



Sudski tumač za francuski, engleski i ruski jezik

Interprète et traductrice judiciaire assermentée pour les langues française, anglaise et russe
Судебный переводчик французского, английского и русского языков
Certified court interpreter and translator for French, English and Russian

Ana Treger PROF.

SUDSKI TUMAČ ZA FRANCUSKI, ENGLISKI I RUSKI JEZIK

This translation consists of

pages 20 / sheets 41

Cet. No. - OV – 77/18

Date: October 30, 2018

«Certified translation from Croatian language»



Certified translation from Croatian language

t/n: Coat of Arms of Croatia

THE REPUBLIC OF CROATIA
NOTARY PUBLIC
MARIJA BAKOVIĆ
ZAGREB, M. Matošeca 3
Phone: 01/3735-925; 01/3731-376
Fax: 01/3732-377

CERTIFIED COPY
OU-387/18

In Zagreb, June 5, 2018
June fifth two thousand eighteen

MINUTES

I, Notary Public Marija Baković from Zagreb, M. Matošeca 3, have prepared these minutes, pursuant to Article 456, paragraph 1 of the Commercial Companies Act and upon executed amendments to the founding act of the company, hereby issue the following:-----

CERTIFICATE

confirming that the unchanged provisions of the Articles of Association from May 29, 2017 (May twenty-ninth two thousand seventeen) of the company KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d., Zagreb, City of Zagreb, Josipa Mokrovića 8, Registration no. (MBS): 080040901, PIN: 49214559889, located at the registry court with the amendments made pursuant to the Decision on Amendments to the Articles of Association from May 28, 2018 (May twenty-eight two thousand eighteen) fully corresponds to the text: Articles of Association KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d., Zagreb, Josipa Mokrovića 8, from May 28, 2018 (May twenty-eight two thousand eighteen) annexed hereto.-----

Pursuant to Tariff no. 11 of the Notaries Public Act, notary public fee in the amount of HRK 150.00 has been charged.-----

Pursuant to Article 26 of the Regulation on temporary notary tariff, notary public reward in the amount of HRK 160.00 has been charged.-----

Notary Public
Marija Baković

t/n: /ROUND STAMP containing
Croatian Coat of Arms/: The Republic of Croatia
- Notary Public - Marija Baković - Zagreb
(t/n: signature illegible)



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I, notary public Marija Baković, Zagreb, M. Matošeca 3,
hereby certify to have compared this copy with the original
kept in my records and have found it to be literally
matched with the original.

This is the 2 (second) copy certified and complete, accompanied by
_ copies of the Notaries Public Act attachment.

This certified copy has been prepared for: KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d.

Pursuant to Tariff no. - of the Notaries Public Act, notary public fee in the amount of HRK -
has been charged and cancelled on the copy remaining in records.

Notary public reward in the amount of HRK - has been charged and the expense
in the amount of HRK -.

OU-387/18

In Zagreb, 05/06/2018

(t/n: signature illegible)

Notary Public

t/n: /ROUND STAMP containing

Croatian Coat of Arms/ The Republic of Croatia

– Notary Public – Marija Baković – Zagreb



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KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI, d.d.
Zagreb, Josipa Mokrovića 8

ARTICLES OF ASSOCIATION

KONČAR - DISTRIBUTIVNI I SPECIJALNI
TRANSFORMATORI d.d.

In Zagreb, 28/05/2018



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Pursuant to the provision of Article 275 of the Commercial Companies Act (hereinafter referred to as: the CCA) and the provision of Article 36 of the Articles of Association, the General Assembly of the company KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI, d.d., Zagreb, Josipa Mokrovića 8 (hereinafter referred to as: the Company) has, on May 28, 2018, passed a decision of amendment to the Articles of Association of the Company from May 29, 2017.

The complete text of the Articles of Association contains the text from May 29, 2017 with amendments from May 28, 2018.

ARTICLES OF ASSOCIATION KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI, d.d.

I. COMPANY, HEADQUARTERS AND BUSINESS ACTIVITIES

Article 1

The Company's name is:
KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d.

The Company's short name is:
KONČAR - D&ST d.d.

The Company's name translated into English language states:
KONČAR - DISTRIBUTION AND SPECIAL TRANSFORMERS, Inc.

Article 2

The Company's headquarters are:
Zagreb, Josipa Mokrovića 8

Article 3

Joint-stock company KONČAR - D&ST is registered with the Commercial Court in Zagreb under Registration no. (MBS) 080040901.

Article 4

The Company Seal is of a rectangular shape of 50 x 15 mm format containing the following text: KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI, d.d. ZAGREB.

The Seal is used and kept pursuant to the law and Company Management's decision.

Article 5

The Company uses a trademark: KONČAR, registered with the State intellectual property office registry of trademarks under no. Z 20020643 in accordance with the rules prescribed by the owner of trademark. KONČAR trademark owner is KONČAR - ELEKTROINDUSTRIJA d.d.



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Article 6

Company's scope of business activities is:

- 31 Manufacture of electrical machinery and apparatus
- 31. 1 Manufacture of electric motors, generators and transformers
- 31.2 Manufacture of electricity distribution and control equipment
- 31.6 Manufacture of other electrical equipment
- 28 MANUFACTURE OF OTHER FABRICATED METAL PRODUCTS, EXCEPT MACHINERY AND EQUIPMENT
- 29 MANUFACTURE OF MACHINERY AND APPARATUS
- 51 Wholesale trade and commission trade, except of motor vehicles and motorcycles
- 60 Land transport; transport via pipelines
- 61 Water transport
- 63 Supporting and auxiliary activities
- 65 Activities auxiliary to financial intermediation
- 70 Real estate activities
- 71 Renting of machinery and equipment
- 72 Computer and related activities
- 73 Research and development
- 74 Other business activities
- * IMPORT-EXPORT of alimentary and non-alimentary products except drug products, poison, weapons, ammunition, arms, products and equipment for civil protection and defence
- * Engineering, construction, use and removal of buildings
- * Construction supervision
- * Electrical design, mechanical design, testing, assembly supervision, assembly and commissioning of transformers and all its components
- * Repair and maintenance of transformers and all its components
- * Production, market placement and use of chemicals
- * Technical testing and analysis of chemicals

In addition to the activities referred to in paragraph 1 of this Article, the Company may perform other activities that are used for performing activities registered in the Commercial Court Register, if they are performed in a smaller scale or usually with the registered activity.

Article 7

The decision on amendment to business activities is made by the General Assembly of the Company.

Article 8

In performing its activities, the Company's priorities are:

- Customer satisfaction,
- Profit realization,
- Development and growth of the Company,
- Insuring quality of life of employees and workplace.



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II INTERNAL ORGANIZATION

Article 9

The basic organizational structure is determined by the Company's Management Board in agreement with the Supervisory Board.

III RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF THE COMPANY IN LEGAL TRANSACTIONS

Article 10

The company operates in legal transactions independently and without limitation within the framework of its activities.

Article 11

The company is liable for all its obligations with its assets.

IV REPRESENTATION AND PRESENTATION

Article 12

The Management Board represents and presents the Company in the country and abroad.

Members of the Management Board represent the Company individually and independently.

Article 13

The Management may, with the approval of the Supervisory Board, grant a power of attorney under the conditions set by the CCA.

The Management Board may grant a power of attorney for representation within the scope of its mandate.

V SHARE CAPITAL

Article 14

The company's share capital amounts to HRK 153,369,600.00.

