

Pursuant to Article 36 of the Articles of Association of Telekom Slovenije, d.d., the Management Board of Telekom Slovenije, d.d., with registered office in Ljubljana, Cigaletova ulica 15, herewith convenes

**the 37th General Meeting of Shareholders  
to be held on 7 February 2024 at 12:00 in the Multimedia Hall at the company's headquarters**

**Agenda and proposed resolutions:**

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

*There is no vote on this item of the agenda.*

**2. Appointment of General Meeting bodies**

*Proposed resolution:*

- 2.1 The attorney-at-law Stojan Zdolšek shall be appointed the chair of the General Meeting, and representatives of Ixtlan Forum d.o.o. as the vote-counters.  
The General Meeting acknowledges the presence of notary Bojan Podgoršek at this sitting.

**3. Proposed use of the distributable profit for the 2022 financial year**

*Proposed resolution:*

- 3.1 The distributable profit, which amounted to EUR 40,292,646.55 for 2022, shall be used in the following way:
- a. for dividends payment in the amount EUR 40,291,580.40, which represents, without taking into account own shares, a dividend payment of EUR 6.20 gross per share,
  - b. the remaining distributable profit amounting to EUR 1,066.15 shall be carried over to the following year.
- The dividends shall be paid in two parts, namely: i) the first part in the amount of EUR 3.10 per share shall be paid on 22 March 2024 to shareholders or other beneficiaries who will be entered into the company share register as of 21 March 2024 as shareholders or other beneficiaries with the right to dividend payments; ii) the second part in the amount of EUR 3.10 gross per share shall be paid on 23 August 2024 to shareholders or other beneficiaries who will be entered into the company share register as of 22 August 2024 as shareholders or other beneficiaries with the right to dividend payments.

*The resolution under item 2 is proposed by the Management Board, while the resolution under item 3 is proposed by the Management Board and the Supervisory Board.*

## **Information for shareholders:**

### **Materials for the General Meeting**

From the day this call is published on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services ([www.ajpes.si](http://www.ajpes.si)) and until the day of the General Meeting, full materials for the General Meeting shall be available to shareholders at the Information Office at the company's headquarters at Cigaletova 15, Ljubljana, every working day from 9:00 AM to 11:00 AM.

The call for the General Meeting and all the materials with the agenda and proposed resolutions are also published on the company's website at [Shareholder's meetings - Telekom Slovenije](#) and on the Ljubljana Stock Exchange e-notification system <http://seonet.ljse.si>.

### **Supplementation of the Agenda**

Shareholders holding at least 5% of the company stock can request in writing that items be added to the agenda within seven days after the General Meeting is called. A proposed resolution to be voted upon at the General Meeting must be attached to such a request, or if the General Meeting does not pass a resolution on a particular item on the agenda, clarification for such an item must be given in writing. In line with paragraph 3 of Article 298 of the Companies Act (ZGD-1), the company's Management Board shall publish those additional agenda items that shareholders shall request within seven days of the issuance of the call for the General Meeting. Shareholders can also send requests for additional items on the agenda via e-mail to [skupscina@telekom.si](mailto:skupscina@telekom.si), as an attached scan.

### **Shareholder proposals**

Shareholders can add written proposed resolutions to any item on the agenda in accordance with paragraph 1 of Article 300 and Article 301 of ZGD-1. In the same manner that it issued the call for the General Meeting, the company's Management Board will publish the proposals that fulfil the following conditions:

- they are sent to the company within seven days of the call for the General Meeting,
- they are reasonably founded,
- the shareholder proposing them says that they would object to the proposal of the management or supervisory board and persuade other shareholders to vote for their proposal

Regardless of the above, shareholders do not need to provide an explanation for an election nomination in accordance with Article 301 of the ZGD-1.

The shareholders' proposal shall be published and communicated in a manner defined in Article 296 of the ZGD-1, if the shareholders send a reasonably founded proposal to the company within seven days of the call for General Meeting. Shareholders may file proposed resolutions and election nominations also by e-mail to [skupscina@telekom.si](mailto:skupscina@telekom.si).

### **Right to information**

The shareholder can exercise their right to information in accordance with paragraph 1 of Article 305 of the ZGD-1 at the General Meeting. Detailed information on shareholders rights from paragraph 1 of article 298, paragraph 1 of Article 300, and articles 301 and 305 of the ZGD-1 are available at the company's website at [Shareholder's meetings - Telekom Slovenije](#).

