

Pursuant to Article 277 of the Companies Act (hereinafter: the CA), the Management Board of the company Dalekovod d.d., Ulica Marijana Čavića 4, Zagreb, PIN: 47911242222 (hereinafter: the Company) on its meeting held on 27 August 2019 reached a decision on convening a General Assembly of the Company; thus, the shareholders are invited to a

## GENERAL ASSEMBLY

of the company Dalekovod d.d. Zagreb, Marijana Čavića 4, that will be held on **10 October 2019 at 14:00 h** in the Company's premises in Žitnjak, Marijana Čavića 4, Zagreb.

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

Agenda:

1. The opening of the General Assembly
  - a. The verification of applications, authorizations and establishing the representation of the share capital and listing present shareholders
  - b. The confirmation that the General Assembly is duly convened and that it may reach decisions in a duly manner
2. Decision on amendments to the subject matter of business / activity
3. Decision to adopt the brand new Articles of Association of the Company

## DECISION PROPOSALS

**Ad 2)** The Management and Supervisory Board suggest that the General Assembly reach the following decision:

### DECISION ON AMENDMENTS TO THE SUBJECT MATTER OF BUSINESS / ACTIVITY

#### Article 1

The following subject of the Company's business / activity is deleted:

- \* Geodetic survey and recording of lines and data on technical characteristics of lines
- \* Creation of line and real estate cadastre
- \* Performing state survey and real estate cadastre
- \* Surveying works for special needs
- \* elaboration of studies of permanent geodetic points for basic geodetic works
- \* elaboration of studies on measuring, marking and maintaining the state border
- \* elaboration of a draft of the Croatian Basic Map
- \* elaboration of elaboration of production of digital orthophoto maps
- \* elaboration of elaboration of detailed topographic maps
- \* elaboration of elaboration of drafting topographic maps
- \* development of cadastral survey studies
- \* elaboration of technical reambulation study
- \* elaboration of a study of translating the cadastral plan into digital form
- \* elaboration of a study of translating the digital cadastral plan into a given structure
- \* elaboration of studies for homogenization of cadastral plan
- \* development of parceling and other geodetic studies of land cadastre
- \* development of parceling and other surveying studies of real estate cadastre

- \* development of parceling and other geodetic studies for the purpose of individual implementation of cadastral parcels of land cadastre into cadastral parcels of real estate cadastre
- \* elaboration of a study of the line cadastre and professional surveying for the needs of providing geodetic services
- \* technical management of the line cadastre
- \* development of special geodetic bases for the purpose of drafting documents and spatial planning documents
- \* development of special geodetic bases for the needs of designing
- \* making geodetic studies of the condition of the building before reconstruction
- \* geodetic project development
- \* Stoning of buildings and elaboration of Stoning of a building
- \* drafting a geodetic situational draft of the constructed structure
- \* geodetic monitoring of the building under construction and elaboration of surveys of geodetic monitoring
- \* monitoring the movement of the building in its maintenance and making the survey geodetic survey
- \* geodetic work performed within urban land consolidation
- \* preparation of the project of land consolidation and land surveying which perform within the land consolidation
- \* development of special geodetic substrates for protected and protected areas
- \* expert supervision of works: preparation of studies of the cadastre of lines and professional geodetic works for the needs of providing geodetic services, technical management of the cadastre of lines, the preparation of special geodetic bases for the needs of the preparation of documents and spatial planning documents, the production of special geodetic bases for the needs of designing, the preparation of geodetic studies of the condition pre-reconstruction works, geodetic project development, construction demolition and construction demolition study, geodetic monitoring of the building under construction and development of geodetic monitoring studies, monitoring the movement of the building in its maintenance and development of geodetic monitoring elaborats, production of special geodetic bases for protected and protected areas

## Article 2

The following subject of business / activity of the Company is added:

- \* geodetic activity
- \* carriage of passengers in domestic road transport
- \* freight transport in domestic road transport
- \* transportation of persons and cargo for their own use.