This share capital is divided into 511,232 of shares, of which 388,376 of ordinary shares each in the name of the holder, with a nominal value of HRK 300.00 and marking KODT-R-A and 122,856 of preference shares without voting rights in the name of the holder, each of nominal value of HRK 300.00 and marking KODT-P-A in the depository of dematerialized securities managed by the Central Depository and Clearing Company.

Article 15

Ordinary shares give the right to participate in managing and sharing of profits.

Holders of preference shares are entitled to a proportional dividend amount of the Company's realized profits, irrespective of the decision of other shareholders on purpose and distribution of profits.



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The shares are issued in dematerialized form in accordance with regulations, of which the shareholder is issued a corresponding confirmation. The share registry is managed by the Central Depository and Clearing Company (CDCD).

Article 16

The shares in legal transactions are in accordance with positive legal regulations of the Republic of Croatia and the general acts of Central Depository and Clearing Company.
The shareholder is obliged to notify the CDCD of a share transfer without delay and attach the appropriate transfer documentation.

Transfer, offsetting and settlement as well as any other transaction will be executed according to the rules (CDCD) and in accordance with the positive regulations of the Republic of Croatia.

Article 17

The Company's share capital may be increased or decreased by the decision of the General Assembly in accordance with the CCA.

The General Assembly may reach a decision on issuing new shares to obtain additional equity funds. The decision defines the number, type and nominal value of the shares, as well as the shareholder rights.

The share is paid in cash. The General Assembly may reach a decision to issue shares by investment in objects and rights.

VI STATUS OF SHAREHOLDERS

Article 18

A shareholder is considered any person on whose account at the CDCD the shares of the Company are registered.

Article 19

The shareholder has the right to participate in the work of the general Assembly, with the one share, one vote principle.

The shareholder has the right to participate in the division of profits in accordance with the provisions of the CCA and the decisions of Company's organs.

The shareholder has the right to be informed of the Company's activities and any information relevant to the decision-making at the assembly of the Company as well as any other rights set out in these Articles of Association.



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VII ANNUAL REPORTS AND PROFIT DISTRIBUTION STATEMENT

The procedure of establishing annual reports by the Management and the Supervisory Board

Article 20

The Management Board prepares the financial reports in accordance with the accounting regulations. The Management Board prepares the Company status report as well.

The Management submits the annual financial reports and the Company status report to the Supervisory Board for validation.

Along with the submission of annual financial reports, the Management submits a proposal for the allocation of profits or loss coverage to the Supervisory Board.

The Supervisory Board reviews the financial reports, the Company status report and the proposal for profit distribution or loss coverage.

An auditor participates in the work of the Supervisory Board when reviewing the financial report.

Article 21

The Supervisory Board is required to submit its written report to the Management Board within one month of receipt of the reports for validation.

In the event that the Supervisory Board does not submit its report to the Management Board within the time period set out in the previous paragraph, the Management shall grant it an additional one-month period.

In case the Supervisory Board has not submitted its written report after this additional period, it shall be considered that the Supervisory Board has not provided approval for the reports provided by the Management.

Article 22

In case the Supervisory Board approves the financial reports submitted by the Management Board, these reports are considered to be validated by the Supervisory Board and the Management Board.

Article 23

Upon the validation of the annual financial report, the Management Board and the Supervisory Board submit proposals on the allocation of net profit in such a manner that this net profit can be used for the following order of purposes:

1. To cover losses from previous years,
2. To be allocated to legal reserves,
3. To be allocated to statutory reserves,
4. To be allocated to reserves for own shares in the event that the company has already acquired or plans to acquire such shares.



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Article 24

The Management and the Supervisory Board may dispose with the realized profits (the amount remaining after having settled obligations of net profit allocation by points set out in the preceding article) of up to 50% in a way to allocate them to other reserves of the Company.

The General Assembly may use the remaining net profit amount as stipulated in these Articles of Association.

Article 25

The General Assembly may dispose with the profits in the following ways:

1. Distribution of profits to shareholders (dividends),
2. No distribution of profits, profits are transferred to the following financial year (retained profits),
3. Allocation to other reserves after having already subscribed the portion for allocation by the Management Board and the Supervisory Board.

Validation of annual financial reports by the Company's General Assembly procedure

Article 26

The General Assembly is authorised to validate annual financial reports only in two cases:

1. If the Supervisory Board does not provide approval for annual financial reports provided by Management Board, in the manner and within the time limits stipulated in Article 21 of these Articles of Association,
2. In the event that the Management Board and the Supervisory Board decide to leave the validation of the annual financial reports to the General Assembly.

In the event of paragraph 1, points 1 and 2 of this Article, for the portion of available profits under Article 24, paragraph 1, the General Assembly assumes the role of the Management Board and the Supervisory Board.

The General Assembly is then still limited by the rule that it may not allocate more than half of the available profits to other reserves.

The General Assembly decision from the aforementioned paragraphs on allocation of available profits to other reserves is a decision of the General Assembly on use of profits substituting the decision of the Management Board and the Supervisory Board on the allocation of available profits under their authorization at the time of validation of the annual financial reports.

Dividend Payment Procedure

Article 27

The General Assembly determines:

- record date for determination of shareholders eligible to receive a dividend
- claim for payment of dividend date
- dividend payment date



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If the General Assembly does not provide the payment dates, the Company is required to make such payments within 30 days of the date on which the decision is taken.

In relation to the confirmed and unpaid dividend, the shareholder then becomes a creditor.

Shareholders can pursue payment of their dividend claim by legal means.

Reserves

Article 28

The Company forms the following reserves:

- a) legal reserves (5% of the share capital)
- b) The Company forms statutory reserves up to the amount of two (2) share capitals to finance restructuring, improvements and upgrading of existing equipment, modernization of technical or technological equipment and increase of the share capital from Company's assets.
- c) other reserves

VIII COMPANY'S ORGANS

Article 29

The Company's organs are:

- General Assembly
- Supervisory Board
- Management Board

General Assembly

Article 30

The shareholders exercise their rights at the Company's General Assembly.

The shareholders attend the General Assembly in person or by a proxy.

The Management Board and members of the Supervisory Board participate in General Assembly's work.

The shareholders may attend the General Assembly and exercise their voting rights if they register their attendance at the General Assembly in advance with the Company, at least seven days before the date of the General Assembly.

The shareholder register is closed seven days before the General Assembly is held.

The transfer of shares upon a transfer request filed within 7 days before the General Assembly shall be registered on the first working day after the General Assembly has been held.

The conditions for applying for participation at the General Assembly will be specified in the invitation to the General Assembly.

The shareholders may be represented by a proxy upon a valid written power of attorney issued by the shareholder or on behalf of the shareholder being a legal entity, a person authorized for



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representation. The signature of the principal shall be notarized by a notary public or the principal shall sign the power of attorney in the presence of the Company's authorized employee.

The written power of attorney stipulated in the preceding paragraph of this Article shall contain the following:

- Who is representing;
- Who is represented;
- Special authorization for proxy voting on behalf of the shareholder

Article 31

The General Assembly is held at Company's headquarters.

The decisions taken by the General Assembly are valid if the shareholders holding more than 50% of ordinary shares of the Company are represented at the General Assembly.

The General Assembly decisions are taken by a majority of votes in a public vote, except when the law prescribes a larger majority.

The "FOR" or "AGAINST" vote at the General Assembly is carried out by means of small boards showing the number of votes.

