

Pursuant to Article 277 of the of the Companies Act, the Management Board of the company Dalekovod d.d., Zagreb, Ulica Marijana Čavića 4, Personal Id. No. (OIB): 47911242222, at its session held on 12 April 2024, brought the decision to call the General Assembly of Dalekovod d.d. Therefore, shareholders are invited to the

## **GENERAL ASSEMBLY**

of the company Dalekovod d.d., Zagreb, Ulica Marijana Čavića 4, Personal Id. No. (OIB): 47911242222 (hereinafter: the Company) which will be held on 10 June 2024 at 12:00 hours in the Company's premises in Zagreb, Ulica Marijana Čavića 4.

I The following Agenda is declared and proposed for the General Assembly:

Agenda:

1. Opening of the General Assembly, verification of applications and powers of attorney and determination of share capital representation, compilation of the list of present and represented shareholders and confirmation that the General Assembly has been properly convened and may pass valid decisions
2. Company's annual reports for 2023
  - a. Consolidated and non-consolidated revised annual financial report for 2023
  - b. The report of the Company's auditor for 2023
  - c. Reports of the Management Board on the state of the Company and the Dalekovod Group for 2023
  - d. Supervisory Board report on the performed supervision over the management of the Company's operations for 2023, including the Report on the relations with associated companies for 2023
3. Decision on the coverage of loss for 2023
4. Decision on approval of actions to the members of the Company's Management Board for 2023
5. Decision on approval of actions to the members of the Company's Supervisory Board for 2023
6. The Decision on the election of the Company's auditor for 2024
7. Report on the remuneration to the members of the Management Board and the Supervisory Board
8. Decision on the approval of the Remuneration Policy for the members of the Management Board

The Management Board and the Supervisory Board jointly propose to the Company's General Assembly to adopt decisions under items 3, 4, 5 and 7, and the Supervisory Board proposes to adopt the decision under items 6 and 8 of the Agenda. The General Assembly will not pass the decision under item 2, but take knowledge of it.

## **PROPOSALS FOR DECISIONS**

**Ad 3)** The Management Board and the Supervisory Board propose to the General Assembly to adopt the following decisions:

### **DECISION on the coverage of loss for 2023**

#### **Item 1**

Based on the Company's annual financial reports that have been revised and adopted, loss after taxes for 2023 is HRK 4,745,587.58.

#### **Item 2**

The Company's loss referred to in point 1 of this Decision will be covered from the loss planned for realization in the next periods.

**Ad 4)** The Company's Management Board and Supervisory Board propose to the General Assembly to adopt the following decisions:

### **DECISION on approval of actions to the Company's Management Board**

#### **Item 1**

Approval of actions is given to the members of the Company's Management Board for managing company operations in 2023.

**Ad 5)** The Company's Management Board and Supervisory Board propose to the General Assembly to adopt the following decisions:

### **DECISION on approval of actions to the Company's Supervisory Board**

#### **Item 1**

Approval of actions is given to the members of the Company's Supervisory Board for supervising company operations in 2023.

**Ad 6)** The Company's Supervisory Board proposes to the General Assembly to pass the following decision:

### **DECISION on the election of the Company's auditor for 2024**

#### **Item 1**

KPMG Croatia d.o.o., Ivana Lučića 2/a, Zagreb is appointed auditor of the Company's operations for 2024.

**Ad 7)** The Company's Management Board and Supervisory Board propose to the General Assembly to adopt the following decisions:

### **DECISION on the remuneration to the members of the Management Board and the Supervisory Board**

### **Item 1**

The Report on the remunerations in 2023 the Company undertook to pay to each member of the Management Board and the Supervisory Board who performed this duty in 2023, which Report on the remunerations in 2023 was revised in accordance with the provision of Article 272.r of the Companies Act, is approved.

### **Item 2**

This decision does not impose any obligation on the Company nor grant any rights to the members of the Management Board and the Supervisory Board who performed this duty in 2023.

**Ad 8)** The Company's Supervisory Board proposes to the General Assembly to pass the following decision:

## **DECISION on the approval of the Remuneration Policy for the members of the Management Board**

### **Item 1**

Remuneration Policy for the members of the Management Board was established by the Company's Supervisory Board of 12 April 2024.

### **Item 2**

It is established that the Remuneration Policy for the members of the Management Board of 10 May 2022 is repealed.

**II** The Company's Shareholders who meet the following conditions may participate at the General Assembly:

- they have applied for participation at the General Assembly in advance by a notice sent to the address of the Company's seat indicated in the invitation to the General Assembly within the legally prescribed deadline; and
- they are entered as holders of shares in the computer system of the Central Depository and Clearing Company (Središnje klirinško depozitarno društvo d.d. - SKDD), Heinzlova 62a, 10000 Zagreb, OIB: 64406809162 (hereinafter: SKDD) on the last day when they were allowed to register for participation at this General Assembly pursuant to the previous item.