## Article 3

The subject of business / activity of the Company now consists of:

- \* Manufacture of wood packaging
- \* Printing, d.n.
- \* Casting of light (non-ferrous) metals
- \* Manufacture of metal structures and parts of structures
- \* Forging, pressing, stamping and roll-forming of metal, powder metallurgy
- \* Metal processing and coating
- \* Tool production
- \* Manufacture of industrial furnaces and burners
- \* Manufacture of other special purpose machinery
- \* Production of equipment for distribution and control of el. energy

- \* Manufacture of other electrical equipment nec
- \* Site preparation work
- \* Construction of complete building structures or parts thereof
- \* Installation work
- \* Agents involved in the sale of a variety of goods
- \* Wholesale of metals and metal ores
- \* Wholesale of hardware, plumbing and heating supplies
- \* Other wholesale
- \* Restaurants
- \* Other passenger transport by road
- \* Transportation of goods (freight) by road
- \* Goods warehouse
- \* Providing advice on computer hardware
- \* Consulting and acquisition of software
- \* Data processing
- \* Database creation
- \* Other related computer (computer) activities
- \* Research and experimental development on technical and technological sciences
- \* Business and management consulting
- \* Management of holding companies
- \* Technical testing and analysis
- \* Advertising (advertising and propaganda)
- \* Other business activities, d.n.
- \* Architectural and engineering activities and technical consultancy
- \* Performing professional zoning tasks in connection with the development of expert bases for issuing location permits
- \* Construction and installation of facilities (plants and lines) for the production, management, transmission and distribution of electricity
- \* Production of power lines of all voltages with the performance of all types of construction, civil engineering and electrical installation works
- \* Execution of investment works abroad
- \* Forging and pressing steel and non-ferrous forgings
- \* International transport of goods and passengers by road
- \* International shipping
- \* Metal processing and coating by galvanizing
- \* Laying underwater and underground cables of all types and voltages
- \* Repair and maintenance of motor-pneumatic drill hammers
- \* Translation services
- \* Food preparation and catering services
- \* Preparing and serving drinks and beverages
- \* Attestation of devices with increased danger for own needs
- \* Production of forging tools (die) and casting tools (molds)
- \* Production of transmission lines, lighting poles, antenna poles, signal poles, transformer plant construction and road fences
- \* Production and servicing of induction furnaces
- \* Manufacture of self-supporting cable harness equipment
- \* Production of suspension and coupling equipment for all power lines, substations and switchgears
- \* Provision of services and consulting for ISO 9000
- \* Design of transformer stations and switchgear of all voltages
- \* Quality and quantity control services
- \* Representation of foreign companies and mediation in foreign trade
- \* Performing electrical installation work on road lighting facilities, industrial and sports facilities

- \* Execution of all construction, prefabricated and electrical installation works on electrical, energy, industrial and transport facilities, and especially including complex and specific facilities
- \* Production of equipment for contact networks for electrification of railways, city roads
- \* Electrification of railway lines with associated facilities and facilities, cableways for public transport
- \* Design of distribution and transmission lines of all voltages, transformer stations of all voltages and lighting
- \* Design of steel structures and foundations for transmission lines, transformer stations, switchgear, lighting, antennas and contact networks
- \* Testing of protection against indirect contact, continuity of protective conductor and conductor for equalization of potentials, lightning conductors, low voltage electrical installations and commissioning, testing and adjusting of relay protection of transformer stations and switchgear of all voltages, functional testing of control, regulation, signaling, alarms and registration of transformer stations and switchgear of all voltages and commissioning, testing and measurement on optical cables
- \* Testing aeolian vibration of conductors
- \* Measurement of current, voltage, voltage drop, resistance, frequency, power, energy and power factor, specific ground resistance, ground resistance, contact and step voltage, loop resistance, insulation resistance of conductors and cables of all types and voltages, lighting measurements
- \* Engineering-geological exploration works
- \* Hydrogeological exploration works
- \* Geomechanical exploration work (sounding)
- \* Geomechanical monitoring
- \* Performing training activities for the population to implement fire prevention measures, extinguish fires and rescue people and property at risk of fire
- \* Authorization for nostrification for the construction design area (for civil engineering construction projects, engineering construction projects, plumbing and sewer projects for high-rise buildings and external water and sewer projects, water projects, foundation projects and other construction projects)
- \* Nostrification Authorization for the Electrical Engineering Design Area (for electrical installation projects in buildings, electrical engineering projects, information and telecommunications engineering projects)
- \* inspection and testing services for fire extinguishers
- \* quality control and certification of quality (attestation) standards: HRN.EN.ISO 1461, B.S.EN ISO 2178, B.S.EN.ISO 1460, HRN C.A6.020, HRN C.A6.021, IEC 61284, B.S. 3288 Part 1, HRN.N.F2 010
- \* felling of trees and other vegetation for the construction of road, electricity and other infrastructure activities
- \* accounting and bookkeeping services
- \* providing staffing services and keeping personnel records
- \* measurement and calculation of high frequency electromagnetic fields from 100 kHz to 3 GHz
- \* measurement and calculation of 50 Hz low frequency electromagnetic fields
- \* measurements and noise calculation
- \* development of expert backgrounds and environmental studies
- \* expert preparation and preparation of environmental impact studies
- \* lighting budget and measurements
- \* design of metal and other structures and foundations for energy, signaling, management and protection of roads and highways
- \* Production of electricity
- \* Electricity distribution and trade
- \* Creating a hazard assessment
- \* Training workers to work safely

