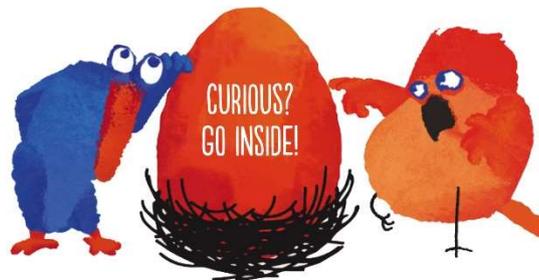




# **A1 Group Guidelines Anti-Corruption and Conflicts of Interest**

- Fighting Corruption
- Avoiding and Dealing with Conflicts of Interest
- Gifts and Invitations
- Sponsoring, Donations and Advertising
- Management Consulting and Lobbying
- Code of Conduct for Lobbying Activities and In-House Lobbyists of A1 Telekom Austria Group



**Integrity is the basis of our business.  
honest. fair. transparent.**

April 2021

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## Preamble

"Team, trust and agility" are our guiding principles. They guide us as we realise our vision of "Empowering Digital Life" for our customers and society. We actively assume ecological, social, environmental responsibility and see Environmental, Social & Corporate Governance (ESG) as a long-term value driver. Our active fight against all forms of corruption and a strict commitment to the UN Global Compact Principles are an important part of this.

For us, it is important not only that we achieve our goals, it is also important HOW we achieve our goals. Ethically and legally impeccable conduct is a necessary prerequisite so that customers, employees and all stakeholders can trust us. In other words: integrity is the basis of our business. For us, integrity is more important than short-term business success. In case of doubt, we would rather forego business than enter into transactions that conflict with the law or our internal guidelines.

To support this, we give ourselves clear rules defining what is allowed, but also what is not allowed. Of course we adhere to legal regulations and to our internal rules, the Code of Conduct and the compliance guidelines.

Everyone knows that there is not a rule in place for every situation where a decision has to be made. But how do we behave in those cases? The answer is "ethically and with integrity" or in an "honest. fair. transparent." manner!

Acting with integrity in our daily business life is essential for the sustainable business success and reputation of the A1 Telekom Austria Group. It's purely up to us!

We trust our business partners to conduct themselves with integrity and in full accordance with the law as well.

The fight against corruption is an important part of our ESG strategy

Right results and right way

# 1 Definition and Reason for these Guidelines

Trust and fairness characterise the way we deal with our business partners. We do not tolerate bribery or corruption in any form.

The goal of these guidelines is to ensure that all relevant legal anti-corruption regulations including the FCPA (US Foreign Corrupt Practices Act) and the UK Bribery Act are observed across the Group.

Violations of these guidelines are punished resolutely and without regard to rank and position of the persons concerned.

These guidelines help us to avoid or mitigate the costs, risks and damage of involvement in bribery, to promote trust and confidence in business dealings and to enhance our company's reputation.

First and foremost, our managers are responsible for integrity in our business by setting the appropriate tone at the top. Leadership commitment is key to establishing a culture of integrity, transparency, openness and compliance. The nature of our culture is critical to the success or failure of our anti-bribery management system that complies to the ISO 37001 (anti-bribery management system) standard. Every individual behaving with integrity is the indispensable basis for sustainable business success.

Unresolved conflicts of interest can also lead to serious damage. There is a conflict of interest when business, financial, family, political or personal interests could interfere with the judgment of persons carrying out their duties for the organisation. These guidelines provide help in avoiding or resolving a conflict of interest of this nature.

Tone at the top / middle

# 2 Fighting Corruption

Corruption is a widespread phenomenon raising serious social, moral, economic and political concerns, undermining good governance, hindering development and distorting competition. It also increases the cost of doing business, introduces uncertainties into commercial transactions, destroys trust and interferes with the fair and efficient operation of markets.

The reputation of the A1 Telekom Austria Group is formed by the way we interact with our business partners. We obey the law and treat our business partners, as we would like to be treated ourselves. Our relationships with business partners are characterised by trust and fairness. We must not allow private interests and personal advantages to interfere with our business decisions.

We win contracts fairly, based on the quality and price of our attractive products and services. Accordingly, we will never offer, promise or grant illegal benefits to public officials or decision-makers in the private industry in order to win a contract. This includes but is not limited to gifts, loans, assets, hospitality, travel, vacation, payment of commissions or rewards in the form of benefits in cash or in kind, job offers, special personal services that are offered or given with the intention of doing so

- to gain an undue advantage or
- to put someone under moral pressure to get this advantage or
- to influence a decision.

Moreover, within the scope of their work, all employees and managers have the responsibility to ensure that external parties do not have the opportunity to exert improper influence on decisions made by the A1 Telekom Austria Group.

No employee or manager will suffer retaliation, discrimination or disciplinary action for refusing to engage in bribery or for revealing a corrupt act.

Corruption is the abuse of entrusted power for private gain

Trust and fairness

No bribery!

## 2.1 Ban on Bribery

In dealing with business partners, customers, suppliers, the authorities and other public officials, all employees and managers, without exception, are prohibited from offering, promising or granting, directly or indirectly, financial or other advantages or approving such advantages if by doing so the recipient is to be induced to commit an unlawful act or omission. Offers, promises, gifts, hospitality, entertainment / invitations and other benefits of this nature may also not be made if they can be understood as an attempt to improperly influence a public official or a business partner in the private sector. We avoid any appearance of inappropriateness and dishonesty.

We do not  
bribe! No  
excuse!

