This translation consists of 13 pages/25 sheets
No. 315/24
Date: 10/10/2024

Sworn translation from Croatian into English

**<u>"Notary Public Certificate:
Articles of Association of Dalekovod d.d."</u>**

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
CERTIFIED COURT INTERPRETER FOR ENGLISH LANGUAGE
Maja Jelčić

/coat of arms of the Republic of Croatia/
REPUBLIC OF CROATIA
NOTARY PUBLIC
BOŽO MILETIĆ
Zagreb, Ulica Grge Tuškana 39

Reference number: OU-587/24-2

I, notary public Božo Miletić from Zagreb, Ulica Grge Tuškana 39, at the request of the client: Dalekovod, d.d., Zagreb (Grad Zagreb), Ulica Marijana Čavića 4, MBS 080010093, OIB 47911242222, and after the Decision on the amendments to the Company's Articles of Association adopted on 10 June 2024 (junetenthtwentytwentyfour) by the Company's General Assembly, about which I composed the General Assembly Meeting Records, on the same day, under reference number OU-587/24-1, hereby issue a certification of the complete text of the Company's Articles of Association pursuant to the provisions of Article 303 of the Companies Act.

CERTIFICATE

I, notary public Božo Miletić from Zagreb, Ulica Grge Tuškana 39, hereby confirm that the provisions of the Company's Articles of Association located in the court register together with the amendments adopted by the Decision of the Company's General Assembly of 10 June 2024. (junetenthtwentytwentyfour), are consistent in their entirety with the new complete text of the Articles of Association which is enclosed to this Certificate and constitutes its integral part.

Notarial duty in the amount of EUR 5.31 was collected according to Tariff no. 8, paragraph 5 in relation to Tariff no. 1 paragraph 4 of the Notaries Public Act.
Notarial fee was collected in the amount of EUR 66.50 plus 25 % VAT according to Article 26 of the Notarial Tariff.

The client received two (2) copies of this Certificate.

Zagreb, 10 June 2024 (junetenthtwentytwentyfour)

Notary public:

Božo Miletić

/handwritten signature/

/stamp: REPUBLIC OF CROATIA, NOTARY PUBLIC BOŽO MILETIĆ, ZAGREB/

Based on the provision of Article 173 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), the General Assembly of the company Dalekovod d.d., with its seat in Zagreb, entered in the court register of the Commercial Court in Zagreb under Subject Reg. Number (MBS): 080010093, Personal Identification Number (OIB): 47911242222 (hereinafter "the Company"), at its session held at the Company seat on 10 June 2024, adopted the following

Articles of Association
Dalekovod d.d.

COMPANY, SEAT AND SCOPE OF ACTIVITY

Article 1

The Company's name shall be: Dalekovod, dioničko društvo za inženjering, proizvodnju i izgradnju (Dalekovod joint stock company for engineering, production and construction).

The abbreviated company name shall be: Dalekovod d.d.

The Company's name in English shall be: Dalekovod JSC.

The Company's name in German shall be: Dalekovod AG.

Article 2

The Company's seat shall be in Zagreb.
The decision on the change of the Company's seat shall be made by the Company's General Assembly.
The decision on the change of the Company's business address in the Company's seat shall be adopted by the Company's Management Board with prior consent of the Company's Supervisory Board.

Article 3

The Company may have branch offices outside of its seat. A branch office shall be established by a decision of the Management Board with prior consent of the Supervisory Board.

Article 4

The shape, content and size of the seal and how it is used and kept shall be defined by the Company's Management Board.

Article 5

The Company is the owner of the DALEKOVOD trademark, registered at the State Intellectual Property Office under number Z20112264 (for the figurative mark:).

Article 6

The Company's scope of activity includes:

31.20 manufacture of equipment for distribution and control of electrical energy -

* manufacture of suspension and connection equipment for power lines of all voltages, and for substations and switchyards

* manufacture of equipment for the self-supporting cable harness
* manufacture of equipment and contact network for electrification of railway tracks

31.62 Manufacture of other electrical equipment, not mentioned elsewhere
28.11 Manufacture of metal structures and parts
* manufacture of transmission towers, lighting columns, antenna pylons, signal poles, transformer plant constructions and road fences

27.53 Casting light (non-ferrous) metals
28.40 Forging, pressing metal and similar; powder metallurgy
* forging and pressing steel forgings and forgings from non-ferrous metals

28.51 Metal treating and coating
* metal treating and coating by galvanization

28.62 Tool production
* manufacture of forging tools (die) and casting tools (ingot mould)

29.21 Manufacture of industrial stoves and burners
* manufacture and servicing of induction stoves

29.56 Manufacture of other special-purpose machinery, not mentioned elsewhere
20.40 Manufacture of wood packaging
* construction and installation of facilities (plants and lines) for generation, management, transmission and distribution of electric energy
* construction of transmission lines of all voltages including the execution of all types of construction, construction-installation and electrical-installation works
* execution of all construction, construction-installation and electrical-installation works on electrotechnical, power, industrial and traffic facilities and especially including complex and specific facilities
* substations and switchyards of all voltages
* execution of electrical-installation works on roadway lighting facilities, industrial and sports facilities
* electrification of railway tracks with the pertaining facilities and plants, cableways for public transport
* laying underwater and underground cables of all types and voltages

45.1 Preparatory works on the construction site
45.2 Construction of buildings and parts of buildings
45.3 Installation works
22.22 Printing, not mentioned elsewhere
72.10 Providing advice on computer equipment (hardware)
72.20 Consulting and supply of program equipment (software)
72.30 Data processing
72.40 Creating databases
72.60 Other related computer activities
73.10.2 Research and development in technical and technological sciences
74.14 Consultations regarding business operations and management
74.30 Technical testing and analysis
74.40 Promotion (advertising and propaganda)
74.84 Various business activities, not mentioned elsewhere
51.19 Mediation in trade in various products
51.52 Wholesale trade in metals and metal ores
51.54 Wholesale trade in ironware and similar products, installation material and plumbing and heating equipment
51.70 Other wholesale trade
55.30 Restaurants
* preparation of food and provision of food services.
* preparation and serving of drinks and beverages

60.23 Other transport of passengers by road
60.24 Transport of goods (cargo) by road
63.12 Warehousing of goods
74.15 Management of holding companies
* architectural and engineering activities and technical consultations
* translation services
* repair and maintenance of electric pneumatic hammers
* provision of services and consulting for ISO 9000
* services of goods quality and quantity control
* performance of investment works abroad
* international transport of cargo and passengers in road transport
* international forwarding
* representing foreign companies and agency in foreign trading activities
* performing professional spatial planning works related to preparing: expert documents for issuing location permits
* certification of high-risk devices for own needs
* designing distribution and transmission lines of all voltages, substations of all voltages and lighting
* designing steel structures and foundations for power lines, substations, switchyards, lighting, antennas and overhead contact lines
* testing indirect contact protection, continuity of the protective conductor and potential equalisation conductor, lightning protection installation, low-voltage electric installations, and commissioning
* testing and tuning relay protection of substations and switchyards of all voltages
* functional testing of the control, regulation, signalization, alarm and registration of substations and switchyards of all voltages, and commissioning, testing and measurement on optical cables
* testing aeolian conductor vibrations
* measuring the current, voltage, voltage drops, resistance, frequency, power, energy and power factors, specific soil resistance, earthing resistance, touch and step voltage, loop resistance, conductor insulation resistance and cables of all types and voltages, lighting measurements
* engineering and geological research works
* hydrogeological research works
* geomechanical research works (probing)
* geomechanical supervision
* performing works of citizen training for the implementation of preventive measures regarding fire protection, fire extinguishing and rescuing of people and property endangered by fire
* authorisations for the validation for the construction area of the design (for construction projects for building construction, projects for engineering structures, projects for water supply and sewage systems for buildings and projects for outdoor water supply and sewage systems
* projects for roads, projects in plumbing, foundation projects and other construction projects)
* authorisation for validation for the electrical engineering area of the design (for electrical installation projects in structures, electric power projects in structures, projects for information and telecommunication technology
* services of inspection and testing of fire extinguishers
* quality control and issuing quality certification documents acc. to the standards: HRN.EN.ISO 1461, B.S.EN ISO 2178, B.S.EN.ISO 1460, HRN C.A6.020, HRN C.A6.021, IEC 61284, B.S. 3288 Part 1, HRN.N.F2 010

