

Pursuant to Article 277 of the Companies Act (hereinafter: CA) and Article 18 of the Company's Articles of Association, at its meeting on 8 March 2021 the Company's Board reached a decision on convening General Assembly of the company Dalekovod d.d., thus the shareholders are invited to

## **GENERAL ASSEMBLY**

of the company Dalekovod d.d. Zagreb, Marijana Čavića 4, that will be held on 21 April 2021 at 2 PM at the Company's premises in Zagreb, Marijana Čavića 4.

I. For General Assembly, we announce and suggest the following

### **Agenda:**

1. The opening of General Assembly:
  - a. The verification of applications, authorisations and establishing of the representation of the share capital and listing present shareholders
  - b. The confirmation that the extraordinary General Assembly is duly convened and that it may reach decisions duly
2. The decision on appointing members of the Supervisory Board
3. The decision on appointing a member of the Audit Board

### **DECISION PROPOSALS**

**Ad. 2)** The Supervisory Board suggests that General Assembly reach the following

#### **2. a) DECISION ON APPOINTING A MEMBER OF THE SUPERVISORY BOARD**

##### **Article 1**

Krešimir Kukec, Zagreb, Jankovačka Street 24, PIN: 49353984179 is appointed as a member of the Supervisory Board.

##### **Article 2**

The mandate of Supervisory Board member begins on the day of the election and lasts four years.

##### **Article 3**

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

##### **Article 4**

This decision shall be entered in the court register of the Commercial Court in Zagreb.

#### **2. b) DECISION ON APPOINTING A MEMBER OF THE SUPERVISORY BOARD**

##### **Article 1**

Dinko Novoselec, Zagreb, Kranjčevićeva 44, PIN: 35751455327 is appointed as a member of the Supervisory Board.

##### **Article 2**

The mandate of Supervisory Board member begins on the day of the election and lasts four

years.

**Article 3**

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

**Article 4**

This decision shall be entered in the court register of the Commercial Court in Zagreb.

**2. c) DECISION ON APPOINTING A MEMBER OF THE SUPERVISORY BOARD**

**Article 1**

Irena Weber, Zagreb, Rapska Street 65, PIN: 22832175271 is appointed as a member of the Supervisory Board.

**Article 2**

The mandate of Supervisory Board member begins on the day of the election and lasts four years.

**Article 3**

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

**Article 4**

This decision shall be entered in the court register of the Commercial Court in Zagreb.

**2. d) DECISION ON APPOINTING A MEMBER OF THE SUPERVISORY BOARD**

**Article 1**

Dalibor Balgač, Zagreb, Sveti Duh 210, PIN: 51360994621 is appointed as a member of the Supervisory Board.

**Article 2**

The mandate of Supervisory Board member begins on the day of the election and lasts four years.

**Article 3**

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

**Article 4**

This decision shall be entered in the court register of the Commercial Court in Zagreb.

Explanation:

Members of the Supervisory Board Hrvoje Markovinović, Zagreb, Street Vladimira Nazora 38, PIN: 01814748634, Dinko Novoselec, Zagreb, Kranjčevićeva 44, PIN: 35751455327, Toni Đikić, Zagreb, Lastovska 40, PIN: 54673046291 and Gordan Kuvek, Zagreb, Sveti Duh 120a, PIN: 57314278616 resigned, so the Supervisory Board proposes to the General Assembly to make decisions on the election of members of the Supervisory Board, as stated in the proposed decisions under items 2. a), 2. b) 2. c) and 2. d).

**Ad. 3) The Supervisory Board suggests that General Assembly reach the following**

**DECISIONS ON APPOINTING MEMBER OF THE AUDIT BOARD**

**Article 1**

Krešimir Kukec, Zagreb, Jankovačka Street 24, PIN: 49353984179 is appointed as a member of the Audit Board.

## **Article 2**

The mandate of Audit Board member begins on the day of the election and lasts until the expiration of the mandate of other members of the Audit Board, ie until 20/06/2022.

