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CERTIFIED TRANSLATION FROM  
CROATIAN TO ENGLISH

*ARTICLES OF ASSOCIATION*



**ARTICLES OF ASSOCIATION  
ERICSSON NIKOLA TESLA  
d.d.  
Zagreb**

**(including amendments made at the company's Annual General Meeting held on 14 June 2023)**

***Article 1***

The joint-stock company (hereinafter referred to as the Company) shall operate under the following corporate name:

ERICSSON NIKOLA TESLA  
a joint-stock company for the manufacture of  
telecommunication systems and devices

The abbreviated corporate name shall be:

ERICSSON NIKOLA TESLA d.d. Zagreb

***Article 2***

The headquarters of the Company are in Zagreb, 45 Krapinska.

Details of the address of the Company may be defined by the Management Board with a prior consent of the Supervisory Board of the Company.

***Article 3***

The Company's business objective is marketing, sale, project design, engineering, research and development, manufacture, installation, testing and maintenance of telecommunication and other related devices and equipment, such as:

public digital telephone exchanges for all levels of commutation nodes in public telephone integrated digital networks with POTS, ISDN, B-ISDN, and IN functions

private branch and functional digital telephone exchanges for simultaneous commutation of speech and data for independent business networks

exchanges for non-speech information by commutation of channels and packages in public and independent networks

digital transmission devices and transmission networks

centers for supervision, maintenance, and management of telecommunication systems

mobile communication devices

telematic and ISDN terminals

devices for central and distributed power supply sources

process devices and equipment for road and railroad traffic signaling

mechanical, electromechanical, and electronic assemblies, parts and tools

development, project design, manufacturing, installation, and supervision services, as well as customer training services during the installation and maintenance of telecommunication systems and devices,

which relates to the following sectors, groups, and classes of the National Classification of Activities:

#### 22.1 Publishing

\* printing magazines and other periodicals, books and brochures, sheet music and music manuscripts, maps and atlases, posters, playing cards, promotional catalogs, prospectuses and other periodical advertising material, registers, albums, calendars

\* Printing business forms and other commercial printed matter, paper goods for personal use and other printed matter, by letterpress printing, offset, photoengraving, flexography, silk-screen printing and other printing devices for copying,

32 Manufacture of radio-television and communication appliances and equipment

30 Manufacture of office machines and computers

31 Manufacture of electric machines and appliances

33.2 Manufacture of measuring and control instr. and appl.

33.3 Manufacture of equipment for the control of ind. processes

45.3 Installation works

28.7 Manufacture of other metal products

51 Wholesale trade and trade mediation

51.19 Mediation in trade in various products

51.64 Wholesale trade in office machines and equipment

51.65 Wholesale trade in other machines for ind.

51.70 Other trade

60.24 Road transport of goods (cargo)

63.12 Storage of goods

65.2 Other financial mediation

70 Real estate business

72 Computing and related activities

73.1 Research and development in natural, technical and technol. sciences

74.13 Market research and public opinion polls

74.14 Business and management consulting

74.4 Promotional activities (advertising and publicity)

74.81 Photography services

74.20 Architecture and engineering and related technical consulting;

\*Design and performance of projects, as well as consulting in the field of electricity, electronics, information science and industry;

\*Drafting technical documents for radio network, as well as for radio stations broadcasting a radio or television program;

\*Installation and maintenance of facilities, technical equipment and installations, telecommunications and radio communications for third parties;

\*Technical inspection of radio stations and common antenna system and cable television;

\*Import of radio stations for further sale or renting;

\*Renting and selling telecommunication equipment;

\*Representing foreign companies and foreign trade mediation

\*Carrying out investment projects abroad

\*Bookkeeping and accounting

\*Training in the field of telecommunications, radio communications, IS/IT and the optimization of work process in these areas

\*Training in information-science activities and holding seminars

\*Manufacture of medical products

\*Project design, construction, use and removal of buildings

\*Construction supervision

\*Professional physical planning

\*Manufacturing, trading in, exporting, and importing military goods

\*Provision of services related to military goods

- \*Wholesale trade in medical products
- \*Mediation activities related to clinical examinations
- \*Installation, repairing and maintenance of machinery, telecommunication equipment, computers and software.
- \*Drafting investment and technological documentation in the field of managing information and communications technology.
- \*Aerial photography
- \*Information society services
- \*Training of the population for the implementation of preventive measures for fire protection, firefighting commencing fires and rescuing people and property endangered by fire.