* cutting down trees and other vegetation for the purpose of constructing road, electric power and other infrastructural activities
* bookkeeping and accounting services
* provision of personnel services and storing personnel documentation
* measuring and estimating high-frequency electromagnetic fields from 100 kHz to 3 GHz
* measuring and estimating low-frequency electromagnetic fields of 50 Hz
* noise measurement and estimation
* creating expert documents and environment protection studies
* professional preparation and creation of environmental impact studies
* lighting estimation and measurements
* designing metal and other structures and foundations for power, signalization, management and protection of roads and motorways
* production of electric energy
* distribution and trade in electric energy
* drafting the risk assessment
* training employees for safe work
* testing in the work environment: testing physical factors, testing chemical factors
* performing civil-engineering works
* installation of protection, tunnel equipment
* temporary construction works requiring special execution and equipment
* supervision over plants, equipment, installations and devices in explosive atmospheres
* performing works in explosive atmospheres
* technical testing, routing, certification, analysis, repair and calibration of power meters including the issuing of required certificates
* constructing plants for generating electricity from renewable energy sources and cogeneration
* using plants for generating electricity from renewable energy sources and cogeneration
* collection, recovery and/or disposal (processing, burning and other manners of waste disposal), that is, activity of management of special categories of waste
* transport of waste for others' needs
* collection of waste for others' needs
* mediation in organizing recovery and/or disposal of waste on behalf of others
* rental of vehicles
* casting iron
* manufacture of finished metal products
* constructing structures for public water supply - accumulations, water stations, water conditioning devices, water reservoirs, pumping stations, main supply lines and water supply network; public sewage structures - wastewater collection and drainage canals, mixed canals for wastewater and rainfall water drainage, collectors, pumping stations, wastewater treatment devices, sludge treatment devices
* constructing structures for basic and detailed melioration drainage
* surveying activity
* passenger transport in domestic road traffic
* cargo transport in domestic road traffic
* transport of persons and cargo for private needs

In addition to the activities from paragraph 1 of this Article, the Company may also perform other activities aimed at performing the activities registered in the companies register, if these are performed to a minor extent or customarily along with the registered activity.

Article 7

The decision on the change of the Company's activities shall be made by the Company's General Assembly.

Article 8

In performing its activity, the Company's priority goals are:
- customer satisfaction,
- achieving profit,
- Company growth and development,
- ensuring the quality of workers' lives and of the work environment.

INTERNAL ORGANIZATION

Article 9

The Company's basic organizational structure shall be determined by the Company's Management Board with prior consent of the Supervisory Board.

RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF THE COMPANY IN LEGAL TRANSACTIONS

Article 10

In legal transactions, the Company shall act independently and without restrictions within the framework of its activity.

Article 11

The Company shall guarantee its liability with its assets.

REPRESENTATION

Article 12

The Management Board shall represent the Company at home and abroad.
The members of the Management Board shall represent the Company jointly, in a manner determined by the decision on the appointment of the members of the Management Board adopted by the Supervisory Board.

Article 13

With the consent of the Supervisory Board, the Management Board may provide the power of attorney under the conditions provided by the Act.
The Management Board may issue a written power of attorney for representation within the scope of its authorities.

SHARE CAPITAL

Article 14

The Company's share capital amounts to EUR 41,247,193.00 (in words: forty-one million two hundred and forty-seven thousand one hundred and ninety-three euros).

The Company's share capital is divided into 41,247,193 (in words: forty-one million two hundred and forty-seven thousand one hundred and ninety-three) ordinary registered shares in the nominal value of EUR 1.00 (in words: one euro) each, designated DLKV-R-A in the depository of book-entry securities managed by the Central Depository and Clearing Company.

Article 15

The Company's shares are book-entry securities which only exist in the form of electronic entries in the computer system of the Central Depository and Clearing Company (hereinafter: CDCC).
Shares may be transferred completely freely, without any limitations.
Share transfer, offset and settlement as well as any other change in the status shall be recorded in the shareholder's account in CDCC pursuant to the regulations and the rules of CDCC.
In relation to the Company, a shareholder shall only be considered a person recorded in CDCC's depository of book-entry securities.
Ordinary shares imply the right to participate in profit management and distribution.
The Company may also manage a book of shares as auxiliary records.

USE OF PROFIT

Article 16

The General Assembly may adopt a decision to disburse profit to shareholders in Company shares.
After establishing annual financial statements, the Company's Management Board and Supervisory Board may decide to use the profit, after settlement of the purposes established by the Act, for entry into other Company's reserves. For such purposes, the Company's Management Board may use up to 5 % (in words: five percent) of the available profit referred to in paragraph 2 of this Article, until the other reserves reach the amount of 1/2 of the Company's share capital.
After settlement of the purposes determined by the Act, at the proposal of the Company's Management Board, the General Assembly shall adopt the decision on the distribution of the Company's profit, the amount and manner of disbursement of the dividend.
The deadline for dividend disbursement shall be 30 (in words: thirty) days from the day of adoption of the decision on the disbursement, unless decided otherwise by the General Assembly.

COMPANY BODIES

Article 17

The Company's bodies shall be:
- the General Assembly
- the Supervisory Board
- the Management Board.

General Assembly

Article 18

The General Assembly shall consist of the Company's shareholders.
Shareholders may participate at the General Assembly and exercise their right to vote if they announce their participation at the General Assembly in writing in advance, within the prescribed deadline.
The participation at the General Assembly is conditioned upon the status in CDCC's depository of book-entry securities on the last day for registering to participate at the General Assembly.

A shareholder may be represented by a proxy based on a valid written power of attorney issued by such shareholder, that is, a person authorised for representation if the shareholder is a legal entity. A written power of attorney shall include the indication of the proxy and of the shareholder giving the power of attorney, the total number of shares, the authority to participate and vote on behalf of the shareholders at the Company's General Assembly as well as the date and time of validity of the power of attorney.
The decision on the withdrawal of the Company's shares from listing on the regulated market shall be brought by a qualified majority, that is, votes which represent at least three quarters of the share capital present at the General Assembly when the decision is being adopted.

Article 19

In general, the General Assembly shall be held at the Company's seat.
Each ordinary share grants the right to one vote.
The General Assembly may adopt valid decisions if shareholders with more than 50 % of the Company's ordinary shares are present.
The General Assembly shall adopt decisions by public voting, by the majority of cast votes, unless the Act prescribes a larger, qualified majority for adopting certain decisions.
At the General Assembly, participants vote "FOR" or "AGAINST" using plates indicating the number of votes, ballot papers, an electronic voting device or in another appropriate manner which ensures proper and transparent voting.

Article 20

When convening the General Assembly, the date of the next General Assembly shall be set under the presumption that due to a lack of quorum the General Assembly may not be held.
The General Assembly held in this manner shall adopt a valid decision regardless of the number of attending shareholders.

