

# **A1 Group Guidelines Capital Market Compliance**



**Integrity is the Basis of Our Business.  
honest. fair. transparent.**

April 2018

## The Most Important Capital Market Compliance Stipulations at a Glance

### **Stipulations for Everyone**

- Insider information is publicly unknown, precise information that directly or indirectly affects one or more issuers of financial instruments or one or more financial instruments and which, if publicly known, would be likely to significantly influence the price of such financial instruments or the price of derivative financial instruments related thereto. Information is deemed accurate, if its probability of occurrence is above 50% (more likely than not) and if it is specific enough that conclusions can be drawn about possible effects on the price of the financial instruments concerned. Even partial steps taken to complete a prolonged issue may constitute insider information. The rules concerning the insider information are relevant for ad-hoc releases, the Insider-List and the prohibition of insider trading.
- Trading in securities and derivatives and providing recommendations while taking advantage of insider information, cancelling or changing an order for a trade or recommending to do so while taking advantage of insider information and disclosing insider information without operational necessity is prohibited and will be punished.
- The Management Board of Telekom Austria AG decides on the immediate publication (ad-hoc releases) or deferment of insider information. The Capital-Market Compliance Officer, the Head of Investor Relations and the General Counsel must be involved early on in circumstances or projects that could lead to obligatory ad-hoc releases. The publication of ad-hoc releases or notification of the Financial Market Authority is carried out by Investor Relations.
- All persons who receive insider information concerning A1 Telekom Austria Group have to inform the Capital-Market Compliance Officer immediately about the date and exact time when they received the insider information, as well as about all personal data required to be included on the Insider-List.
- The Capital-Market Compliance Officer shall immediately be informed of all insider information that has become known for the first time in the company. He must be consulted at least over the telephone whenever the existence of insider information is evaluated.
- Insider information is subject to the strictest secrecy. The disclosure of insider information is limited to when the disclosure of information is necessary for business operations (need-to-know principle).
- In the case of changes in strategy, M & A transactions with an expected transaction value of more than € 200 mio. within the existing footprint or outside the existing footprint in all cases, changes in the Management Board of Telekom Austria AG, an expected deviation in turnover or CAPEX from investor guidance of more than € 100 mio., any change in dividend policy, capital increases, necessary impairments, as well as in the case of deviations from the capital market expectation in the case of EBITDA or exceptional effects in the case of free cash flow of more than € 50 million, the existence of insider information or the necessity of ad-hoc release must always be checked.

### **Stipulations for Persons from Classified Units of Confidentiality**

- When joining a classified unit of confidentiality, all persons are to be reported immediately to the Capital-Market Compliance Officer, who will carry out initial capital-market compliance training in the first 14 days after joining the classified unit of confidentiality.
- Persons who have access to insider information shall acknowledge in written form any obligations arising from legal and administrative provisions and declare in written form that they are aware of any sanctions that will be imposed in the event of misuse or improper dissemination of insider information.
- Persons from classified units have permission for trading in shares or other equity-like securities of Telekom Austria, bonds or other debt instruments of Telekom Austria, derivatives or other financial instruments linked thereto only during the defined trading windows. Trading window is open during the 20 working day period following the disclosure of the yearly, half-yearly or quarterly results respectively. Outside of the defined trading windows trading in the above mentioned securities is generally prohibited for persons from classified units of confidentiality. Exceptions from the prohibition to trade must be approved by the Capital-Market Compliance Officer.
- The disclosure of insider information from the classified unit may only take place upon simultaneously notifying the Capital-Market Compliance Officer.
- To protect the secrecy of insider information, appropriate organizational measures shall be taken.

### **Stipulations for Managers**

- Encourage a culture of integrity.
- The Management Board of Telekom Austria AG, the Supervisory Board of Telekom Austria AG and the entire management of the A1 Telekom Austria Group are aware of their role model function and undertake to create appropriate framework conditions for the implementation of the Capital-Market Compliance Guidelines and to ensure compliance with the compliance provisions in their own area.
- In addition, the members of the Management Board of Telekom Austria AG and the Supervisory Board of Telekom Austria AG as well as closely associated persons have to report to Telekom Austria AG ([managers.transactions@A1.group](mailto:managers.transactions@A1.group)) and to the Financial Market Authority (FMA [marktaufsicht@fma.gv.at](mailto:marktaufsicht@fma.gv.at)) within a maximum of three working days after transaction all the transactions in excess of the threshold of € 5.000 per calendar year
- Heads of permanent classified units of confidentiality must report immediately to the Capital-Market Compliance Officer all new employees of their classified units of confidentiality as well as business partners who deal with capital market relevant projects. Furthermore, they must ensure the completeness of the statements of undertaking of their classified units of confidentiality.
- Managers monitor the adherence to these Capital-Market Compliance Guidelines in their own area and inform the Capital-Market Compliance Officer about the occurrence of misconduct.

