

MATERIALS
FOR THE 30TH GENERAL MEETING OF TELEKOM SLOVENIJE, D.D.

In Ljubljana, 24 July 2019

Materials for item 2 of the agenda:

APPOINTMENT OF THE GENERAL MEETING'S BODIES

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

resolution:

Stojan Zdolšek shall be appointed the chair of the General Meeting, and representatives of Ixtlan Forum d.o.o. as the tellers.

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

Explanation:

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

Vice-President of the Management Board:
Tomaž Seljak, MSc (m.p.)

Materials for item 3 of the agenda:**SUPERVISORY BOARD'S WRITTEN REPORT
ON THE APPROVAL OF THE ANNUAL REPORT FOR THE 2018 FINANCIAL YEAR**

The General Meeting shall be presented with the Supervisory Board's written report on the approval of the 2018 annual report.

Explanation:

Pursuant to Article 282 of the Companies Act (ZGD-1; Official Gazette of the Republic of Slovenia, No. 60/06, amended), the Supervisory Board must examine the annual report and the proposal for the use of distributable profit submitted by the Management Board. The Supervisory Board draws up a written report on its conclusions for the General Meeting, in which it explains how and to what extent it reviewed the management of the company during the financial year. In its report, the Supervisory Board must also provide an opinion on the audit report, which is attached to the annual report. At the end of its report, the Supervisory Board must indicate whether it has any comments in relation to the annual report, and whether it gives its approval to the annual report.

The Supervisory Board thoroughly reviewed the annual report of Telekom Slovenije, d.d., and the Telekom Slovenije Group for 2018 by the legally prescribed deadline. The Supervisory Board finds that the Telekom Slovenije Group performed in line with the set goals in 2018.

The Supervisory Board reviewed and discussed the audit report, in which the Deloitte revizija d.o.o. auditing firm found that the financial statements, which are an integral part of the annual report, presented a true and fair picture of the financial position of the Company and the Group, their operating and financial results and changes in equity. The Supervisory Board had no comments regarding the audit report. It likewise had no comments or reservations that would prevent the adoption of a decision to approve the annual report and consolidated annual report.

Pursuant to the provisions of Article 282 of the Companies Act, the Supervisory Board hereby approves the Telekom Slovenije Group and Telekom Slovenije, d.d., Annual Report for 2018, and the accompanying audit report.

President of the Supervisory Board:
Lidiya Glavina (m.p.)

Attachment:
Supervisory Board Report

SUPERVISORY BOARD REPORT

The company's Supervisory Board comprised nine members in 2018, who complemented each other in regard to expertise, competencies, experience, age, gender, method of work and other aspects, which generated an effective exchange of opinions and positions at its meetings.

In 2018, the Supervisory Board was informed about the resignation of an Employee Representative in the Supervisory Board, Dean Žigon, who resigned as of 22 January 2018. On 14 February 2018, the Works Council of Telekom Slovenije appointed Urban Škrjanc as a replacement Employee Representative. In September 2018, the Works Council recalled Samo Podgornik, Primož Per and Urban Škrjanc from their posts as Employee Representatives in the Supervisory Board. It appointed Drago Kijevčanin, Dušan Pišek and Jana Žižek Kuhar as new Supervisory Board members. Their terms started on 19 September 2018. They were appointed for the period until 14 November 2021.

The Supervisory Board met 12 times in 2018, and conducted 6 sessions through correspondence. Throughout 2018, the Supervisory Board provided responsible and effective oversight of the operations of Telekom Slovenije and Telekom Slovenije Group. It dealt with different aspects of business operations, and monitored the fulfilment of plans. Some of the topics were first discussed by Supervisory Board's commissions. The Supervisory Board made the relevant decisions based on the findings and recommendations, and thorough deliberation of its commissions, and informed the stakeholders after each session.

