

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 d.d.**

Pursuant to Article 277, paragraphs 2 and 3 of the Companies Act, the Management Board of Ericsson Nikola Tesla d.d. company, with its headquarters in Zagreb, Krapinska 45, passed on May 13, 2025 the following

### **DECISION ON CONVOCATION**

of the Annual General Meeting of the Company, which will be held on **June 26, 2025, at 11 a.m.** at the registered office of the Company in Zagreb, Krapinska 45, 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 represented equity capital, verify that the Annual General Meeting was lawfully convened and that it is eligible to make decisions);
2. Company's Management Board's Report for the year 2024;
3. Consolidated and Non-Consolidated Annual Financial Statements and Sustainability Report for the year 2024;
4. Auditor's Report for the year 2024;
5. Supervisory Board's Report on the Performed Supervision for the year 2024;
6. Decision on allocation of retained earnings from the year 2023 and the Company's profit achieved in the financial year 2024;
7. Remuneration Report for the Supervisory Board members and the Management Board in 2024;
8. Decision on discharge from liability to the Company's Management Board;
9. Decision on discharge from liability to the members of the Company's Supervisory Board and its Chairman;
10. Decision on re-election of:  
Ana Vrsaljko Metelko, from Zagreb, Kajfešov brijeg 18, Croatia, PIN (OIB) 74658580733, as a member of the Supervisory Board;
11. Appointment of the Auditor for the year 2025 and 2026.

### **Proposed decisions at the General Meeting**

The Management Board and the Supervisory Board of Ericsson Nikola Tesla d.d. Zagreb jointly propose to the General Meeting to adopt decisions under items 5, 6, 7, 8, and 9, and the Supervisory Board proposes to adopt the decision under item 10. The Supervisory Board, pursuant to the Audit Committee's recommendation, submitted a proposal under item 11.

#### **Item 5**

"The Report of the Company's Supervisory Board on the Performed Supervision in 2024 is approved."

#### **Item 6**

"The Company's net profit for the financial year 2024, amounting to EUR 22,469,997.40 will be allocated to retained earnings.

The Company's shareholders will be paid a regular dividend of EUR 10.54 per share from the retained earnings from 2023 and the retained earnings from 2024.

The dividend shall be paid on July 23, 2025 (payment date) to all the Company's shareholders that on July 2, 2025 (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 July 01, 2025 (ex-date)."

#### **Item 7**

"Remuneration Report for Supervisory Board members and Management Board in 2024 together with the Independent limited assurance report on the Remuneration Report of Ericsson Nikola Tesla d.d. is approved."

#### **Item 8**

"Discharge from liability is given to the Company's Management Board, for the exercise of duties in 2024."

#### **Item 9**

"Discharge from liability is given to the members of the Company's Supervisory Board and its Chairman in relation to the exercise of their duties in 2024."

#### **Item 10**

"It is determined that the term of Ana Vrsaljko Metelko as Member of the Supervisory Board ends on 29 June 2025. It is hereby decided to re-elect:

- Ana Vrsaljko Metelko, Attorney at Law, Kajfešov brijeg 18, 10000 Zagreb, Croatia, PIN (OIB) 74658580733, as the member of the Supervisory Board for the new 4 (four) year term;

## Item 11

“KPMG Croatia d.o.o., Ivana Lučića 2a/17, 10000 Zagreb, is appointed as the Auditor for the year 2025 and 2026.”

### **Important Information about Registration and Participation at the Annual General Meeting**

#### **REQUIREMENTS TO BE MET FOR PARTICIPATING AND VOTING AT THE ANNUAL GENERAL MEETING**

- The shareholders, entitled to participate in the Annual 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
  - Have registered their attendance at the Annual General Meeting in advance, 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 19, 2025, at the latest.

If the shareholder will not be present at the Annual General Meeting, the shareholder's proxy, who registers 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 19, 2025, at the latest), is entitled to attend and vote.

The registration can be made by sending an e-mail to the Registration Commission at: [pravni.poslovi@ericssonnikolatesla.com](mailto:pravni.poslovi@ericssonnikolatesla.com), by post sent to the Company's address or directly submitted to the registration office at the Company's headquarters. The registration form and the Power of Attorney form (in case of proxy attending) that can be used are found on the Company's website at <https://ericssonnikolatesla.com/en/investor-relations/annual-general-meetings/>.

The following documents shall be submitted to the Registration Commission at the above e-mail address:

1. Registration of intention to participate at the Annual General Meeting, containing information from the form, if the shareholder attends in person; or
2. Registration of intention to participate at the Annual General Meeting, containing information from the form and the Power of Attorney (PoA), if the shareholder's proxy attends. Verification by a notary public is not required.

If PoA is submitted, it shall clearly state who issued the PoA, to whom, including the name and surname/ address of the individual to whom the PoA was issued to, to what purpose, as well as the power of attorney to the proxy to vote at the General Meeting. If the proxy represents a legal person, in addition to the PoA, the proxy shall enclose the document which states the authorization of the issuer of the PoA to represent the legal person in question (statement from the Court Register of Companies).

A registration document and a receipt for the submitted proposals will be sent 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](mailto:pravni.poslovi@ericssonnikolatesla.com) notes and proposals regarding the proposed decisions within the registration time.

The shareholding capacity shall be verified by reviewing the data from the Central Depository & Clearing Company.

The required identification when registering shall be based on a personal identity document (personal identification card or passport). The registration of participants shall start 30 minutes prior to the scheduled Annual General Meeting time.

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 Annual General Meeting.

The written materials for the Company's Annual General Meeting, which serve as a basis to reach the announced decisions, will be available to shareholders for review, starting with the date of the public announcement of the Company's Annual General Meeting **on the Company's web site <https://ericssonnikolatesla.com/en/investor-relations/annual-general-meetings/> and at the Company's headquarters, from 10 a.m. to 12 a.m. on business days.**

#### 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 Annual 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 a listing of an item on the agenda at least 24 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 not be considered lawfully announced, and no decision on them can be made at the Annual General 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 Annual 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://ericssonnikolatesla.com/en/investor-relations/annual-general-meetings/>. Should the shareholder not exercise this right, it does not result in losing the right to make a counter proposal at the Annual 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 Annual 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 Annual General Meeting should lack a quorum (which is more than 50% of the stocks which represent the share capital for the General Meeting), the Annual General Meeting will be held again on **July 9, 2025 at 11 a.m.** at the same place and with the same agenda. The decisions adopted at such a new Annual 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.

  
**Gordana Kovačević**, President of the Management Board

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