## **Article 3**

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

## **Article 4**

This decision shall be entered in the court register of the Commercial Court in Zagreb.

Explanation:

Member of the Audit Board Gordan Kuvek, Zagreb, Sveti Duh 120a, PIN: 57314278616 resigned, so the Supervisory Board proposes to the General Assembly to make decisions on the election of a member of the Audit Board, as stated in the draft decision under item 3.

**II. The right to take part in the General Assembly and exercise the right to vote at the extraordinary 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 extraordinary General Assembly to the Company no later than six (6) calendar days before the day 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 14 April 2021 at the latest.

The application for participation is submitted personally in writing at the Company's headquarters, Department for Legal Affairs, room 5 or by post to Marijana Čavića 4, Zagreb, Department for Legal and Human Resources Affairs.

The Company's share records at the Central Depository and Clearing Company Inc. shall be closed on 14 April 2021. 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 extraordinary General Assembly via their proxy. The authorisation must list the authoriser and the proxy, the total number of shares, i.e. votes they have and the proxy's authorisation to vote at the extraordinary General Assembly of the Company and the signature of the shareholder issuing the authorisation. Use of application and authorisation forms is recommended and they are a constituent part of this call and published as its annex.

The shareholders may review the application and authorisation forms, as well as decision proposals and materials that constitute the basis for making the suggested decisions on weekdays from 8 AM to 3 PM, counting from the day this invitation was published:

- at location Zagreb, Marijana Čavića 4, ground floor, room 5, Department for Legal and Human Resources Affairs
- on the Company's web pages [www.dalekovod.hr](http://www.dalekovod.hr)

With the aim of preventing the spread of COVID-19 and protecting the health of its shareholders and employees, the Company applies all prescribed measures of the Civil Protection Headquarters of the Republic of Croatia. In order to implement the above-mentioned measures, and in particular the measures of the prescribed maximum number of participants in indoor gatherings, shareholders are recommended to exercise their right to participate in the General Assembly by granting a power of attorney. For this purpose, the company has hired and will

bear the costs of attorneys to represent shareholders at the General Assembly, namely the law firm Mamić Perić Reberski Rimac, which shareholders can give power of attorney at the location of the law office in Zagreb, Ul. Ivana Lučića 2a, 10000 Zagreb, every working day from the announcement of the invitation to the General Assembly, with prior notice by phone to the following number: 014818972 and / or e-mail to: mprr@mprr.hr.

The shareholders who jointly have shares to the amount of a one-twentieth part of the Company's share capital may demand that a certain matter be put on 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 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 extraordinary 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 the loss of the right to submit counterproposals at the extraordinary General Assembly of the Company.

At the General Assembly, the Board shall 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 the provisions of Article 23 of the Company's Articles of Association, is not reached at the General Assembly convened for 21 April 2021, the next (back-up) General Assembly shall be held at the same time and place one week after this convened extraordinary 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

Tomislav Rosandić



**Annexes:**

**A)**

**APPLICATION**

For General Assembly of Dalekovod d.d. That shall be held on 21 April 2021 at 2 PM at  
Marijana Čavića 4, Zagreb.

I \_\_\_\_\_ (Name and surname/Company 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 extraordinary  
General Assembly of the Company.

Signature \_\_\_\_\_

Note: You must submit the application by 14 April 2021 at the latest.

Application received \_\_\_\_\_

Signature \_\_\_\_\_

**B)**

**AUTHORISATION**

by which I: \_\_\_\_\_  
(Name, surname, date of birth, PIN and shareholder's-authoriser's address)

authorise

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Name, surname, date of birth, PIN and proxy's address)

to represent me at the extraordinary shareholders' General Assembly of Dalekovod d.d. that will be held on 21 April 2021. The proxy is authorised 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 authoriser obtained by registration, cession, i.e. buying \_\_\_\_\_ ordinary shares of Dalekovod d.d.

In Zagreb, \_\_\_\_\_

Authoriser's signature \_\_\_\_\_

Received \_\_\_\_\_

Signature \_\_\_\_\_