



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 THE ANNUAL GENERAL MEETING OF ERICSSON NIKOLA TESLA, joint - stock company

Pursuant to the Companies Act, Art. 277, sections 2 and 3, the Managing Director of the joint - stock company Ericsson Nikola Tesla, with headquarters in Zagreb, Krapinska 45 (hereinafter: the Company), on May 2, 2023 passed the

DECISION ON CONVOCATION

of the Annual General Meeting, to be held at the registered office of the Company in Zagreb, Krapinska 45, on **June 14, 2023 at 11 a.m.**, and shall have the following

AGENDA

1. Opening of the Annual General Meeting (appointing the Commission to record the presence of shareholders, verify registrations, determine the represented equity capital, verify that the General Meeting was lawfully convened and that it is eligible to make decisions);
2. Managing Director's Report for the year 2022;
3. Consolidated and non-consolidated Annual Financial Statements for the year 2022;
4. Auditor's Report for the year 2022;
5. Supervisory Board's Report on the Performed Supervision for the year 2022;
6. Decision on the substitution of the shares with nominal value with the shares without the nominal value of Ericsson Nikola Tesla d.d.;
7. Decision on the alignment of the share capital of Ericsson Nikola Tesla d.d.;
8. Decision on amending Article 5 and Article 6 of the Articles of Association of Ericsson Nikola Tesla d.d.;
9. Decision on allocating retained earnings from the year 2021 and the Company's profit achieved in the financial year 2022;

10. Remuneration Report for the Supervisory Board members and the Management Board in 2022;
11. Decision on discharge from liability to the Managing Director;
12. Decision on discharge from liability to the members of the Supervisory Board and its Chairman;
13. Decision on the re-election of:
 - Olgica Spevec from Zagreb, Ulica Antuna Vramca 25B, Croatia, PIN (OIB) 57760925078, as a member of the Supervisory Board;
14. Decision on the election of:
 - Carl Henrik Magnus Carle from Stockholm, Villagatan 9, Sweden, as a member of the Supervisory Board;
15. Appoint the Auditor for the year 2023.

Proposed Decisions at the Annual General Meeting

The Management Board and the Supervisory Board of Ericsson Nikola Tesla d.d. Zagreb, submitted a joint proposal to the Annual General Meeting, for decision making under items 5, 6, 7, 8, 9, 10, 11 and 12. The Supervisory Board submitted a proposal for decision making under items 13 and 14, and the Supervisory Board, pursuant to the Audit Committee's recommendation, a proposal under item 15;

Item 5

"The Report of the Company's Supervisory Board on the Performed Supervision in 2022 is approved."

Item 6

"Pursuant to Article 5 and Article 6 of the Company's Articles of Association, the Company's share capital is HRK 133,165,000 and is divided into 1,331,650 ordinary registered shares, each share in the nominal amount of HRK 100.00.

Under this Decision, which is adopted in the procedure of alignment of the Company's share capital and the parts of this capital that refer to individual shares with the provisions of Article 21 of the Act on the Amendments to the Companies Act (Official Gazette, no. 114/22), all the Company's shares, in total 1,331,650, of the nominal value of HRK 100.00 each, shall be substituted with the shares without the nominal value.

The existing rights that the Company's shareholders have pursuant to law and the Company's Articles of Association shall remain unchanged, whereby the specified total number of issued ordinary shares of the Company shall remain unchanged.

In line with this Decision, the Company's Articles of Association shall be amended, and this Decision shall come into force on day of the registration of the mentioned amendment of the Company's Articles of Association in the Court Register."

Item 7

“Pursuant to Article 5 and Article 6 of the Company’s Articles of Association, the Company’s share capital is HRK 133,165,000 and is divided into 1,331,650 ordinary registered shares, each in the nominal amount of HRK 100.00.

Under this Decision, which is adopted in the procedure of alignment of the Company’s share capital and the parts of this capital that refer to individual shares with the provisions of Article 21 of the Act on Amendments to the Companies Act (Official Gazette, no. 114/22), the existing amount of the Company’s share capital is converted in the amount expressed in Euro, by applying the fixed conversion rate of Kuna to Euro (EUR 1 = HRK 7,53450), with rounding to the nearest cent, in line with the rules of conversion and rounding as prescribed by the Act on the Introduction of the Euro as the Official Currency in the Republic of Croatia (Official Gazette, no. 57/22 and no. 88/22 - correction).

In line with the previous article of this Decision, the Company’s share capital is EUR 17,674,032.78. A part of the share capital, amounting to EUR 2.78, shall be distributed and allocated in the Company’s capital reserves.

Consequently, this Decision determines the amount of the Company’s adjusted share capital amounting to EUR 17,674,030.00, which is divided into 1,331,650 ordinary shares without the nominal value, in line with the special decision reached by the Company’s General Meeting.

The existing rights that the Company’s shareholders have pursuant to law and the Company’s Articles of Association remain unchanged, whereby the specified total number of the Company’s issued ordinary shares remains unchanged.

In line with this Decision, the Company’s Articles of Association shall be amended and this Decision shall come into force on day of the registration of the mentioned amendment of the Company’s Articles of Association in the court register.”

Item 8

“Article 5 of the Articles of Associations shall be amended and reads as follows:

“The Company’s share capital is EUR 17,674,030.00.”

Article 6 of the Articles of Associations shall be amended and reads as follows:

“The Company’s share capital is divided into 1,331,650 ordinary shares without the nominal amount.”