- \* Testing in a work environment
  - examination of physical factors
  - testing of chemical factors
- \* Construction works
  - \* Installation of protection, tunnel equipment
  - \* Temporary construction work requiring special construction and equipment
  - \* supervision of plants, equipment, installations and devices in areas threatened by explosive atmospheres
  - \* performing works in areas threatened by explosive atmospheres
  - \* technical testing, calibration, certification, analysis, repair and calibration of energy meters with the issuance of required certificates
  - \* construction of plants for the production of electricity from renewable energy sources and cogeneration
  - \* use of plants for the production of electricity from renewable energy sources and cogeneration
  - \* non-hazardous waste management
  - \* iron casting, grade
  - \* casting of light metals
  - \* casting of other non-ferrous metals
  - \* production of finished metal products
  - \* construction of public water supply facilities - reservoirs, water intakes, water conditioning devices, water tanks, pumping stations, main supply pipelines and water supply network; public sewerage buildings - sewerage and sewerage ducts, mixed sewage and sewerage ducts, collectors, pumping stations, sewage treatment plants, sludge treatment plants
  - \* construction of buildings for basic and detailed drainage drainage
  - \* geodetic activity
  - \* carriage of passengers in domestic road transport
  - \* freight transport in domestic road transport
  - \* transportation of persons and cargo for their own use.

#### Article 4

In the event that the said added activities cannot be entered in the court register of the Commercial Court in Zagreb, and in the manner described and defined in paragraph 3 of this Decision, the Supervisory Board is authorized to revise the text of the marked activities with respect to the description and definition in order to activities may be eligible for entry in the court register of the Commercial Court in Zagreb.

**Ad 3)** The Company's Management and Supervisory Board suggest the following decision for adoption to the General Assembly:

#### DECISION ON THE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

#### Article 1

The Company's Articles of Association (full text) from 20 June 2018 is fully changed and reads:

#### *ARTICLES OF ASSOCIATION Dalekovod, d.d.*

#### *GENERAL PROVISIONS*

#### *Article 1*

*These Articles of Association prescribe and determine: the company, its logo, seat, subject of business (activity), the Company's duration, the Company's share capital, nominal amount and the number of shares in the Company, types of shares and their class, the Company's bodies and their functioning, annual calculation and the use of the Company's profit, the means and publishing of the Company's notices,*


#### *NAME OF COMPANY*

##### *Article 2*

*The name of the Company is: Dalekovod, dioničko društvo za inženjering, proizvodnju i izgradnju.*

*The abbreviated Company name is: Dalekovod, d.d.*

*When dealing abroad, the Company may, along its full name, i.e. abbreviated name, use its name translated into English – Dalekovod jsc and/or into German – Dalekovod AG.*

*The name of the Company comprises a graphic sign formed as follows:  the left cathetus is green, the right red and the base is blue.*

#### *REGISTERED OFFICE*

##### *Article 3*

*The Company's registered office is in Zagreb. The Company's registered office address shall be determined and modified by the Management Board.*

#### *BUSINESS ORGANISATION AND OPERATION*

##### *Article 4*

*The Company's internal organisation shall be set forth by the Management Board.*

