

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 2 June 2020 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, PIN: 47911242222 that will be held on **17 July 2020 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. Annual reports of the Company for 2019
  - a. consolidated and non-consolidated audited annual financial report for 2019
  - b. the Company's auditor's report for 2019
  - c. the Management Board's report on the Company's and Dalekovod group's situation for 2019
  - d. the Supervisory Board's report on performed supervision of the Company's business for 2019
3. Decision on profit allocation for 2019
4. Decision on the ratification to members of the Company's Management Board for 2019
5. Decision on the ratification to members of the Supervisory Board for 2019
6. Decision on determining the remuneration for the work of the Supervisory Board for November and December 2019
7. Decision on appointing the Company's auditor for 2020

### PROPOSED DECISIONS

**Ad 3)** The Management and Supervisory Board suggest that the General Assembly reach the following decision:

### **DECISION on profit allocation for 2019**

#### **Item 1**

Pursuant to the audited and adopted financial reports of the Company the net profit for 2019 amounts to HRK 5,800,749.41

**Item 2**

The Company profit in Item 1 amounting to HRK 5,800,749.41 is hereby allocated to cover losses incurred in the previous period.

**Ad 4)** The Company's Management and Supervisory Board suggest that the General Assembly reach the following decision:

**DECISION Ad 4a)  
on the ratification to members of the Company's Management Board**

**Item 1**

Alen Premužak, the president of the Company's Management Board, shall be ratified for the business year 2019.

**DECISION Ad 4b)  
on the ratification to members of the Company's Management Board**

**Item 1**

Ivica Kranjčić, a member of the Management Board, shall be ratified for the business year 2019.

**DECISION Ad 4c)  
on the ratification to members of the Company's Management Board**

**Item 1**

Ivan Kurobasa, a member of the Management Board, shall be ratified for the business year 2019.

**DECISION Ad 4d)  
on the ratification to members of the Company's Management Board**

**Item 1**

Tomislav Đurić, a member of the Management Board, shall be ratified for the business year 2019.

**DECISION Ad 4e)  
on the ratification to members of the Company's Management Board**

**Item 1**

Tomislav Rosandić, the president of the Management Board, shall be ratified for the business year 2019.

**DECISION Ad 4f)  
on the ratification to members of the Company's Management Board**

**Item 1**

Đuro Tatalović, a member of the Management Board, shall be ratified for the business year 2019.

**Ad 5)** The Company's Management and Supervisory Board suggest that the General Assembly reach the following decision:

**DECISION Ad 5a)**

**on the ratification to members of the Company's Supervisory Board**

**Item 1**

Hrvoje Markovinović, a member of the Company's Supervisory Board, shall be ratified for the business year 2019.

**DECISION Ad 5b)**

**on the ratification to members of the Company's Supervisory Board**

**Item 1**

Dinko Novoselec, the vice president of the Supervisory Board, shall be ratified for the business year 2019.

**DECISION Ad 5c)**

**on the ratification to members of the Company's Supervisory Board**

**Item 1**

Željko Perić, the president of the Supervisory Board, shall be ratified for the business year 2019.

**DECISION Ad 5d)**

**on the ratification to members of the Company's Supervisory Board**

**Item 1**

Vladimir Maoduš, a member of the Supervisory Board, shall be ratified for the business year 2019.

**DECISION Ad 5e)**

**on the ratification to members of the Company's Supervisory Board**

**Item 1**

Gordan Kuvsek, a member of the Supervisory Board, shall be ratified for the business year 2019.

**DECISION Ad 5f)**

**on the ratification to members of the Company's Supervisory Board**

**Item 1**

Hrvoje Habuš, a member of the Supervisory Board, shall be ratified for the business year 2019.

**DECISION Ad 5g)**

**on the ratification to members of the Company's Supervisory Board**

**Item 1**

Toni Đikić, a member of the Supervisory Board, shall be ratified for the business year 2019.

**DECISION Ad 5h)**

**on the ratification to members of the Company's Supervisory Board**

**Item 1**

Rajko Pavelić, the vice president of the Supervisory Board, shall be ratified for the business year 2019.

**Ad 6)** The Company's Supervisory Board suggest that the General Assembly reach the following decision:

**DECISION**  
**on determining the remuneration for the work of the Supervisory Board for 2019**

**Item 1**

For period of November and December 2019, for the work of members of the Supervisory Board remuneration in total amount of HRK 5,000.00 net is determined, and for the President of the Supervisory Board in total amount of HRK 7,000.00 net, which remuneration is appropriate to the work performed and state of society.

**Item 2**

This Decision shall enter into force upon the conclusion of the General Assembly.

**Ad 7)** The Company's Supervisory Board suggest that the General Assembly reach the following decision:

**DECISION**  
**on appointing the Company's auditor for 2020**

**Item 1**

The company KPMG Croatia d.o.o., Ivana Lučića 2/a is appointed as the Company's auditor for 2020.

**Item 2**

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

**II.** 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 10 July 2020 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 10 July 2020. 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 workdays from 8 AM to 3 PM, counting from the day this called was published:

- at Žitnjak location, 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 Management 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 23 of the Company's Articles of Association, is not reached at the General Assembly convened for 17 July 2020, 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



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Tomislav Rosandić



**Annexes:**

**A)**

**APPLICATION**

For the General Assembly of Dalekovod d.d. that will be held on 17 July 2020 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 2020 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 17 July 2020. 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 \_\_\_\_\_