

Pursuant to Article 277 of the Companies Law, the Company Management Board reached a Decision on convening the General Shareholders' Meeting of Dalekovod d.d. Zagreb at the Session held on 26 April 2010, and issued the following

INVITATION
to shareholders to attend the General Shareholders' Meeting of
Dalekovod d.d. Zagreb

to be held on **12 June 2010** (Saturday) at **10.00** a.m. at the headquarters of the Company at **Žitnjak**, Ul. M. Čavića 4, Zagreb

For the regular General Shareholders' Meeting the following **Agenda** is suggested:

- 1 Opening of the General Shareholders' Meeting
 - a) Verification of registrations, authorizations and establishing the representation of the initial capital and list of present shareholders
 - b) Confirmation that the General Shareholders' Meeting was convened in a proper way and that it can reach valid decisions
- 2 Annual Company's Reports for 2009
 - a) Report of the Management Board on the Company condition
 - b) Report of the Company's Auditor
 - c) Report of the Supervisory Board about the performed supervision of the Company operations
 - d) Annual Financial Report and Consolidated Financial Report for 2009
- 3 Decision on allocation of profit for 2009
- 4 Issuing releases to Members of Company's Management Board for 2009
- 5 Issuing releases to members of Company's Supervisory Board for 2009
- 6 Reaching a Decision on termination of the previous Supervisory Board due to the expiry of mandates of the Members of the Supervisory Board
- 7 Appointment of new members of the Supervisory Board
- 8 Notification on appointment of the representatives of workers in the Supervisory Board
- 9 Notification about treasury shares
- 10 Decisions on acquisition of treasury shares
- 11 Amendments of the Company's Article of Association
 - a) Decision on supplementation of the scope of activities
 - b) Decision on amendments of the Articles of Association
- 12 Appointment of the Company's Auditor for 2010

DRAFT DECISIONS

The Company's Management Board and the Supervisory Board invite the General Shareholders' Meeting to reach the following decisions:

Agenda Item 2 c) The Report of the Company's Supervisory Board on the performed supervision of business operation in 2009 is adopted.

Agenda Item 3

DECISION on profit allocation

Art. 1

Gross profit for the business year 2009 to the amount of 111.512.732,69 kunas (say: one hundred and eleven million five hundred and twelve thousand and seven hundred and thirty two kunas and sixty nine lipas) has been established.

Art. 2

Net profit amounting to 88.934.841,01 kunas (say: eighty eight million nine hundred and thirty four thousand eight hundred and forty one kunas and ona lipa) has been established.

Art. 3

An amount of 720.000,00 kunas (say: seven hundred and twenty thousand kunas) shall be allocated to statutory reserves for all payments to the members of the Supervisory Board's Commission pursuant to Art. 62 of the Company's Articles of Association.

Art. 4

The General Shareholders' Meeting shall appoint the Company's Management, in case of a justified requirement, to carry out any changes in earmarking of funds specified in Art 3 hereof so as to allocate the above to other reserves in compliance with the limits prescribed by the law and the Company's Articles of Association.

Art. 5

It has been established that the remaining net profit after allocation for the purposes specified in Article 3 hereof shall amount to 88.214.841,01 kunas (say: eighty eight million two hundred and fourteen thousand eight hundred and forty one kunas and one lipa).

Art. 6

The remaining profit to the amount of 88.214.841,01 kunas (say: eighty eight million two hundred and fourteen thousand eight hundred and forty one kunas and one lipa) shall be allocated to other Company's reserves.

Explanation with reference to Decision under Agenda Item 3

By the proposed Decision the realized profit from the business year 2009 shall be retained at the Company's as a reserve. The Company shall in this way strengthen the capital position and ensure further strengthening of foundations for its long-term stable and safe business operations.

Agenda Item 4)

Activities of the Company's Management Board have been approved and the Management Board Members have been granted a release for performed Company' business operations in the year 2009.

Agenda Item 5)

Activities of the Supervisory Board have been approved and the Supervisory Board Members have been granted a release for performed supervision over management of Company's affairs in the year 2009.