#### *SCOPE OF BUSINESS / COMPANY'S ACTIVITIES*

##### *Article 5*

*The Company's activities are:*

- \* Manufacture of wood packaging*
- \* Printing, d.n.*
- \* Casting of light (non-ferrous) metals*
- \* Manufacture of metal structures and parts of structures*
- \* Forging, pressing, stamping and roll-forming of metal, powder metallurgy*
- \* Metal processing and coating*
- \* Tool production*
- \* Manufacture of industrial furnaces and burners*
- \* Manufacture of other special purpose machinery*
- \* Production of equipment for distribution and control of el. energy*
- \* Manufacture of other electrical equipment nec*
- \* Site preparation work*
- \* Construction of complete building structures or parts thereof*
- \* Installation work*
- \* Agents involved in the sale of a variety of goods*
- \* Wholesale of metals and metal ores*
- \* Wholesale of hardware, plumbing and heating supplies*
- \* Other wholesale*
- \* Restaurants*

- \* *Other passenger transport by road*
- \* *Transportation of goods (freight) by road*
- \* *Goods warehouse*
- \* *Providing advice on computer hardware*
- \* *Consulting and acquisition of software*
- \* *Data processing*
- \* *Database creation*
- \* *Other related computer (computer) activities*
- \* *Research and experimental development on technical and technological sciences*
- \* *Business and management consulting*
- \* *Management of holding companies*
- \* *Technical testing and analysis*
- \* *Advertising (advertising and propaganda)*
- \* *Other business activities, d.n.*
- \* *Architectural and engineering activities and technical consultancy*
- \* *Performing professional zoning tasks in connection with the development of expert bases for issuing location permits*
- \* *Construction and installation of facilities (plants and lines) for the production, management, transmission and distribution of electricity*
- \* *Production of power lines of all voltages with the performance of all types of construction, civil engineering and electrical installation works*
- \* *Execution of investment works abroad*
- \* *Forging and pressing steel and non-ferrous forgings*
- \* *International transport of goods and passengers by road*
- \* *International shipping*
- \* *Metal processing and coating by galvanizing*
- \* *Laying underwater and underground cables of all types and voltages*
- \* *Repair and maintenance of motor-pneumatic drill hammers*
- \* *Translation services*
- \* *Food preparation and catering services*
- \* *Preparing and serving drinks and beverages*
- \* *Attestation of devices with increased danger for own needs*
- \* *Production of forging tools (die) and casting tools (molds)*
- \* *Production of transmission lines, lighting poles, antenna poles, signal poles, transformer plant construction and road fences*
- \* *Production and servicing of induction furnaces*
- \* *Manufacture of self-supporting cable harness equipment*
- \* *Production of suspension and coupling equipment for all power lines, substations and switchgears*
- \* *Provision of services and consulting for ISO 9000*
- \* *Design of transformer stations and switchgear of all voltages*
- \* *Quality and quantity control services*
- \* *Representation of foreign companies and mediation in foreign trade*
- \* *Performing electrical installation work on road lighting facilities, industrial and sports facilities*
- \* *Execution of all construction, prefabricated and electrical installation works on electrical, energy, industrial and transport facilities, and especially including complex and specific facilities*
- \* *Production of equipment for contact networks for electrification of railways, city roads*
- \* *Electrification of railway lines with associated facilities and facilities, cableways for public transport*
- \* *Design of distribution and transmission lines of all voltages, transformer stations of all voltages and lighting*
- \* *Design of steel structures and foundations for transmission lines, transformer stations, switchgear, lighting, antennas and contact networks*