Article 21

The General Assembly shall be convened in the cases determined by the Act and these Articles of Association as well as whenever this is in the Company's interest.
The General Assembly shall be held in the first eight months of the business year.
The General Assembly shall be convened by the Company's Management Board which shall decide thereon by the majority of votes.
The General Assembly may also be convened by the Company's Supervisory Board under the conditions and in the manner prescribed by the Act.
The Company's Management Board shall convene the General Assembly when so requested by the Supervisory Board or in writing by the shareholders jointly holding shares in the amount of one twentieth of the Company's share capital, indicating the purpose and reason for the convening of such General Assembly. The request for convening the General Assembly shall be sent to the Company's Management Board in writing.
The General Assembly shall be convened by public announcement.

Article 22

The General Assembly shall be presided by the chairperson of the General Assembly.
The chairperson of the General Assembly shall be the chairman of the Supervisory Board if he/she is present at the General Assembly. If the chairperson of the Supervisory Board is prevented from attending, the General Assembly shall be presided by the deputy chairperson of the Supervisory Board.

The chairperson of the General Assembly shall:
- lead the sessions of the General Assembly;
- determine the order of discussing certain items of the agenda;
- decide on the order of voting on certain proposal of decisions;
- decide on all procedural issues of minor significance which are not determined by the Act and these Articles, whereas the procedural issues of major significance shall be referred by the chairperson to the General Assembly for the attending shareholders to decide on by the majority of votes;
- sign minutes and decisions of the General Assembly;
- perform other works under his/her jurisdiction based on the Act and these Articles.

Shareholders or their proxies shall be allowed to speak by the chairperson of the General Assembly.
The attending shareholders and their proxies shall act in such manner that allows the General Assembly to proceed in accordance with the provisions of these Articles and the Act.

Supervisory Board

Article 23

The Supervisory Board shall consist of 5 (five) members, 4 (four) of which shall be elected and dismissed by the Company's General Assembly, while the workers are entitled to appoint 1 (one) member pursuant to the provisions of the Labour Act.

Article 24

The members of the Supervisory Board shall be elected by the General Assembly for a 4 (four) year term, with the possibility of re-election. If certain members of the Supervisory Board are elected during the term of the existing Supervisory Board, their term shall last only until the end of the term of that Supervisory Board in its entirety.

Article 25

The members of the Supervisory Board shall elect the chairman of the Supervisory Board and his/her deputy from their ranks.
The Supervisory Board shall make and adopt decisions at the sessions, and it may make decisions if at least half of the total prescribed number of its members is present at the session.
The Supervisory Board shall adopt its decision by the majority of the cast votes, and each member of the Supervisory Board is entitled to one vote. If the votes are distributed evenly, the vote of the chairman of the Supervisory Board shall be decisive.
An absent member of the Supervisory Board may participate in the decision making by voting by phone or in writing (letter, e-mail message or fax message).
The Supervisory Board may adopt decisions without holding sessions, by correspondence (letter, phone, fax, e-mail messages or another appropriate manner) if none of the members insist on holding the session or if a force majeure prevents the holding of the session (for example, but not limited to: declared epidemic or natural disaster, etc.)

Article 26

The Supervisory Board may examine and investigate all of the Company's business books and documentation.
The manner of work of the Supervisory Board shall be determined in more detail by the Supervisory Board's Rules of Procedure adopted and amended by the Company's Supervisory Board.

The Supervisory Board and each of its members shall protect the Company's interests.
The Supervisory Board may appoint commissions to prepare the Supervisory Board's decisions and supervise their implementation.

Article 27

The Supervisory Board's competences include:
- supervising the Company's business management,
- appointing and dismissing the Management Board,
- concluding contracts with members of the Management Board laying down mutual rights and obligations and the Management Board's salary,
- submitting to the General Assembly the written report on the performed supervision,
- investigating and establishing annual financial statements,
- convening the General Assembly,
- instruct the auditor regarding the investigation of the annual financial statements,
- adopt the rules of procedure on its work,
- aligning the text of the Articles of Association in an editorial fashion,
- deciding on other matters entrusted to it based on these Articles or the decision of the General Assembly.

Article 28

The Supervisory Board shall give prior consent to the Company's Management Board for:
- the Company's annual business plan and amendments thereto,
- investment plan and investment projects worth more than 30 % of last year's revalued depreciation or more than EUR 100,000.00 and all investments into shares, stocks or securities,
- concluding commercial contracts in the amount of 2 % of last year's annual income, but not less than EUR 3,000,000.00,
- availing of fixed assets (real estate, machinery...) in the value of more than EUR 100,000.00,
- concluding commercial contracts including significant deviation from the usual commercial conditions, indicating reasons for such deviations, and exclusive agency contracts,
- depositing financial means in the amount of more than EUR 700,000.00,
- any real estate encumbrances (pledge, mortgage, trust),
- granting and taking long-term loans and all types of guarantees for others,
- giving and taking short-term loans above the amount established by the annual plan,
- Management Board's rules of procedure,
- appointing and dismissing the closest associates of the Management Board's members and concluding special contracts on the rights, obligations and salary,
- Company's participation at fairs pursuant to KONČAR Group's plan,
- concluding contracts related to technology transfer, industrial ownership and long-term production cooperation,
- significant changes in the production and marketing strategy including price policy,
- founding new companies, branch offices and changes in the Company's status,
- annual donation and sponsorship plan and each particular donation and sponsorship exceeding EUR 1,500.00.

Management Board

Article 29

The Company's Management Board shall consist of not less than one (1) and not more than five (5) members. The term of the members of the Management Board shall last not more than 5 (in words: five) years, with the possibility of reappointment. The decision on the appointment and dismissal, number of the members of the Management Board and the duration of their term shall be made by the Supervisory Board. If the Company's Management Board consists of more members, one of them shall be appointed head of the Management Board by the Supervisory Board.

Article 30

A person who meets the following conditions may be appointed member of the Company's Management Board:
- legal conditions
- university degree,
- fluent in a foreign language determined by the Supervisory Board.

The Management Board is responsible for conducting the Company's business with the care of a prudent businessman, pursuant to positive regulations and the aligned business policy of the KONČAR Group.

Article 31

The members of the Management Board shall conduct the Company's business based on the division of works among the members of the Management Board for particular areas of activity or for a certain group of works.
The manner of work of the Management Board and the division of works among the members of the Management Board for the purpose of the previous paragraph of this Article shall be regulated by the Management Board's Rules of Procedure which shall be adopted unanimously by the Management Board, with prior consent of the Supervisory Board.
The Management Board shall meet as necessary.
If the Management Board consists of more members, the quorum for the Management Board's sessions shall be more than half of the members of the Management Board, and the Management Board shall adopt decisions by public voting, by the majority of the present or represented members of the Management Board. If the votes are distributed evenly, the vote of the chairman of the Supervisory Board shall be decisive in adopting the decision.
The Management Board and each of its members shall be individually responsible to the Supervisory Board and the Company for performing the works from the Management Board's scope of competences.

BUSINESS SECRET

Article 32

A business secret shall be any data whose discovery by third persons can inflict damage to the business interest and reputation of the Company, Končar d.d. and/or companies with majority shares/interests of Končar d.d., i.e. the Končar Group, especially:
- work and business plan if designated as a business secret,
- data on business policy if designated as a business secret,
- data on salaries,
- personnel data,
- materials for the Supervisory Board,
- underlying documents for commercial offers and offers declared a business secret,
- any documents designated as: confidential, for internal use, official secret, business secret, etc.

Article 33

To preserve safety and successful management, certain documents, that is, data considered a business secret, may be communicated to third persons only in the manner determined by the Act, that is, with the special approval of the Management Board.

