



## MANAGEMENT BOARD

Pursuant to Article 277 of the Companies Act (hereinafter referred to as CA) and Article 49 of the Company's Statutes, the Management Board passed, at its meeting held on 10 July 2014, this

### RESOLUTION TO CONVENE AN ORDINARY GENERAL MEETING OF DALEKOVOD D.D. ZAGREB

and it therefore publishes this

## NOTICE

### to the shareholders of an ordinary General Meeting of Dalekovod d.d.

to be held on Friday, **29 August 2014 at 5 p.m.** at the Company's premises at Marijana Čavića 4, Žitnjak, Zagreb.

## I.

Also provided for the ordinary General Meeting is this

### Agenda:

1. Opening of the ordinary General Meeting
  - a) Verification of registrations, powers of attorney and determination of share capital representation and a list of present shareholders
  - b) Confirming that the ordinary General Meeting was validly convened and may validly pass its resolutions
2. Removing and electing the Chairman and Deputy Chairman of the General Meeting.
3. Management Board's information about a loss equaling fifty percent of Company's share capital in accordance with Article 50, paragraph 2 of the Company Statute and Article 251 of CA
4. Company's annual reports for 2013
  - a) consolidated audited Annual Financial Statement for 2013
  - b) Company Auditor's Report
  - c) Management Board's Status Report
  - d) Supervisory Board's report on supervision of Company's affairs
5. Resolution to cover the loss for 2013
6. Giving approval to the Management Board members for 2013
7. Giving approval to the Supervisory Board members for 2013
8. Resolution to amend the Company Statutes

9. Electing four Supervisory Board members
10. Information on the appointment of an employee representative to the Supervisory Board
11. Information on own shares
12. Selection of the Company's auditor for 2014

## **II.**

### **PROPOSED RESOLUTIONS**

Following a proposal made by the Company's majority shareholder Konsolidator d.o.o., Nova ves 11, Zagreb, the Management Board proposed to the General Meeting to pass the following resolutions:

**Ad.2**

#### **RESOLUTION**

##### **to remove the Chairman and Deputy Chairman of the General Meeting**

###### Item 1

The Chairman of the General Meeting Miroslav Nikolić is hereby removed prior to the end of his four-year term.

###### Item 2

The Deputy Chairman of the General Meeting Zdenko Milas is hereby removed prior to the end of his four-year term.

#### **RESOLUTION**

##### **to elect the Chairman and Deputy Chairman of the General Meeting**

###### Item 1

Pursuant to Article 51 of the Company Statute, Hrvoje Markovinović, PIN: 01814748634, is hereby elected Chairman of the General Meeting for a term of 4 years, which term begins as of the closing of this General Meeting.

###### Item 2

Pursuant to Article 51 of the Company Statute, Marijan Pavlović, PIN: 74726318835, is hereby elected Deputy Chairman of the General Meeting for a term of 4 years, which term begins as of the closing of this General Meeting.

**Ad.3**

**RESOLUTION**

The Management Board's information on a loss equaling fifty percent of Company's share capital is hereby acknowledged.

The Management Board and Supervisory Board propose to the General Meeting to pass the following resolutions:

**Ad.5**

**RESOLUTION  
to cover the loss for 2013**

Item 1

A loss of HRK 159,390,317.74 (say: one hundred fifty nine million three hundred ninety thousand seventeen kunas and seventy four lipas) is hereby established for the fiscal year 2013.

Item 2

The Company's loss stated in Item 1 of HRK 159,390,317.74 (say: one hundred fifty nine million three hundred ninety thousand seventeen kunas and seventy four lipas) will be carried forward to future periods and will be covered from income for future periods or otherwise as envisaged by CA.

**Ad.6**

**RESOLUTION  
to give approval to the Management Board**

Item 1

The services rendered by the Management Board comprising Goran Brajdić, Marko Jurković, Krešimir Anušić and Željko Lekšić for the period up to 31 December 2013 are hereby approved and the Management Board members are hereby given approval for their management of Company's affairs in 2013.

**Ad.7**

**RESOLUTION  
to give approval to the Supervisory Board**

Item 1

The services rendered by the Supervisory Board comprising Marijan Pavlović, Nataša Ivanović, Davor Doko, Dubravko Štimac, Ante Ćurković and Viktor Miletić are hereby approved and the Supervisory Board members are hereby given approval for their supervision of Company's affairs in 2013.

**Ad.8**

**RESOLUTION  
to amend the Statutes**

Item 1

Article 36, paragraph 1 is hereby amended as follows: "The Company shall have a Supervisory Board comprising nine (9) members, eight (8) of whom shall be elected by the General Meeting and one (1) shall be elected by the Workers' Council as a representative of employees. In case no Workers' Council is constituted, such representative shall be appointed by another relevant body authorized by law to do so."

Item 2

All other provisions of the Statutes remain unchanged and in full force and effect.

Item 3

Based on these supplements, a consolidated text of the Company Statute shall be prepared.

Following a proposal made by the Company's majority shareholder Konsolidator d.o.o., Nova ves 11, Zagreb, the Supervisory Board proposed to the General Meeting to pass the following

**Ad.9**

**RESOLUTION  
to elect Supervisory Board members**

Item 1

The following persons are hereby elected Supervisory Board members:

1. **Hrvoje Markovinović**, PhD, PIN: 01814748634, Vladimira Nazora 62, Zagreb,
2. **Uwe Heiland**, M.Arch./Civ.Eng., passport number: C25WLW0KK, Eichenstr. 21, 29348 Eschede,
3. **Marko Makek**, M.Econ., PIN: 14614505588, Antuna Bauera 18, Zagreb,
4. **Mirela Tomljanović Radović**, LLM, PIN: 79388401934, Rudeška cesta 171, Zagreb

Item 2

The above Supervisory Board members Hrvoje Markovinović, PIN: 01814748634, and Mirela Tomljanović Radović, PIN: 79388401934, are elected for a term of four years, beginning as of the closing of this General Meeting and ending as of the closing of the General Meeting deciding to give approval to the Supervisory Board members for the last year of their term.