Pursuant to Slovenian corporate governance code, the Supervisory Board states that all the cost of its work is disclosed in the Telekom Slovenije Group and Telekom Slovenije, d.d., Annual Report for 2018.

Key topics discussed at Supervisory Board's sessions in 2018

Key topics at Supervisory Board's sessions in 2018 pertained to monitoring the company's regular operations and its development. The Supervisory Board and the Management Board focused on setting the strategy and identifying and managing business risks, which is essential for the company's and group's successful performance in the future.

Within its mandate, the Supervisory Board made responsible decisions, and in 2018:

- adopted Telekom Slovenije Group's 2019–2023 strategic business plan;
- approved Telekom Slovenije Group and Telekom Slovenije, d.d., Audited Annual Report for 2018;
- adopted the internal auditing work plan for 2019;
- gave consent to the appointments of directors of subsidiaries;
- gave consent to selling the subsidiary Blicnet;
- gave consent to a court settlement with T-2.

As part of its oversight of company's operations, the Supervisory Board was regularly informed the following topics in 2018:

- reports on the performance of the parent company and the group;
- the progress in pursuing Telekom Slovenije Group's strategic business plan;
- estimated performance indicators for the company for each period;
- realization of strategic projects;
- other information regarding Telekom Slovenije, d.d., Telekom Slovenije Group and the subsidiaries.

The Supervisory Board resolved any conflict of interest situation as it emerged (statements sorted by reference code are published on the company's website). In the course of the 2018 financial year, individual Supervisory Board members notified the Supervisory Board on the presence of facts that could affect their independence as they occurred. No instances of the dependence of any member of the Supervisory Board were identified in 2018, as no conflicts of interest were identified.

The Supervisory Board did not conduct a thorough assessment of its work in 2018, while the audit commission did a self-assessment.

Work of Supervisory Board's commissions

The Supervisory Board had four commissions in 2018. These were the auditing, HR, technical and strategy commissions, which discussed issues from Supervisory Board's area of work and advised it on important issues. This contributed significantly to improving the work and effectiveness of the Supervisory Board.

The Supervisory Board regularly monitored the work of its commissions, and the implementation of their decisions. Their work is described in more detail in the Corporate Governance Statement in the Business Report of the Telekom Slovenije Group and Telekom Slovenije, d.d., Annual Report for 2018.

Assessment of Management Board and Supervisory Board's work

The work of Supervisory Board members, including their work in commissions, was professional and aimed at effectively performing their duties. All Supervisory Board members regularly attended the sessions, were well prepared for the issues on the agenda, and gave constructive comments. The Supervisory Board and Management Board built mutual trust through open dialogue and collaboration. Based on expertly formulated and comprehensive written and oral information from the Management Board, the Supervisory Board made competent decisions in compliance with its rules of procedure, company regulations and legal powers. Proposals from its commissions efficiently supported the Supervisory Board's work.

Based on the described regular monitoring and supervision of the operations and management of Telekom Slovenije, d.d. and companies in the group in the 2018 financial year, and based on the audited 2018 Annual Report of Telekom Slovenije Group and Telekom Slovenije, d.d., which was compiled and submitted by the Management Board, the Supervisory Board concludes that the annual report and the contained disclosures represent the actual state and situation of the Telekom Slovenije Group.

The Supervisory Board assesses that the Management Board of Telekom Slovenije successfully managed the Company's transactions during the 2018 financial year and achieved established objectives.

Approval of the annual report and the proposed use of the distributable profit for 2018

At its session on 27 March 2018, the Supervisory Board discussed the Telekom Slovenije Group and Telekom Slovenije, d.d., Audited Annual Report for 2018. Based on the review of the annual report and financial statements with explanations, review of the Management Board's proposal for the use of distributable profit, and the report from an authorized auditor, the Supervisory Board approved the Telekom Slovenije Group and Telekom Slovenije, d.d., Audited Annual Report for 2018.

