

This translation consists of 15 pages/32 sheets
No. 268/26
Date: 20/08/2026

Sworn translation from Croatian into English

**“Articles of Association of
Končar – Distribution and Special Transformers Inc.”**



/coat of arms of the Republic of Croatia/
REPUBLIC OF CROATIA
NOTARY PUBLIC
SANDA PANDŽA

COPY

CERTIFICATE

whereby I, Sanda Pandža, notary public from Zagreb, Kačićeva 9, based on Article 303 of the Companies Act, confirm that on 16 May 2023 (May sixteenth year two thousand twenty-three), having examined the Record from the Assembly of the company KONČAR – Distribution and Special Transformers Inc., with its seat in Zagreb, (City of Zagreb), Ulica Josipa Mokrovića 8, entered in the court register of the Commercial Court in Zagreb, under reg. no. (MBS) 080040901, Tax/Personal Id. No. (OIB): 49214559889 of 16 May 2023 (May sixteenth year two thousand twenty-three), at which Assembly the decision was adopted to amend the Company's Articles of Association, I established as follows:

The amended provisions of the Articles of Association and the Decision to amend the Articles of Association, as well as the unamended provisions of the Articles of Association located in the court register of the Commercial Court in Zagreb, are completely consistent with the text of the Articles of Association enclosed hereto.

An integral part of this Certificate is also the Articles of Association – the consolidated text of 16 May 2023 (May sixteenth year two thousand twenty-three).

Notarial duty was collected in the amount of EUR 19.91 based on Tariff no. 11 of the Notarial Duties Act.

Notarial fee was collected in the amount of EUR 66.36 + VAT based on Article 26 of the Temporary Rules on Notarial Tariffs.

The client received four copies of the notarial certificate, one for the Commercial Court and three for the Company.

L.S.

NOTARY PUBLIC
SANDA PANDŽA
personally signed

I, **NOTARY PUBLIC SANDA PANDŽA**, Zagreb, Kačićeva 9

hereby confirm that I have compared this copy with the original placed in my files and established it completely matches the original.

This copy no. 4 is a CERTIFIED AND COMPLETE copy, supplemented with 1 transcript of the enclosure to the notarial deed.

THIS COPY REPLACES THE ORIGINAL IN ITS ENTIRETY IN LEGAL TRANSACTIONS.

This copy has been composed for KONČAR – Distribution and Special Transformers Inc., Zagreb, Ulica Josipa Mokrvića 8.

Notarial duty was collected in the amount of EUR _____ based on Tariff no. ____ of the Notarial Duties Act.

Exempt from payment of notarial duty based on Article 4 of the Notarial Duties Act.

Notarial fee was collected in the amount of EUR _____ based on Article _____ of the Temporary Rules on Notarial Tariffs.

Number: OU-141/23-2
Zagreb, 16 May 2023

NOTARY PUBLIC
SANDA PANDŽA
/handwritten signature/

/stamp: NOTARY PUBLIC SANDA PANDŽA, ZAGREB, REPUBLIC OF CROATIA/

/stamp (top of each page): OU-141/23-2/

KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d.
Zagreb, Josipa Mokrovića 8
OIB 49214559889

ARTICLES OF ASSOCIATION

OF KONČAR – DISTRIBUTION AND SPECIAL TRANSFORMERS INC.

Zagreb, 16 May 2023

By the decision of the General Assembly of the company Končar – DISTRIBUTION AND SPECIAL TRANSFORMERS INC. (hereinafter: the Company) to amend the Articles of Association of 16 May 2023, the Company's Articles of Association were replaced in their entirety with the new text which reads:

THE ARTICLES OF ASSOCIATION OF KONČAR – DISTRIBUTION AND SPECIAL TRANSFORMERS INC.

I COMPANY, SEAT AND ACTIVITY

Article 1

The company name shall be: KONČAR - Distributivni i specijalni transformatori d.d. za proizvodnju

The abbreviated company name shall be: KONČAR – D&ST d.d.

