

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 ulica 15 in Ljubljana, hereby convenes

**the 34th General Meeting of Shareholders,
to be held on 16 June 2022 at 12.00 pm, in the Multimedia Hall at the Company's headquarters**

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:

- 2.1. 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 2021 and Report of the Supervisory Board on the results of the review of the annual report for the 2021 financial year

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

4. Proposal for the use of distributable profit for the 2021 financial year and proposal on granting discharge to the Management Board and the Supervisory Board for the 2021 financial year

Proposed resolution:

- 4.1. Distributable profit, which amounted to EUR 45,204,954.29 for 2021, shall be used as follows:
a. the payment of dividends in the amount of EUR 22,745,247.00 or EUR 3.50 gross per share; and
b. the remainder in the amount of EUR 22,459,707.29 shall be brought forward to the following year.
Dividends shall be paid on 2 August 2022 to shareholders and other beneficiaries who were entered in the register of shareholders as such and to other beneficiaries with the right to dividends on the cut-off date of 1 August 2022.
- 4.2. The General Meeting hereby grants discharge to the members of the Management Board for the 2021 financial year.
- 4.3. The General Meeting hereby grants discharge to the members of the Supervisory Board for the 2021 financial year.

5. Report on the remuneration of members of Telekom Slovenije, d.d.'s Management Board and Supervisory Board for 2021, information on the remuneration of members of management bodies of the three biggest subsidiaries for 2021

Proposed resolution:

- 5.1. The General Meeting of Shareholders has been briefed on and has approved the report on the remuneration of members of Telekom Slovenije, d.d.'s Management Board and Supervisory Board for 2021.

6. The remuneration policy for members of Telekom Slovenije, d.d.'s Management Board and Supervisory Board

Proposed resolution:

- 6.1. The General Meeting of Shareholders has been briefed on and has approved the remuneration policy for members of Telekom Slovenije, d.d.'s Management Board and Supervisory Board.

7. Information regarding changes to the Company's Supervisory Board

The General Meeting of Shareholders is hereby notified that in its session of 21 October 2021 the Workers Council of Telekom Slovenije, d.d., appointed Drago Kijevčanin, Dušan Pišek and Jana Žižek Kuhar as members of the Supervisory Board and employee representatives, for a four-year term beginning on 15 November 2021.

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

8. Amendment of Articles of Association of Telekom Slovenije, d.d.

Proposed resolution:

8.1. In the first paragraph of Article 5 of the Articles of Association of Telekom Slovenije, d.d., the following activities shall be additionally stated as Company activities:

“45.110	Sale of passenger motor vehicles
45.190	Sale of other motor vehicles
45.400	Sale, maintenance and repair of motorcycles and related parts and accessories
46.460	Wholesale trade of pharmaceutical products and medical devices
47.730	Retail trade in specialised stores with pharmaceutical products
47.740	Retail trade in specialised stores with medical and orthopaedic accessories
86.909	Other healthcare activities
88.100	Social work activities without accommodation for the elderly and disabled”

8.2. The General Meeting of Shareholders hereby authorises the Supervisory Board, regarding point 8.1. of the resolution, to amend the wording of the Articles of Association of Telekom Slovenije, d.d. appropriately and draft a clean copy thereof.

9. Report on acquisition of treasury shares

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

10. Authorisation to purchase treasury shares

Proposed resolution:

The 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 5% or 326,773 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 1.00 times the book value per share, calculated in the same manner. Irrespective of the preceding sentence, in acquiring shares on an unregulated securities market the purchase price of shares in any event may not be higher than the currently valid market price of shares on a regulated securities market.
- 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, where further sale may not be the sole purpose.Use of treasury shares for the above-stated purpose requires the prior approval of the Supervisory Board, and the price may not be lower than the purchase price.

- 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 a 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, 5, 6, 8 and 10 are proposed by the Management Board and Supervisory Board.

Information for shareholders:

Materials for the General Meeting of Shareholders

The complete materials for the General Meeting of Shareholders shall be available to shareholders 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 at the Company's headquarters: Cigaletova ulica 15, Ljubljana, at the Information Office every business day from 9 am to 11 am.

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 [Shareholders Meeting - English - Telekom Slovenije](#) 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 the 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 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 [Shareholders Meeting - English - Telekom Slovenije](#).

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. 9 June 2022 (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 Monday, 13 June 2022. If an intermediary that is not a final shareholder is entered in the central register as a holder of shares, shareholders may exercise voting rights on the basis of evidence referred to in the second paragraph of Article 235č of the ZGD-1, which serves to indicate who is the final shareholder on the cut-off date. 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. The registration form for participation at the General Meeting of Shareholders is 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 and in electronic form on the Company's website at [Shareholders Meeting - English - Telekom Slovenije](#)

Each shareholder entitled to participate in the General Meeting of Shareholders may appoint a proxy to register their participation in the General Meeting of Shareholders and to exercise voting rights on their behalf at the General Meeting. Powers of attorney for a proxy 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 form for granting power of attorney to a proxy for exercising voting rights at the General Meeting of Shareholders is 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 to the day of the General Meeting and in electronic form on the Company's website at [Shareholders Meeting - English - Telekom Slovenije](#). 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.

Intermediaries may exercise or entrust the exercising of voting rights for shares that do not belong to them only if they have written authorisation to do so. An intermediary must save their power of attorney such that it can be verified. Power of attorney may be given to an individual intermediary and may be revoked at any time. An intermediary may authorise a person that is not employed with them to exercise the power of attorney only if the power of attorney expressly permits this. If on the basis of a power of attorney an intermediary casts a proxy vote on behalf of a shareholder, the power of attorney document must be presented to the Company and kept by it. The intermediary must request instructions from the shareholder regarding the exercising of voting rights, and caution the shareholder that, if the shareholder does not provide instructions on exercising voting rights, it will exercise such rights according to its own proposals communicated to the shareholder, unless it has grounds to surmise that the shareholder would approve the intermediary's different decision if the shareholder was aware of the actual state of affairs. By analogy the same rules as provided previously in this paragraph apply also to the holders of fiduciary accounts regarding shares that do not belong to them, for voting advisors and other persons exercising voting rights on behalf of shareholders based on powers of attorney as their business activity.

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

In accordance with recommendation 8.2 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 6,498,642 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 1 234 1434 or by sending an email to skupscina@telekom.si.

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 any 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, 12 May 2022

President of the Management Board:
Cvetko Sršen