**SUBSCRIPTION FORM**

**FOR SUBSCRIPTION OF NEW ORDINARY SHARES OF THE COMPANY DALEKOVOD, d.d.**

**SECOND ROUND**

**("Subscription Form")**

|  |  |
| --- | --- |
| **Financial Instrument Data:** | |
| **Subject:** | Public offer of new ordinary shares of the company Dalekovod, d.d. ("**New shares**") |
| **Issuer:** | Dalekovod, dioničko društvo za inženjering, proizvodnju i izgradnju |
| **Issuer's ID Number:** | 47911242222 |
| **ID of Issuer's existing shares:** | DLKV-R-A |
| **ISIN of Issuer's existing shares:** | HRDLKVRA0006 |
| **Nominal value of one instrument:** | HRK 10.00 |
| **Settlement currency:** | HRK |
| **Minimal number of New subscription shares per shareholder:** | 1.000.000 |
| **Span of New shares offered within the share capital increase process:** | Minimum of 15,000,000 and maximum of 41,000,000 New shares |
| **Price per one new share:** | 10.00 HRK |
| **Account for payment of New shares (IBAN)** | IBAN HR8823600001000000013 Zagrebačka banka d.d. |
| **Depository agent for New shares:** | Central Depository&Clearing Company Inc. |
| **Issuer's Data:** | |
| **Name and Surname / Company:** |  |
| **Residence / Seat:** |  |
| **Personal Identification Number:** |  |
| **Type of person (natural/legal):** |  |
| **Type of owner / Type of account holder:** |  |
| **Date of birth / Date of foundation** |  |
| **Citizenship / State of subscription** |  |
| *Following fields additionally fill only legal persons* | |
| **LEI\***  \**If applicable for investor* |  |
| **Legal representative** | |
| Name and Surname: |  |
| Address: |  |
| Location and postal code: |  |
| State: |  |
| **Contact person:** |  |
| **Contact information:** | |
| Phone number: |  |
| Mobile phone number: |  |
| E-mail: |  |
| Address: |  |
| Location and postal code: |  |
| **Information on subscription** | |
| **The largest number of shares which a shareholder wants to subscribe:** |  |
| **Price per one new share:** | HRK 10.00 |
| **Largest amount of payment for New shares** | [*number of subscribed New shares\*10.00 HRK*] |

*On 30 June 2021, the General Assembly made the Decision on Company's share capital increase through investments in money and/or entry of rights, decision on total exclusion of preferential rights for Investors at subscription of New shares, in accordance with the Article 308, paragraph 4 of the Companies Act, having the possibility to use the exception from the previous Prospect publication regarding the offer of securities from the Article 1/4/(d) of the Regulation (EU) 2017/1129 made on 14 June 2017 on Prospect, which is necessary to be published in the event of public offer of securities, or in the event of listing for trading on a regulated market and repealing the Directive 2003/71/EC and giving the permission to obtain shares without the obligation to publish the offer for takeover, in accordance with the stipulations of the Article 14, paragraph 1, item 3 of the Act on the Takeover of Joint-Stock Companies (hereinafter: „****Decision on share capital increase****“), which determines the increase of share capital from the amount of HRK 2,471,930.00 for the minimum amount of HRK 150,000,000.00, and maximum amount of HRK 150,000,000.00, to minimum amount of HRK 152,471,930.00, and maximum amount of HRK 412,471,930.00 through payments in money and/or entry of rights by issuing the minimum of 15,000,000 and maximum of 41,000,000 new ordinary registered shares, with individual nominal value of HRK 10.00 (hereinafter:* ***„New shares“****).*

*Final amount of the increased share capital will be equal to the product of the individual nominal value of one regular share and number of New shares which will be subscribed and fully paid (i.e. for which the stake in rights shall be entered), and it shall depend on the success of the offer, i.e. if within the given subscription and payment deadlines the minimum of 15,000,000 or the maximum of 41,000,000 New shares will be subscribed and paid. New shares are offered to the investors under the price of HRK 10.00 per one new share.*

*Share capital increase will be implemented through public offer in three rounds at most, having that the third round will only occur if all New shares are not subscribed and paid in the previous round, or if at least 150,000,000.00 of unsubscribed and unpaid shares remain after the first and the second round.*