Furthermore, granting advantages to public officials is subject to particularly strict regulations. In this case, granting benefits even for dutiful official acts of the public official is only permitted to a very limited extent. Strictly forbidden are payments or any other advantages (anything of value) to influence an act or decision of a public official, to influence the enactment or promulgation of legislation or regulations, or to induce public officials to misuse their influence to shape or have an impact on an act or decision of the government for the purpose of obtaining or retaining business for or with, or directing business to any person.

Benefits of minimal value that are characteristic of the particular place and country are allowed, as are benefits within the scope of an event that the public official has a justified objective reason for attending. For more details, see 4.3.

If there is an advantage in reciprocity for accelerating or ensuring an official act, this is illegal and there is a ban on making such "facilitation payments". It is not a breach of this guidelines if not paying would endanger the personal health of employees or close relatives ("extortion payments"). Such incidents must be reported to the Compliance manager.

Facilitation  
payments  
prohibited

If we are requested by public officials or by decision-makers in private industry to grant unfair advantages or if we perceive acts of bribery in the company, we inform our manager or report this on the tell.me whistleblowing portal of the A1 Telekom Austria Group ([www.bkms-system.net/tell.me](http://www.bkms-system.net/tell.me)) or to a Compliance manager (for a contact list, see [www.A1.group/compliance](http://www.A1.group/compliance)).

Demands  
for bribery  
are to be  
reported

## 2.2 Ban on Corruptibility / Inbound Bribery

We make our business decisions exclusively in the interests of the A1 Telekom Austria Group putting aside personal interests. When making business decisions, we cannot allow ourselves to be influenced by business associates that offer or promise us improper benefits, and we will not accept such benefits if they are offered to us. In addition, we do not request our suppliers or other business partners to grant us any improper advantages.

We cannot  
be bribed!  
No excuse!

We wish to avoid even the slightest perception that undue advantages granted to us might influence our business decisions. Whenever we are uncertain if we are allowed to accept a gift, an invitation to a business meal or any other benefit from a business associate, we can check this by means of the section "Gifts & invitations" below. For open questions, we contact our manager or a Compliance manager or send an e-mail to "[ask.me@A1.group](mailto:ask.me@A1.group)".

If undue advantages are offered, promised or granted to us or if we perceive instances of corruption in the company, we inform our manager or report it on the [tell.me whistleblowing portal](#) of the A1 Telekom Austria Group or to a Compliance manager.

Attempts at  
bribery are  
to be  
reported

## 2.3 Ban on Bribing through Third Parties

Employees of the A1 Telekom Austria Group are not permitted to grant indirect financial or other advantages to a business partner, consultant, agent, intermediary or other third party, or to approve an advantage of this nature, if circumstances indicate that they are wholly or partially being used, directly or indirectly, to induce a public official or a person in the private sector to commit an illicit act or omission or to influence a public official in some other way that is not allowed.

In this regard, the A1 Telekom Austria Group places high demands on the integrity of business partners that are also included in contractual agreements. The A1 Telekom Austria Group will either not cooperate with business associates or persons acting on its behalf who have a track record of acting without integrity or of illegal business conduct (particularly corruption) or establish appropriate measures to ensure ethical and legal behaviour.

Within the framework of business partner selection, a risk-based, documented business partner integrity check will be conducted.

We work only with business partners of integrity

We check the integrity of our business partners

## 2.4 Mergers & Acquisitions

Within the scope of buying and selling majority and minority interests, in the context of risk identification of the investment or divestment decision, important Compliance risks must be appropriately recorded and considered accordingly (risk-based Compliance due diligence).

It is particularly important to ensure that when commissioning consultants, intermediaries or other third parties in the M&A process, not to tolerate any form of corruption whatsoever.

The Compliance department must be involved in due course to make sure that the targeted companies themselves, their owners, their managers or the ultimate beneficiary as well as the structure of the deal do not expose the A1 Telekom Austria Group to an undue Compliance risk.

After the acquisition, the integration must include a plan for mitigating possible remaining Compliance risks and for quickly implementing the standard A1 Telekom Austria Group Compliance Management System at the acquired company. The implementation progress must be reported regularly to Group Compliance.

Inherent Compliance risks of M&A must be mitigated

## 3 Avoiding and Dealing with Conflicts of Interest

Everything we do within the scope of our professional tasks is oriented towards the interests of the company. All employees and managers are called upon to avoid situations in which their personal or financial interests conflict or could conflict with the interests of the A1 Telekom Austria Group. We avoid situations that could give any impression that our business decisions are influenced by personal interests.

However, it is not always possible to prevent such conflicts of interest. Without being asked, we fully inform our manager in advance about anything that could be a possible conflict of interest as soon as possible.

We disclose any conflict of interest to our manager

### 3.1 Conflicts of Interest from Secondary Employment

Secondary employment is any activity outside of the primary place of work at A1 Telekom Austria Group in which an employee works for a third party to a significant extent – irrespective of whether the work is paid or not paid. This also applies to self-employment as secondary employment.

We are not allowed to engage in secondary employment that is contrary to the interests of the A1 Telekom Austria Group, in particular if prohibited by reasons related to competition or if the reputation of the A1 Telekom Austria Group might be negatively affected. Paid secondary employment must be reported and, if it impedes one's professional duties in the A1 Telekom Austria Group, it can be prohibited by Human Resources<sup>1</sup>. Board activities in companies outside the A1 Telekom Austria Group (e.g. management board, supervisory board or advisory board) have to be reported as well.

