



Independent Limited Assurance Report on the Remuneration Report for the year 2025

To the Management Board and Supervisory Board of Ericsson Nikola Tesla d.d.

Subject Matter

In accordance with Article 272.r paragraph 3 of the Companies Act and the engagement contract entered into with Ericsson Nikola Tesla d.d. (the “Company”), we have performed a limited assurance engagement on the accompanying Remuneration Report for the year ended 31 December 2025 (the “Remuneration Report”), which has been prepared by the Management Board and the Supervisory Board of the Company.

Our engagement relates solely to assessing whether the Report contains the disclosures required under Article 272.r paragraphs 1 and 2 of the Companies Act.

Applicable criteria

The applicable criteria for determining the individuals to be included in the Remuneration Report and the requirements relating to the disclosure of their remuneration are set out in Article 272.r paragraphs 1 and 2 of the Companies Act.

Inherent limitations

In the event that additional information or data is provided to us, or in the event of misleading oral or written statements or explanations, our findings, interpretations or conclusions in this limited assurance report may be incomplete or may result in the need for additional procedures that are not within the scope of this engagement.

The Management Board of the Company is responsible for the publication of the Remuneration Report on the Company’s website in accordance with Article 272.r paragraph 4 of the Companies Act, as well as for the accuracy of the information contained therein. The scope of our work does not include reviewing such publication; therefore, we do not accept any responsibility for any amendments or modifications that may be made to the Remuneration Report based on this limited assurance report, nor for any differences between the report we have issued and the information published on the Company’s website.

Purpose and restriction on distribution

Our report is intended solely for the Management Board and the Supervisory Board of the Company for the purpose of reporting to the General Assembly on the Remuneration Report prepared by the Company for the year ended 31.12.2025 in accordance with Article 272.r of the Companies Act. We permit the publication of this report on the Company’s website in accordance with Article 272.r paragraph 4 of the Companies Act.

To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company for our work, for this independent limited assurance report, or for the conclusions we have reached.

Responsibilities of the Management Board and the Supervisory Board

The Management Board and the Supervisory Board of the Company are responsible for:

- preparing the Remuneration Report for the year ended 31 December 2025 in accordance with the disclosure requirements set out in Article 272.r paragraphs 1 and 2 of the Companies Act;
- determining the individuals who are to be included in the Remuneration Report in accordance with Article 272.r paragraph 1 of the Companies Act;
- selecting and applying appropriate remuneration policies, as well as making reasonable judgments and estimates in relation to the information disclosed in the Remuneration Report;
- measuring remuneration for the year ended 31 December 2025 in accordance with Article 272.r paragraphs 1 and 2 of the Companies Act; and
- publishing the Remuneration Report on the Company's website in accordance with Article 272.r paragraph 4 of the Companies Act.

The Management Board and the Supervisory Board of the Company are responsible for the design, implementation and maintenance of internal controls to ensure that the information described above is free from material misstatement, whether due to fraud or error.

In addition, the Management Board and the Supervisory Board are responsible for ensuring the completeness and accuracy of all documentation provided to us.

Our responsibilities

Our responsibility is to issue a report on the Remuneration Report in accordance with the requirements of Article 272.r paragraph 3 of the Companies Act. We have performed a limited assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised) – *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information*.

Applicable Quality Management requirements

We apply International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and, accordingly, we design, implement and operate a system of quality management, including policies and procedures relating to compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Compliance with independence and other ethical requirements

We have complied with the independence and other ethical requirements of the *International Code of Ethics for Professional Accountants (including International Independence Standards)*, which was issued by the International Ethics Standards Board for Accountants (IESBA) (the IESBA Code), together with the ethical requirements that are relevant in the Republic of Croatia, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We possess the necessary competence and experience to perform this assurance engagement

Summary of work performed

In relation to the subject matter, we performed the following procedures:

- made inquiries of relevant personnel of the Company to obtain an understanding of remuneration policies and the process for preparing the Remuneration Report;
- obtained from the Company the list of all members of the Management Board and the Supervisory Board (and/or executive directors and members of the administrative board, where applicable in accordance with the remuneration policy) during 2025 and verified whether their remuneration was disclosed in the Remuneration Report;
- reviewed, on a sample basis, relevant Company documentation (contracts and payments) relating to the remuneration amounts presented in the Remuneration Report; and
- checked whether the Remuneration Report contains all information required under Article 272.r paragraphs 1 and 2 of the Companies Act.