Article 32

When convening the General Assembly, a date will be set of the next General Assembly in the event that the quorum is not reached and therefore the General Assembly cannot be held.

A General Assembly held in this manner takes valid decisions regardless of the number of shareholders represented.

Article 33

The General Assembly of the Company shall be convened as required and at least once a year and when required by the Company.

The Management shall convene the General Assembly of the Company.

The General Assembly is chaired by the Chairman of the General Assembly.

Article 34

The Company's newsletter is the Commercial Court web site where the court registry is located.

The General Assembly is convened by an invitation published on the web site where the court registry is located.

The General Assembly of the Company must be convened in writing if so requested by shareholders jointly holding at least 5% of the Company's share capital, explaining the purpose and reasons for convening the General Assembly.



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If, upon completion of the annual or other financial reports, a loss of half of the share capital is recorded, the Management Board is required to convene and inform the General Assembly without delay.

In addition to the agenda, the decisions to be taken and the contents prescribed by law are presented.

The General Assembly is attended by shareholders registered in the share register.

Article 35

The Chairman of the General Assembly shall preside over the General Assembly.

The Chairman of the General Assembly is the President of the Supervisory Board if he is present at the General Assembly.

If the President of the Supervisory Board is not present at the General Assembly, the General Assembly shall be opened by an appointed proxy of a shareholder with the majority of controlling rights who will then propose the chairman of the General Assembly.

The Chairman of the General Assembly presides over the General Assembly, manages the tasks to be performed and signs the decisions of the General Assembly.

Article 36

The General Assembly of the company decides on the following:

- changes and amendments to the Articles of Association,
- business activities,
- use of profits for the portion in its mandate,
- increase or reduction of the Company's share capital,
- exceptionally validates the annual financial reports if the Management and the Supervisory board do not agree on it or leave it to the General Assembly to validate the annual financial report,
- election, dismissal and recall of members of the Supervisory Board in accordance with the Law and these Articles of Association, except the appointment of new members of the Supervisory Board,
- changes in the Company's Articles of Association and cessation of activity,
- appointment of auditors of the Company,
- appointment of auditors to examine activities performed in establishing the company or activities of conducting company affairs and definition of financial compensation for their work,
- costs of changing the name, company seal and trademark KONČAR and related joint marketing activities,
- joint development costs,
- payment of interim dividends;
- setting requirements of the company towards Company's Management Board,
- discharging the Management and the Supervisory Board,
- other matters stipulated by the Law and these Articles of Association.



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Supervisory Board

Article 37

The Supervisory Board is comprised of 5 (five) members, 4 (four) of which are elected by the General Assembly, and 1 (one) appointed by the Company's employees when the Company employs more than 200 employees.

Article 38

The General Assembly elects the members of the Supervisory Board for a four-year term of office. If certain members of the Supervisory Board are elected during the term of office of the current Supervisory Board, their term of office shall be valid only until the term of that Supervisory Board ceases entirely.

The elected member of the Supervisory Board is a professionally competent natural person with business management experience.

The members of the Supervisory Board elect the Chairman of the Supervisory Board and his deputy.

Article 39

In conducting supervision of the Company, the Supervisory Board may appoint commissions. These commissions may be permanent or temporary.

When appointing members of the Commission, the Supervisory Board may determine a remuneration for services rendered in the Commission in question.

Article 40

Members of the Commission are obliged to conduct themselves in such a way as not to harm their reputation or that of the Commission, without ever calling into question their independence and autonomy of their work.

The entire documentation of the Company as well as all Company's employees, regardless of the positions and instructions of the Management Board, shall be available and at commissions' disposal.

Any form of influence challenging the independence and autonomy of the commission is prohibited, including any statement in the media or public statement intended to influence the work of commissions or individual members of commissions.

Article 41

The commissions perform audits and analysis of financial and business reports, and all other data and files that the Company is required to keep, as well as taking statements and testimonies from responsible persons and other employees of the Company or any other natural person deemed to have information of interest by the activities of permanent commissions.



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The commissions perform their work in and out of Company's premises.

Article 42

The Supervisory Board's mandate is:

- Supervision of Company's business activities,
- Appointment or dismissal of the Management Board,
- Concluding contracts with members of the Management Board and deputy members of the Management Board stipulating the rights, obligations and remuneration of the Management Board,
- Submission of a written report on performed supervision to the General Assembly,
- Examination and validation of annual financial reports,
- Convening the General Assembly
- Issuing orders to auditors for reviewing the annual financial reports,
- Issuing corporate bylaws,
- Consolidating the text of the Articles of Association for editorial purposes,
- Issuing decisions on any other matters stipulated by these Articles of Association or by decision of the General Assembly.

Article 43

The Supervisory Board gives its approval to the Company's Management Board for:

- The Company's business policy
- Market behaviour measures,
- Investment projects whose value exceeds 30% of the revalued depreciation of the previous financial year or € 50,000 or more, or any investment in shares, stakes or securities,
- Concluding commercial contracts which includes tendering, negotiating and conclusion of contracts for the Company according to the decision of the Supervisory Board,
- Contracting sales of tangible and intangible assets of the Company in the amount of HRK 500,000 or more,
- Concluding commercial contracts for activities considerably differing from traditional commercial activities while providing precise reasons to do so as well as exclusive agent contracts,
- Transfer of financial assets exceeding the amount of HRK 5,000,000 cumulatively,
- All collaterals on real estate assets (pledge, mortgage, fiduciary),
- Significant deviation from approved business plans,
- Granting or requesting long-term loans and any other form of guarantees for third parties,
- Granting or requesting short-term loans exceeding the amount of the annual plan,
- Corporate bylaws,
- Appointment or dismissal of the Management Board officers and the conclusion of special contracts on rights, obligations and remuneration,
- Participation of the Company on fairs in accordance with the plan of the KONČAR Group,
- Special measures on human resources and salary policy,
- Conclusion of contracts related to the transfer of technology, industrial property and long-term production co-operation,
- Significant changes in production and marketing strategies including the price policy,



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- On the decision on establishing a company, subsidiary and any other changes in Articles of Association,
- Specified annual donation and sponsorship plan and any donation or sponsorship granted exceeding HRK 10,000,
- Changes in the structural organization of the company.

Article 43a

The Management is required to inform the Supervisory Board in advance of all annual frame agreements for procurement of raw and processed materials and construction components as well as all procurement contracts exceeding 60% of the contract value of companies by decision of the Supervisory Board.

Article 44

The Supervisory Board adopts its decisions by public vote by a majority of the total number of its members.

Absent members may participate in decision-making by mail, telephone, fax or any other technological means at their disposal.

Article 45

The General Assembly of the Company determines the remuneration for the work performed by the members of the Supervisory Board.

The work of the Company's Supervisory Board is stipulated in the corporate bylaws.

Article 46

The secretary of the Supervisory Board shall keep a record of the decisions of the Supervisory Board.

Management Board

Article 47

The Company's Management Board is comprised of one (1) to a maximum of five (5) members.

The Supervisory Board appoints and dismisses the Management Board and decides on the number of Management Board members and their term of office.

The Management Board members may have deputies which are appointed and dismissed by the Supervisory Board.

The Supervisory Board decides on the number of deputies to the members of the Management Board and their term of office.



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Article 48

A person who meets the following criteria may be appointed as a member of the Management Board or a deputy to the member of the Management Board:

- legal prerequisites
- level of higher education
- proficiency in a foreign language defined by the Supervisory Board.

