

Pursuant to Article 277 of the Companies Act (hereinafter: CA) and Article 49 of the Company's Articles of Association, at its meeting on 20 July 2018 the Company's Board reached a decision on convening an extraordinary general assembly of the company Dalekovod d.d. Zagreb, thus the shareholders are invited to an

### **EXTRAORDINARY GENERAL ASSEMBLY**

of the company Dalekovod d.d. Zagreb, Marijana Čavića 4, that will be held on 5 September 2018 at 2 PM at the Company's premises in Žitnjak, Marijana Čavića 4, Zagreb.

- I. For the extraordinary General Assembly, we announce and suggest the following

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

1. The opening of the extraordinary General Assembly
  - a) The verification of applications, authorisations and establishing of the representation of the share capital and listing present shareholders
  - b) The confirmation that the extraordinary General Assembly is duly convened and that it may reach decisions duly
2. The decision on appointing a member of the Supervisory Board

#### **DECISION PROPOSALS**

**Ad 2.)** The Supervisory Board suggests that the extraordinary General Assembly reach the following

#### **DECISION**

##### **1**

It is determined that the member of the Supervisory Board Vlado Čović submitted an irrevocable resignation on 17 July 2018.

##### **2**

Goran Kuvsek, Sveti Duh 120a, 10000 Zagreb, PIN: 57314278616 is appointed as a member of the Supervisory Board.

##### **3**

The mandate of a member of the Supervisory Board starts on the day of adoption of the decision of the extraordinary General Assembly and lasts until the expiration of the mandate of the other members of the Supervisory Board, i.e. until 20 June 2022.

##### **4**

This decision shall enter into force upon the closing of the General Assembly.

This decision shall be entered in the court register of the Commercial Court in Zagreb.

II. The right to take part in the General Assembly and exercise the right to vote at the extraordinary General Assembly is given to persons who cumulatively fulfil the following conditions:

- that they are registered as shareholders in the Company's share records,
- that they submit an application to take part at the extraordinary General Assembly to the Company no later than six (6) calendar days before the day the extraordinary General Assembly of the Company takes place; the deadline does not include the day of the receipt of the application by the Company, i.e. by 29 August the latest.

The application for participation is submitted personally in written form at the Company's headquarters, Department for Legal Affairs, room 24 or by post to Marijana Čavića 4, Zagreb, Department of Legal Affairs.

The Company's share records at the Central Depository and Clearing Company Inc. shall be closed on 29 August 2018. The share transfer made after that date does not give the right to participate at the convened extraordinary General Assembly. Each ordinary share equals one vote.

Shareholders may participate at the extraordinary General Assembly via their proxy. The authorisation must list the authoriser and the proxy, the total number of shares, i.e. votes they have and the proxy's authorisation to vote at the extraordinary General Assembly of the Company and the signature of the shareholder issuing the authorisation. The application and authorisation forms are a constituent part of this call and are published as its annex.

The shareholders may review the application and authorisation forms, as well as decision proposals and materials that constitute the basis for making the suggested decisions on weekdays from 8 AM to 3 PM, counting from the day this invitation was published:

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

The shareholders who jointly have shares to the amount of a one-twentieth part of the Company's share capital may demand that a certain matter be put on the extraordinary General Assembly's agenda and published. Each new item on the agenda must be explained and a decision suggested. The request for putting an item on the agenda must be received by the Company at least 30 days before the extraordinary General Assembly of the Company. This deadline does not include the day of the receipt of the request by the Company.

The shareholders who wish to declare a counterproposal to the published decision proposals given by the Board may do so at least 14 days before the extraordinary General Assembly by delivering their counterproposal with an explanation to the Company. This deadline does not include the day of the receipt of the proposal by the Company. If a shareholder does not exercise this right, this shall not entail the loss of the right to submit counterproposals at the extraordinary General Assembly of the Company.

At the extraordinary General Assembly the Board shall give each shareholder, upon their request, a notification about the Company's business affairs if this is deemed necessary for deciding on the matters on the agenda. The obligation to give notifications applies to both the legal and business affairs of the Company with its related companies.

If a quorum, in terms of the provisions of Article 53 of the Company's Articles of Association, is not reached at the extraordinary General Assembly convened for 5 September 2018, the next (back-up) extraordinary General Assembly shall be held at the same time and place one week after this convened extraordinary General Assembly started and may reach valid decisions if the shareholders whose shares have a nominal value of more than 10% of the Company's share capital are present.

**Annexes:**

**A)**

**APPLICATION**

For the extraordinary General Assembly of Dalekovod d.d. That shall be held on 5 September 2018 at 2 PM at Marijana Čavića 4, Zagreb.

I \_\_\_\_\_ (Name and surname/Company name), \_\_\_\_\_  
(date of birth, PIN) \_\_\_\_\_ (ID no.), owning \_\_\_\_\_ ordinary shares of  
Dalekovod d.d. of the nominal value of 10 HRK, apply for participation at the extraordinary  
General Assembly of the Company.

Signature \_\_\_\_\_

Note: You must submit the application by 29 August 2018 the latest.

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

Signature \_\_\_\_\_

B)

**AUTHORISATION**

by which I: \_\_\_\_\_ (Name, surname, date of birth, PIN and shareholder's-authorizer's address)

authorise

\_\_\_\_\_  
(Name, surname, date of birth, PIN and proxy's address)

to represent me at the extraordinary shareholders' General Assembly of Dalekovod d.d. that will be held on 5 September 2018. The proxy is authorised to represent me at the above-mentioned extraordinary General Assembly, and especially to propose, discuss, decide and vote on all matters of the agenda that will be decided upon at this extraordinary General Assembly.

The proxy has \_\_\_\_\_ votes which the authoriser obtained by registration, cession, i.e. buying \_\_\_\_\_ ordinary shares of Dalekovod d.d.

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

Authoriser's signature \_\_\_\_\_

Received \_\_\_\_\_

Signature \_\_\_\_\_

Dalekovod, d.d.  
President of the Board



Alen Premužak