### **Further information is available from the Compliance Officer**

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## Preamble

A1 Telekom Austria Group´s vision is "Empowering digital life" for our customers and society.

We are working with our employees to evolve our company to meet the business needs of the "New Economy" in these times of digitalisation. Our common business strategy as well as our Guiding Principles - Team, Trust and Agility - give us direction on how to execute and to achieve our goals. The Guiding Principles are incorporated into our daily business.

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 principles.

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 guidelines. Our Code of Conduct constitutes the central behavioural guidelines of the A1 Telekom Austria Group. The guidelines give us detailed and specific help how to behave in our daily business.

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 and 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!

## 1 Introduction

The shares of Telekom Austria are admitted to official trading on the Vienna Stock Exchange (ISIN: AT0000720008). Telekom Austria is therefore obliged under the EU Market Abuse Regulation (EU 596/2016 "MAR"), its implementing provisions and the Austrian Stock Exchange Act 2018 among other things

- to inform all members of the Management Board of Telekom Austria AG and of the Supervisory Board of Telekom Austria AG, all employees of Telekom Austria AG and employees of our subsidiaries, which are assigned to a classified unit of confidentiality, consultants and all other persons of business partners of A1 Telekom Austria Group who have access to insider information of Telekom Austria on a regular or occasion-related basis about
  - the prohibition of misuse of insider information
  - the prohibition of market manipulation
  - the permanent classified units of confidentiality of A1 Telekom Austria Group
  - the handling and disclosure of insider information
  - trading prohibitions and trading windows
  - the reporting obligations of Board Members of Telekom Austria AG and their closely associated persons concerning Directors' Dealings
  - Insider-Lists
  - the publication of insider information (ad-hoc publicity)

- the authorities and area of responsibility of the Capital-Market Compliance Officer and
- possible civil, criminal or employment law consequences in the event of violations of these Capital-Market Compliance-Guidelines
- to issue internal Capital Market Compliance Guidelines and to monitor compliance therewith
- and to take organizational measures to prevent misuse or disclosure of insider information.

The organisational measures and the Capital Market Compliance Guidelines apply without restriction to

- all members of the Supervisory Board of Telekom Austria AG
- all members of the Management Board of Telekom Austria AG
- all employees of Telekom Austria AG
- all employees of our subsidiaries, who are assigned to a classified unit of confidentiality
- consultants and other persons of business partners of A1 Telekom Austria Group who have access to insider information of A1 Telekom Austria Group on a regular or occasion-related basis

Each employee has to inform a business partner, who will potentially receive insider information on a regular or occasional basis in advance about these Capital-Market Compliance Guidelines and request a signed statement of undertaking (Annex 3) when the contract is concluded.

The Management Board of Telekom Austria AG, the Supervisory Board of Telekom Austria AG and the entire management of A1 Telekom Austria Group are aware of their role model function and undertake to create appropriate framework conditions for the implementation of the Capital-Market Compliance Guidelines and to ensure compliance with the compliance provisions in their own area.

## 2 Definitions

### 2.1 Financial Instruments

Financial instruments within the meaning of these Guidelines are all instruments within the meaning of Article 4, Section 1 No. 15 of the EU Directive 2014/65/ EU (MIFID II). These include:

- Transferable securities;
- Money market instruments;
- Shares in undertakings for collective investment;
- Options, futures contracts (futures), swaps, OTC forward rate agreements, and any other derivative contracts relating to securities, currencies, interest rates or income, emission reduction units or other derivative instruments, financial indices or metrics that can be effectively delivered or settled in cash;
- Options, futures contracts (futures), swaps, forward transactions (forwards) and any other derivative contracts relating to commodities that must be settled in cash or that can be settled in cash at the request of either party, without which there is a default or other termination event;

