

**MATERIALS
FOR THE 35th GENERAL MEETING OF SHAREHOLDERS OF TELEKOM SLOVENIJE,
D.D.**

Ljubljana, 8 August 2022

Materials for item 2 of the agenda:

APPOINTMENT OF GENERAL MEETING BODIES

At the request of the shareholder Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., which accounts for 5.59% of the Company's share capital, the Company's Management Board hereby proposes that the General Meeting of Shareholders adopt the following

resolution:

The attorney-at-law Stojan Zdolšek 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.

Explanation:

Working bodies, i.e. the chair of the General Meeting of Shareholders and a vote-counter, must be elected. In accordance with the applicable legislation, a notary must be present at the General Meeting of Shareholders to record resolutions in the form of minutes.

The chair of the General Meeting of Shareholders was proposed by the shareholder Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d. in its request, while the other working bodies are proposed by the Company's Management Board.

President of the Management Board:
Cvetko Sršen

Materials for item 3 of the agenda:

RECALL OF MEMBERS OF THE COMPANY'S SUPERVISORY BOARD

The shareholder Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., which accounts for 5.59% of the Company's share capital, hereby proposes that the General Meeting of Shareholders of Telekom Slovenije, d.d. adopt the following

resolution:

- 3.1 On the day this resolution is adopted, the General Meeting of Shareholders hereby recalls Iztok Černoša from his position as member of the Company's Supervisory Board and shareholder representative.
- 3.2 On the day this resolution is adopted, the General Meeting of Shareholders hereby recalls Karla Pinter, MSc from her position as member of the Company's Supervisory Board and shareholder representative.
- 3.3 On the day this resolution is adopted, the General Meeting of Shareholders hereby recalls Marko Kerin from his position as member of the Company's Supervisory Board and shareholder representative.
- 3.4 On the day this resolution is adopted, the General Meeting of Shareholders hereby recalls Radovan Cerjak from his position as member of the Company's Supervisory Board and shareholder representative.
- 3.5 On the day this resolution is adopted, the General Meeting of Shareholders hereby recalls Dr Jurij Toplak from his position as member of the Company's Supervisory Board and shareholder representative.

Explanation submitted by shareholder:

In the scope of the proposed items of the agenda relating to the recall of shareholder representatives of the Supervisory Board and the appointment of new members to the Company's Supervisory Board, the proposer states that the Company's shareholders are entitled to recall and elect the Supervisory Board members who represent shareholders at the General Meeting of Shareholders in accordance with their corporate membership rights. Taking this into account, the proposer hereby proposes the recall of shareholder representatives, Iztok Černoša, Karla Pinter, MSc, Marko Kerin, Radovan Cerjak and Dr Jurij Toplak, effective the day the relevant resolution is adopted at the General Meeting of Shareholders.

One of the reasons for the aforementioned recall is a review of the justification of past decisions to be performed by the new Supervisory Board members, who were not involved in those decisions, and to monitor the effects of certain past investments and/or decisions in relation to the actual situation (e.g. the acquisition of Actual I.T.).

President of the Supervisory Board:
Iztok Černoša

Materials for item 4 of the agenda:

APPOINTMENT OF NEW MEMBERS OF THE COMPANY'S SUPERVISORY BOARD

The shareholder Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., which accounts for 5.59% of the Company's share capital, hereby proposes that the General Meeting of Shareholders of Telekom Slovenije, d.d. adopt the following

resolution:

- 4.1 Roman Jerman is hereby elected to serve as member of the Supervisory Board and shareholder representative, for a four-year term of office beginning on the day of his election by the General Meeting of Shareholders.
- 4.2 Tadeja Čelar is hereby elected to serve as member of the Supervisory Board and shareholder representative, for a four-year term of office beginning on the day of her election by the General Meeting of Shareholders.
- 4.3 Alenka Čok Pangeršič, MSc is hereby elected to serve as member of the Supervisory Board and shareholder representative, for a four-year term of office beginning on the day of her election by the General Meeting of Shareholders.
- 4.4 Miha Žejn is hereby elected to serve as member of the Supervisory Board and shareholder representative, for a four-year term of office beginning on the day of his election by the General Meeting of Shareholders.
- 4.5 Robert Cimerman is hereby elected to serve as member of the Supervisory Board and shareholder representative, for a four-year term of office beginning on the day of his election by the General Meeting of Shareholders.