#### *Article 4*

The Company shall be constituted for an unlimited duration.

#### *Article 5*

The Company's share capital amounts to EUR 17,674,030.00.

#### *Article 6*

The Company's share capital is divided into 1,331,650 ordinary shares without nominal value.

#### *Article 7*

The Company's shares are non-materialized securities existing exclusively in electronic form in the computer system of the Central Depository & Clearing Company.

For the company, a shareholder is a person having a registered Company share on the securities' account in the Central Depository & Clearing Company.

Acquisition, alteration or cessation of the ownership and other rights on the non-materialized securities shall be performed by adequately entering the data into the electronic records of the computer system in the Central Depository & Clearing Company in line with its Rules and Procedures.

#### *Article 8*

The Company's bodies shall be the Annual General Meeting, the Supervisory Board, and the Management Board.

#### *Article 9*

Shareholders who meet the following requirements shall be entitled to participate in the Annual General Meeting:

- they have a registered Company share on their securities account in the Central Depository & Clearing Company on the latest possible day to apply for participation in the Annual General Meeting
- they have applied in advance to participate in the Annual General Meeting, not later than six days before the Annual General Meeting. The deadline does not include the date of the Company receiving the application, which means that it practically covers seven days.

At the Annual General Meeting, the shareholders may be represented by proxies based on powers of attorney made in writing.

#### *Article 10*

The power of attorney shall be submitted to the Management Board of the Company not later than six days prior to the date of the Annual General Meeting. The deadline does not include the date of the Company receiving the application, which means that it practically covers seven days.

#### *Article 11*

Annual General Meeting of the Company shall be convened when applicable, at least once per year (regular Annual General Meeting), 180 days after the end of a business year.

Except for issues defined explicitly by law, at the Annual General Meeting it may be decided that the profit be allocated to the shareholders and/or distributed to legal, statutory, or other reserves, and/or used for other purposes (for instance, for payments to employees, members of the Management Board or the Supervisory Board).

#### *Article 12*

Annual General Meeting of the Company shall be convened at a venue defined by the Management Board.

Shareholders participate in the work of the Annual General Meeting in person or by proxy, or through electronic communication by audio and video streaming.

The manner of it taking place and participation of shareholders in the work of Annual General Meeting will be determined by the Management Board.

The Management Board is entitled to make a decision whereby shareholders would be enabled to exercise all or some of their rights at the Annual General Meeting entirely or partially by electronic means (e.g. right to vote, right to propose decisions, right to submit questions, etc.) in cases where they do not participate in its work at the location where it is held, neither in person nor by proxy.

#### *Article 13*

Written materials regarding the subject-matter of the decision-making at the Annual General Meeting for which it is not prescribed that they are to be published in a legally defined manner, shall be delivered to the shareholders in a manner defined by the Management Board.

The Company may deliver information to the shareholders by electronic means.

The materials may also be delivered by publishing a notice to examine the materials at a defined time and at a defined place.

Immediately upon the convocation of the Annual General Meeting, the content of the notice and all documents that the Company is obliged to present to the Annual General Meeting will be available on the Company's website. The notice of the Annual General Meeting intended for the shareholders of the Company shall be limited to a notification issued by electronic means.

#### *Article 14*

Annual General Meeting may adopt valid decisions if the shareholders (representatives, proxies), who jointly hold more than 50% of the shares accounting for the share capital, are present at the meeting.

If there is no quorum as referred to in paragraph 1 of this Article after the time indicated in the notice of the beginning of the Annual General Meeting expired, within three days the Management Board shall once again issue a notice with the same agenda to the shareholders, scheduling a new Annual General Meeting.

The new Annual General Meeting may not be scheduled before the expiration of 8 days after the initial convening, nor after the expiration of 15 days after the initial convening.

In such case, paragraph 1 of this Article regarding quorum shall not apply, rather the principle of making decisions by simple majority of votes shall apply.

#### *Article 15*

Annual General Meeting shall be presided over by the chairperson of the Supervisory Board or another person appointed by the Supervisory Board.

The person presiding over the Annual General Meeting shall determine the order of discussion and decision-making on the agenda issues.

#### *Article 16*

A shareholder or their representative may vote only in the same manner.

#### *Article 17*

Annual General Meeting shall make all decisions by simple majority of votes cast, unless prescribed otherwise by law.