The nature and extent of our procedures were determined based on our risk assessment and professional judgment in order to express a limited assurance conclusion.

The scope of a limited assurance engagement is significantly less than that of an engagement conducted to obtain reasonable assurance, particularly with respect to risk-assessment procedures, including understanding of internal controls and procedures performed in response to assessed risks.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Conclusion with limited assurance

Based on the procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that the Remuneration Report for the year 2025, prepared by Ericsson Nikola Tesla d.d., does not contain, in all material respects, the disclosures required under Article 272.r paragraphs 1 and 2 of the Companies Act.

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28 April, 2026



Domagoj Hrkać

Member of the Management Board, Croatian registered auditor

Ericsson Nikola Tesla d.d.

Pursuant to Article 272.r of the Companies Act, the Supervisory Board and Management Board of Ericsson Nikola Tesla d.d. (hereinafter: the Company) submits to the General Meeting:

Remuneration Report for Supervisory Board members and Management Board in 2025

Remuneration to the Supervisory Board

The Supervisory Board consists of five members – four members are elected by the General Meeting, and one member is elected by the Company's employees.

Members of the Supervisory Board in 2025:

Name	Role	Appointment
Stefan Koetz	Chairman	Appointed on November 22, 2024; Chairman and member until November 14, 2025
Luca Orsini	Chairman	Appointed on November 14, 2025
Olgica Spevec	Member, Deputy Chair	Appointed on June 13, 2019; elected Deputy Chair on December 17, 2020; reappointed on June 14, 2023
Ana Vrsaljko Metelko	Member	Appointed on June 29, 2021; reappointed on June 26, 2025
Petar Šimundža	Member, Employees' representative	Appointed on November 29, 2022
Carl Henrik Magnus Carle	Member	Appointed on June 14, 2023

The members of the Supervisory Board are entitled to monthly remuneration for their work in the Supervisory Board and its sub-committees from the day they are appointed to duty until the day of its termination.

The members of the Supervisory Board proposed by the largest single shareholder, LM Ericsson, who are elected at the General Meeting of Shareholders, waive the right to receive monthly remuneration for their work in the Supervisory Board and its sub-committees, in line with the policies of their employer.

Each member of the Supervisory Board is entitled to receive a monthly remuneration amounting to half of the average monthly gross salary paid by the Company in the month for which the remuneration is paid. The member of the Supervisory Board, who is also:

- Chairman of the Audit Committee, additionally receives a monthly amount of EUR 500.00;
- Chairman of the Appointment Committee, additionally receives a monthly amount of EUR 250.00;
- Chairman of the Remuneration Committee, additionally receives a monthly amount of EUR 250.00;
- Member of the Audit Committee, additionally receives a monthly amount of EUR 125.00;
- Member of the Appointment Committee, additionally receives a monthly amount of EUR 125.00;
- Member of the Remuneration Committee, additionally receives a monthly amount of EUR 125.00.

To maintain its independence and full objectivity, the remuneration of the members of the Supervisory Board is independent of the Company's results and does not include a variable part of compensation.

Members of the Supervisory Board are entitled to reimbursement of appropriate expenses incurred during the performance of their duties.

When defining a remuneration model for work various internal factors were taken into consideration, such as the Company's position and opportunities, practices of local companies in telecom industry, as well as salaries and remunerations policies in the Company and Ericsson Nikola Tesla Group.

Remunerations paid (including reimbursement of expenses) to individual members of the Supervisory Board in 2025 (since January 1 to December 31, 2025), in gross 1 (EUR) amounts:

Name	Role	Remuneration	Other Expenses	Gross 1 (EUR)
Stefan Koetz	Chairman until November 14, 2025	-	59.86	59.86
Luca Orsini	Chairman from November 14, 2025	-	-	-
Olgica Spevec	Member, Deputy Chair	24,470.48	2,205.32	26,675.80
Ana Vrsaljko Metelko	Member	22,220.48	271.23	22,491.71
Petar Štimundža	Member, Employees' representative	18,220.43	-	18,220.43
Carl Henrik Magnus Carle	Member	-	123.74	123.74

The Company believes that the remuneration paid to the members of the Supervisory Board is in line with the engagement and tasks they perform within the Supervisory Board, Audit Committee, Appointment Committee and Remuneration Committee and the Company's position and business performance.

