the General Assembly that shall make a conclusion about the issuance of clearance letter to a member of the Supervisory Board for the last year of his/her mandate.

Item 4

This decision shall become effective upon the conclusion of this General Assembly.

Item 5

This decision shall be implemented in the court registry of the Commercial Court in Zagreb.

**Ad 9)** The Supervisory Board is proposing to the Ordinary General Assembly to adopt the following decision:

DECISION

on appointment of the Company auditor

Item 1

Audit company KPMG Croatia d.o.o., Ivana Lučića 2/a, Zagreb is hereby appointed as the Company's auditor.

Item 2

This decision shall become effective upon the conclusion of the Ordinary General Assembly.

III. The right to participate in the work of the General Assembly and vote in the Ordinary General Assembly have persons who cumulatively meet the following conditions, that is:

- 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 include the date on which the application has arrived, i.e. not later than July 7<sup>th</sup>, 2017.

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

The register of the Company shares maintained by the Central Depository & Clearing Company Inc. shall close by July 7<sup>th</sup>, 2017.

Transfers of shares carried out after that date shall not provide the right to participate in the convened Ordinary General Assembly. Each ordinary share gives right to a single vote.

Participation in the Ordinary General Assembly can be also 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 in the Ordinary General Assembly of the Company signed by the shareholder. The application and the power of attorney forms constitute integral parts of this invitation and are published in its annex.

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

- Žitnjak, M. Čavića 4, ground floor, room 24, Legal Affairs Department
- On the Company's website at [www.dalekovod.hr](http://www.dalekovod.hr)

Shareholders who have shares that account for one twentieth of the share capital of the Company may require that an item is included in the agenda of the Ordinary General Assembly and for that to be published. An explanation and a decision proposal must be provided with each request to include an item on the agenda. The Company must receive the request to place an item on the agenda at least 30 days prior to the Ordinary General Assembly of the Company. That deadline does not include the date on which the request is received by the Company.

Shareholders who would like to present counterproposals to the published decision proposals given by the Management Board may submit them no later than 14 days prior to the Ordinary General Assembly by submitting their counterproposals with explanations to the Management Board. The date of receipt of such counterproposal by the Management Board is not included in the specified deadline. If a shareholder does not use that right, it will not result in a loss of the right to submit counterproposals at the Ordinary General Assembly.

Upon request, at the Ordinary General Assembly, the Management Board has to inform every shareholder 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.

If a quorum is not reached at the Ordinary General Assembly of the Company convened for July 14<sup>th</sup>, 2017 as prescribed in Article 53 of the Company Statute, the next Extraordinary General Assembly shall be held at the same hour, at the same location, a week after the commencement of this convened Ordinary General Assembly and it can adopt valid decisions if shareholders whose total shares added up have a nominal value exceeding 10% of the Company's share capital are represented at it.

Annexes

A)

**APPLICATION**

For the Ordinary General Assembly of Dalekovod d.d. to be held on Friday, July 14<sup>th</sup>, 2017 at 1:00 PM at the address: Zagreb- Žitnjak, Marijana Čavića 4.

I \_\_\_\_\_ (first and last name/company name), \_\_\_\_\_

(date of birth/OIB/PIN) \_\_\_\_\_,

(identity card number), own \_\_\_\_\_ ordinary shares of Dalekovod d.d. with a nominal value of HRK 10. I am hereby applying to participate in the Ordinary General Assembly of the Company.

Signature \_\_\_\_\_

Note: The deadline for application submission is July 7<sup>th</sup>, 2017.

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

Signature \_\_\_\_\_

B)

**POWER OF ATTORNEY**

by which I: \_\_\_\_\_

(first name, last name, date of birth, OIB/PIN and address of the shareholder – power of attorney grantor)

authorize: \_\_\_\_\_

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

to represent me at the Ordinary General Assembly of the shareholders of Dalekovod d.d. to be held on July 14<sup>th</sup>, 2017.

The proxy is authorised to represent me at the mentioned 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 subscription, transfer or acquisition, that is, by purchasing \_\_\_\_\_ ordinary shares of Dalekovod d.d.

In Zagreb on \_\_\_\_\_

Signature of the grantor \_\_\_\_\_

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

Signature \_\_\_\_\_

Dalekovod d.d.  
Chairman of the Board  
Alen Premužak



(signed and stamped)