Employees and managers are not required to report occasional writing activities, lectures, volunteer work and comparable incidental activities, as long as the time spent does not negatively affect the employee's work.

Secondary employment and external board functions to be reported

### 3.2 Private Investments

Employees who influence or can exert influence on the awarding of contracts of purchase must disclose their stake in the company of a possible business partner to their manager and the relevant business unit negotiating the contract, if the stake exceeds 5%. This also applies to stakes of close relatives (spouse, partner, children, siblings, parents, close relatives of spouses and persons at least one year living together in the same household).

Shares held in companies competing with the A1 Telekom Austria Group on the same markets that allow a business influence<sup>2</sup> are subject to approval by the Management Board

Personal influence on business partners

### 3.3 Conflicts of Interest with Close Relatives

The following internal business relations with close relatives (definition see 3.2) must be reported to the manager and Human Resources as soon as possible:

- Authority or supervisory power of the one over the other
- Handling of financial or material assets

If we know that close relatives are involved in contractual negotiations on behalf of a business partner, this fact must be properly reported to the employee's manager and the business unit negotiating the contract.

Report critical business relations with close relatives

<sup>1</sup> Local labour law regulations must be observed.

<sup>2</sup> A business influence always exists if the management can be influenced through the interests held. This is not dependent on any threshold, but always applicable in the case of a strategic minority share (25% plus one share).

### 3.4 Conflicts of interest from functions in associations

We also report possible conflicts of interest if close relatives or we are involved in decision-making both as an organ of an association and in a function in the company.

We inform our superior

### 3.5 Handling Company Property

We handle company property at our disposal properly and with care. We do not use company property for private purposes or for activities that do not serve the purpose of the company. Private use of company property is permitted only if allowed by the respective regulations or if it is company practice.

Intellectual property such as copyrights, trademarks and patent rights are valuable assets that we protect against unauthorised use.

Personal use of company property

### 3.6 Using Social Networks and Collaboration Platforms

Employees may only formulate postings on social media as personal opinions, so that they cannot be understood as a company opinion. Official statements only come from A1 accounts and / or from authorised personal accounts (e.g. board members, leadership team, press officer).

Everyone is allowed to share publicly available information with everyone, but the duty of confidentiality for internal, confidential and secret information must be respected.

We also comply with internal guidelines (e.g. guidelines for workplace) when using our A1 Telekom Austria Group collaboration platforms.

On social media we post our personal opinion

### 3.7 Rebates and Business Partner's Incentive Programs

We do not accept personal rebates from business partners or competitors of the A1 Telekom Austria Group that are granted to us with regard to our job at the A1 Telekom Austria Group, unless these rebates are offered to all the employees or to a large group of employees at the A1 Telekom Austria Group.

Incentive programs from business partners who aim to sell products through our sales channels must be consistent with the internally defined sales strategy and be officially approved by management.

## 4 Gifts and Invitations

Giving and accepting gifts and extending and accepting invitations to business meals or events is part of everyday business life. However, without due care this could be perceived as bribery or corruptibility.

The aim of this regulation is to ensure that neither giving nor accepting gifts or invitations results in any financial or reputational damage for the management, the employees or companies of the A1 Telekom Austria Group.

Concerning gifts and invitations, we always pay attention to economic efficiency, appropriateness and the effect on public perception, regardless of the following detailed regulations. The value limit of €100 per quarter cited in the following chapters means that the total value of all the gifts and invitations accepted or the total value of all the gifts given and invitations granted per business partner is not allowed to exceed a value of €100 per quarter.

Gifts and invitations must always be reasonable & proportionate

Values need to be added up (limit of €100)

### 4.1 Accepting Gifts and Invitations

#### 4.1.1 Accepting Gifts

Gifts may not exceed a value of €100 per business partner (= company) and quarter. If this value is exceeded, we politely decline the gift. If the rejection does not appear appropriate, approval must be obtained from the manager and documented.

Gifts are not allowed if there is a connection between receiving the gift and a business decision by the recipient.

Under no circumstances may the acceptance of the gift be tied to conditions.

The acceptance of monetary gifts (e.g. in the form of cash, money transfers, interest-free or low-interest loans, vouchers, complimentary use of credit cards) is not permitted.

If business partners provide devices free of charge, we always observe the A1 Group rules for free of charge devices.

Limit of €100 per business partner per quarter

Add up with invitations

#### 4.1.2 Accepting Invitations to Business Meals

Invitations to business meals that are consistent with local practices are allowed up to a value of € 100 per business partner (= company) and quarter<sup>8</sup>.

If the invitation is also for a private accompanying person, it can be accepted. However, this requires written approval by the manager and the values need to be added up (for the € 100 threshold).

Add up with gifts

#### 4.1.3 Accepting Invitations to Events

Attendance at events with a clear business character (e.g. training courses, company or product presentations) including appropriate catering is permitted.

Accepting invitations from business partners to events that do not have a clear business focus (e.g. sponsoring, marketing or sales events) or to events without any business character require approval by one's manager and must be documented. If the value of the invitation exceeds €100, approval shall only be given in justifiable exceptional cases.

Invitations for accompanying persons may only be accepted if written approval is given by one's manager and it would not be appropriate to appear at the event unaccompanied (e.g. at balls).

The costs of travel and accommodation must in general be covered by the respective A1 Telekom Austria Group company. Otherwise, final approval by the respective A1 Group Management Board Member is required, if the invitee does not render services in return (e.g. lecturing).

