

## **Notification regarding the resolutions from the 32nd General Meeting of Shareholders of Telekom Slovenije, d. d.**

Pursuant to the provisions of the Rules of the Ljubljana Stock Exchange and valid legislation, Telekom Slovenije, d. d., with its registered office at Cigaletova ulica 15, Ljubljana, hereby publishes the resolutions from the 32nd General Meeting of Shareholders of Telekom Slovenije, d. d., which was held on 21 January 2021.

A total of 5,035,880 shares with voting rights were represented at the General Meeting of Shareholders, representing 77.41% of 6,505,478 shares with voting rights and 77.05% of the Company's share capital.

The Company held 30,000 treasury shares without voting rights on the day of the General Meeting of Shareholders.

### **I. ADOPTED RESOLUTIONS**

The following resolutions were adopted in connection with individual items on the agenda of General Meeting of Shareholders:

**1. Opening of the General Meeting of Shareholders and the establishment of quorum**  
(This item was not subject to voting.)

**2. Appointment of the bodies of the General Meeting of Shareholders and information regarding the presence of a notary public**

#### **Resolution:**

Stojan Zdolšek, an attorney from Ljubljana, is hereby appointed chair of the General Meeting of Shareholders.

A representative of Ixtlan Forum, d. o. o. is hereby appointed vote-counter.

Notary public Bojan Podgoršek shall be present at the General Meeting of Shareholders.

#### **Voting results:**

- number of votes cast: 5,033,540, representing 77.019% of the Company's share capital
- number of votes IN FAVOUR: 5,032,890, representing 99.987% of the votes cast
- number of votes AGAINST: 650
- number of ABSTENTIONS: 2.340

**3. Amendments to the Articles of Association of Telekom Slovenije**

#### **Resolution:**

The General Meeting of Shareholders shall adopt the following amendments to the Company's Articles of Association:

1. Articles 19 and 29 of the Articles of Association shall be amended to read:

#### **'Article 19**

The President of the Management Board shall be appointed by the Supervisory Board, while other members of Management Board shall be appointed by the Supervisory Board based on the proposal of the President of the Management Board, except for the Workers' Director, who shall be appointed based on the proposal of the Works Council.

The President of the Management Board shall have the right to propose one or more candidates as members of the Management Board to the Supervisory Board within 15 days of the latter's request to do so. The Supervisory Board shall make decisions regarding proposed candidates. If the President of the Management Board does not propose candidates by the aforementioned deadline or if the Supervisory Board does not appoint the candidate proposed by the President of the Management Board, the Supervisory Board may, at its own discretion, call on the President to submit another proposal, and/or make use of other available channels (public call for applications, direct search, etc.) to search for candidates.

The term of office of the President and other members of the Management Board shall be four years, with the possibility of re-appointment.

In addition to the conditions set out in regulations, members of the Management Board shall also meet the following conditions:

- hold a university degree;
- have a minimum of five (5) years of experience in executive positions;
- be proficient in at least one global language; and
- meet any other conditions stipulated by the Supervisory Board.

The conditions set out in the previous paragraph shall not apply to the Workers' Director as a member of the Management Board. Those conditions and criteria shall be defined jointly by the Supervisory Board and Works Council.

## Article 29

The Supervisory Board shall make decisions at its sessions.

The Supervisory Board shall be deemed quorate if at least six of its members are present when resolutions are adopted. Of those six, at least four shall be shareholder representatives and at least two shall be employee representatives.

Notwithstanding the previous paragraph, the Supervisory Board may adopt a valid resolution in the absence of employee representatives, if:

- (a) those persons have not been appointed; or
- (b) the Supervisory Board adopts a special resolution determining that employee representatives of the Supervisory Board were properly invited to a session in a timely manner, but did not attend that session. In this case, the Supervisory Board shall be deemed quorate if at least five of its members are present. Of those five, four shall be shareholder representatives, while the other member may be a shareholder representative or employee representative.'

2. A new Article 39a shall be inserted after Article 39, and shall read:

## 'Article 39a

With the Supervisory Board's consent, the Management Board may state in the convening of the General Meeting of Shareholders that shareholders may participate in and cast votes at the General Meeting of Shareholders by electronic means, without being physically present (electronic General Meeting of Shareholders).

The members of management or supervisory bodies may participate in the General Meeting of Shareholders via the transmission of picture and sound, if the General Meeting of Shareholders in question is held electronically in accordance with the fourth paragraph of Article 297 of the ZGD-1 and in other cases set out in the rules of procedure of the General Meeting of Shareholders.

The following rules shall be observed in the event of an electronic General Meeting of Shareholders:

- the technical solution shall ensure the real-time transmission of picture and sound of the entire General Meeting of Shareholders;

- the Company shall ensure conditions to verify the identity of shareholders or their proxies in a proportionate manner with the aim of holding an electronic General Meeting of Shareholders that will make it possible for shareholders to exercise their voting rights in a secure way;
- the technical solution shall be such that it allows shareholders to vote on proposed resolutions, submit counter proposals (including procedural proposals) and submit statements of intent to contest resolutions in real time; and
- the technical solution shall allow shareholders to pose questions and participate in discussions in real time. In the rules of procedure set out in the fourth paragraph of this article of the Articles of Association, the Company's Management Board may make the exercising of rights set out in this indent conditional on a shareholder announcing their intention to exercise those rights at least one (1) day prior to the General Meeting of Shareholders; and
- the technical solution shall ensure secure electronic communication.

