Material for item 2 of the agenda:

APPOINTMENT OF THE GENERAL MEETING 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, 10 April 2015

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

SUPERVISORY BOARD’S WRITTEN REPORT ON THE APPROVAL OF ANNUAL REPORT FOR THE 2014 FINANCIAL YEAR

The General Meeting shall be presented the Supervisory Board’s written report on the approval of the 2014 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.

Ljubljana, 10 April 2015

President of the Supervisory Board:
Borut Jamnik

Enclosed: Report of the Supervisory Board
REPORT OF THE SUPERVISORY BOARD

The Supervisory Board has nine members, six of whom are shareholder representatives and three of whom are employee representatives. Members are fully liable for the performance of their supervisory function and for supervising the management of the Company’s transactions. Shareholder representatives are elected by the General Meeting of Shareholders, while employee representatives are elected by Telekom Slovenije’s Works Council. Their appointment and recall are carried out in accordance with applicable laws and the Company’s Articles of Association. Members of the Supervisory Board are elected for a period of four years and may be re-elected when their term of office expires.

In terms of employee representatives, the composition of the Supervisory Board changed during the 2014 financial year, with the resignation of Milan Richter and Martin Gorišek in April. In May the Works Council elected Primož Per and Samo Podgornik to replace Mr Richter and Mr Gorišek as employee representatives on the Supervisory Board. The replacement employee representatives were elected to the Supervisory Board for the remainder of the current term of office, which expires on 14 November 2017.

The Supervisory Board elects a president and two vice-presidents, one from the Company’s shareholder representatives and one from its employee representatives. Borut Jamnik was President and Adolf Zupan, MSc and Dean Žigon served as Vice-Presidents of the Supervisory Board at the end of 2014.

Work of the Supervisory Board

Telekom Slovenije’s Supervisory Board met at a total of 18 sessions in 2014, of which 14 were regular sessions and four were correspondence sessions. 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. It adopted the Group’s Strategic Business Plan for the period 2015 to 2019, approved the appointment of managing directors at subsidiaries, the sale of the participating interest in Gibtelecom and the consolidation of the markets in Macedonia and Bosnia and Herzegovina. It approved the settlement reached with Simobil and regularly monitored the sale of the majority stake in the Company.

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 2014. 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 2014 financial year and based on the consolidated annual report of the Telekom Slovenije Group for 2014, 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 and the specific period in which the company operates as successful. 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.²

Approval of the annual report and the proposed use of the distributable profit for 2014

The Supervisory Board thoroughly reviewed the annual report of Telekom Slovenije, d. d. and the Telekom Slovenije Group for 2014 by the legally prescribed deadline. The Supervisory Board finds that the Telekom Slovenije Group operated in accordance with forecasts during the 2014 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 2014.

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

² GRI 9.6
Material for item 4 of the agenda:

PROPOSAL FOR THE USE OF DISTRIBUTABLE PROFIT FOR THE 2014 FINANCIAL YEAR
WITH PROPOSAL FOR THE APPROVAL OF THE WORK OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD FOR THE 2014 FINANCIAL YEAR

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

resolution:

4.1 Distributable profit, which amounted to EUR 65,054,780.00 for 2014, shall be used in total for the payment of dividends in the amount of EUR 10.00 gross per share. 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 2014 financial year.

4.3 The General Meeting shall confer its official approval on the Supervisory Board for its work in the 2014 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 2014 annual report has been discussed and approved by the Company's Supervisory Board. Dividends shall be paid in accordance with the adopted Strategic Business Plan for 2015-2019.

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.

Ljubljana, 10 April 2015

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

Enclosed:
Material for item 5 of the agenda:

APPOINTMENT OF AUDITOR FOR THE 2015 FINANCIAL YEAR

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

resolution:

The General Meeting shall appoint KPMG Slovenija, d.o.o., Železna cesta 8a, Ljubljana, for the auditing of the Telekom Slovenije, d.d. financial statements for the 2015 financial year.

