Pursuant to Article 240, paragraph 3 of the Companies Act, and Article 11, paragraph 3 of the Articles of Association of the company Dalekovod d.d., with its seat in Zagreb, Marijana Čavića 4, Tax Id. No. (OIB): 47911242222 (hereinafter: the Company), the Supervisory Board, at its meeting held on 28 March 2024, adopts the following

RULES OF PROCEDURE ON THE WORK OF THE MANAGEMENT BOARD OF THE COMPANY DALEKOVOD D.D.

CONTENT OF THE RULES OF PROCEDURE

Article 1

These Rules of Procedure of the Management Board (hereinafter: the Rules of Procedure) regulate matters relevant to the work of the Management Board, in particular:

- management of the Company's business operations and the scope of duties of the members of the Management Board,
- convening Management Board meetings,
- holding Management Board meetings and adopting decisions,
- rules for preventing conflicts of interest;
- cooperation and relationship with the Supervisory Board,
- other matters relevant to the work of the Management Board.

MANAGEMENT OF THE COMPANY'S BUSINESS OPERATIONS AND THE FUNCTION OF THE MEMBERS OF THE MANAGEMENT BOARD

Article 2

The Management Board manages the Company's operations pursuant to the law, the Articles of Association of the Company and management contracts, in the manner prescribed by these Rules of Procedure.

The provisions of these Rules of Procedure shall be binding on all members of the Management Board, as well as on all other persons participating in the work of the Management Board, the preparation of meetings and the work during meetings.

Article 3

Through membership in supervisory boards, through general assemblies and other acts established with subsidiaries, the Management Board coordinates, directs, supervises and monitors the operation of subsidiaries (hereinafter: the Dalekovod Group).

The allocation of responsibilities and scope of duties of the members of the Company's Management Board constitute Appendix 1 and form an integral part of these Rules of Procedure.

Article 4

Each member of the Management Board shall perform the duties within their respective scope independently and at their own responsibility, with the care of a prudent businessman, and shall make all decisions exclusively in the interest of the Company.

Notwithstanding paragraph 1 of this Article, where matters concern key issues of business policy or matters falling within the scope of responsibility of the other members of the Management Board, the member of the Management Board shall submit such matters for decision-making by the entire Management Board.

In cases of doubt as to whether a matter falls under paragraph 2 of this Article, the entire Management Board shall decide.

In performing its duties, the Management Board of the Company shall not be bound by instructions from other bodies of the Company, nor by instructions from the shareholders or the Supervisory Board, subject to the conditions set out in Article 7 of these Rules of Procedure.

Article 5

Regardless of the scope of responsibility of the members of the Management Board under Article 3 of these Rules of Procedure, all the members of the Management Board shall be responsible for the overall management of the Company's operations.

The members of the Management Board shall inform one another at Management Board meetings about activities in the areas falling within the scope of responsibility of the other members of the Management Board. All actions undertaken by an individual member of the Management Board based on the internal allocation of duties shall be deemed actions of the Management Board as a whole, and all the members of the Management Board shall be responsible for them.

The Members of the Management Board may, through the Management Board, influence the prevention of damage to the Company and the introduction of certain improvements or amendments within the scope of responsibility of the other members of the Management Board.

Each member of the Management Board has the right to request that the Management Board decide on any matter falling within the scope of responsibility of another member of the Management Board.

Article 6

The members of the Management Board shall inform the Management Board of all important matters and the progress of activities within their respective scope of responsibility.

The Management Board shall coordinate the management of activities in individual areas with the common objectives, strategy and plans of the Company as a whole.

Article 7

Regardless of the allocation of responsibilities for managing the Company's activities among members of the Management Board pursuant to Article 3 of these Rules of Procedure, the following matters shall fall within the competence of the entire Management Board:

- matters which, pursuant to the law or the Articles of Association, are decided by the entire Management Board;
- decisions, transactions and measures which the Management Board may adopt or undertake pursuant to the law, the Articles of Association, a resolution of the Supervisory Board or these Rules of Procedure only with the consent of the Supervisory Board;
- strategic management, business plan and financial-operational reports on the Company's operations;
- preparation of the Company's financial statements and consolidated financial statements of the Dalekovod Group;

- submitting proposals for resolutions and reporting to the Company's Supervisory Board and the General Assembly in accordance with applicable regulations, the Articles of Association and these Rules of Procedure;
- purchase, sale, transfer, pledging or other disposal of real estate, shares and/or other securities and interests in other companies held by the Company, including the acquisition and disposal of own shares;
- exercising membership rights held by the Company in other companies;
- appointment and dismissal of directors in the Company;
- adoption of business acts and procedures whose adoption falls within the competence of the Management Board;
- deciding on granting powers of attorney for the execution of agreements and undertaking other legal transactions;
- matters referred to in paragraphs 2 and 3 of Article 4 of these Rules of Procedure; and
- internal audit.