Explanation submitted by shareholder:

In addition to the recall of Supervisory Board members, the proposer also proposes the election of the following new shareholder representatives to the Company's Supervisory Board: Roman Jerman, Tadeja Čelar, Alenka Čok Pangeršič, MSc, Miha Žejn and Robert Cimerman. The four-year term of office of those persons shall begin on the day they are elected.

In accordance with item 2 of the second paragraph of Article 297a of the ZGD-1, the proposer hereby presents information regarding candidates for new members of the Company's Supervisory Board, and hereby nominates those persons for election:

- **Roman Jerman** holds a bachelor's degree in economics and is currently employed by Kapitalska družba, d.d. as the Executive Director of the Asset Management Sector. Mr Jerman has a wealth of experience as a member of supervisory boards, and is currently a member of the supervisory boards of Modra zavarovalnica, d.d. and Gospodarsko razstavišče, d.o.o. He is also the Managing Director of Hotelske nepremičnine, d.o.o. In the past, Mr Jerman served on the Supervisory Board of Sava, d.d. and has more than 20 years of experience in the area of corporate governance. He is also a certified business valuer and certified real estate appraiser, and a court expert in the area of business valuation.
- **Tadeja Čelar** graduated from the Faculty of Economics in Ljubljana, where she majored in cash operations and finance. She is employed by Kapitalska družba, d.d., where she performs the function of Deputy Executive Director of the Asset Management Sector. Ms Čelar has more than 26 years of experience in corporate governance, the sale of capital investments, corporate restructuring, status transformation, and the management of companies and various projects. She also possesses a wealth of experience in executive positions. She served as Executive Director of a large joint stock company in the tourism sector

(Union hoteli, d.d.). Since 1998, Ms Čelar has performed various functions at companies and on other bodies, as follows: as procurator at Terme Olimia bazeni, d.d.; as a member of the supervisory boards of Alpinum, d.d., Bohinj, Kompas hoteli, d.d., Kranjska gora, Terme Olimia, d.d., Terme Topolšica, d.d., Metropol group d.d., Grand hotel Union, d.d. and Union hoteli, d.d.; as a member of the management boards of Union hotels Collection, d.d. and Equinox nepremičnine, d.d.; as a member of the audit committee of Grand hotel Union, d.d., Union hoteli, d.d. and Union hotels Collection, d.d.; as a member of the privatisation committee of Talum, d.d., Kidričevo; as a member of the expert council of Pivovarna Laško, d.d.; as a member of the Ministry of Finance's umbrella group for the organisation of games of chance, as a member of the nomination committee of Casino Portorož, d.d. and Gorenje, d.d.; and as a member of the investment committee of Equinox nepremičnine, d.d. She is currently member of the Management Board of Union hotels Collection, d.d., where she is also a member of the audit committee, and a member of the Management Board of Equinox nepremičnine, d.d., where she is also chair of the investment committee.

- **Alenka Čok Pangeršič, MSc** holds a bachelor's degree in physics and a master's degree in management and organisation (MBA). She has been the Director of the Asset Management Sector at Modra zavarovalnica, d.d. for more than ten years, and has more than twenty years of experience in asset management. In the past, she was elected Assistant of General Economics at the Faculty of Economics, University of Ljubljana, and also served as a member of the Supervisory Board of a construction company and as a member of the nomination committee of Petrol, d.d. in 2010.
- **Miha Žejn** holds a bachelor's degree in economics and a CFA licence. He has more than 20 years of experience in the following areas: capital markets, business analyses and valuations, and asset management. Mr Žejn has participated in the sale of numerous companies and other corporate actions in connection with companies in the portfolio of Modra zavarovalnica. He has served as the Deputy Executive Director of the Asset Management Sector at Modra zavarovalnica since that company's establishment.
- **Robert Cimerman** holds a bachelor's degree in economics and is currently employed as a senior analyst at Modra zavarovalnica, d.d. He has experience in the following areas: capital markets, market, sectoral and business analyses, and valuations. Mr Cimerman holds a CAIA licence and is a certified real estate appraiser. He is currently enrolled in a certified business valuer training programme.

President of the Supervisory Board:
Iztok Černoša