If it is defined by law that in order to adopt a decision, votes that account for the majority of share capital represented at the decision-making are required, simple majority of the represented share capital shall be sufficient, unless a larger majority is required by law.

In case of equal number of votes, it shall be considered that the decision is not adopted.

Notwithstanding the provision from the previous paragraph, if in case of electing members of the Supervisory Board, there are more candidates proposed than there are members to be appointed, it shall be considered that the candidates who won the majority of votes are elected (relative majority).

In case that the votes for two or more candidates are equally divided, these candidates shall be subject to a new voting and the elected candidates shall be those with the largest number of votes (relative majority).

If votes are once again equally distributed following a renewed voting, lots shall be drawn.

#### *Article 18*

At the Annual General Meeting, the voting shall either be conducted by electronic means or it shall be public, by show of voting papers or filling in and submitting ballot papers.

The method of voting shall be decided by the person presiding over the Annual General Meeting.

The voting shall commence after all items of the agenda have been discussed; however, the person presiding over the Annual General Meeting may decide that the voting be conducted separately after each item of the agenda.

#### *Article 19*

Annual General Meeting decisions shall be entered in the book of decisions by the Annual General Meeting, which is kept by the Management Board.

The decisions shall be entered into the book for each year and they must be numbered.

#### *Article 20*

Every shareholder shall bear their own costs incurred due to the participation in the Annual General Meeting, and the costs of preparing and holding the Annual General Meeting shall be borne by the Company.

#### *Article 21*

The Company shall have a Supervisory Board consisting of five members.

One member of the Supervisory Board shall be a representative of the employees.

Members of the Supervisory Board shall have a 4-year term of office which, however, except in cases of early revocation, may not be terminated before the Annual General Meeting makes

financial decisions, which are based on the reports in whose evaluation have participated the Supervisory Board members.

#### *Article 22*

The Supervisory Board appointed at the 1<sup>st</sup> Annual General Meeting shall be convened by the person presiding over the Annual General Meeting and it must be constituted not later than 15 days after these Articles of Association come into force, while the Supervisory Board appointed at the regular Annual General Meeting shall be constituted not later than 15 days after its election.

At the constituting meeting of the Supervisory Board, members of the Supervisory Board shall elect the chairperson and the vice-chairperson of the Supervisory Board by majority of all votes and issue the Rules of Procedure of the Supervisory Board.

#### *Article 23*

The Supervisory Board shall make decisions by majority of votes of all its members.

The Supervisory Board shall adopt the Rules of Procedure regarding its activities and voting method, as well as other issues within its competence and related to its structure.

#### *Article 24*

Members of the Supervisory Board shall receive remuneration for their work in the Supervisory Board.

The amount of remuneration to the members of the Supervisory Board shall be determined at the Annual General Meeting of the Company.

#### *Article 25*

The Management Board shall be one person – the director.

The director shall be appointed for a 5-year term.

The director may be re-appointed to the position without any limitations to the number of terms of office.

#### *Article 26*

The Director of the Company shall represent the joint-stock company without any limitations.

All commercial and other powers of attorney, including procuration, shall be issued by the Director.

#### *Article 27*

Internal structure of the joint-stock company shall be determined by the Director.

#### *Article 28*

All bylaws, except for the Articles of Association, rules of the Annual General Meeting and the Supervisory Board, shall be adopted by the director, unless otherwise prescribed by law.

Bylaws of "Nikola Tesla" company with f.r. */translator's note: with full responsibility/* shall continue to apply unless they are contrary to these Articles of Association, until they are replaced by the bylaws of the Company in accordance with these Articles of Association.

#### ***Article 29***

A business year shall be the calendar year.

Not later than 4 months after the end of the business year, the director is obliged to prepare annual financial statements and the report on the Company's business operations and submit the reports to the Company's auditor.

Without delay, the director shall submit the auditor's report to the Supervisory Board, together with the annual financial statements, the report on the Company's business operations and the draft decision of the Annual General Meeting on the use of profit.

Annual financial statements, the report on the Company's business operations, auditor's report, and the director's proposal regarding the use of profit, as well as the Supervisory Board's report on the supervision of the Company's business operations, shall be submitted to the shareholders for consideration on the Company's premises not later than the day of issuing the notice of Annual General Meeting.

