

On the basis of Article 36 of the Articles of Association, the Management Board of Telekom Slovenije, d.d., with its headquarters in Ljubljana, at Cigaletova ulica 15, herewith calls

**the 30th General Meeting of Shareholders**  
**which will take place on 30 August 2019 at 2.00 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 the General Meeting's bodies**

*Proposed resolution:*

Stojan Zdolšek shall be appointed the chair of the General Meeting, and representatives of Ixtlan Forum d.o.o. as the tellers.

The General Meeting acknowledges the presence of notary Bojan Podgoršek at this sitting.

**3. Supervisory Board's written report on the approval of the Annual Report for the 2018 financial year**

**4. Proposal for the use of distributable profit for the 2018 financial year with the proposal to grant a discharge to the Management Board and Supervisory Board for the 2018 financial year**

*Proposed resolution:*

4.1 Distributable profit, which amounts to EUR 38,986,324.96 for 2018, shall be used as follows:

- a. dividends shall be paid in the amount of EUR 29,274,651.00 or EUR 4.50 gross per share,
- b. the remainder in the amount of EUR 9,711,673.96 shall be carried over to the following year.

The dividends will be paid to shareholders or other beneficiaries who were entered into the company share register as of 28 October 2019 (the cut-off date). The dividends shall be paid on 29 October 2019.

4.2 The General Meeting shall grant discharge to Management Board members for the 2018 financial year.

4.3 The General Meeting shall grant discharge to Supervisory Board members for the 2018 financial year.

**5. Information about changes in the company's Supervisory Board and election of new Supervisory Board members**

*Proposed resolution:*

5.1 The General Meeting was informed that on 18 September 2018, the Works Council recalled Samo Podgornik, Primož Per and Urban Škrjanc from their posts as Employee Representatives in the Supervisory Board. It appointed Drago Kijevčanin, Dušan Pišek and Jana Žižek Kuhar as new Supervisory Board members. Their terms started on 19 September 2018. They were appointed for the period until 14 November 2021.

5.2. The General Meeting was informed about the resignation of Ljubomir Rajšič and Lidija Glavina from their posts as shareholder representatives in the Supervisory Board. Ljubomir Rajšič's office ended on 18 June 2019, and Lidija Glavina's ends on the date of the next General Meeting of Telekom Slovenije, d.d., i.e. 30 August 2019.

5.3. The General Meeting shall elect Andrej Vizjak to the post of a shareholder representative in the Supervisory Board for a four-year term starting on 30 August 2019.

5.4. The General Meeting shall elect Igor Rozman to the post of a shareholder representative in the Supervisory Board for a four-year term starting on 30 August 2019.

## **Materials for the General Meeting**

From the day this call is published on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services ([www.ajpes.si](http://www.ajpes.si)) to the day the General Meeting is held, full materials for the General Meeting are available to shareholders at information office at the Company's headquarters, Cigaletova ulica 15, Ljubljana, every working day from 9 AM to 11 AM.

The convocation of the meeting and all the materials with the agenda and proposed resolutions are also published on the Company's website at <http://www.telekom.si/o-podjetju/za-vlagatelje/skupscina-delnicarjev> and at the Ljubljana Stock Exchange e-notification system <http://seonet.ljse.si>.

## **Supplementation of the agenda**

Shareholders holding at least 5% of the company stock can request in writing that items be added to the agenda within seven days after the General Meeting is called. A proposed resolution to be voted upon at the General Meeting must be attached with such a request, or if the General Meeting does not pass a resolution on a particular item on the agenda, a written clarification for such an item must be given. In line with paragraph 3 of Article 298 of the Company Act-1 (ZGD-1), the Company's Management Board shall publish those additional agenda items that shareholders shall request within seven days of the issuance of the call for the General Meeting at the latest. Shareholders can also send requests for additional items on the agenda via e-mail to [skupscina@telekom.si](mailto:skupscina@telekom.si), as a scanned attachment to the message.

## **Shareholders' proposals**

Shareholders can add written proposed resolutions to any item on the agenda in accordance with paragraph 1 of Article 300 and Article 301 of ZGD-1. In the same manner that it issued the call for the General Meeting, the company's Management Board will publish the proposals that fulfil the following conditions:

- they are sent to the Company within seven days of the call for the General Meeting,
- they are reasonably founded,
- for which the shareholder proposing them would say that he/she would object to the proposal of the management or supervisory boards and persuade other shareholders to vote for his/her proposal.

Regardless of the above, shareholders do not need to provide an explanation for an election nomination in accordance with Article 301 of the ZGD-1.

The shareholder's proposal shall be published and communicated in a manner defined in Article 296 of the ZGD-1 if the shareholder sent a reasonably founded proposal to the Company within seven days of the call for the General Meeting. Shareholders can file proposed resolutions and election nominations also via e-mail to [skupscina@telekom.si](mailto:skupscina@telekom.si).

## **Right to information**

The shareholder can exercise his/her right to information in accordance with paragraph 1 of Article 305 of the ZGD-1 at the General Meeting. Detailed information on shareholders rights from paragraph 1 of article 298, paragraph 1 of Article 300, and articles 301 and 305 of the ZGD-1 are available at the Company's website <http://www.telekom.si/o-podjetju/za-vlagatelje/skupscina-delnicarjev>.

## **Conditions for participation and voting in the General Meeting**

The right to attend the General Meeting and vote can 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 26 August 2019.

The right to participate in the General Meeting and vote may only be exercised by the shareholders, their representatives or proxies who announce their participation in a written application addressed to the Company's information office that needs to be sent to the Company's headquarters, or emailed to [skupscina@telekom.si](mailto:skupscina@telekom.si) by Tuesday, 27 August 2019, until 3:30 PM. At the request of the Company, shareholders and their representatives or proxies need to identify themselves with a personal document or a written authorization, and legal representatives must present an extract from the judicial record.

The authorizations need to be in written form and need to comprise general data (name, surname, unique personal identification number, or the name of the company, its headquarters and registration number) of the person or company giving the authorization and the proxy, as well as the signature of the authorizing party. The authorization form for exercising the voting right is available at the information office at the Company's registered office: Cigaletova ulica 15, Ljubljana, every business day from 9 AM to 11 AM, 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, and on the Company's website <http://www.telekom.si/o-podjetju/za-vlagatelje/skupscina-delnicarjev>. The authorization can be sent to the Company via e-mail as a scanned document in an attachment to [skupscina@telekom.si](mailto:skupscina@telekom.si). The Company reserves the right to check the authenticity of the shareholder authorizing a proxy via e-mail, and of their signature. Shareholders may also withdraw the authorisation at any time until the day of the General Meeting.

### **A call to major shareholders to notify the public regarding their governance policy**

In accordance with Article 6.2. of the Corporate Governance Code, the Company calls on all its major shareholders, primarily institutional investors and the state, to inform the public on their policy of managing their investment in Telekom Slovenije, d.d. The public should be informed at least about the voting policy, the type and frequency of conducted governance activities, and the dynamics of their communication with the supervisory and management bodies.

### **Other notifications**

The Company reserves the right to verify the authenticity of the shareholder proposing additional agenda items, resolutions, and election nominations via e-mail.

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

We would like to ask the participants in the General Meeting to arrive at least half an hour before the meeting starts to register and collect the voting devices.

If there is no quorum at the announced hour, the General Meeting will be reconvened on the same day in the same premises and with the same agenda at 3 PM. In this case it will be considered that there is a quorum regardless of the number of represented shares.

Ljubljana, 24 July 2019

Vice-President of the Management Board:  
Tomaž Seljak, MSc