

## **Notification on the resolutions of the 36th General Meeting Telekom Slovenije, d.d.**

Pursuant to the provisions of the Rules of the Ljubljana Stock Exchange and the valid legislation, Telekom Slovenije, d.d., Cigaletova ulica 15, Ljubljana, hereby publishes the resolutions of the 36th General Meeting Telekom Slovenije, d.d., which took place on 16 June 2023.

At the start of the General Meeting, a total of 5,042,682 voting shares were represented, which is 77,60 % of the 6,498,177 voting shares, and 77,16 % share of the company's share capital. After voting on item two of the agenda, the participation increased, so that the participatory shareholders who hold a total of 5,237,686 shares, which represents 80,60 % of voting shares, were present.

As on the date of the General Meeting the company owned 37,301 non-voting shares.

### **I. ADOPTED RESOLUTIONS**

The resolutions adopted at the General Meeting under individual agenda items are as follows:

**1. Opening of the General Meeting of Shareholders and the establishment of quorum**  
(no vote was taken under this item)

**2. Appointment of General Meeting bodies**

#### **Resolution:**

2.1 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.

Results of the vote:

- number of submitted votes: 5,237,286, which represents 80,136% share of share capital,
- number of PRO votes: 5,237,286, which represents 100% share of cast votes,
- number of CONTRA votes: 0,
- number of SUSTAINED votes: 400.

**3. Presentation of the Annual Report for 2022 and Report of the Supervisory Board on the results of the review of the Annual Report for the 2022 financial year**

(no vote was taken under this item)

**4. Proposal for the use of distributable profit for the 2022 financial year and proposal on granting discharge to the Management Board and Supervisory Board for the 2022 financial year**

#### **The proposal of the resolution by the Management Board and the Supervisory Board of Telekom Slovenije, d.d.:**

4.1 Distributable profit for 2022 in the amount of EUR 40,292,646.55 shall remain undistributed as retained earnings.

Results of the vote:

- number of submitted votes: 5,237,286, which represents 80,136% share of share capital,
- number of PRO votes: 21,285, which represents 0,406% share of cast votes,
- number of CONTRA votes: 5,216,001,
- number of SUSTAINED votes: 400.

**Counterproposal of the Association of Small Shareholders of Slovenia:**

- 4.1 Distributable profit for 2022 in the amount of EUR 40,292,646.55 shall be used as follows:
- a. the payment of dividends in the amount of EUR 39,212,868.00 or EUR 6.00 gross per share,
  - b. the remainder in the amount of EUR 1,079,778.55 remains undistributed.
- The dividends shall be paid to shareholders or other beneficiaries who shall be entered into the company share register as on the cut-off date of 03 January 2024. The dividends shall be paid on 04 January 2024.

## Results of the vote:

- number of submitted votes: 5,234,599, which represents 80,095% share of share capital,
- number of PRO votes: 396,191, which represents 7,569% share of cast votes,
- number of CONTRA votes: 4,838,408,
- number of SUSTAINED votes: 3,087.

**Counterproposal of the PanSlovenian Stakeholders' Association:**

- 4.1 Distributable profit for 2022 in the amount of EUR 40,292,646.55 shall be used as follows:
- a. part of the distributable profit in the amount of EUR 29,409,651.00 shall be used for paying dividends in the amount of EUR 4.50 per share;
  - b. the remainder of the distributable profit in the amount of EUR 10,882,995.55 shall remain undistributed as retained earnings.
- The company shall pay out the dividends on 30 June 2023 to shareholders who were listed with the KDD as on the cut-off date of 29 June 2023.

## Results of the vote:

- number of submitted votes: 5,234,700, which represents 80,097% share of share capital,
- number of PRO votes: 413,356, which represents 7,896% share of cast votes,
- number of CONTRA votes: 4,821,344,
- number of SUSTAINED votes: 2,986.

None of the resolutions under item 4.1 was adopted.

**Resolution:**

- 4.2 The General Meeting of Shareholders hereby grants discharge to the Management Board for the 2022 financial year.

## Results of the vote:

- number of submitted votes: 5,236,546, which represents 80,125% share of share capital,
- number of PRO votes: 5,235,888, which represents 99,987% share of cast votes,
- number of CONTRA votes: 658,
- number of SUSTAINED votes: 1,140.