The company name in English shall be: KONČAR - Distribution and Special Transformers Inc. for manufacturing

The abbreviated company name in English shall be: KONČAR – D&ST Inc.

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 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 shall use the KONČAR trademark registered with the State Intellectual Property Office under number Z20220081 (for the figurative mark: **KONČAR**) and under number Z20220082 (for the word mark: Končar) pursuant to the rules prescribed

by the trademark owner. The owner of the KONČAR trademark is KONČAR – Elektroindustrija d.d.

Article 6

The Company's scope of activity shall be:

- 31 Production of electrical machines and devices, not elsewhere specified
- 31.1 Production of electric motors, generators and transformers
- 31.2 Production of equipment for distribution and control of electrical energy
- 31.6 Production of other electrical equipment, not elsewhere specified
- 28 Production of metal products, except machinery and equipment
- 29 Production of machinery and devices, not elsewhere specified
- 51 Wholesale and agency in trade, except trade in motor vehicles and motorcycles
- 60 Continental transport; pipeline transport
- 61 Maritime and fluvial transport
- 63 Supporting and auxiliary activities in transport
- 65 Financial agency, except insurance and pension funds
- 67 Auxiliary activities in financial agency
- 70 Real estate trade
- 71 Renting machinery and equipment, without operator
- 72 Computer and related activities
- 73 Research and development
- 74 Other business activities
- * Import-export of food and non-food products, except finished medicinal products, poison, weapons, ammunition, armament items, products and equipment intended for civil protection and defence
- * Design, construction, use and demolishing of buildings
- * Construction supervision
- * Design, construction, testing, supervision over installation, installation and commissioning of transformers and all their components
- * Repair and maintenance of transformers and all their components
- * Production, commissioning and use of chemicals
- * Technical testing and analysis of chemicals

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 shall be:

- customer satisfaction,
- achieving profit,
- Company growth and development,
- ensuring the quality of workers' lives and of the work environment.

II INTERNAL ORGANISATION

Article 9

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

III COMPANY'S RIGHTS, OBLIGATIONS AND RESPONSIBILITIES 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.

IV REPRESENTATION

Article 12

The Management Board shall represent the Company at home and abroad.

The members of the Management Board shall represent the company independently and individually.

Article 13

With the consent of the Supervisory Board, the Management Board may grant procuration 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.

V SHARE CAPITAL

Article 14

The Company's share capital amounts to EUR 20,449,280 (in letters: twenty million four hundred and forty-nine thousand two hundred and eighty euros).

The share capital is divided in 511,232 (in letters: five hundred and eleven thousand two hundred and thirty-two) registered shares, each in the nominal value of EUR 40.00 (in letters: forty euros), of which:

- 388,376 (in letters: three hundred and eighty-eight thousand three hundred and seventy-six) ordinary shares, designated KODT-R-A in the depository of book-entry securities managed by the Central Depository and Clearing Company, and
- 122,856 (in letters: one hundred and twenty-two thousand eight hundred and fifty-six) ordinary shares without voting rights, designated KODT-P-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 the CDCC pursuant to the regulations and CDCC's rules.

In regard to the Company, only a person recorded in CDCC's depository of book-entry securities shall be deemed a shareholder.

Ordinary shares imply the right to participate in profit management and distribution.

Preferential shares without voting rights grant pre-emption rights upon dividend payment.

The Company may also manage a book of shares as auxiliary records.

VI 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 allocate the profit, after settling the purposes set by the Act, to 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, and 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.

VII COMPANY BODIES

Article 17

The Company's bodies shall be:

- General Assembly
- Supervisory Board
- Management Board.

General Assembly

Article 18

The General Assembly shall consist of the Company's shareholders.

The 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.

The power of attorney shall identify the proxy, the shareholder granting the power of attorney, the total number of shares, the authorisation to participate and vote on behalf of the shareholder at the Company's General Assembly as well as the date of issue and the expiry date of the power of attorney.

