



Ericsson Nikola Tesla Audit Committee Charter

(hereinafter: the “**Charter**”)

Preamble

This Charter is prepared in consideration of applicable provisions of the Croatian Companies Act, Croatian Audit Act, ENT Article of Association and Code of Corporate Governance adopted by Croatian Financial Services Supervisory Agency (HANFA) and Zagreb Stock Exchange (ZSE).

1. General Provisions

The role of the Audit Committee of the ENT (hereinafter: the “**AC**”) under this Charter is to assist the Supervisory Board of the ENT (hereinafter the “**SB**”) in performing its tasks and to conduct other activities required under mandatory rules of applicable laws and other provisions.

AC shall operate as specialized body of the SB and thus authority of the AC shall be derived from the authority of the SB.

The Secretary of the SB shall also be the Secretary of the AC.

2. Cooperation with Other Bodies and Persons

In order to fulfill its tasks and manage its responsibilities, the AC shall collaborate with ENT Management Board (hereinafter the “**MB**”), the ENT Finance Director, the persons responsible for compliance, internal controls and risk and security management, and other organizational units and employees of ENT responsible for and/or involved in the financial reporting activities, external audit and internal control, risk and security management, corporate sustainability reporting and other activities of the AC.

3. Membership

The AC is composed of at least three members. The total number of AC members must always be an uneven number. At least one member of the AC shall have competence in accounting and/or audit.

The members of the AC shall be appointed by the SB. Members of the MB or executive directors (i.e. LT members) of ENT cannot be appointed as members of the AC.

The AC members as a whole shall have competence relevant to the ICT sector.

A majority of the members of the AC shall be independent from ENT.

The AC's Chairperson shall be appointed by ENT SB between the independent SB members.

4. Responsibility

The AC is responsible for:

- informing the SB of the outcome of the statutory audit and explaining how the statutory audit contributed to the integrity of financial reporting and what the role of the AC was in that process;
- monitoring the financial reporting procedure and submitting recommendations or proposals to ensure its integrity;
- monitoring the integrity and completeness of corporate sustainability reports and sustainability reporting policies and other formal announcements relating to the company's sustainability-related performance;

- monitoring the effectiveness of the ENT's internal quality control and risk management systems and its internal audit regarding the financial reporting without breaching its independence;
- ensuring the independence and adequacy of the internal audit function;
- monitoring the statutory audit of the annual unconsolidated and consolidated financial statements taking into account any findings and conclusions by the competent authority;
- monitoring and reviewing the independence, the qualification and the effectiveness of the statutory auditor(s), and the appropriateness of the provision of non-audit services to the ENT by the statutory auditor carrying out its statutory audit in accordance with the Exhibit A to this Charter (*ENT Audit Committee Pre-Approval Policy*);
- the procedure of the selection of statutory auditor(s);
- submitting a recommendation to the SB for the appointment of the statutory auditor(s);
- agreeing an annual work plan and annual report of the internal audit as well as important issues regarding this area;
- monitoring the implementation of actions identified as a result of external and internal audit and its own monitoring;
- reviewing the effectiveness of procedures for approving and publicly reporting transactions involving members of MB or SB and ENT (or persons related to either party), and the process of verifying whether ENT has undertaken transactions with related parties under standard market conditions, at least once a year; and
- monitoring of activities with regards to compliance with laws, ENT articles of association, ENT Corporate Governance Code and other company's internal rules.

Meetings and Frequency

The committee shall meet at least four times a year at appropriate times in the reporting and audit cycle and otherwise as required.

All supporting materials required for AC meetings will be provided by AC Secretary to all members of AC at least one week before the meeting.

Work Plan

The AC will collaborate with SB and MB to establish annual work plan to ensure that the responsibilities of the AC are scheduled and will be carried out.

Meeting Agenda

The AC Chairperson will establish agendas for audit committee meetings in consultation with AC members.

The AC meeting shall be convened by the Secretary of the AC with the previous consent of the Chairperson of the AC.