Article 49

The Management Board's mandate is:

- Conducting business activities of the Company with due diligence and conscientious businessman attitude and in accordance with positive regulations and in compliance with the KONČAR Group business policy,
- Creating a business plan (operational, annual or mid-term)
- Representing the Company,
- Fulfilling Company's obligations towards KONČAR d.d.
- Preparing and implementing the decisions taken by the General Assembly,
- Submitting financial reports to the Supervisory Board accompanied with proposals for the use of any profits,
- Deciding on the allocation of 50% of available profits to other reserves in cooperation with the Supervisory Board
- Proposing the creation of new companies, subsidiaries or changes in the company's Articles of Association
- Reporting to the Supervisory Board in accordance with the CCA, Articles of Association, Supervisory Board decisions and the Contract on rights, obligation and remuneration of the Management Board,
- Reporting to and convening of the General Assembly,
- Mandatory convening the General Assembly when the Company determines a loss in the amount of ½ of the Company's share capital,
- Establishing corporate bylaws.

Article 50

Members of the Management Board adopt their decisions by public vote.

If case of equally divided votes, the vote of the President of the Management Board will be decisive.

Article 51

The Management and all its members are individually accountable to the Supervisory Board and the Company for the activities within their mandate.

IX PROFESSIONAL SECRECY

Article 52

Professional secrecy is considered to be any data which, if brought to the attention of a third party, could harm the professional interest or reputation of the Company or companies with a majority of shares/rights of KONČAR, in particular:



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- the work and business activity programme if defined as professional secrecy,
- business policy data if defined as professional secrecy,
- data concerning salaries,
- human resources data,
- materials for the Supervisory Board,
- commercial offer calculations and offers defined as professional secrecy,
- all documents indicated as: confidential, for internal use, official secret, professional secrecy and similar.

Article 53

In order to ensure a safe and successful business activity, certain documents or data representing professional secrecy may be transferred to third parties within the legal framework or with the express authorisation of the Chairman of the Management Board or the responsible member of the Management Board.

Article 54

The communication of documents or data regarded as professional secrecy shall not be considered a breach of professional secrecy if such documents or data are communicated to persons, organisations or bodies to whom they can or must be communicated on based on provisions or authorisations coming from the function they perform or by their position.

Nor is it considered a breach of professional secrecy to communicate data considered as professional secrecy at General Assembly meetings or meetings of the company's Supervisory Board, in cases where such communication is essential in view of the company's managerial tasks.

In case of paragraph 2 of this Article, participants should be informed that they are dealing with professional secrecy.

Article 55

Materials representing professional secrecy are kept separate from other documents and in such a way as to maintain their confidentiality.

Article 56

All employees who in any way have knowledge of the documents or data considered as professional secrecy are required to keep the materials concerned confidential.

The obligation to maintain professional secrecy does not cease after the end of employment.

Communicating professional secrets is a serious violation of professional obligations, usually sanctioned by termination of the employment.

X OBLIGATIONS AND LIABILITIES TOWARDS KONČAR D.D.



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Article 57

The Company's obligations towards KONČAR d.d. are:

1. Monthly compensation for the use of the company, the brand or registered trademark
2. Acting in accordance with the unified official presentation of the entire KONČAR programme
3. Implementation of the unified computer system validated by KONČAR d.d. and especially the human resources management system and MIS
4. Implementation of KONČAR group's accounting policies
5. Ensuring compliance with KONČAR group's internal regulations
6. Acting in accordance with the agreement between KONČAR group companies on the regulation of professional relations and their market behaviour
7. Participating in joint market performance and the promotion of the KONČAR group on markets
8. Preventing competition between KONČAR group companies
9. Implementation of validated internal policies on quality, environmental protection and employee health and safety

The Management of the Company and each member of the Management individually are responsible for the obligations from the preceding point of this Article.

XI DURATION AND CESSATION OF ACTIVITY OF THE COMPANY

Article 58

The Company is established for an unlimited period of time.

Article 59

The company may cease its activity in a way stipulated by the Law.

XII THE PROCEDURE ON AMENDING THE ARTICLES OF ASSOCIATION

Article 60

Changes or amendments to the Articles of Association shall be made by the General Assembly of the Company within the CCA framework.

The Supervisory Board is competent to amend and supplement the Articles of Association for editorial purposes.

Article 61

Changes and amendments to the Articles of Association may be proposed by the Supervisory Board, the Management Board and shareholders holding shares of at least 5% of the share capital.



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XIII TRANSITIONAL AND FINAL PROVISIONS

Article 62

The Articles of Incorporation take effect on the day of registration with the Commercial court in Zagreb.

CHAIRMAN OF THE GENERAL ASSEMBLY

Darinko Bago
(t/h: signature illegible)



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I, **MARIJA BAKOVIĆ**, Notary Public in Zagreb, M. Matošeca 3,
hereby confirm that the client

DARINKO BAGO, PIN 94314293412, **ZAGREB, SCHLOSSEROVE STUBE 7**, appeared before me to confirm the signature on the document as his own. The signature on the document is genuine. I have confirmed the identity by produced identification card no. 104523421 PU Zagrebačka (t/n: Police Administration of Zagreb).

Notary public fee for notarization in the amount of HRK 10.00 has been charged pursuant to Tariff no. 11, paragraph 4 of the Notaries Public Act.

Notary public reward in the amount of HRK 30.00 has been charged pursuant to Article 19, paragraph 1 of the Regulation on temporary notary tariff increased for the VAT amount of HRK 7.50.

Number: OV-9937/2018

In Zagreb, 05/06/2018

Notary Public
MARIJA BAKOVIĆ
t/n: *ROUND STAMP containing
Croatian Coat of Arms*: Republic of Croatia
– Notary Public – Marija Baković – Zagreb
(t/n: *signature illegible*)

End of translation

I, Ana Treger, sworn court interpreter for French, Russian and English languages, appointed by the decision of the President of the County Court in Zagreb No. 4 Su-1127/10 of February 7, 2011, 4 Su-1174/12 of October 22, 2012, and 4 Su-59/15 of February 7, 2015 hereby certify that the above translation fully complies with the original in Croatian language.

Cert. No.: 77/18

Zagreb, October 30, 2018





OTPRAVAK
OU-387/18

REPUBLIKA HRVATSKA
JAVNI BILJEŽNIK
MARIJA BAKOVIĆ

ZAGREB, M. Matošeca br. 3
Tel.: 01/3735-925; 01/3731-376
fax: 01/3732-377

Zagreb, 05.06.2018
Peti lipnja dvijetisućeosamnaeste

ZAPISNIK

Ja, javni bilježnik Marija Baković iz Zagreba, M. Matošeca 3, sastavila sam ovaj zapisnik, sukladno članku 456. st. 1. Zakona o trgovačkim društvima, a nakon učinjenih promjena temeljnog akta društva, izdajem slijedeću: -----

POTVRDU

kojom potvrđujem da neizmijenjene odredbe Statuta od 29.05.2017. (dvadesetdeveti svibnja dvijetisućesedamnaeste) društva KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d., Zagreb, Grad Zagreb, Josipa Mokrovića 8, MBS: 080040901, OIB:49214559889, koji se nalazi kod registarskog suda, zajedno sa učinjenim izmjenama Odlukom o izmjeni Statuta od 28.05.2018. (dvadesetosmi svibnja dvijetisućeosamnaeste) u potpunosti odgovara tekstu: Statut KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d., Zagreb, Josipa Mokrovića 8, od 28.05.2018. (dvadesetosmi svibnja dvijetisućeosamnaeste), koji se prilaže. -----

Javnobilježnička pristojba po tar.br. 11. ZJP naplaćena u iznosu od 150,00 kn -----

Javnobilježnička nagrada po čl. 26. PPJT zaračunata u iznosu od 160,00 kn.



