

Ericsson Nikola Tesla d.d.
Zagreb, Krapinska 45

NOTICE OF THE ANNUAL GENERAL MEETING OF ERICSSON NIKOLA TESLA d.d.

Pursuant to the Company Law, Art. 277, sections 2 and 3, the Managing Director of the joint stock company Ericsson Nikola Tesla Zagreb, Krapinska 45, on April 9, 2013 passed the decision on the convocation of the Annual General Meeting, to be held at the registered office of the Company in Zagreb, Krapinska 45, on May 28, 2013 at 16p.m.

AGENDA

1. Opening of the Annual General Meeting (appoint commission to record presence of shareholders/votes, verify registrations, determine represented equity capital, verify the Meeting as lawfully convened and eligible to make decisions);
2. Managing Director's report on Company's business position in 2012;
3. Presentation of annual financial statements for 2012;
4. Company Auditor's report and expert opinion on Company's operations in 2012;
5. Supervisory Board's report on performed supervision of the Company's operations management, annual financial statements, Company's business position and proposed allocation of net income for 2012;
6. Reserves relocation;
7. Decision on allocating retained earnings realized in 2003 and part of retained earnings in 2004 and on using net income realized in the financial year 2012;
8. Decision on discharge from liability to the Managing Director;
9. Decision on discharge from liability to the members of the Supervisory Board and its Chairman;
10. Appoint the Company's Auditor for 2013

Proposed Decisions at the Annual General Meeting

The Managing Director and the Supervisory Board of Ericsson Nikola Tesla d.d. Zagreb, submitted a joint proposal to the Annual General Meeting, for decision making, as stated under items 5, 6, 7, 8, 9. Pursuant to the Audit Committee's recommendation the Supervisory Board submitted a proposal for decision making, as stated under item 10:

Item 5

"The Report of the Supervisory Board on the performed supervision of the Company's operations management in 2012 is approved."

Item 6

"A part of net income allocated to legal reserves, which increases legal reserves above a cap of 5% of share capital, will be transferred to retained earnings."

Item 7

"The Company shareholders shall be paid a regular dividend of HRK 20 per share and an extraordinary dividend of HRK 150 per share, i.e. totalling HRK 170 per share from retained earnings realized in 2004.

The dividend shall be paid out to all shareholders who have Company shares registered on their securities account in the Central Depository & Clearing Company seven days prior to the Assembly that is to make the decision (i.e. on May 21, 2013). The payment shall be effected depending on the Company's solvency, but not later than June 27, 2013 pursuant to the Company Law, Art. 223.

The Company's net income for the financial year 2012, totalling HRK 126,099,091.37, will be allocated as to retained earnings."

Item 8

"Discharge from liability is given to Gordana Kovačević, the Company's Managing Director, in relation to the exercise of her duties in the financial year 2012."

Item 9

"Discharge from liability is given to the members of the Supervisory Board and its Chairman in relation to the exercise of their duties in the financial year 2012."

Item 10

"PricewaterhouseCoopers d.o.o., Zagreb, Alexander von Humboldt 4, is appointed as the Company's Auditor for the year 2013. "

Important information about registration and participation in the Annual General Meeting

REQUIREMENTS TO BE MET FOR PARTICIPATION AND VOTING

Shareholders, entitled to participate in the Annual General Meeting shall meet the requirements, as follows:

- Have Company shares registered on their securities account in the Central Depository & Clearing Company on the date of the latest possible registration for the Shareholders' Meeting (i.e. May 21, 2013).
- Have registered in advance, their attendance to the Shareholders' Meeting, not later than six days before the Meeting date. The deadline does not include the date of the received/ filed registration, therefore this deadline covers seven days, i.e. May 21, 2013, at the latest.

Shareholder's proxies, who register to participate at the Annual General Meeting, not later than six days before the Meeting date, with respect to the date of the received/ filed registration, which is not included in the deadline (i.e. by May 21, 2013, at the latest), are entitled to attend and vote.

Shareholders can register at the Legal Affairs Department in the Company headquarters in Zagreb, Krapinska 45, between 10 and 12 a.m. every workday.

The following documents shall be submitted to the registration commission:

1. Personal registration form, if the shareholder attends in person
2. Personal registration form and a power of attorney, if the shareholder's proxy attends

The registration commission shall give the registration document and a receipt for the submitted proposals to the shareholder/ shareholder's proxy.

The shareholders and their proxies, respectively, are entitled to submit, in writing, notes and proposals regarding the proposed decisions within the registration time.