All other provisions of the Company’s Articles of Association remain unchanged.”

Item 9

“The Company’s net profit for the financial year 2022, amounting to HRK 147,518,760.85 (EUR 19.579.104,23) will be allocated to retained earnings.

The Company’s shareholders will be paid a dividend of EUR 6 per share from the retained earnings from 2021 and retained earnings from 2022.

The dividend shall be paid on July 11, 2023 (payment date) to all the Company’s shareholders that on June 20, 2023 (record date) have the Company’s shares registered on their securities account in the Central Depository & Clearing Company. The date on which the shares of the Company will be traded without dividend payment right is June 19, 2023 (ex-date).”

Item 10

“Remuneration Report for Supervisory Board members and Management Board in 2022 together with the Independent limited assurance report on the Remuneration Report of Ericsson Nikola Tesla d.d. is approved.”

Item 11

“Discharge from liability is given to Gordana Kovačević, the Company’s Managing Director, in relation to the exercise of her duties in 2022.”

Item 12

“Discharge from liability is given to the members of the Supervisory Board and its Chairman in relation to the exercise of their duties in 2022.”

Item 13

Decision on the re-election of:

- Olgica Spevec, Director in Amplus Consult d.o.o., Ulica Antuna Vramca 25 B, 10000 Zagreb, Republic of Croatia, PIN (OIB) 57760925078, is re-elected for a four-year term.”

Item 14

Decision on the election of:

- Carl Henrik Magnus Carle, Ericsson Head of Finance & Business Management for IPR & Licensing, Villagatan 9, Stockholm, Sweden, as a member of the Supervisory Board;

Item 15

“KPMG Croatia d.o.o., Ivana Lučića 2a/17, 10 000 Zagreb, is appointed as the Auditor for the year 2023.”

Important Information About Registration and Participation at the Annual General Meeting

REQUIREMENTS TO BE MET FOR PARTICIPATION AND VOTING

The shareholders, entitled to participate in the Annual General Meeting shall meet the requirements, as follows:

- Have Company shares registered on their securities account in the Central Depository & Clearing Company on the date of the latest possible registration for the Shareholders’ Meeting (i.e. June 7, 2023).
- Have registered in advance, their attendance to the Annual General Meeting, no later than six days before the Annual General Meeting date. The deadline does not include the date of the received/ filed registration; therefore, this deadline covers seven days, i.e. June 7, 2023, at the latest.

The shareholder's proxies, who register to participate at the Annual General Meeting, no later than six days before the Annual General Meeting date, with respect to the date of the received/ filed registration, which is not included in the deadline (i.e. by June 7, 2023, at the latest), are entitled to attend and vote.

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

The following documents shall be submitted to the Registration Commission:

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

The Registration Commission shall send the registration document and a receipt for the submitted proposals to the shareholder/ shareholder's proxy 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@ericsson.com notes and proposals regarding the proposed decisions within the registration time.

The shareholding capacity shall be verified by insight into 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 Annual General Meeting, which serve to reach the announced decisions, will be available to shareholders for insight, starting with the date of public announcement of the Meeting, on the Company's web site <https://www.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 Meeting time, upon the presentation of the registration document.

The shareholder or his/her proxy, who did not register shall not be entitled to take an active part in the 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 web site at <https://www.ericsson.hr/en/for-investors> 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 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 issuer of Power of Attorney to represent the legal person in question (i.e. the statement from the Court Register of Companies).

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

LISTING NEW ITEMS ON THE AGENDA

Should the shareholders, who together own the stake amounting to the twentieth part of the Company share capital, after the 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 requests for listing items on the agenda at least 30 days prior to the Annual 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 be considered not lawfully announced and no decision on them can be made at the Meeting.

SHAREHOLDERS' COUNTER PROPOSALS

The Shareholders' counter proposals to the proposals submitted by the Management Board and/or Supervisory Board, related to a particular agenda item, shall state their names/ surnames, explanation and possibly an opinion by the Management Board shall 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 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 these 14 days deadline. The counter proposal shall be available at the Company's web site: <https://www.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 Meeting. The same applies to the shareholders' proposals 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 relating to the election of the Supervisory Board members, and to the appointment of the Company Auditor, as well as the membership of candidates in other supervisory or management boards, in the country and abroad.

RIGHT TO INFORMATION ABOUT THE COMPANY'S BUSINESS PERFORMANCE

At the Annual General Meeting, the Management Board shall provide information about Company's business performance to each shareholder at his/her request, in case this information is necessary to judge on the agenda items. This obligation to provide information regards also legal and business relations with the related parties. If the Company has acquired treasury shares throughout the year, the Management Board shall state in the Company Position Report, the reasons for shares acquisition, the number and nominal value of the acquired shares, whether the shares have been acquired through payment collection - the price paid, treasury shares sold and those still held, and if the Company issued shares without nominal value – their number and the amount of share capital attributable to them.


NO QUORUM / NEW ASSEMBLY

If the Meeting should lack a quorum (which is more than 50% of the stocks which represent the share capital for the Annual General Meeting), the Managing Director shall, within the following 3 days, send the notice of convening a new Meeting with the same agenda to the shareholders. The new Meeting shall be convened within 15 days after the originally convened, i.e. on June 29, 2023, at the latest. The decisions adopted at the new Annual General Meeting shall be considered lawful, disregarding 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, B.E.E.



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