#### ***Article 30***

Pursuant to the Supervisory Board's report and other reports referred to in the previous article, within 6 months after the end of the previous business year, Annual General Meeting shall make a decision on giving discharge from liability to the director and members of the Supervisory Board, on the adoption of annual financial statements, when entrusted with this task by the Management Board or the Supervisory Board, or in case the Supervisory Board does not agree with them, and on the use of profit, as well as on the appointment of the company's auditor for the current business year, unless the auditor has already been appointed at the previous Annual General Meeting.

#### ***Article 31***

Annual General Meeting may decide that the profit be not paid out.

#### ***Article 32***

The term for the payment of the profit shall be defined at the Annual General Meeting in accordance with legal regulations.

The profit that has not been collected within 5 years from the date it became payable, will be allocated to the assets of the Company.

#### ***Article 33***

The Supervisory Board of the Company shall use its Rules to determine in more detail the obligations of keeping trade secrets of the Company, particularly as regards the documents and data to be considered a trade secret, and whose disclosure to unauthorized persons would harm the Company's interests and business reputation, as well as regards the persons who are authorized to disclose to other persons the content of documents and the data that qualify as a trade secret of the Company.

**Article 34**

Trade secret of the Company shall be kept by the shareholders, the director and the employees of the Company who have in any way learned the content of the documents or data considered a trade secret of the Company. The obligation of keeping a trade secret by the director shall be determined by an agreement between the Company and the director, and the employees shall be subject to the provisions of a bylaw adopted by the director.

**Article 35**

These Articles of Association shall come into force from the moment of their adoption.

**Article 36**

The original of these Articles of Association shall be the text validly adopted at the Annual General Meeting, with all its pages having been initialed and signed by the Chairperson of the Annual General Meeting.

The original of the Articles of Association and amendments thereto shall be kept bound in a special book.

**Article 37**

The data and notices of the Company for which it is prescribed by law or provided for by these Articles of Association, shall be published on the website where the court register is located and the Company's website.

Chairperson of the General Meeting

ERICSSON NIKOLA TESLA d.d. Zagreb

(Branka Vučemilo Elezović)

I, Antonija Juričić, court interpreter for English and Russian, as re-appointed by the President of the County Court – Commercial Court in Zagreb Decree No. 4 Su-563/2020 of 30 June 2020 do hereby certify that the above translation is a faithful and complete translation of the original document written in the Croatian language.



Zagreb, 15 March 2024  
No: 5/3-2024

**STATUT  
ERICSSON NIKOLA TESLA  
d.d.  
Zagreb**

**(uključivši izmjene na Skupštini društva održanoj dana 14. lipnja 2023.godine)**

**Članak 1.**

Dioničko društvo (u daljnjem tekstu kratko Društvo) posluje pod tvrtkom:

ERICSSON NIKOLA TESLA  
dioničko društvo za proizvodnju  
telekomunikacijskih sustava i uređaja

Skraćena tvrtka Društva glasi:

ERICSSON NIKOLA TESLA d.d. Zagreb

**Članak 2.**

Sjedište Društva je u Zagrebu, Krapinska 45.

Potanju adresu Društva može odrediti Uprava uz predhodnu suglasnost Nadzornog odbora Društva.

**Članak 3.**

Predmet poslovanja Društva je marketiranje, prodaja, projektiranje, inženjering, istraživanje i razvoj, proizvodnja, montaža, ispitivanje i održavanje telekomunikacijskih i drugih srodnih uređaja i opreme, kao što su:

javne digitalne telefonske centrale za sve razine komutacijskih čvorova u javnim telefonskim integriranim digitalnim mrežama s POTS, ISDN, B-ISDN i IN funkcijama

kućne i funkcionalne digitalne telefonske centrale za istovremenu komutaciju govora i podataka za samostalne poslovne mreže

centrale za negovorne informacije komutacijom kanala i paketa u javnim i samostalnim mrežama

digitalni prijenosni uređaji i prijenosne mreže

centri za nadzor, održavanje i upravljanje telekomunikacijskih sustava

mobilni komunikacijski uređaji

telematski i ISDN terminali

uređaji za centralne i distribuirane izvore napajanja

procesni uređaji i oprema za cestovnu i željezničku prometnu signalizaciju

mehanički, elektromehanički i elektronički sklopovi i djelovi, te alati

razvojne, projektne, proizvodne, montažne i nadzorne usluge kao usluge obuke kupaca kod uvođenja i održavanja telekomunikacijskih sustava i uređaja

što se odnosi na sljedeće odjeljke, skupine i razrede iz Nacionalne klasifikacije djelatnosti:

