

Notification on the resolutions of the 28th General Meeting of Telekom Slovenije, d.d.

Pursuant to the provisions of the Companies Act (ZGD-1), the Market in Financial Instruments Act, the Corporate Governance Code, the Rules of the Ljubljana Stock Exchange and Recommendations to Public Companies Regarding Notification, the Management Board of Telekom Slovenije, d.d., publishes the **resolutions of the 28th General Meeting of Telekom Slovenije, d.d., held on 21 April 2017.**

The General Meeting was chaired by Stojan Zdolšek, and attended by representatives of Ixtlan Forum d.o.o. as vote counters, and notary Bojan Podgoršek.

The total number of shares represented at the General Meeting was 5,160,173 or 79.32% of 6,505,478 shares with the voting right.

On the day of the General Meeting, the company owned 30,000 treasury shares without the voting right.

I. ADOPTED RESOLUTIONS

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

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

(No vote was taken under this item.)

2. Appointment of General Meeting bodies

Resolution:

Stojan Zdolšek is hereby appointed chairman of the General Meeting, while a representative of Ixtlan Forum d.o.o. is hereby appointed as vote counter.

The General Meeting hereby acknowledges the presence of the notary Bojan Podgoršek at this session.

Result of the vote:

- a total of 5,160,172 votes were cast, which presents 78.956% of all share capital
- 5,158,262 shares voted in FAVOUR, which presents 99.963% of all cast votes
- 1,910 shares voted AGAINST, which presents 0.037% of all cast votes
- 1 share ABSTAINED from voting

3. Supervisory Board's written report on the approval of the annual report for the 2016 financial year

(The item was informative in nature and was not voted on.)

4. Proposal for the use of distributable profit for the 2016 financial year and proposal for the approval of the work of the Management Board and the Supervisory Board for the 2016 financial year

Resolution:

4.1 Distributable profit, which amounted to EUR 32,834,996.07 for 2016, shall be used for:

- a. the payment of dividends in the amount of EUR 32,527,390.00 or EUR 5.00 gross per share;
- b. the remainder in the amount of EUR 307,606.07 shall be brought forward to the following year.

Dividends shall be paid to shareholders and other beneficiaries who were entered in the register of shareholders with the right to dividends on the cut-off date of 19 July 2017, and to other beneficiaries with the right to dividends. Dividends shall be paid on 20 July 2017.

Result of the vote:

- a total of 5,160,172 votes were cast, which presents 78.956% of all share capital
- 5,157,384 shares voted in FAVOUR, which presents 99.946% of all cast votes
- 2,788 shares voted AGAINST, which presents 0.054% of all cast votes
- 1 share ABSTAINED from voting

Resolution:

4.2 The General Meeting hereby confers its official approval on the Management Board for its work during the 2016 financial year.

Result of the vote:

- a total of 5,160,172 votes were cast, which presents 78.956% of all share capital
- 5,159,984 shares voted in FAVOUR, which presents 99.996% of all cast votes
- 188 shares voted AGAINST, which presents 0.004% of all cast votes
- 1 share ABSTAINED from voting

Resolution:

4.3 The General Meeting hereby confers its official approval on the Supervisory Board for its work during the 2016 financial year.

Result of the vote:

- a total of 5,160,172 votes were cast, which presents 78.956% of all share capital
- 5,159,984 shares voted in FAVOUR, which presents 99.996% of all cast votes
- 188 shares voted AGAINST, which presents 0.004% of all cast votes
- 1 share ABSTAINED from voting

5. Proposal for the appointment of the auditor for the 2016, 2017 and 2018 financial years**Resolution:**

The General Meeting shall appoint the auditing company Deloitte Revizija, d.o.o., Dunajska cesta 165, Ljubljana, for the auditing of Telekom Slovenije, d.d.'s financial statement for the 2017, 2018, and 2019 financial years.

Result of the vote:

- a total of 5,159,707 votes were cast, which presents 78.949% of all share capital
- 5,159,393 shares voted in FAVOUR, which presents 99.994% of all cast votes
- 314 shares voted AGAINST, which presents 0.006% of all cast votes
- 466 shares ABSTAINED from voting

6. Information regarding the expiry of the term of office of Supervisory Board members**Resolution:**

The General Meeting is hereby informed that the terms of office of Telekom Slovenije Supervisory Board members Borut Jamnik, Adolf Zupan, MSc, Marko Hočevár, PhD, Tomaž Berložnik, MSc and Bernarda Babič, MSc will expire on 27 April 2017.