Article 34

Communicating documents or data which are considered a business secret shall not be considered a violation of the business secret if such documents or data are communicated to persons, organisations or bodies to whom these may or must be communicated based on regulations or authorisations arising from the function they perform or their positions.
Communicating data considered a business secret at the sessions of the General Assembly or the Company's Supervisory Board shall also not be considered a violation of the business secret if such communication is necessary for the purpose of performing the management and administration function.
In the case from paragraph 2 of this Article, the persons present shall be warned that the matter at hand is a business secret.

Article 35

Material which is considered a business secret shall be kept separately from other documents in a manner which ensures its secrecy is maintained.

Article 36

A business secret shall be kept by all the workers who find out in any manner about documents or data considered a business secret.
The obligation of keeping a business secret shall not cease after the employment ends.
Revealing a business secret shall constitute a serious violation of the work obligation which normally triggers the termination of the employment relationship.

OBLIGATIONS AND RESPONSIBILITIES TOWARD KONČAR D.D.

Article 37

The Company's obligations toward KONČAR d.d. are the following:
- acting in accordance with the defined unique presentation of KONČAR's entire program,
- implementing information systems based on the unique system defined by KONČAR d.d., especially the Human Resources Management System and MIS,
- applying Končar Group's Accounting Policies,
- ensuring the implementation of internal regulations of the Končar Group,
- acting according to the agreement of the KONČAR Group companies on the regulation of mutual relations in business operations and market appearance,
- participating in the joint market appearance and promoting the KONČAR Group on the market,
- preventing competition between KONČAR Group companies,
- implementing the established quality, environment protection and workers' health and safety policy.

The Company's obligations referred to in the previous paragraph are the responsibility of the Company's Management Board and each member of the Management Board individually.

COMPANY COMMUNICATION, TERM AND TERMINATION

Article 38

The Company is established for an indefinite period of time.

Article 39

The Company may end in the manner determined by the Act.

Article 40

Company's data and communications shall be published on the web site hosting the court register and on the Company's web site.

THE PROCEDURE FOR THE AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION

Article 41

Amendments to the Articles of Association shall be adopted by the Company's General Assembly in the manner determined by the Act.
The Supervisory Board is authorised to amend the Articles of Association if the amendments are of editorial nature and concern the alignment of the text of the Articles of Association.

TRANSITIONAL AND FINAL PROVISIONS

Article 42

The Articles of Association shall come into force on the day of their entry into the court register of the Commercial Court in Zagreb.

Chairman of the Supervisory Board
Gordan Kolak
/handwritten signature/

/court interpreter's note: there are two signed initials at the bottom of each page; the last page is sealed over the thread binding the pages together/

I, Maja Jelčić, certified court interpreter for English language, established by the County Court of Velika Gorica Decree No. 4 Su-591/2021-4 of 15 October 2021, hereby confirm that the translation is true to the original in Croatian language.

No. 315/24

Stupnik, 10 October 2024

REPUBLIKA HRVATSKA
JAVNI BILJEŽNIK
BOŽO MILETIĆ
Zagreb, Ulica Grge Tuškana 39

Poslovni broj:OU-587/24-2

Ja, Javni bilježnik Božo Miletić iz Zagreba,Ulica Grge Tuškana 39, na zahtjev stranke:--
Dalekovod, d.d., Zagreb (Grad Zagreb), Ulica Marijana Čavića 4, MBS 080010093, OIB 47911242222, a nakon Odluke o izmjeni Statuta društva koju je dana 10.6.2024. (desetoglipnjadvijetisućedvadeset četvrte), donijela glavna skupština društva o čemu sam istog dana sastavio Zapisnik sa skupštine pod poslovnim brojem OU-587/24-1 izdajem potvrdu potpunog teksta Statuta Društva u skladu sa odredbama članka 303.Zakona o trgovačkim društvima.----
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P O T V R D A

Ja,javni bilježnik Božo Miletić iz Zagreba,Ulica Grge Tuškana 39 potvrđujem da odredbe Statuta društva koji se nalazi u sudskom registru zajedno s izmjenama koje su učinjene Odlukom glavne skupštine Društva od 10.6.2024. (desetoglipnjadvijetisućedvadeset četvrte),u potpunosti odgovaraju novom potpunom tekstom Statuta koji se nalazi Prilogu ove Potvrde i čini njezin sastavni dio.--
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Pristojba od 5,31 Euro naplačena je po Tar.br.8.st.5 u svezi s Tar.br.1.st.4.ZJP.--
Nagrada naplaćena u iznosu od 66,50 eura uvećana za 25% pdv po članku 26.JBT.-
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Stranci su izdana dva (2) primjerka ove Potvrde.---------------------------
U Zagrebu,10.6.2024. (desetoglipnjadvijetisućedvadeset četvrte),.----------
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REPUBLIKA HRVATSKA 1 ZAGREB BOŽO MILETIĆ JAVNI BILJEŽNIK

Javni bilježnik:

Božo Miletić

Temeljem odredbe članka 173. Zakona o trgovačkim društvima ("Narodne novine" br. 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), Glavna skupština društva Dalekovod, d.d., sa sjedištem u Zagrebu, upisano u sudski registar Trgovačkog suda u Zagrebu pod brojem (MBS): 080010093, OIB: 47911242222 (dalje u tekstu „Društvo"), na svojoj sjednici koja je održana u sjedištu Društva dana 10.06.2024. godine donijela je sljedeći---

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Statut
Dalekovod, d.d.

TVRTKA, SJEDIŠTE I DJELATNOST --

Članak 1.

Tvrtka Društva glasi: Dalekovod, dioničko društvo za inženjering, proizvodnju i izgradnju. ---------------

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Skraćena tvrtka Društva glasi: Dalekovod, d.d. ---

Tvrtka na engleskom jeziku glasi: Dalekovod JSC. ---

Tvrtka na njemačkom jeziku glasi: Dalekovod AG. --

Članak 2.

Sjedište Društva je u Zagrebu. ---

Odluku o promjeni sjedišta Društva donosi Glavna Skupština Društva. ----------------------------------

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Odluku o promjeni poslovne adrese Društva u sjedištu Društva donosi Uprava Društva uz prethodnu suglasnost Nadzornog odbora Društva. ---

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Članak 3.

Društvo može izvan sjedišta imati podružnice. Podružnica se osniva odlukom Uprave uz prethodnu suglasnost Nadzornog odbora. ---

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Članak 4.

Oblik, sadržaj, veličinu, način uporabe i čuvanja pečata utvrđuje Uprava Društva. ---------------------

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Članak 5.

Društvo je vlasnik robnog žiga DALEKOVOD, registriranog pri Državnom zavodu za intelektualno vlasništvo pod brojem Z20112264 (za figurativni žig:). --

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Članak 6.

