

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

**No:** 1-02-27953/24

**Date:** 13/05/2024

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

### **I**

The 48<sup>th</sup> Shareholders Assembly Session will be held on the day of **19 June 2024** (Wednesday) 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 47<sup>th</sup> Shareholders Assembly.
3. Consideration and passing of the Decision on Adoption of the Annual Report for the Business Year 2023 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 2023.
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 2023, 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 related Entities.
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 2023.
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 2023.
11. Consideration and passing of the Decision on Distribution of Profit from the Year 2023.

12. Consideration and passing of the Decision on Payment of the Dividend from the 2023 Profit.
13. Consideration of the proposal and passing of the Decision on Appointment of the Internationally Recognized Independent Auditor for the auditing of the Mtel a.d. Banja Luka Financial Reports for 2025.
14. Consideration of the proposal and passing of the Decision on Appointment of the Telekomunikacije Republike Srpske a.d. Banja Luka Management Board member.

## II

The total number of voting shares at the 48<sup>th</sup> Shareholders Assembly Session is 491.383.755 regular shares with voting rights. All shares are in the “A” class with the same rights, regular, and registered. The quorum for the Shareholders Assembly Session includes the shareholders who hold the majority of the total number of voting shares that are relevant for the particular issue (qualified majority). The passing of all proposed decisions requires a qualified majority of votes from the present or represented shareholders, and the shareholders who have opted to vote 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 respective Company - [www.mtel.ba](http://www.mtel.ba) and Stock Exchange - [www.blberza.com](http://www.blberza.com) Internet sites, and in the Company premises in Banja Luka, address: Vuka Karadžića 2, from 09:00 to 15:00, from the Invitation publishing date to the Assembly Session date. The Invitation to the 48<sup>th</sup> Shareholders Assembly Session is published in two daily papers that are registered in the Republic of Srpska territory, namely “Glas Srpske” and “Nezavisne novine”.

The Shareholders have the right to participate and vote on the Shareholders Assembly Session according to the Central Register of Securities Report, with the status as of ten days prior to the Shareholders Assembly Session date, namely on 9 June 2024. Each shareholder is entitled to attend the Shareholders Assembly sessions personally, or by means of a proxy, participate in its work and decision-making process, and has the right to submit proposals, make inquiries, and receive responses related to the Assembly Session Agenda.

A shareholder or the shareholders who have or represent at least 10% of the shares with voting right may propose and request in writing from the Management Board that a maximum of two new issues are included into the Assembly session Agenda, within seven days from the day of this Shareholders Assembly session convening announcement.

The proposals for amendment of the Assembly session Agenda are submitted to the Management Board in the Company seat in written form and with stated rationale, proposal of the Decision, names of the shareholders submitting the proposal, and the number of voting shares they hold.

Should the Management Board fail to respond to the shareholders’ request or reject the request, within 72 hours from the day of receiving the request, the relevant court has the jurisdiction, in the extraordinary procedure and upon the request of any of the shareholders that must be submitted within further 48 hours, to issue an order to satisfy the mentioned request, the decision on which is reached within 48 hours upon the reception of the request.

The shareholders realize the voting right in person or through a proxy. As a rule, the power of attorney is issued in written form, but may also be given in electronic form, should the authenticity of the statement be secured. The power of attorney is given to the proxy and submitted to the Company seat. The shareholder’s power of attorney must be certified by the relevant authority or an authorized person of the Company and, should the power of attorney be issued by a shareholder – legal entity, it must be

certified with the stamp and signature of the authorized person. The notification on appointment of a proxy may be submitted to the Company in electronic form to the mail 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 commencement of the Assembly session. Should the session not be held on the abovementioned date, due to the lack of quorum, the new Assembly session will be held on the day of 20 June 2024 (Thursday) at the same time, at the same venue, and with the same Agenda.

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

Written statement on voting should be submitted to the Company seat at latest one day before the date of the Shareholders Assembly session.

All issues related to the shareholders' rights, which are not mentioned hereunder, 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 Lučić**