Explanation:

Pursuant to Article 280 of ZGD-1 and the Auditing Act, and upon a proposal by the audit committee, the Supervisory Board proposes KPMG Slovenija, d.o.o. be appointed the auditor.

Ljubljana, 10 April 2015

President of the Supervisory Board:
Borut Jamnik
Material for item 6 of the agenda:

RULES ON OTHER ENTITLEMENTS OF MEMBERS OF THE MANAGEMENT BOARD

The Supervisory Board of Telekom Slovenije, d.d. proposes that the General Meeting adopts the following resolution:

The General Meeting shall be informed on the Rules on Other Entitlements of the Members of the Management Board.

Explanation:

Pursuant to Article 6 of the Act Governing the Remuneration of Managers of Companies with Majority Ownership held by the Republic of Slovenia or Self-Governing Local Communities, Official Gazette of the Republic of Slovenia, no. 21/10 (Zakon o prejemkih poslovodnih oseb v gospodarskih družbah v večinskih lasti Republike Slovenije in samoupravnih lokalnih skupnosti, Uradni list RS, št. 21/10), a supervisory body shall determine the rules according to which other entitlements of managers (use of company car, credit cards, preventive health checks, the payment of social, health and other insurance, supplementary training, representation and entertainment expenses, etc.) are set out in the employment contract. In compliance with the above stated Act, the Supervisory Board is obliged to inform the General Meeting on these rules.

At its 28th meeting held on 8 April 2015 the Supervisory Board adopted the Rules on Other Entitlements of Members of the Management Board (Pravila o drugih pravicah člana uprave). Compared to the rules that the General Meeting was informed on at 1 July 2010, these rules limit in value the entitlement to training and professional improvement; the right to use a company vehicle for business and personal use has been defined as entitlement to an executive class vehicle; entitlement to annual preventive and recreational treatment at a spa has been eliminated.

Ljubljana, 10 April 2015

President of the Supervisory Board:
Borut Jamnik

Enclosed: Rules on Other Entitlements of Members of the Management Board
Pursuant to Article 6 of the Act Governing the Remuneration of Managers of Companies with Majority Ownership held by the Republic of Slovenia or Self-Governing Local Communities Official Gazette of the Republic of Slovenia, no. 21/10, the Supervisory Board at its 28th meeting held on 8 April 2015 adopted the

**RULES ON OTHER ENTITLEMENTS OF MEMBERS OF THE MANAGEMENT BOARD**

I.

Members of the Management Board shall have the following other entitlements:

1. Company telecommunications connection at the member’s actual place of the residence, and a mobile phone with unlimited usage;
2. The use of broadband services;
3. Training and professional improvement in fields required for good and effective performance of the functions and obligations as a member of the Management Board which must not exceed the average monthly salary of the individual member of the board per year;
4. The right to use an executive class company vehicle for business and personal use;
5. The entitlement to annual preventive manager health check in the amount of up to EUR 1,000;
6. The right to risk life insurance for death, and to individual insurance for accident (accidental death, disability, treatment costs) with annual allowance of maximum EUR 2,500 insurance premium;
7. Entitlement to insurance of responsibility in accordance with the annual contract with insurance company under the same conditions that have applied to all Supervisory Board members and members of the management and supervisory bodies in companies of the Telekom Slovenije Group;
8. The right to 100% salary compensation for sick leave with the difference being charged to the company;
9. The entitlement to compensation for supplementary pension insurance premium up to the amount that counts as tax relief for the company;
10. To use company payment card for company costs which is to be used strictly for the company business purposes;
11. The right to compensation for adherence to the competition clause in the amount of 12 monthly salaries; one salary is the average of the last three salaries of the member of the Management Board.

II.

This resolution shall apply beginning with the day it is adopted.

President of the Supervisory Board:
Borut Jamnik