Explanation with reference to Decisions under Agenda Items 4) and 5)

Due to the successful completion of the business year 2009 and an exceptionally good business result in 2009, the way in which the Management and Supervisory Board have managed the Company in 2009 have been approved by these Decisions.

Agenda Item 6)

The Company's Management and Supervisory Board suggest to the General Shareholders' Meeting to reach the following

DECISION

Article 1

It has been established that due to the expiry of the mandate, the functions of the previous members of the Supervisory Board shall expire:

- 1 Marijan Pavlović, born on 25 Feb 1958, Ružmarinka 17, Zagreb
- 2 Željko Poljak, born on 25 Aug 1945, Nova cesta 19, Zagreb
- 3 Anđa Bošković, born on 24 Feb 1956, Gospodarska 16, Zagreb
- 4 Ivan Radotić, born on 28 Oct 1953, I. Kanalski put I. odvojak 7, Zagreb
- 5 Alda Zaninović, born on 27 Aug 1952, Nartska 22, Zagreb
- 6 Velimir Đurđević, born on 23 Aug 1964, Ivanićgradska 3, Zagreb
- 7 Dinko Markoljević, born on 23 Sep 1973, Bana Josipa Jelačića 30, Gunja

Article 2

The mandate of the members of the Supervisory Board shall expire upon conclusion of the General Shareholders' Meeting.

Agenda Item 7) The Company Management Board and Supervisory Board shall, pursuant to a valid suggestion of a group of shareholders, propose to the General Shareholders' Meeting to select six members of the Supervisory Board, based on a list of proposed candidates, and reach a decision on the selection of candidates.

Article 1

A List of proposed candidates for the selection of members of the Supervisory Board:

1. Jerko Bakula, born on 13 Oct 1950, PIN 52319667582, Samoborski Novaki, Obrovec 11
2. Ilija Barišić, born on 13 June 1968, PIN 33854709596, Samobor, Domaslovec, Posavska 21
3. Ante Blagović, born on 11 May 1964, PIN 43198901138, Zagreb, Pavlenski put 5N
4. Mihael Brandvajner, born on 1 Dec 1949, PIN 87044540664, Zagreb, Cernička 41
5. Anto Brnić, born on 31 May 1943, PIN 68504002536, Zagreb, Zinke Kunc 7
6. Petar Đukan, born on 11 Dec 1940, PIN 45397072037, Zagreb, Božidara Magovca 121
7. Velimir Đurđević, born on 23 Aug 1964, PIN 15530079750, Zagreb, Ivanićgradska 6
8. Nedeljko Grden, born on 10 June 1969, PIN 31186818743, Sesvete, Vrbovečka 13
9. Marko Kozina, born on 20 July 1952, PIN 52948566094, Zagreb, Drenovačka 7
10. Ivo Marfat, born on 5 May 1971, PIN 16211485760, Zagreb, Sv. Mateja 43
11. Marijan Pavlović, born on 25 Feb 1958, PIN 74726318835, Zagreb, Ružmarinka 17
12. Ivan Radotić, born on 28 Oct 1953, PIN 868631122566, Zagreb, I. Kanalski put, I. odvojak 6

Article 2

The mandate of the selected members of the Supervisory Board shall last for four years and shall start running by conclusion of this General Shareholders' Meeting. The mandate shall expire by conclusion of the General Shareholders' Meeting at which a release shall be issued to Members of the Supervisory Board for the past year of their mandate.

Article 3

This Decision shall come into force on the day of conclusion of this General Shareholders' Meeting.

Agenda Item 10 a)

DECISION on acquisition of treasury shares

Article 1

The Company's Management Board is authorized to acquire treasury shares depending on the financial situation of the Company and if there are any justified reasons for that.

Article 2

The shares acquired in accordance with this Decision together with treasury shares already owned by the Company may not surpass ten per cent (10%) of the Company's initial capital.

Article 3

The highest, or the lowest price, shall be the market price of acquisition of shares on the organized securities market.

The price mentioned in the previous Paragraph shall refer to the price within the framework of future stock exchange prices of Company's shares at the time when acquisition of the above shares is approved.

