



Ericsson Nikola Tesla d.d.
Zagreb, Krapinska 45

SECURITY: ERNT (ISIN: HRERNTRA0000)
LEI: 5299001W91BFWSUOVD63
HOME MEMBER STATE: Republic of Croatia
REGULATED MARKET SEGMENT: Regular Market of the Zagreb Stock Exchange

NOTICE OF EXTRAORDINARY GENERAL MEETING OF ERICSSON NIKOLA TESLA d.d.

Pursuant to Article 277, paragraphs 2 and 3 of the Companies Act, the Managing Director of Ericsson Nikola Tesla d.d. company, with its headquarters in Zagreb, Krapinska 45, passed on 8 October, 2024 the following

DECISION ON CONVOCATION

of an extraordinary General Meeting of the Company, which will be held on November 22, 2024 at 11 am at the registered office of the Company in Zagreb, Krapinska 45, and shall have the following

AGENDA

1. Opening of the General Meeting (appointing the Commission to record the presence of shareholders, verify registrations, determine represented equity capital, verify that the General Meeting was lawfully convened and that it is eligible to make decisions);
2. Decision on allocating retained earnings from the year 2023 and on awarding up to 10,000 treasury shares to the Company's employees;
3. Decision on amending the Company's Articles of Association;
4. Amending the Remuneration Policy for the Management Board;
5. Decision on the election of:
 - Stefan Kötz, from Switzerland, Vordere Dorfstrasse 22, 3073 Gümligen, Head of Mission Critical Networks & Strategic Projects in Market Area Europe & Latin America (MELA) in Ericsson, as a member of the Supervisory Board.

Proposed decisions at the General Meeting

The Managing Director and the Supervisory Board of Ericsson Nikola Tesla d.d. Zagreb jointly propose to the General Meeting to adopt decisions under items 2, 3 and 4, and the Supervisory Board proposes to adopt the decision under item 5.

Item 2

“The amount of 4 MEUR from 2023 retained earnings will be allocated to reserves for treasury shares.

Taking into account the Company’s business results during the preceding period, the Company’s Management Board is given consent to award the Company’s employees up to 10,000 treasury shares.”

Item 3

“The decision on amending Company’s Articles of Association as follows:

Article 25 is amended and now reads as follows:

“The Management Board of the Company consists of one to five members.

In case the Company’s Management Board has more than one member, the Management Board has a President of the Management Board. The members and the President of the Management Board are appointed by the Supervisory Board.

The president of the Management Board or the director (in the case when the Management Board has only one member) is appointed for a maximum of five years. When the Management Board consists of several members, the other members of the Management Board are appointed for a maximum of four years.

The director, members of the Management Board and the President of the Management Board can be re-appointed to that position without limitation of the number of mandates. “

Article 26 is amended and now reads as follows:

“When the Management Board consists of only one member - the director, he represents the company individually and independently.

When the Management Board consists of several members, the President of the Management Board represents the Company individually and independently, and the other members of the Management Board represent the Company together with another member of the Management Board. All commercial and other powers of attorney, including procura, are granted by the Management Board in accordance with its powers of representation.

The Management Board makes decisions at meetings, by majority vote of the Management Board members. In case of an equal number of votes, the President of the Management Board has the deciding vote.

The work of the Management Board can be regulated by the Rules of Procedure of the Management Board adopted by the Supervisory Board, or by the Management Board with the approval of the Supervisory Board.”

In Article 27, Article 28, Article 29, Article 30 and Article 34, the term “director” is replaced by the term “Management Board” and “Management Board members” accordingly. “

Item 4

“The revised Remuneration Policy for the Management Board is approved and forms integral part of this decision.”

Item 5

„Stefan Kötz from from Switzerland, Vordere Dorfasse 22, 3073 Gümligen, Head of Mission Critical Networks & Strategic Projects in Market Area Europe & Latin America (MELA) in Ericsson, is elected as a member of the Supervisory Board, for a 4 (four) year term.”

Important Information about Registration and Participation at the General Meeting

REQUIREMENTS TO BE MET FOR PARTICIPATION AND VOTING

The shareholders, entitled to participate in the General Meeting, shall meet the following requirements:

- Have the Company’s shares registered on their securities account in the Central Depository & Clearing Company on the latest possible date of registration for the General Meeting (i.e. November 15, 2024).
- Have registered their attendance at the General Meeting in advance, no later than six days before the General Meeting date. The deadline does not include the date of the received/ filed registration; therefore, this deadline covers seven days, i.e. November 15, 2024, at the latest.

The shareholder’s proxies, who register to participate at the General Meeting, no later than six days before the General Meeting date, with respect to the date of the received/ filed registration which is not included in the deadline (i.e. by November 15, 2024, at the latest), are entitled to attend and vote.

The registration can be made by sending an e-mail to: pravni.poslovi@ericssonnikolatesla.com or by post sent to the Company's address, and the registration form on the Company's website at <https://ericsson.hr/en/for-investors> can be used.

The following documents shall be submitted to the Registration Commission:

1. Personal registration, if the shareholder attends in person,
2. Personal registration and the Power of Attorney, if the shareholder's proxy attends.

