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Ericsson Nikola Tesla d.d.  
Zagreb, Krapinska 45

## **NOTICE OF THE ANNUAL SHAREHOLDERS' ASSEMBLY OF ERICSSON NIKOLA TESLA d.d.**

Pursuant to the Company Law, Art. 277, sections 2 and 3, the Managing Director of the joint stock company Ericsson Nikola Tesla d.d., Zagreb, Krapinska 45, made the decision on April 13, 2012 on the convocation of the Annual Shareholders' Assembly that will take place at the registered office of the Company in Zagreb, Krapinska 45, on June 5, 2012 at 4.00 p.m.

### **AGENDA**

1. Opening the Assembly (appointment of the commission to record presence of shareholders/votes, verify registrations, determine represented equity capital, verify the Assembly as lawfully convened and eligible to make decisions);
2. Managing Director's report on Company's business situation in 2011;
3. Presentation of annual financial statements for 2011;
4. Report and expert opinion of Company auditor on Company's operations in 2011;
5. Supervisory Board's report on performed review of Company's operations, on performed review of annual financial statements, of Company's business situation and on proposed allocation of net income for 2011;
6. Make decision on allocating retained earnings realized in 2001, 2002 and part of retained earnings realized in 2003 and on using net income realized in the financial year 2011;
7. Make decision on approving the conduct of business as performed by the Managing Director;
8. Make decision on approving the activities as performed by the Supervisory Board and its Chairman;
9. Make decision on extension of Company's activities;
10. Make decision on amendment and addition to the Company's Statute;
11. Make decision on reappointment of:
  - Klas Roland Nordgren, Lindvägen 24 A, S-18735 Täby, Sweden, Passport No 56614809, National ID No 91050806102, as a member of the Supervisory Board;

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- Carita Annette Jönsson, Östergårdsvägen 20, 141 38 Huddinge, Sweden, Passport No. 63014724, National ID No.: 30744529763, as a member of the Supervisory Board;

12. Appoint the Company's auditor for 2012.

### **Proposed Decisions of Shareholders' Assembly**

The Managing Director and the Supervisory Board of Ericsson Nikola Tesla d.d. Zagreb, submitted a joint proposal to the Annual Shareholder's Assembly, to make decisions, as stated under sections 5, 6, 7, 8, 9, 10. The Supervisory Board submitted a proposal for decision making, as stated under the section 11, and pursuant to the Audit Committee's recommendation, the Supervisory Board submitted a proposal for a decision making, as stated under the section 12:

#### Agenda Item 5

"The Report of the Supervisory Board on the performed review of the Company operations in 2011 is approved."

#### Agenda Item 6

"The Company shareholders shall be paid a regular dividend of HRK 20 per share, and an extraordinary dividend of HRK 150 per share, i.e. the total of HRK 170 per share from retained earnings in 2001, 2002 and a portion of retained earnings realized in 2003.

The dividend shall be paid out to all shareholders who have Company shares registered on their securities account in the Central Depository & Clearing Company seven days prior to the Assembly that is to make the decision (i.e. on May 29, 2012). The payment shall be effected depending on the Company solvency, but not later than July 5, 2012 pursuant to the Company Law, Art. 223.

The Company net income for the financial year 2011 totaling HRK 27,976,482.87 will be allocated as to retained earnings."

#### Agenda Item 7

"The Decision is made on approving the conduct of business, as performed in 2011 by Gordana Kovačević, the Managing Director of the Company."

#### Agenda Item 8

"The Decision is made on approving the review 2011, as performed by the Chairman and the members of the Supervisory Board."

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#### Agenda Item 9

„The Company’s scope of activities is extended and the following activity is entered:  
\*development of investment and technological documentation concerning ICT managed services.“

#### Agenda Item 10

Decision on amendment and addition to the Statute:

In Article 3, the following activities will be added:

“\* development of investment and technological documentation concerning ICT managed services.”

#### Agenda Item 11

“As their mandates have expired:

- Mr. Klas Roland Nordgren, Corporate Officer, Marketing and Sales, Lindvägen 24 A, S-18735 Täby, Sweden, Passport No. 56614809, National ID No. 91050806102, is re-elected as a member of the Supervisory Board, with a mandate renewed for the next four years.
- Mrs. Carita Annette Jönsson, Head of Regional Audits, Östergårdsvägen 20, 141 38 Huddinge, Sweden, Passport No. 63014724, National ID No. 30744529763, is re-elected as a member of the Supervisory Board, with a mandate renewed for the next four years.”

#### Agenda Item 12

“PricewaterhouseCoopers d.o.o., Zagreb, Alexander von Humboldt 4, is appointed the Company auditor for the year 2012 “.

### **Important information about registration and participation in the Annual Shareholders’ Assembly**

#### REQUIREMENTS TO BE MET FOR PARTICIPATION AND VOTING AT THE ANNUAL SHAREHOLDERS’ ASSEMBLY

Shareholders who meet the requirements below are entitled to participate in the Annual Shareholders’ Assembly:

- Have Company shares registered on their securities account in the Central Depository & Clearing Company on the date of latest possible registration for the Shareholders’ Assembly (i.e. May 29, 2012).

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- Have registered in advance, their attendance to the Shareholders' Assembly, but not later than six days before the Assembly date. The deadline does not include the date of the received/ filed registration, so that practically this deadline covers seven days, i.e. May 29, 2012, at the latest.