- Options, futures contracts (futures), swaps and any other derivative contracts relating to commodities that can be effectively delivered, provided they are traded on a regulated market, through an Multilateral Trading Facility (MTF) or through an Organised Trading Facility (OTF); except for an Organised Trading Facility (OTF)-traded wholesale energy product that must be effectively delivered;
- Options, futures contracts (futures), swaps, forward transactions (forwards) and any other derivative contracts relating to commodities that can be effectively delivered and are not used for commercial purposes, show the characteristics of other derivative financial instruments;
- Derivative instruments for the transfer of credit risks;
- Financial speculations on differences;
- Options, futures contracts (futures), swaps, Organised Trading Facility (OTF) forward rate agreements and any other derivative contracts relating to climate variables, freight rates, inflation rates or other official economic statistics that must be settled in cash or can be settled in cash at the request of one of the parties, without which there is a failure or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures that are not otherwise mentioned in this section, which have the characteristics of other derivative financial instruments, taking into account, among other things, whether traded on a regulated market, an Organised Trading Facility (OTF) or a Multilateral Trading Facility (MTF);
- Emission reduction units consisting of shares whose conformity with the requirements of the Directive 2003/87/EC (Emission Trading Scheme) is acknowledged.

## 2.2 Insider Information

Insider information is publicly unknown, precise information that directly or indirectly affects one or more issuers of financial instruments or one or more financial instruments and which, if publicly known, would be likely to significantly influence the price of such financial instruments or the price of derivative financial instruments related thereto (price relevance), because a reasonable investor would probably benefit from it as part of its investment decisions.

Information is then publicly known if it has been made available to a broad investor audience and thus to an indeterminate group of persons.

For information to be considered accurate it is sufficient that facts or events can be predicted with more than 50% likelihood (more likely than not). The information is determined enough if a conclusion can be drawn about possible effects on the stock price (no matter in what direction).

Even partial steps taken to complete a prolonged issue may constitute insider information if they meet the criteria for insider information on their own. Therefore they have to be evaluated separately. In case of doubt the Capital Market Compliance Officer must be consulted.

Examples of **insider information** (not an exhaustive list):

- Corporate measures:
  - Merging with other companies;
  - Acquisition of other companies;
  - Amount of the proposed dividend;
  - Exchange offer for other securities;
  - Takeover and compensation offers;

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- Public offers for sales of listed shares;
- Capital measures, e.g. capital increases, reductions,
- Adjustments (particularly issue prices for new emissions and capital increases);
- Dissolution, bankruptcy, compensation.
- Business activity of the Company:
  - Providing and/or granting of licenses or patents;
  - Development of new services and new products with significant impact on Group results, that have not yet been officially disclosed to the public
  - Court and arbitration proceedings outside the normal course of business;
  - Business interruptions;
  - Exceptional investments with significant impact on group results, that have not yet been officially disclosed to the public;
  - Exceptional increases/reductions in staff numbers;
- Assets, financial position and results of operations of the Company:
  - Important financial data (in particular turnover, profit, cash flow);
  - Taking exceptional liabilities;
  - significant changes in the cost and price situation

In the case of changes in strategy, M & A transactions with an expected transaction value of more than € 200 mio. within the existing footprint or in all cases outside the existing footprint, changes in the Management Board of Telekom Austria AG, an expected deviation in turnover or CAPEX from investor guidance of more than € 100 mio., any change in dividend policy, capital increases, necessary impairments, as well as in the case of deviations from the capital market expectation in the case of EBITDA or exceptional effects in the case of free cash flow of more than € 50 million, the existence of insider information must always be checked.

All insider information known for the first time and recognised as such must be reported to the Capital-Market Compliance Officer immediately.

## 2.3 Insider

An insider is everyone who has insider information.

Persons who have access to insider information shall acknowledge in written form any obligations arising from legal and administrative provisions and declare in written form that they are aware of any sanctions that will be imposed in the event of misuse or improper dissemination of insider information.

A primary-insider is a person who has access to insider information as a member of the Management Board of Telekom Austria AG or the Supervisory Board of Telekom Austria AG or otherwise due to their profession, employment, duties or participation in the capital of Telekom Austria.

Primary-Insiders are, for example, persons in the classified units of confidentiality, lawyers, auditors, tax consultants, PR agencies or representatives of major shareholders. By way of extension, a primary-insider is thus someone who has obtained the information by committing criminal acts.

A secondary insider has insider information by chance or from a primary-insider or from another third party and knows or must know that this is insider information. Secondary insiders are, for example, listeners of a conversation in the elevator, employees of an external printing shop or family members of a TAG employee who find relevant notes.

