

In keeping with 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 in the meeting held on May 30th, 2016 adopted the following decision to call the Ordinary General Assembly of Dalekovod d.d., Zagreb, 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 15th, 2016 at 14 o'clock** at the company offices 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 the share capital and attendance list
 - b) confirmation that the Ordinary General Assembly has been duly called and has the power to adopt decisions
2. Annual Company reports for 2015
 - a) consolidated and unconsolidated audited financial statement for 2015
 - b) audit report
 - c) managerial reports on the status of the Company and the Group
 - d) report of the Supervisory Board on the Company's operations
3. Notification on the Company purchase of own shares
4. Decision on profit allocation for 2015
5. Decision on issue of clearance letters to the members of the Management Board of the Company for 2015
6. Decision on issue of clearance letters to the members of the Supervisory Board of the Company for 2015
7. Decision on acquisition of own shares
8. Decision on appointment of auditor for 2016
9. Modifications to the Articles of Association

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

DECISION ON PROFIT ALLOCATION FOR 2015

Item 1

Pursuant to audited and adopted annual financial statements of the Company, net profit for 2015 is HRK 31,149,869.81.

Item 2

Company profit in Item 1 of HRK 31,149,869.81 is allocated to cover the transferred losses from previous years.

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

DECISION ON ISSUE OF CLEARANCE LETTERS TO THE MANAGEMENT BOARD

Item 1

The clearance letter is hereby issued to Paško Vela, Adrijana Raković, Željko Lakić and Marko Jurković as members of the Management Board for the business year 2015.

Item 2

The clearance letter is hereby issued to Alen Premužak, Branimir Alujević and Miro Leko as members of the Management Board for the business year 2015.

Ad 6) The Management Board and Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

DECISION TO ISSUE CLEARANCE LETTER TO THE SUPERVISORY BOARD OF THE COMPANY

Item 1

The clearance letter is hereby issued to the members of the Supervisory Board, i.e. Marko Lesić, Ivan Peteržilnik, Vlado Čović, Krešimir Ružđak, Marko Makek, Hrvoje Markovinović, Mirela Tomljanović Radović, Uwe Heiland and Anton Pernar for the business year 2015.

Ad 7)

DECISION ON ACQUISITION OF OWN SHARES

Item 1

The Management Board of the Company is hereby authorized to acquire shares in the Company, ticker: DLKV-R-A, with a nominal value of HRK 10, through one or more acquisitions without requiring any further approval of the Supervisory Board, under the following conditions:

- The Management Board may acquire shares in the Company in the number which, including own shares already in the Company ownership, may not exceed 10% (ten percent) of the share capital of the Company,
- The highest price at which own shares may be acquired may not be above 10% or below 20% of the average market price of the share recorded during the previous day of trading.
- Prior to every acquisition the Management Board is obligated to distribute necessary reserves for own shares under the provisions of Articles 220 and 233 of the Companies Act.
- Prior to every acquisition the Management Board is obligated to comply with any other restriction under the Companies Act and other positive laws of the Republic of Croatia.
- This authorisation is valid for five years, starting from the date of the adoption of this decision.

Item 2

The Management Board has a duty to notify the General Assembly of acquisition of shares and all related facts in the first meeting following the acquisition.

Item 3

This decision will come into effect on the date of its adoption and shall remain valid while authorization granted under it is valid.

Ad 8) The Supervisory Board of the Company proposes that the General Assembly adopts the following decision:

DECISION ON THE APPOINTMENT OF COMPANY AUDITOR

Item 1

As auditor of the Company in 2016 the auditing company Baker Tilly d.o.o., Ulica grada Vukovara 269G, Zagreb, is hereby appointed.

Item 2

This decision will come into effect with the closing of the Ordinary General Assembly.

Ad 9) The Management Board and Supervisory Board of the Company have proposed and the Supervisory Board has additionally approved the draft of the proposal of modifications to the Articles of Association, and the Supervisory Board hereby proposes that the General Assembly adopts the following decision:

DECISION ON MODIFICATIONS TO THE ARTICLES OF ASSOCIATION

Article 1

Article 23 is modified and now reads "The Management Board has up to 6(six) members."

Article 2

In Article 23, paragraph 6 the words "u Narodnim novinama" are replaced with the words "under applicable legislation."