The above Supervisory Board members Uwe Heiland, passport number: C25WLW0RESOLUTION, and Marko Makek, PIN: 14614505588, are elected for a term of four years, beginning as of the date the amendments are registered in the court registry of the relevant Commercial Court and ending as of the closing of the General Meeting deciding to give approval to the Supervisory Board members for the last year of their term.

Item 3

This resolution comes into effect as of the closing of this General Meeting.

Item 4

This resolution shall be registered in the court registry of the Commercial Court in Zagreb.

The Supervisory Board proposed to the General Meeting to pass the following

**Ad.10**

**RESOLUTION  
to appoint the Company's auditor**

Item 1

Ernst&Young d.o.o., Radnička cesta 50, Zagreb, is hereby appointed Company's auditor in 2014.

Item 2

This resolution comes into effect of the closing of the ordinary General Meeting.

**III.**

Persons who cumulatively meet the below requirements may participate in the proceedings of the ordinary General Meeting and exercise their right to vote at the ordinary General Meeting:

- they must be registered as shareholders in the Company Registry of Shares,
- they must submit to the Company their registration for the ordinary General Meeting no later than seven (7) calendar days prior to the scheduled General Meeting date, i.e. no later than 21 August 2014. Such registration should be submitted to the Management Board in writing.

The Company's Registry of Company's Shares maintained by Central Depository and Clearing Company Inc. closes as of 21 August 2014.

Any share transfer carried out between seven days prior to the General Meeting date and the ordinary General Meeting closing date does not entitle to vote at such convened ordinary General Meeting. Each ordinary share entitles to one vote.

It is also possible to take part in the General Meeting through an attorney. The power of attorney must specify the grantor and the attorney, the total number of shares/votes he/she holds, attorney's authority to vote at the General Meeting and signature of the shareholder issuing the power of attorney. The forms of registration and power of attorney are an integral part of this notice and are published as an appendix thereto.

Shareholders have access to such forms of registration and power of attorney and the materials governing the proposed resolutions every business day between 8 a.m. and 3 p.m. as of the publication date of this Notice as follows:

- at M. Čavića 4, Žitnjak, ground floor, small hall
- at the Velika Gorica site, Room 203
- on the Company's website [www.dalekovod.hr](http://www.dalekovod.hr)

Shareholders holding combined shares equaling one twentieth of the Company's share capital may request that an item be placed on the agenda of an ordinary General Meeting and published. Each new item on the agenda must be accompanied by an explanation and proposed resolution. The Company must receive a request to place an item on the agenda at least 30 days prior to the date of the relevant General Meeting. This period is exclusive of the day the Company receives such request.

Shareholders who want to make a counterproposal to resolutions proposed by the Management Board may do so at least 14 days prior to the ordinary General Meeting date by providing the Management Board with an explained counterproposal. The date the proposal is received at the Company is not included in this period. If a shareholder should fail to exercise this right, this will not result in forfeiture of the right to make a counterproposal at an ordinary General Meeting.

At an ordinary General Meeting, the Management Board must provide to each shareholder at their request information about Company's affairs if this is necessary to make a judgment concerning a matter on the agenda. Such requirement to provide information also applies to Company's legal and business relations with its affiliates.

If no quorum is present at the ordinary General Meeting scheduled for 29 August 2014 within the meaning of the provisions of Article 53 of the Company Statutes, the following (contingent) extraordinary General Meeting will be held at the same time and the same place one week after the date of this General Meeting and such extraordinary General Meeting may only pass valid resolutions if shareholders holding in aggregate shares whose nominal value exceeds over 10% of the share capital are represented at such General Meeting.

DALEKOVOD d.d.  
Chairman of the Management Board  
Goran Brajdić, signed

Appendices:

A)

### REGISTRATION

for the ordinary General Meeting of Dalekovod d.d. to be held on \_\_\_\_\_ at \_\_\_\_\_ at: Marijana Čavića 4, Zagreb – Žitnjak.

I \_\_\_\_\_, date of birth: \_\_\_\_\_,  
(full name)

Identity Card number \_\_\_\_\_, a holder of \_\_\_\_\_ ordinary shares of Dalekovod d.d. having a nominal value of HRK 10, do hereby register for the ordinary General Meeting.

Signature \_\_\_\_\_

Comment:

You are required to submit your registration no later than 21 August 2014.

Registration received \_\_\_\_\_

Signature \_\_\_\_\_

B)

**POWER OF ATTORNEY**

whereby I : \_\_\_\_\_  
(full name, date of birth, PIN and address of the shareholder/grantor)

empower: \_\_\_\_\_  
(full name, date of birth, PIN and address of the attorney)

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

The attorney is authorized to represent me at such ordinary General Meeting and is in particular authorized to make proposals, discuss, decide and vote with respect to each item on the agenda to be decided at this ordinary General Meeting.

The attorney holds \_\_\_\_ votes, as acquired by the grantor as a result of subscription for, assignment or purchase of \_\_\_\_\_ ordinary shares of Dalekovod d.d.

Zagreb, \_\_\_\_\_

Grantor's signature

\_\_\_\_\_

Received this \_\_\_\_\_

Signature \_\_\_\_\_