**Public**



## 2.4 Market Manipulation

Market manipulations are (not an exhaustive list):

- Transactions or purchase or sales orders which give or could give false or misleading signals for the stock price of financial instruments of Telekom Austria or influence the stock price in such a way that an abnormal or artificial price level is achieved (therefore not only bogus transactions but also effective transactions),

Exception: There are legitimate reasons for the transactions/orders and the "permitted market practice" is not violated.

- Transactions or purchase or sales orders with the pretence of false facts or with the use of any other acts of deception,
- Dissemination of information about the media that give or could give false or misleading signals regarding financial instruments, including the dissemination of rumours and false or misleading messages, if the disseminating person knew or should have known that they were false or misleading.
- Cornering (utilising/securing a dominant position in relation to the offer of a financial instrument resulting in a direct or indirect fixing of the price),
- Marking the Close (purchase/sale of financial instruments at the closing of the stock exchange with the result that investors who are acting on the basis of the closing price are misled),
- Front Running (utilisation of information that allows relatively risk-free profits from transactions with financial instruments, such as the knowledge of an already placed customer order or an upcoming purchase recommendation),
- Scalping (utilisation of access to the media by submitting an opinion on a financial instrument, previously addressing positions on this financial instrument (e.g. stock price increase) and subsequently taking advantage of the impact of the statement (e.g. sale at a higher stock price),
- Freely invented gossip, recommendations or warnings without factual basis (value judgements, opinions, estimates and forecasts are then wrong when they are based on incorrect facts; the factual basis is to be checked as much as possible prior to taking it as a basis for the value judgement, etc.),
- Misleading information that is correct in content but allows the recipient to have a false idea of the facts described therein (e.g.: A statement in a capital-market prospectus that, as a result of new legislation, a particular product group will be in demand more strongly in the future due to state subsidies(true), but omitting the information that although the product produced by the issuer might appear to fall into the respective product category it (still) does not meet the criteria for the state subsidy. In line with to the traffic concept, it is thus "declared" that one's product meets the criteria for the state subsidy),
- Classic fictitious transactions such as "matched orders" (transactions with orders coordinated in advance by different persons) or "washed trades" (transactions with economically identical contract partners).

### 3 Legal Provisions on the Prohibition of Capital Market Abuse

The legal provisions on the prohibition of capital-market abuse comprise the following:

- Engaging in insider trading and the attempt to do so
- Recommending third parties to engage in insider trading or inciting third parties to engage in insider trading
- Unlawful disclosure of insider information
- Market manipulation

A misuse of insider information or insider trading occurs when a person possesses insider information and, using the same, directly or indirectly acquires or sells financial instruments to which the information relates, either for their own account or for a third-party account. The use of insider information in the form of cancellation or modification of an order with respect to a financial instrument to which the information relates is also to be regarded as insider trading if the order was issued prior to obtaining the insider information.

A recommendation to engage in insider trading or the inciting of a third party to do so is to be regarded as existing if a person has insider information and on the basis of this information

- recommends third parties to acquire or sell financial instruments to which the information relates or
- incites them to make such an acquisition or sale
- or on the basis of this information, recommends third parties to cancel or change an order relating to a financial instrument to which the information relates or
- incites third party to make such a cancellation or change.

The use of recommendations or incitements also meets the elements of insider trading if the person who uses the recommendation or follows the incitement knows or should know that this is based on insider information.

With the exception of the above prohibitions, it is allowed to communicate insider information when the exchange of information is necessary for the operation of the business.

There is also no need for concern if representatives of Telekom Austria or its subsidiaries (e.g. business consultants, accountants or lawyers) forward insider information, provided this is done

- in order to fulfil instructions received
- is necessary for company purposes and
- is limited to the extent absolutely required.

The regulations to safeguard the confidentiality of insider information and to properly document all data needed on the Insider-List are also to be upheld in these cases.

Anyone who violates these prohibitions is to be penalised. The procedure, nature and amount of the penalty depend on the infringement; in certain serious cases, a judicial penalty is also possible.

Since this offence is an intentional offence, it is sufficient for the insider to seriously consider the realization of the misuse of insider information as possible and to accept it.