Article 3

Article 66, paragraph 1 is modified and now reads:

"(1) If under law or the company's articles of association it is prescribed that data and company releases are published, they will be published as prescribed by applicable legislation and on the web page of the Company."

Article 4

All other articles shall remain unchanged and in effect.

Article 5

Modifications to the Articles of Association shall come into effect on the date of entry in the Companies Register of the Zagreb Commercial Court.

Article 6

The Management Board of the Company is obligated to file an application for entry in the Companies Register of the Zagreb Commercial Court.

Article 7

In keeping with these amendments and modifications a consolidated version of the Company's Articles of Association will be made. The consolidated version will be made by the Supervisory Board of the Company.

III.

The right to participate in the work of the General Assembly and vote in the Ordinary General Assembly have persons that 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 not 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 on July 8th, 2016. The application is submitted to the Management Board of the Company in writing.

The register of Company shares maintained by the Central Depository & Clearing Company Inc. will be closed on July 8th, 2016.

The transfer of shares carried out after that date will not give right to participation in the Ordinary General Assembly. Every ordinary share gives right to one vote.

In the Ordinary General Assembly one can participate through a proxy. The letter of attorney has to include names of the shareholder and the proxy, total number of shares, i.e. votes, and the statement granting the right to the proxy to cast a vote in the Ordinary General Assembly of the Company signed by the shareholder. Application and power of attorney forms constitute integral parts of this call and are published as its appendix.

Application and power of attorney forms and access to proposed decisions and materials supporting the adoption of proposed decision is available to shareholders on business days between 8 a.m. and 3 p.m., from the publishing date of this call, at:

- Žitnjak, M. Čavića 4, ground floor, room 24
- Velika Gorica, room 203
- Company web 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.

With every new item on the agenda one must provide an explanation and decision proposal. Request to put an item on the agenda has to be received by the Company not later than 30 days prior to the Ordinary General Assembly of the Company. That term does not include the date on which the request was received by the Company.

Shareholders who have counterproposals on decision proposed by the Management Board may submit them not later than 14 days prior to the Ordinary General Assembly by submitting their counterproposal with explanation to the Management Board. Date of receipt of such counterproposal by the Management Board is not included in the specified term. If a shareholder does not use that right, it will not result in loss of right to submit counterproposals in the Ordinary General Assembly.

In the Ordinary General Assembly the Management Board has to inform every shareholder about the Company's activities on request 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 in the Ordinary General Assembly of the Company scheduled for July 15th, 2016 there is no quorum as prescribed under Article 53 of the Company Statute, the new Extraordinary General Assembly will be held at the same time, at the same location, a week after the commencement of this Ordinary General Assembly and can adopt valid decisions if represented shareholders together have shares with total nominal value exceeding 10% of the Company's share capital.

Appendices

A)

APPLICATION

For the Ordinary General Assembly of Dalekovod d.d. to be held on Friday, July 15th, 2016 at 14 o'clock at the address: Zagreb- Žitnjak, Marijana Čavića 4.

I _____ (name/company),

born on/Croatian tax number (OIB) _____,

identity card number _____ have _____ ordinary shares of Dalekovod d.d. with a nominal value of HRK 10 and I hereby apply to participated in the Ordinary General Assembly of the Company.

Signature

Note:

Applications are due for submission by July 8th, 2016.

Application received on

Signature

B) POWER OF ATTORNEY

by which I:

(first name, last name, date of birth, Croatian tax number and shareholder's address – power of attorney grantor)

authorize:

(first name, last name, date of birth, Croatian tax number and address of proxy)

to represent me in the Ordinary General Assembly of the shareholders of Dalekovod d.d. to be held on _____.

The proxy has the right to represent me in the Ordinary General Assembly and is especially authorized to propose, discuss, decide and vote on all items on the agenda to be decided in this Ordinary General Assembly.

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

In Zagreb on _____

Signature of the grantor

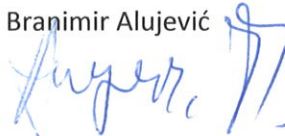
Received on

Signature

Dalekovod d.d.

Board Member

Branimir Alujević



Board Member

Helena Jurčić Šestan



DALEKOVOD
dioničko društvo za inženjering, proizvodnju i građevni
Zagreb, Republika Hrvatska, P.P. 128, M.B. 2013457