The decision to withdraw the Company's shares from listing on the regulated market shall be adopted by a qualified majority, that is, by the votes representing at least three quarters of the share capital present at the General Assembly when the decision is being adopted.

Article 19

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 boards 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 chairman of the General Assembly.

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

The chairman 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 less significant procedural matters which are not determined by the Act and these Articles of Association, while in case of significant procedural matters, he/she shall refer the procedural question for prior decision making at the General Assembly to the attending shareholders who shall decide thereon by a simple 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 invited to speak by the chairman 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 decisions by the majority of the cast votes, and each member of the Supervisory Board shall be 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,
- instructing the auditor regarding the investigation of the annual financial statements,
- adopting the rules of procedure on its work,
- aligning the text of the Articles of Incorporation 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 in the value exceeding 30 % of last year's revalued depreciation or exceeding € 100,000.00 and all investments in shares, stocks or securities.
- concluding commercial agreement in the value equal to or exceeding € 10,000,000,
- availing of fixed assets (real estate, machinery...) in the value of more than € 100,000,
- 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 exceeding € 700,000,

- 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 first associates of the Management Board's members and concluding special contracts on the rights, obligations and salary,
- Company's participation in 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 individual donation and sponsorship exceeding € 1,500.

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 shall be 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 duties 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 duties 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.

VIII 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, the owner of the KONČAR trademark or companies with majority shares/interests of Končar d.d., particularly:

- work and business plan if classified as a business secret,
- data on business policy if classified 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 classified 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 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 to keep the 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.

IX OBLIGATIONS AND RESPONSIBILITIES TOWARD KONČAR D.D.

Article 37

The Company's obligations toward KONČAR d.d. shall be the following:

- paying the monthly fee for using the company name, the trademark and the registered service mark
- 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 Accounting Policies of the Končar Group
- 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.

X COMPANY COMMUNICATIONS, TERM AND TERMINATION

Article 38

The Company is established for an indefinite period of time.

Article 39

The Company may be dissolved in the manner determined by the Act.

Article 40

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

XI. 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.

XII. 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.

Zagreb, 16 May 2023

The Chairman of the General Assembly
Gordan Kolak

/handwritten signature/

*/court interpreter's note: the original document is tied together with a 3-colour ribbon
affixed with a sticker and stamp/*

I, Maja Jelčić, certified court interpreter for English language, as appointed by the Decree of the Minister in charge of justice affairs in the Republic of Croatia, Class: UP/I-710-02/25-01/414, Reg. No.: 514-03-04-03/03-25-06 of 10 October 2025, do hereby certify that the above translation fully corresponds to the original document written in Croatian language.

No. 268/26

Zagreb, 20 August 2026





REPUBLIKA HRVATSKA
JAVNI BILJEŽNIK
SANDA PANDŽA
Kačićeva 9, 10 000 Zagreb

OTPRAVAK

P O T V R D A

kojom ja, Sanda Pandža, javni bilježnik iz Zagreba, Kačićeva 9, temeljem članka 303. Zakona o trgovačkim društvima, potvrđujem da sam dana 16.05.2023. (šesnaestogsvibnjadvijetisućedvadesettreće) godine uvidom u Zapisnik sa skupštine Društva KONČAR - Distributivni i specijalni transformatori d.d. za proizvodnju (ranije: KONČAR - DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d. sa sjedištem u Zagrebu, (Grad Zagreb), Ulica Josipa Mokrača 8, upisano je u sudski registar Trgovačkog suda u Zagrebu, pod matičnim brojem subjekta upisa (MBS) 080040901, OIB 49214559889 od 16.05.2023. (šesnaestogsvibnjadvijetisućedvadesettreće) godine, na kojoj Skupštini je usvojena Odluka o izmjeni Statuta društva, utvrdila sljedeće:-----