*In the second round, the New Shares shall be offered for subscription to all interested investors (hereinafter: "****Investors****", i.e. each individually: "****Investor****"), subject to the conditions set out in this Public Invitation.*

*Minimum number of New shares which individual Investor can subscribe in the second round is* ***1,000,000 New shares*** *per Subscription Form in minimum value of HRK 10,000,000.00. Each Subscription Form in which Investor subscribes the number of New shares lower than 1,000,000 shall not be valid.*

*Tender shall be implemented without the Prospect publication, in accordance with the Article 1, paragraph 4, item (d) of the Regulation (EU) 2017/1129 provided by the European Parliament and Council, made on 14 June 2017 on necessity of Prospect publication during public offer of securities or during listing for trade on the regulated market and repealing the Directive 2003/71/EC, because the offer shall be given to the investors who obtain New shares in total minimum value of HRK 10,000,000.00 per shareholder, for each separate offer.*

*If a custodian should apply for the subscription and payment of New shares, the Subscription Form can be filled and sent by either the custodian or the final shareholder, where the custodian in the Subscription Form must give: name and surname/company, residence/seat and personal identification number (OIB) of the final shareholder. Otherwise, that Investor shall not bear the right to participate in the subscription of New shares.*

*Persons subscribing new regular shares in the name and on account of the Investors via proxy during subscription of New shares must present a special proxy certified by the public notary and the document for personal identification of the proxy holder (ID or passport).*

*Each new share shall give the right for one vote in the General Assembly of the Issuer, together with all other rights identical to the rights given by the Issuer's existing shares, in accordance with the law and Articles of Association, beginning with the day of share capital increase subscription into the Court Register of the Commercial Court in Zagreb.*

*Investors who subscribe for New Shares in the second round are obliged to pay them in full no later than 6 (six) months from the date of sending the notification on the allocation of New Shares in the second round, which the Issuer will send immediately after determining the exact number of New Shares allocated to each to each Investor in the second round (which will be no later than the next Business Day after the expiration of the subscription period of New Shares in the first and second rounds) The notice of allocation to be sent to Investors will state the number of New Shares allotted to them and the total amount to be paid for New Shares and payment instructions. Exceptionally, the aforementioned period of 6 (six) months may be shortened by the Issuer's Management Board if at least HRK 310,000,000.00 is paid in the name of New Shares during the stipulated period. In such a case, the Management Board will notify the Investors who subscribed for the New Shares in the second round and the Investors will be obliged to pay for the New Shares within at least 5 (five) Business Days from the day of sending the notification to the Investors who subscribed for the New Shares. The notice will specify the deadline for payment of the New Shares. If a certain Investor does not pay for the subscription of the New Share within the specified period, it will be considered that they have given up the subscription and the Subscription will neither bind them nor the Issuer.*

*Solely the payments received on the above given account for payment of New shares until the expiration of the related payment deadline at the latest shall be considered as valid. If the payment of an individual investor should not be received until the expiration of the related payment deadline, it shall be considered that this investor did not deliver their Subscription Form. If until the expiration of the related payment deadline the investor does not fully pay the amount of subscribed New shares, i.e. allocated shares. the amount of funds actually paid in the name of New shares subscription shall be taken into consideration for the calculation of New shares which the individual investor subscribed or was allocated to.*

*Subscription form has to be delivered by 23 July 2021 until 3 p.m. at the latest via e-mail (*[*djuro.tatalovic@dalekovod.hr*](mailto:djuro.tatalovic@dalekovod.hr)*) or personally at the address: Dalekovod d.d., Ulica Marijana Čavića 4, 10 000 Zagreb, Mr. Đuro Tatalović, working hours Mon-Fri 8 a.m. to 3 p.m.*

*If the share capital increase should not be subscribed into the Court Register of the Commercial Court in Zagreb within 12 (twelve) days, beginning from the day of the Decision on share capital increase (i.e., until 30 June 2022 at the latest, including the latter date), Subscription Form shall cease to oblige the investor, and the payment shall be returned to the investor without delay to the account number given in the Subscription Form. In such case, the Issuer shall not bear the costs of payment operations or any other costs, nor shall the interest for the period from the payment to the Issuer's account until the moment of the fund return be paid to the investors.*