If there is a connection to a business decision involving the respective A1 Telekom Austria Group company, it is not allowed to accept the invitation.

Consider possible conflicts of interest

Not allowed during ongoing negotiations

## 4.2 Giving Gifts and Inviting Business Partners

### 4.2.1 Giving Gifts

Gifts are not allowed to exceed a value of €100 per business partner (= individuals) and quarter<sup>3</sup>.

Gifts are not allowed if there is any kind of connection between giving the gift and a decision to be made by the business partner.

Under no circumstances, the granting of the gift may be subject to conditions. Monetary gifts (e.g. in the form of cash, money transfers, interest-free or low-interest loans, vouchers, complimentary use of credit cards) may not be given.

Do not try to influence business decisions

### 4.2.2 Inviting Business Partners to Business Meals

Invitations to business meals that are compatible with local law and practices are allowed up to a value of €100 per business partner (= individual) and quarter.

### 4.2.3 Issuing Invitations to Events

Invitations to attend events with a clear business character (e.g. training courses, company or product presentations), including appropriate hospitality, are allowed. Travel and accommodation costs are not allowed to be covered by the inviting party. The Management Board must approve exceptions to travel and accommodation costs.

Invitations to events that do not have a clear business character (e.g. sponsoring, marketing or sales events) or to events without any business character are permitted. However, the non-business part of the event must be designed appropriately and having in mind the public perception.

In the following cases, the board / management must approve events with a partial / non-commercial character:

- if the event has a value greater than € 100 for the invitee
- if accompanying persons of the business partner are invited
- if travel and accommodation costs are covered by us

If there is a connection to an entrepreneurial decision of the business partner, the invitation may not be issued. The events and guest lists are to be documented and archived in the department organising the event.

Consider possible conflicts of interest

Not allowed during ongoing negotiations

## 4.3 Gifts and Invitations to Public Officials

Gifts to public officials<sup>4</sup> are generally not allowed<sup>5</sup>.

Inviting public officials to business meals must be commensurate with the positions of the people involved (for example: a modest lunch within the scope of a company or product presentation) and in line with the law and the Compliance guidelines of the public official. The costs of the invitation are limited to a maximum value of €100 per quarter and public official. On no account is the invitation allowed to give the impression of trying to exert influence.

Invitations to public officials to attend events with a clear business character (e.g. training courses, company or product presentations) including catering are

<sup>3</sup> Exception: Handsets and other products sold by A1 as well as calling / data credit worth more than €100 may be given by a very limited group of people determined by the Management Board under the following conditions: First, there is a business connection and secondly all other rules for granting gifts (see above) are strictly observed.

<sup>4</sup> For the definition of the term public official see Annex 2.

<sup>5</sup> Group companies with its headquarters outside Austria are allowed to grant usual courtesies of nominal value (up to EUR 50) on special occasions if allowed by law and ethically correct.

permitted. The costs of travel and accommodation are not allowed to be taken over by the company extending the invitation.

Invitations to public officials to events that do not have a clear business character (e.g. sponsoring, marketing or sales events) are permitted. Accompanying persons may only be invited if it would not be appropriate to appear at the event unaccompanied.

However, a written statement by the public officials that participation in the event does not conflict with internal guidelines to which they are subject must be furnished.

The organisation of the non-business part of the event should be appropriate and consideration must be given to the effect it will have on public perception. The costs of travel and accommodation must be covered by the public officials.

If there is a connection to a business decision by the public officials, the invitation may not be extended.

The events, guest lists and statements of the public officials that participation in the event does not conflict with internal guidelines must be documented and archived in the department organising the event.

Invitations to public officials to events without any kind of business character are not permitted.

No  
invitations  
without a  
business  
character to  
public  
officials

## 4.4 Internal Gifts and Invitations

Except for special business occasions such as company anniversaries, retirement and welcome packages, internal gifts are not permitted. Monetary gifts are generally prohibited<sup>6</sup>. Birthday gifts, Christmas or Easter gifts, for example, are also not permissible, as there is no official reason for them. Local income tax regulations are to be observed.

Internal invitations to events with a clear business focus (e.g. information events, training courses, company or product presentations) including appropriate hospitality are permitted.

Internal invitations<sup>7</sup> to business meals are permitted if there is a business interest and require the approval of the manager; this must be documented.

Business partners must not cover all the costs for events without any business focus exclusively for employees of the A1 Telekom Austria Group (e.g. Christmas parties).

Invitations to accompanying persons of employees are allowed in justifiable exceptional cases. However, they require approval by the manager of the person extending the invitation which has to be documented.

<sup>6</sup> Recognition bonuses according to the respective guideline of Human Resources (incl. bonuses in kind) are not covered by this guideline.

<sup>7</sup> An invitation is considered to be internal whenever the focus is on internal employees and not on participants of an external business partner.

## 5 Sponsoring, Donations and Advertising

Sponsoring, donations and advertising are inherently exposed to an increased bribery risk. Hence, rules and procedures have been implemented to protect the company as well as its employees and managers.

Sponsoring is a special form of marketing, in which the advertising impact is intended to be achieved not through publication in a conventional medium (print, TV) but by advertising measures within the scope of an event organised by a third party (e.g. sports, culture).

As a responsible member of society, the A1 Telekom Austria Group supports education, science, social concerns and the environment within its legal and economic possibilities by making monetary donations and donations in kind. As opposed to sponsoring, the funding body does not expect a commercial consideration in making the donation.

In the context of this guideline, advertising is only addressed under the aspect of the independence of journalistic reporting.

