The Management Board and the Supervisory Board of the Company propose the General Meeting of Telekom Slovenije, d.d. to adopt the following resolution:

**Resolution:**

The following bodies of the General Meeting be and are appointed by the General Meeting:
- Rok Čeferin as Chairman of the General Meeting,
- Robert Ernestl and Nejc Apšner as tellers of votes

The General Meeting be and informed that Bojan Podgoršek, the Notary Public, will be present at the Meeting.

**Explanatory note:**

The General Meeting shall appoint the working bodies of the Meeting, i.e., the Chairman of the General Meeting to chair the Meeting, and the tellers of votes.

A Notary Public shall be present at the Meeting to write the resolutions of the General Meeting in the form of the Notarial Deed, as required by the law.

Ljubljana, 17 March 2009

President of the Management Board: Bojan Dremelj, MSc

Vice President of the Supervisory Board: Pavel Žakelj
ELECTION OF THE CAPITAL REPRESENTING MEMBERS OF THE SUPERVISORY BOARD

The Supervisory Board of the Company proposes the General Meeting of Telekom Slovenije, d.d. to adopt the following Resolution:

The following Members of the Supervisory Board, representing the capital, be and are elected by the General Meeting of Telekom Slovenije, d. d.:

Tomaž Berginc, MSc
Ciril Kafol, MSc
Dr. Tomaž Kalin
Dr. Bogdan Topič
Dr. Marko Hočevar
Dr. Jaroslav Berce

The term of office of the Members of the Supervisory Board, representing the capital, shall commence on 26 April 2009, i.e., following the expiry of the term of the present Supervisory Board.

Explanatory note:

In accordance with the Art. 26 of the Articles of Association of Telekom Slovenije, d. d., the Supervisory Board consists of nine Members, six of which shall represent the capital. On 26 April 2005, the representatives of the capital were elected as Members of the Supervisory Board. Upon termination of the membership of some Members, other candidates were elected with the term of office commencing on the day of election by the General Meeting and ending upon expiry of the term of the present Supervisory Board.

Therefore the Supervisory Board proposes the following candidates to be elected as Members of the Supervisory Board representing the capital:

Tomaž Berginc, MSc graduated in 1986 from the Faculty of Mechanical Engineering of the University of Ljubljana and received his Master’s degree in 2002 from the School of Business and Economics of the University of Kansas, USA.

Since 2007 Mr. Berginc has been the Chairman of the Management Board of the ETI Group, Izlake. Before that he was Director of the company Slovenija online-SiOL internet, d. o. o., Ljubljana. Between 1998 and 2004 he filled several executive positions in Telekom Slovenije (Director of the Branch Office Ljubljana, Executive director of Economy and Finance, Executive director of Technical Support). In Kojinotehna d.d. Celje he filled the positions of the senior sales manager, Director of Tools and Equipment program, Sales Manager of Wholesales, Director of Wholesales, Member of the Management Board for Trade, and Deputy Chairman of the Management Board. In Železarna Štore he was the Head of the Machine Maintenance Dpt.

In Razvojni center IRC, Celje, he is the Chairman of the Supervisory Board.

Mr. Berginc qualified as Member of Supervisory Boards and Boards of Directors proposed by the Government of RS as representative of the owner, the Republic of Slovenia.

Ciril Kafol, MSc graduated in 1993 from the Faculty of Electrical Engineering and Informatics of the University of Ljubljana and received his Master’s degree in international business in 2005 from the Faculty of Economics in Ljubljana.

Since 2008 he has filled the position as Head of Strategic Development in Iskraemeco d. d., Kranj. He was Director and Executive director of Zavod za kakovost storitev in komunikacij, Ljubljana (Institute for Quality of Services and Communications), Director of the branch office of the company Iskra-sistemi sekundarne energetike, d. d. in Thailand, and project manager in Iskra Sysen, d. d.