The shareholding capacity shall be verified by insight into files of the Central Depository & Clearing Company.

The required identification document is a personal identity document (personal identification card or passport). Written materials required by the Annual General Meeting to make decisions will be available to shareholders for insight, starting with the date of public announcement of the Meeting, in the Legal Affairs Dept. at the Company headquarters, from 10 a.m. to 12 a.m. on workdays, and on the Company's web site: www.ericsson.hr/investitori/aktualnosti.shtml

The registration of attendance shall start one (1) hour prior to the scheduled time for the beginning of the Meeting, upon the presentation of the registration document.

The shareholder or his/her proxy who does not register shall not be entitled to take an active part in the Meeting.

VOTE BY PROXY

The shareholder's proxy shall have a valid power of attorney (please use the Company's form at www.ericsson.hr/investitori/aktualnosti.shtml or ask for it at the Company's Legal Department at the Company headquarters from 10 a.m. to 12. a.m. on workdays). Verification by a notary public is not required. The power of attorney shall state the name of the authorization issuer, name and family name/ address of the individual to whom the power of attorney was issued, to what purpose, as well as the power to vote at the Meeting.

If the proxy represents a legal person, besides the power of attorney, the proxy shall document the authorization of issuer of power of attorney to represent the legal person in question (i.e. the statement from the Court Register of Companies).

The scanned authorization document on appointment of a proxy (including the scanned signature) shall be submitted to the Company's Legal Dept. or e-mailed to: pravni.poslovi@ericsson.com

NEW AGENDA ITEMS

Should the shareholders owing together the twentieth part of the share capital of the Joint Stock Company, after the Meeting is convened, request that additional item is to be added to the Agenda and disclosed, then any new agenda item should be accompanied by an explanation or respective decision proposal.

The Company has to receive requests for placing items on the agenda at least 30 days prior to the General Annual Meeting date. This period does not include the day the request is filled in /received at the Company. If the deadline is not observed, the proposed additional items of the Agenda shall be considered not lawfully announced and no decision on them can be made at the Meeting.

SHAREHOLDERS' COUNTER PROPOSALS

Counterproposals to the proposals submitted by the Managing Director and/or Supervisory Board, related to a particular agenda item and made by shareholders with their names/family names, explanation and possibly, opinion by Managing Board, must be available to legal persons stated in Article 281, sections 1 to 3 of the Company Law (credit or financial institutions and shareholders associations who at the preceding Meeting cast vote on behalf of shareholders or requested to be informed), as defined in the Article 281, if a shareholder has submitted such a counterproposal, at least 14 days prior to the Meeting date, to the address given below:

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Krapinska 45, 10000 Zagreb

The date a counterproposal is received at the Company is not counted into 14 days deadline. The counterproposal shall be available at the Company's web site: www.ericsson.hr/investitori/aktualnosti.shtml. In case the shareholder should not exercise this right, he should still be entitled to make a counterproposal at the Meeting. The same applies to shareholders proposals regarding the election of the Supervisory Board members or appointment of the Company Auditor. Such a proposal does not have to include an explanation. The Managing Board is not obliged to make such a proposal available to shareholders unless it includes information that must be disclosed, with a proposal relating to the election of Supervisory Board members, and to the appointment of Company auditor, as well as the membership of candidates in other supervisory or managing boards, in the country and abroad.

RIGHT TO INFORMATION ABOUT COMPANY BUSINESS PERFORMANCE

At the Annual Shareholders' Meeting, the Managing Director is obliged to provide information about Company's business performance to any shareholder at his/her request, in case this information is necessary to judge on agenda items. This obligation to provide information regards also legal and business relations with related parties. If the Company has acquired treasury shares throughout the year, the Managing Director is obliged to state (in the Company position report) the reasons for shares acquisition, the number and nominal value of acquired shares, whether the shares have been acquired through payment collection - the price paid, treasury shares sold and those still held.

NO QUORUM / NEW ASSEMBLY

If the Meeting should lack a quorum (which is more than 50% of the stock representing the share capital), the Managing Director shall, within the following 3 days, send shareholders the notice of Meeting with the same agenda. The new Meeting shall be convened within 15 days after the originally convened, i.e. on June 12, 2013, at the latest. The decisions adopted at the new Annual General Meeting shall be considered lawful, disregarding the number of represented shareholders.

For any additional information, please call +385 1 365 4148 or +385 1 365 4168.

Managing Director:

MSc Gordana Kovačević, B.E.E