### Definitions

### 5.1 Sponsoring

Prior to concluding a sponsoring contract, the following must be verified that:

- The type of event is compatible with the brand identity of A1, and that the compensation for the sponsoring is valuable and a comparison of the financial amount of the sponsoring engagement with market prices (checked by Marketing) shows a favourable result.
- In terms of marketing or Compliance aspects, the organiser of the sponsored event does not have a negative history (business partner integrity check) and that no other negotiations with the organiser are pending.
- The event has been approved by the local Sponsoring Board and the local management and if exceeding € 20.000 by Monthly Performance Call (MPC) and / or A1 Group Management board.

No sponsoring without appropriate consideration

Consideration to be documented

In principle, we do not sponsor events that are organised by political parties or public authorities. Exceptions to this (e.g. events with broad public impact, which do not focus on the political character) require approval by the Management Board.

The Sponsoring Board is managed and organised by Marketing or the department responsible. Further members are at least Communications, Legal, Purchasing, Sales and Compliance. It meets at least once a year and decides on all the sponsorship activities for the entire year. For additional ad-hoc sponsorship activities, approval by the members of the Sponsoring Board is obtained by circulation procedure. Sponsorship applications that have not been unanimously approved by the local Sponsoring Board can only be submitted to the local Management Board together with the reasons for approval or rejection.

Sponsoring is to be checked by the Sponsoring Board and to be approved by the Management Board

The annual sponsoring plan approved by the local Sponsoring Board is approved by the local Management Board or the Leadership Team and thereafter by the MPC and / or the A1 Group Management Board. The report must contain the sponsoring activities individually with the sponsoring recipient, the subject matter and amount of the sponsoring, the confirmation of the compliance check carried out.

All sponsoring activities not included in the annual sponsoring plan or exceeding the originally planned amount have to be checked by the local Sponsoring Board and approved by the local Management Board or the Leadership Team and, if exceeding € 20,000, also by the MPC and / or the A1 Group Board. In the application to the MPC and / or the A1 Group Management Board, the total amount of the sponsoring activities approved so far for the current year and a confirmation of the locally carried out compliance check must be stated.

All sponsoring activities not included in the sponsoring plan and finally approved locally (up to € 20,000) must be reported to the MPC and / or the A1 Group Management Board respectively. The report must contain the sponsoring activities individually with the sponsoring recipient, the subject matter and

amount of the sponsoring, the confirmation of the compliance check carried out, as well as the total amount of the sponsoring activities approved so far for the current year.

All sponsorships shall be budgeted and posted to the cost centre of the department responsible (Marketing or Communications). This department has the responsibility of ensuring that the services provided by the contractual partner are adequately documented and archived (preferably directly in SAP).

## 5.2 Donations

Donations in money or in kind to individuals, to private bank accounts or to political parties or organisations that are closely related to political parties are not allowed. This also applies to organisations that could damage the interests or reputation of the A1 Telekom Austria Group.

The amount of the donation must be appropriate with regard to the profitability of the company. Possible local legal restrictions (e.g. embezzlement) must be observed.

Donations require the approval of the local sponsoring board and subsequent approval by the local Management Board or the Leadership Team. Donations of more than € 20,000 also require the approval of the MPC and / or A1 Group Management Board. In the application to the MPC and / or the A1 Group Management Board, the total amount of the donation activities approved so far for the current year and a confirmation of the locally carried out compliance check must be stated.

Donations must be budgeted and reported on the cost centre of the CEO or the managing director of the company. The addressee and intended use of the donations are documented centrally in each group company.

Donations are to be checked by the Sponsoring Board and to be approved by the Management Board

## 5.3 Advertising

We promote a culture of transparent, honest and responsible advertising.

We respect the independence of journalistic reporting.

Therefore, under no circumstances will we influence journalistic reporting by placing advertisements or providing free services.

We do not take over any editorial costs incurred for reporting, e.g. travel expenses. Exceptions require a board resolution.

We will not place any advertisements in media of political parties.

We respect journalistic independence

## 6 Management Consulting and Lobbying

Management consulting and lobbying contracts are inherently exposed to an increased bribery risk. Hence, the following rules and procedures have been implemented to protect the company and its employees and managers.

Strict rules apply

The aim of these guidelines is to ensure that applicable standards are not violated and that the employees, management or companies of the A1 Telekom Austria Group do not suffer any financial or reputational damage, from a consulting or lobbying mandate, in particular due to misuse of the consulting or lobbying fees.

Management consulting<sup>8</sup> occurs when an external company or an external individual submits a problem analysis with suggestions for action to the management.

Lobbying occurs when an external company or an external individual provides information directly or indirectly to a public official or makes suggestions on behalf of a company belonging to the A1 Telekom Austria Group.

### 6.1 Requirements for Approval of Management Consulting & Lobbying

Prior to concluding a management consulting or a lobbying contract, it must be ensured that

- the selection of the mandated company (including an invitation to tender, contract negotiations and final supplier selection) and the optimization of the price / performance ratio conforms to the Purchasing Guidelines;
- a business partner integrity check with no red flags was carried out by Purchasing– red flags or ambiguous cases require clarification with Compliance;
- budgetary funding is ensured;
- all required Board approvals have been obtained (Local Management Board and, if the contract or the annual vendor orders for management consulting exceed €75,000 also the MPC or the A1 Group Management Board<sup>9</sup> MPC approval is needed). In the application to the MPC or the A1 Group Management Board, the total amount of the previous management consulting and lobbying contracts compared to the budget and a confirmation of the locally carried out compliance check must be stated;
- all locally approved management consulting and lobbying contracts (below € 75.000,-) must be reported to the MPC or the A1 Group Management Board. The report must contain all management consulting and lobbying contracts individually with business partners, the subject matter and the amount of the previous management consulting and lobbying contracts compared to the budget and confirmation of the compliance check carried out;
- the approval of the A1 Group CFO and the Director Group Accounting is required for each financial advisory (including all consulting services of the Big Four auditing firms);
- no success fees have been agreed in lobbying contracts and
- a lobbying agency or an external lobbyist fulfils all the legal requirements (e.g. is registered in a public register where required by law).