If the Articles of Association and/or the Rules of Procedure of the Supervisory Board provide that the Management Board may adopt certain decisions or undertake certain legal transactions only with the prior consent of the Supervisory Board, the Management Board shall be obligated to obtain such consent.

Article 8

For the purpose of preparing and drafting certain proposals for resolutions or carrying out specific tasks, the Management Board may establish temporary or ad hoc expert, working or advisory bodies of the Management Board (boards, working groups, committees and similar bodies). The scope of competence and composition of such bodies may be determined in greater detail by the decision of the Management Board establishing such bodies.

CONVENING MANAGEMENT BOARD MEETINGS

Article 9

The Management Board shall hold meetings whenever required by the circumstances, but as a rule once a week.

Meetings shall be convened by the Chairman of the Management Board or by a person authorised by the Chairman to convene meetings on their behalf. The notice of the meeting shall specify the proposed agenda. Each member of the Management Board may request that specific items be included in the proposed agenda of the meeting.

Any member of the Management Board is authorized to convene a meeting of the Management Board at any time. In the event of the absence of the Chairman of the Management Board, the oldest member of the Management Board shall convene and chair meetings of the Management Board.

The members of the Management Board shall submit to the Secretary of the Management Board all the materials relating to individual agenda items no later than 3 (three) working days before the holding of the meeting.

The Secretary of the Management Board shall deliver to all the members of the Management Board, not later than 24 hours before the meeting, an invitation containing the proposed agenda and the materials for the Management Board meeting.

After the meeting is adjourned, the Secretary of the Management Board shall prepare the minutes which shall be signed by all the members of the Management Board and the

Secretary.

If, due to the obligations of the members of the Management Board, the meeting cannot be held at the scheduled time, the same procedure shall be applied and adjusted for the Management Board meeting when it is subsequently scheduled.

Where required by reasons of urgency, or if the members of the Management Board unanimously decide so, exceptions to this provision shall be allowed.

Article 10

The meetings of the Management Board shall be held at the Company's seat.

In justified cases, a meeting of the Management Board may also be held outside the Company's seat. In such a case, the location of the meeting shall be determined by the Management Board.

Article 11

Only members of the Management Board and persons invited by any member of the Management Board may attend a meeting of the Management Board.

If a member of the Management Board is unable to participate in the work of a meeting, they must inform the Chairman of the Management Board thereof prior to the meeting, stating the reasons for their inability to attend.

In the event of inability to attend or absence of a member of the Management Board, such member may appoint another member of the Management Board to replace them at the meeting. The absent member of the Management Board shall inform the Chairman of the Management Board of such replacement.

A member of the Management Board replacing an absent member shall express their position at meetings of the Management Board in accordance with the instructions of the absent member, as a rule in written form.

Article 12

A quorum for a meeting of the Management Board shall exist if all the members of the Management Board are present. The Management Board shall adopt decisions by a majority of ¾ of the votes of all the members of the Management Board.

In cases where the Management Board of the Company is unable to adopt a decision on a particular matter by the prescribed majority, or where members of the Management Board prevent the decision-making process either by failing to participate in a meeting of the Management Board or by abstaining from voting, and such situation continues for at least 15 (fifteen) days, the provisions of the Articles of Association of the Company shall apply.

Article 13

Before opening a meeting, it shall be established whether all the conditions for holding the meeting have been fulfilled, including the existence of a quorum.

If a quorum does not exist at a meeting of the Management Board, the meeting shall be postponed and a new meeting shall immediately be convened, which meeting must be held not later than 48 hours from the date on which the original meeting was scheduled.

At the beginning of the meeting, a decision shall be made on the proposed agenda. The members of the Management Board present at the meeting may propose amendments to the agenda. Decisions on proposals for amendments to the agenda shall be made through a voting procedure regarding their inclusion in the agenda.

For each agenda item, the person designated for that purpose shall give an opening statement if any member of the Management Board so requests.

Following the opening statement, each member of the Management Board shall have the right to discuss the matter on the agenda.

After the member of the Management Board chairing the meeting determines that a particular matter has been discussed to the extent that the discussion may be concluded, they shall invite the members to vote and adopt a decision on the matter.

Decisions shall be adopted by public vote, by a show of hands.

A member of the Management Board must abstain from voting in cases where a decision concerns their individual right or legal interest.

Article 14

Minutes shall be kept of every meeting of the Management Board.

The minutes shall contain:

- the ordinal number of the meeting;
- date and place of holding the Meeting;
- the names and surnames of present and absent members of the Management Board, with an indication of the reasons for their absence;
- the names, surnames and positions of present persons who are not members of the Management Board, as well as the name and surname of the person taking the minutes;
- the time of commencement and adjourning of the meeting;
- the adopted agenda;
- proposals presented under individual agenda items on which decisions were made at the meeting;
- decisions adopted under each agenda item, together with the voting results.

