

Pursuant to the provisions of Article 36 of Telekom Slovenije, d. d.'s Articles of Association, the Management Board of Telekom Slovenije, d.d., with its headquarters in Ljubljana at Cigaletova 15, hereby convenes

**the 28th General Meeting of Shareholders of Telekom Slovenije, d. d.
to be held on 21 April 2017 at 3.30 pm, in the Multimedia Hall at the Company's headquarters**

Agenda and proposed resolutions:

- 1. Opening of the General Meeting and the establishment of quorum**
- 2. Appointment of General Meeting bodies**

Proposed resolution:

Stojan Zdolšek is hereby appointed chairman of the General Meeting, while a representative of Ixtlan Forum d.o.o. is hereby appointed as vote counter.
The General Meeting hereby acknowledges the presence of the notary Bojan Podgoršek at this session.

- 3. Supervisory Board's written report on the approval of the annual report for the 2016 financial year**
- 4. Proposal for the use of distributable profit for the 2016 financial year and proposal for the approval of the work of the Management Board and the Supervisory Board for the 2016 financial year**

Proposed resolution:

- 4.1 Distributable profit, which amounted to EUR 32,834,996.07 for 2016, shall be used for:
 - a. the payment of dividends in the amount of EUR 32,527,390.00 or EUR 5.00 gross per share; and
 - b. the remainder in the amount of EUR 307,606.07 shall be brought forward to the following year.Dividends shall be paid to shareholders and other beneficiaries who were entered in the register of shareholders with the right to dividends on the cut-off date of 19 July 2017, and to other beneficiaries with the right to dividends. Dividends shall be paid on 20 July 2017.
- 4.2 The General Meeting hereby confers its official approval on the Management Board for its work during the 2016 financial year.
- 4.3 The General Meeting hereby confers its official approval on the Supervisory Board for its work during the 2016 financial year.

- 5. Proposal for the appointment of the auditor for the 2016, 2017 and 2018 financial years**

Proposed resolution:

The General Meeting hereby appoints the audit firm Deloitte Revizija, d.o.o., Dunajska cesta 165, Ljubljana to audit the financial statements of Telekom Slovenije, d. d. for the 2016, 2017 and 2018 financial years.

- 6. Information regarding the expiry of the term of office of Supervisory Board members**

Proposed resolution:

The General Meeting is hereby informed that the terms of office of Telekom Slovenije Supervisory Board members Borut Jamnik, Adolf Zupan, MSc, Marko Hočevar, PhD, Tomaž Berločnik, MSc and Bernarda Babič, MSc will expire on 27 April 2017.

7. Appointment of Supervisory Board members

Proposed resolution to item 7.1.:

The General Meeting hereby appoints Bernarda Babič to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Proposed resolution to item 7.2.:

The General Meeting hereby appoints Borut Jamnik to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Proposed resolution to item 7.3.:

The General Meeting hereby appoints Tomislav Kalan to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Proposed resolution to item 7.4.:

The General Meeting hereby appoints Uroš Mesojedec to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Proposed resolution to item 7.5.:

The General Meeting hereby appoints Rok Rozman to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

8. Information regarding the rules governing the other rights of members of the Management Board

Proposed resolution:

The General Meeting is hereby briefed on the Rules Governing the Other Rights of Members of the Management Board.

Materials for the General Meeting

The full materials for the General Meeting shall be available to shareholders at the information office at the Company's headquarters (Cigaletova 15, Ljubljana) every working day from 10 am to 12 pm, from the day this convocation of the General Meeting is published on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (www.ajpes.si) until the day the General Meeting is held.

The convocation of the General Meeting and all materials, including the agenda and proposed resolutions, shall also be published on the Company's website at <http://en.telekom.si/investor-relations/shareholders-meeting> and in the Ljubljana Stock Exchange electronic notification system at seonet.ljse.si.

Addition of items to the agenda

Shareholders holding at least 5% of the Company's shares may request in writing that items be added to the agenda within seven days following the convocation of the General Meeting. Requests shall include a written proposed resolution that the General Meeting shall vote on or, if the General Meeting will not adopt a resolution on a particular item, an explanation thereof. In accordance with the third paragraph of Article 298 of the Companies Act-1 (ZGD-1), the Company's Management Board shall publish additional agenda items requested by shareholders by no later than seven days following the convocation of the General Meeting. Shareholders may also send requests for additional items on the agenda by e-mail to skupscina@telekom.si.