If there is any doubt about the assignment of a service as a management consulting or lobbying contract, Compliance must be consulted.

<sup>8</sup> A classification of management consulting services can be found as Annex 3.

<sup>9</sup> In certain cases, TAG Supervisory Board approval may also be required.

## 6.2 Management Consulting & Lobbying - Documentation Requirements

The department requesting the management consulting or lobbying service must ensure that the services provided by the contractual partner are documented comprehensively and transparently (such as by means of a final report or evidence of actual hours performed), so that the service provided can be traced at any time by an external expert (preferably directly in SAP).

No payment without meaningful documentation

## 7 Code of Conduct for Lobbying Activities

The representation of interests and the exchange of information are key elements of a healthy and prosperous democracy. We act in accordance with the law, honestly and accurately in our interrelations with political institutions and legislative and executive bodies. Integrity, transparency and compliance with the basic democratic order are requirements for the work of all in-house lobbyists of the A1 Telekom Austria Group.

Avoid any behaviour that could damage the reputation

We do not mislead anyone by using inaccurate or incomplete information. We avoid all forms of dishonesty or illegal information research.

We act transparently and are always open about our identity and the specific concerns of the employer.

We adhere to all legal provisions concerning incompatibility and restriction of activities applying to decision-makers in administrative or executive bodies.

In representing the A1 Telekom Austria Group, we refrain from any dishonest or illegal behaviour. We do not give direct or indirect financial incentives. We do not put any pressure on decision-makers in administrative or executive bodies.

We avoid any behaviour that could damage the reputation of the A1 Telekom Austria Group.

We register all in-house lobbyists in a public register, if required by law.

## 8 Voice your Concerns

Information provided by honest and upright employees are effective measures to identify risks at an early stage in companies and to detect misconduct and thus to protect the A1 Telekom Austria Group from serious dangers. Any employee but also any other person affected can report a violation or a suspected violation of the legal framework, our Code of Conduct and internal guidelines. We value whistle-blowers who provide information to the best of their knowledge.

Tips by employees are the most valuable source of information

Internal whistle-blowers should first approach their direct manager for initial support. If a manager receives a whistle-blower report, the compliance team must be informed of this report. Alternatively, reports can be sent directly to the Compliance Manager responsible (for the list of contacts see [www.A1.group/compliance](http://www.A1.group/compliance)).

The tell.me whistle-blower portal of the A1 Telekom Austria Group at [www.bkms-system.net/tell.me](http://www.bkms-system.net/tell.me), is also available for reports on (suspected) misconduct - completely anonymous if desired.

Alternatively, information can also be given to authorities in accordance with the statutory provisions.

Honest whistle-blowers do not suffer any disadvantages from information given to the best of their knowledge.

## 9 Zero Tolerance of Misconduct

Misconduct and violations of anti-corruption laws and internal ethical requirements can have severe consequences not only for the individual personally, but also for the entire company. The A1 Telekom Austria Group disciplines deliberate, unlawful misconduct and violations of internal guidelines consistently, regardless of the rank or position of the person involved.

Perpetrators will be sued for reimbursement of all damages suffered.

We do not tolerate violations of our rules

## 10 Applicability and Communication

These guidelines apply to all members of the Management Board, Leadership Teams, managers, employees and members of the external workforce of all companies of the A1 Telekom Austria Group.

Austrian citizens must also observe Austrian anti-corruption regulations when abroad.

These guidelines shall be adopted and implemented in each company<sup>10</sup> of the A1 Telekom Austria Group, as long as they are not contradicted by any mandatory legal grounds or country-specific conventions. Any need to adapt these guidelines due to such contradiction shall be agreed with Group Compliance. Stricter national legal regulations must be observed and take precedence over these guidelines.

These guidelines are to be communicated in line with the annual Compliance communication and training plan. This is the responsibility of the local Compliance department or the Compliance manager, who will be supported accordingly by the Communications department.

After resolution by the management of the respective operating company, these guidelines replace existing guidelines on this subject. In terms of local implementation, existing processes (e.g. regarding the documentation) and controls (e.g. controls within the internal control system) must be taken into account. If it is necessary to adapt processes or controls, this shall be carried out in agreement with the local Compliance department or Compliance manager responsible.

## 11 Questions and Comments on these Guidelines

Questions and comments on these guidelines can be addressed to the Compliance department or the Compliance manager responsible.

Group Compliance can be contacted by e-mail at [ask.me@A1.group](mailto:ask.me@A1.group)

Contact details for Compliance can be found on the intranet and internet: [www.A1.group/compliance](http://www.A1.group/compliance).

Alexander Heppe, Director of Group Compliance, can personally be reached at

Mobile: +43 664 66 22251

Landline: +43 50 664 22251

[alexander.heppe@A1.group](mailto:alexander.heppe@A1.group)

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<sup>10</sup> Any company that is directly or indirectly controlled by Telekom Austria AG.