He has knowledge and skills in the field of marketing and sales of hi-tech systems and services, and experiences as a lecturer (as tutor for the subject e-operations at the Faculty of Economics, education modules in the field of managing and control of sales for different companies, author of the seminar called "Strengths and weaknesses of outsourcing" in CISEF, execution of training courses called "Introduction to EU Funding" for the companies in the Republic of Macedonia, lecturer of the "Project Cycle Management" for civil servants of the EU associating countries at the Ministry of Finance RS) and is competent in the field of public tenders in Slovenia and abroad. He has produced a number of technical articles, scientific papers for meetings of experts,
Dr. Tomaž Kalin is an expert in the field of computer sciences and electronic communications. Since 2004 has worked as independent consultant. Before that he was Director of DANTE, Cambridge, Great Britain. He was the Secretary of State for telecommunications with the Ministry of Information Society, Deputy Director of the Jožef Stefan Institute, Secretary General of TERENA, Amsterdam, Director of the Jožef Stefan Institute and associate professor of the Faculty of Electrical Engineering and Informatics.

Dr. Kalin was active in international committees on various levels. He managed small teams (Ministry of Information Society in Slovenia, and different teams in the Netherlands and Great Britain) as well as large institutes (Jožef Stefan Institute).

Dr. Bogdan Topič graduated in 1979 from the Faculty of Mathematics and Physics of the University of Ljubljana and received his Doctor’s degree in 1988 as Doctor of Physical Sciences. Since 2008 he was Director of the company Gorenje projekt inženiring d.o.o., Ljubljana. Before that he was Director of TUV SUD, München, Branch office Slovenia. He was the Chairman of the Management Board of Slovenska razvojna družba (Slovenian development company), Director of Urad za meroslovje in standardizacijo (Metrology Institute of the Republic of Slovenia), consultant of the Minister at the Ministry of Economic Affairs, and research associate in ESA – The European Space Agency, Köln, Germany, Max-Planck Institut für Medizinische Forschung, Heidelberg, Germany, and the Jožef Stefan Institute, Ljubljana.

He is competent in the field of finance, controlling, marketing, HRM and business communications, metrology, certification and standardization.

He used to be or still is the member of the following supervisory boards or boards of directors:

- Adria Airways – Chairman of the Supervisory Board, 1998-2000
- SCT – Member of the Supervisory Board, 1999-2001
- Esotech - Member of the Supervisory Board, 2005-
- Inštitut Jožef Stefan - Member of the Board of Directors, 1998-2002
- SIST – Chairman of the Board of Directors, 2001-
- ISO - International Organization for standardization - Member of the Board of Directors, 2002-2006, 2008-
- CEN - European committee for standardization, Member of the Board of Directors, 2001-
- SFPO-Slovenska fundacija za poslovno odličnost (Slovenian Center of Professional Excellence), Chairman of the Board of Directors, 2001
- Vodi Gorica - Chairman of the Supervisory Board, 2007-

Dr. Marko Hočevar graduated in 1987 from the Faculty of Economics in Ljubljana and received his Master’s degree in 1990 and Doctor’s degree in 1994 from the same Faculty.

He is the full professor at the Faculty of Economics in Ljubljana. His subjects are accounting, auditing, controlling and management. He has managerial skills as Head of the Chair of Accounting and Auditing and Head of the Remote Study program at the Faculty of Economics.

Dr. Hočevar is the author of many scientific papers and articles. He participated in many domestic and foreign research and application projects.

He was member or chairman of the following supervisory boards:

- Lip Bled, Chairman until 2007
- BPT Tržič, until 2006
- PAP Telematika, Chairman until 2001
- Mladinska knjiga trgovina, until 1998

Dr. Jaroslav Berce graduated in 1979 from the Faculty of Electrical Engineering of the University of Ljubljana, received his Master’s degree in Computer Sciences in 1986 from the University of Mississippi, USA, and his Doctor’s degree in Social Informatics in 2004 from the Faculty of Social Sciences in Ljubljana.

