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HANFA/HINA

The Subject Matter: **Konsolidator submits the Binding offer for the Recapitalization of Dalekovod**

Zagreb, January 23, 2014 – please find attached the Binding Offer for the Recapitalization, received as of today by the company Dalekovod d.d.

Dalekovod d.d.

Konsolidator d.o.o.
Nova Ves 11, Zagreb

Mr Goran Brajdić
President of the Managing Board
Dalekovod d.d.
M. Čavića 4, Zagreb

Zagreb, January 23, 2014

The Subject Matter: The Binding Offer for the Recapitalization of the Company Dalekovod d.d.

Dear Mr Brajdić

The company Dalekovod d.d. (hereinafter referred to as "Dalekovod", "the Company") entered on April 2, 2013, into an Administrative settlement with the Company's creditors. The recapitalization of the Company, and the amount thereof, within the framework of achieved settlement, are defined not only as key elements, but also as prerequisites for fulfilling the Administrative settlement achieved hereunder.

Hereby, Konsolidator d.o.o., Nova Ves 11, Zagreb, PIN 73678065415 (hereinafter referred to as "Konsolidator"), a company in majority owned by Nexus Private Equity Partneri d.o.o., on behalf of Nexus FGS, the private equity fund management company with a private offer, **submits the Binding Offer for the Recapitalization of the company Dalekovod d.o.o. (hereinafter "the Company") in the amount of HRK 150,000,000.00** (in words: one hundred and fifty million kunas) (hereinafter referred to as: "the Binding Offer").

Namely, this Binding Offer is a continuation of the earlier Binding Offer submitted by Konsolidator for the capital increase of the Company dated as of May 17, 2013, which was modified on two occasions, on July 17, 2013 and August 27, 2013, but which was withdrawn upon the expiry of the last modification on July 15, 2013 due the first time refusal of the Administrative settlement by the Commercial Court as well as uncertainty regarding further development of the procedure and state of the Company.

This Binding Offer for the Recapitalization of the Company is identical to the initial one submitted on May 17, 2013 and as such, it is conditioned by preliminary cumulative fulfilling of the following terms:

1. The resolution of the Commercial Court confirming the conclusion of the Administrative settlement must be final.
2. The Company's Assembly shall adopt decisions pursuant the concluded Administrative settlement regarding:

- i. simple decrease in the subscribed capital for covering accumulated losses due to decrease in the nominal value of shares from HRK 100.00 to HRK 10.00;
- ii. increase in the subscribed capital by deposits in rights, by inscription of claims of the creditors under the Administrative settlement into the subscribed capital up to the maximum amount of HRK 9,216,040.00, and by issue of 921,604 new shares having a nominal value of HRK 10.00 and price of HRK 100.00 per one share, alongside with the exclusion of the right to first refusal of the existing shareholders;
- iii. the approval granted to the Managing Board to increase the subscribed capital within the term of 5 years by payments of money for the amount of HRK 60 million, by issue of new shares having a nominal value of HRK 10.00 and price of HRK 100.00 per one share, alongside with the exclusion of the right to first refusal of the shareholders that acquired their shares of the Debtor by payment of money pursuant the Paragraph 3.i.;

3. The Company's Assembly shall adopt following decisions:

- i. The decision on the increase in the subscribed capital by payments of money executed by Konsolidator in the amount of HRK 150 million, by issue of new shares having a nominal value of HRK 10.00 and price of HRK 100.00 per one share, alongside with the exclusion of the right to first refusal of the existing shareholders;
- ii. The decision on releasing Konsolidator from the liability to announce the public offer for remaining shares of the Company, after the Company's capital has been increased.

4. The Company's Assembly shall adopt the decision on revocation of existing members of the Company's Supervising Board (except a member thereof appointed by the Workers' Council as the representative of employees), or, as an alternative, all members thereof shall submit their resignations (except a member thereof appointed by the Workers' Council as the representative of employees). The aforesaid shall be effective by the end of 60 days period counting from the date when Konsolidator executed the capital increase hereunder.

Konsolidator is equally determined today as we were in the May 2013 regarding the intention to increase the capital of the Company, and we are hoping that the same shall be completed as soon as possible, in accordance with the legal procedure. All that in order to enable the Company to focus on realising the business plan as presented during the procedure of the Administrative settlement. Konsolidator's exclusive interest is to participate in the capital increase of the Company with total amount of HRK 150 million. This amount has been determined by achieved Administrative settlement, all under previously mentioned conditions. Konsolidator has no interest to participate in the capital increase thereof with the lesser amount or under conditions that are different from conditions as stated hereunder.

Also, we are still considering that the Company's Managing Board should undertake all steps to enable the execution of the second round of the capital increase thereof in the amount of HRK 60 million by the existing shareholders, as it has been foreseen by concluded Administrative settlement and pursuant the subject matter resolution of the Company's Assembly adopted on July 22, 2013; all this should be done as soon as possible after the capital increase of the Company with HRK 150 million being executed by Konsolidator. Namely, besides the fact that the second round of the capital increase successfully performed will additionally strengthen the Company in a sense of capital, the same shall affirm, without any doubt, that the existing shareholders support strategic goals set by the new Company's Managing Board, which are, in the first place, more significant presence and competitiveness in foreign markets.

We are considering that the concluded Administrative settlement together with the planned capital increase hereunder shall be the only solution for establishing unhindered business operations, and a good baseline for building firm foundations of successful business operations and development of the Company in the future.

We believe that the stated balance sheet restructuring as well as continuation of thorough changes in the method of Company's management and leadership, combined with the existing quality staff and Company's references, ensure a quality base for the Company's prosperity on domestic as well foreign markets in days to come.

Regarding all previously mentioned, the intention of Konsolidator through the capital increase hereunder is to enable necessary balance sheet restructuring of the Company, keeping quality staff, and introducing the best possible global and market practices of corporative management and business operations. These would directly enable the Company to step out on foreign markets once more and in a stronger way and, as a result, to contribute to generating the new, additional value for all shareholders of the Company.

This Binding Offer shall be valid until March 15, 2014.

Sincerely Yours,

Krešimir Ružđak

Director

(Signed in his own hand)