- \* *Testing of protection against indirect contact, continuity of protective conductor and conductor for equalization of potentials, lightning conductors, low voltage electrical installations and commissioning, testing and adjusting of relay protection of transformer stations and switchgear of all voltages, functional testing of control, regulation, signaling, alarms and registration of transformer stations and switchgear of all voltages and commissioning, testing and measurement on optical cables*
- \* *Testing aeolian vibration of conductors*
- \* *Measurement of current, voltage, voltage drop, resistance, frequency, power, energy and power factor, specific ground resistance, ground resistance, contact and step voltage, loop resistance, insulation resistance of conductors and cables of all types and voltages, lighting measurements*
- \* *Engineering-geological exploration works*
- \* *Hydrogeological exploration works*
- \* *Geomechanical exploration work (sounding)*
- \* *Geomechanical monitoring*
- \* *Performing training activities for the population to implement fire prevention measures, extinguish fires and rescue people and property at risk of fire*
- \* *Authorization for nostrification for the construction design area (for civil engineering construction projects, engineering construction projects, plumbing and sewer projects for high-rise buildings and external water and sewer projects, water projects, foundation projects and other construction projects)*
- \* *Nostrification Authorization for the Electrical Engineering Design Area (for electrical installation projects in buildings, electrical engineering projects, information and telecommunications engineering projects)*
- \* *inspection and testing services for fire extinguishers*
- \* *quality control and certification of quality (attestation) standards: HRN.EN.ISO 1461, B.S.EN ISO 2178, B.S.EN.ISO 1460, HRN C.A6.020, HRN C.A6.021, IEC 61284, B.S. 3288 Part 1, HRN.N.F2 010*
- \* *felling of trees and other vegetation for the construction of road, electricity and other infrastructure activities*
- \* *accounting and bookkeeping services*
- \* *providing staffing services and keeping personnel records*
- \* *measurement and calculation of high frequency electromagnetic fields from 100 kHz to 3 GHz*
- \* *measurement and calculation of 50 Hz low frequency electromagnetic fields*
- \* *measurements and noise calculation*
- \* *development of expert backgrounds and environmental studies*
- \* *expert preparation and preparation of environmental impact studies*
- \* *lighting budget and measurements*
- \* *design of metal and other structures and foundations for energy, signaling, management and protection of roads and highways*
- \* *Production of electricity*
- \* *Electricity distribution and trade*
- \* *Creating a hazard assessment*
- \* *Training workers to work safely*
- \* *Testing in a work environment*
- *examination of physical factors*
- *testing of chemical factors*
- \* *Construction works*
- \* *Installation of protection, tunnel equipment*
- \* *Temporary construction work requiring special construction and equipment*
- \* *supervision of plants, equipment, installations and devices in areas threatened by explosive atmospheres*
- \* *performing works in areas threatened by explosive atmospheres*



- \* *technical testing, calibration, certification, analysis, repair and calibration of energy meters with the issuance of required certificates*
- \* *construction of plants for the production of electricity from renewable energy sources and cogeneration*
- \* *use of plants for the production of electricity from renewable energy sources and cogeneration*
- \* *non-hazardous waste management*
- \* *iron casting, grade*
- \* *casting of light metals*
- \* *casting of other non-ferrous metals*
- \* *production of finished metal products*
- \* *construction of public water supply facilities - reservoirs, water intakes, water conditioning devices, water tanks, pumping stations, main supply pipelines and water supply network; public sewerage buildings - sewerage and sewerage ducts, mixed sewage and sewerage ducts, collectors, pumping stations, sewage treatment plants, sludge treatment plants*
- \* *construction of buildings for basic and detailed drainage drainage*
- \* *geodetic activity*
- \* *carriage of passengers in domestic road transport*
- \* *freight transport in domestic road transport*
- \* *transportation of persons and cargo for their own use.*

*For the purpose of conducting business as stated in this Article, the Company may undertake all legal transactions and conclude all types of legal affairs, and in particular establish companies, subsidiaries and branches at home and abroad.*

#### **DURATION OF THE COMPANY**

##### *Article 6*

*The Company is established for an indefinite period of time and may be dissolved only in cases and in the manner determined by the law or these Articles of Association.*

#### **SHARE CAPITAL**

##### *Article 7*

*The Company's share capital amounts to 247,193,050.00 HRK (in words: two hundred forty-seven million one hundred ninety-three thousand fifty Croatian kuna).*

*The Company's share capital was paid in full.*

*The Company's share capital is divided into 24,719,305 (in words: twenty-four million seven hundred nineteen thousand three hundred and five) Ordinary shares of the face value of 10 HRK each (ten Croatian kuna).*

#### **SHARES**

##### *Article 8*

*The Company's shares are non-materialized securities in the relevant electronic records in the computer system of the Central Depository and Clearing Company Inc. (hereinafter: CDCC).*

*In relation to the Company, only the person registered in the computer system of the CDCC is valid as a shareholder.*

## COMPANY BODIES

### Article 9

*The Company's bodies are:*

- *the Management Board*
- *the Supervisory Board*
- *the General Assembly*

### *Management Board*

#### Article 10

*The Management Board consists of up to 6 (six) members.*

*The Supervisory Board decides on the number of the members of the Management Board, and especially decides on the appointment of members and the President of the Management Board. If the Management Board consists of several members, the Supervisory Board shall appoint one of them as the President of the Management Board.*

*The members of the Management Board are appointed for a mandate of a maximum of five (5) years, with the possibility of renewing their appointment.*