### **Conditions for participation and voting in the General Meeting**

The right to attend the General Meeting and vote can be exercised by shareholders registered at the central register of securities at the Central Securities Clearing Corporation (KDD) at the end of the seventh day before the General Meeting (cut-off date), i.e. on 31 January 2024. The right to participate in the General Meeting and vote may only be exercised by the shareholders, their representatives or proxies who announce their participation by 15:30 on 4 February 2024 in a written application addressed to the company's Information Office that needs to be delivered to the company's headquarters, or by email to [skupscina@telekom.si](mailto:skupscina@telekom.si). The company shall also consider as valid applications that arrive in a standardized format via KDD and that KDD will have received prior to that through an intermediary chain. If a proxy who is not the ultimate shareholder is entered in the central register as the owner of shares, shareholders can exercise their voting rights on the basis of a certificate from the second paragraph of Article 235.č of the Companies Act (ZGD-1), which shows who is the ultimate shareholder on the cut-off day. At the request of the company, shareholders and their representatives or proxies need to identify themselves with a personal document or a written authorization, and legal representatives must present an extract from the court register. The form for applying for the General Meeting is available in the Information Office at company

headquarters: Cigaletova ulica 15, Ljubljana, every business day from 9.00 to 11.00 from the date this convocation is published and in the electronic format on the company's website at [Shareholder`s meetings - Telekom Slovenije](#).

Every shareholder with the right to attend the General Meeting may appoint an authorised person to apply for attending at the General Meeting on their behalf, and to attend and exercise their voting rights at the General Meeting. The authorizations must be in written form and need to comprise general data (name, surname, unique personal identification number, or the name of the company, its headquarters and registration number) of the person or company giving the authorization and the proxy, as well as the signature of the authorizing party. The form for authorisations for exercising voting rights is available in the Information Office at company headquarters: Cigaletova ulica 15, Ljubljana, every business day from 9.00 to 11.00 from the date this convocation is published and in the electronic format on the company's website at [Shareholder`s meetings - Telekom Slovenije](#). The authorization can be sent to the company via e-mail as a scanned document in an attachment to [skupscina@telekom.si](mailto:skupscina@telekom.si). The company reserves the right to check the authenticity of the shareholder or their proxy who sends the authorization by email, and the authenticity of their signature. Shareholders may withdraw their authorization any time until the date of the General Meeting.

A proxy may exercise or delegate the exercise of voting rights for shares that do not belong to them only if they are authorized to do so in writing. The proxy should save the authorisation so that it can be verified. The authorisation may be issued to an individual proxy and may be revoked at any time. For the purpose of exercising the authorisation, the proxy may authorise persons who are not in their employ only if the authorisation expressly permits this. If the proxy is exercising the voting right based on an authorisation on behalf of a shareholder, the authorisation document has to be presented to the company and stored there. The proxy must call on the shareholder to provide them with instructions for exercising their voting right, and alert that, should the shareholder not provide any instructions for exercising their voting right, they shall do so according to their own proposals that they shall inform the shareholder with, unless they may assume that the shareholder would approve their different decision, should they be informed of the actual condition. The rules laid down above in this paragraph shall apply mutatis mutandis to holders of fiduciary accounts with regard to shares that do not belong to them, to voting consultants, and to other persons who exercise voting rights on behalf of a shareholder on the basis of a power of attorney as their business.

#### **A call to major shareholders to notify the public regarding their management policy**

In accordance with the recommendation 8.2 of the Slovenian Corporate Governance Code, the company is calling on major shareholders, especially institutional investors and the state to inform the public of their governance policies in the public joint stock company Telekom Slovenije, d.d. Information for the public should at least include their voting policy, method and frequency of exercising 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 authenticity of the shareholder proposing additional agenda items, resolutions, and election nominations by email.

The total number of outstanding company shares on the date of this convocation of the General Meeting was 6,535,478, of which 6,498,177 have voting rights. All shares are of the same class.

Shareholders who request to view the documents in accordance with paragraph 2 of Article 297a of ZGD-1 at the Information Office are kindly asked to make an appointment by calling 01 47 22 183 or 01 47 22 304, or by writing to [skupscina@telekom.si](mailto:skupscina@telekom.si).

We would like to ask the participants in the General Meeting to arrive at least half an hour before the meeting starts to register and take over the voting device.

If there is no quorum at the announced hour, the General Meeting will be reconvened on the same day in the same premises and with the same agenda at 13.00. In this case it will be considered that there is a quorum regardless of the number of represented shares.

Ljubljana, 5 January 2024

President of the Management Board:  
Boštjan Košak