Izmjenjene odredbe Statuta i Odluka o izmjeni, te neizmijenjene odredbe Statuta koji se nalazi pohranjen u sudskom registru Trgovačkog suda u Zagrebu u potpunosti odgovaraju tekstu Statuta koji se prilaže.-----

Sastavni dio ove Potvrde je i Statut - potpuni tekst od 16.05.2023. (šesnaestogsvibnjadvijetisućedvadesettreće) godine.---

Javnobilježnička pristojba utvrđena temeljem TB. 11.ZJP u iznosu od 19,91 EUR.----
Javnobilježnička nagrada utvrđena temeljem čl. 26. PPJT u iznosu od 66,36 EUR + PDV.-----

Stranci izdano četiri otpravaka javnobilježničke potvrde jedan za potrebe Trgovačkog suda, tri za Društvo.-----

M.P.

JAVNI BILJEŽNIK
SANDA PANDŽA
V.R.

Ja, **JAVNI BILJEŽNIK SANDA PANDŽA**, Zagreb, Kačićeva 9

potvrđujem da sam ovaj otpравак usporedila s izvornikom koji se nalazi u
mojim spisima i utvrdila da je doslovno podudaran s izvornikom.

Ovaj je 4. otpравак OVJEREN I POTPUN, kojem je priloženo 1 prijepisa priloga
javnobilježničke isprave.

OVAJ OTPRAVAK U PRAVNOM PROMETU U CIJELOSTI ZAMJENJUJE IZVORNIK.

Ovaj je otpравак sastavljen za KONČAR - Distributivni i specijalni

ime, prezime i adresa

transformatori d.o.o., Zagreb, Ulica Josipa Mokrovića 8 zbog /

ako je ponovo izdan

Javnobilježnička pristojba utvrđena temeljem TB / ZJP u iznosu od / EUR.

Oslobođeno od plaćanja javnobilježničke pristojbe na temelju članka 4 ZJP.

Javnobilježnička nagrada utvrđena temeljem čl. / PPJT u iznosu od / EUR.

Broj: OU-141/23-2

U Zagrebu, 16.05.2023.



JAVNI BILJEŽNIK
SANDA PANDŽA

[Handwritten signature in blue ink]

KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d.
Zagreb, Josipa Mirovića 8
OIB 49214559889

STATUT

KONČAR – DISTRIBUTIVNI I SPECIJALNI
TRANSFORMATORI d.d.

Zagreb, 16.05.2023.

Odlukom Glavne skupštine društva Končar – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d. (u daljnjem tekstu: Društvo) o izmjeni Statuta od 16.svibnja 2023., Statut Društva u potpunosti je zamijenjen novim tekstom koji glasi:

S T A T U T

KONČAR – DISTRIBUTIVNI I SPECIJALNI TRANSFORMATORI d.d.

I. TVRTKA, SJEDIŠTE I DJELATNOST

Članak 1.

Tvrtka Društva glasi: KONČAR - Distributivni i specijalni transformatori d.d. za proizvodnju

Skraćena tvrtka Društva glasi: KONČAR – D&ST d.d.

Tvrtka na engleskom jeziku glasi: KONČAR - Distribution and Special Transformers Inc. for manufacturing

Skraćena tvrtka Društva na engleskom jeziku glasi: KONČAR – D&ST Inc.

Članak 2.

Sjedište Društva je u Zagrebu.

Odluku o promjeni sjedišta Društva donosi Glavna Skupština Društva.

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

Članak 3.

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

Članak 4.

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

Članak 5.

Društvo koristi robni žig KONČAR, registriran pri Državnom zavodu za intelektualno vlasništvo pod brojem Z20220081 (za figurativni žig: **KONČAR**) i pod brojem Z20220082 (za verbalni žig: Končar) sukladno pravilima koje propiše vlasnik žiga. Vlasnik žiga KONČAR je KONČAR – Elektroindustrija d.d.

Članak 6.