The proposals of shareholders

Shareholders may add written proposed resolutions to any item on the agenda in accordance with the first paragraph of Article 300 and Article 301 of ZGD-1. The Company's Management Board shall publish

proposals that fulfil the following conditions in the same manner that it published the convocation of the General Meeting:

- if they are sent to the Company within seven days following the convocation of the General Meeting;
- if they are reasonably founded; and
- if the shareholder proposing a resolution makes it clear that they intend to object to the proposal of the Management Board or Supervisory Board and to persuade other shareholders to vote for their proposal

Notwithstanding the above, shareholders shall not be required to provide an explanation for an election nomination in accordance with Article 301 of the ZGD-1.

A shareholder's proposal shall be published and communicated in the manner set out in Article 296 of the ZGD-1, if the shareholder sent a reasonably founded proposal to the Company within seven days following the convocation of General Meeting. Shareholders may also file proposed resolutions and election nominations by e-mail at skupscina@telekom.si.

Right to information

Shareholders may exercise their right to information in accordance with the first paragraph of Article 305 of the ZGD-1 at the General Meeting. Detailed information regarding shareholders' rights set out in the first paragraph of Article 298, the first paragraph of Article 300, and Articles 301 and 305 of the ZGD-1 shall be available on the Company's website at <http://en.telekom.si/investor-relations/shareholders-meeting>.

Conditions for participation and voting at the General Meeting

The right to attend the General Meeting and vote may be exercised by shareholders registered at the central register of securities at the Central Securities Clearing Corporation (KDD) at the end of the fourth day before the General Meeting (cut-off date), which is 17 April 2017.

The right to participate in the General Meeting and vote may only be exercised by shareholders, their representatives or proxies who announce their participation by 3.30 pm on 18 April 2017 in a written application addressed to the Company's information office. That application shall be sent to the Company's headquarters, faxed to +386 1 231 47 36 or sent by e-mail to skupscina@telekom.si. At the request of the Company, shareholders and their representatives or proxies shall identify themselves with a personal document or written authorisation, while legal representatives shall present an extract from the court register.

Authorisations shall be in written form and shall comprise general data (name, surname, address, unique personal identification number, or the name of the company, its headquarters and registration number) of the person or company providing authorisation and/or proxy, as well as the signature of the authorising party. The authorisation form for exercising voting rights is available at the information office at the Company's registered office (Cigaletova 15, Ljubljana) every business day between 10 am and 12 pm, and in electronic form on the Company's website at <http://en.telekom.si/investor-relations/shareholders-meeting> from the day this convocation is published on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES). Authorisation may be sent to the Company via e-mail as a scanned document in an attachment to skupscina@telekom.si. The Company reserves the right to verify the identity of a shareholder or authorising party who submits authorisation via e-mail, as well as the authenticity of their signature. A shareholder may cancel authorisation at any time until the day the General Meeting is held.

Call to major shareholders to publicly disclose information regarding their governance policy

In accordance with section 4.2 of the Corporate Governance Code, the Company hereby calls on major shareholders, in particular institutions and the State, to publicly disclose information regarding their governance policy as it relates to their investment in Telekom Slovenije, d. d. as a public limited company. Public information shall include, at a minimum, their voting policy, the type and frequency of governance activities, and the dynamics of communication with the Company's management and supervisory bodies.

Other notifications

The Company reserves the right to verify the identity of shareholders who send additional items for the agenda, proposed resolutions or election nominations via e-mail.

The total number of outstanding shares issued by the Company on the date of this convocation of the General Meeting was 6,535,478. Of that amount, 6,505,478 have voting rights. All shares are of the same class.

We kindly ask participants at the General Meeting to arrive at least half an hour before the meeting starts to register and receive their voting device.

If quorum is not established at the announced hour, the General Meeting will be reconvened on the same day in the same premises and with the same agenda at 4.30 pm. At that time, quorum will be deemed to have been established, regardless of the number of represented shares.

Ljubljana, 20 March 2017

President of the Management Board
Rudolf Skobe, MSc