

## HANFA

Zagreb, 11 June 2013

Subject: **Convocation to the regular General Assembly of the company Dalekovod d.d. - changes**

**Ad 3a-iii)** On proposal of the **Supervisory Board**, the regular session of the Company's General Assembly, held on 22 July 2013, made the following

### DECISION

#### **not to ratify the Company's Management Board**

##### Item 1

The work of the President of the Company's Management Board Luka Miličić for the period up to 30 September 2012 is not approved and the President of the Management Board is not ratified for the management of the Company's operations in 2012.

**Ad 8)** Pursuant to the provision of Article 18 of the Company's Articles of Association, as well as the provision of Articles 304, 305 and 308 of the Companies Act, the regular session of the Company's General Assembly, held on 22 July 2013, made the following

### DECISION

#### **to increase the share capital by issuing regular shares and by contributing cash and rights provided that the present shareholders are denied their preemptive right**

##### Item 1

It is established pursuant to the decision of the regular session of the Company's General Assembly that the Company's share capital is decreased from the amount of HRK 286,726,500.00 for the amount of HRK 258,053,850.00 to the amount of HRK 28,672,650.00. The Company's share capital shall be decreased as of the registration date of the decision on the share capital decrease in the court register of the Commercial Court in Zagreb. Pursuant to this decision, the Company's share capital is increased from the amount of HRK 28,672,650.00 for the amount of HRK 159,216,040.00 the most to the amount of HRK **187,888,690.00** the most.

**Ad 10)** Pursuant to the provision of Article 323 of the Companies Act, the regular session of the Company's General Assembly, held on 22 July 2013, made the following

**DECISION**

**to authorize the Company's Management Board to increase the share capital within 5 years by contributing the amount of up to HRK 60 million, by issuing new shares having a nominal value of HRK 10 per share, provided that the shareholders who acquired their shares in the Company against cash payments are denied their preemptive right pursuant to the decision of the regular session of the Company's General Assembly of 22 July 2013**

Item 1

The Company's Management Board is authorized to increase the Company's share capital within 5 years of this decision's registration date in the court register, with the Supervisory Board's consent, by contributing from the amount of HRK **187,888,690.00** for the amount of HRK 60 million the most to the amount of HRK **247,888,690.00** the most, by issuing new shares having a nominal value of HRK 10, provided that the shareholders who acquired their shares in the Company against cash payments are denied their preemptive right pursuant to the decision of the regular session of the Company's General Assembly of 22 July 2013.

**Ad 11)** Pursuant to the provision of Article 70 of the Company's Articles of Association as well as the provision of Articles 301 and 303 of the Companies Act, regular session of the Company's General Assembly, held on 22 July 2013, made the following

**DECISION**

**to amend the Company's Articles of Association**

Item 1

Article 7 of the Articles of Association is entirely replaced by the new text that reads as:

*"(1) The Company's share capital is HRK **187,888,690.00 (hundred and eighty-seven million eight hundred and eight thousand six hundred ninety kuna and zero lipa).***

*(2) The Company's share capital has been paid completely.*

*(3) The Company's share capital is divided to **18,788,869 (eighteen million seven hundred eighty-eight thousand and eight hundred sixty-nine)** regular registered shares, having a nominal value of HRK 10.00 (ten kuna) per share."*

Item 2

Article 18 c) of the Articles of Association is entirely replaced by the new text that reads as:

*"The Company's Management Board is authorized to increase the Company's share capital within 5 years of this decision's registration date in the court register, with the Supervisory Board's consent, by*



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*contributing from the amount of HRK **187,888,690.00** for the amount of HRK 60 million the most to the amount of HRK **247,888,690.00**, by issuing new shares having a nominal value of HRK 10, provided that the shareholders who acquired their shares in the Company against cash payments are denied their preemptive right pursuant to the decision of the regular session of the Company's General Assembly of 22 July 2013 under Item **8** of the Agenda.*

*If the Management Board uses the right to increase the Company's share capital within the regulated period in compliance with this decision, the Supervisory Board is authorized to prepare the final draft of the Articles of Association with appropriate changes being the consequence of such increase of the share capital and issuing of new shares ."*

\*The remaining text of the Convocation shall remain unchanged.

Respectfully,

President of the Supervisory Board

Marijan Pavlović, personally