Shareholder's proxies, who register their presence/representation at the Assembly, not later than six days before the Assembly date, taking into account that the date of the received/ filed registration is not included in that deadline (i.e. by May 29, 2012, at the latest), are entitled to attend, and to vote.

Shareholders can register their presence/representation in the Legal Affairs Department at the Company headquarters in Zagreb, Krapinska 45, between 10.00 a.m. and 12.00 a.m. every workday.

The following documents shall be submitted to the registration commission:

1. Personal registration form, if the shareholder attends in person
2. Personal registration form and a power of attorney, if the shareholder's proxy attends

The registration commission shall hand over to shareholder/ shareholder's proxy the registration document and a receipt for the submitted proposals.

Within the registration time the shareholders and their proxies respectively, are entitled to submit in writing notes and proposals regarding the proposed decisions.

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

The required identification document is a personal identity document (personal identification card or passport). Written materials required by the Shareholders' Assembly to make decisions will be available to shareholders for insight, starting with the date of public announcement of the Assembly, in the Legal Affairs Department at the Company headquarters, from 10.00 a.m. to 12.00 a.m. on workdays, and on the Internet site of the Company:

[www.ericsson.hr/investitori/aktualnosti.shtml](http://www.ericsson.hr/investitori/aktualnosti.shtml)

The registration of attendance of persons authorized to take part in the proceedings shall start one (1) hour before the scheduled time for the beginning of the Assembly, upon the presentation of the registration document.

A shareholder or his/her proxy who does not register shall not be entitled to take an active part in the Assembly.



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## VOTE BY PROXY

The shareholder's proxy shall have a valid power of attorney (use the Company's form at [www.ericsson.hr/investitori/aktualnosti.shtml](http://www.ericsson.hr/investitori/aktualnosti.shtml) or get it in the Company's Legal Department at the Company headquarters from 10.00 a.m. to 12.00 a.m. on workdays). Verification by a notary public is not required. The power of attorney must state the name of the authorization issuer, name and family name/ address of the individual to whom power of attorney was issued, to what purpose, as well as the power to vote at the Assembly.

If the proxy represents a legal person, besides the power of attorney, the proxy has to document 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 scanned authorization document on appointment of a proxy (with scanned signature) shall be submitted to the Company's Legal Dept. or e-mailed to the address:

[pravni.poslovi@ericsson.com](mailto:pravni.poslovi@ericsson.com)

## NEW AGENDA ITEMS

Should after the Assembly is convened, the shareholders owing together the twentieth part of the share capital of the Joint Stock Company, request that additional item is to be added to the Agenda and disclosed, then any new agenda item should be accompanied by an explanation and respective decision proposal.

The Company has to receive requests for putting items on the agenda at least 30 days prior to the Annual Assembly date. This period does not include the day the request is filed/received at the Company. If the deadline is not observed, the proposed additional items of the Agenda will be considered not lawfully announced and no decision on them can be made at the Assembly.

## SHAREHOLDERS' COUNTER PROPOSALS

Counterproposals to the proposals submitted by the Managing Director and/or Supervisory Board, relating to a particular agenda item and made by shareholders with their names/family names, explanation and possibly, opinion by Managing Board must be available to legal persons stated in Article 281, sections 1 to 3 of the Company Law (credit or financial institutions and shareholders associations who at the preceding Assembly cast vote on behalf of shareholders or requested to be informed), as defined in the Article 281, if a shareholder has submitted such a counterproposal, at least 14 days prior to the Assembly date, to the address given below:

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

The date a counterproposal is received at the Company is not counted into 14 days deadline. The counterproposal shall be available at the Company's Internet site:

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[www.ericsson.hr/investitori/aktualnosti.shtml](http://www.ericsson.hr/investitori/aktualnosti.shtml). In case the shareholder should not exercise this right, he should still be entitled to make a counterproposal at the Assembly. The same applies to shareholders proposals regarding the election of the Supervisory Board members or appointment of the Company auditor. Such a proposal does not have to include an explanation. The Managing Board is not obliged to make such a proposal available to shareholders unless it includes information that must be disclosed, with a proposal relating to the election of Supervisory Board members, and to the appointment of Company auditor, as well as the membership of candidates in other supervisory or managing boards, in the country and abroad.

#### RIGHT TO INFORMATION ABOUT COMPANY OPERATIONS

At the Annual Shareholders' Assembly, the Managing Director is obliged to provide information about the Company operations to any shareholder at his/her request, in case this information is necessary to judge on agenda items. This obligation to provide information regards also legal and business relations with related parties. If the Company has acquired treasury shares throughout the year, the Managing Director is obliged to state (in the Company position report) the reasons for shares acquisition, the number and nominal value of acquired shares, whether the shares have been acquired through payment collection, how much they cost, treasury shares sold and those still held.

#### NO QUORUM / NEW ASSEMBLY

If the Assembly lacks a quorum (which is more than 50% of the stock representing the share capital), the Managing Director shall, within the following 3 days, send to shareholders the notice of Assembly with the same agenda. The new Assembly shall be convened within 15 days after the originally convened, i.e. on June 20, 2012, at the latest. The decisions adopted at the new Annual Assembly shall be considered lawful, disregarding the number of represented shareholders.

For any additional information, please call +385 1 365 4148 or +385 1 365 4168.

Managing Director:

MSc Gordana Kovačević, B.E.E.