

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 at Cigaletova 15 in Ljubljana, hereby convenes

the 33rd General Meeting of Shareholders,
which will be held at 12 pm on 18 June 2021 in the Marble Hall at the Ljubljana Exhibition and Conference Centre, Dunajska cesta 18, Ljubljana

Agenda and proposed resolutions:

1. Opening of the General Meeting of Shareholders and the establishment of quorum

This item on the agenda shall not be subject to voting.

2. Appointment of General Meeting bodies

Proposed resolution:

Franci Matoz is hereby appointed chair of the General Meeting of Shareholders, while a representative of Ixtlan Forum d.o.o. is hereby appointed as vote-counter.

The General Meeting of Shareholders is hereby informed of the presence of the notary Bojan Podgoršek at the General Meeting of Shareholders.

3. Presentation of the annual report for 2020 and the report of the Supervisory Board on the results of the review of the annual report for the 2020 financial year, information regarding the remuneration of members of the Company's management and supervisory bodies and the members of the management bodies of the Company's subsidiaries in 2020

This item on the agenda shall not be subject to voting.

4. Proposal for the use of distributable profit for the 2020 financial year and proposal on granting discharge to the Management Board and the Supervisory Board for the 2020 financial year

Proposed resolution:

- 4.1 Distributable profit, which amounted to EUR 34,981,050.48 for 2020, shall be used as follows:
- a. the payment of dividends in the amount of EUR 26,021,912.00 or EUR 4.00 gross per share; and
 - b. the remainder in the amount of EUR 8,959,138.48 shall be brought forward to the following year.
- Dividends shall be paid on 3 August 2021 to shareholders and other beneficiaries who were entered in the register of shareholders as such on the cut-off date of 2 August 2021.
- 4.2 The General Meeting of Shareholders hereby grants discharge to the members of the Management Board for the 2020 financial year.
- 4.3 The General Meeting of Shareholders hereby grants discharge to the members of the Supervisory Board for the 2020 financial year.

5. Information regarding the expiration of the terms of office of Supervisory Board members

The Company's General Meeting of Shareholders is hereby informed that the terms of office of Supervisory Board members and shareholder representatives Barbara Kürner Čad and Barbara Gorjup, MSc expired on 27 April 2021.

This item on the agenda shall not be subject to voting.

6. Election of members to the Supervisory Board

Proposed resolution:

- 6.1 The Company's General Meeting of Shareholders hereby elects Barbara Kürner Čad to serve as member of the Supervisory Board and shareholder representative. Ms Kürner Čad's four-year term of office shall begin on the day of her election by the General Meeting of Shareholders, i.e. 18 June 2021.

- 6.2 The Company's General Meeting of Shareholders hereby elects Jurij Toplak, PhD to serve as member of the Supervisory Board and shareholder representative. Mr Toplak's four-year term of office shall begin on the day of his election by the General Meeting of Shareholders, i.e. 18 June 2021.

7. Remuneration of members of the Supervisory Board

Proposed resolution:

- 7.1 The Supervisory Board members receive the attendance fee for their participation at a session which amounts to EUR 275 gross per an individual member. The members of a Supervisory Board's committee receive the attendance fee for their participation at a session of the committee which, per an individual member, amounts to 80% of the attendance fee for the participation at a session of the Supervisory Board. The attendance fee for a meeting by correspondence amounts to 80% of the regular attendance fee. Regardless of the above mentioned, that is, regardless of the number of sessions at which he/she participates, in an individual financial year, an individual Supervisory Board member is entitled to receive the payment of attendance fees up to a total amount of attendance fees that reaches 50% of the basic payment for the performance of duties of a Supervisory Board member at the annual level. Regardless of the above mentioned, that is, regardless of the number of sessions of the Supervisory Board and committees at which he/she participates, in an individual financial year, an individual Supervisory Board member, who is a member of a Supervisory Board committee or committees, is entitled to receive the payment of attendance fees related to his/her participation at the sessions of the Supervisory Board and committees up to the total amount of attendance fees that reaches 75% of the basic payment for the performance of duties of a Supervisory Board member at the annual level.

