Pursuant to Article 36 of the Articles of Association of Telekom Slovenije d.d., the Management Board of Telekom Slovenije d.d., with its registered office at Cigaletova 15, Ljubljana, hereby convenes

the 14th General Meeting of Shareholders
to be held 30 June 2008 at 2.00 pm

in the multimedia conference room at the company’s registered office.

I. AGENDA AND PROPOSED RESOLUTIONS

Opening of the General Meeting, establishing quorum and appointing the bodies of the General Meeting

Proposed resolution:

The General Meeting shall appoint the bodies thereof:
− Aleksander Čeferin shall be appointed chair of the General Meeting,
− Andraž Šuligoj in Marko Šere shall be appointed vote counters.

The General Meeting has been informed that notary Bojan Podgoršek shall be present.

Change of the company’s activities

Proposed resolution:

2.1. The activities of the company shall be amended and aligned with the Decree on the Standard Classification of Activities (Official Gazette of the Republic of Slovenia, No. 17/08) as follows:
   a) the previously registered activities of the company shall be deleted;
   b) the following activities of the company shall be re-entered:
       61.100 Telecommunication activities by cable
       61.200 Wireless telecommunication activities
       61.900 Other telecommunication activities
       60.200 Television activity
       64.190 Other monetary intermediation
       64.920 Other lending
       64.990 Other unclassified financial service activities, except insurance and the activity of pension funds
       18.110 Printing of newspapers
       18.120 Other printing
       18.130 Preparation for printing and publication
       18.140 Bookbinding and related activities
       18.200 Reproduction of recorded media
       26.110 Manufacture of electrical components
       26.120 Manufacture of electrical plates
       27.900 Manufacture of other electrical devices
       33.130 Repair of electronic and optical devices
       33.200 Installation of industrial machinery and devices
       42.220 Construction of buildings of the supply infrastructure for electricity and telecommunications
       43.110 Demolition of buildings
       43.120 Preparatory earthworks
       43.210 Installation of electrical wiring and devices
       43.220 Installation of water, gas and heating fittings and devices
       43.290 Other construction installation
43.990 Other specialised construction work
46.190 Non-specialised intermediation in the sale of various products
46.900 Non-specialised wholesale trade
47.410 Retail sales in specialised stores with computer equipment and programmes
47.420 Retail sales in specialised stores with telecommunication devices
47.510 Retail sales in specialised stores with textiles
47.640 Retail sales in specialised stores with sport equipment
47.789 Other retail sales in other specialised stores
47.890 Retail sales at stands and markets with other goods
47.910 Retail sales by post or the internet
47.990 Other retail sales outside shops, stands and markets
49.100 Warehousing
52.101 Holiday homes and resorts
52.204 Alpine homes and youth hostels
52.209 Other short-term lodgings
56.101 Restaurants and inns
58.110 Publication of books
58.120 Publication of directories
58.130 Publication of newspapers
58.140 Publication of magazines and other periodicals
58.190 Other publishing
59.200 Recording and publication of sound recordings and musicals
62.010 Computer programming
62.020 Computer equipment and programme consultancy
62.030 Management of computer equipment and systems
62.090 Other activities associated with information technology and computer services
63.110 Data processing and associated activities
63.120 Operation of websites
63.990 Other information services
64.910 Financial leasing activity
65.120 Insurance activities, excluding life insurance
65.300 Pension fund activity
66.110 Management of financial markets
68.100 Trading in own real-estate
68.200 Renting and operating own or leased real estate
69.100 Other legal activities
69.200 Accounting, bookkeeping and auditing activities, tax consultancy
70.220 Other corporate and business consultancy
71.111 Architectural design
71.129 Other engineering activities and technical consultancy
71.200 Technical testing and analyses
72.190 Research and experimental development in other fields of science and technology
73.110 Advertising agency activity
73.120 Intermediation of advertising space
73.200 Market research and public opinion surveying
74.200 Photography activity
74.300 Translating and interpreting
77.110 Rental and leasing of light motor vehicles
77.390 Rental and leasing of other machinery, devices and fixed assets
80.100 Security
80.200 Supervision of the operation of security systems
82.110 Provision of comprehensive office services
82.200 Call-centre activity
2.2. In accordance with the first paragraph of Article 329 of the Companies Act (ZGD-1), the General Meeting shall authorise the Supervisory Board to adapt the text of the Articles of Association of Telekom Slovenije d.d. to the valid adopted resolution of the General Meeting regarding changes to the company's activities.

Written report of the Supervisory Board regarding confirmation of the annual report for the 2007 financial year

Proposal for the use of the distributable profit for the 2007 financial year and proposal for discharge of the company’s Management Board and Supervisory Board for the 2007 financial year

Proposed resolution:

4.1. Distributable profit for the 2007 financial year, totalling EUR 200,195,765.47, shall be used for the following purposes:
   − payment of dividends in the amount of EUR 83,270,118.40 or EUR 12.80 per share (gross);
   − payment to members of the Supervisory Board in the total amount of EUR 135,000.00, which shall be divided among members of the Supervisory Board in equal shares with regard to time served thereon, in an amount not to exceed EUR 15,000 for an individual member;
   − the remaining distributable profit amounting to EUR 116,790,647.07 shall be allocated to other profit reserves.

Dividends shall be paid from the portion of distributable profit arising from 2007.

Dividends shall be paid to shareholders who were entered in the shareholder register as shareholders with the right to dividends two days following the adoption of this resolution at the company's General Meeting, and within 60 days following the adoption of this resolution at the company's General Meeting.

4.2. The General Meeting shall grant discharge to the Management Board for the 2007 financial year.

4.3. The General Meeting shall grant discharge to the Supervisory Board for the 2007 financial year.

Proposal for the appointment of an auditor for the auditing of Telekom Slovenije d.d.'s financial statements for the 2008 financial year

Proposed resolution:

The General Meeting shall appoint Ernst&Young, d.o.o., Dunajska 111, Ljubljana to audit Telekom Slovenije d.d.'s financial statements for the 2008 financial year.
II. MATERIALS

Materials for the General Meeting, including the annual report and the report of the company's Supervisory Board are available to shareholders for viewing at the company's registered office at Cigaletova 15, Ljubljana in the information office (ground floor) every business day following the announcement of the General Meeting from 10.00 am to 12.00 pm through 27 June 2008. The convening of the General Meeting and all the materials, including the agenda and proposed resolutions, are also accessible on the company's website at www.telekom.si and on the stock exchange's electronic information system, SEOnet.

III. PARTICIPATION AT THE GENERAL MEETING AND VOTING

The right to participate in the General Meeting and the right to vote may only be exercised by shareholders, their representatives and agents who announce their participation in writing at least three days prior to the General Meeting. Shareholders’ proxies may exercise the right to participate and the right to vote on the basis of a written authorisation, which must be deposited at the company's registered office and must remain archived at the company until rescinded. Registration for the General Meeting is considered puntual if it is received at the company's registered office up to and including 27 June 2008.

IV. RECONVENING OF THE GENERAL MEETING

If the General Meeting shall not have quorum at the appointed hour, it shall meet again on the same day at 3.00 pm, in the same location, with the same agenda. In this case, the General Meeting shall be deemed to have quorum, notwithstanding the number of shares represented.

Ljubljana, 22 April 2008

President of the Management Board:

Bojan Dremelj