Since 2007 he has been lecturer, researcher and project manager at the Faculty of Social Sciences in Ljubljana, Center for Methodology and Informatics. Before that, he was the Visiting scientist at the Institute for Prospective Technological Studies, European Commission, Directorate General Joint Research Centre, Seville, Spain. He was the Undersecretary of State in the Government Office for European Affairs, senior consultant of ICT, Deloitte & Touche, d. o. o., Ljubljana, Director and owner of SIP&A, Informacijska tehnologija in managersko svetovanje, Ljubljana, CIO, co-founder of GRAD, Informacijsko organizacijsko svetovanje in inženiring, Ljubljana, Consultant of CAD / CAM, Iskra Avtomatika – R&D Institute, Ljubljana, system engineer in Iskra Delta - Computer Systems Production and Engineering, Ljubljana, and assistant post-graduate at the Jožef Stefan Institute, Ljubljana.

He produced over 160 scientific and technical articles, monographs, papers and lectures for various publications and conferences in Slovenia and abroad (USA, Europe). Two of his articles have been published in SCI. His articles mostly cover the field of the information society and its social and economic impacts.
All candidates have produced the written statement regarding the non-compete obligation in accordance with Art. 42 of the Articles of Association of the Company and the written statement in accordance with Art. 255 of the Companies Act (ZGD-1) on non-existence of the circumstances contradicting their appointment.

The Supervisory Board is convinced that thanks to their past experience, the proposed candidates will successfully perform their duties as Members of the Supervisory Board.

Ljubljana, 17 March 2009

Vice President of the Supervisory Board:
Pavel Žakelj
The Management Board and the Supervisory Board of the Company propose the General Meeting of Telekom Slovenije, d.d. to adopt the following Resolution:

3.1. The meeting attendance fee of the Members of the Supervisory Board be and is defined as follows:

- Members of the Supervisory Board: gross EUR 275.00 per meeting,
- Chairman of the Supervisory Board (130%): gross EUR 357.50 EUR per meeting.

3.2. Members of the Supervisory Board be and are entitled to the reimbursement of costs related to their responsibilities in the Supervisory Board, in the form of the per diem allowance, travelling expense and accommodation allowance. Per diem allowances and travelling expenses are reimbursed in accordance with the regulation governing the per diem allowances and travelling expenses in Telekom Slovenije, d.d. A person is entitled to the accommodation allowance if the distance between his/her place of residence and place of work exceeds 100 kilometers and he/she is not able to return home due to the absence of the available means of public transport, or for other objective reasons.

3.3. Education and training costs for Members of the Supervisory Board in the areas important for the performance of their tasks, be and are borne by Telekom Slovenije, d.d.

Explanatory note:

On its 9th Meeting on 22 January 2009, the Government of the Republic of Slovenia adopted the Decision on submissions to the payment of meeting attendance fees and rewards in relation to limiting the effects of financial crisis. The Decision refers to the remuneration of all Members of the Supervisory Boards of public enterprises and other companies, which are fully or partly, directly or indirectly owned by the Republic of Slovenia, and subsidiaries of such companies. The Decision shall remain in effect until 31 December 2010.

During the period of validity of this Decision, the following meeting attendance fees shall apply for the Members of the Supervisory Boards of large companies to which Telekom Slovenije, d.d. belongs:

- gross EUR 275.00 for members,
- gross EUR 357.50 EUR for the chairman (130%).

During the period of validity of this Decision, Item V of the Decision RS no. 00712-35/2005/24 of 15 February 2007, providing the participation in profit sharing for Members of Supervisory Boards, shall not apply. Thus, pursuant to the decision of the General Meeting, the Members of the Supervisory Board shall not participate in the profit sharing of the company during this period.

Ljubljana, 17 March 2009

President of the Management Board: Bojan Dremelj, MSc
Vice President of the Supervisory Board: Pavel Žakelj