**Resolution:**

- 4.3 The General Meeting of Shareholders hereby grants discharge to the Supervisory Board for the 2022 financial year.

## Results of the vote:

- number of submitted votes: 5,237,055, which represents 80,133% share of share capital,
- number of PRO votes: 5,235,768, which represents 99,975% share of cast votes,
- number of CONTRA votes: 1,287,
- number of SUSTAINED votes: 631.

## **5. Report on the remuneration of members of Telekom Slovenije, d.d.'s Management Board and Supervisory Board for 2022 and information regarding the remuneration of members of the management bodies of the three biggest subsidiaries for 2022**

### **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 2022.

Results of the vote:

- number of submitted votes: 5,237,154, which represents 80,134% share of share capital,
- number of PRO votes: 5,232,703, which represents 99,915% share of cast votes,
- number of CONTRA votes: 4,451,
- number of SUSTAINED votes: 532.

## **6. Appointment of an auditor for the 2023, 2024 and 2025 financial years**

### **Resolution:**

6.1 The General Meeting appoints auditing company DELOITTE REVIZIJA d.o.o. for the auditing of the financial statements of Telekom Slovenije, d.d., for the financial years 2023, 2024 and 2025.

Results of the vote:

- number of submitted votes: 5,236,492, which represents 80,124% share of share capital,
- number of PRO votes: 5,236,424, which represents 99,999% share of cast votes,
- number of CONTRA votes: 68,
- number of SUSTAINED votes: 1,194.

## **7. Remuneration Policy for the Management Body of Telekom Slovenije, d.d., and the Management Bodies of Telekom Slovenije Group Subsidiaries**

### **Resolution:**

7.1 The General Meeting of Shareholders is hereby briefed on and approves the Remuneration Policy for the Management Body of Telekom Slovenije, d.d., and the Management Bodies of Telekom Slovenije Group Subsidiaries.

Results of the vote:

- number of submitted votes: 5,236,989, which represents 80,132% share of share capital,
- number of PRO votes: 5,232,651, which represents 99,917% share of cast votes,
- number of CONTRA votes: 4,338,
- number of SUSTAINED votes: 697.

## **II. COUNTERPROPOSALS**

On 11 May 2023 the company received the counterproposal from the Association of Small Shareholders of Slovenia (hereinafter: MDS) to the proposed resolution under item 4.1 of the agenda of the 36th General Meeting regarding the use of the distributable profit for 2022. The shareholder proposed that the distributable profit in the amount of EUR 39,212,868.00, i.e., EUR 6.00 per share, goes towards dividends, and that the dividends are paid on 4 January 2024 to shareholders or other beneficiaries who will be entered into the company share register as of 3 January 2024. The counterproposal was not adopted.

On 22 May 2023 the company received a counterproposal from the PanSlovenian Stakeholders' Association to item 4.1 of the 36th General Meeting regarding voting on granting the discharge to Supervisory Board members. The shareholder proposed that the distributable profit in the amount of EUR 29,409,651.00, i.e., EUR 4.50 per share, goes towards dividends, and that the dividends are paid on 30 June 2023 to shareholders or other beneficiaries who will be entered into the company share register as of 29 June 2023 (the cut-off date). The counterproposal was not adopted.

### III. ANNOUNCED CHALLENGING ACTIONS

The shareholders did not announce any challenging actions.

### IV. OTHER

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

Name and address	Number of shares	Percentage of voting rights
Republic of Slovenia, Gregorčičeva ulica 20, Ljubljana	4,087,569	62,90 %
Kapitalska družba, d.d., Dunajska cesta 119, Ljubljana	365,175	5,62 %
Slovenian Sovereign Holding, d.d., Mala ulica 5, Ljubljana	277,839	4,28 %
CITIBANK N.A.- Fiduciary account, CITIBANK CENTRE, CANADA SQUARE, CANARY WHARF E145LB, London	174,518	2,69 %
RAIFFEISEN BANK INTERNATIONAL AG (RBI), AM STADTPARK 9, 1030 WIEN	106,497	1,64 %
Total:	<b>5.011.598</b>	<b>77,12 %</b>