Result of the vote:

- a total of 5,070,288 votes were cast, which presents 77.581% of all share capital
- 5,070,288 shares voted in FAVOUR, which presents 100% of all cast votes
- 0 shares voted AGAINST
- 491 shares ABSTAINED from voting

7. Appointment of Supervisory Board members**Resolution:**

7.1. The General Meeting hereby appoints Bernarda Babič to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Result of the vote:

- a total of 5,160,172 votes were cast, which presents 78.956% of all share capital
- 5,158,676 shares voted in FAVOUR, which presents 99.971% of all cast votes
- 1,496 shares voted AGAINST, which presents 0.029% of all cast votes
- 1 share ABSTAINED from voting

Resolution*:

7.2. The General Meeting hereby appoints Barbara Gorjup to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Result of the vote:

- a total of 5,035,199 votes were cast, which presents 77.044% of all share capital
- 4,924,658 shares voted in FAVOUR, which presents 97.805% of all cast votes
- 110,541 shares voted AGAINST, which presents 2.195% of all cast votes
- 124,974 shares ABSTAINED from voting

Resolution*:

7.3. The General Meeting hereby appoints imenuje Ljubomir Rajšić to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Result of the vote:

- a total of 5,025,900 votes were cast, which presents 76.902% of all share capital
- 4,915,168 shares voted in FAVOUR, which presents 97.797% of all cast votes
- 110,732 shares voted AGAINST, which presents 2.203% of all cast votes
- 134,273 shares ABSTAINED from voting

Resolution*:

7.4. The General Meeting hereby appoints Lidija Glavina to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Result of the vote:

- a total of 4,985,358 votes were cast, which presents 76.281% of all share capital
- 4,872,834 shares voted in FAVOUR, which presents 97.743% of all cast votes
- 112,524 shares voted AGAINST, which presents 2.257% of all cast votes
- 174,815 shares ABSTAINED from voting

Resolution*:

7.5. The General Meeting hereby appoints Barbara Kürner Čad to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017.

Result of the vote:

- a total of 5,068,544 votes were cast, which presents 77.554% of all share capital
- 4,924,603 shares voted in FAVOUR, which presents 97.160% of all cast votes
- 143,941 shares voted AGAINST, which presents 2.840% of all cast votes
- 91,629 shares ABSTAINED from voting

*The shareholder Slovenski državni holding, d.d., on its behalf and on behalf of the Republic of Slovenia, submitted counter proposals to items 7.2., 7.3., 7.4., and 7.5. of the agenda, which the General Meeting voted on and adopted. Therefore the resolutions as proposed by the Supervisory Board in the General Meeting's agenda at these items were not voted on.

8. Information regarding the rules governing the other rights of members of the Management Board**Resolution:**

The General Meeting is hereby briefed on the Rules Governing the Other Rights of Members of the Management Board.

Result of the vote:

- a total of 5,159,516 votes were cast, which presents 78.946% of all share capital
- 5,158,731 shares voted in FAVOUR, which presents 99.985% of all cast votes
- 785 shares voted AGAINST, which presents 0.015% of all cast votes
- 657 shares ABSTAINED from voting

9. Amendments to the Articles of Association of Telekom Slovenije, d.d.

Resolution:

The fourth paragraph of Article 19 of the Articles of Association shall be amended to read as follows:

“The conditions set out in the previous paragraph shall not apply to the Worker’s Director as member of the Management Board. Those conditions and criteria shall be set jointly by the Supervisory Board and Works Council.”

Result of the vote:

- a total of 5,159,981 votes were cast, which presents 78.953% of all share capital
- 5,159,064 shares voted in FAVOUR, which presents 99.982 % of all cast votes
- 917 shares voted AGAINST, which presents 0.018% of all cast votes
- 192 shares ABSTAINED from voting

II. COUNTER PROPOSALS

At the General Meeting Slovenski državni holding, d.d., on its behalf and on behalf of the Republic of Slovenia, submitted counter proposals at item 7. of the agenda “Appointment of Supervisory Board members”, in which it kept the proposed resolution at item 7.1. unchanged, with its content as proposed by the company Supervisory Board. The counter proposals are as follows:

- Proposed resolution at item 7.2.: The General Meeting hereby appoints Barbara Gorjup to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017 (twenty-seventh of April two thousand and seventeen).
- Proposed resolution at item 7.3.: The General Meeting hereby appoints imenuje Ljubomir Rajšić to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017 (twenty-seventh of April two thousand and seventeen).
- Proposed resolution at item 7.4.: The General Meeting hereby appoints Lidija Glavina to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017 (twenty-seventh of April two thousand and seventeen).
- Proposed resolution at item 7.5.: The General Meeting hereby appoints Barbara Kürner Čad to a term of office as a member of the Supervisory Board and shareholder representative for a period four (4) years, effective 27 April 2017 (twenty-seventh of April two thousand and seventeen).

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	No. of votes	Share
Republika Slovenija, Gregorčičeva ul. 20, Ljubljana	4,087,569	62.83
Kapitalska Družba, d.d., Dunajska cesta 119, Ljubljana	365,175	5.61
SDH, d.d., Mala ulica 5, Ljubljana	277,839	4.27
Kritni sklad prvega pokojninskega sklada, Dunajska cesta 119, Ljubljana	57,313	0.88
Modra zavarovalnica d.d. – prvi pokojninski sklad, Dunajska cesta 119, 1000 Ljubljana	52,763	0.81
Total: 5	4.840.659	74.41