Javni bilježnik
Marija Baković

Ja, javni bilježnik Marija Baković, Zagreb, M. Matošeca 3
potvrđujem da sam ovaj otpravak usporedila s izvornikom
koji se nalazi u mojim spisima i utvrdila sam da je doslovno
podudaran sa izvornikom.

Ovaj je 2(drugi) otpravak ovjeren i potpun, kojem je priloženo
__prijepisa priloga javnobilježničkog akta.

Ovaj je otpravak sastavljen za: KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d.

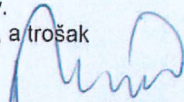
Javnobilježnička pristojba po tar.br.-ZJP u iznosu od - kn
naplaćena i poništena na primjerku koji ostaje za arhiv.

Javnobilježnička nagrada zaračunata u iznosu od - kn, a trošak
u iznosu - kn.

OU-387/18

Zagreb, 05.06.2018.




Javni bilježnik

KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI, d.d.
Zagreb, Josipa Mokrovića 8

STATUT

KONČAR – DISTRIBUTIVNI I SPECIJALNI
TRANSFORMATORI d.d.

Zagreb, 28.05.2018.

U skladu s odredbom članka 275. Zakona o trgovačkim društvima (u daljnjem tekstu: ZTD) i odredbom članka 36. Statuta Glavna skupština društva KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI, d.d., Zagreb, Josipa Mokrovića 8 (u daljnjem tekstu: Društvo) dana 28.05.2018. donijela je odluku kojom je izmjenila Statut Društva od 29.05.2017.

Potpuni tekst Statuta sadrži tekst od 29.05.2017. sa izmjenama od 28.05.2018.

STATUT

KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI, d.d.

I. TVRTKA, SJEDIŠTE I DJELATNOST

Članak 1.

Tvrtka Društva je:

KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d.

Skraćena tvrtka je:

KONČAR – D&ST d.d.

Tvrtka prevedena na engleski jezik glasi:

KONČAR – DISTRIBUTION AND SPECIAL TRANSFORMERS, Inc.

Članak 2.

Sjedište Društva je:

Zagreb, Josipa Mokrovića 8

Članak 3.

Dioničko društvo KONČAR - D&ST upisano je u sudski registar Trgovačkog suda u Zagrebu s oznakom MBS 080040901.

Članak 4.

Pečat Društva je pravokutnog oblika formata 50x15 mm sa sljedećim tekstom:

KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI, d.d. ZAGREB.

Pečat se rabi i čuva sukladno zakonu i odluci Uprave Društva.

Članak 5.

Društvo koristi robni žig: KONČAR, upisan u registar žigova Državnog zavoda za intelektualno vlasništvo, pod brojem Z 20020643 sukladno pravilima koje propiše vlasnik žiga.

Vlasnik žiga KONČAR je KONČAR – ELEKTROINDUSTRIJA d.d.

Članak 6.

Predmet poslovanja Društva je:

- 31 Proizvodnja električnih strojeva i aparata
- 31.1 Proizvodnja elektromotora, generatora i transformatora
- 31.2 Proizvodnja opreme za distribuciju i kontrolu električne energije
- 31.6 Proizvodnja ostale električne opreme
- 28 PROIZVODNJA PROIZVODA OD METALA, OSIM STROJEVA I OPREME
- 29 PROIZVODNJA STROJEVA I UREĐAJA
- 51 Trgovina na veliko i posredovanje u trgovini, osim trgovine motornim vozilima i motociklima
- 60 Kopneni transport, cjevovodni transport
- 61 Pomorski i riječni transport
- 63 Prateće i pomoćne djelatnosti
- 65 Pomoćne djelatnosti u financijskom posredovanju
- 70 Poslovanje nekretninama
- 71 Iznajmljivanje strojeva i opreme
- 72 Računalne i srodne aktivnosti
- 73 Istraživanje i razvoj
- 74 Ostale poslovne djelatnosti
- * UVOZ – IZVOZ prehrambenim i neprehrambenim proizvodima osim gotovih lijekova, otrova, oružja, streljiva, predmeta naoružanja, proizvoda i opreme namijenjene civilnoj zaštiti i obrani.
- * Projektiranje, građenje, uporaba i uklanjanje građevina
- * Nadzor nad gradnjom
- * Projektiranje, konstrukcija, ispitivanje, nadzor nad montažom, montaža i stavljanje u pogon transformatora i svih njihovih komponenti
- * Popravljanje i održavanje transformatora i svih njihovih komponenti
- * Proizvodnja, stavljanje na tržište i korištenje kemikalija
- * Tehničko ispitivanje i analiza kemikalija

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.

II. UNUTRAŠNJA ORGANIZACIJA

Članak 9.

Temeljnu organizacijsku strukturu Društva utvrđuje Uprava Društva u suglasnosti s Nadzornim odborom.

III. 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.

IV. ZASTUPANJE I PREDSTAVLJANJE

Članak 12.

Uprava zastupa i predstavlja Društvo u zemlji i inozemstvu.

Članovi Uprave zastupaju Društvo pojedinačno i samostalno.

Članak 13.

Uprava može uz suglasnost Nadzornog odbora društva dati prokuru uz uvjete utvrđene ZTD-om.

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

V. TEMELJNI KAPITAL

Članak 14.

Temeljni kapital Društva iznosi 153.369.600,00 kn.
Temeljni kapital podijeljen je na 511.232 dionica, od čega 388.376 redovnih dionica koje glase na ime, nominalne vrijednosti 300,00 kuna oznake KODT-R-A i 122.856 povlaštenih dionica bez prava glasa koje glase na ime, svaka nominalne vrijednosti 300,00 kuna, oznake KODT-P-A u depozitoriju nematerijaliziranih vrijednosnih papira koji se vodi kod Središnjeg klirinškog depozitarnog društva.

Članak 15.

Redovne dionice daju pravo sudjelovanja u upravljanju i podjeli dobiti.
Povlaštene dionice osiguravaju dioničaru pravo na razmjernu dividendu iz ostvarene dobiti Društva neovisno o odluci drugih dioničara o namjeni i raspodjeli dobiti.

Dionice su izdane u nematerijaliziranom obliku u skladu s propisima, o čemu se dioničaru izdaje odgovarajuća potvrda. Registar dionica vodi Središnje klirinško depozitarno društvo (SKDD).

Članak 16.

Dionice su u pravnom prometu sukladno pozitivnim propisima Republike Hrvatske i općim aktima Središnjeg klirinškog depozitarnog društva.

Dioničar je obavezan bez odgađanja obavijestiti SKDD o prijenosu dionica i priložiti podobnu dokumentaciju za prijenos.

Prijenos, prijeboj i namira, kao i svaka druga promjena provodit će se prema pravilima (SKDD) i u skladu s pozitivnim propisima Republike Hrvatske.

Članak 17.

Temeljni kapital društva može se povećati ili smanjiti odlukom Glavne skupštine sukladno ZTD-u.

