



RULES OF PROCEDURE OF THE REMUNERATIONS COMMITTEE OF ERICSSON NIKOLA TESLA d.d.

The Supervisory Board of **ERICSSON NIKOLA TESLA d.d.**, Zagreb, Krapinska 45, PIN: 84214771175 (hereinafter: "**Company**"), on 09.04.2025. adopts these Rules of Procedure of the Remunerations Committee (hereinafter: "**Rules of Procedure**") prepared in accordance with the applicable provisions of the Croatian Companies Act, Company's Articles of Association and Code of Corporate Management issued by Zagrebačka burza d.d. and the Croatian Agency for Supervision of Financial Services.

1 GENERAL PROVISIONS

Article 1

These Rules of Procedure regulate the composition, mandate, competences, responsibilities and authorities, the manner of work and decision-making of the Remunerations Committee (hereinafter: "**Remunerations Committee**"), its relationship with the Supervisory Board, as well as other important issues for the work of the Remunerations Committee in accordance with applicable regulations and acts of the Company.

The provisions of these Rules of Procedure are binding on all members of the Remunerations Committee. The informed recommendations of the Remunerations Committee do not have executive effect, nor do they relieve the Supervisory Board and other bodies of the Company from their responsibilities in accordance with applicable regulations and acts of the Company.

2 COMPOSITION AND MANDATE OF THE REMUNERATIONS COMMITTEE

Article 2

The Supervisory Board of the Company is responsible and competent in establishing the Remunerations Committee consisting of at least 3 (three) members. In the event of a larger number of members of the Remunerations Committee, the number of members must be odd. The Supervisory Board of the Company appoints the members, chairman and deputy chairman of the Remunerations Committee for a mandate of up to 4 (four) years with the possibility of re-appointment. The decision on appointment determines the duration of their mandates.

The majority of the members of the Remunerations Committee must be independent, and the chairman of the Remunerations Committee must be an independent member of the Supervisory Board of the Company. Members of the Management Board of the Company cannot be members of the Remunerations Committee. Independence cannot be achieved by appointing an independent member who is not a Supervisory Board member, but instead, independence can be achieved by appointing independent Supervisory Board members. Members of the Remunerations Committee are obliged to notify the Supervisory Board in case their independent status terminates.

When electing members of the Remunerations Committee, the Supervisory Board of the Company must ensure that they have the necessary skills, knowledge and education, as well as

professional and practical experience for the effective performance of the responsibilities of the Remunerations Committee.

The Supervisory Board may, by its decision, recall a member of the Remunerations Committee without a justifiable reason even before the expiration of his or her mandate. The member and chairman of the Remunerations Committee may resign from their function and role in the Remunerations Committee at any time without justifiable reason. The resignation is declared in writing to the Supervisory Board of the Company and, if nothing else results from it, it takes effect from the day it is given.

Upon termination of a mandate on the Supervisory Board, a person who is also a member of the Remuneration Committee shall cease to be a member of that committee as well.

3 ROLE AND RESPONSIBILITIES OF THE REMUNERATIONS COMMITTEE

Article 3

The Remunerations Committee is responsible for:

- recommending to the Supervisory Board a remuneration policy for the President and members of the Management Board at least every three years;
- recommending to the Supervisory Board each year the remuneration that should be received by the President and members of the Management Board, based on the assessment of the results of the Company and their personal results, after consultation with the President of the Management Board;
- recommending to the Supervisory Board a decision on remuneration for members of the Supervisory Board, which shall be submitted to the Shareholders' Meeting for approval;
- to monitor the amount and structure of remuneration to senior management and workers as a whole and to make recommendations to the Management Board on its policies; and
- supervise the preparation of the legally prescribed mandatory annual report on remunerations for the approval of the Supervisory Board.

The Remunerations Committee shall be accountable to the Supervisory Board of the Company for its work. The Remunerations Committee is obliged to regularly report to the Supervisory Board on its work, and in each case when the Supervisory Board requests it to do so.

Article 4

When preparing and deciding on a proposal for policies, amounts and structures of remunerations, the Remunerations Committee shall take into account the following:

- the remuneration policy must be prepared in accordance with the relevant legal requirements;
- the level of remuneration of the President and members of the Management Board and the key performance indicators considered when determining the part of the remuneration based on business performance must be appropriate, taking into account the agreed strategy, risk appetite, the economic environment in which the Company operates, and the salaries and conditions of employees within the Company;

- the level of remuneration for the chairman of the Supervisory Board and for other members of the Supervisory Board must reflect their time workload and responsibilities, including the time workload and responsibilities in the board of the Supervisory Board;
- the remuneration of members of the Supervisory Board must not include variable elements or other elements related to business performance;
- the remuneration of the members of the Supervisory Board and the Management Board should motivate them to act in the best long-term interest of the Company, in accordance with their duties.

4 CHAIRMAN OF THE REMUNERATIONS COMMITTEE

Article 5

The chairman of the Remunerations Committee shall organize and manage the work of the Remunerations Committee, in accordance with the provisions of these Rules of Procedure, and in particular:

- organizes the preparation of meetings;
- convenes meetings and presides over meetings;
- determines the existence of conditions for valid decision-making;
- puts to the vote proposals for decisions at the meeting;
- determines and publishes the results of votes on individual proposals which the members of the Remunerations Committee have decided;
- signs all acts adopted by the Remunerations Committee;
- ensures that the provisions of the law, the Articles of Association of the Company, these Rules of Procedure and the decisions of the Shareholders' Meeting and the Supervisory Board of the Company are respected in the work of the Remunerations Committee.

