

**Dalekovod, d.d.**

LEI: 74780000W0KHNRDW7I05

Regulated Market: Zagreb Stock Exchange (Official Market)

ISIN: HRDLKVBRA0006

Stock Symbol: DLKV

Country of origin: Hrvatska

Address: Ulica Marijana Čavića 4, Zagreb

**Management Board**

Pursuant to Article 277, paragraphs 2 and 3 of the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, 136/24) and Article 21 of the Articles of Association of Dalekovod, d.d. (hereinafter: the Company), the Management Board of the Company, at its session held on 29 April 2025, passed the following

**Decision on Convening the Regular General Assembly  
of Dalekovod, d.d.**

which will be held on 10 June 2025 at 12:00 p.m. at the Company's headquarters, in Zagreb, Ulica Marijana Čavića 4 for which the opening of the General Assembly and verification of shareholders present have been determined, as well as the following

**Agenda:**

1. Report of the Management Board on the status of the Company and the Dalekovod Group in 2024
2. Report of the Supervisory Board on the supervision performed in 2024
3. Information on the annual financial statements for 2024 with the auditor's report, after being determined by the Management Board and Supervisory Board
4. Decision on the allocation of profit for 2024
5. Decision on granting discharge to the members of the Management Board for 2024
6. Decision on granting discharge to the members of the Supervisory Board for 2024
7. Report of the Management Board on relations with affiliated companies for 2024
8. Decision on the appointment of the Company's auditor for 2025 and 2026
9. Report on the remuneration of members of the Management Board and Supervisory Board
10. Decision on the approval of the Remuneration Policy for the Management Board members

**Proposed Resolutions:**

The Management Board and Supervisory Board jointly propose to the General Assembly the adoption of the resolutions under items 4, 5, and 6, while the Supervisory Board proposes resolutions under items 8, 9, and 10. The General Assembly does not pass resolutions under items 1, 2, 3, and 7 but acknowledges them.

### **Item 1 – Report of the Management Board on the status of the Company and the Dalekovod Group in 2024**

The General Assembly acknowledges the report of the Management Board on the status and operations of the Company and the Dalekovod Group in 2024.

### **Item 2 – Report of the Supervisory Board on the supervision performed in 2024**

The General Assembly acknowledges the report of the Supervisory Board on the supervision performed in 2024.

### **Item 3 – Information on the annual financial statements for 2024 with the auditor's report, after being determined by the Management Board and Supervisory Board**

The General Assembly acknowledges the information on the Company's financial statements for 2024 and the consolidated annual report of the Dalekovod Group as adopted on 15 April 2025 by the Management Board and Supervisory Board, together with the auditor's reports on the audit of the financial statements.

In 2024, the Company achieved the following key figures:

- Total revenue: EUR 139,868,829.45
- Total expenses: EUR 136,472,030.19
- Profit before tax: EUR 3,396,799.26
- Profit tax in the amount of: EUR 781,639.70
- Profit after tax in the amount of: EUR 2,615,159.56
- Total assets as of 31/12/2024: EUR 132,728,721.03
- Capital, reserves and retained earnings: EUR 57,908,269.05
- Total liabilities: EUR 74,820,451.98

In 2024, the Dalekovod Group achieved the following key figures:

- Total revenue: EUR 196,601,743.10
- Total expenses: EUR 189,174,806.56
- Profit before tax: EUR 7,426,936.54
- Profit tax in the amount of: EUR 1,360,007.00
- Profit after tax in the amount of: EUR 6,066,929.54
- Total assets as of 31/12/2024: EUR 156,439,897.52
- Capital, reserves and retained earnings: EUR 68,311,487.83
- Total liabilities: EUR 88,128,409.69

### **Item 4 – Decision on the allocation of profit for 2024**

Pursuant to Article 220 of the Companies Act and Article 16 of the Articles of Association, the General Assembly of the Company on 10 June 2025 adopts the following

**Resolution**  
**on the allocation of profit for 2024**

- I. In 2024, the Company achieved a net profit in the amount of EUR 2,615,159.56.
- II. The net profit in the amount of EUR 2,615,159.56 will be used to cover losses carried forward from previous years.

**Item 5 – Decision on granting discharge to members of the Management Board for 2024**

Pursuant to Article 275, paragraph 1, item 3 and Article 276 of the Companies Act, the General Assembly of the Company on 10 June 2025 adopts the following

**Resolution**

Discharge is granted to the members of the Management Board for their management of the Company in 2024.

**Item 6 – Decision on granting discharge to members of the Supervisory Board for 2024**

Pursuant to Article 275, paragraph 1, item 3 and Article 276 of the Companies Act, the General Assembly of the Company on 10 June 2025 adopts the following

**Resolution**

Discharge is granted to the members of the Supervisory Board for their supervision of the Company's operations in 2024.