Glavna skupština može donijeti odluku o izdavanju novih dionica radi pribavljanja dodatnog kapitala. Odlukom se utvrđuje broj, vrsta i nominalna vrijednost dionica, te prava dioničara.

Dionica se uplaćuje u novcu. Glavna skupština može odlučiti o izdavanju dionica ulaganjem stvari i prava.

VI. STATUS DIONIČARA

Članak 18.

Dioničarom se smatra onaj na čijem računu u SKDD su upisane dionice Društva.

Članak 19.

Dioničar ima pravo sudjelovati u radu Glavne skupštine, tim da jedna redovna dionica daje pravo na jedan glas.

Dioničar ima pravo sudjelovati u podjeli dobiti sukladno odredbama ZTD-a i odlukama organa Društva.

Dioničar ima pravo biti obaviješten o radu Društva i svim podacima koji su važni za odlučivanje na skupštini u Društvu, kao i druga prava koja su utvrđena ovim Statutom.

VII. GODIŠNJA IZVJEŠĆA I ODLUKA O DOBITI

Postupak utvrđivanja godišnjih izvješća od strane Uprave i Nadzornog odbora

Članak 20.

Financijska izvješća sastavlja Uprava u skladu s propisima o računovodstvu. Uprava sastavlja i Izvješće o stanju Društva.

Uprava Društva podnosi Nadzornom odboru godišnja financijska izvješća i Izvješće o stanju Društva na utvrđenje.

Istodobno s podnošenjem godišnjih financijskih izvješća Uprava podnosi Nadzornom odboru i prijedlog odluke o upotrebi dobiti odnosno pokrivanju gubitka. Nadzorni odbor ispituje financijska izvješća, Izvješće o stanju Društva i prijedlog odluke o upotrebi dobiti odnosno pokrivanju gubitka.

U radu Nadzornog odbora pri ispitivanju financijskog izvješća sudjeluje revizor.

Članak 21.

Nadzorni odbor je dužan svoje pisano izvješće dostaviti Upravi u roku od mjesec dana, nakon što su mu podnesena izvješća na utvrđenje.

Ukoliko Nadzorni odbor ne dostavi svoje izvješće Upravi u roku iz prethodnog stavka, Uprava mu odobrava dodatni rok od mjesec dana.

Ukoliko niti u dodatnom roku Nadzorni odbor ne dostavi svoje pisano izvješće, smatra se da Nadzorni odbor nije dao suglasnost na izvješća Uprave.

Članak 22.

Za slučaj da Nadzorni odbor dade suglasnost na financijska izvješća Uprave, izvješća se smatraju utvrđenima od strane Nadzornog odbora i Uprave.

Postupak odlučivanja o dobiti

Članak 23.

Na temelju usvojenog godišnjeg financijskog izvješća Uprava i Nadzorni odbor daju prijedlog o uporabi neto dobiti na način da se neto dobit može upotrijebiti redom za točno određene svrhe:

1. za pokriće gubitka prenesenog iz ranijih godina,
2. za unos u zakonske rezerve,
3. za unos u statutarne rezerve,
4. za unos u rezerve za vlastite dionice, ako je takve dionice društvo već steklo ili ih namjerava steći.

Članak 24.

Uprava i Nadzorni odbor mogu raspolagati s raspoloživom dobiti (preostali iznos dobiti nakon što se podmiri obveza unošenja neto dobiti u svrhe po alinejama iz prethodnog članka) u visini od 50%, na način da ju mogu unijeti u ostale rezerve Društva.

Glavna skupština raspolaže s preostalim iznosom neto dobiti na način utvrđen ovim Statutom.

Članak 25.

Glavna skupština raspolaže s raspoloživom dobiti na način:

1. da se dobit podijeli dioničarima (dividenda)
2. da se dobit ne dijeli dioničarima, nego prenese u narednu godinu (zadržana dobit),
3. da se dobit rasporedi u ostale rezerve, nakon što je u ostale rezerve već unesen onaj dio dobiti kojim su mogli raspolagati Uprava i Nadzorni odbor.

Postupak utvrđivanja godišnjih financijskih izvješća od strane Glavne skupštine

Članak 26.

Glavna skupština ovlaštena je utvrđivati Godišnja financijska izvješća samo u dva slučaja:

1. ako Nadzorni odbor ne dade suglasnost na godišnja financijska izvješća koja je sastavila Uprava, na način i u roku iz članka 21. ovog Statuta.
2. ako Uprava i Nadzorni odbor odluče da se utvrđivanje godišnjih financijskih izvješća prepusti Glavnoj skupštini.

U slučaju iz stavka 1. točka 1. i 2. ovog članka za dio raspoložive dobiti iz članka 24. st 1., Glavna skupština preuzima ulogu Uprave i Nadzornog odbora.

Glavna skupština je pri tome uvijek ograničena pravilom da ne može u ostale rezerve rasporediti više od iznosa polovine raspoloživog dijela dobiti.

Odluka Glavne skupštine iz prethodnih stavaka o unosu dijela raspoložive dobiti u ostale rezerve je odluka Glavne skupštine o upotrebi dobiti kojom se zamjenjuje odluka Uprave i Nadzornog odbora o raspoređivanju onoga dijela raspoložive dobiti za koji su ovlašteni Uprava i Nadzorni odbor prilikom utvrđivanja godišnjih financijskih izvješća.

Postupak isplate dividende

Članak 27.

Glavna skupština određuje:

- datum na koji se utvrđuju dioničari koji imaju pravo na dividendu
- datum nastajanja tražbine za isplatu dividende
- rok isplate dividende.

Ako Glavna skupština ne odredi rokove isplate, Društvo je u obvezi izvršiti isplatu u roku 30 dana od dana donošenja odluke.

U odnosu na utvrđenu, a neisplaćenu dividendu, dioničar ima položaj vjerovnika. S tražbinom za isplatu utvrđene dividende dioničar može raspolagati u pravnom prometu.

Rezerve

Članak 28.

Društvo formira slijedeće rezerve:

- a) zakonske rezerve (5% temeljnog kapitala)
- b) Društvo formira statutarne rezerve do iznosa dva (2) temeljna kapitala radi financiranja restrukturiranja, poboljšanja i unapređenja postojeće opreme, modernizacije tehničko-tehnološke opremljenosti te za povećanja temeljnog kapitala iz sredstava Društva.
U statutarne rezerve društvo unosi najmanje 10% neto dobiti tekuće godine
- c) ostale rezerve

VIII. ORGANI DRUŠTVA

Članak 29.

Organi društva su:

- Glavna skupština
- Nadzorni odbor
- Uprava

Glavna skupština

Članak 30.

Dioničari svoja prava u Društvu ostvaruju na Glavnoj skupštini.

Dioničari na Glavnoj skupštini sudjeluju osobno ili putem punomoćnika.

Uprava i članovi Nadzornog odbora sudjeluju u radu Glavne skupštine.

Dioničari mogu sudjelovati na Glavnoj skupštini i koristiti pravo glasa ako Društvu unaprijed prijave svoje sudjelovanje na Glavnoj skupštini, najkasnije sedam dana prije dana održavanja Glavne skupštine.

Registar dionica se zaključuje sedam dana prije održavanja Glavne skupštine. Prijenos dionica temeljem zahtjeva za prijenos podnesenih unutar 7 dana prije održavanja Glavne skupštine upisat će se prvi radni dan nakon održavanja Glavne skupštine.