The provisions of these Rules of Procedure on the chairman of the Remunerations Committee shall also apply to the deputy chairman, who shall replace him/her in the event of his/her incapacity.

5 MEMBERS OF THE REMUNERATIONS COMMITTEE

Article 6

In fulfilling their obligations, the members of the Remunerations Committee shall act with higher level of care and keep as a business secret everything they learn in the performance of their duties as members of the Remunerations Committee.

Members of the Remunerations Committee shall not use, or publicly display, their membership of the Remunerations Committee, for the purpose of obtaining special benefits not derived from that capacity or other unlawful, personal, or professional benefits which may be detrimental to the reputation and other interests of the Company.

6 MANNER OF WORK OF THE REMUNERATIONS COMMITTEE

Article 7

The Remunerations Committee works and decides in meetings.

Meetings of the Remunerations Committee shall be held as often as necessary for the effective performance of its duties, and at least once a year.

Meetings of the Remunerations Committee are usually held at the headquarters of the Company, but, if necessary, the meeting may also be held outside the headquarters of the Company. Meetings can also be held using a conference telephone connection or other audio or visual communication equipment so that all people participating in the work of the meeting can communicate with each other at the same time.

The Remunerations Committee shall work in such a way as to inform itself of certain issues and to discuss and decide on draft reports, information and proposed acts, all on matters within its scope of competence determined by these Rules of Procedure. The chairman and each member of the Remunerations Committee shall have the right to be informed about matters within the scope of the Remunerations Committee.

In its work, the Remunerations Committee shall make decisions in accordance with the provisions of these Rules of Procedure.

Article 8

The chairman of the Remunerations Committee shall convene the meetings, and if he/she is prevented from doing so, any other member of the Remunerations Committee shall be authorized to convene the meeting.

Any member of the Remunerations Committee may, stating reasons, request that the chairman convenes a meeting.

The meeting must be held within 15 (fifteen) days of convening.

An invitation to a meeting is usually delivered by e-mail or other appropriate form of communication. The invitation to the meeting shall indicate the place and time of the meeting, as well as the proposed agenda. Along with the invitation to the meeting, each member will be provided with written material necessary to participate in the work and decision-making at the meeting.

The draft agenda of the meetings shall be determined by the chairman of the Remunerations Committee or other member convening the meeting. A member of the Remunerations Committee who wishes to supplement the agenda with a new item and a proposal for a new decision may propose an amendment to the agenda in such a way that such a proposal must be submitted in

writing to the other members of the Remunerations Committee, no later than 8 (eight) days before the date of the meeting.

Exceptionally, in case of urgency, the chairman of the Remunerations Committee or the member convening the meeting may decide that written materials and proposals for decisions shall not be submitted or delivered at the meeting.

If a member of the Remunerations Committee is prevented from attending a meeting, he/she shall inform the chairman of the Remunerations Committee or the member who convened the meeting thereof without delay.

Article 9

When the Remunerations Committee has 3 (three) members, it discusses and makes decisions when all members are present. If the Remunerations Committee has more than 3 (three) members, then it may validly discuss and make decisions at the meetings if the majority of the members of the Remunerations Committee are present, but not less than 3 (three) members.

Decisions at the meeting of the Remunerations Committee shall be adopted by a majority of votes. In the event of an equal number of votes, the chairman of the Remunerations Committee shall have the prevailing vote. In case that the chairman of the Remunerations Committee is exempt from voting due to conflict of interest, the decision shall be made by the Supervisory Board.

Exceptionally, the Remunerations Committee may hold a meeting and take decisions by correspondence by e-mail or other appropriate means of communication. In such cases, the members of the Remunerations Committee shall submit their observations to the chairman of the Remunerations Committee, who shall sign the decisions thus adopted, indicating the manner in which they were adopted. In such a vote, a deadline shall be set within which the members are obliged to express their opinion. On expiry of the deadline, the vote shall be closed and the chairman of the Remunerations Committee shall determine whether a decision has been taken within the specified time limit. Decisions made in this way shall be recorded in the Minutes to which the results of voting shall be attached and shall form an integral part of the Minutes.

Article 10

The meetings of the Remunerations Committee shall be chaired by the chairman of the Remunerations Committee or the member who convened the meeting.

The chairman and the members of the Remunerations Committee shall vote by voting "FOR" or "AGAINST" the proposal. Exceptionally, the chairman or member of the Remunerations Committee shall be exempted from voting in the event of a conflict of interest.

The minutes of the meeting of the Remunerations Committee shall be kept. The minutes shall be kept by the chairman or by a person designated by the Remunerations Committee.

The minutes shall contain the agenda, the number of the meeting (ordinal number since the beginning of the year), the place and date of the meeting, the time of the beginning and the end,

the present and absent members, the results of voting on a particular issue, the conclusions, acts and decisions adopted at the meeting and the signatures of all members of the Remunerations Committee who are physically present at the meeting. The originals of the minutes are kept in the Company.

7 PUBLICATIONS AND REPORTING

Article 11

The work of the Remunerations Committee takes place in closed meetings.

Once a year, the Remunerations Committee must prepare and submit to the Supervisory Board a report on its work, composition, number of meetings held and attendance at meetings, in order to enable the Company to make it available to the public or to fulfil its obligation to include reports on the work of each board of the Supervisory Board of the Company in the annual report.

8 FINAL PROVISIONS

Article 12

These Rules of Procedure shall enter into force and apply on the day of their adoption.

The Supervisory Board of the Company is responsible for the interpretation of these Rules of Procedure.

The Rules of Procedure were 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.

These Rules of Procedure are published on the Company's website.

Chairman of the Supervisory Board

Stefan Kötz