- 7.2 In addition to attendance fees, the Supervisory Board members shall receive a basic payment for their services in the amount of EUR 14,000 gross per year per an individual member. The President of the Supervisory Board is also entitled to receive an additional payment in the amount of 50% of the basic payment for the performance of duties of the Supervisory Board member, while the Vice President/Deputy of the Supervisory Board President, is entitled to receive an additional payment in the amount of 10% of the basic payment for the performance of duties of the Supervisory Board member.

The members of the Supervisory Board's committee shall receive an additional payment for the performance of duties which amounts to 25% of the basic payment for the performance of duties of the Supervisory Board member. The President of a committee is entitled to receive the additional payment for the performance of the duties in the amount of 37.5% of the basic payment for the performance of duties of the Supervisory Board member. Regardless of the above mentioned, that is, regardless of the number of sessions at which he/she is a member or a President, in an individual financial year, an individual member of a Supervisory Board's committee is entitled to receive additional payments for the performance of supervisory duties up to a total amount of such additional payments that reaches 50% of the basic payment for the performance of duties of a Supervisory Board member at the annual level. If the term of office of an individual Supervisory Board member is shorter than the financial year, the individual member of a Supervisory Board's committee, irrespective of the above mentioned, that is, regardless of the number of committees in which he/she is a member or a President, is entitled to receive additional payments for the performance of supervisory duties in an individual financial year up to a total amount of such payments that reaches the value of 50% of the basic payment for the performance of duties of the individual Supervisory Board member for the duration of the time for which his/her term of office lasted in the relevant financial year.

7.3 In addition to the above mentioned payments, Supervisory Board members shall also be entitled to receive additional payments for special assignments. Special assignments are assignments which include actual carrying out of unusual, longer-lasting and in terms of complexity above average type of assignments, as a rule, lasting for at least one month. Having obtained a consent by an individual Supervisory Board member, a Supervisory Board shall be authorised to make a decision on the allocation of special assignments to the individual Supervisory Board Member, the duration of such special assignments and on the additional payment for special assignments, in accordance with the General Meeting Resolution. The Supervisory Board shall be authorised to make decision on additional payments for special assignments due to temporarily objective circumstances in which a company has found itself. Additional payments for special assignments shall be permissible only for the time period when such special assignments are actually carried out about which the Supervisory Board may exceptionally also make a retroactive decision (particularly in case of special assignments due to objective circumstances), however, not more than for the past financial year. In an individual financial year, total additional payments for special assignments for an individual Supervisory Board member may amount to the maximum of 50% of the basic payment for the performance of the services of a Supervisory Board member, irrespective of the number of such special assignments. The additional payment for an individual special assignment shall be determined by taking into account the complexity of the task and the associated increased workload and responsibility

involved. Additional payments shall always be calculated in suitable proportion with regard to the actual active performance of such special assignment.

- 7.4 The Supervisory Board members shall receive the basic payment, the additional payment for the performance of the supervisory duties and the additional payment for special assignments in the proportional monthly payments to which they are entitled until they carry out the function and/or the special assignment. The monthly payment amounts to one twelfth of the above mentioned annual sums. Considering circumstances, additional payment for special assignments may also be paid in a total one-off eligible amount, after the special assignment is completed.
- 7.5 The limitation of the amount of the total payments for attendance fees or additional payments for a Supervisory Board member must not in any way influence his/her obligation regarding active participation at all Supervisory Board sessions and committees' sessions in which he/she is a member, and his/her statutorily stipulated responsibility.
- 7.6 The Supervisory Board members are entitled to receive the reimbursement of travel and accommodation costs incurred in relation to their services in the Supervisory Board, specifically, up to the amount stipulated in regulations regulating the reimbursement of work-related costs and other income which is not included in the tax base (provisions which apply to the transportation during business trips and accommodation during business trips). The amount attributable to a Supervisory Board member under the quoted regulation shall be made gross so that the net payment reimburses the actual travel costs. The distance between destinations as calculated at the AMZS web site is taken into account for the determination of the mileage. The accommodation costs may only be refunded if the distance of the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board's committee from the location of the work of the body amounts to a minimum of 100 kilometres, if the member of the Supervisory Board could not return to their place of residence because of the lack of any scheduled public transport, or for other objective reasons.
- 7.7 This resolution shall enter into force and apply on the day it is adopted by the General Meeting of Shareholders. With this resolution, the resolutions adopted under items 8.1 to 8.5 by the General Meeting of Shareholders on 5 June 2020 shall cease to be in force.

