Material 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 the General Meeting’s resolutions in the form of minutes compliant to the legislation.

Ljubljana, 23 April 2013

President of the Management Board:
Rudolf Skobe, MSc
Materials for item 3 of the agenda:

SUPERVISORY BOARD’S WRITTEN REPORT ON THE APPROVAL OF ANNUAL REPORT FOR THE 2013 FINANCIAL YEAR

The General Meeting shall be presented the Supervisory Board's written report on the approval of the 2013 annual report.

Explanation:

Pursuant to Article 282 of ZGD-1, (Official Gazette of the Republic of Slovenia, No. 60/06, amended), the Supervisory Board must draw up a written report for the General Meeting in which it explains how it reviewed all of the bases for the annual report and the governance of the Company during the financial year.

In Ljubljana, 23 April 2013

President of the Supervisory Board: Borut Jamnik

Enclosed: Report of the Supervisory Board
REPORT OF THE SUPERVISORY BOARD OF TELEKOM SLOVENIJE, D.D., FOR THE 2013 FINANCIAL YEAR

The composition of the Supervisory Board changed twice during the 2013 financial year. The Supervisory Board functioned in the following composition until the expiration of its term of office on 26 April 2013: Tomaž Berginc, MSc, Dr Tomaž Kalin, Dr Marko Hočevar, Dr Jaroslav Berce, Nataša Štelcer, MSc, Franci Mugerle, Milan Richter, Branko Sparavec and Martin Gorišek.

Following the expiration of the term of office of the aforementioned members, the General Meeting of Shareholders appointed new shareholder representatives to the Supervisory Board in February. Borut Jamnik, Adolf Zupan, MSc, Tomaž Berločnik, MSc and Bernarda Babič, MSc were appointed to the Supervisory Board, effective 27 April 2013. In July the General Meeting of Shareholders appointed two additional members to the Supervisory Board: Dr Marko Hočevar and Matej Golob Matzele.

The term of office of employee representatives to the Supervisory Board expired on 14 November 2013. Milan Richter, Martin Gorišek and Dean Žigon were elected to the Supervisory Board by employee representatives.

Borut Jamnik was President and Adolf Zupan, MSc and Milan Richter served as Vice-Presidents of the Supervisory Board at the end 2013.

Work of the Supervisory Board
Telekom Slovenije's Supervisory Board met at 18 sessions in 2013: 16 were regular sessions and two correspondence sessions. The Supervisory Board met at nine regular sessions and one correspondence session in its new composition. Sessions were held at the Company’s registered office.

The Supervisory Board prudently and responsibly monitored and supervised the operations of Telekom Slovenije and the Telekom Slovenije Group as a whole, adopted the Group’s strategic plan and business plan for 2014, gave its consent to the appointment of managing directors of subsidiaries and to the sale of the Group’s participating interest in Primo and Media Works. With the change to the Company’s Articles of Association in July 2013, the Management Board was given greater authority regarding the adoption of decisions at subsidiaries.

The Supervisory Board will continue to regularly monitor the implementation of the Company’s business plans and new strategy, which will help the Company and Group achieve the planned results in the future, while operations will be comparable with the best companies in the sector.

Work of Supervisory Board committees
The Supervisory Board had four committees in 2013. Those committees discussed topics related to the Supervisory Board’s work and advised the latter in important matters. This contributed significantly to improving the work and effectiveness of the Supervisory Board. The work of committees is described in detail in the section, Corporate governance, in the Business Report section of the annual report.
Assessment of the work of the Management Board and Supervisory Board

On the basis of the aforementioned continuous monitoring and supervision of the management of Telekom Slovenije and Group companies during the 2013 financial year and based on the consolidated annual report of the Telekom Slovenije Group for 2013, compiled and submitted by the Management Board, the Supervisory Board assesses that the annual report and disclosures contained therein reflect the actual situation and position of the Telekom Slovenije Group.