## 4 Publication and Postponement of Publication of Insider Information

The Capital Market Compliance Officer, the Head of Investor Relations and the General Counsel must be included in preparing the decision about ad-hoc publication of insider information. To enable a thorough and timely analysis, they must be included early on in circumstances or projects that could lead to the obligation to make an ad-hoc release. The decision about an ad-hoc release or its postponement is the responsibility of the Management Board. The announcement and notification to the FMA are carried out by Investor Relations.

The following triggering events always require consideration as to whether insider information already exists or not and if ad hoc publication of insider information is required or can be postponed:

- Significant changes in strategy,
- M & A transactions with an expected transaction value of more than € 200 mio. within the existing footprint or in all cases outside the existing footprint
- Changes in the Management Board of Telekom Austria AG
- An expected deviation in turnover or CAPEX from investor guidance of more than € 100 mio.
- Any change in dividend policy,
- Capital increases,
- Necessary impairments,
- Deviations from the capital market expectation in the case of EBITDA or exceptional effects in the case of free cash flow of more than EUR 50 million

Telekom Austria must immediately notify the public of any insider information directly related to it, irrespective of the trading hours of the stock exchange. All significant changes with regard to already disclosed insider information must be announced immediately after the changes occur.

The publication of insider information takes place simultaneously to the Vienna Stock Exchange and the Financial Market Authority (FMA), and half an hour later to at least to two news agencies (Bloomberg, Reuters or Dow Jones). If insider information is forwarded immediately to the "euro adhoc information dissemination system", the notifications to the Vienna Stock Exchange and the FMA may be omitted.

The Capital-Market Compliance Officer must be involved from the beginning in the ad-hoc publication process. In particular he must be involved in all board meetings preparing the decisions and deciding about ad-hoc disclosure of insider information.

Telekom Austria must display all the insider information that must be disclosed to the public for a period of at least 5 (five) years on its website.

After publication of insider information, there are no restrictions on passing this information on with regard to capital market regulations.

Telekom Austria may postpone the publication of insider information if

- such disclosure could affect its legitimate interests
- such postponement is not likely to mislead the public and
- Telekom Austria is able to ensure the confidentiality of the information.

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Legitimate interests exist in particular in case of

- ongoing negotiations or related circumstances, where the outcome or normal course of such negotiations would be likely to be affected by publication
- a multi-stage decision-making process, if immediate disclosure with simultaneous indication of a lack of consent would endanger the correct evaluation of the information by the public.

The postponement of publication leads to the fact that insider information cannot be processed in the market and is therefore not included in the stock price information. However, this does not lead to any misleading. Such a risk exists only if information or rumours and speculation are circulating on the market which, taking into account the behaviour of the issuer, arouse ideas that are bogus when considering the insider information. It is therefore necessary to examine whether rumours or speculation are based on true insider information or not. If there is a link publication must take place immediately.

Within the A1 Telekom Austria Group, appropriate measures must be taken to ensure that persons only have access to insider information to the absolutely necessary extent to which such information is essential for performing their duties within the company ("need-to-know principle"). The confidentiality is ensured as long as the issuer has reliable control over the employees involved in the process, who will get to know the information. If the confidentiality can no longer be guaranteed, the insider information must be published without delay. Telekom Austria must therefore keep an Insider-List (see Section 5) and document in detail the areas of confidentiality. In addition to the Insider-List, the following information should be documented when postponing the publication of insider information:

- Type of insider information (title, text)
- Reason for postponement
- Date and time of the decision to postpone publication
- List of all persons who are responsible for the decision on the postponement

The postponement of the publication of insider information is temporary. As soon as one of the above-mentioned conditions ceases to exist, the obligation to publish applies again and Telekom Austria must make the disclosure or subsequent publication without delay. The decision on the postponement must be constantly observed and questioned. The object of subsequent publication is the current state of the original insider information at the time when the obligation to make subsequent publication arises. The postponement does not necessarily have to lead to the subsequent disclosure. Instead subsequent publication depends on whether there is any insider information that is required to be disclosed at all. In the event of failure of contract negotiations, for example, during a postponement, there is no obligation to inform of the failure, provided the market was previously not informed about the negotiations.

If Telekom Austria has postponed the disclosure of insider information, it must inform the FMA (marktaufsicht@fma.gv.at) immediately after the publication of the insider information on the postponement of the disclosure and at the request of the FMA explain in writing to what extent conditions for postponement were fulfilled.

