

## **Notification on the resolutions of the 34th General Meeting of 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 34th General Meeting of Telekom Slovenije, d.d., which took place on 16 June 2022.

The total number of shares represented at the start of the General Meeting was 5,038,434 or 77.54% of the 6,498,117 shares with voting rights and 77.089% of total share capital. After the vote on item 2 of the agenda, the representation increased and the total number of shares represented at the General Meeting was 5,230,719 or 80.50% of all shares with voting rights.

On the day of the General Meeting, the company held 36,836 treasury shares without voting rights.

### **I. ADOPTED RESOLUTIONS**

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

#### **1. Opening of the General Assembly and the establishment of quorum**

(no vote was taken under this item)

#### **2. Appointment of General Meeting's bodies**

##### **Resolution:**

- 2.1. Franci Matoz 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.

Result of the vote:

- number of cast votes: 5,038,119, which presents 77,089% of the total share capital;
- number of votes in FAVOUR: 5,037,964, which presents 99.997% of the cast votes;
- number of votes AGAINST: 155;
- number of ABSTENTIONS: 315.

#### **3. Presentation of the Annual Report for 2021 and Report of the Supervisory Board on the results of the review of the annual report for the 2021 financial year**

(no vote was taken under this item)

#### **4. Proposal for the use of distributable profit for the 2021 financial year and proposal on granting discharge to the Management Board and the Supervisory Board for the 2021 financial year**

##### **Resolution:**

- 4.1. Distributable profit, which amounted to EUR 45,204,954.29 for 2021, shall be used as follows:  
a. the payment of dividends in the amount of EUR 29,243,889.00 or EUR 4.50 gross per share; and  
b. the remainder in the amount of EUR 15,961,065.29 shall be brought forward to the following year.  
Dividends shall be paid on 2 August 2022 to shareholders and other beneficiaries who were entered in the register of shareholders as such and to other beneficiaries with the right to dividends on the cut-off date of 1 August 2022.
- 4.2. The General Meeting hereby grants discharge to the members of the Management Board for the 2021 financial year.
- 4.3. The General Meeting hereby grants discharge to the members of the Supervisory Board for the 2021 financial year.

Result of the vote:

- number of cast votes: 5,054,186, which presents 77,335% of the total share capital;
- number of votes in FAVOUR: 5,038,095, which presents 99.682% of the cast votes;
- number of votes AGAINST: 16,091;
- number of ABSTENTIONS: 184,566.

## **5. Report on the remuneration of members of Telekom Slovenije, d.d.'s Management Board and Supervisory Board for 2021, information on the remuneration of members of management bodies of the three biggest subsidiaries for 2021**

### **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 2021.

Result of the vote:

- number of cast votes: 5,238,282, which presents 80.151% of the total share capital;
- number of votes in FAVOUR: 5,228,402, which presents 99.811% of the cast votes;
- number of votes AGAINST: 9,880;
- number of ABSTENTIONS: 470.

## **6. The remuneration policy for members of Telekom Slovenije, d.d.'s Management Board and Supervisory Board**

### **Resolution:**

- 6.1. The General Meeting of Shareholders has been briefed on and has approved the remuneration policy for members of Telekom Slovenije, d.d.'s Management Board and Supervisory Board.

Result of the vote:

- number of cast votes: 5,103,299, which presents 78.086% of the total share capital;
- number of votes in FAVOUR: 308,712, which presents 6.049% of the cast votes;
- number of votes AGAINST: 4,794,587;
- number of ABSTENTIONS: 135,453.

## **7. Information regarding changes to the Company's Supervisory Board** (no vote was taken under this item)

## **8. Amendment of Articles of Association of Telekom Slovenije, d.d.**

### **Resolution:**

- 8.1. In the first paragraph of Article 5 of the Articles of Association of Telekom Slovenije, d.d., the following activities shall be additionally stated as Company activities:

<i>“45.110</i>	<i>Sale of passenger motor vehicles</i>
<i>45.190</i>	<i>Sale of other motor vehicles</i>
<i>45.400</i>	<i>Sale, maintenance and repair of motorcycles and related parts and accessories</i>
<i>46.460</i>	<i>Wholesale trade of pharmaceutical products and medical devices</i>
<i>47.730</i>	<i>Retail trade in specialised stores with pharmaceutical products</i>
<i>47.740</i>	<i>Retail trade in specialised stores with medical and orthopaedic accessories</i>
<i>86.909</i>	<i>Other healthcare activities</i>
<i>88.100</i>	<i>Social work activities without accommodation for the elderly and disabled”</i>

### **Resolution:**

- 8.2. The General Meeting of Shareholders hereby authorises the Supervisory Board, regarding point 8.1. of the resolution, to amend the wording of the Articles of Association of Telekom Slovenije, d.d. appropriately and draft a clean copy thereof.

