Pursuant to the provisions of Article 36 of the Telekom Slovenije, d. d., Statute, the Management Board of Telekom Slovenije, d.d., with the headquarters in Ljubljana, Cigaletova 15, herewith calls

the 26th General Meeting of Shareholders of Telekom Slovenije, d. d.,
that will take place on 15 May 2015 at 2 PM
in the Multimedia Hall at the company’s headquarters

Agenda and proposed resolutions:

1. Opening of the General Meeting and the establishment of quorum

2. Appointment of General Meeting bodies

Proposed 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.

3. Supervisory Board’s written report on the approval of the annual report for the 2014 financial year

4. 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 the Supervisory Board for the 2014 financial year

Proposed 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 shall be paid 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.

5. Proposal for the appointment of the auditor for the 2015 financial year

Proposed resolution:

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

6. Rules on other entitlements of members of the Management Board

Proposed resolution:

The General Meeting shall be informed on the Rules on Other Entitlements of Members of the Management Board.
**Materials for the General Meeting**
From the day this call is published on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES, www.ajpes.si), to the day the General Meeting is held, full materials for the General Meeting are available to shareholders at information office at the Company’s headquarters, Cigaletova 15, Ljubljana, every working day from 10 AM to noon.

The convocation of the meeting and all the materials with the agenda and proposed resolutions are also published on the Company’s website at [http://en.telekom.si/investor-relations/shareholders-meeting](http://en.telekom.si/investor-relations/shareholders-meeting) and at the Ljubljana Stock Exchange e-notification system seonet.ljse.si.

**Adding items on the agenda**
Shareholders holding at least 5% of the company stock can request in writing that items be added to the agenda within seven days after the General Meeting is called. The request needs to include a written proposed resolution that the General Meeting is to vote on or, in the case that the General Meeting would not adopt a resolution on the particular item, an explanation of the item. In line with paragraph 3 of Article 298 of the Companies Act-1 (ZGD-1), the Company's Management Board shall publish those additional agenda items that shareholders shall request within seven days of the issuance of the call for General Meeting at the latest. Shareholders can also send requests for additional items on the agenda by e-mail to skupscina@telekom.si.

**The proposals of shareholders**
Shareholders can add written proposed resolutions to any item on the agenda in accordance with paragraph 1 of Article 300 and Article 301 of ZGD-1. In the same manner that it issued the call for the General Meeting, the company’s Management Board will publish the proposals that fulfill the following conditions:
- they are sent to the Company within seven days of the call for the General Meeting,
- they are well founded,
- for which the shareholder proposing them would say that he/she would object to the proposal of the management or supervisory boards and persuade other shareholders to vote for his/her proposal.

Regardless of the above, shareholders do not need to provide an explanation for an election nomination in accordance with Article 301 of the ZGD-1.

The shareholder's proposal shall be published and communicated in a manner defined in Article 296 of the ZGD-1 if the shareholder sent a reasonably founded proposal to the Company within seven days of the call for General Meeting. Shareholders can file proposed resolutions and election nominations also by e-mail at skupscina@telekom.si.

**Right to information**
The shareholder can exercise his/her right to information in accordance with paragraph 1 of Article 305 of the ZGD-1 at the General Meeting. Detailed information on shareholders’ rights from paragraph 1 of article 298, paragraph 1 of Article 300, and articles 301 and 305 of the ZGD-1 are available at the Company's website [http://en.telekom.si/investor-relations/shareholders-meeting](http://en.telekom.si/investor-relations/shareholders-meeting).

**Conditions for participation and voting at the General Meeting**
The right to attend the General Meeting and vote can be exercised by shareholders registered at the central register of securities at the Central Securities Clearing Corporation (KDD) at the end of the fourth day before the General Meeting (cut-off date).
The right to participate in the General Meeting and vote may only be exercised by the shareholders, their representatives or proxies who announce their participation by 3:30 PM on 12 May 2015 in a written application addressed to the Company's information office that needs to be sent to the Company's headquarters, or faxed to +386 1 231 47 36, or e-mailed to skupscina@telekom.si. At the request of the Company, shareholders and their representatives or proxies need to identify themselves with a personal document or a written authorization, and legal representatives must present an extract from the judicial record.

The authorizations need to be in written form and need to comprise general data (name, surname, address, unique personal identification number, or the name of the company, its headquarters and registration number) of the person or company giving the authorization and the proxy, as well as the signature of the authorizing party. The authorization form for exercising the voting right is available at the information office at the Company's registered office at Cigaletova 15 in Ljubljana every business day between 10 AM and noon, and in electronic form at the Company's website http://en.telekom.si/investor-relations/shareholders-meeting from the day this call is published at the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES). The authorization can be sent to the Company via e-mail as a scanned document in an attachment to skupscina@telekom.si. The Company reserves the right to check the authenticity of the shareholder authorizing a proxy via e-mail.

**Invitation to major shareholders to inform the public on their governance policy**

In compliance with the Corporate Governance Code, section 4.2., the company is inviting the major shareholders, in particular the institutions and the state, to inform the public on their governance policy regarding the investment in the Telekom Slovenije, d.d. public limited company. Information to the public should include at least the voting policy, the type and frequency of the governance activities and the dynamics of communication with the bodies of the company management and control.

**Other notifications**

The Company reserves the right to check the authenticity of the shareholder sending additional items to the agenda, resolution proposals or election nomination via e-mail.

The total number of outstanding company shares on the date of this convocation of the General Meeting was 6,535,478. Of these 6,505,478 have voting rights. All shares are of the same class.

We would like to ask the participants in the General Meeting to arrive at least half an hour before the meeting starts to register and take over the voting device.

If there is no quorum at the announced hour, the General Meeting will be reconvened on the same day in the same premises and with the same agenda at 3 PM. In this case it will be considered that there is a quorum regardless of the number of represented shares.

Ljubljana, 10 April 2015

President of the Management Board
Rudolf Skobe, MSc