The Company's Management Board shall be authorised to define detailed rules of procedure for participating in and voting at an electronic General Meeting of Shareholders, as well as other aspects of holding such a meeting, and shall publish those rules on the Company's website and/or in the publication of the convening of the General Meeting of Shareholders.'

Voting results:

- number of votes cast: 5,035,367, representing 77.047% of the Company's share capital
- number of votes IN FAVOUR: 4,863,128, representing 96.579% of the votes cast
- number of votes AGAINST: 172,239
- number of ABSTENTIONS: 513

#### **4. Adoption of the consolidated text of Telekom Slovenije's Articles of Association**

##### **Resolution:**

The consolidated text of Telekom Slovenije, d. d.'s Articles of Association is hereby adopted.

Voting results:

- number of votes cast: 5,035,850, representing 77.054% of the Company's share capital
- number of votes IN FAVOUR: 4,863,611, representing 96.580% of votes cast
- number of votes AGAINST: 172,239
- number of ABSTENTIONS: 30

#### **5. Recall and appointment of Supervisory Board members**

##### **Resolution:**

The following member of the Supervisory Board, representative of shareholders, shall be recalled, effective 21 January 2021:

- Igor Rozman, who was appointed at the 30th General Meeting of Shareholders held on 30 August 2019.

Voting results:

- number of votes cast: 4,971,149, representing 76.064% of the Company's share capital
- number of votes IN FAVOUR: 4,735,511, representing 95.260% of the votes cast
- number of votes AGAINST: 235,638
- number of ABSTENTIONS: 64,731

##### **Resolution:**

Iztok Černoša shall be appointed as member of the Supervisory Board, representative of shareholders, for a term of office of four (4) years, effective on the day following their appointment by the General Meeting of Shareholders, i.e. 22 January 2021.

Voting results:

- number of votes cast: 5,035,585, representing 77.050% of the Company's share capital
- number of votes IN FAVOUR: 4,799,961, representing 95.321% of the votes cast

- number of votes AGAINST: 235,624
- number of ABSTENTIONS: 295

**Resolution:**

Aleksander Igličar shall be appointed as member of the Supervisory Board, representative of shareholders, for a term of office of four (4) years, effective on the day following their appointment by the General Meeting of Shareholders, i.e. 22 January 2021.

Voting results:

- number of votes cast: 5,035,585, representing 77.050% of the Company's share capital
- number of votes IN FAVOUR: 4,735,525, representing 94.041% of the votes cast
- number of votes AGAINST: 300,060
- number of ABSTENTIONS: 295

**Resolution:**

Marko Kerin shall be appointed as member of the Supervisory Board, representative of shareholders, for a term of office of four (4) years, effective on the day following their appointment by the General Meeting of Shareholders, i.e. 22 January 2021.

Voting results:

- number of votes cast: 5,035,585, representing 77.050% of the Company's share capital
- number of votes IN FAVOUR: 4,799,961, representing 95.321% of the votes cast
- number of votes AGAINST: 235,624
- number of ABSTENTIONS: 295

**Resolution:**

Radovan Cerjak shall be appointed as member of the Supervisory Board, representative of shareholders, for a term of office of four (4) years, effective on the day following their appointment by the General Meeting of Shareholders, i.e. 22 January 2021.

Voting results:

- number of votes cast: 5,035,585, representing 77.050% of the Company's share capital
- number of votes IN FAVOUR: 4,735,525, representing 94.041% of the votes cast
- number of votes AGAINST: 300,060
- number of ABSTENTIONS: 295

## II. COUNTER PROPOSALS

On 20 January 2021, the Company received a counter election proposal from the shareholders Slovenski državni holding, d. d. and the Republic of Slovenia, which is represented by Slovenski državni holding, d. d., to the proposed resolution under item 5.b of the agenda of the Company's 32nd General Meeting of Shareholders. The aforementioned shareholders proposed, instead of election of initially proposed candidate Boštjan Koler, the election of Iztok Černoša to a term of office of four (4) years as member of the Supervisory Board, representative of shareholders, effective the day following their election by the General Meeting of Shareholders, i.e. 22 January 2021. The counter election proposal was adopted by the General Meeting of Shareholders.

## III. ANNOUNCED CHALLENGING ACTIONS

No challenges were announced by shareholders.

#### IV. OTHER

The five largest shareholders with voting rights were present or represented at the General Meeting of Shareholders:

Name and address	Number of shares	Percentage of voting rights
Republic of Slovenia, Gregorčičeva ulica 20, Ljubljana	4,087,569	62.83%
Kapitalska družba, d. d., Dunajska cesta 119, Ljubljana	365,175	5.61%
SDH, d. d., Mala ulica 5, Ljubljana	277,839	4.27%
CITIBANK N.A. (fiduciary account), CITIBANK CENTRE, CANADA SQUARE, CANARY WHARF E145LB, London	171,711	2.64%
KRITNI SKLAD PRVEGA POKOJNINSKEGA SKLADA, Dunajska cesta 119, Ljubljana	47,769	0.73%
Total:	<b>4,950,063</b>	<b>76.09%</b>