The Company did not provide any advance payments or loans to the members of the Supervisory Board, and there are no financial obligations of the Company towards the members of the Supervisory Board.

The Company did not give any gifts or benefits to the members of the Supervisory Board.

Remuneration to the Management Board

Remuneration and evaluation of the work of the Management Board are focused on the sustainable development and growth of the Company and are implemented in accordance with the Remuneration Policy of the Management Board adopted by the Supervisory Board.

The Management Board of the Company consists of the following members:

Name	Role	Appointment
Gordana Kovačević	President of MB (CEO)	Reappointed on April 9, 2025; served as the sole member of the MB until that date, in position until October 31, 2025
Siniša Krajnović	President of MB (CEO)	Appointed on September 25, 2025; in position from November 1, 2025
Hrvoje Benčić	MB member	Appointed on April 9, 2025
Damir Bušić	MB member	Appointed on April 9, 2025
Milan Živković	MB member	Appointed on April 9, 2025

Elements of Management Board Remuneration

Annual target remuneration

Annual target remuneration includes the contract payment and/or salary and the STI (Short Term Incentive) component of compensation for achieving the annual business targets at the Commitment level. The share of the STI component in the annual targeted remuneration for the members of the Management Board is defined by the Supervisory Board and included in individual contract. Other elements of compensation and other non-monetary rewards and services can be determined in individual contracts. The annual target remuneration is assessed once a year and, if necessary, an increase is made under the condition that there is headroom in the budget secured for this purpose.

The amount of basic (contract) payment is determined based on responsibility level, complexity of assignments, complexity and size of organization, diversity of business segments and technologies involved, considering companies in the labor market, relevant in terms of core business, size, and complexity. The basic monthly contract payment is agreed in individual employment contracts and/or managerial contracts.

Short term Incentive plan (STI)

The Management Board member's goals are defined in line with strategic determinants of the future business development, and the Company's business goals, approved by the Supervisory Board for a certain year. A short-term incentive plan is used to reward the achievement of the Company's targets, mainly financial ones, and optional non-financial goals (e.g. ESG), over the course of one year.

The level of achievement at the commitment level for short-term incentive within the framework of the annual target remuneration for the members of the Management Board is determined by the Supervisory Board. The level of achievement at the commitment level for the members of the Management Board for the award for all employees of the Company is defined by the Supervisory Board and included in the individual contract. The remuneration of Management Board members accomplished on this basis in 2025 is included in variable components of remuneration and refer to the achievement of goals set in the previous year (2024).

The goals of the members of the Management Board within the short-term incentive plan for 2025 were:

- Net Sales
- Orders Booked
- Change Management and Digital Transformation program – secure cost efficiency
- Sustainability & Corporate Responsibility
- Main Focus Area 2025

The Supervisory Board approves the Company's annual goals based on the approved Business Plan. Following the approval of annual financial reports, total performance is evaluated as the basis of calculation.

The total remuneration of the members of the Management Board consists of a fixed component (contractual payment and/or salary) and a variable component defined in the Remuneration Policy of the Management Board.

According to the definition of the maximum annual target remuneration of Management Board members from the Remuneration Policy of the Management Board, the target remuneration of the Management Board in 2025 may not exceed a maximum amount of 160% of the basic (contractual) salary.

In 2025, the Management Board members were paid the following gross 1 amount:

Name	Role	Contract Salary (EUR)	Variable component (EUR)	Target remuneration (EUR)	Ratio
Gordana Kovačević	President of MB (CEO)	338,551.50	51,920.09	390,471.59	115%
Siniša Krajnović	President of MB (CEO)	25,000.00	0.00	25,000.00	100%
Hrvoje Benčić	MB member	128,807.08	933.00	129,740.08	101%
Damir Bušić	MB member	127,837.04	933.00	128,770.04	101%
Milan Živković	MB member	122,112.09	933.00	123,045.09	101%

Spot bonus

During 2025, no individual awards were paid to the Management Board members in the form of a one-off payment.

Long term Incentive plan

During 2025, the Management Board members did not participate in the long-term incentive plan and did not receive any income on that basis.

