

**“Mtel” a.d. BANJA LUKA**  
**- MANAGEMENT BOARD –**

**No:** 1-02-27202/23

**Date:** 19/05/2023

Pursuant to the Article 272 of the Law on Commercial Companies (Official Gazette of the Republic of Srpska, no. 127/08, 58/09, 100/11, 67/13, 100/17, 82/19, and 17/23), Articles 19, 21 and 33 of the Company Statute, and the Article 3 of the Management Board's Rules of Procedure, the Company Management Board issues the:

**INVITATION**  
**to the 47<sup>th</sup> Shareholders Assembly of the**  
**Telekomunikacije Republike Srpske a.d. Banja Luka**

**I**

The 47<sup>th</sup> Shareholders Assembly will be held on the day of **27 June 2023** (Tuesday) **at 13:00**, in the Mtel's building, address: Mladena Stojanovića 8, Banja Luka.

The following agenda is proposed for the Assembly session:

**AGENDA**

1. Consideration of the proposal and passing of the Decision on Appointment of the Shareholders Assembly Chairman.
2. Consideration and adoption of the Minutes from the 46<sup>th</sup> Shareholders Assembly.
3. Consideration and passing of the Decision on Adoption of the Annual Report for the Business Year 2022 with the Statement on Harmonization of the Organization and Activities with the Code of Conduct (Corporate Management Standards).
4. Consideration and passing of the Decision on Adoption of the Management Board Report related to the Mtel a.d. Banja Luka Financial Reports for the Year 2022.
5. Consideration and passing of the Decision on Adoption of the Auditing Board Report on accounting, reporting, and financial operations of the Company and its Affiliates.
6. Consideration and passing of the Decision on Adoption of the Audited Mtel a.d. Banja Luka Financial Reports for the Year 2022, with the internationally recognized independent auditor's Report.
7. Consideration and passing of the Decision on Adoption of the Auditing Board Report on harmonization of the Company's activities with the legal and other regulatory requirements.
8. Consideration and passing of the Decision on Adoption of the Auditing Board Report on contracts concluded between the Company and the Affiliates.

9. Consideration and passing of the Decision on Adoption of the Work Report of the Mtel a.d. Banja Luka Management Board for the Year 2022.
10. Consideration and passing of the Decision on Adoption of the Work Report of the Mtel a.d. Banja Luka Auditing Board for the Year 2022.
11. Consideration and passing of the Decision on Distribution of Profit from the Year 2022.
12. Consideration of the proposal and passing of the Decision on Appointment of the Internationally Recognized Independent Auditor for audit of the Mtel a.d. Banja Luka Financial Reports for 2024.
13. Consideration of the proposal and passing of the Decision on Appointment of the Telekomunikacije Republike Srpske a.d. Banja Luka Management Board member.
14. Consideration of the proposal and passing of the Decision on Appointment of the Telekomunikacije Republike Srpske a.d. Banja Luka Auditing Board member.

## II

The total number of voting shares at the 47<sup>th</sup> Shareholders Assembly is 491.383.755 of the ordinary (regular) voting shares. All shares belong to the “A” class with the same rights, ordinary and registered. The Assembly session quorum includes the Shareholders who possess the majority of the total voting shares related to the particular issue (ordinary majority). For the purpose of passing all proposed decisions, it is required the ordinary majority of the votes of the present or represented Shareholders, and the Shareholders who opted for voting in writing.

The Invitation to the Shareholders Assembly session with proposals of the decisions and other materials, upon which the Assembly shall decide, are available to the Shareholders on the Internet sites of the Company, [www.mtel.ba](http://www.mtel.ba), and Stock Exchange, [www.blberza.com](http://www.blberza.com), respectively, and in the Company premises in Banja Luka, address: Vuka Karadžića 2. The insight may be performed every workday from 09:00 to 15:00, from the date of the Invitation announcement to the date of the Assembly session. The Invitation to the 47<sup>th</sup> Shareholders Assembly session is announced in two daily papers, registered on the Republic of Srpska territory: “Glas Srpske” and “Nezavisne novine”.

The Shareholders have the right to participate and vote on the Assembly session according to the Central Securities Register Report, with the status as on the tenth day prior the Shareholders Assembly session, i.e. on the day of 17 June 2023. Each Shareholder has the right to attend the Assembly sessions in person, or by proxy, and participate in its work and decision-making process, as well as the right to submit proposals, ask questions, and receive answers, all related to the Assembly Agenda.

The Shareholder, or the Shareholders, who possess or represent at least 10% of the voting shares may propose and request from the Management Board in writing to include at most two new issues into the Assembly Agenda, within seven days from the date of issuance of this Invitation to the SA session.

The proposals for amendment of the agenda are submitted to the Management Board in the Company seat in writing, and include the rationale for submitting the proposal, proposal of the Decision, names of the Shareholders who submitted the proposal and the number of votes at their disposal.

Should the Management Board fail to respond to the Shareholders' request within 72 hours from the day of its reception, or dismiss the request, the relevant court is authorized to order the Board, in the non-litigation procedure instigated upon the request of any of those Shareholders, which must be submitted within further 48 hours, to comply with their request, which the court should decide within 48 hours from the request reception.

The Shareholder realizes the right to vote in person or by proxy. As a rule, the Power of Attorney is given in writing, but it may also be issued in the electronic form, providing the authenticity of the statement is secured. The Power of Attorney is given to the proxy and, also, communicated to the Company seat. The Shareholders Power of Attorney must be certified by the relevant authority or the Company's legal representative and, if the Power of Attorney is given by the Shareholder – legal entity, it is certified with the stamp and signature of the authorized person. Notification on appointment of the proxy may be communicated to the Company electronically, by mail to the following address: [akcionar@mtel.ba](mailto:akcionar@mtel.ba)

The Shareholders' registration and attendance recording will be performed in the Mtel's business premises in Banja Luka, one hour before the Assembly session commencement. If the session is not held on the abovementioned date due to the lack of quorum, the new Assembly session will be held on the day of 28 June 2023 (Wednesday) at the same time, on the same venue, and with the same agenda.

We hereby invite all the Shareholders to take part in the Shareholders Assembly activities in person, by means of a proxy, or by voting in writing.

Written statement on voting should be submitted to the Company seat in Banja Luka, Vuka Karadzica 2, at latest one day before the date of the Shareholders Assembly session.

The issues related to the Shareholder's rights, which are not mentioned herein, shall be subject to the provisions of the Law on Commercial Companies (Official Gazette of the Republic of Srpska, no. 127/08, 58/09, 100/11, 67/13, 100/17, 82/19, and 17/23).

**MANAGEMENT BOARD CHAIRMAN**  
**Vladimir Lucic**