The insider information to be published must be clearly referred to as "insider information". The text of the message must include, but is not limited to, the issuer's name, the issuer's address; the international securities identification numbers and the stock exchange and trading segments for which an admission exists or has been applied for; the insider information to be published (which must be concisely formulated) and the release date of the insider information. The publication must be made via an electronic information dissemination system (e.g. "euro adhoc"), that is common at least within the European Union.

If insider information is accidentally published (other than described above), the Capital Market Compliance Officer and the Management Board of Telekom Austria AG must be informed without delay. The Management Board of Telekom Austria AG must immediately publish this insider information.

The accidentally informed person must be made aware of the insider nature of the information. Until publication, a blocking period for the disclosure of this information and for the execution of relevant securities transactions must be imposed upon this person and the person must be made aware of the importance of the insider penalisation standard. If there would be a period of several days between the date of publication and the accidental disclosure of insider information, the Management Board of Telekom Austria AG, in agreement with the Capital Market Compliance Officer, will decide whether the suspension of the trading of securities issued by Telekom Austria on the Vienna Stock Exchange is to be applied for.

## 5 Insider-List

The Capital-Market Compliance Officer must compile a list of all persons who have access to insider information if such persons perform their duties for A1 Telekom Austria Group on the basis of an employment contract or otherwise and thus have access to insider information, e.g. consultants, accountants or rating agencies ("Insider-List"). The Capital Market Compliance Officer must keep Insider-Lists and update them immediately if the reason for recording persons already recorded on the Insider-List changes, a new person has access to insider information and must therefore be included on the Insider-List, or a person no longer has access to insider information.

The Insider List shall contain in particular the following information:

- The date of initial creation and any updates of the list
- Natural persons (including persons outside the company) stating their first and last name (including name at birth if different), date of birth and classified units of confidentiality to which the person belongs; furthermore, the start and the end of the person's access to insider information including precise time, reason for inclusion on the Insider-List, all business telephone numbers (landline and mobile), all private telephone numbers (landline and mobile), as well as all residential addresses of the person are to be stated
- Legal persons stating the company or business name, the register number and the Commercial Register, the classified units of confidentiality to which the legal person belongs; furthermore all natural persons acting for the legal person, who have access to insider information of Telekom Austria, the beginning and the end of those natural person's access to the insider information including the precise time, reason for inclusion on the Insider-List, as well as business telephone number (landline and mobile) and the company registration number are to be stated
- Other information concerning the disclosure of insider information and requests concerning exemptions from the trading ban

The Insider-List must be updated regularly, indicating the date and time of the change, and must be communicated to the FMA immediately upon request. The Insider-List must be kept for at least five years after they have been created or last updated.

The Insider-List must be created using the default template of the Implementing Regulation (EU) 2016/347. For every new item of insider information new sections must be added to the Insider-List. Each section of the Insider-List contains only information on individuals who have access to the insider information relevant to this section.

The Insider-List may include a supplementary section with the details of individuals who have access to all insider information ("permanent insiders") at any time.

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The Insider-List must be prepared and updated in electronic form. When creating the Insider-List, the confidentiality of the information contained, the restriction of access to the Insider-List to clearly defined persons, the accuracy of the information contained on the Insider-List and the access to previous Insider-List versions and their retrieval must be taken into account.

All persons on the Insider-List must acknowledge in writing the obligations arising from the legal and administrative capital-market provisions and take note of the sanctions applicable to insider trading or the disclosure of insider information. For this purpose, the statement of undertaking including the confidentiality agreement must be signed.

Legal persons outside the A1 Telekom Austria Group (banks, lawyers, accountants, consultants, etc.) acting on behalf or at expense of A1 Telekom Austria Group must keep a record of persons who work for them based on an employment contract or in some other capacity, and have access to insider information of Telekom Austria regularly or for a special purpose. This Insider-List must be updated regularly. The legal person, as well as at least one authorised representative, must be entered in the Insider-List of Telekom Austria. The Capital-Market Compliance Officer of Telekom Austria shall be granted access to these Insider-Lists at any time on request.

If the creation of an Insider-List by a legal person acting on behalf of Telekom Austria is not appropriate for organizational reasons, all natural persons acting for the legal person and having access to insider information of Telekom Austria regularly or for a special purpose can be included directly in the Insider-List of Telekom Austria. In this case a representative of the legal person will immediately provide all necessary information to the Capital Market Compliance Officer of Telekom Austria.

