Materials for item 1 of the agenda:

OPENING OF THE GENERAL MEETING, THE ESTABLISHMENT OF QUORUM, AND APPOINTMENT OF GENERAL MEETING BODIES

Pursuant to the request by the shareholder representing 62.54% of the company capital stock, the company management board proposes that the General Meeting of Telekom Slovenije, d.d. adopts the following resolution:

resolution:

The General Meeting bodies shall be appointed.

Ljubljana, 28 December 2012

President of the Management Board
Rudolf Skobe, MSc
Materials for item 2 of the agenda:

PAYMENT OF INTERIM DIVIDEND

Pursuant to the request by the shareholder representing 62.54% of the company capital stock, the company management board and the supervisory board propose to the General Meeting of Telekom Slovenije, d.d., to adopt the following

Resolution:

In compliance with the powers from Article 47 of the company Statute, the General Meeting calls upon the company management board to pay the interim dividend in the maximum amount allowed according to the relevant legislative provisions. The interim dividends are to be paid to the shareholders within 30 days of the adoption of this resolution at the General Meeting.

Explanation:

In compliance with Article 47 of the company Statute, the company management board is authorized to also pay interim dividends. Since it is expected that the company will conclude the business year 2012 with net profit, the Republic of Slovenia shareholder calls upon the management board to pay interim dividends in the maximum amount permitted by the legislative provisions.

Ljubljana, 28 December 2012

President of the Management Board
Rudolf Skobe, MSc

President of the Supervisory Board
Tomaž Berginc, MSc
Materials for item 3 of the agenda:

INFORMATION ON THE EXPIRY OF THE MANDATE OF THE MEMBERS OF THE COMPANY SUPERVISORY BOARD

Pursuant to the request by the shareholder representing 62.54% of the company capital stock, the company supervisory board proposes to the General Meeting of Telekom Slovenije, d.d., to adopt the following resolution:

The General Meeting is informed that on 26 April 2013 the mandate periods shall expire for the following members of the supervisory board: Mr Tomaž Berginc, MSc, Mr Franci Mugerle, Mr Tomaž Kalin, PhD, Mr Jaroslav Berce, PhD, Mr Marko Hočevar, PhD, Ms Nataša Štelcer.

Explanation:

The General Meeting is informed that on 26 April 2013 the mandate periods shall expire for the following members of the supervisory board: Mr Tomaž Berginc, MSc, Mr Franci Mugerle, Mr Tomaž Kalin, PhD, Mr Jaroslav Berce, PhD, Mr Marko Hočevar, PhD, Ms Nataša Štelcer.

Ljubljana, 28 December 2012

President of the Supervisory Board
Tomaž Berginc, MSc
Materials for item 4 of the agenda:

APPOINTMENT OF MEMBERS OF THE SUPERVISORY BOARD

The shareholder representing 62.54% of the company capital stock proposes to the General Meeting of Telekom Slovenije, d.d. to adopt the following resolution:

4.1. The company General Meeting shall elect Mr ADOLF ZUPAN, V ragoš log 3, 8000 Novo Mesto, as a member of the Supervisory Board, for the period of four (4) years, beginning from 27 April 2013.

4.2. The company General Meeting shall elect Mr MATJAŽ JANŠA, MSc, Primožičeva 34, Ljubljana, as a member of the Supervisory Board, for the period of four (4) years, beginning from 27 April 2013.

4.3. The company General Meeting shall elect Mr MATJAŽ SAVODNIK, Gaberškova 73, Ljubljana, as a member of the Supervisory Board, for the period of four (4) years, beginning from 27 April 2013.

4.4. The company General Meeting shall elect Mr MIHA KLUN, Gornje Lepovče 118, Ribnica, as a member of the Supervisory Board, for the period of four (4) years, beginning from 27 April 2013.

4.5. The company General Meeting shall elect Mr MATEJ KOVAČ, Rojčeva 11, 1000 Ljubljana, as a member of the Supervisory Board, for the period of four (4) years, beginning from 27 April 2013.

4.6. The company General Meeting shall elect Mr TOMAŽ BERLOČNIK as a member of the Supervisory Board, for the period of four (4) years, beginning from 27 April 2013.

Explanation:

In compliance with Article 274 of ZGD-1, a proposed candidate for supervisory board must, before his election at the general Meeting, present his past professional experience and current work, as well as any circumstances that may lead to a conflict of interest or bias on his part. The proposed candidate may submit his presentation in writing, while the presentation at the General Meeting is performed by the proposer of the candidate for the supervisory board. At the General Meeting the voting can be made jointly on all members of the supervisory board only if all the shareholders that have cast their votes agree on this. At a General Meeting of a company of which securities are traded on a regulated market, the voting is made for each member separately.

In compliance with the Corporate Governance Code for Companies with State Capital Investments and the OECD Principles, the agency takes care of the formation of supervisory boards that will provide high quality supervision and will be heterogeneousy composed and, in addition to compliance with legal requirements, the members shall also fulfill the following criteria: personal integrity and business ethics, education, work experience and suitable expert knowledge, they must take into account the company's long-term interests in their work, are available in terms of time, are not economically, personally or otherwise closely connected with the company or its management board, have no potential conflict of interest, and have a good name (“fit & proper” standard).

In compliance with ZGD-1, Article 297a, paragraph (2), item 2, the following data on the proposed new members of the supervisory board are given as follows:
Adolf Zupan, M.Sc., L.L.B., director and owner of AZ Zavarovalno posredniška družba d.o.o., before that he was President of the Management Board of Zavarovalnica Tilia d.d. Novo Mesto.

Matjaž Janša, M.Sc., B.Sc. (Elec Eng), deputy director of Elektronsko Pismo Pošte Slovenije d.o.o., before that employed at the Ministry of Economy as the general director of the Directorate for Electronic Communications.

Matjaž Savodnik, B.Sc. at Technische Universitaet Wien, last employment as adviser to the general director of T-2 d.o.o., and before that at Tušmobil d.o.o.

Miha Klun, L.L.B., employed as the head of solving insurance cases at Adriatic Slovenica d.o.o., prior to that he was the head of legal department at Inles d.d.

Matej Kovač, M.A. (Management), and B.Sc. (Physics), member of the management board at IUS Legal and Business Solutions B.V., before that director for foreign markets at IUS SOFTWARE d.o.o.

Tomaž Berločnik, M.Sc. (Econ), B.Sc. (Mechanical Engineering). Since 1 February 2011 he has been the president of the management board of Petrol, d.d., before that he was president of the management board of Donit Tesnit d.d., and president of the management board of Istrabenz d.d., he was also member of Petrol d.d. supervisory board.

Considering the received request for convocation of the irregular General Meeting, the supervisory board has not been able to prepare and carry out all the prescribed procedures, and has therefore not taken a position regarding the proposed candidates. The supervisory board herewith cautions the shareholders of a possible existence of a conflict of interest with individual candidates.

Ljubljana, 28 December 2012

President of the Supervisory Board
Tomaž Berginc, MSc