



RULES OF PROCEDURE OF THE APPOINTMENT 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 Appointment 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 Appointment Committee (hereinafter: **"Appointment Committee"**), its relationship with the Supervisory Board, as well as other issues important for the work of the Appointment 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 Appointment Committee. The informed recommendations of the Appointment 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 APPOINTMENT COMMITTEE

Article 2

The Supervisory Board of the Company is responsible and competent to establish the Appointment Committee consisting of at least 3 (three) members. In the event of a larger number of members of the Appointment Committee, the number of members must be odd.

The Supervisory Board of the Company appoints the members, chairman and deputy chairman of the Appointment 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 Appointment Committee must be independent, and the chairman of the Appointment 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 Appointment 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 Appointment Committee are obliged to notify the Supervisory Board in case their independent status terminates.

When electing members of the Appointment 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 Appointment Committee.

The Supervisory Board may, by its decision, recall a member of the Appointment Committee without justifiable reason even before the expiration of his or her mandate. The member and chairman of the Appointment Committee may resign from their function and role in the Appointment 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 in the Supervisory Board, a person who is also a member of the Appointment Committee shall cease to be a member of that committee as well.

3 ROLE AND RESPONSIBILITIES OF THE APPOINTMENT COMMITTEE

Article 3

The Appointment Committee is responsible for:

- overseeing the processes of appointments of members of the Supervisory Board and of the Management Board of the Company to ensure that they are fair and transparent;
- developing descriptions of roles, duties and candidates for each vacancy in accordance with the profile of the Management Board or the Supervisory Board, and identifying and recommending suitable candidates to the Supervisory Board;
- when searching for independent candidates of the Supervisory Board, determining that the candidates are independent in accordance with the applicable regulations;
- proposing the terms of appointment with potential new members of the Management Board or the Supervisory Board, including the expected time required to perform their function;
- preparation of a succession plan for the re-appointment or replacement of members of the Supervisory Board and the Management Board, in consultation with the Chairman of the Supervisory Board or the President of the Management Board;
- proposing a plan and monitoring progress towards the target percentage of female members of the Management Board and the Supervisory Board;
- overseeing the Management Board's policy in selecting and appointing senior management;
- assessing the composition, skills and experience, size and membership of the Supervisory Board and the Management Board at least annually and making appropriate recommendations to the Supervisory Board;
- performing other tasks within its scope of competence as ordered by the Supervisory Board.

The Appointment Committee shall be accountable to the Supervisory Board of the Company for its work. The Appointment 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

The Appointment Committee is responsible for proposing the informed preparatory materials necessary to enable the Supervisory Board to fulfil its obligations related to the appointment of candidates for the Supervisory Board to the Shareholders' Meeting of the Company.

4 CHAIRMAN OF THE APPOINTMENT COMMITTEE

Article 5

The chairman of the Appointment Committee shall organize and manage the work of the Appointment 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 on which the members of the Appointment Committee have decided;
- signs all acts adopted by the Appointment 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 Appointment Committee.

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

5 MEMBERS OF THE APPOINTMENT COMMITTEE

Article 6

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

Members of the Appointment Committee shall not use, or publicly display, their membership of the Appointment 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 APPOINTMENT COMMITTEE

Article 7

The Appointment Committee works and decides in meetings.

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

Meetings of the Appointment 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 Appointment Committee shall work in such a way as to inform itself on 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 Appointment Committee shall have the right to be informed about matters within the scope of the Appointment Committee.

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

Article 8

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

Any member of the Appointment 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 Appointment Committee or other member convening the meeting. A member of the Appointment 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 Appointment Committee, no later than 8 (eight) days before the date of the meeting.

Exceptionally, in case of urgency, the chairman of the Appointment 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 Appointment Committee is prevented from attending a meeting, he/she shall inform the chairman of the Appointment Committee or the member who convened the meeting thereof without delay.

Article 9

When the Appointment Committee has 3 (three) members, it discusses and makes decisions when all members are present. If the Appointment 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 Appointment Committee are present, but not less than 3 (three) members.

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

Exceptionally, the Appointment 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 Appointment Committee shall submit their observations to the chairman of the Appointment 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 Appointment 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 Appointment Committee shall be presided by the chairman of the Appointment Committee or the member who convened the meeting.

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

The minutes of the meeting of the Appointment Committee shall be kept. The minutes shall be kept by the chairman or by a person designated by the Appointment 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 Appointment 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 Appointment Committee takes place in closed meetings.

Once a year, the Appointment 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