

Ericsson Nikola Tesla d.d.
Zagreb, Krapinska 45

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Ericsson Nikola Tesla, Zagreb, Krapinska 45 (hereinafter: Company) will take place at the registered office of the Company in Zagreb, Krapinska 45, on **26th May 2009 at 16.00**, as convened by the Managing Director of the Company, compliant with her decision of 10th March 2009 on convening this Meeting and pursuant to the Company Law, Art. 277, sections 2 and 3.

A G E N D A

1. Opening the Meeting (appoint 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 2008;
3. Presentation of the Annual financial statements for 2008;
4. Report and expert opinion of Company auditor on Company's performance in 2008;
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 2008;
6. Making decision on the allocation/use of a part of retained earnings realized in 2007 and on the use of net income realized in the financial year 2008;
7. Making decision on the approval of conduct of business as performed by the Managing Director;
8. Making decision on the approval of the activities (conduct of supervision) as performed by the Supervisory Board and its Chairman;
9. Making decision on addition to Company's Statute;
10. Appointing the Company's auditor for 2009.

Proposed decisions of the Shareholders' Meeting

The Managing Director and the Supervisory Board of Ericsson Nikola Tesla d.d. Zagreb make a joint proposal to the Annual General Meeting to make decisions stated under sections 5, 6, 7, 8, 9. Pursuant to the Audit Committee's recommendation the Supervisory Board proposes the decision stated under 10:

Agenda Item 5

The Report of the Supervisory Board on performed supervision/review of Company operations in 2008 is approved.

Agenda Item 6

- I. Company shareholders shall be paid a regular dividend of HRK 20 per share and an extraordinary dividend of 50 HRK per share, i.e. a total of HRK 70 per share from retained not allocated earnings 2007 and from a part of net income realized in the financial year 2008.

The dividend shall be paid out to all shareholders who seven days prior to the Meeting that is to make this decision (i.e. on **19th May 2009**) have Company shares registered on their securities account in the Central Depository Agency. The payment shall be effected depending on the Company solvency but not later than **25th June 2009**, pursuant to the Company Act, Art. 223

- II. The net income (profit) of the Company for the financial year 2008 totaling HRK 204.368.277,82 shall be allocated:
 - to dividend payout, to cover the amount lacking after the not allocated retained earnings realized in 2007 have been used
 - to the reserve for treasury shares: the amount of HRK 15.000.000
 - the rest shall go to retained earnings.
- III. Considering the Company's business results achieved in the previous period, hereby consent is given to the Managing Director of the Company to allocate to Company's employees up to 20.000 treasury shares.

Agenda Item 7

"Decision is made on the approval of conduct of business as performed in 2008 by the Managing Director of the Company, Gordana Kovačević".

Agenda Item 8

"Decision is made on the approval of review 2008 as performed by the Chairman and the members of the Supervisory Board".

Agenda Item 9

Decision on addition to the Statute:

In Article 3 the following activities shall be added:

- *Project design, construction, use and removal of buildings and structures
- *Construction supervision
- *Grounds care and landscaping
- *Manufacture of, trade in, export and import of military goods
- *Services relating to military goods. "

Agenda Item 10

"PricewaterhouseCoopers d.o.o., Zagreb, Alexandera von Humboldta 4", is appointed as the auditor of the Company for the year 2009".

Important information about registration and participation in the Annual Meeting

All shareholders and their proxies, who register their presence/representation at the Meeting seven (7) days before the Meeting (i.e. on **19th May 2009** at the latest) shall be entitled to attend and to vote.

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

The following documents shall be submitted to the registration commission:

- Personal registration form if the shareholder attends in person,

- Personal registration form and authorization form if the shareholder's representative (proxy) attends.

The shareholders and their proxies respectively, are entitled to file (submit in writing) notes and proposals regarding the proposed decisions within the registration period.

The registration commission shall hand over to shareholder, or his proxy, the registration document and a receipt for the submitted (filed) proposals.

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

The shareholder's proxy shall have a valid authorization document, which does not have to be verified by the notary public. The authorization document shall state the issuer of the authorization, to whom it is issued (name and family name, address), to what purpose and that the proxy is authorized to vote at the Meeting.

If the proxy represents a legal person he has to enclose with the authorization document a document showing that the issuer of authorization document has legal authority to represent the legal person in question (statement from the Court Register of Companies).

The shareholding capacity is checked by insight into the Central Depository Agency data.

The required identification document is a personal identity paper (personal identification card or passport). Written materials for the Annual Meeting that are required to make decisions shall be available to shareholders for insight starting with the date of public announcement of the Meeting, in the Legal Affairs Dept. at the registered office of the Company, every workday between 9.00 and 15.00.

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

In case the shareholders who together own the twentieth part of the share capital of the Joint Stock Company put a request, after the Meeting has been convened, that the subject matter of decisions to be made at the Meeting should be made public, this has to be done within ten days after the Meeting has been convened. If the mentioned deadline should not be kept the proposed agenda would be considered as not lawfully announced.

Any shareholder is entitled to submit to the Company at least two weeks prior to the Meeting a counterproposal to the proposal submitted by the Managing Director and/or Supervisory Board relating to a particular agenda item, with due explanation, to the following address:

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

If the Meeting should lack a quorum (more than 50% of the stock representing the share capital) the Managing Director shall, within the following 3 days, send to shareholders Meeting notices with the same agenda. The new Meeting shall be convened not later than 15 days after the originally convened, i.e. on **10th June 2009** at the latest. The decisions adopted at the new Meeting shall be considered lawful disregarding the number of represented shareholders.

For all additional information, please call +385 1 365 4314 or +385 1 365 4168.

Managing Director:
Gordana Kovačević, MSc