8. Authorisation to purchase treasury shares

Proposed resolution:

The Company's General Meeting of Shareholders hereby authorises the Management Board to purchase and dispose of treasury shares under the following conditions:

- i) The Company's Management Board shall be authorised to purchase treasury shares, whereby the total proportion of the Company's share capital accounted for by all treasury shares, together with the shares that the Company already holds on the day this authorisation is issued, shall not exceed 10% or 653,547 shares.
- ii) Authorisation to purchase treasury shares shall be valid for 36 months from the day this resolution is adopted.
- iii) The Company may purchase treasury shares via transactions concluded on the regulated securities market at the currently valid market price. Treasury shares may also be purchased outside the regulated securities market (over-the-counter). When purchasing shares on the regulated securities market or over-the-counter market, the purchase price for shares shall not be less than 0.45 times the book value per share, calculated based on the most recent published financial statements of the Telekom Slovenije Group, and shall not be more than 0.80 times the book value per share, calculated in the same manner.
- iv) The Company may use treasury shares purchased on the basis of this authorisation for the following purposes:
 - to replace participating interests in other companies in the scope of implementing its takeover strategy;
 - for further sale to a strategic partner; and
 - for sale on the regulated market.
- v) The pre-emptive right of existing shareholders shall be excluded in full in the disposal of treasury shares in accordance with point iv) of this resolution.
- vi) Based on the consent of the Supervisory Board, the Company's Management Board shall be authorised to withdraw treasury shares by way of resolution, without the additional convening of the General Meeting of Shareholders to decide on the reduction in share capital.

The resolution under item 2 is proposed by the Management Board, the resolutions under items 4 and 7 are proposed by the Management Board and Supervisory Board, while the resolution under item 6 is proposed by the Supervisory Board.

Information for shareholders:

Materials for the General Meeting of Shareholders

Materials for the General Meeting of Shareholders shall be available to shareholders at the Information Office at the Company's headquarters (Cigaletova ulica 15, Ljubljana) every business day from 9 am to 11 am, from the day the convening of the General Meeting of Shareholders 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 of Shareholders is held, inclusive.

The convening of the General Meeting of Shareholders and all materials, including the agenda and proposed resolutions, shall also be published on the Company's website at <http://www.telekom.si/o-podjetju/za-vlagatelje/skupscina-delnicarjev> and on the stock exchange's electronic notification system at <http://seonet.ljse.si>.

Supplementation of the agenda

Shareholders whose joint holding amounts to one-twentieth of share capital may request in writing that an additional item be added to the agenda within seven days of publication of the convening of the General Meeting of Shareholders. A written request shall include the proposed resolution to be decided upon by the General Meeting of Shareholders, or an explanation of the agenda item if the General Meeting of Shareholders will not pass a resolution on the agenda item in question. In accordance with the third paragraph of Article 298 of the Companies Act (ZGD-1), the Company's Management Board shall publish those additional agenda items requested by shareholders that are received within seven days following the convening of the General Meeting. Shareholders may also send requests for additional items on the agenda by email to skupscina@telekom.si in scanned form as an attachment.