When adopting the annual report, the Supervisory Board also took a position on the corporate governance statement and statement of compliance with the reference code, which are included in the business report section of the annual report of the Telekom Slovenije Group and Telekom Slovenije, d. d. for 2018, and assessed that they are a reflection of the actual governance of the Company in 2018.

Pursuant to the provisions of Article 282 of the Companies Act, the Supervisory Board hereby approves the Telekom Slovenije Group and Telekom Slovenije, d.d., Annual Report for 2018, and the accompanying audit report.

President of the Supervisory Board:
Lidija Glavina (m.p.)

Materials for item 4 of the agenda:**PROPOSAL FOR THE USE OF DISTRIBUTABLE PROFIT FOR THE 2018 FINANCIAL YEAR
WITH THE PROPOSAL TO GRANT A DISCHARGE TO THE MANAGEMENT BOARD AND SUPERVISORY
BOARD FOR THE 2018 FINANCIAL YEAR**

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

resolution:

- 4.1 Distributable profit, which amounts to EUR 38,986,324.96 for 2018, shall be used as follows:
 - a. dividends shall be paid in the amount of EUR 29,274,651.00 or EUR 4.50 gross per share,
 - b. the remainder in the amount of EUR 9,711,673.96 shall be carried over to the following year.

The dividends will be paid to shareholders or other beneficiaries who were entered into the company share register as of 28 October 2019 (the cut-off date). The dividends shall be paid on 29 October 2019.
- 4.2 The General Meeting shall grant discharge to Management Board members for the 2018 financial year.
- 4.3 The General Meeting shall grant discharge to Supervisory Board members for the 2018 financial year.

Explanation:

Pursuant to Article 293 of ZGD-1, the General Meeting decides on the allocation of distributable profit at the proposal of management or supervisory bodies. When deciding on the allocation of distributable profit, it is bound by the approved annual report. The 2018 audited annual report has been discussed and approved by the Company's Supervisory Board.

Based on the provisions of Article 294 of ZGD-1, the General Meeting shall decide on the use of distributable profit and on granting a discharge to the Management Board and Supervisory Board. In accordance with the recommendation of the Corporate Governance Code for Companies with Capital Assets of the State, the votes on granting the discharge shall be carried out separately for the Management Board and Supervisory Board.

Due to the direct involvement of the KDD – Centralna klirinško depotna družba, d.d., (KDD) in the TARGET2-Securities, Telekom Slovenije, d.d., as the issuer of securities, shall, in accordance with common European standards for corporate actions, set the dates for individual corporate actions, as specified in the table below:

Ex-dividend date	25 October 2019
Cut-off date	28 October 2019
Payment date	29 October 2019

Vice-President of the Management Board:
Tomaž Seljak, MSc (m.p.)

President of the Supervisory Board:
Lidija Glavina (m.p.)

Attachment:

Telekom Slovenije Group and Telekom Slovenije, d.d., Annual Report for 2018: <http://www.telekom.si/o-podjetju/za-vlagatelje/informacije-o-poslovanju/financna-porocila>

Materials for item 5 of the agenda:**INFORMATION ABOUT CHANGES IN THE COMPANY'S SUPERVISORY BOARD AND ELECTION OF NEW SUPERVISORY BOARD MEMBERS**

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

resolution:

- 5.1. The General Meeting was informed that on 18 September 2018, the Works Council recalled Samo Podgornik, Primož Per and Urban Škrjanc from their posts as Employee Representatives in the Supervisory Board. It appointed Drago Kijevčanin, Dušan Pišek and Jana Žižek Kuhar as new Supervisory Board members. Their terms started on 19 September 2018. They were appointed for the period until 14 November 2021.
- 5.2. The General Meeting was informed about the resignation of Ljubomir Rajšić and Lidija Glavina from their posts as shareholder representatives in the Supervisory Board. Ljubomir Rajšić's office ended on 18 June 2019, and Lidija Glavina's ends on the date of the next General Meeting of Telekom Slovenije, d.d., i.e. 30 August 2019.
- 5.3. The General Meeting shall elect Andrej Vizjak to the post of a shareholder representative in the Supervisory Board for a four-year term starting on 30 August 2019.
- 5.4. The General Meeting shall elect Igor Rozman to the post of a shareholder representative in the Supervisory Board for a four-year term starting on 30 August 2019.

