

Annex 1 - Proposal of a new text of the Articles of Association**ARTICLES OF ASSOCIATION
OF ERICSSON NIKOLA TESLA D.D.****COMPANY'S NAME AND COMPANY'S REGISTERED OFFICE****Article 1**

Company's name is: ERICSSON NIKOLA TESLA a joint-stock company for the manufacture of telecommunication systems and devices.

The abbreviated Company's name is: ERICSSON NIKOLA TESLA d.d.

The registered office of the Company is in Zagreb, Krapinska 45. The decision to change the Company's registered office is made by the Management Board with the prior consent of the Company's Supervisory Board.

The Company may establish branches through which it will perform its activities. The decision on the establishment of branches shall be made by the Management Board of the Company.

BUSINESS ACTIVITIES**Article 2**

The Company's main business activity is:

62.10.9 Other computer programming.

The Company's business activities are the following:

- 32 Manufacture of radio-television and communication appliances and equipment
- 31 Manufacture of electric machines and appliances
- 30 Manufacture of office machines and computers
- 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, other than sale in motor vehicles and motorcycles
- * Representing foreign companies and foreign trade mediation
- * Carrying out investment projects abroad
- 60.24 Road transport of goods (cargo)
- 63.12 Storage of goods
- 72 Computing and related activities

- 73.1 Research and development in natural, technical and technol. sciences
- 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;
 - * Bookkeeping and accounting
- 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,
- 70 Real estate business
- 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
 - * 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, 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
 - * 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 items of concrete, gypsum (plaster) and artificial stone
- * cutting, shaping and finishing of stone
- * activity of waste transport
- * setting up and dismantling temporary traffic signaling
- * production, design, installation, repair and maintenance of solar equipment and devices and solar systems
- * construction project management activity.

SHARES AND SHARE CAPITAL

Article 3

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

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

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, transfer 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.

MANAGEMENT BOARD OF THE COMPANY

Article 4

The Management Board of the Company shall consist of one to five members.

In case when the Management Board of the Company has more than one member, the Management Board shall have the President of the Management Board. The members and the President of the Management Board are appointed by the Supervisory Board.

The President of the Management Board or the director (in case when the Management Board consists of just one member) shall be appointed for a term of up to five years. When the Management Board consists of more members, the other members of the Management Board are appointed for a term of up to four years.

The director, members of the Management Board and the President of the Management Board may be re-appointed to the position without any limitations to the number of terms of office.

Article 5

When the Management Board consists of just one member - the director, he represents the Company solely and independently.

When the Management Board consists of more members, the President of the Management Board represents the Company solely and independently, and the other members of the Management Board represent the Company jointly with another member of the Management Board. All commercial and other powers of attorney, including procuration, shall be issued by the Management Board in accordance with its authorities for representation.

The Management Board adopts decisions during meetings of the Management Board with a majority of votes from the members of the Management Board. In case of an equal number of votes, that of the President of the Management Board shall prevail.

The work of the Management Board may be stipulated in the Rules of Procedure on the Work of the Management Board adopted by the Supervisory Board, or the Management Board with the consent of the Supervisory Board.

Article 6

Internal structure of the Company is determined by the Management Board.

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

SUPERVISORY BOARD OF THE COMPANY

Article 7

The Supervisory Board of the Company consists of up to 9 (nine) members. The number of members of the Supervisory Board must be odd.

One member of the Supervisory Board shall be a representative of the employees, while the rest of the Supervisory Board members are appointed by the General Meeting. The Supervisory Board members shall have a 4-year term of office.

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 8

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 by the General Meeting of the Company.

GENERAL MEETING OF THE COMPANY

Article 9

The Company's General Meeting is composed of the Company's shareholders.

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

- (i) 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 General Meeting; and
- (ii) they have applied in advance to participate in the General Meeting, not later than six days before the General Meeting. The deadline does not include the date of the Company receiving the application, which means that it practically amounts to seven days.

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

Article 10

General Meeting of the Company shall be convened when needed, however at least once per year (regular annual General Meeting), within deadline defined by law.

Except for issues defined explicitly by law, at the 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 11

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

Members of the Management Board and/or the Supervisory Board may participate in the work of the General Meeting by means of audio and video transmission with the possibility of communicating in real time with the participants of the General Meeting, subject to the fulfilment of all prescribed technical conditions, when their presence at the place where the General Meeting is held is not possible due to their place of residence and/or work abroad or other important personal reasons (such as illness, force majeure, etc.).

Shareholders participate in the work of the General Meeting in person or by proxy.