The invitation shall comprise the meeting agenda as well as envisaged time and place of the meeting.

The invitations shall be delivered to the members of the AC, and if needed, to any of the visiting participants listed below.

The invitation can be delivered personally or via electronic mail. In particularly urgent cases, the invitation can be delivered via telephone but then compulsory annotation in that respect shall be included in the minutes of the meeting.

Visiting Participants

The following visiting participants can attend meeting(s) of the AC:

- the member(s) of the MB;

- the Finance Director of the ENT;
- the person responsible for ENT Internal controls;
- the persons responsible for ENT risk and security management;
- the Compliance Officer of ENT;
- the Independent Internal Audit Officer of ENT;
- the person responsible for ENT corporate sustainability reporting;
- the Legal Department Director of the ENT;
- external auditors; and
- the financial or legal experts and other specialists familiar with the specific topic of interest in the AC.

If not already bound by the duty of confidentiality on grounds of employment or other existing contract(s) or by mandatory provisions regulating their profession, before joining the meeting of the AC, the visiting participants shall be obliged to sign a non-disclosure agreement.

For avoidance of any doubt, the visiting participants shall attend only the part of the meeting(s) of the AC which refers to the discussion on the action point(s) for which they have been invited.

Minutes of the Meeting

The minutes of the meeting of the AC shall be signed by the Chairperson of the AC and the Secretary of the AC.

Each member of the AC and the SB is entitled to a copy of the minutes of the meeting of the AC signed in accordance with the previous paragraph.

Certain action point(s) from the minutes of the meeting of the AC can be shared with other organizational units and employees of the ENT, providing such sharing is done under the explicit instructions of the AC.

The minutes of the meeting of the AC shall be kept in the archive of the Secretary of the AC.

Remuneration of the audit committee members

Work in the AC should be remunerated for all the members of the AC.

Levels of the remuneration for the Chairperson and other members of the audit committee should reflect the time commitment and responsibilities involved.

Remuneration should not include variable or other performance – related elements.

SB will decide on the levels of remuneration for the Chairperson and other members of the AC.

5. Reporting responsibilities

The Chairperson of the AC shall report formally to the SB on its proceedings after each meeting on all matters within its duties and responsibilities.

The AC shall make whatever recommendations to the SB it deems appropriate on any area within its remit where action or improvement is needed.

The AC shall prepare on annual basis or often if required so by the SB a report on its role and responsibilities and the actions it has taken to discharge those responsibilities.

The AC shall annually review its terms of reference and its own effectiveness and recommend any necessary changes to the SB.

6. Coming into Force, Interpretation and Publication

This Charter shall enter into force and be applied on the date of its approval by the SB on September 30, 2025, and completely replaces the previously adopted Audit Committee Charter No. ETK_2022:00036 Uen RevC from May 2, 2022.

ENT SB is responsible for the interpretation of this Charter.

Charter was adopted in Croatian and English. In the event of a discrepancy between the Croatian and English versions of the document, the Croatian language shall prevail.

Charter is published on the Company's website.

Chairperson of the Supervisory Board

Stefan Kötz

Exhibit A to the ENT Audit Committee
Policy approved on Sep 30, 2025

ENT Audit Committee Pre-Approval Policy

(hereinafter: the “**Pre-Approval Policy**”)

1. Scope

This Pre-Approval Policy sets out conditions for receiving from an audit company carrying out the statutory audit(s) of the ENT the non-audit services (i) listed in Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) and (ii) listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*).

2. Statement of Principles

The standards set out in this Policy shall also apply to any member of the ENT Group¹. There may be mandatory local rules and requirements applying to member(s) of the ENT Group that are more extensive and/or strict than this Pre-Approval Policy, in which case, in addition to this Pre-Approval Policy, any such local rules and requirements shall be complied with.