#### 22.1 Izdavačke djelatnosti

\* tiskanje časopisa i drugih periodičnih publikacija, knjiga i brošura, glazbenih djela i glazbenih rukopisa, karata i atlasa, plakata, igraćih karata, reklamnih kataloga, prospekata i drugih periodičnih oglasa, djelovodnika, albuma, kalendara

\* Tiskanje poslovnih obrazaca i drugih tiskanih trgovačkih stvari, papirne robe za osobne potrebe i drugih tiskanih stvari, putem knjigotiska, ofseta, fotogravure, fleksografije, sitotiska i drugih tiskarskih strojeva za umnožavanje,

32 Proizvodnja rtv i komunikacijskih aparata i opreme

30 Proizvodnja uredskih strojeva i računala

31 Proizvodnja električnih strojeva i aparata

33.2 Proizvodnja instr. i apar. za mjerenje i kontrolu

33.3 Proizvodnja opreme za kontrolu ind. procesa

45.3 Instalacijski radovi

28.7 Proizvodnja ostalih proizvoda od metala

- 51 Trgovina na veliko i posredovanje u trgovini
  - 51.19 Posredovanje u trgovini raznovrsnim proizvodima
  - 51.64 Trgovina na veliko uredskim strojevima i opremom
  - 51.65 Trgovina na veliko ost.. strojevima za ind.
  - 51.70 Ostala trgovina
- 60.24 Prijevoz robe (tereta) cestom
- 63.12 Skladištenje robe
- 65.2 Ostalo financijsko posredovanje
- 70 Poslovanje nekretninama
- 72 Računalne i srodne aktivnosti
- 73.1 Istraživanje i razvoj u prirodnim, tehničkim i tehn. znan.
- 74.13 Istraživanje tržišta i ispitivanje javnog mnijenja
- 74.14 Savjetovanje u vezi s poslovanjem i upravljanjem
- 74.4 Promidžba (reklama i propaganda)
- 74.81 Fotografске djelatnosti
- 74.20 Arhitektonske djelatnosti i inženjerstvo, te s njima povezano tehničko savjetovanje;

\*Izrada i izvedba projekata, te savjetovanja iz područja elektrike, elektronike, informatike i industrije;

\*Izrada tehničke dokumentacije za radijsku mrežu, te za radijsku postaju kojom se emitira radijski ili televizijski program;



- \*Postavljanje i održavanje objekata, tehničke opreme i instalacija, telekomunikacija i radijskih komunikacija za račun trećih;
- \*Bavljenje tehničkog pregleda radijskih postaja i zajedničkog antenskog sustava i kabelaške televizije;
- \*Uvoz radijskih postaja radi daljnje prodaje ili iznajmljivanja;
- \*Iznajmljivanje i prodaja telekomunikacijske opreme;
- \*Zastupanje stranih tvrtki i posredovanje u vanjskotrgovinskom prometu
- \*Izvođenje investicijskih radova u inozemstvu
- \*Knjigovodstveni i računovodstveni poslovi
- \*Poduka iz područja telekomunikacija, radiokomunikacija, IS/IT, te optimizacija procesa rada u tim područjima
- \* Poduka u informatičkim djelatnostima i održavanje seminara
- \* Proizvodnja medicinskih proizvoda
- \* Projektiranje, građenje, uporaba i uklanjanje građevina
- \* Nadzor nad građenjem
- \* Stručni poslovi prostornog uređenja
- \* Proizvodnja, promet, izvoz i uvoz robe vojne namjene
- \* Pružanje usluga koje se odnose na robu vojne namjene
- \* Promet na veliko medicinskim proizvodima
- \* Djelatnost posredovanja vezano uz klinička ispitivanja
- \* Postavljanje, popravak i održavanje strojeva, telekomunikacijske opreme, računala i programa.
- \*Izrada investicijske i tehnološke dokumentacije iz područja upravljanja informacijsko komunikacijskim tehnologijama.
- \* Snimanje iz zraka
- \* Usluge informacijskog društva
- \* Osposobljavanje pučanstva za provedbu preventivnih mjera zaštite od požara, gašenje početnih požara i spašavanje ljudi i imovine ugroženih požarom.

#### **Članak 4.**

Trajanje Društva nije vremenski ograničeno.

#### **Članak 5.**

Temeljni kapital društva iznosi 17.674.030,00 eura.

