



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 15 May, 2024 passed the

### **DECISION ON CONVOCATION**

of the Company's Annual General Meeting, to be held at the registered office of the Company in Zagreb, Krapinska 45 on **June 27, 2024, at 11 a.m.**, and shall have the following

### **AGENDA**

1. Opening of the Annual General Meeting (appointment of the Commission to record the presence of shareholders, verification of registrations, determination of the represented equity capital, verification that the Annual General Meeting was lawfully convened and that it is eligible to make decisions);
2. Managing Director's Report for the year 2023;
3. Consolidated and Non-Consolidated Annual Financial Statements for the year 2023;
4. Auditor's Report for the year 2023;
5. Supervisory Board's Report on the Performed Supervision for the year 2023;
6. Decision to supplement the Company's scope of business activities;
7. Decision on amendments to the Company's Articles of Association;
8. Decision on allocation of retained earnings from the year 2022 and the Company's profit achieved in the financial year 2023;
9. Remuneration Report for the Supervisory Board members and the Management Board in 2023;
10. Decision on discharge from liability to the Company's Managing Director;
11. Decision on discharge from liability to the members of the Company's Supervisory Board and its Chairman;
12. Appoint the Auditor for the year 2024.

## Proposed Decisions at the Annual General Meeting

The Management Board and the Supervisory Board of the Company submitted a joint proposal to the Annual General Meeting for decision making under items 5, 6, 7, 8, 9, 10, and 11. The Supervisory Board pursuant to the Audit Committee's recommendation submitted a proposal under item 12.

### Item 5

"The Report of the Company's Supervisory Board on the Performed Supervision in 2023 is approved."

### Item 6

"The decision is reached to supplement the Company's scope of business activities, in a way that in addition to the existing activities, the following activities are added:

- "\* activity of electronic communications networks and services
- \* geodetic activities
- \* testing of electrical and lightning protection installations
- \* installation, repair and maintenance of heating, ventilation and cooling devices
- \* chemical cleaning and disinfection of refrigerating, air-conditioning and ventilation systems and equipment
- \* design and manufacture of products and parts for air-conditioning and ventilation
- \* manufacture of articles of concrete, gypsum (plaster) and artificial stone
- \* cutting, shaping and finishing of stone
- \* activity of waste transport
- \* setting up and dismantling temporary traffic signalling"

### Item 7

"The decision is reached on the amendment of the Company's Articles of Association as follows:

The following is added to the list of activities at the end of Article 3 of the Articles of Association:

- "\* activity of electronic communications networks and services
- \* geodetic activities
- \* testing of electrical and lightning protection installations
- \* installation, repair and maintenance of heating, ventilation and cooling devices
- \* chemical cleaning and disinfection of refrigerating, air-conditioning and ventilation systems and equipment
- \* design and manufacture of products and parts for air-conditioning and ventilation

- \* manufacture of articles of concrete, gypsum (plaster) and artificial stone
- \* cutting, shaping and finishing of stone
- \* activity of waste transport
- \* setting up and dismantling temporary traffic signalling“

In Article 4 of the Articles of Association, after section 1, section 2 is added and reads:

“The Company may set up branch offices through which it will perform its activities. The decision to set up a branch office is reached by the Company’s Management Board.”

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

#### **Item 8**

“The Company’s net profit for the financial year 2023, amounting to EUR 18,840,713.66 will be allocated to retained earnings.

The Company’s shareholders will be paid a regular dividend of EUR 10 per share and an extraordinary dividend of EUR 5 per share, i.e. a total of EUR 15 per share from the retained earnings from 2022 and the retained earnings from 2023.

The dividend shall be paid on July 17, 2024 (payment date) to all the Company’s shareholders that on July 03, 2024 (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 02, 2024 (ex-date).”

#### **Item 9**

“Remuneration Report for Supervisory Board members and Management Board in 2023 together with the Independent limited assurance report on the Remuneration Report of Ericsson Nikola Tesla d.d. is approved.”

#### **Item 10**

“Discharge from liability is given to Gordana Kovačević, the Company’s Managing Director, in relation to the exercise of her duties in 2023.”

#### **Item 11**

“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 2023.”

#### **Item 12**

“KPMG Croatia d.o.o., Ivana Lučića 2a/17, 10000 Zagreb, is appointed as the Auditor for the year 2024.”

## **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 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 Annual General Meeting (i.e. June 20, 2024).
- 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 20, 2024, 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 20, 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](mailto: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](mailto: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 Annual 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 Annual 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 Annual 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 Annual 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](mailto: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 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 listing an item 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 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 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://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 Annual General Meeting. The same applies to the shareholders' proposal regarding the election of the Supervisory Board members or the appointment of the



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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 Annual General Meeting), the Managing Director shall, within the following 3 days, send the notice of convening a new Annual General Meeting with the same agenda to the shareholders. The new Annual General Meeting shall be convened within 15 days after the originally convened Meeting, i.e. on July 12, 2024. The decisions adopted at the 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.

Managing Director:

MSc Gordana Kovačević, BEE

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

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