Predmet poslovanja Društva je: --

31.20 Proizv. opreme za distrib. i kontrolu el. en. --
* proizvodnja ovjesne i spojne opreme za dalekovode svih napona, trafostanice i rasklopna postrojenja
* proizvodnja opreme za samonosivi kabelski snop --
* proizvodnja opreme i kontaktne mreže za elektrifikaciju željezničkih pruga ----------------------------
31.62 Proizvodnja ostale električne opreme, d. n. --
28.11 Proizvodnja metalnih konstrukcija i dijelova---
* proizvodnja dalekovodnih stupova, rasvjetnih stupova, antenskih stupova, stupova za signalizaciju, konstrukcija za transformatorska postrojenja i ograde za prometnice ------------------------------------
27.53 Lijevanje lakih (obojenih) metala---
28.40 Kovanje, prešanje met. i sl.; metalurg. praha ---
* kovanje i prešanje čeličnih otkivaka i otkivaka iz obojenih metala ---------------------------------------
28.51 Obrada i presvlačenje metala---
* obrada i presvlačenje metala cinčanjem ---
28.62 Proizvodnja alata---
* proizvodnja alata za kovanje (ukovnji) i ljevanje (kokila) --
29.21 Proizvodnja industrijskih peći i plamenika ---
* proizvodnja i servisiranje indukcionih peći--

29.56 Proizv. ost. strojeva posebne namjene, d. n. --
20.40 Proizvodnja ambalaže od drva --
* izgradnja i montaža objekata (postrojenja i vodovi) za proizvodnju, upravljanje, prijenos i distribuciju električne energije--
* izrada dalekovoda svih napona sa izvedbom svih vrsta građevinskih, građevno montažnih i elektromontažnih radova --
* izvedba svih građevinskih, građevnomontažnih i elektromontažnih radova na elektrogospodarskim, energetskim, industrijskim i prometnim objektima te osobito uključujući složene i specifične objekte ----
* transformatorskih stanica i rasklopnih postrojenja svih napona --
* izvedba elektromontažnih radova na objektima za rasvjetu prometnica, industrijskih i športskih objekata --
* elektrifikacija željezničkih pruga s pripadajućim objektima i postrojenjima, žičara za javni promet------
* polaganje podvodnih i podzemnih kabela svih vrsta i napona --
45.1 Pripremni radovi na gradilištu--
45.2 Izgradnja građ. objekata i dijelova objekata--
45.3 Instalacijski radovi --
22.22 Tiskanje, d. n. --
72.10 Pružanje savjeta o računal. opr. (hardware-u) --
72.20 Savjet. i pribav. programske opr.(software-a) --
72.30 Obrada podataka --
72.40 Izrada baze podataka--
72.60 Ostale srodne računalne aktivnosti--
73.10.2 Istraž. i razvoj u tehn. i tehnol. znan. --
74.14 Savjetovanje u vezi s poslovanjem i upravlj. --
74.30 Tehničko ispitivanje i analiza--
74.40 Promidžba (reklama i propaganda) --
74.84 Ostale poslovne djelatnosti, d. n. --
51.19 Posred. u trgovini raznovrsnim proizvodima --
51.52 Trgovina na veliko metalima i rudama metala --
51.54 Trgovina na veliko željeznom robom i sl., instalacijskim materijalom i opremom za vodovod i grijanje --
51.70 Ostala trgovina na veliko--
55.30 Restorani--
* pripremanje hrane i pružanje usluga prehrane --
* pripremanje i usluživanje pićem i napicima--
60.23 Ostali prijevoz putnika cestom--
60.24 Prijevoz robe (tereta) cestom --
63.12 Skladištenje robe--
74.15 Upravljanje holding-društvima --
* arhitektonske i inženjerske djelatnosti i tehničko savjetovanje--
* prevoditeljske usluge--
* popravak i održavanje motornih-pneumatskih bušačkih čekića --
* pružanje usluga i konzaltinga za ISO 9000--
* usluge kontrole kakvoće i količine robe--
* izvođenje investicijskih radova u inozemstvu --
* međunarodni prijevoz robe i putnika u cestovnom prometu --
* međunarodno otpremništvo --
* zastupanje stranih tvrtki i posredovanje u vanjskotrgovinskom prometu --
* obavljanje stručnih poslova prostornog uređenja u svezi s izradom: stručnih podloga za izdavanje lokacijskih dozvola --
* atestiranje naprava sa povećanom opasnošću za vlastite potrebe --
* Projektiranje distribucijskih i prijenosnih vodova svih napona, transformatorskih stanica svih napona i rasvjete --
* Projektiranje čeličnih konstrukcija i temelja za dalekovode, transformatorskih stanica, rasklopnih postrojenja, rasvjeta, antena i kontaktnih mreža --
* Ispitivanje zaštite od indirektnog dodira, neprekidnosti zaštitnog vodiča i vodiča za izjednačavanje potencijala, gromobranskih instalacija, električnih instalacija niskog napona i puštanje u pogon---------
* Ispitivanje i udešavanje relejne zaštite transformatorskih stanica i rasklopnih postrojenja svih napona

* Funkcionalno ispitivanje upravljanja, regulacije, signalizacije, alarma i registracije transformatorskih stanica i rasklopnih postrojenja svih napona i puštanje u pogon, ispitivanje i mjerenje na optičkim kablovima ----------
* Ispitivanje eoloških vibracija vodića----------
* Mjerenje struje, napona, padova napona, otpora, frekvencije, snage, energije i faktora snage, specifičnog otpora tla, otpora uzemljenja, napona dodira i koraka, otpora petlje, otpora izolacije vodiča i kabela svih vrsta i napona, svjetlotehnička mjerenja ----------
* inženjerskogeološki istražni radovi----------
* hidrogeološki istražni radovi ----------
* geomehanički istražni radovi (sondiranje) ----------
* geomehanički nadzor ----------
* Obavljanje poslova osposobljavanja pučanstva za provedbu preventivnih mjera zaštite od požara, gašenje požara i spašavanje ljudi i imovine ugroženih požarom ----------
* Ovlaštenja za nostrifikaciju za građevinsko područje projektiranja (za građevinske projekte konstrukcije visokogradnje, projekte inžinjerskih građevina, projekte vodovoda i kanalizacije za visokogradnje i projekte vanjskog vodovoda i kanalizacije ----------
* projekte prometnica, projekte u vodogradnji, projekte temelja i ostale građevinske projekte) ----------
* Ovlaštenje za nostrifikaciju za elektrotehničko područje projektiranja (za projekte elektroinstalacija u građevinama, projekte građevina elektroenergetike, projekte za informacijsku i telekomunikacijsku tehniku ----------
* usluge pregleda i ispitivanja vatrogasnih aparata ----------
* kontrola kvalitete i izdavanje isprava o kvaliteti (atesti) po normama: HRN.EN.ISO 1461, B.S.EN ISO 2178, B.S.EN.ISO 1460, HRN C.A6.020, HRN C.A6.021, IEC 61284, B.S. 3288 Part 1, HRN.N.F2 010
* sječa stabala i drugog raslinja radi izgradnje cestovnih, elektroenergetskih i drugih infrastrukturnih djelatnosti ----------
* računovodstvene i knjigovodstvene usluge----------
* pružanje kadrovskih usluga i čuvanje kadrovske dokumentacije----------
* mjerenje i proračun visokofrekventnih elektromagnetskih polja od 100 kHz do 3 GHz ----------
* mjerenje i proračun niskofrekventnih elektromagnetskih polja frekvencije 50 Hz ----------
* mjerenja i proračun buke ----------
* izrada stručnih podloga i elaborata zaštite okoliša----------
* stručna priprema i izrada studija utjecaja na okoliš----------
* proračun i mjerenja osvjetljenja----------
* projektiranje metalnih i ostalih konstrukcija i temelja za energetiku, signalizaciju, upravljanje i zaštitu cesta i autocesta ----------
* proizvodnja električne energije----------
* distribucija i trgovina električnom energijom----------
* izrada procjene opasnosti ----------
* osposobljavanje radnika za rad na siguran način ----------
* ispitivanje u radnom okolišu: ispitivanje fizikalnih čimbenika, ispitivanje kemijskih čimbenika
* izvođenje radova niskogradnje----------
* ugradnja zaštite, oprema tunela ----------
* privremeni građevinski radovi koji zahtijevaju specijalno izvođenje i opremu ----------
* nadzor nad postrojenjima, opremom, instalacijama i uređajima u prostorima ugroženim eksplozivnom atmosferom ----------
* izvođenje radova u prostorima ugroženim eksplozivnom atmosferom----------
* tehničko ispitivanje, usmjeravanje, atestiranje, analiza, popravak te baždarenje mjerila energije s izdavanjem potrebnih certifikata----------
* izgradnja postrojenja za proizvodnju električne energije iz obnovljivih izvora energije i kogeneracije --
* korištenje postrojenja za proizvodnju električne energije iz obnovljivih izvora energije i kogeneracije--
* skupljanje, oporabe i/ili zbrinjavanje (obrada, spaljivanje i drugi načini zbrinjavanja otpada) odnosno djelatnost gospodarenja posebnim kategorijama otpada----------
* prijevoz otpada za potrebe drugih----------
* skupljanje otpada za potrebe drugih----------
* posredovanje u organiziranju oporabe i/ili zbrinjavanja otpada u ime drugih----------
* iznajmljivanje vozila----------
* lijevanje željeza ----------
* proizvodnja gotovih metalnih proizvoda ----------
* građenje građevina za javnu vodoopskrbu - akumulacije, vodozahvati, uređaji za kondicioniranje vode, vodospreme, crpne stanice, glavni dovodni cjevovodi i vodoopskrbna mreža; građevine za javnu