The Supervisory Board assesses the work of the Management Board in the current economic conditions as very good. The Management Board and Supervisory Board worked well together at sessions, while the presidents of the Management Board and Supervisory Board communicated regularly between sessions. The Supervisory Board monitored possible conflicts of interest between its members, and in two cases excused members of the aforementioned body from discussions. ¹

Approval of the annual report and the proposed use of the distributable profit for 2013

The Supervisory Board thoroughly reviewed the annual report of Telekom Slovenije, d. d. and the Telekom Slovenije Group for 2013 by the legally prescribed deadline. The Supervisory Board finds that the Telekom Slovenije Group operated in accordance with recasts during the 2013 financial year.

The Supervisory Board was briefed on and discussed the audit report, in which the certified auditors of KPMG, d. o. o. find that the financial statements, which are an integral part of the annual report, present 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 or reservations regarding the audit report that would prevent the adoption of a decision to approve the annual report and consolidated annual report.

Pursuant to Article 282 of the Companies Act, the Supervisory Board hereby approves the annual report of Telekom Slovenije, d. d. and the consolidated annual report of the Telekom Slovenije Group, with the accompanying audit report for 2013.

Borut Jamnik
President of the Supervisory Board of Telekom Slovenije, d. d.

¹ GRI 4.6
Materials for item 4 of the agenda:

PROPOSAL FOR THE USE OF DISTRIButable PROFIT FOR THE 2013 FINANCIAL YEAR
WITH THE PROPOSAL FOR THE APPROVAL OF THE WORK OF THE MANAGEMENT BOARD
AND SUPERVISORY BOARD FOR THE 2013 FINANCIAL YEAR

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

resolution:

4.1 Distributable profit, which amounted to EUR 65,054,780.00 for 2013, shall be used as follows:
   a. dividends shall be paid in the amount of EUR 21,663,241.74 or EUR 3.33 gross per share
   b. the remainder in the amount of EUR 43,391,538.26 shall be brought forward to the following year.

Dividends shall be paid to shareholders who were entered in the register of shareholders with the right to dividends two working days following the adoption of this resolution at the Company's General Meeting, within 90 days following the adoption of this resolution at the General Meeting.

4.2 The General Meeting shall confer its official approval on the Management Board for its work in the 2013 financial year.

4.3 The General Meeting shall confer its official approval on the Supervisory Board for its work in the 2013 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 audited 2013 annual report has been discussed and approved by the Company's Supervisory Board. Dividends shall be paid in accordance with the results achieved, the Company's development plans and its dividend policy, while considering the already paid interim dividends.

Pursuant to the provisions of Article 294 of ZGD-1, the General Meeting shall decide on the use of distributable profit and on the conferral of official approval on the Management Board and Supervisory Board. In accordance with the recommendation of the Corporate Governance Code, the votes on the conferral of official approval shall be carried out separately for the Management Board and Supervisory Board.

In Ljubljana, 23 April 2014

President of the Management Board: Rudolf Skobe, MSc
President of the Supervisory Board: Borut Jamnik

Enclosed: Annual Report 2013 of the Telekom Slovenije Group and Telekom Slovenije, d. d.
Materials for item 5 of the agenda:

PROPOSAL FOR THE APPOINTMENT OF AN AUDITOR FOR AUDITING THE TELEKOM SLOVENIJE, D.D. FINANCIAL STATEMENTS FOR THE 2013 FINANCIAL YEAR

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

resolution:

The General Meeting shall appoint auditing company KPMG Slovenija, d.o.o. for auditing the Telekom Slovenije, d.d. financial statements for the 2013 financial year.

Explanation:

In accordance with Article 280 of ZGD-1, and the Auditing Act and on a proposal by the audit committee, the Supervisory Board proposes KPMG Slovenija, d.o.o. be appointed the auditor.

In Ljubljana, 23 April 2013

President of the Supervisory Board:
Borut Jamnik