The Registration Commission shall send a registration document and a receipt for the submitted proposals to the shareholder or the shareholder’s proxy to their e-mail or postal address.

The shareholders and their proxies, respectively, are entitled to submit in writing, by post or electronically to the e-mail address: pravni.poslovi@ericssonnikolatesla.com notes and proposals regarding the proposed decisions within the registration time.

The shareholding capacity shall be verified by insight into the files of the Central Depository & Clearing Company.



The required identification when registering shall be based on a personal identity document (personal identification card or passport). The written materials for the Company's General Meeting, which serve to reach the announced decisions, will be available to shareholders for insight, starting with the date of the public announcement of the Company's General Meeting on the Company's web site <https://ericsson.hr/en/for-investors> and at the Company's headquarters, from 10 to 12 a.m. on business days.

The registration of participants shall start 30 minutes prior to the scheduled General Meeting time, upon the presentation of the registration documents.

The shareholder, or the shareholder's proxy, who did not register in line with the above-listed instructions, shall not be entitled to take an active part in the General Meeting.

VOTE BY PROXY

The shareholder's proxy shall have a valid Power of Attorney, made on the form prepared by the Company, which can be found on the Company's website at <http://www.ericsson.hr/za-investitore> or at the Company's headquarters from 10 to 12. a.m. on business days. Verification by a notary public is not required. The Power of Attorney shall clearly state who empowered the Power of Attorney, to whom, including the name and surname/ address of the individual to whom the Power of Attorney was issued to, to what purpose, as well as the Power of Attorney to the proxy to vote at the Meeting.

If the proxy represents a legal person, in addition to the Power of Attorney, the proxy shall enclose the document which states the authorization of the issuer of the Power of Attorney to represent the legal person in question (statement from the Court Register of Companies).

The evidence on appointment of a proxy (a scan of the signed Power of Attorney) shall be submitted via e-mail to: pravni.poslovi@ericssonnikolatesla.com or directly submitted to the registration office at the Company's headquarters.

LISTING NEW ITEMS ON THE AGENDA

Should the shareholders, who together own the stakes amounting to the twentieth part of the Company's share capital, after the General Meeting has been convened, request that an additional item is added to the Agenda and disclosed, then any new agenda item should be accompanied by an explanation or respective decision proposal.

The Company shall receive a request for listing an item on the agenda at least 30 days prior to the General Meeting date. This period does not include the day the request is received at the Company. If the deadline is not observed, the proposed additional items of the Agenda shall not be considered lawfully announced, and no decision on them can be made at the Meeting.

THE SHAREHOLDERS' COUNTER PROPOSALS

The Shareholders' counter proposals to the proposal submitted by the Management Board and/or the Supervisory Board, related to a particular agenda item, shall state their names/surnames, explanation and possibly an opinion by the Management Board, and will be available to legal

persons stated in Article 281, sections 1 to 3 of the Companies Act under the conditions stated therein if a shareholder had submitted such a counterproposal, at least 14 days prior to the General Meeting date, to the address given below:

Ericsson Nikola Tesla d.d.
Krapinska 45, 10000 Zagreb

The date a counter proposal is received at the Company is not counted into this 14 days deadline. The counter proposal shall be available at the Company's website: <https://ericsson.hr/en/for-investors>. Should the shareholder not exercise this right, it does not result in losing the right to make a counter proposal at the General Meeting. The same applies to the shareholders' proposal regarding the election of the Supervisory Board members or the appointment of the Company Auditor. Such a proposal does not have to include an explanation. The Management Board is not obliged to make such a proposal available to shareholders, unless it contains information which must be disclosed with a proposal related to the election of the Supervisory Board members, and to the appointment of the Company Auditor, as well as the memberships of candidates in other supervisory or management boards of other companies and supervisory bodies, in the country and abroad.

RIGHT TO INFORMATION ABOUT THE COMPANY'S BUSINESS PERFORMANCE

At the General Meeting, the Management Board shall provide information about the Company's business performance to each shareholder at his/her request, in case this information is necessary to judge on the agenda items. The obligation to provide information regards both the Company's legal and business relations with related parties. If the Company has acquired treasury shares throughout the year, the Management Board shall state in the Company's Position Report the reasons for shares acquisition, the number and the amount of share capital attributable to the acquired shares; whether the shares have been acquired through payment collection and the price paid, treasury shares sold and those still held.

NO QUORUM / NEW ASSEMBLY

If the General Meeting should lack a quorum (which is more than 50% of the stocks which represent the share capital for the General Meeting), the Managing Director shall, within the following 3 days, send the notice of convening a new General Meeting with the same agenda to the shareholders. The new General Meeting shall be convened within 15 days after the originally convened Meeting, i.e. on December 6, 2024. The decisions adopted at the new General Meeting shall be considered lawful, regardless of the number of the represented shareholders.

For any additional information, please call +385 1 365 4431 or +385 1 241 7002.

Managing Director:

MSc Gordana Kovačević, BEE


ERICSSON 

Ericsson Nikola Tesla d.d.
Krapinska 45
HR-10 000 Zagreb
CROATIA