odvodnju - kanali za prikupljanje i odvodnju otpadnih voda, mješoviti kanali za odvodnju otpadnih i oborinskih voda, kolektori, crpne stanice, uređaji za pročišćavanje otpadnih voda, uređaji za obradu mulja

* građenje građevina za osnovnu i detaljnu melioracijsku odvodnju
* geodetska djelatnost
* prijevoz putnika u unutarnjem cestovnom prometu
* prijevoz tereta u unutarnjem cestovnom prometu
* prijevoz osoba i tereta za vlastite potrebe

Osim djelatnosti iz st. 1 ovog članka Društvo može obavljati i druge djelatnosti koje služe obavljanju djelatnosti upisanih u trgovački registar, ako se one obavljaju u manjem opsegu ili uobičajeno uz upisanu djelatnost.

Članak 7.

Odluku o promjeni djelatnosti donosi Glavna skupština Društva.

Članak 8.

U obavljanju svoje djelatnosti prioritetni ciljevi Društva jesu:
- zadovoljstvo kupaca,
- stjecanje dobiti,
- razvoj i rast Društva,
- osiguranje kvalitete života radnika i radnog okoliša.

UNUTRAŠNJA ORGANIZACIJA

Članak 9.

Temeljnu organizacijsku strukturu Društva utvrđuje Uprava Društva uz prethodnu suglasnost Nadzornog odbora.

PRAVA OBVEZE I ODGOVORNOSTI DRUŠTVA U PRAVNOM PROMETU

Članak 10.

Društvo nastupa u pravnom prometu samostalno i neograničeno u okviru svoje djelatnosti.

Članak 11.

Za obveze Društvo u cijelosti odgovara svojom imovinom.

ZASTUPANJE I PREDSTAVLJANJE

Članak 12.

Uprava zastupa i predstavlja Društvo u zemlji i inozemstvu.

Članovi Uprave zastupaju Društvo zajednički, na način kako će to biti određeno odlukom o imenovanju članova Uprave donesenom od strane Nadzornog odbora Društva.

Članak 13.

Uprava može uz suglasnost Nadzornog odbora Društva dati prokuru uz uvjete utvrđene Zakonom.

Uprava može dati pisanu punomoć za zastupanje u okviru svojih ovlaštenja.

TEMELJNI KAPITAL

Članak 14.

Temeljni kapital Društva iznosi 41.247.193,00 EUR (slovima: četrdeset jedan milijun dvjesto četrdeset sedam tisuća sto devedeset tri eura).

Temeljni kapital Društva podijeljen je na 41.247.193 (slovima: četrdeset jedan milijun dvjesto četrdeset sedam tisuća sto devedeset tri) redovne dionice, nominalne vrijednosti 1,00 EUR (slovima: jedan euro) koje glase na ime, oznake DLKV-R-A u depozitoriju nematerijaliziranih vrijednosnih papira koji se vodi kod Središnjeg klirinškog depozitarnog društva.

Članak 15.

Dionice Društva su nematerijalizirani vrijednosni papiri te postoje samo u obliku elektroničkog zapisa u računalnom sustavu Središnjeg klirinškog depozitarnog društva d.d. (u daljnjem tekstu: SKDD).

Prijenos dionica potpuno je slobodan i ne podliježe bilo kakvim ograničenjima.

Prijenos dionica, poravnanje i namira, kao i svaka druga promjena stanja evidentira se na računu dioničara u SKDD u skladu s propisima i pravilima SKDD.

U odnosu prema Društvu dioničarom Društva smatrat će se samo onaj tko je evidentiran u Depozitoriju nematerijaliziranih vrijednosnih papira SKDD-a.

Redovne dionice daju pravo sudjelovanja u upravljanju i podjeli dobiti.

Društvo može voditi i knjigu dionica kao pomoćnu evidenciju.

UPOTREBA DOBITI

Članak 16.

Glavna skupština može donijeti odluku o isplati dobiti dioničarima u dionicama Društva.

Nakon što utvrde godišnja financijska izvješća, Uprava i Nadzorni odbor Društva mogu odlučiti da se dobit, nakon podmirenja namjena određenih Zakonom, koristi za unos u ostale rezerve Društva te za te namjene Uprava Društva može koristiti do najviše 5% (slovima: pet posto) raspoložive dobiti iz stavka 2. ovoga članka, dok ostale rezerve ne dosegnu visinu ½ temeljnog kapitala Društva.

Nakon podmirenja namjena određenih Zakonom, na prijedlog Uprave društva, Glavna skupština donosi odluku o raspodjeli dobiti Društva, svoti i načinu isplate dividende.

Rok za isplatu dividende je 30 (slovima: trideset) dana od dana donošenja odluke o isplati, osim ako Glavna skupština nije drugačije odredila.

ORGANI DRUŠTVA

Članak 17.

Organi društva su:
- Glavna skupština
- Nadzorni odbor
- Uprava.

Glavna skupština

Članak 18.

Glavnu Skupštinu čine dioničari Društva.

Dioničari mogu sudjelovati na Glavnoj skupštini i ostvariti pravo glasa ako unaprijed prijave pisanim putem svoje sudjelovanje na Glavnoj skupštini u roku predviđenom Zakonom.

Za sudjelovanje na Glavnoj skupštini relevantno je stanje u Depozitoriju nematerijaliziranih vrijednosnih papira SKDD na posljednji dan za prijavu sudjelovanja na Glavnoj skupštini.

Dioničare mogu zastupati punomoćnici na temelju valjane pisane punomoći koju izda dioničar, odnosno osoba ovlaštena za zastupanje ako je dioničar pravna osoba.

Pisana punomoć mora sadržavati naznaku punomoćnika, naznaku dioničara koji izdaje punomoć, ukupan broj dionica, ovlast da sudjeluje i glasuje u ime dioničara na Glavnoj skupštini Društva te dan izdavanja i vrijeme važenja punomoći.

Odluku o povlačenju dionica Društva s uvrštenja na uređenom tržištu donosi se kvalificiranom većinom tj. glasovima koji predstavljaju najmanje tri četvrtine temeljnog kapitala zastupljenoj na Glavnoj skupštini pri donošenju odluke.

Članak 19.

Glavna skupština se u pravilu održava u sjedištu Društva.

Svaka redovna dionica daje pravo na jedan glas.

Glavna skupština može donositi valjane odluke ako su na Glavnoj skupštini zastupljeni dioničari koji imaju preko 50% redovnih dionica Društva.