Explanation:

Based on article 26 of the Telekom Slovenije, d.d., Articles of Association, the Supervisory Board has nine members, six of which represent the shareholders. The General Meeting elected shareholder representatives to the Supervisory Board, namely Dimitrij Marjanović, whose four-year term started on 13 May 2016, and Ljubomir Rajšić, Barbara Gorjup, Barbara Kürner Čad, Lidija Glavina and Bernarda Babič, whose four-year terms started on 27 April 2017.

On 18 September 2018, the Works Council recalled Samo Podgornik, Primož Per and Urban Škrjanc from their posts as employee representatives in the Supervisory Board, and appointed Drago Kijevčanin, Dušan Pišek and Jana Žižek Kuhar as new representatives, for a term starting on 19 September 2018 and ending on 14 November 2021.

Ljubomir Rajšić, a shareholder representative in Telekom Slovenije's Supervisory Board, submitted his resignation, based on which his term ended on 18 June 2019. Lidija Glavina, a shareholder representative and President of the Supervisory Board, submitted her resignation, which comes into effect on the date of Telekom Slovenije's next General Meeting.

Due to their resignations and subsequent end of Ljubomir Rajšić and Lidija Glavina's terms in office, new members must be elected to Telekom Slovenije's Supervisory Board.

In order to prepare a proposal for new members of the Supervisory Board, the Supervisory Board appointed a nomination committee, which included representatives of the largest owners. The nomination committee invited them to submit proposals for new members of the Supervisory Board. Only the largest owner answered to this invitation. In accordance with the established standards in the field of corporate governance, the nomination

committee of the Supervisory Board of Telekom Slovenije carried out the procedure of nomination and evaluation of the mentioned candidates for the members of the Supervisory Board. Following such procedures, the Supervisory Board proposes to the General Meeting of Shareholders of Telekom Slovenije to appoint Andrej Vizjak and Igor Rozman as Supervisory Board members for a four-year term starting on 30 August 2019.

Presentation of the nominated candidates:

Andrej Vizjak is a Doctor of Economic Science (Ludwig Maximilians Universität München, Germany) with experience in management and consulting, obtained in Slovenia and internationally. He was the executive vice president of Bertelsmann between 1995 and 2000, and worked as a strategy consultant and a member of the executive board with Gorenje Group from 2000 and 2004. From 2000 to 2009, he worked as the managing partner for South-Eastern and Eastern Europe at A.T. Kearney, where he was involved in the restructuring and optimization of telecommunication operators. Between 2010 and 2014, he was a senior partner in PwC Central and Eastern Europe, where he participated in developing strategies for telecommunications operators. He founded AV.consulting in 2015, which he still manages today, providing strategic consulting.

Igor Rozman graduated from computer engineering at the Faculty of Electrical Engineering of the University of Ljubljana. He was a management board member and technical director at Kanal A, d.d., from 1997 to 2007, and the production executive and deputy technical director at ProPlus from 2000 to 2007. He was CME Group's advisor for expansion to new markets at ProPlus in Croatia in 2008. He worked as a business consultant at plAnincA d.o.o. from 2009 to 2011, when he took over the TV Production organizational unit at RTV Slovenija, which he led until 2015. He worked as an expert in the Project Planning and Management Department at RTV Slovenija from 2015 to 2017, when he became assistant sector director, where he is in charge of drawing up strategic and annual plans, monitoring the spending and planning of business processes. He is a member and general meeting president at Velika planina d.o.o.

President of the Supervisory Board:
Lidija Glavina (m.p.)