Predmet poslovanja Društva je:

- 31 Proizv. električnih strojeva i aparata, d. n.
- 31.1 Proizv. elektromot., generatora i transform.
- 31.2 Proizv. opreme za distrib. i kontrolu el. en.
- 31.6 Proizvodnja ostale električne opreme, d. n.
- 28 Proizv. proizvoda od metala, osim str. i opr.
- 29 Proizvodnja strojeva i uređaja, d. n.
- 51 Trgovina na veliko i posredovanje u trgovini, osim trgovine motornim vozilima i motociklima
- 60 Kopneni prijevoz; cjevovodni transport
- 61 Pomorski i riječni prijevoz
- 63 Prateće i pomoćne djelatnosti u prometu
- 65 Financ. posred., osim osig. i mirov. fondova
- 67 Pomoćne djelatnosti u financijskom posred.
- 70 Poslovanje nekretninama
- 71 Iznajm. strojeva i opreme, bez rukovatelja
- 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
- * popravljavanje i održavanje transformatora i svih njihovih komponenti
- * Proizvodnja, stavljanje na tržište i korištenja 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 Zakonom.

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

V. TEMELJNI KAPITAL

Članak 14.

Temeljni kapital Društva iznosi 20.449.280 (slovima: dvadesemilijunačetiristočetrdesetdevettisućadvjestoosamdeset) eura.

Temeljni kapital podijeljen je na 511.232 (slovima: petstojedanaesttisućadvjestotridesetdvije) dionice, nominalne vrijednosti 40,00 (slovima: četrdeset) eura koje glase na ime, od čega:

- 388.376 (slovima: tristoosamdesetosamtisućatristosedamdesetšest) redovnih dionica, oznake KODT-R-A u depozitoriju nematerijaliziranih vrijednosnih papira, koji se vodi kod Središnjeg klirinškog depozitarnog društva i
- 122.856 (slovima: stodvadesetdvjetisućeosamstopedesetšest) povlaštenih dionica bez prava glasa, oznake KODT-P-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.

Povlaštene dionice bez prava glasa daju pravo prvenstva pri isplati dividende.

Društvo može voditi i knjigu dionica kao pomoćnu evidenciju.

VI. 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 $\frac{1}{2}$ 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.

VII. 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 zastupljenog na Glavnoj skupštini pri donošenju odluke.

Članak 19.

Glavna skupština se 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.

Glavnoj skupštini predsjedava 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:

- predsjedava 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;
- 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.

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 € te sva ulaganja u dionice, udjele ili vrijednosne papire,
- sklapanje komercijalnih ugovora u visini od 10.000.000 € ili više,
- raspolaganje stalnim sredstvima (nekretnine, strojevi, ...) iznad 100.000 €,
- 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 €,
- svako opterećivanje nekretnina (zalog, hipoteka, fiducij),
- 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 €.

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.

Članak 30.

Za člana Uprave Društva može biti imenovana osoba koja udovoljava:

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

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.

Članak 31.

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

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

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.

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

VIII. POSLOVNA TAJNA**Članak 32.**

Poslovnom tajnom smatra se svaki podatak čije saznanje od strane trećih osoba može nanijeti štetu poslovnom interesu i ugledu Društva, vlasniku robnog žiga KONČAR ili društvima s većinskim članskim udjelima/pravima KONČAR d.d., 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 poslovnom tajnom,
- 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 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

IX. OBVEZE I ODGOVORNOSTI PREMA KONČAR d.d.

Članak 37.

Obveze Društva prema KONČAR d.d. su:

- plaćanje mjesečne naknade za korištenje tvrtke, robnog odnosno uslužnog registriranog žiga
- 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.

X. 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.

XI. 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.

XII. PRIJELAZNE I ZAVRŠNE ODREDBE**Članak 42.**

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

U Zagrebu, 16.05.2023.

Predsjednik Glavne skupštine
Gordan Kolak