*Based on the full payment for each new share, i.e., entry of other stake, and after the subscription of share capital increase into the competent court registrar, adequate number of new registered shares with the label given by the Central Depository & Clearing Company Inc. shall be issued in individual nominal value of HRK 10.00 in non-materialized form. Investors become the owners of New shares after the subscription into the Central Depository & Clearing Company Inc., and the subscription shall be implemented in accordance with the applicable acts of Central Depository & Clearing Company Inc. share capital subscription into the Court Registrar of the Commercial Court in Zagreb.*

*By signing this Subscription Form, the Investor states and confirms:*

*(i) that they are familiar with the existence and content of: a) all publicly announced documents of the Issuer published on the Issuer's website* [*www.dalekovod.com*](http://www.dalekovod.com)*; b) the Decision on share capital increase, c) Issuer's Articles of Association, d) Public announcement for subscription of New shares in the second round from 16th July 2021 and all conditions of public offer of the New shares, and that they accept them;*

*(ii) to subscribe and take over the allocated New shares;*

*(iii) the obligation to pay adequate amount of payment in the name of New shares for New shares, which amount of payment is given in this Subscription Form until the end of the related period for payment of New shares;*

*(iv) that they give their approval to the Issuer, as a process conductor, to collect, process and store in the internal database all personal data given by the investors in the Subscription Form, and that the Issuer can transfer them to the third parties, including transfers abroad, which personal data the Issuer must necessarily collect for the purpose of the public offer implementation. Personal data can be forwarded to the regulatory or tax bodies and other bodies of judiciary and executive government in order to respect the Issuer's legal obligations. The Issuer shall not give personal data out of the European Economic Area. However, if personal data should be given out of the European Economic Area, the Issuer shall ensure that: (i) the transfer is performed into the country approved by the European Commission as country which ensures adequate protection in accordance with the Article 45 of the Regulation (EU) 2016/679 (General Data Protection Regulation); (ii) there are adequate protective measures in accordance with the Article 46 of the General Data Protection Regulation; or (iii) that there is an exception for the certain situations prescribed in the Article 49 of the General Data Protection Regulation applicable to the personal data transfer.*

*The Investors can request information on data processing via following e-mail* *[osobnipodaci@dalekovod.hr](mailto:osobnipodaci@dalekovod.hr). Personal data shall be stored until it is necessary in order to comply with the valid legal obligations to which the Issuer is subject as a conductor of the processing. Investors who deliver their personal data have the right to request the access to personal dana, the correction or deletion of personal data or process restriction, as well as the right to transfer data and the right to complaint to the competent body for data protection. All data requested in the Subscription Form are necessary for the implementation of the Offer or respect of legal obligation of the Issuer as a conductor of the data process. If the Investor does not deliver necessary data or the data is not delivered in full, the Offer cannot be implemented with regards to the stated Investor.*

*The investor approves that Central Depository & Clearing Company Inc. and the Issuer can exchange all data given in this Subscription Form together with the information on account of securities deposited in the Central Depository & Clearing Company Inc. with the purpose of obtaining New shares on behalf of the investor, and that above stated investor's account is opened in their name.*

*The Investor agrees that their IBAN can be given to the Central Depository & Clearing Company Inc. for the purpose of settlement in case of trading the New shares and final payment of amounts in money which the investor obtains through subscribed and paid New shares. The Investor agrees that their above given address Central Depository & Clearing Company Inc. can use as a contact address of the investor.*

*Investor gives permission to the participants in the public offer of New shares to use their personal data, including Personal Identification Number, as well as their exchange exclusively for the purpose of his identification, realization and protection of their personal property interest in businesses related to obtaining the New shares, as well as aiming to fulfil their legal and other obligations, which can include the forwarding of the data to the third parties. The Issuer does not take any liability for incorrect or false data in this Subscription Form, or for any other damage or other consequences the Investor might experience in relation to it. Croatian law is applicable to all relations that may arise in connection with the Subscription. All disputes arising from this Subscription Form, including disputes related to the issue of its validity and legal effects, shall be finally resolved before the jurisdiction court.*

*This Subscription Form enters into force on the date specified below.*

In \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(place), \_\_\_\_\_\_\_\_\_\_ 2021 (date)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name and Surname of the authorized person investor) (Signature of the authorized person investor)

Function: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name and Surname of the authorized person investor) (Signature of the authorized person investor)

Function: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_