Allocation of treasury shares

If treasury shares are allocated to the Management Board members, an allocation is based on the decision made by the Company's Supervisory Board and is conditioned by exceptionally good results in the past period, i.e. high expectations for the coming period.

Treasury shares can be allocated as a spot bonus or through a long-term incentive plan.

The option of allocating treasury shares is a long-term compensation instrument based on which the Management Board enters the ownership structure and enables them to benefit from the success of the share in the capital market.

During 2025, members of the Management Board were granted the following treasury shares of the Company:

- Gordana Kovačević was granted 250 treasury shares of the Company in accordance with the Supervisory Board's decision dated 25 September 2025, at fair value of EUR 46,793.33.

Additional perks of the job

In addition to the above components, compensation includes other additional perks for the job. Additional perks for the job are non-monetary benefits and services provided by the Company as well as receipts in kind, e.g. company car, meals in the Company, medical check-up for, severance pay when leaving the Company, various education, etc.

Additional workplace benefits (company car, meals in the Company, medical examination, supplementary health insurance, holiday pay, salary in kind) paid to members of the Management Board in 2025 amounted to:

Name	Role	Additional benefits (EUR)
Gordana Kovačević	President of MB (CEO)	8,373.17
Siniša Krajnović	President of MB (CEO)	723.33
Hrvoje Benčić	MB member	3,565.82
Damir Bušić	MB member	3,810.55
Milan Živković	MB member	3,581.75

Other information

The table below shows the average employee remuneration in 2025, gross 1 amount, which includes fixed and variable part of salary, other compensation elements, salary in kind and all other payments related to employee employment status, divided by the average number of employees in full-time equivalent (FTE).

Average remuneration per employee	2025	2024	2023	2022	2021
Average remuneration (EUR)	42,058	42,335	40,260	38,081	36,036
Average FTE	2,811	2,776	2,749	2,688	2,615

Business Results Ericsson Nikola Tesla d.d.	2025	2024	2023	2022	2021
Revenue (EUR)	239,156,670	258,216,894	239,258,171	234,556,246	206,406,955
Profit (EUR)	17,305,044	22,469,997	18,840,714	19,579,104	15,290,596

Business Results Ericsson Nikola Tesla Group	2025	2024	2023	2022	2021
Revenue (EUR)	244,871,885	257,262,756	311,654,649	303,863,920	297,227,838
Profit (EUR)	17,748,436	15,597,461	22,194,311	15,816,523	23,538,144

Management Board members have not received any payment or commitment from a third party in connection with the performance of its business during the last financial year.

The Company did not demand a refund of the payments to the Management Board members.

The Company has not made any advances or loans to the Management Board members nor are there any financial obligations in favor of the Management Board members.

In case a contract is terminated by the Company due to personal/business reasons with a simultaneous termination of employment (if the member of the Management Board is also the employee of the Company), the Company is obliged to pay the member of the Management Board severance pay as defined in the Labor Act and/or potentially in individual contract with such member. In any case, the amount of severance pay may not exceed either: (i) the amount of 60% of the average monthly gross salary paid over the 3 months preceding the termination of the employment relationship for every year of service with the Company, or (ii) 18 average monthly contractual gross salaries paid over the 3 months preceding the termination of employment, whichever is more favorable for the member of the Management Board.

In the case of retirement, severance pay is given in the amount defined in the company Collective Agreement and/or potentially in individual contract with the member of the Management Board. In any case, the amount of severance pay in case of retirement of the member of the Management Board, cannot exceed the amount of 18 average monthly contractual gross salaries paid over the 3 months preceding the termination of employment.

During 2025, the following severance payments were paid to the members of the Management Board:

- Gordana Kovačević was paid gross 1 amount EUR 494,135.82 upon retirement.

The employment contract stipulates a non-compete clause upon termination of the contract.

There are no additional fees for the Management Board members when taking over the membership in the Supervisory Boards and similar positions / functions in companies in which the Company directly or indirectly owns its share, as well as in associations to which the Company belongs according to the scope of business.

In accordance with Article 247.a of the Companies Act, the Remuneration Report will be prepared for the General Assembly to be held in 2026.

Zagreb, 20 April 2026

Luca Orsini
Chairman of the Supervisory Board



Siniša Krajnović
President of the Management Board



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