Each member of the Management Board shall have the right to request that their personal opinion on an individual matter discussed under an agenda item be recorded separately in the minutes.

The minutes to which no objections have been raised, or minutes in which amendments have been made in accordance with the accepted objections, shall be deemed approved.

Minutes and other materials from Management Board meetings, decisions and other acts adopted by the Management Board shall be kept by the Secretary of the Management Board.

Each minutes, decision and other act adopted by the Management Board shall have its own ordinal number consisting of the meeting number, the ordinal number of the decision or other act, and the date of the holding of the meeting.

MANAGEMENT BOARD MEETINGS AND ADOPTION OF DECISIONS

Article 15

At the meetings of the Management Board, decisions shall be adopted on matters falling within the competence of the entire Management Board. Furthermore, at Management Board meetings, the members of the Management Board shall inform one another of all important matters within their respective scope of responsibility.

Decisions of the Management Board may also be adopted outside a meeting by voting in writing, by telephone, telegram, fax, via teleconference or video call, or by using other suitable technical means, provided that no member of the Management Board objects to such method without delay.

Article 16

For those decisions and activities of the Management Board for which, pursuant to the Articles of Association of the Company, the prior consent of the Supervisory Board is required, the Management Board shall be obligated to obtain such consent before adopting the decision.

RULES FOR PREVENTING CONFLICT OF INTEREST

Article 17

A conflict of interest, for the purposes of these Rules of Procedure, means any situation in which a member of the Management Board has an objective private interest that conflicts or competes with the interests of the Company and that may result in business decisions of the Company being made, in whole or in part, on the basis of such personal interest, to the detriment of the Company's best interests. For the purpose of preventing conflicts of interest, the members of the Management Board shall be guided by, without limitation, the following rules:

- in conducting the Company's business, the members of the Management Board shall act in the best interests of the Company. No member of the Management Board may act in their own personal interest or use business opportunities intended for the Company for personal benefit;
- Members of the Management Board shall, without undue delay, inform the Supervisory Board and the other members of the Management Board of any personal interest in matters relating to the Company's business operations;
- if the Management Board considers a matter at a meeting that concerns the personal or business interest of one of its members, that member shall not participate in the decision-making process relating to that matter;
- in conducting the Company's business, the members of the Management Board shall not disclose or use information obtained by virtue of their office for their own benefit or for the benefit of third parties;
- material transactions between the members of the Management Board, persons related to them and the Company shall require the prior approval of the Company's Supervisory Board.

COOPERATION AND RELATIONSHIP WITH THE SUPERVISORY BOARD

Article 18

The Management Board and the Supervisory Board shall cooperate closely in the best interests of the Company, in accordance with the applicable laws, the Articles of Association, and the Company's internal acts.

The Management Board shall provide the Supervisory Board, in a timely and comprehensive manner, with information on all the facts and circumstances that may affect the operations, financial position and assets of both the Company and the companies within the Dalekovod Group.

OTHER PROVISIONS

Article 19

The Management Board shall have a Secretary to the Management Board, who shall be responsible for preparing meetings and ensuring that the work of the Management Board proceeds smoothly. The Secretary to the Management Board shall be appointed by the Management Board at the proposal of the Chairman of the Management Board.

The Secretary to the Management Board shall be responsible for keeping the minutes of Management Board meetings, performing all administrative and professional duties for the Management Board both during and outside meetings, collecting and preparing materials for the operation of the Management Board and ensuring their distribution.

Article 20

The decisions of the Management Board shall not be published, except where such publication is required by law, the Articles of Association, other general act of the Company or a decision of the Management Board.

Article 21

The Management Board shall supervise the implementation of the decisions and other acts it has adopted. The member of the Management Board whose area of authority and responsibility includes the matter in respect of which the Management Board has adopted a decision or other act shall regularly report to the Management Board on the manner in which such decision or act is being implemented.

Each member of the Management Board shall, without undue delay, inform the Management Board of any issue arising in connection with the implementation of any decision or other act of the Management Board as soon as they become aware of such issue, and shall propose to the Management Board an appropriate solution for resolving it.

Article 22

Any amendments to these Rules of Procedure shall be adopted in the same manner and in accordance with the same procedure prescribed for the adoption of the original text of these Rules of Procedure.

In case of any doubt regarding the application of any provision of the Management Board's Rules of Procedure, the Supervisory Board shall provide the authoritative interpretation.

These Rules of Procedure shall enter into force upon their adoption. Upon the entry into force of these Rules of Procedure, the Management Board's Rules of Procedure dated 26 July 2023 shall cease to have effect.

Predsjednik Nadzornog odbora

Gordan Kolak