In order to be able to participate at the General Assembly and exercise voting rights in accordance with the ratio of shares held in an escrow account registered to Središnje klirinško depozitarno društvo d.d., Heinzlova 62a, 10000 Zagreb, TIN: 64406809162 (hereinafter: "SKDD"), shareholders with a ratio of shares held in that account and owning together one or more shares of stock in the Company, shall request the Company to transfer their shares to their account, and in case of more shareholders, to their joint securities account that should be previously opened with SKDD for that purpose. The company shall, upon any such request received, instruct SKDD to transfer a number of shares from the escrow account to the shareholders' account or joint account. Pursuant to Article 228 of the Companies Act, the shareholders are required, based on the shares held in the joint securities accounts, to elect a joint representative who will represent them at the General Assembly. To that end, a power of attorney form enclosed with this invitation may be used, provided it is signed by all the holders of those shares. All participation requests based on those shares must be submitted to the Company within the previously defined deadline (no later than 3 June 2024). Should the shareholders have any questions related to the exercise of the rights based on the ratio of

shares held in the escrow account, they can contact the Company at the phone number 01/2459-770 on working days from 8 am to 3 pm.

The application for participation is submitted in person and in writing at the Company's headquarters, the Office for Legal and Personnel Affairs or by mail to the address Ulica Marijana Čavića 4, Zagreb, Office for Legal and Personnel Affairs.

The register of the Company's shares kept with the SKDD closes on 3 June 2024. The transfer of shares made thereafter shall not grant any right to participate at the General Assembly meeting. Each ordinary share grants the right to one vote.

It is also possible to participate at the General Assembly meeting by naming an attorney-in-fact. The power of attorney shall indicate the principal and the shareholder granting the power of attorney, the total nominal value of shares, the authorization to participate and vote on behalf of the shareholder at the General Assembly as well as the date of issue and the expiry date. Application forms and powers of attorney are an integral part of this call and are published as its annex and may be used as such.

Application forms and powers of attorney, as well as insight into materials underlying the proposed decisions are available for review to shareholders on working days from 8 am to 3 pm, starting from the date of publication of this invitation, as follows:

- at the address: Ulica Marijana Čavića, Zagreb, Office for Legal and Personnel Affairs,
- on the Company's website: [www.dalekovod.hr](http://www.dalekovod.hr).

Shareholders who jointly hold shares in the amount of one twentieth part of the Company's share capital may request an item to be added to the agenda of the General Assembly meeting and be published. Each new item on the agenda must be accompanied by an explanation and a proposal for a decision. The request for placing an item on the agenda must be received by the Company at least 30 days before the date of the Company's General Assembly meeting. The day on which the Company receives the request is not included in this deadline.


Shareholders who wish to state a counter-proposal to the published proposals for decisions given by the Company's Management Board may do so at least 14 days before the day of the General Assembly meeting, by submitting their counter-proposal to the Company's Management Board with an explanation. The day of receipt of the proposal to the Company is not included in the specified deadline. If the shareholder does not use the mentioned right, that does not result in the loss of the right to submit a counter-proposal at the Company's General Assembly meeting.

At the General Assembly of the Company, the Company's Management Board must provide each shareholder, at his request, with information on the Company's affairs if this is necessary for the assessment of the issues on the agenda. The obligation to give notice also applies to the Company's legal and business relations with related companies.

If there is no quorum at the General Assembly meeting convened for 10 June 2024 within the meaning of the provisions of Article 22 of the Company's Articles of Association, , i.e. if shareholders holding together shares in a total nominal value of at least 75 % of the Company's share capital are not represented, the next (backup) General Assembly meeting shall be held at the same time one week after the scheduled beginning of this General Assembly meeting, and such backup General Assembly shall validly decide under the condition that shareholders holding shares in a total nominal value of at least 51 % of the Company's share capital are represented personally, through their attorneys-in-fact or legal representatives.

Participants are invited to come to the General Assembly, on the day of holding of the General Assembly, at least one hour before its scheduled start for the purpose of the participants' timely registration and creating the list of participants at the General Assembly by the Committee responsible for verifying the applications and the representation of share capital. Upon registration, the shareholders, that is, their proxies or representatives, shall show the Committee the legally prescribed valid identification document, and those participants who are legal entities shall also submit the excerpt from the court register or another relevant register in which the legal entity is registered or another appropriate public document, unless this has been carried out upon the submission of the application for participation at the General Assembly.

Dalekovod d.d.  
Chairperson of the Board



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Eugen Paić-Karega

**Enclosures:**



Dalekovod d.d.  
Member of the Board



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Tvrtko Zlopaša

## APPLICATION FOR PARTICIPATION

I hereby apply to participate at the General Assembly of Dalekovod d.d., Zagreb, Ulica Marijana Čavića 4, to be held on 10 June 2024 at 12:00 hours at the address of Ulica Marijana Čavića 4, Zagreb.

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(Shareholder's name and surname/company name)

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(Address/residence or shareholder's seat)

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(Personal Id. No. (OIB) for natural and legal entities)

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(Identity card number only for natural entities)

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(Total number of shares)

Date:

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Signature of the shareholder/authorized person:

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**POWER OF ATTORNEY**

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(Shareholder's name and surname/company name)

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(Address/residence or shareholder's seat)

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(Identity card number and OIB/only OIB for legal entity)

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(Total number of shares)

I hereby authorise the below attorney-in-fact to submit on my behalf and for my account the application for participation at the General Assembly of Dalekovod d.d., Zagreb, Ulica Marijana Čavića 4, to be held on 10 June 2024 at 12:00 in Zagreb, to represent me at said General Assembly, to participate in its work on my behalf and for my account, and to vote on all decisions brought at said General Assembly.

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(Proxy's name and surname/company name)

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(Address/residence or shareholder's seat)

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(Proxy's OIB)

Date of issue and expiry date:

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Signature of the shareholder/authorized person:

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