*The Company's Management Board carries out its affairs at its own risk.*

#### Article 11

*The Management Board is in charge of the Company's affairs and generally reaches decisions on the Management Board's meetings.*

*The President of the Management Board is entitled to a veto right. The Supervisory Board shall immediately be notified of each and every veto right exercised by the President of the Management Board.*

*The Management Board shall keep the records on decisions they reached. The Rules of Procedure of the Management Board shall determine the content and way of keeping records.*

*The Supervisory Board shall decide on the Rules of Procedure of the Management Board, which determine how the Company's business is managed.*

#### Article 12

*The President of the Board represents the Company solely and independently, whereas a member of the Management Board represents the Company together with another member of the Management Board.*

*The Management Board may give a general power to represent the Company to one or more persons, but with the prior written consent of the Supervisory Board.*

*The Management Board is authorized to give the other person a power of attorney to represent the Company.*

### *Supervisory Board*

#### Article 13

*The Company's Supervisory Board consists of seven (7) members, out of which one third is appointed by a shareholder KONSOLIDATOR d.o.o., Zagreb, Ulica Andrije Hebranga 34, PIN: 73678065415; one (1) member as a representative of employees in the Supervisory Board is*

*appointed in accordance with the provisions of the law regulating employment relationships and the other persons are elected by the General Assembly of the Company.*

*The election of the members of the Supervisory Board at the General Assembly is done by voting for each member individually, and the decision is reached by a simple majority.*

#### *Article 14*

*The newly elected Supervisory Board must be constituted within eight (8) days of the election day. The constituent meeting shall be convened and chaired by the President of the General Assembly, until the President of the Supervisory Board is elected.*

*At the constituent meeting, the members of the Supervisory Board will elect the President and the Vice President.*

#### *Article 15*

*The Supervisory Board members are elected for the period of four (4) years. The exact duration of the term of office is determined by the decision of the general assembly or by the authority authorised to appoint Supervisory Board members. If not stated otherwise in the appointment decision, the term of office starts on the day the decision was adopted and lasts 4 years.*

#### *Article 16*

*The Supervisory Board of the Company makes its decisions at meetings and may decide if the majority of members of the Supervisory Board are present at the meeting.*

*The Supervisory Board decides by a simple majority. In the case of equally divided votes, the decision reached is the one for which the President of the Supervisory Board voted.*

*The Supervisory Board may reach decisions without holding a meeting – using circular communication means (in writing, by e-mail, by telefax or by using other appropriate technical means). Such decisions must be verified at the first following meeting of the Supervisory Board.*

*The Supervisory Board determines its rules of procedure.*

*The members of the Supervisory Board of the Company are entitled to a reward for their work, in the amount appropriate for the activities they perform and depending on the condition of the Company. The remuneration for the members of the Supervisory Board is determined by the decision of the General Assembly of the Company.*

*The Supervisory Board may establish commissions. The commissions' task is to facilitate the implementation of the legal and statutory requirements of the Supervisory Board. The members of the commission are members of the Supervisory Board and experts from the areas for which each commission is competent. Depending on the degree of engagement, the Company may conclude service contracts with commission members.*

#### *Article 17*

*The Supervisory Board of the Company gives its consent for the following business decisions of the Management Board:*

- 1. the establishment of new companies or capital and/or the acquisition of new shares in companies whose nominal amount exceeds 25 percent of the share capital in those companies;*
- 2. on joint investment contracts that may be "contractual" or "investing" when the value of the transaction for which the contract is concluded exceeds 30 percent (30%) of the Company's share capital;*

3. *the purchase and sale of real estate exceeding the amount of 30 percent (30%) of the Company's share capital;*
4. *taking a loan that exceeds the amount of 30 percent (30%) of the Company's share capital;*
5. *creation of lien, fiduciary right on movable objects and real property and other security instruments such as bills of exchange, promissory notes etc., should the amount of the receivable to which the lien, assigned right or other security instrument refers, exceed 30 percent (30%) of the Company's share capital,*
6. *giving guarantees, co-borrowings and the like for other legal entities, and if the amount of guarantees, co-borrowings and other means of insurance exceeds 30 percent (30%) of the Company's share capital;*
7. *the alienation and burden of the Company's subsidiaries or of its essential part;*
8. *the increase or decrease of capital in subsidiaries and the appointment and revocation of members of their bodies, as well as bodies of other legal entities in which the Company is a member;*
9. *the Company's work programme and business plan;*
10. *other cases prescribed by law, by these Articles of Association or by special decisions of the Supervisory Board or the General Assembly.*