## 12 History

Date	Measure
06. 09. 2012	Put into force by the Management Board of Telekom Austria AG.
20. 01. 2016	Review and minor adaptation put into force by the Management Board of Telekom Austria AG.
01. 01. 2017	Alexander Heppe new Director Group Compliance.
06. 09. 2017	Combination of the guidelines (Anti-corruption and conflicts of interest guidelines, Gifts & invitations guidelines, Sponsoring, donations and advertising guidelines, Management consulting and lobbying guidelines) and adaptations in line with international standards.
xx. 04. 2021	Adaptation of the guidelines to new approval limits for sponsoring and donations as well as management and lobbying contracts, consideration of ESG, clarification for social media use and pre-participation of EU whistleblower requirements.

## Annex 1: Approval & Reporting requirements

### A1 Group Management Board and / or MPC

- All management consulting and lobbying contracts of Telekom Austria AG
- Management consulting and lobbying contracts of OpCos exceeding €75,000 (In the application to the MPC / the A1 Group Management Board, the total amount of the already approved management consulting and lobbying agreements in comparison to the budget and a confirmation of the locally carried out compliance check must be included.)
- All sponsorship activities and donations by Telekom Austria AG
- The annual sponsoring plan of OpCos
- Sponsorship activities and donations of OpCos exceeding €20,000 which are not included in the yearly sponsoring plan (In the application to the MPC and / or the A1 Group Management Board, the total amount of previous sponsoring activities or donations in comparison to the budget and a confirmation of the locally carried out compliance check must be included.)
- Invitations to A1 Group events exceeding €100 and / or bearing the travel or accommodation costs of the invited party by A1 Group

### Report to MPC and / or A1 Group Management Board

- All management consulting and lobbying contracts from OpCos under € 75,000, - as well as the total amount of the contracts approved so far for the current year compared to the budget
- All sponsoring activities and donations from OpCos under € 20,000 that are not included in the annual sponsorship plan as well as the total amount of the contracts approved so far for the current year
- The report must contain all sponsoring activities / donations, management consulting and lobbying contracts individually with business partners / recipients of the donation, the subject matter and amount of the business activity and confirmation of the compliance check carried out

### A1 Group Management Board Member responsible

- Invitation to an event of a business partner who bears our travel and / or accommodation costs, if the invitee does not render services in return (e.g. lecturing).

### Local Management Board / Leadership Team

- All management consulting and lobbying contracts of OpCo
- The annual local sponsoring plan and all sponsorship activities and donations of OpCo
- Invitations to local events exceeding € 100 and / or bearing the travel or accommodation costs of the invited party by OpCo

### Manager responsible

- Invitation to an event of a business partner with a partial or no business character
- Invitations including a private accompanying person
- In exceptional cases for gifts exceeding €100 if it does not seem appropriate to refuse acceptance

## Annex 2: Definition of Public Official according to Austrian Law and US Law (FCPA)

Public officials are:

- members of legislative bodies

Examples: members of the National Parliament, Federal Council, state parliament

- Persons who carry out tasks pertaining to legislation, administration or the judiciary as one of the officials or employees for the federal government, a province, a municipalities association, a government agency or quasi-governmental agency, for a corporate body under public law (all institutions established by law except for churches and religious communities), for another country or for an international organisation

Examples: federal minister, employees of ministries, heads and employees of administrative offices and authorities, members of provincial governments, judges, federal prosecutor, mayors and town councillors, university professors, directors and employees of public hospitals and social insurance agencies, ambassadors, United Nations employees

- Persons who are otherwise authorised on behalf of the above-mentioned legislative bodies to undertake official business required by law

Examples: Personnel office for civil servants of outsourced companies, members of disciplinary commissions and appeals committees

- Officials and employees of companies with government links

- in which public authorities have significant influence (e.g. controlling stake or right to appoint key officers)

Examples: ÖBAG, Austrian Post, Verbund, Wiener Stadtwerke

- that are subject to control by the court of auditors or similar control

A list of companies audited by the court of auditors can be found on the website of the Austrian Court of Auditors (Rechnungshof) at <http://www.rechnungshof.gv.at/beratung/pruefobjekte.html>

- Officials of a political party or candidates for political office

### Annex 3: Classification of Management Consulting & Lobbying

Generally, Management Consulting occurs when an external company or an external individual submits a problem analysis with suggestions for action to the management.

Generally, Lobbying occurs when an external company or an external individual provides information directly or indirectly to a public official or makes suggestions on behalf of a company belonging to the A1 Telekom Austria Group.