**Članak 6.**

Temeljni kapital Društva podijeljen je na 1.331.650 redovnih dionica bez nominalnog iznosa.

**Članak 7.**

Dionice Društva su nematerijalizirani vrijednosni papiri koji postoje samo u obliku elektroničkog zapisa u kompjuterskom sustavu Središnjeg klirinškog depozitarnog društva.

Prema društvu vrijedi kao dioničar onaj koji ima na računu vrijednosnih papira u Središnjem klirinškom depozitarnom društvu upisanu dionicu Društva.

Stjecanje, promjena ili prestanak vlasništva i drugih prava na nematerijaliziranim vrijednosnim papirima obavlja se odgovarajućim unosom podataka u elektroničke zapise kompjuterskog sustava Središnjeg klirinškog depozitarnog društva sukladno njegovim Pravilima i uputama.

**Članak 8.**

Tijela Društva su Glavna skupština, Nadzorni odbor i Uprava.

**Članak 9.**

Pravo sudjelovanja na Glavnoj skupštini imaju dioničari koji ispunjavaju sljedeće uvjete:

- imaju na računu vrijednosnih papira otvorenom u Središnjem klirinškom depozitarnom društvu upisanu dionicu Društva na zadnji mogući dan prijave za Glavnu skupštinu
- da su unaprijed prijavili svoje sudjelovanje na Glavnoj skupštini najkasnije šest dana prije održavanja Glavne skupštine. U taj se rok ne uračunava dan prispjeća prijave Društvu, zbog čega on u praksi onda iznosi sedam dana.

Dioničare na skupštini mogu zastupati punomoćnici na temelju pisane punomoći.

**Članak 10.**

Punomoć se mora dostaviti Upravi Društva najkasnije šest dana prije održavanja Glavne skupštine. U taj se rok ne uračunava dan prispjeća prijave Društvu, zbog čega on u praksi onda iznosi sedam dana.

**Članak 11.**

Glavna skupština Društva saziva se po potrebi, ali najmanje jednom godišnje (redovna skupština), 180 dana poslije isteka poslovne godine.

Osim o pitanjima izričito određenim zakonom, Glavna skupština može odlučiti da se dobit podijeli dioničarima, i/ili rasporedi u zakonske, statutarne ili ostale rezerve, i/ili upotrebi u druge svrhe (primjerice za isplate radnicima, članovima Uprave ili Nadzornog odbora).

### **Članak 12.**

Glavna skupština Društva zasjedat će na mjestu koje odredi Uprava.

Dioničari sudjeluju u radu Glavne skupštine osobno ili putem punomoćnika, odnosno elektroničkom komunikacijom putem prijenosa zvuka i slike.

Način održavanja i sudjelovanja dioničara u radu Glavne skupštine odredit će Uprava Društva.

Uprava Društva ovlaštena je donijeti odluku kojom će omogućiti dioničarima da elektroničkom komunikacijom ostvaruju sva ili samo neka prava na Glavnoj skupštini bilo u cijelosti ili djelomično (npr. pravo glasa, pravo predlaganja odluka, pravo postavljanja pitanja i sl.) kada osobno ni putem punomoćnika ne sudjeluju u njezinom radu u mjestu gdje se održava.

### **Članak 13.**

Način dostave dioničarima pisanih materijala koji se tiču predmeta odlučivanja na Glavnoj skupštini, a za koje nije propisano da se moraju objaviti na zakonom predviđeni način određuje Uprava.

Društvo može dioničarima dostavljati informacije korištenjem elektroničkih sredstava.

Dostava se može učiniti i objavom poziva da se u određeno vrijeme i na određenom mjestu izvrši uvid u te materijale.

Odmah po sazivanju Glavne skupštine, sadržaj poziva i svi dokumenti koje Društvo treba podastrijeti Glavnoj skupštini bit će dostupni na internetskim stranicama Društva. Način priopćavanja poziva na Glavnu skupštinu dioničarima Društva ograničava se na priopćenje dano putem elektroničkih komunikacija.

### **Članak 14.**

Glavna skupština može donositi valjane odluke ako su nazočni dioničari (zastupnici, punomoćnici) koji zajedno imaju više od 50% dionica koje predstavljaju temeljni kapital.

Ako nakon proteka vremena naznačenog u pozivu za početak rada skupštine nema kvoruma u smislu odredbe stavka 1. ovog članka, Uprava će u roku od tri dana ponovo dioničarima uputiti poziv s istovjetnim dnevnim redom u kojem će zakazati novu sjednicu skupštine.

