



**Slovenski Državni Holding, d.d.**

Mala ulica 5, p.p. 139  
1001 Ljubljana  
Slovenia

**Telekom Slovenije, d.d.**  
**Cigaletova 15**  
**1000 Ljubljana**  
[skupscina@telekom.si](mailto:skupscina@telekom.si)

Ref. no.: 2020-747/IF

Pursuant to the provisions of Article 298 of the Companies Act (hereinafter: the ZGD-1) and in connection with the convening of the 31st General Meeting of Telekom Slovenije, d.d., Cigaletova 15, 1000 Ljubljana, to be held in the Company's multimedia conference room at the same address at 2.00 pm on 5 June 2020, Slovenski državni holding, d.d., Mala ulica 5, Ljubljana, hereby submits, **in its own name and on the behalf of the Republic of Slovenia as shareholder**, the following:

**REQUEST TO AMEND THE AGENDA**  
**of the 31st General Meeting of Telekom Slovenije, d.d.**

Ljubljana, 8 April 2020

## I.

Pursuant to the provisions of Article 19 of the Slovenian Sovereign Holding Company Act, Slovenski državni holding, d.d. (hereinafter: the proponent) manages the capital assets of the Republic of Slovenia, at its own discretion and on the behalf of the Republic of Slovenia, including an investment in Telekom Slovenije, d.d. The Republic of Slovenia is the holder of 4,087,569 shares of Telekom Slovenije, d.d. (hereinafter: the company), representing a 62.5443% participating interest in the company's capital. The proponent is also the direct holder of 277,839 shares of Telekom Slovenije, d.d., which represents a 4.2512% participating interest in the company's share capital. The proponent has thus demonstrated its legal interest and legal entitlement to submit this request to amend the agenda.

## II.

Pursuant to Article 298 of the Companies Act (ZGD-1), the proponent submits this request to amend the agenda of the company's 31st General Meeting whereby point 3 of the agenda shall be amended such that in addition to the content set out in the notice of convening of the General Meeting, it shall also include additional content proposed by the proponent, and that point 3 of the agenda shall thereby read:

***"The General Meeting shall be briefed on a presentation of the Annual Report for 2019 and the report of the Supervisory Board on the results of the review of the Annual Report for fiscal 2019, information on the remuneration of members of the company's management and supervisory bodies and the members of the management bodies of the company's subsidiaries, on the remunerations policy for members of the company's management bodies and on the remunerations policy for members of the management bodies of the company's subsidiaries."***

The proponent requests that the following briefing-related resolutions be listed under point 3 of the agenda of the General Meeting:

### **3.1 Proposed resolution on briefing on the annual report and the Supervisory Board's report on the results of the review of the annual report for fiscal 2019:**

*The General Meeting of Shareholders shall be briefed on the Annual Report for Fiscal 2019 and with the Supervisory Board's written report on the approval of the Annual Report for Fiscal 2019.*

### **3.2 Proposed resolution on briefing on the remuneration of members of the company's management and supervisory bodies and the management and supervisory bodies of its subsidiaries for fiscal 2019:**

*The General Meeting of Shareholders shall be briefed on the remuneration of members of the company's management and supervisory bodies and on the remuneration of members of the management and supervisory bodies of the company's subsidiaries, to the extent presented, which shall also be recorded in the minutes of the General Meeting.*

### **3.3 Proposed resolution on briefing on the remuneration policy for members of the company's management bodies and the remuneration policy for members of its subsidiaries' management bodies:**

*The General Meeting of Shareholders shall be briefed on the remuneration policy for members of the company's management bodies and the remuneration policy for members of its subsidiaries' management bodies, to the extent presented, which shall also be recorded in the minutes of the General Meeting.*

## Grounds:

On 9 March 2020, Slovenski državni holding, d.d. (hereinafter: SDH) adopted a bylaw, titled Bases for SDH voting at company general meetings in 2020 (hereinafter: the Bases or the bylaw), which it published on its website, and it subsequently notified companies with state capital investments separately about the bylaw. The bylaw sets out, in a transparent manner and in advance, SDH's positions and activities in relation to company general meetings (or resolutions adopted by the founder) in an individual year, specifically in 2020. For 2020, SDH significantly expanded point 2.10 of the bylaw, which relates to remuneration and remuneration policies for members of management and supervisory bodies.

In view of the above, SDH pursuant to point 2.10 of the Bases for SDH voting at company general meetings in 2020 is requesting the amendment of the agenda of the 31st General Meeting of Telekom Slovenije d.d., Ljubljana, since the company did not include all of the content that SDH wishes to be briefed on in the agenda.

SDH expects the company to give the General Meeting a detailed briefing of remuneration and remuneration policies in the manner and using the information set out in point 2.10 of the Bases. If the company fails to meet SDH's expectations,\* SDH representatives will raise the relevant shareholder questions at the General Meeting. In such case, SDH expects that the management board and supervisory board of Telekom Slovenije d.d., Ljubljana will provide all answers to the questions, since in view of the advance and timely notification by the shareholder they are able to suitably prepare for them.

*\*In accordance with the Bases, SDH expects that subsidiaries shall provide disclosures for **at least** their three largest subsidiaries, measured by the revenues of the individual subsidiary or its group, if the subsidiary is the parent company of its own group. If none of the three largest subsidiaries listed has its registered office abroad, but the company has subsidiaries abroad, then the company shall list in its disclosure instead of the third largest subsidiary with its registered office in Slovenia the largest subsidiary with its registered office abroad, measured according to the revenues of that company or group, if the subsidiary abroad is the parent company of its own group.*

In order to ensure the traceability of the disclosures made at the General Meeting, in connection with the expected resolutions of the General Meeting, all disclosures, i.e. the full extent of the disclosures presented at the General Meeting, shall also be included in the minutes of the General Meeting.

## III.

**The proponent calls on the company's management board to treat this request to amend the agenda of the General Meeting in accordance with Article 298 of the ZGD-1, to amend the agenda in accordance with this request, and to publish the final copy of the agenda without delay in the same manner the materials for the General Meeting were published.**

Boštjan Koler  
Member of the Management  
Board

Digital signature BOŠTJAN KOLER  
Date: 2020.04.08 18:41:08 +02'00'



Gabrijel Škof  
Chairman of the Management  
Board

Digital signature GABRIJEL ŠKOF  
Date: 2020.04.08 20:51:09 +02'00'

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