The Audit Committee of the ENT (hereinafter: the “**AC**”) is required to pre-approve any of the non-audit service(s) performed by the statutory auditor carrying out its statutory audit. This is required to assure that the provision of non-audit service(s) does not impair independence of the statutory auditor. Any approval or withholding by the AC under this Pre-Approval Policy shall be in writing and adequately justified.

Unless non-audit service(s) listed in Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) are generally pre-approved in accordance with article 3 of this Pre-Approval Policy (*General Pre-Approval*), they will require specific pre-approval by the AC.

Any non-audit service(s) listed in Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) being subject to general pre-approval but exceeding the pre-approved fee level set in the article 3 of this Pre-Approval Policy (*General Pre-Approval*) will require specific pre-approval by the AC.

Total fees for non-audit services referred to in Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) provided by the statutory auditor of the ENT to the ENT Group shall be limited to no more than 50% of the average of the fees paid in the last three consecutive financial years for the statutory audits of the ENT Group.

Non-audit services listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*) will always require specific pre-approval by the AC.

¹ ENT Group means subsidiaries of the ENT and each subsidiary of its subsidiary.

The AC may not delegate its responsibilities under this Pre-Approval Policy to the Management Board of the ENT or any of the executive directors (i.e. LT members) of the ENT.

3. General Pre-Approval

Attachment A to this Pre-Approval Policy (*Allowed Non-Audit Services*) describes Transaction Services, Risk Management and Business Improvement Services, Attestation and Accounting Services and General Services that are generally pre-approved by the AC, provided that the agreed fees for each engagement of the statutory auditor does not exceed the amount of EUR 3.000,00 (three thousand euros). In case the agreed fees exceed the amount of EUR 3.000,00 (three thousand euros), specific pre-approval by the AC prior to signing the engagement letter shall be required.

The AC will at each meeting review any non-audit service(s) provided to the ENT by the statutory auditor(s) without obtaining specific pre-approval by the AC.

4. Prohibited Non-Audit Services

Provision of non-audit services listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*) will always require specific pre-approval by the AC prior to signing the engagement letter with the statutory auditor or any other member of the network to which the statutory auditor of the ENT belongs to.

Specific pre-approval by the AC for the provision by the statutory auditor or any other member of its network of non-audit services listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*) can be given providing that:

- (i) such services are not provided in the period between the beginning of the period audited and the issuing of the audit report; and
- (ii) only in relation to the services listed in point (g) of the Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*), these are not provided also in the financial year immediately preceding the period referred to in point (i) above.

The above shall also apply to any other member of the ENT Group intending to receive such non-audit services from the statutory auditor of the ENT or any other member of the network to which the statutory auditor of the ENT belongs to.

5. Procedures

Offer by the statutory auditor to provide non-audit services that require specific approval by the AC must be made in writing and include its statement and argumentation on why the provision of respective services shall not impair its independence in carrying out the statutory audit. Additionally, if the member of the network to which the statutory auditor of the ENT belongs to intends to provide any of the non-audit services listed in Attachment B to this Pre-Approval Policy (*Prohibited Non-Audit Services*) to the member of the ENT Group incorporated in a third country (i.e. outside European Economic Area), its offer should include the written approval or consent by the statutory auditor of the ENT.

Offer by the statutory auditor to provide non-audit services that require specific approval by the AC shall be first submitted to the Finance Director of the ENT who will prepare its opinion on the offer and then submit the offer accompanied with its opinion to the AC for final resolution.

At each meeting of the AC, the chairman of the AC or other member of the AC designated by the AC, shall report to the AC any pre-approvals considered, and if applicable, decided upon, since the last meeting.

The statutory auditor will provide the AC with a quarterly summary of ongoing engagement(s) related to any non-audit services provided and year-to-date report of fees and expenses for such services.

Attachment A to the ENT Audit Committee Pre-Approval Policy

Allowed Non-Audit Services

The following non-audit services are pre-approved, provided that:

1. the estimated fee level for each engagement of the statutory auditor related thereto does not exceed the amount of EUR 3.000,00 (three thousand euros);
2. such non-audit services provided to the ENT Group do not exceed 50% of the average of the fees paid in the last three consecutive financial years for the statutory audits of the ENT Group; and
3. this Pre-Approval Policy is complied with and such non-audit services are not of the types prohibited according to Attachment B of this Pre-Approval Policy (*Prohibited Non-Audit Services*).