Glavna skupština donosi odluke javnim glasovanjem, većinom od danih glasova, osim kada je Zakonom propisana veća, kvalificirana većina za donošenje određenih odluka.

Na Glavnoj skupštini se glasuje "ZA" ili "PROTIV" putem pločica na kojima je upisan broj glasova, glasačkih listića, putem elektroničke naprave za glasanje ili na drugi prikladan način koji osigurava uredno i pregledno glasovanje.

Članak 20.

Pri sazivanju Glavne skupštine odredit će se datum sljedeće Glavne skupštine pod pretpostavkom da se zbog nedostatka kvoruma Glavna skupština ne može održati.

Tako održana Glavna skupština pravovaljano odlučuje bez obzira na broj dioničara koji su na njoj zastupljeni.

Članak 21.

Glavnu skupštinu mora se sazvati u slučajevima određenim Zakonom i ovim Statutom kao i uvijek onda kada to zahtijevaju interesi Društva.

Glavna skupština se mora održati u prvih osam mjeseci poslovne godine.

Glavnu skupštinu saziva Uprava Društva koja o tome odlučuje običnom većinom glasova.

Glavnu skupštinu može sazivati i Nadzorni odbor društva pod uvjetima i na način kako to propisuje Zakon.

Uprava Društva dužna je sazvati Glavnu skupštinu kada to zatraži Nadzorni odbor ili ako to u pisanom obliku zatraže dioničari koji zajedno imaju udjele u visini od dvadesetoga dijela temeljnoga kapitala Društva i navedu svrhu i razlog sazivanja te Glavne skupštine. Zahtjev za sazivanje Glavne skupštine upućuje se Upravi Društva u pisanom obliku.

Glavna skupština saziva se javnim objavljivanjem.

Članak 22.

Glavnom skupštinom predsjeda predsjednik Glavne skupštine.

Predsjednik Glavne Skupštine je predsjednik Nadzornog odbora, ako je prisutan na Glavnoj skupštini. Ako je predsjednik Nadzornog odbora spriječen, Glavnoj skupštini predsjedava zamjenik predsjednika Nadzornog odbora.

Predsjednik Glavne skupštine:
- predsjeda sjednicama Glavne Skupštine;
- utvrđuje redoslijed raspravljanja o pojedinim točkama dnevnog reda;
- odlučuje o redoslijedu glasovanja o pojedinim prijedlozima odluka;
- odlučuje o svim proceduralnim pitanjima manjeg značaja koja nisu utvrđena Zakonom i ovim Statutom, a o proceduralnim pitanjima od većeg značaja dužan je proceduralno pitanje postaviti na prethodno odlučivanje na Glavnoj skupštini prisutnim dioničarima, koji o tome odluku donose običnom većinom glasova;
- potpisuje zapisnike i odluke Glavne skupštine;

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- obavlja i druge poslove što su mu stavljeni u nadležnost Zakonom i ovim Statutom. ------------------

Dioničarima ili njihovim punomoćnicima riječ daje predsjednik Glavne skupštine. ------------------

Prisutni dioničari i njihovi punomoćnici dužni su svojim ponašanjem omogućiti da se Glavna skupština održi u skladu s odredbama ovog Statuta i Zakona. ------------------

Nadzorni odbor ------------------

Članak 23.

Nadzorni odbor ima 5 (pet) članova, od kojih 4 (četiri) bira i opoziva Glavna skupština Društva, a 1 (jednog) člana imaju pravo imenovati radnici sukladno odredbama Zakona o radu. ------------------

Članak 24.

Članove Nadzornog odbora bira Glavna skupština s mandatom do 4 (četiri) godine, a iste osobe mogu biti ponovno birane. Ako se pojedini članovi Nadzornog odbora izaberu u tijeku trajanja mandata postojećeg Nadzornog odbora, njihov mandat traje samo do prestanka mandata tog Nadzornog odbora u cijelosti. ------------------

Članak 25.

Članovi Nadzornog odbora biraju predsjednika Nadzornog odbora i njegovog zamjenika iz svojih redova. ------------------

Nadzorni odbor radi i donosi svoje odluke na sjednicama, a može odlučivati ako je na sjednici prisutna najmanje polovina od ukupnog propisanoga broja njegovih članova. ------------------

Nadzorni odbor donosi svoje odluke većinom od danih glasova, svaki član Nadzornog odbora ima pravo na jedan glas. Ako su glasovi jednako podijeljeni, odlučujući je glas predsjednika Nadzornog odbora. -

Odsutan član Nadzornog odbora može sudjelovati u donošenju odluke tako da glasa putem telefona ili pisanim putem (pismo, poruka elektroničke pošte ili telefaks poruka). ------------------

Nadzorni odbor može donositi odluke bez održavanja sjednica, korespondentnim putem (pismom, telefonom, telefaksom, porukama elektroničke pošte ili drugim podobnim načinom), ako niti jedan od članova ne zahtjeva da se sjednica održi ili je održavanje sjednice nemoguće zbog više sile (primjerice, ali ne isključivo: proglašena epidemija, proglašena elementarna nepogoda i slično). ------------------

Članak 26.

Nadzorni odbor može pregledavati i ispitivati sve poslovne knjige i dokumentaciju Društva. ------------

Način rada Nadzornog odbora detaljnije se utvrđuje Poslovnikom o radu Nadzornog odbora koji donosi i mijenja Nadzorni odbor Društva. ------------------

Nadzorni odbor i svaki njegov član, obvezni su štititi interese Društva. ------------------

Nadzorni odbor može imenovati komisije u svrhe pripreme odluka Nadzornog odbora i nadzora njihova provođenja. ------------------

Članak 27.

Nadzorni odbor ima u nadležnosti:
- nadziranje vođenja poslova Društva, ------------------
- imenovanje i opoziv Uprave, ------------------
- sklapanje ugovora sa članovima Uprave kojim se utvrđuju međusobna prava i obveze te plaća Uprave,-
- podnositi Glavnoj skupštini pisano izvješće o obavljenom nadzoru, ------------------
- ispitati i utvrditi financijska godišnja izvješća, ------------------
- sazvati Glavnu skupštinu, ------------------
- davati naloge revizoru za ispitivanje financijskih godišnjih izvješća, ------------------
- donošenje poslovnika o svom radu, ------------------
- usklađivanje teksta Statuta redakcijske prirode, ------------------
- odlučivanje o drugim pitanjima koja su mu ovim Statutom ili odlukom Glavne skupštine povjerena. ---

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Članak 28.

Nadzorni odbor daje prethodnu suglasnost Upravi Društva za: ---
- godišnji poslovni plan Društva i njegove izmjene, ---
- plan investicija i investicijske projekte čija je vrijednost iznad 30% revalorizirane amortizacije prethodne godine ili iznad 100.000,00 EUR te sva ulaganja u dionice, udjele ili vrijednosne papire, ---
- sklapanje komercijalnih ugovora u visini od 2% godišnjih prihoda prethodne godine, ali ne za iznos manji od 3.000.000,00 EUR, ---
- raspolaganje stalnim sredstvima (nekretnine, strojevi, ...) iznad 100.000,00 EUR, ---
- sklapanje komercijalnih ugovora sa značajnim odstupanjem od uobičajenih komercijalnih uvjeta s navođenjem razloga za to i ekskluzivnih agentskih ugovora, ---
- deponiranje financijskih sredstava u iznosu većem od 700.000,00 EUR, ---
- svako opterećivanje nekretnina (zalog, hipoteka, fiducija), ---
- davanje i uzimanje dugoročnih kredita i svih oblika jamstava za druge, ---
- davanje i uzimanje kratkoročnih kredita iznad iznosa utvrđenih godišnjim planom, ---
- poslovnik o radu Uprave, ---
- imenovanje i opoziv prvih suradnika članova Uprave te sklapanje posebnih ugovora o pravima, obvezama i plaći, ---
- sudjelovanje Društva na sajmovima sukladno planu koncerna KONČAR, ---
- sklapanje ugovora u svezi s transferom tehnologija, industrijskog vlasništva i dugoročnih proizvodnih kooperacija, ---
- značajne promjene proizvodne i marketinške strategije uključujući politiku cijena, ---
- o osnivanju novih društava, podružnica i statusnim promjenama u Društvu, ---
- godišnji plan donacija i sponzorstva te svaku pojedinačnu donaciju i sponzorstvo iznad 1.500,00 EUR.