Paragraph 1 and 2 herein shall also apply accordingly to acquisition of shares outside the organized securities market.

Article 4

This authorization for acquisition of treasury shares shall be valid at most 18 months reckoning from Conclusion of the General Shareholders' Meeting.

Article 5

The Company's Management Board shall, due to reasonable reasons, be authorized to withdraw its treasury shares, taking care not to incur damage to Company's shareholders and creditors.

Agenda Item 10 b)

DECISION

by which the Company's Management Board and Management Boards of Companies that are dependable on Dalekovod d.d. Zagreb are authorized to acquire treasury shares

I

The General Shareholders' Meeting shall, pursuant to Article 233 of the Companies Act, authorize the Company's Management Board to acquire treasury shares until their nominal value reaches one-tenth of the Company's initial capital. The General Shareholders' Meeting shall, pursuant to Art. 237 of the Companies Act and according to corresponding application of Art. 233 of the Companies Act authorize the Management Board to delegate the Management Board of companies that are dependable on the Company Dalekovod d.d. Zagreb to acquire the shares of Dalekovod d.d. until their nominal value, together with the nominal value of shares held directly by Dalekovod d.d. Zagreb, reaches one-tenth of the Company's initial capital.

II

The authorization as laid down in the previous Article herein shall be valid for the period of 18 months, reckoning from the date of reaching the decision by the General Shareholders' Meeting, by which the Management Board shall be authorized to acquire treasury shares pursuant to Art. 233 of the Companies Act.

III

The Management Board and Management Boards that are dependable on Dalekovod d.d. Zagreb are obliged to pay treasury shares, at the most, at the average stock exchange price on the day of acquisition of treasury shares. Further, the Management Board and Management Boards that are dependable on Dalekovod d.d. Zagreb are authorized to acquire treasury shares also outside the stock exchange, provided that they are obliged to respect the shareholders' equity principle.

Agenda Item 11 a)

**DECISION
on amendments of the scope of activities**

Article 1

Article 5, Paragraph 1 shall be amended in such a way that a new indent shall be added after the last indent:

- *Collection, use and/or disposal of waste (treatment, burning and any other way of waste disposal, or special waste disposal category,
- *Transport of waste for the needs of others,
- *Collection of waste for the needs of others,
- *Mediation in organization of use and/or waste disposal on behalf of others
- *Hire of vehicles

Article 2

In case the above additional activities cannot be entered into the court register of the Court of Commerce in Zagreb, in a way described and defined in Article 1 hereof, then the Supervisory Board shall be authorized to revise the text of marked activities in terms of description and definition in order for the activities to be eligible for entering into the court register of the Court of Commerce in Zagreb.

Agenda Item 11 b)

**DECISION
on amendments of the Articles of Association**

Article 1

Provision of Article 11, Paragraph 2, shall be deleted.

Article 2

Article 24 shall be amended in such a way that now it shall read as follows:

“The Management Board shall consist at least of 4 (three) and at utmost of 5 (five) members, including also deputies of members, and directors, of which one shall act as President of Management Board.
Regulations for Members of Management Board shall also refer to Deputy Members of Management Board.”

Article 3

Provision of Article 25, Paragraph 1, shall be amended and it shall read now as follows:

“Decision on the number of Members and Deputy Members of the Management Board, as well as a special decision on appointment of Members, Deputy Members of the Management Board and President of the Management Bard shall be reached by the Supervisory Board”.

Article 4

Provision of Article 42, Paragraph 1, Section 2, shall be amended and it shall now read as follows:

“shall reach a decision on number of Members and Deputy Members of the Management Board in compliance with Article 24 and a special decision on appointment of Members, Deputy Members of the Management Board and President of Management Board.”

Article 5

In Article 46 a new Section shall be added after Section 9 and it shall read as follows:

“about listing of company shares on a regulated market for the sake of trading and about withdrawal of shares from listing”.

Article 6

In Article 49 a new Paragraph 6 shall be added and it reads as follows:

“A shareholder can vote at the General Shareholders’ Meeting also through its authorized representative. If the shareholder authorizes more than one person, the Company has a right to refuse to accept one or several authorizations granted in such a way. Power of attorney, its revocation and proving that it has been given in relation to the Company, should be issued in a written form, if no other form has been anticipated by the Articles of Association.