#### *General Assembly*

##### *Article 18*

*The General Assembly shall be convened in cases determined by law and by the Articles of Association, and must be convened when the interests of the Company require so. The General Assembly must be held in the first eight months of the business year.*

*The General Assembly is convened by the Management Board and may also be convened by the Supervisory Board.*

*The members of the Management and the Supervisory Board must participate in the work of the General Assembly.*

*The General Assembly shall be convened by written notice published in the manner in which the Company's announcements are published within the legal deadline prior to the meeting being held.*

*The shareholders of the Company that fulfil the following conditions may participate at the General Assembly:*

- *they are entered as the Company's shareholders in the computer system of the CDCC six days prior to the General Assembly and*
- *they pre-announced their participation at the General Assembly, at the business address of the Company indicated in the call for the General Assembly within the legally prescribed deadline.*

##### *Article 19*

*As a general rule, the General Assembly is held at the Company's headquarters.*

##### *Article 20*

*The shareholder participates at the General Assembly personally or through a proxy. The written power of attorney must contain the proxy's name, the name of the shareholder who issues the power of attorney, the total nominal value of the shares, the power to participate and vote on behalf of the shareholder at the General Assembly and the date of issue and the term of validity.*

#### Article 21

*The President and Vice President of the General Assembly shall be elected by the General Assembly for a period of four (4) years, at the proposal of the shareholders who together hold shares in the amount of the twentieth part of the Company's share capital.*

*The President and Vice President of the General Assembly may also be revoked before the expiry of the term of office under the same rules that apply to their appointment.*

*The Vice President of the General Assembly replaces the President of the General Assembly in the event of their inability. In the event of the inability of the President and the Vice President of the General Assembly, the meeting of the General Assembly shall be chaired by a person designated by the Supervisory Board.*

#### Article 22

*The President of the General Assembly shall participate in the preparations and chair the sessions of the General Assembly in accordance with the law and these Articles of Association.*

*The President of the General Assembly, unless otherwise specified by law or by the Articles of Association:*

- *presides over meetings of the General Assembly, decides on the order of agenda items to be discussed and voted on, on the manner of voting on individual decisions and on all procedural issues not explicitly attributed to the General Assembly by law or by these Articles of Association,*
- *is authorized to deny the decision-making on proposals that are obviously unlawful, misleading or that abuse the rights of the General Assembly and, if needed, remove a person from the General Assembly,*
- *determines the text of the decision made,*
- *signs the decisions made by the General Assembly,*
- *communicates on behalf of the General Assembly with other Company's bodies and third persons.*

#### Article 23

*The General Assembly may make valid decisions if the shareholders are present personally, represented by their proxies or legal representatives of shareholders who together hold shares whose total nominal value is more than 40% of the Company's share capital.*

*If there is no prescribed quorum at the General Assembly referred to in paragraph 1 of this Article, the next General Assembly shall be held at the same time a week after the beginning of the General Assembly referred to in paragraph 1 of this Article, and it may make valid decisions if the shareholders are represented in person, by their proxies or legal representatives of shareholders who together hold shares with a total nominal value of more than 10% of the Company's share capital.*

#### Article 24

*The right to vote at the General Assembly is exercised by the nominal amount of shares, with each ordinary share of the same nominal amount entitling the shareholder to one (1) vote.*

#### Article 25

*The General Assembly decides by simple majority, and when it is prescribed by law and these Articles of Association, by a qualified majority.*

### ANNUAL FINANCIAL REPORTS AND USE OF PROFIT

#### Article 26

*The Company's business year is equal to the calendar year.*

*After the end of the business year, the Management Board of the Company shall prepare annual reports and reports on the Company's business and submit them to the Company's auditor.*

*The Company's Management Board shall submit the Auditor's report to the Supervisory Board without delay together with the annual financial report and the report on the Company's condition without delay from when they are drawn up, at the same time submitting a proposal for a decision on the use of profit that is proposed to be submitted to the General Assembly for adoption.*

*The Supervisory Board must examine the annual financial statements, the report on the Company's condition and the proposal for a decision on the distribution of profits.*

