

**MATERIALS
FOR THE 37TH GENERAL MEETING OF TELEKOM SLOVENIJE, D.D.**

Ljubljana, 5 January 2024

Material for item 2 of the Agenda:

APPOINTMENT OF THE GENERAL MEETING'S BODIES

The Management Board of Telekom Slovenije, d.d., proposes that the General Meeting adopts the following

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.

Argumentation:

Working bodies, i.e. the General Meeting chair, who chairs the General Meeting, and vote-counters for the voting, must be elected. A notary must be present at the General Meeting to write the General Meetings resolutions in the form of minutes compliant to the legislation.

President of the Management Board:
Boštjan Košak

Material for item 3 of the Agenda:**PROPOSED USE OF THE DISTRIBUTABLE PROFIT FOR 2022**

The Management Board and the Supervisory Board of Telekom Slovenije, d.d., propose that the General Meeting adopts the following

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.

Argumentation:

Pursuant to Article 293 of ZGD-1 the General Meeting decides on the use of distributable profit at the proposal of the management or supervisory bodies. The decision on the use of distributable profit is tied to the approved annual report. The audited 2022 Annual Report has been discussed and approved by the company's Supervisory Board in 2023, and was presented to the General Meeting on 16 June 2023.

The Management Board and the Supervisory Board proposed to the General Meeting on 16 June 2023 that the distributable profit, which amounted to EUR 40,292,646.55 for the year 2022, remains undistributed, which was not in line with the established dividend policy of the past. The shareholders did not adopt a decision on distributing the distributable profit at the General Meeting. The reason for this proposal was in taking advantage of the aid for mitigating high electricity prices in accordance with the Act Governing Aid to Businesses Hit by High Increases in Electricity and Natural Gas Prices (hereinafter: ZPGOPEK or Act). The Act states that companies are not entitled to the aid if they pay out any profits in the year 2023 or for the year 2023. The payment of distributable profit for 2022 in 2023 would result in Telekom Slovenije, d.d., having to return the received aid. The Management Board and the Supervisory Board wrote in the materials for the General Meeting which took place on 16 June 2023 that while taking into account the business and financial circumstances they shall strive to propose to the 2024 General Meeting to pay out the full distributable profit of 2022 in dividends.

In accordance with the above, the Management Board and the Supervisory Board of the company, while taking into account the business and financial circumstances of Telekom Slovenije, d.d., propose to the General Meeting that the distributable profit of 2022 is used for dividend payments in the amount of EUR 40,291,580.40, which represents, without taking into account own shares, dividend payments of EUR 6.20 per share. The remaining distributable profit of 2022 in the amount of EUR 1,066.15, which is the result of rounding out dividend payments, shall be carried over to the following year.

President of the Management Board:
Boštjan Košak

President of the Supervisory Board:
Žiga Debeljak, MSc