Result of the vote:

- number of cast votes: 5,238,437, which presents 80.154% of the total share capital;
- number of votes in FAVOUR: 5.238.408, which presents 99.999% of the cast votes;
- number of votes AGAINST: 29;
- number of ABSTENTIONS: 315.

## **9. Report on acquisition of treasury shares**

(no vote was taken under this item)

## **10. Authorisation to purchase treasury shares**

### **Resolution:**

The General Meeting of Shareholders hereby authorises the Management Board to purchase and dispose of treasury shares under the following conditions:

- i) The Company's Management Board shall be authorised to purchase treasury shares, whereby the total proportion of the Company's share capital accounted for by all treasury shares, together with the shares that the Company already holds on the day this authorisation is issued, shall not exceed 5% or 326,773 shares.
- ii) Authorisation to purchase treasury shares shall be valid for 36 months from the day this resolution is adopted.
- iii) The Company may purchase treasury shares via transactions concluded on the regulated securities market at the currently valid market price. Treasury shares may also be purchased outside the regulated securities market (over-the-counter). When purchasing shares on the regulated securities market or over-the-counter market, the purchase price for shares shall not be less than 0.45 times the book value per share, calculated based on the most recent published financial statements of the Telekom Slovenije Group, and shall not be more than 1.00 times the book value per share, calculated in the same manner. Irrespective of the preceding sentence, in acquiring shares on an unregulated securities market the purchase price of shares in any event may not be higher than the currently valid market price of shares on a regulated securities market.
- iv) The Company may use treasury shares purchased on the basis of this authorisation for the following purposes:
  - to replace participating interests in other companies in the scope of implementing its takeover strategy;
  - for further sale to a strategic partner; and
  - for sale on the regulated market, where further sale may not be the sole purpose.Use of treasury shares for the above-stated purpose requires the prior approval of the Supervisory Board, and the price may not be lower than the purchase price.
- v) The pre-emptive right of existing shareholders shall be excluded in full in the disposal of treasury shares in accordance with point iv) of this resolution.
- vi) Based on the consent of the Supervisory Board, the Company's Management Board shall be authorised to withdraw treasury shares by way of a resolution, without the additional convening of the General Meeting of Shareholders to decide on the reduction in share capital.

Result of the vote:

- number of cast votes: 5,238,316, which presents 80.152% of the total share capital;
- number of votes in FAVOUR: 444,072, which presents 8.477% of the cast votes;
- number of votes AGAINST: 4,794,244;
- number of ABSTENTIONS: 436.

## **II. COUNTER PROPOSALS**

On 12 May 2022 the company received the counterproposal from the Association of Small Shareholders of Slovenia to the proposed resolution under item 4 of the Agenda of the 34th General Meeting regarding the use of the distributable profit for 2021. The shareholder proposed that the distributable profit in the

amount of EUR 29,243,889.00, i.e., EUR 4.50 per share, goes towards dividends, and that the dividends are paid on 2 August 2022 to shareholders or other beneficiaries who will be entered into the company share register as of 1 August 2022 (the cut-off date). The counterproposal was adopted by the General Meeting.

On 15 June 2022 the company received a procedural and counterproposal from the Association of Small Shareholders of Slovenia to the proposed resolution under item 4.3 of the Agenda of the 34th General Meeting regarding voting on granting the discharge to the members of the Supervisory Board of the company. The shareholder proposed that the discharge for Supervisory Board members be voted for each individually. The procedural and counterproposal were not adopted.

### III. ANNOUNCED CHALLENGING ACTIONS

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
Republic of Slovenia, Gregorčičeva ulica 20, Ljubljana	4,087,569	62.90%
Kapitalska družba, d.d., Dunajska cesta 119, Ljubljana	365,175	5.62%
SDH, d. d., Mala ulica 5, Ljubljana	277,839	4.28%
CITIBANK N.A. – fiduciary account, CITIBANK CENTRE, CANADA SQUARE, CANARY WHARF, London	175,711	2.70%
PERSPEKTIVA FT D.O.O., Dunajska cesta 156, Ljubljana	79,671	1.23%
<b>Total:</b>	<b>4,985,965</b>	<b>76.73%</b>