Uprava ---

Članak 29.

Uprava Društva ima od jedan (1) do najviše pet (5) članova. Mandat članova Uprave traje najviše do 5 (slovima: pet) godina, uz mogućnost ponovnog imenovanja. Odluku o imenovanju i opozivu, broju članova Uprave te o trajanju njihova mandata donosi Nadzorni odbor. Ako se Uprava Društva sastoji od više članova, Nadzorni odbor jednog od njih mora imenovati za predsjednika Uprave Društva. ---

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Članak 30.

Za člana Uprave Društva može biti imenovana osoba koja udovoljava: ---
- zakonskim uvjetima, ---
- VSS, ---
- znanje jednog stranog jezika po odluci Nadzornog odbora. ---

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Uprava je nadležna za vođenje poslova Društva s pozornošću urednog i savjesnog gospodarstvenika, a u skladu s pozitivnim propisima i usuglašenom poslovnom politikom koncerna KONČAR. ---

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Članak 31.

Članovi Uprave vode poslove Društva na temelju podjele rada između članova Uprave za određena područja djelovanja ili za određeni krug poslova. ---

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Način rada Uprave i podjela poslova među članovima Uprave u smislu prethodnog stavka ovog članka uređuje se Poslovnikom o radu Uprave koji jednoglasno donosi Uprava, uz prethodnu suglasnost Nadzornog odbora. ---

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Uprava se sastaje kad za to postoji potreba. ---

Ako se Uprava sastoji od više članova, kvorum za sjednice Uprave čini natpolovičan broj članova Uprave, a Uprava donosi odluke javnim glasovanjem i to većinom glasova nazočnih ili zastupljenih članova Uprave. Ako su glasovi pri odlučivanju jednako podijeljeni odlučujući je glas predsjednika Uprave. ---

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Uprava i svaki član Uprave pojedinačno odgovaraju Nadzornom odboru i Društvu za obavljanje poslova iz nadležnosti Uprave. ---

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POSLOVNA TAJNA --

Članak 32.
Poslovnom tajnom smatra se svaki podatak čije saznanje od strane trećih osoba može nanijeti štetu poslovnom interesu i ugledu Društva, KONČAR d.d. i/ili društvima s većinskim članskim udjelima/pravima KONČAR d.d. odnosno Grupi Končar, a posebno: --------------------------------
- program rada i poslovanja ako je označen kao poslovna tajna, ------------------------------------
- podaci o poslovnoj politici ako su označeni kao poslovna tajna, ----------------------------------
- podaci o plaćama, ---
- podaci o kadrovima, --
- materijali za Nadzorni odbor, ---
- podloge za komercijalne ponude i ponude koje se proglase za poslovnu tajnu, ----------------------
- svi dokumenti označeni sa: povjerljivo, za internu upotrebu, službena tajna, poslovna tajna i sl. ------

Članak 33.
U interesu čuvanja sigurnosti i uspješnog gospodarenja, pojedini dokumenti, odnosno podaci koji predstavljaju poslovnu tajnu, mogu se priopćiti trećim osobama samo na način utvrđen Zakonom, odnosno po posebnom odobrenju Uprave. ---

Članak 34.
Ne smatraju se povredama poslovne tajne priopćavanje dokumenata ili podataka koji se smatraju poslovnom tajnom, ako se ti dokumenti odnosno podaci priopćavaju osobama, organizacijama i organima kojima se oni mogu ili moraju priopćavati na temelju propisa ili na temelju ovlaštenja koja proizlaze iz funkcije koju obavljaju ili položaja na kojima se nalaze. -----------------------------------

Povredom poslovne tajne ne smatra se ni priopćavanje podataka koji se smatraju poslovnom tajnom na sjednicama Glavne skupštine i Nadzornog odbora Društva, ako je takvo priopćavanje neophodno radi obavljanja funkcije upravljanja i rukovođenja. ---

U slučaju iz st. 2. ovog članka potrebno je prisutne upoznati da se radi o poslovnoj tajni. ---------------

Članak 35.
Materijal koji predstavlja poslovnu tajnu čuva se odvojeno od drugih dokumenata i to na način kojim se osigurava čuvanje njegove tajnosti. --

Članak 36.
Poslovnu tajnu dužni su čuvati svi radnici koji na bilo koji način saznaju za dokumente ili podatke koji se smatraju poslovnom tajnom. --

Obveza čuvanja poslovne tajne ne prestaje po prestanku radnog odnosa. ------------------------------

Odavanje poslovne tajne predstavlja težu povredu radne obveze, za koju se u pravilu izriče prestanak radnog odnosa. ---

OBVEZE I ODGOVORNOSTI PREMA KONČAR d.d. --

Članak 37.
Obveze Društva prema KONČAR d.d. su: --
- postupanje sukladno utvrđenoj jedinstvenoj prezentaciji cjelokupnog programa KONČAR, -----------
- implementacija informacijskih sustava utemeljenih na jedinstvenom sustavu koji utvrđuje KONČAR d.d., a napose Sustava upravljanja ljudskim potencijalima i MIS-a, ------------------------------------
- primjena Računovodstvenih politika koncerna Končar, ---
- osiguranje provedbe internih propisa koncerna Končar, ---
- postupanje sukladno Sporazumu društava koncerna KONČAR o uređenju međusobnih odnosa u poslovanju i nastupanju na tržištu, ---
- sudjelovanje u zajedničkom nastupu na tržištu i promicanju koncerna KONČAR na tržištu, -----------
- sprečavanje konkurencije između društava koncerna KONČAR, ---------------------------------------
- provedba utvrđene politike kvalitete, zaštite okoliša i sigurnosti i zdravlja radnika. ---------------------

Za obveze Društva iz prethodnog stavka ovog članka zadužena je i odgovorna je Uprava Društva te svaki član Uprave pojedinačno. --

PRIOPĆENJA DRUŠTVA, TRAJANJE I PRESTANAK DRUŠTVA --

Članak 38.

Društvo je osnovano na neodređeno vrijeme. ---

Članak 39.

Društvo može prestati na način utvrđen Zakonom. ---

Članak 40.

Podaci i priopćenja Društva objavljuju se na internetskoj stranici na kojoj se nalazi sudski registar i na internetskim stranicama Društva. ---

POSTUPAK IZMJENA STATUTA DRUŠTVA ---

Članak 41.

Izmjene i dopune Statuta donosi Glavna skupština Društva na način uređen Zakonom. ------------------

Nadzorni odbor je ovlašten izmijeniti i dopuniti Statut ako je to redakcijske prirode i radi se o usklađivanju teksta Statuta. --

PRIJELAZNE I ZAVRŠNE ODREDBE---

Članak 42.

Statut stupa na snagu danom upisa u sudski registar Trgovačkog suda u Zagrebu. -------------------------

Predsjednik Nadzornog odbora
Gordan Kolak

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
CERTIFIED COURT INTERPRETER FOR ENGLISH LANGUAGE
dipl. anglist
Maja Jelčić