Nova sjednica skupštine ne može biti zakazana prije isteka 8 dana od dana prvotnog sazivanja niti 15 dana nakon prvotnog sazivanja.

U tom slučaju ne primjenjuju se odredbe stavka 1. ovog člana o kvorumu, već se primjenjuje princip da prisutni odlučuju običnom većinom zastupljenih glasova.

**Članak 15.**

Skupštinom predsjedava predsjednik Nadzornog odbora ili druga osoba koju Nadzorni odbor odredi.

Osoba koja predsjedava radom skupštine utvrđuje redosljed raspravljanja i odlučivanjima o pitanjima koja su na dnevnom redu.

**Članak 16.**

Jedan dioničar ili zastupnik dioničara svojim glasovima može glasovati samo na isti način.

**Članak 17.**

Glavna skupština sve odluke donosi običnom većinom danih glasova, osim ako zakonom nije što drugo propisano.

Kada zakon propisuje da su za donošenje odluke potrebni glasovi koji predstavljaju većinu temeljnog kapitala zastupljenog prigodom donošenja odluke, dovoljna je obična većina zastupljenog temeljnog kapitala, osim u slučaju da je zakonom propisana veća većina.

U slučaju da su glasovi jednaki smatra se da odluka nije donešena.

Izuzetno od odredbe prethodnog stavka, ako je prigodom izbora članova Nadzornog odbora predloženo više kandidata nego članova koji se imaju izabrati, smatra se da su izabrani oni kandidati koji su dobili najveći broj glasova (relativna većina).

U slučaju da su glasovi za dva ili više kandidata jednako podijeljeni, ponovo se pristupa glasovanju glede tih kandidata i izabranima se smatraju onaj ili oni od njih koji su dobili najveći broj glasova (relativna većina).

U slučaju da prigodom ponovljenog glasovanja glasovi opet budu jednako podijeljeni odlučit će ždrijeb.

**Članak 18.**

Na Glavnoj skupštini glasuje se elektronskim sredstvima ili javno podizanjem glasačkih kartona ili popunjavanjem i predajom glasačkih listića.

O izboru načina glasovanja odlučuje osoba koja predsjedava Glavnom skupštinom.

Glasovanju se pristupa nakon što su raspravljene sve točke dnevnog reda, ali osoba koja predsjedava skupštinom može odrediti da se glasuje nakon svake točke dnevnog reda posebno.

**Članak 19.**

Odluke skupštine unose se u knjigu odluka skupštine koju vodi Uprava.

Odluke se u knjigu uvode po godinama i moraju biti numerirane.

**Članak 20.**

Svaki dioničar snosi vlastite troškove koji nastanu zbog sudjelovanja na sjednicama skupštine, a troškove priprema i održavanja skupštine snosi Društvo.

**Članak 21.**

Društvo ima Nadzorni odbor koji broji pet članova.

Jedan član Nadzornog odbora je predstavnik radnika.

Mandat članovima Nadzornog odbora traje 4 godine, ali ne može, osim u slučajevima prijevremenog razrješenja prestati prije nego li skupština donese odluke financijske naravi a koje su bazirane na izvješćima u čijoj su ocjeni sudjelovali članovi Nadzornog odbora.

**Članak 22.**

Nadzorni odbor izabran je na 1. sjednici Glavne skupštine saziva osoba koja predsjedava skupštinom, a mora se konstituirati najkasnije 15 dana od dana stupanja na snagu ovog Statuta, a Nadzorni odbor izabran na redovitoj godišnjoj skupštini najkasnije 15 dana od dana izbora.

Na konstituirajućoj sjednici Nadzornog odbora članovi Nadzornog odbora većinom svih glasova izabrat će predsjednika Nadzornog odbora i zamjenika predsjednika Nadzornog odbora, te donijeti Poslovnik o radu Nadzornog odbora.

**Članak 23.**

Nadzorni odbor donosi odluke većinom glasova svih članova toga odbora.

Nadzorni odbor donosi Poslovnik o svojem radu i načinu glasovanja i drugim pitanjima iz svoje nadležnosti i u svezi sa svojim ustrojstvom.

**Članak 24.**

Članovima Nadzornog odbora pripada naknada za rad u Nadzornom odboru.

Visinu naknade članovima Nadzornog odbora utvrđuje Glavna skupština Društva.