U pozivu za Glavnu skupštinu odredit će se pobliže uvjeti za prijavu sudjelovanja na Glavnoj skupštini.

Dioničare mogu zastupati punomoćnici na temelju valjane pisane punomoći koju izda dioničar odnosno u ime dioničara koji je pravna osoba, osoba ovlaštena na

zastupanje. Potpis opunomoćitelja mora biti ovjeren kod javnog bilježnika ili opunomoćitelj mora potpisati punomoć pred za to ovlaštenim zaposlenikom Društva.

Pisana punomoć iz prethodnog stavka ovog članka mora sadržavati:

- tko zastupa;
- koga zastupa;
- posebno ovlaštenje za glasovanje u ime zastupanog dioničara.

Članak 31.

Glavna skupština se održava u sjedištu Društva.

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

Glavna skupština donosi odluke većinom od danih glasova javnim glasovanjem, osim kada je Zakonom propisana veća većina.

Na Glavnoj skupštini se glasuje "ZA" ili "PROTIV" putem pločica na kojima je upisan broj glasova.

Članak 32.

Pri sazivanju Glavne skupštine odredit će se datum slijedeće 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 33.

Glavna skupština Društva sastaje se po potrebi, a najmanje 1 x godišnje, kao i uvijek kada to zahtijevaju interesi Društva.

Glavnu skupštinu Društva u pravilu saziva Uprava.

Glavnu skupštinu vodi Predsjednik Glavne skupštine.

Članak 34.

Glasilo društva je internetska stranica trgovačkog suda na kojoj se nalazi sudski registar.

Glavna skupština saziva se pozivom koji se objavljuje na internetskoj stranici na kojoj se nalazi sudski registar.

Glavna skupština Društva mora se sazvati ako to u pisanom obliku zatraže dioničari koji zajedno imaju dionice u visini 5% temeljnog kapitala Društva i navedu svrhu i razlog sazivanja Glavne skupštine.

Ako se kod izrade godišnjih ili drugih financijskih izvješća ili inače ustanovi da u društvu postoji gubitak u visini polovine temeljnog kapitala Društva, Uprava mora odmah sazvati Glavnu skupštinu i o tome ju izvijestiti.

Uz dnevni red dostavljaju se prijedlozi odluka koje treba donijeti i materijali koje propisuje zakon.

Na Glavnoj skupštini Društva mogu sudjelovati dioničari koji su upisani u registar dionica.

Članak 35.

Glavnoj skupštini predsjedava predsjednik Glavne skupštine.

Predsjednik Glavne skupštine je predsjednik Nadzornog odbora ako je nazočan Glavnoj skupštini.

Ako predsjednik Nadzornog odbora nije nazočan Glavnoj skupštini, Glavnu skupštinu otvara punomoćnik dioničara s najvećim upravljačkim pravima te predlaže predsjedavajućeg Glavne skupštine.

Predsjedavajući Glavne skupštine predsjedava Glavnoj skupštini, rukovodi njezinim radom, te potpisuje odluke Glavne skupštine.

Članak 36.

Glavna skupština Društva odlučuje o:

- izmjenama i dopunama Statuta,
- predmetu poslovanja,
- upotrebi dobiti u dijelu koji je u njezinoj nadležnosti,
- povećanju i smanjenju temeljnog kapitala Društva,
- iznimno utvrđuje godišnja financijska izvješća ako se Uprava i Nadzorni odbor ne suglase o njima ili utvrđivanje godišnjih financijskih izvješća prepuste Glavnoj skupštini,
- izboru, opozivu i razrješenju članova Nadzornog odbora sukladno Zakonu i ovom Statutu, osim imenovanju članova Nadzornog odbora,
- statusnim promjenama i prestanku rada Društva,
- imenuju revizore Društva,
- imenuju revizora za ispitivanja radnji obavljenih u osnivanju ili radnji vođenja poslova društva i utvrđivanju naknade za njihov rad
- naknadi troškova imena, robnog i uslužnog žiga KONČAR i troškovima u zajedničkim marketinškim aktivnostima,
- naknadi za zajednički razvoj,
- isplati akontacija dividendi
- postavljanju zahtjeva koje Društvo može imati protiv Uprave Društva,
- davanju razrješnice članovima Uprave i Nadzornog odbora,
- drugim pitanjima određenim Zakonom i ovim Statutom.

Nadzorni odbor

Članak 37.

Nadzorni odbor sastoji se od 5 (pet) članova, od kojih 4 (četiri) člana Nadzornog odbora bira Skupština Društva, a 1 (jednog) člana imaju pravo imenovati radnici kad Društvo zapošljava više od 200 radnika.

Članak 38.

Članove Nadzornog odbora bira Glavna skupština s mandatom od četiri godine. 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.

Izabrani član Nadzornog odbora je fizička osoba poslovno sposobna sa iskustvom u vođenju poslovanja.

Članovi Nadzornog odbora biraju Predsjednika Nadzornog odbora i njegovog zamjenika.

Članak 39.

Nadzorni odbor u obavljanju nadzora nad društvom može imenovati komisije. Komisije Nadzornog odbora mogu biti stalne i povremene.

Pri imenovanju članova Komisije, Nadzorni odbor može odrediti naknadu za rad u Komisiji.

Članak 40.

Članovi Komisije su obvezni ponašati se tako da ne umanjuju svoj ugled ili ugled Komisije, ne dovodeći u pitanje svoju samostalnost i neovisnost u obavljanju poslova.

Komisijama mora biti dostupna i stajati na raspolaganju sva dokumentacija Društva, kao i svi zaposleni u Društvu, bez obzira na stav i upute Uprave Društva.

Zabranjen je svaki oblik utjecaja na rad komisija koji bi mogao dovesti u pitanje njezinu samostalnost i neovisnost, a napose uporaba sredstava javnog priopćavanja, te uopće javnog istupanja u namjeri da se utječe na rad komisija ili pojedinih članova komisija.

Članak 41.

Komisije obavljaju poslove analizom i uvidom u financijska i poslovna izvješća, poslovnu dokumentaciju, te ostale podatke i evidencije koje je Društvo obvezno voditi, kao i uzimanjem izvjava i očitovanja od odgovornih osoba i ostalih zaposlenih u Društvu, kao i od drugih fizičkih osoba koje imaju saznanja od interesa koji se pokaže u obavljanju poslova stalnih komisija.

Komisije obavljaju svoje poslove u prostorijama Društva i izvan njih.

Članak 42.

Nadzorni odbor ima u nadležnosti:

- nadziranje vođenja poslova Društva,
- imenovanje i opoziv Uprave,
- sklapanje ugovora sa članovima Uprave i zamjenicima članova 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.

Članak 43.