*The annual financial statements, the reports on Company's business, the auditor's report and the proposal for a decision on the use of profit and the Supervisory Board's report on the supervision of the Company's operations must be disclosed to the shareholders in the Company's premises no later than the date of the General Meeting being convened.*

*The General Assembly, after the Supervisory Board and the Management Board determine the annual financial statements, decides on the distribution of profits. The General Assembly may decide to distribute profits to shareholders and/or distribute them to legal, statutory or other reserves and/or not to distribute them to shareholders (transferred/retained earnings) and/or use them for other purposes.*

## **BUSINESS SECRET**

### *Article 27*

*Business secrets in the Company are those documents and information related to the Company's business or the work of employees whose disclosure to unauthorized persons would be contrary to the interests of the Company.*

*Shareholders, members of the Company's bodies and employees of the Company who are acquainted with the contents of the documents or information considered as business secrets of the Company are obliged to keep the business secret of the Company. Any violation of the aforementioned duty includes the employee's liability for damages caused by the disclosure of the Company's business secret.*

*The obligation to maintain a business secrecy shall not cease even after such persons lose the status on the basis of which they are responsible for keeping the Company's business secret.*

*Information that is considered a business secret, the handling of such information, the manner of protection of business secrets, and other circumstances essential for the protection of the Company's privacy are specified in a special act. The same act also determines the persons authorized to communicate to third parties the Company's business secret, i.e. the information that is the Company's business secret. The Management Board issues an act mentioned in the previous paragraph.*

## **DISCLOSURE OF INFORMATION AND COMPANY'S NOTICES**

### *Article 28*

*If the law or the Articles of Association stipulate that the Company's information and notices are disclosed, they are published in the manner prescribed by the applicable legal regulations, as well as on the Company's website.*

#### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

##### *Article 29*

*The Statute may be amended by a decision of the General Assembly, in accordance with the law and in the manner in which the Articles of Association are adopted.*

#### FINAL PROVISIONS

##### *Article 30*

*These Articles of Association shall enter into force on the day of the registration in the court register.*

##### *Article 31*

*In the event that the additional activities referred to in Article 5 of these Articles of Association cannot be entered in the court register of the Commercial Court in Zagreb, the Supervisory Board is authorized to review the text of the activities indicated in terms of descriptions and definitions so that these activities are eligible for entry in the court register of the Commercial Court in Zagreb.*

The right to take part in the General Assembly and exercise the right to vote at the 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 General Assembly to the Company no later than six (6) calendar days before the day the 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 3 October 2019 at the latest.

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

The Company's share records at the Central Depository and Clearing Company Inc. shall be closed on 3 October 2019. The share transfer made after that date does not give the right to participate at the convened General Assembly. Each ordinary share equals one vote.

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

The shareholders may review the application and authorization forms, as well as decision proposals and materials that constitute a base for making the suggested decisions on work days from 8 AM to 3 PM, counting from the day this called was published:

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

The shareholders who jointly have shares in the amount of the 20th part of the Company's share capital may demand that a certain matter be put on the 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 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 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 a loss of right to submit counterproposals at the General Assembly of the Company.

The Board shall at the General Assembly 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 legal and business affairs of the Company with its related companies.

If a quorum, in terms of provisions of Article 53 of the Company's Articles of Association, is not reached at the General Assembly convened for 10 October 2019, the next (back-up) General Assembly shall be held at the same time and place one week after this convened 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.

Dalekovod, d.d.  
President of the Board

---

Tomislav Rosandić

**Annexes:**

**A)**

**APPLICATION**

For the General Assembly of Dalekovod d.d. that will be held on 10 October 2019 at 14:00 h at Marijana Čavića 4, Zagreb.

I \_\_\_\_\_ (Name and surname / Company's 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 General Assembly of the Company.

Signature \_\_\_\_\_

Note: You must submit the application by 10 July 2019 at the latest.

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

Signature \_\_\_\_\_

**B)**

**AUTHORIZATION**

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

authorize

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

to represent me at the shareholders' General Assembly of Dalekovod d.d. that will be held on 10 October 2019. The proxy is authorized to represent me at the above-mentioned General Assembly, and especially to propose, discuss, decide and vote on all matters of the agenda that will be decided upon at this General Assembly.

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

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

Authorizer's signature \_\_\_\_\_

Received \_\_\_\_\_

Signature \_\_\_\_\_