Shareholder proposals

Shareholders may submit proposed resolutions to any item on the agenda in writing in accordance with the first paragraph of Articles 300 and 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 convening of the General Meeting:

- they are sent to the Company within seven days following the convening of the General Meeting;
- they are reasonably justified; and
- the shareholder proposing a resolution makes it clear that they intend to contest 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.

Shareholders' proposals shall only be published and communicated in the manner set out in Article 296 of the ZGD-1, if shareholders sent a reasonably justified proposal to the Company within seven days following the convening of the General Meeting of Shareholders. Shareholders may also submit proposed resolutions and election nominations to the Company by email 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 of Shareholders. Detailed information regarding shareholders' rights set out in the first paragraph of Article 298, the first paragraph of Article 300, Article 301 and Article 305 of the ZGD-1 are available on the Company's website at <http://www.telekom.si/o-podjetju/za-vlagatelje/skupscina-delnicarjev>.

Conditions for participation at the General Meeting of Shareholders and voting

Shareholders who are entered in the central register of securities at the KDD (Central Securities Clearing Corporation) at the close of business seven days prior to the General Meeting of Shareholders, i.e. 11 June 2021

(cut-off day), shall be entitled to participate in and vote at the General Meeting of Shareholders. The right to participate in the General Meeting of Shareholders and vote may only be exercised by shareholders, their representatives or proxies who announce their participation in a written application addressed to the Company's Information Office. That application shall be received at the Company's headquarters or sent by email to skupscina@telekom.si by no later than 3.30 pm on Tuesday, 15 June 2021. At the request of the Company, shareholders and their representatives or proxies shall identify themselves by means of a personal document or written power of attorney, while statutory representatives shall also present an extract from the companies register.

Powers of attorney shall be in written form and shall include general data (first name, surname, address, unique personal identification number (EMŠO) for natural persons, or company name, registered office and registration number for legal entities) of the authorising party (principal) and proxy, as well as the signature of the authorising party. The authorisation form for exercising voting rights shall be available at the Information Office at the Company's headquarters (Cigaletova ulica 15, Ljubljana) every business day from 9 am to 11 am, from the day this convening is published on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES), and in electronic format on the Company's website at <http://www.telekom.si/o-podjetju/zavlagatelj/skupscina-delnicarjev>. Power of attorney forms may be sent to the Company via email 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 a power of attorney via email, as well as the authenticity of their signature. Shareholders may cancel a power of attorney at any time until the day of the General Meeting of Shareholders.

Call to major shareholders to inform the public of their governance policy

In accordance with recommendation 6.2 of the Corporate Governance Code, the Company hereby calls on major shareholders, in particular institutional investors and the state, to inform the public of their governance policy as it relates to their investment in the public limited company Telekom Slovenije, d. d. 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 have submitted requests for additional items on the agenda, proposed resolutions or election nominations via email.

The total number of outstanding shares issued by the Company as at the date of the convening of the General Meeting of Shareholders was 6,535,478. Of that amount, a total of 6,505,478 shares have voting rights. All shares are of the same class.

Shareholders wishing to view documents in the Information Office in accordance with paragraph 2 of Article 297a of the ZGD-1 are kindly asked to announce their visit in advance by calling +386 31 681 246 or by sending an email to skupscina@telekom.si in order to prevent the spread of SARS-CoV-2. The use of protective masks is mandatory.

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

Attendees of the General Meeting of Shareholders are kindly asked to consistently comply with all measures to reduce the risk of infection with and the spread of SARS-CoV-2 in accordance with the current recommendations of the National Institute of Public Health, and to refrain from attending the General Meeting of Shareholders if they show signs of illness. We will thus ensure the safety of shareholders, proxies and representatives of the Company.

If quorum is not established at the announced hour, the General Meeting of Shareholders shall be reconvened at 1 pm on the same day in the same premises and with the same agenda. At that time, quorum shall be deemed to have been established, regardless of the number of represented shares.

Ljubljana, 13 May 2021

President of the Management Board:
Cvetko Sršen