The Management Board of the Company is authorized to determine the manner of holding of the General Meeting and participation of shareholders in the work of the General Meeting in which the participants are not physically present, and thus may determine:

- (i) that shareholders personally or through a proxy participate in the work of the General Meeting and exercise their rights at the General Meeting by electronic communication even when they do not participate in it at the place where it is held (hybrid General Meeting);

- (ii) that the General Meeting is held exclusively by means of electronic communication and that shareholders can participate in the work of the General Meeting in person or through a proxy exclusively by electronic communication and exercise their rights therein (virtual General Meeting);
- (iii) that shareholders who do not participate in the work of the General Meeting after the announcement of the invitation to the General Meeting, and before it is held, give their votes in writing or via electronic communication (correspondence voting).

In the case referred to in point 3 of the previous paragraph, the Company shall determine appropriate measures to ensure the identification of shareholders who cast a correspondence vote. A shareholder who, after voting by correspondence, participates in the work of the General Meeting is not bound by the previously given postal vote and is allowed to participate in decision-making at the General Meeting.

Article 12

Written materials regarding the subject matters of the decision-making at the 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 General Meeting, the content of the notice and all documents that the Company is obliged to present to the General Meeting will be available on the Company's website. The notice of the General Meeting convocation intended for the shareholders of the Company shall be limited to a notification issued by electronic means.

Article 13

General Meeting may adopt valid decisions if the shareholders (representatives, proxies), who jointly hold shares accounting for more than 50% of the share capital, are present at the meeting. When convening the General Meeting, it must be determined when the next General Meeting will be held, if there is no quorum at the one that has been convened. The General Meeting held in this way can validly decide regardless of the number of shareholders represented at it.

Article 14

General Meeting shall be presided over by the chairman of the General Meeting, appointed by the Supervisory Board upon the Management Board's suggestion.

The person presiding over the General Meeting shall determine the order of discussion and decision-making on the agenda issues and shall determine the appropriate duration of the General Meeting and the time for discussing individual items on the agenda and individual questions and comments.

Article 15

A shareholder or their representative may cast all its votes only in the same manner.

Article 16

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, a 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.

Article 17

At the General Meeting, shareholders participating in person or by proxy at the place where the General Meeting is held, shall vote either by electronic means or publicly, by showing voting papers or filling in and submitting ballot papers.

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

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

Article 18

General Meeting's decisions shall be entered into the book of decisions by the 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 19

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

ANNUAL CALCULATION AND USE OF PROFIT

Article 20

A business year for the Company shall be the calendar year.

No later than 4 months after the end of the business year, the Management Board is obliged to prepare annual financial statements and the report on the Company's business operations and submit those reports to the Company's auditor.

Without delay, the Management Board 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 General Meeting on the use of profit.

Annual financial statements, the report on the Company's business operations, auditor's report, and the proposal regarding the use of profit, as well as the Supervisory Board's report on the supervision of the Company's business operations as well as other materials that serve as basis for adopting decisions at the General Meeting, shall be submitted to the shareholders for consideration on the Company's premises no later than the day of issuing the notice of General Meeting.

Article 21

Pursuant to the Supervisory Board's report and other reports referred to in the previous article, within deadline defined by law, the General Meeting shall make a decision on giving discharge from liability to the members of the Management Board 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, unless the auditor has already been appointed at the previous General Meeting.

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

The term for the payment of the profit shall be defined at the 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.

DURATION AND TERMINATION OF THE COMPANY

Article 22

The duration of the Company is not limited in time. The Company may cease to operate on the basis of a decision of the General Meeting, bankruptcy, based on a court decision and in other cases determined by law.

COMPANY'S NOTIFICATIONS AND ANNOUNCEMENTS

Article 23

Notifications and announcements that the Company must publish by law will be published in accordance with the positive laws of the Republic of Croatia.

The Company may provide information to shareholders using electronic means of communication.

BUSINESS SECRET

Article 24

Business secrets are considered to be acts, documents and data in the Company the disclosure of which to an unauthorized person could cause damage to the business interests and business reputation of the Company, and which are provided for as such by a special act or marked with the mark of business secret or other mark of the same meaning.

Acts, documents and data that constitute a business secret of the Company may be communicated and made available to others only by persons authorized to do so by a general act of the Company.

Article 25

Business secret of the Company shall be kept by the Management Board and all employees of the Company who have in any way learned the content of the documents or data considered a business secret of the Company. The obligation to keep a business secret by the members of the Management Board shall be determined by an agreement between the Company and the members of the Management Board, and the employees shall be subject to the provisions of a bylaw adopted by the Management Board.

Members of the Management Board and the Supervisory Board of the Company are obliged to keep business secrets even after the expiration of their mandates.

TRANSITIONAL AND FINAL PROVISIONS

Article 26

These Articles of Association shall come into force upon their registration with the Court Register of the competent court whereby the Articles of Association of 13 May 1995 with all their subsequent amendments cease to be valid.

Article 27

The original of these Articles of Association shall be the text validly adopted at the General Meeting, signed by the chairman of the General Meeting on which it was adopted.