**Item 7 – Report of the Management Board on relations with affiliated companies for 2024**

The General Assembly acknowledges that the Report of the dependent Company's Management Board on relations with affiliated companies for 2024 has been reviewed and approved by the Supervisory Board, and that the Report has been audited with the auditor expressing a reasonable assurance conclusion stating that:

1. The statements made in the Report are, in all material respects, accurate; and
2. In the legal transactions stated in the Report, the value of the Company's performance was not, in all material respects, unreasonably high, given the circumstances known at the time the transactions were undertaken.

### **Item 8 – Decision on the appointment of the Company’s auditor for 2025 and 2026**

Pursuant to Article 275 of the Companies Act, the General Assembly of the Company on 10 June 2025 adopts the following

#### **Decision**

KPMG Croatia d.o.o. for auditing, PIN: 20963249418, with registered office in Zagreb, Ivana Lučića 2/a, registered with the Court Register of the Commercial Court in Zagreb under registration number (MBS): 080098593, is appointed as the auditor of the Company's annual financial statements for 2025 and 2026.

### **Item 9 – Report on the remuneration of members of the Management Board and Supervisory Board**

Pursuant to Article 275, paragraph 1, item 3 and Article 276.a, paragraph 4 of the Companies Act, the General Assembly of the Company on 10 June 2025 adopts the following

#### **Decision**

I. The Report on the remuneration of the members of the Management Board and the Supervisory Board, paid by the Company in 2024 or which the Company has committed to pay to each member of the Management Board and Supervisory Board who held office during 2024, is hereby approved. The Remuneration Report for 2024 was audited in accordance with Article 272.r of the Companies Act, and the Auditor issued a limited assurance opinion on the examination of the Remuneration Report for the Company.

II. This decision does not create any obligations for the Company, nor do the members of the Management Board and Supervisory Board who held office in 2024 acquire any rights based on this decision.

### **Item 10 – Decision on the approval of the Remuneration Policy for the Management Board members**

Pursuant to Article 275, paragraph 1, item 3 and Article 276.a, paragraph 4 of the Companies Act, the General Assembly of the Company on 10 June 2025 adopts the following

#### **Decision**

I. The Remuneration Policy for the members of the Management Board, as adopted by the Supervisory Board of the Company on 28 April 2025, is hereby approved.

II. It is determined that the Remuneration Policy for the members of the Management Board dated 12 April 2024 is hereby repealed.

III. This decision does not create any obligations for the Company, nor do the members of the Management Board acquire any rights under the approved Remuneration Policy.

Shareholders are entitled to participate in the General Assembly if they notify the Company's Management Board of their participation at least six days prior to the date of the General Assembly. The last day for the Company to receive such notification is 3 June 2025. For the purpose of participating in the General Assembly, a shareholder is considered to be any person in whose securities account held with the Central Depository and Clearing Company Inc. (hereinafter: CDCC) the Company's shares are recorded on the last day for notification of participation in the General Assembly (3 June 2025).

In order to participate in the General Assembly and exercise voting rights in respect of shares recorded in a nominee account held by CDCC, shareholders whose share fractions are recorded in such account, and who jointly hold one or more full shares of the Company, must request the Company to transfer those shares to their individual account or, in the case of multiple shareholders, to a jointly held securities account, which must be previously opened with CDCC for this purpose. Upon such request, the Company will instruct CDCC to transfer the corresponding number of shares from the nominee account to the shareholder's or joint account. For shares recorded in a joint securities account, the shareholders must appoint a joint representative in accordance with Article 228 of the Companies Act, who will represent them at the General Assembly. A valid written power of attorney may be used for this purpose, and it must be signed by all entitled shareholders. The notification of participation based on such shares must be received by the Company within the above-mentioned deadline (by 3 June 2025 at the latest).

Shareholders may be represented by proxies, either natural or legal persons, on the basis of a valid written power of attorney issued by the shareholder, or in the case of a legal entity, by a person authorized to represent the entity. The power of attorney must include the personal data of the shareholder granting the proxy, the number of shares or votes held, data on the proxy holder, explicit authorization for the proxy to participate and vote at the General Assembly, the date of issuance, and the validity period of the power of attorney.

The power of attorney may be sent by post or delivered in person to the Company's registered office on working days until the start of the General Assembly or submitted during identification at the meeting. Proxy forms are available on the Company's website: [www.dalekovod.hr](http://www.dalekovod.hr).

Shareholders holding shares representing at least one-twentieth of the Company's share capital may request that an item be added to the agenda of the General Assembly and published accordingly. Such requests must be received by the Company at least 30 days prior to the General Assembly and must include an explanation and a proposed resolution.

Shareholders and their proxies may review and obtain written materials for the General Assembly at the Company's headquarters on working days from 10:00 a.m. to 2:00 p.m. or on the Company's website: [www.dalekovod.hr](http://www.dalekovod.hr).


In the event that the General Assembly cannot be held on 10 June 2025 due to a lack of quorum as defined by the Articles of Association, the General Assembly will be held on 11 June 2025 at 12:00 p.m. at the same location.

President of the Management Board



Eugen Paić-Karega

Member of the Management Board



Tvrtko Zlopaša