Areas	Management Consulting & Lobbying	Non-Management Consulting
<b>General</b>	<ul style="list-style-type: none"> <li>Traditional strategic consulting / management consulting (e.g. concerning structure, organisation, processes, revenues, costs)</li> <li>Additional activities carried out in the course of traditional strategic consulting / management consulting (e.g. workshops, market analyses, benchmarking)</li> </ul>	<ul style="list-style-type: none"> <li>Training, coaching</li> <li>Services of external auditors (e.g. auditing, tax advice)</li> <li>External, operational project support / project management</li> <li>Tax advice and legal advice</li> <li>Architectural services</li> <li>Workshops (without strategic recommendations on how to act)</li> <li>Operational audits and certifications (e.g. environmental audits)</li> <li>Recruiting and headhunting</li> </ul>
<b>Lobbying</b>	<ul style="list-style-type: none"> <li>Lobbying (external company or individual is mandated to provide a public-sector employee directly or indirectly with information or to submit proposals)</li> </ul>	
<b>Forensic</b>	<ul style="list-style-type: none"> <li>Forensic activities</li> </ul>	
<b>IT and technical consulting</b>	<p>IT and network-related consulting shall be included in management consulting if of strategic relevance (benchmarking, management support, etc.)</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> <li>Consulting services for IT benchmarking, technology benchmarking, technology management</li> <li>Consulting regarding organisation and structure of IT/technology areas/department/units</li> <li>Consulting regarding IT outsourcing, network outsourcing/network sharing consultancy</li> <li>Analyses and consulting regarding global (IT) technologies and trends, consulting services for technical analysis without an implementation part</li> <li>Technology/IT market analyses</li> </ul>	<p>Operational IT and technical consulting shall not be classified as management consulting but as third-party services/other charges (external workforce expenses).</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> <li>Software design, development, programming, customising, testing</li> <li>Scoping, proof of concept, detailed specification, technical architecture support</li> <li>Technical onsite support (e.g. Operations, Ramp-up), Professional Services in the course of a concept or implementation project</li> <li>External IT workforce (named engineers on a daily basis...), external technology workforce to support the improvement of operational or planning work (e.g. network optimisation)</li> <li>Support regarding implementation of software, usage, handling, operations, project management and implementation services (e.g. implementation of systems, hardware, software, releases, change requests) during projects or during the system lifecycle</li> <li>IT/technology training</li> <li>Trial/pilot/test support</li> </ul>
<b>PR expenses</b>	<p>Consulting to position the company in the public (strategic PR concepts)</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> <li>External communication concepts</li> </ul>	<p>Operational support</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> <li>Support for press conferences</li> <li>Creating of annual reports</li> <li>Implementation of communication measures (e.g. organising press conferences, mailing press releases, media monitoring)</li> </ul>
<b>Marketing expenses</b>	<p>Consulting to position the company in the public (strategic brand concepts)</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> <li>Brand agency supports us in review of brand positioning</li> </ul>	<p>Operational support</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> <li>Brand agency provides us with corporate branding ppt template</li> <li>Operational creative services and advertising agency services</li> <li>Market research studies (customer trends)</li> </ul>
<b>M&amp;A expenses</b>	<p>M&amp;A expenses are defined as expenses by the M&amp;A cost centre in the TA Holding. M&amp;A expenses shall be allocated to management consulting in total (including related tax &amp; financial advisory, audit fees – due diligence, legal consulting, etc.)</p>	

## Annex 4: Gifts & Invitations – What is allowed?

Gifts + invitations to business meals	Accepting gifts and invitations to business meals	Offering gifts and invitations to business meals	Offering gifts and invitations to business meals to public officials
	Acceptance of gifts above €100 per business partner per quarter (=company) only with the approval of manager and if rejection is inappropriate. Acceptance of invitations to business meals up to €100 per business partner (=company)	Up to €100 per business partner (=person)	Offering gifts to public officials is <b>not allowed</b> at all (exception: usual courtesies, value max. €50 if custom and legal). Invitations to business meals to public officials must be commensurate and in line with the compliance guidelines of the public official
Invitations to events	Accepting invitations to events	Offering Invitations to events	Offering invitations to public officials
Invitation to events with clear business character	Allowed. If travel and accommodation costs are covered by business partner, final approval by the respective TAG Board Member is required	Allowed. If travel and accommodation costs are covered by inviting company, final approval by respective Management Board is required	Allowed, but no payment of travel and accommodation costs
Invitation to events with partial business character	Allowed with approval of the manager (above €100 only in exceptional cases); travel and accommodation costs, see above	Above €100 and if travel and accommodation costs are covered by inviting company, final approval by respective Management Board is required	Confirmation by public official that this is not against the rules of his organisation. No payment of travel and accommodation costs
Invitation to events clearly without business character	Allowed with approval of the manager (above €100 only in exceptional cases); travel and accommodation costs, see above	Above €100 and if travel and accommodation costs are covered by inviting company, final approval by respective Management Board is required	<b>Not allowed</b> at all

## Annex 5: Approval / Reporting Process

1

### Sponsoring + Donations in OpCos

- **Up to 20 k EUR approval in OpCo and (only) Info to MPC and / or MBM**
  - Compliance Check still has to be concluded in Opco
  - Report/info in MPC and / or MBM
  - shall always include YTD number
- **Above 20 k EUR approval in MPC and / or MBM**
  - Compliance Check still has to be concluded in Opco and shall be included in the approval request
  - Approval request to MPC and / or MBM shall always include YTD number (amount of sponsoring and donations of current business year)

#### Approval Process:

- Approval of yearly **Sponsoring Plan** incl. donations in MPC and / or MBM (unchanged to status quo)
- If not included in sponsoring plan **ad hoc approval** in in MPC and / or MBM

2

### Management Consulting in OpCos

- **Up to 75 k EUR approval in Opco and (only) Info to MPC and / or MBM**
  - Compliance Check still has to be concluded in Opco
  - Report/info in in MPC and / or MBM shall always include YTD number compared to budget (accumulated amount of management consulting costs of current business year compared to budget)

#### Above 75 k approval\* in MPC and / or MBM\*

- Compliance Check still has to be concluded in Opco and be included in the approval request to MPC
- Approval request to in MPC and / or MBM shall always include YTD number compared to budget (accumulated amount of management consulting costs of current business year compared to budget)

\* final approval before RFP **above € 75k or exceeding the budget**