Nadzorni odbor daje prethodnu suglasnost Upravi Društva za:

- poslovnu politiku Društva,
- mjere nastupa na tržištu,
- investicijske projekte čija je vrijednost iznad 30% revalorizirane amortizacije prethodne godine, ili iznad 50.000 € te sva ulaganja u dionice, udjele ili vrijednosne papire,
- sklapanje komercijalnih ugovora što obuhvaća faze nuđenja, pregovaranja i zaključenja ugovora za društva prema odluci Nadzornog odbora,
- ugovaranje prodaje dugotrajne materijalne i nematerijalne imovine društva u iznosu od 500.000 kn ili više,
- sklapanje komercijalnih ugovora za značajnim odstupanjem od uobičajenih komercijalnih uvjeta s navođenjem razloga za to i ekskluzivnih agentskih ugovora,
- deponiranje financijskih sredstava u iznosu većem od 5.000.000 kn-kumulativno,
- svako opterećivanje nekretnina (zalog, hipoteka, fiducij),
- značajna odstupanja od odobrenih poslovnih planova,
- 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,
- posebne mjere iz politike kadrova i plaće,
- sklapanje ugovora u svezi s transferom tehnologija, industrijskog vlasništva i dugoročnih proizvodnih kooperacija,
- značajne promjene proizvodne i marketinške strategije uključujući politiku cijena,

- na odluku o osnivanju društava, podružnica kao i na statusne promjene u društvu,
- specificirani godišnji plan donacija i sponzorstva te svaku pojedinačnu donaciju i sponzorstvo iznad 10.000 kn
- promjena organizacijske strukture društva.

Članak 43a.

Uprava je dužna prethodno informirati Nadzorni odbor za sve godišnje okvirne ugovore za nabavu sirovina, repromaterijala i ugradbenih komponenti kao i za pojedinačne ugovore za nabavu koji prelaze 60% vrijednosti ugovora za društva prema odluci Nadzornog odbora.

Članak 44.

Nadzorni odbor donosi odluku većinom od ukupnog broja članova javnim glasovanjem.

Odsutni članovi mogu sudjelovati u donošenju odluka pismom, telefonom, faksom i korištenjem drugih tehničkih sredstava.

Članak 45.

Glavna skupština društva utvrđuje naknadu za rad članova Nadzornog odbora.

Rad Nadzornog odbora Društva detaljnije se utvrđuje Poslovníkom.

Članak 46.

Tajnik Nadzornog odbora vodi knjigu odluka Nadzornog odbora.

Uprava

Članak 47.

Uprava Društva ima od jedan (1) do najviše pet (5) članova.

Nadzorni odbor imenuje i razrješava upravu te donosi odluku o broju članova Uprave i duljini mandata.

Članovi Uprave mogu imati zamjenike koje imenuje i razrješava Nadzorni odbor. Nadzorni odbor donosi odluku o broju zamjenika članova Uprave i duljini njihova mandata.

Članak 48.

Za člana Uprave i zamjenika člana Uprave Društva može biti imenovana osoba koja udovoljava:

- zakonskim uvjetima
- VSS,
- znanje jednog stranog jezika po odluci Nadzornog odbora.

Članak 49.

Uprava je nadležna za:

- vođenje poslove Društva s pozornošću urednog i savjesnog gospodarstvenika, a u skladu sa pozitivnim propisima i usuglašenom poslovnom politikom koncerna KONČAR,
- donošenje planova poslovanja (operativni, godišnji i srednjoročni)
- zastupanje Društva,
- izvršavanje obveza Društva prema KONČAR d.d.,
- pripremanje i provođenje odluka Glavne skupštine,
- podnošenje Nadzornom odboru sastavljenih godišnjih financijskih izvješća s prijedlogom odluke o uporabi dobiti,
- da zajedno s Nadzornim odborom odlučuje o 50% raspoložive dobiti rasporedom u ostale rezerve,
- donošenje odluka o osnivanju novih društava, podružnica i statusnim promjenama
- izvješćivanje Nadzornog odbora sukladno ZTD-u, Statutu, odlukama Nadzornog odbora i Ugovoru o pravima, obvezama i plaći Uprave,
- izvješćivanje i sazivanje Glavne skupštine,
- obvezno sazivanje Glavne skupštine kad ustanovi da u Društvu postoji gubitak u visini 1/2 temeljnog kapitala društva,
- donošenje Poslovnika o radu.

Članak 50.

Članovi Uprave donose odluke javnim glasovanjem.

Ako su glasovi pri odlučivanju jednako podijeljeni, odlučujući je glas Predsjednika Uprave.

Članak 51.

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

IX. POSLOVNA TAJNA

Članak 52.

Poslovnom tajnom smatra se svaki podatak čije saznanje od strane trećih osoba može nanijeti štetu poslovnom interesu i ugledu Društva ili društava s većinskim članskim udjelima/pravima KONČAR-a, 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 proglašavaju za poslovnu tajnu,
- svi dokumenti označeni sa: povjerljivo, za internu upotrebu, službena tajna, poslovna tajna i sl.

Članak 53.

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 predsjednika Uprave odnosno odgovarajućeg člana Uprave.

Članak 54.

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 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 55.

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

Članak 56.

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.

X. OBVEZE I ODGOVORNOSTI PREMA KONČARU

Članak 57.

Obveze Društva prema KONČAR d.d. su:

1. plaćanje mjesečne naknade za korištenje tvrtke, robnog odnosno uslužnog registriranog žiga
2. postupanje sukladno utvrđenoj jedinstvenoj prezentaciji cjelokupnog programa KONČAR
3. implementacija informacijskih sustava utemeljenih na jedinstvenom sustavu koji utvrđuje KONČAR d.d., a napose Sustava upravljanja ljudskim potencijalima i MIS-a
4. primjena Računovodstvenih politika koncerna Končar
5. osiguranje provedbe internih propisa koncerna Končar
6. postupanje sukladno Sporazumu društava koncerna KONČAR o uređenju međusobnih odnosa u poslovanju i nastupanju na tržištu
7. sudjelovanje u zajedničkom nastupu na tržištu i promicanju koncerna KONČAR na tržištu
8. sprečavanje konkurencije između društava koncerna Končar
9. 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.

XI. TRAJANJE I PRESTANAK DRUŠTVA

Članak 58.

Društvo je osnovano na neodređeno vrijeme.

Članak 59.

Društvo može prestati na način utvrđen Zakonom.

XII. POSTUPAK IZMJENA STATUTA DRUŠTVA

Članak 60.

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

Nadzorni odbor je ovlašten izmijeniti i dopuniti Statut ako je to redakcijske prirode.

Članak 61.

Prijedlog za izmjenu i dopunu Statuta mogu dati Nadzorni odbor, Uprava i dioničari koji imaju dionice u vrijednosti najmanje 5% temeljnog kapitala.

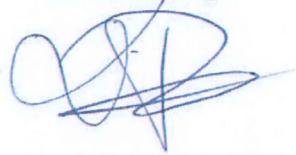
XIII. PRIJELAZNE I ZAVRŠNE ODREDBE

Članak 62.

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

PREDSJEDNIK SKUPŠTINE

Darinko Bago



Ja, javni bilježnik **MARIJA BAKOVIĆ**, Zagreb, M.Matošeca 3,
potvrđujem da je stranka:

DARINKO BAGO, OIB 94314293412, ZAGREB, SCHLOSSEROVE STUBE 7, u mojoj
nazočnosti priznao potpis na pismenu kao svoj. Potpis na pismenu je istinit. Istovjetnost
podnositelja pismena utvrdila sam temeljem osobne iskaznice br. 104523421 PU Zagrebačka.

Javnobilježnička pristojba za ovjeru po tar. br. 11. st. 4. ZJP naplaćena u iznosu 10,00 kn.
Javnobilježnička nagrada po čl. 19. st. 1. PPJT zaračunata u iznosu od 30,00 kn uvećana za PDV
u iznosu od 7,50 kn.

Broj: OV-9937/2018
Zagreb, 05.06.2018.



Javni bilježnik
MARIJA BAKOVIĆ