**Članak 25.**

Upravu Društva čini jedna osoba – direktor.

Direktor se imenuje na 5 godina.

Direktor može biti ponovo imenovan na tu dužnost bez ograničenja broja mandata.

**Članak 26.**

Dioničko društvo zastupa Direktor Društva bez ograničenja.  
Sve trgovačke i druge punomoći, uključujući prokuru daje Direktor.

**Članak 27.**

Unutrašnju organizaciju dioničkog društva utvrđuje Direktor.

**Članak 28.**

Sve opće akte osim Statuta, pravila Glavne skupštine i Nadzornog odbora donosi direktor, osim ako zakonom nije drugačije određeno.

Opći akti društvenog poduzeća "Nikola Tesla" s.p.o. vrijede i dalje ako nisu suprotni ovom Statutu, dok se ne zamijene općim aktima Društva u skladu sa ovim Statutom.

**Članak 29.**

Poslovna godina je kalendarska godina.

Direktor je dužan najkasnije u roku od 4 mjeseca nakon završetka poslovne godine pripremiti godišnja financijska izvješća i izvješće o poslovanju Društva i ta izvješća predati revizoru Društva.

Revizorsko izvješće direktor bez odgode dostavlja Nadzornom odboru zajedno sa godišnjim financijskim izvješćima, izvješćem o poslovanju Društva i prijedlogom odluke Glavne skupštine o upotrebi dobiti.

Godišnja financijska izvješća, izvješće o poslovanju društva, revizorsko izvješće i prijedlog direktora za upotrebu dobiti te izvješće Nadzornog odbora o nadzoru poslova društva moraju biti dani na uvid dioničarima u poslovnim prostorijama Društva najkasnije od dana objave poziva za Glavnu skupštinu.

**Članak 30.**

Na temelju izvješća Nadzornog odbora i drugih izvješća iz prethodnog članka, glavna skupština u roku od 6 mjeseci od kraja prethodne poslovne godine mora odlučiti o davanju razrješnice direktoru i članovima Nadzornog odbora, o usvajanju godišnjih financijskih izvješća kada joj Uprava i Nadzorni odbor to prepuste ili kada Nadzorni odbor ne dade na njih suglasnost i o upotrebi dobiti, te o imenovanju za tekuću poslovnu godinu revizora društva, ako već nije imenovan na prethodnoj Glavnoj skupštini.

**Članak 31.**

Glavna skupština može odlučiti da se dobit ne isplaćuje.

**Članak 32.**

Rok za isplatu dobiti određuje Skupština dioničara sukladno zakonskim propisima.

Dobit koja nije naplaćena u roku od 5 godina od dana kad je postala naplativa, pripisuje se u korist Društva.

**Članak 33.**

Nadzorni odbor Društva svojim Pravilima detaljnije će utvrditi obveze čuvanja poslovnih tajni Društva, posebice koje se isprave i podaci imaju smatrati poslovnom tajnom, a čije bi odavanje neovlaštenoj osobi štetilo interesima i poslovnom ugledu Društva, koje su osobe ovlaštene priopćavati drugim osobama sadržaj isprava i podatke koji imaju značaj poslovne tajne Društva.

**Članak 34.**

Poslovnu tajnu Društva dužni su čuvati dioničari, direktor i službenici Društva koji su na bilo koji način saznali sadržaj isprava ili podataka koji se smatraju poslovnom tajnom Društva. Obvezu čuvanja poslovne tajne od strane direktora utvrđuje se ugovorom između Društva i direktora, a za službenike se primjenjuju odredbe općeg akta koji donosi direktor.

**Članak 35.**

Ovaj Statut stupa na snagu trenutkom donošenja.

**Članak 36.**

Izvornikom ovog Statuta smatra se onaj tekst Statuta koji je valjano usvojen na skupštini, čije sve stranice parafira predsjednik skupštine i potpiše ga.

Izvornik statuta i njegove izmjene i dopune čuvaju se uvezani u posebnu knjigu.

**Članak 37.**

Podaci i priopćenja Društva za koje je to propisano zakonom ili predviđeno ovim Statutom objavljuju se na internetskoj stranici na kojoj se nalazi sudski registar i na internet stranicama Društva.

Predsjedavajuća Skupštine

ERICSSON NIKOLA TESLA d.d. Zagreb

( Branka Vučemilo Elezović )





SUDSKI TUMAČ ZA ENGLJEŠKI I RUSKI JEZIK  
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