At companies where shares have been listed on a regulated market for the sake of trading, electronic communication is allowed for transfer of proofs that an authorization has been given.

Article 7

In Article 50, Paragraph 2 is amended and it reads now as follows:

“Decision on convening the General Shareholders’ Meeting includes: Company and Company headquarters, time and place of holding the above Meeting, data on the convener and agenda of the General Shareholders’ Meeting”.

Article 8

In Article 50, Paragraph 3 shall be amended in such a way that it now reads:

“The Invitation to the General Shareholders’ Meeting shall lay down the content of the decision to convene the General Shareholders’ Meeting, conditions that should be met for participation at the General Shareholders’ Meeting and premises for exercising the voting right. Further, according to circumstances, it should also lay down the Deadline until when the evidence should be submitted to the Company according to Article 279, Paragraph 3, of the Company Act, Voting procedure through authorized representatives, Shareholders’ rights pursuant to Article 278, Paragraph 2; Article 282, Paragraph 1; Article 283 and Article 287, Paragraph 1 of this Company Act, provided that the data can be limited only to deadlines for exercising the rights, if reference is made to other explanations that are available on the Company web page, and finally the Company web page with available notifications according to Article 280 of the “Company Act”.

Article 9

In Article 50, Paragraph 4 shall be amended and it reads as follows:

“Convening of the General Shareholders’ Meeting must be announced at least one month before it is held, provided that the date when the invitation is announced is not included in the above period.”

Article 10

In Article 63, and Paragraph 2, after Section 3, Section 4 shall be added as follows:

“amount of other additional payments of shareholders into the company shareholders’ equity”.

Article 11

In Article 63 c) the word “balance” should be replaced by words “reports on the financial condition”.

Article 12

In Article 72 after the Paragraph 9 a new Paragraph is amended:

“Amendments of the Articles of Association to be made at the General Shareholders’ Meeting on 12 June 2010 shall come into force on the day of entering into the court register of the Court of Commerce in Zagreb.”

Agenda Item 12)

The Supervisory Board suggests to the General Shareholders’ Meeting to reach a decision that the auditing company Pricewaterhousecoopers d.o.o. Zagreb, A. von Humboldta 4 shall be appointed as the auditing company for business operations of the Company in 2010.

II

The right to participate in the operation of the General Shareholders’ Meeting and exercise of the right to vote at the General Shareholders’ Meeting shall be granted to persons who cumulatively fulfill the following requirements:

- Registered as shareholders at the Company’ Share Register,
- submitted to the Company a registration form for the General Shareholders’ Meeting, at the latest within 7 calendar days before the established date for holding the General Shareholders’ Meeting, i.e. until 4 June 2010. The registration form shall be submitted in a written form to the Company’s Management Board.

The Company’s Share Register shall be kept at the “Središnje klirinško depozitarno društvo d.d.” and shall be closed on 4 June 2010.

Transfer of shares made within the period of seven days before holding the General Shareholders’ Meeting until the closure of the General Shareholders’ Meeting shall not entitle the person to participate at the convened General Shareholders’ Meeting.

Each regular shares gives right to one vote.

Registration forms and authorizations and access to the draft decisions and materials that served as a basis for reaching the suggested decisions shall be available to shareholders each work day from 8 a.m. to 3 p.m., starting from the date of issuing this Invitation at the following locations:

- at the location of Žitnjak, M. Čavića 4, small hall on the ground-floor
- at the location of Velika Gorica, Room No. 203
- on the Company's web pages.

At the General Shareholders' Meeting shareholders can also vote through their representatives.

Registration forms and authorizations are a component part of this Invitation and are published as attachment thereof.

If in the first convocation of the General Shareholders' Meeting a prescribed quorum is not achieved, the General Shareholders' Meeting in the second convocation shall be held at the same place on Saturday, on 19 June 2010.

DALEKOVOD d.d.

Luka Miličić, M.Sc.C.E.

President of Management Board