Below are listed examples of non-audit services which generally fit the category of the Allowed Non-Audit Services. For avoidance of any doubt, these examples do not exclude other non-audit services from being allowed and thus received by the ENT providing they meet the conditions set under this Pre-Approval Policy.

Transaction Services

- Due diligence services
(assistance in connection with due diligence activities in relation to mergers and acquisitions work);
- Closing balance sheet work
(review of closing balance sheet subsequent to completion of an acquisition and transaction accounting advice); and
- Post-deal integration services, provided these are not of the types prohibited according to Attachment B of this Pre-Approval Policy (*Prohibited Non-Audit Services*).

Risk Management and Business Improvement Services

For the avoidance of any doubt, no services may include design or implementation of processes or procedures related to the preparation and/or control of financial information (which constitute prohibited non-audit services).

- Advice on ethics, codes of conduct, social responsibility and environmental matters;
- Review and commenting upon existing and new IT processes, systems and controls;
- Services to assess compliance with statutes, regulations, corporate codes of conduct and policies;
- Review of internal control aspects of computer systems;
- Review of and comment on the security and integrity of data quality including data held on both new and existing systems; and
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- Assisting Group Companies in assembling facts about their internal control systems.

Attestation and Accounting Services

- Attestation and accounting services (attestation services such as an audit or review of financial information, signing of certificates and accounting services such as advice in accounting matters which are not deemed to be bookkeeping work, preparation of accounting records or financial statements, provision of fairness opinions or internal audit outsourcing);
- Recurring audit of consolidated financial statements including statutory audits in connection with an audit in accordance with Generally Accepted Auditing Standards;
- Investigation procedures and reviews relating to compliance with contracts, including licensing contracts with customers; and
- Provision of opinions and assurance to third parties in certain areas, including provision of comfort letters, third party opinions on systems and controls and statutory certificates and opinions to supervisors and regulators.

General Services

- General services available to all clients of the firm “off the shelf” and not prohibited under applicable EU rules, such as conferences, benchmarking data and reports, web portal information services and software packages, e.g. for tax filing.

Attachment B to the ENT Audit Committee Pre-Approval Policy

Prohibited Non-Audit Services

a) tax services relating to:

- preparation of tax forms;
- payroll tax;
- customs duties;
- identification of public subsidies and tax incentives unless support from the statutory auditor in respect of such services is required by law;
- support regarding tax inspections by tax authorities unless support from the statutory auditor or the audit firm in respect of such inspections is required by law;
- calculation of direct and indirect tax and deferred tax;
- provision on tax advice;

- b) services that involve playing any part in the management or decision-making of the audited entity;
- c) bookkeeping and preparing accounting records and financial statements;
- d) payroll services;
- e) designing and implementing internal control or risk management procedures related to the preparation and/or control of financial information or designing and implementing financial information technology systems;
- f) valuation services, including valuations performed in connection with actuarial services or litigation support services;
- g) legal services, with respect to:
 - the provision of general counsel;
 - negotiating on behalf of the audited entity; and
 - acting in an advocacy role in the resolution of litigation;
- h) services related to the audited entity's internal audit function;
- i) services linked to the financing, capital structure and allocation, and investment strategy of the audited entity, except providing assurance services in relation to the financial statements, such as the issuing of comfort letters in connection with prospectuses issued by the audited entity;
- j) promoting, dealing in, or underwriting shares in the audited entity;
- k) human resources services, with respect to:
 - management in a position to exert significant influence over the preparation of the accounting records or financial statements which are the subject of the statutory audit, where such services involve: searching for or seeking out candidates for such position; or undertaking reference checks of candidates for such positions;
 - structuring the organization design; and
 - cost control.