Material for point 2 of the agenda:

**APPOINTMENT OF THE GENERAL MEETING’S WORKING BODIES**

Telekom Slovenije d. d. Management Board and Supervisory Board propose that the General Meeting adopt the following resolution

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

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 teller for the voting, must be elected. A notary must be present at the General Meeting to write the General Meeting’s resolution in the form of minutes compliant with the legislation.

Ljubljana, 21 April 2011

President of the Management Board
Ivica Kranjčević

Chairman of the Supervisory Board
Tomaž Berginc
Material for point 3 of the agenda:

APPROVAL FOR
THE MERGER BY ACQUISITION OF MOBITEL, D. D., BY TELEKOM SLOVENIJE, D. D.

Telekom Slovenije d. d. Management Board and Supervisory Board propose that the General Meeting adopt the following resolution:

The General Meeting of Telekom Slovenije, d. d., agrees with the merger by acquisition of Mobitel, telekomunikacijske storitve, d. d., by Telekom Slovenije, d. d., in line with the contract on merger by acquisition, ref. no. SV 360/11, which is attached to this resolution and is its integral part.

Explanation:

In line with the detailed plan on “Organizational reorganization of the Telekom Slovenia Group”, which was approved by the management and supervisory boards of Telekom Slovenije, d. d., the consolidation of operations of Mobitel, d. d. and Telekom Slovenije, d. d., is carried out through the merger by acquisition of Mobitel, d. d., by Telekom Slovenije, d. d. The assets acquired and liabilities assumed were measured on 31 December 2010, and the merger by acquisition will be performed by entering it in the register of companies, which is planned for 1 July 2011.

In line with Article 582 of ZGD-1, the Management Board of Telekom Slovenije, d. d., the acquiring company, and the management of Mobitel, d. d., the acquired company, have prepared a detailed written report on the merger by acquisition, in which reasons for concluding the contract on merger by acquisition are explained and supported from the legal and economic aspects.

The Supervisory Board of the acquiring company and the management of the acquired company have prepared a report on reviewing the merger by acquisition in line with Article 584 of ZGD-1.

The merger by acquisition is carried out in line with the provisions of Article 599 of the ZGD-1 (simplified merger by acquisition) With the merger by acquisition, the acquired company ceases without being liquidated.

The contract on merger by acquisition was concluded on 8 April 2011 in the form of a notarial record.

With the contract on merger by acquisition, the acquired company transfers to the acquiring company all its assets and liabilities on the day assets acquired and liabilities assumed were measured, as well as the assets and liabilities the acquired company will acquire from the day the assets acquired and liabilities assumed were measured to the day the merger by acquisition will be entered in the register of companies. As the universal legal
successor, the acquiring company shall enter in all legal relationships to which the acquired company was subject.

The acquiring company’s capital stock will not increase after the merger by acquisition, because the acquiring company already owns all the shares of the acquired company.

The acquiring company shall protect the rights of the acquiring and acquired companies' creditors in line with the provisions of Article 592 of ZGD-1, and will notify them on this right also when announcing that the merger by acquisition was entered in the register of companies.

The acquired and acquiring companies did not grant special rights in profit-sharing to anyone. They also did not grant special benefits to the companies' managements.

The merger by acquisition will result in transferring all employees from Mobitel, d. d., to Telekom Slovenije, d. d.. The acquiring company undertakes to recognize continued period of employment to the employees from the acquired company for the period that they were employed at the acquired company, and will grant them all the rights stemming from an employment relationship related to continuous employment at one employer.

Ljubljana, 21 April 2011

President of the Management Board
Ivica Kranjčević

Chairman of the Supervisory Board
Tomaž Berginc

Attachments:
- the contract on the merger by acquisition ref. no. SV 360/11,
- annual reports of Telekom Slovenije, d. d., and Mobitel, d. d., for the last three financial years,
- the report of the Telekom Slovenije, d. d., Management Board on the merger by acquisition in compliance with Article 582 of the ZGD-1,
- the report of the Mobitel, d. d., Management Board on the merger by acquisition in compliance with Articles 582 and 584 of the ZGD-1,
- the report of the Telekom Slovenije, d. d., Supervisory Board on reviewing the merger by acquisition in compliance with Article 584 of the ZGD-1.