## **6 Classified Units of Confidentiality**

### **6.1 What are Classified Units of Confidentiality**

Classified units of confidentiality are both permanent and temporary (project-related) ad-hoc units within the A1 Telekom Austria Group in which people have access to insider information on a regular or occasion-related basis.

Classified units of confidentiality are thus to be formed where insider information typically occurs in the relevant unit. This is to ensure that confidential and stock price sensitive information is treated with the necessary confidentiality at an early stage.

Classified units of confidentiality must be separated from other units by organizational measures with regard to information exchange: Insider information, must not, in principle, leave the classified unit of confidentiality and must also be treated with strict confidentiality within internal business transactions. The disclosure of insider information between classified units of confidentiality and the involvement of employees from other units is allowed if the information disclosure is restricted to the absolutely necessary extent (need-to-know principle).

The disclosure of insider information from the classified unit may only take place upon simultaneously notifying the Capital Market Compliance Officer.

### **6.2 Permanent Classified Units of Confidentiality**

Permanent classified units of confidentiality in terms of these guidelines are corporate units, in which based on general experience, insider information typically appears. Their size is determined by the Capital Market Compliance Officer together with the (senior) director responsible, irrespective of company borders (i.e. also including employees who are not employees of Telekom Austria AG but who work in the respective classified units of

confidentiality; allocation by function). Permanent classified units of confidentiality are separated from other corporate units by organizational measures with respect to the flow of insider information.

The following permanent classified units of confidentiality are defined:

- Supervisory Board of Telekom Austria AG (+ ÖBIB)
- Management Board of Telekom Austria AG
- Leadership Team of Telekom Austria AG (+ assistants)
- A1 Leadership Team (+ assistants)
- Capital Market Compliance
- General Secretariat
- Investor Relations
- Group Corporate Communications
- Group HR Internal Communications
- A1 HR Internal Communications
- General Counsel / Legal
- Mergers & Acquisitions, International Affairs and Regulation
- Group Accounting, Taxes & ICS
- Group Controlling
- Group Treasury

### **6.3 Temporary (Ad-Hoc) Classified Units of Confidentiality**

The establishment of ad-hoc classified units of confidentiality is project related (e.g. for M&A projects).

Employees who manage such a capital-market-sensitive project must specify in writing the beginning, end, code name, activities and members of the ad-hoc classified unit of confidentiality and inform the Capital-Market Compliance Officer accordingly. The Capital-Market Compliance Officer must document all information received as well as all information related to the decision as to whether an insider information already exists or not.

For members of an ad-hoc classified unit of confidentiality a continuous trading ban with shares or other equity-like securities of Telekom Austria, bonds or other debt instruments of Telekom Austria, derivatives or other financial instruments linked thereto up to the end of the project or completion of the project can be enacted, irrespective of whether a periodic trading window is open or not.

The following triggering events must always be considered if insider information already exists and an ad-hoc classified unit of confidentiality has to be established:

- Significant changes in strategy,
- M & A transactions with an expected transaction value of more than € 200 mio. within the existing footprint or in all cases outside the existing footprint
- Changes in the Management Board of Telekom Austria AG
- An expected deviation in turnover or CAPEX from investor guidance of more than € 100 mio.

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- Any change in dividend policy,
- Capital increases,
- Necessary impairments,
- Deviations from the capital market expectation in the case of EBITDA or exceptional effects in the case of free cash flow of more than € 50 million

## 6.4 Trading Ban and Trading Windows for Employees of Classified Units of Confidentiality

Persons from classified units of confidentiality have permission for trading with

- shares or other equity-like securities of Telekom Austria,
- bonds or other debt instruments of Telekom Austria,
- derivatives or other financial instruments linked thereto

during the defined trading windows during the 20 working day<sup>1</sup> period following the disclosure of the yearly, half-yearly or quarterly results of the A1 Telekom Austria Group.

Outside of the defined trading windows trading in the above mentioned securities, providing recommendations or cancelling or changing an order for a trade is generally prohibited for persons from classified units of confidentiality.

These trading windows are introduced in order to make it easier for the employees of classified units of confidentiality of A1 Telekom Austria Group to determine when they may trade in sensitive securities, and when not.

As soon as an employee has insider information, no trading is permitted – irrespective of whether it is an employee within or outside of a classified unit of confidentiality and no matter whether within or outside of trading windows.

The regulations with regard to prohibiting trading outside of trading windows apply to all stock exchanges on which shares or other securities or uncertified book-entry securities (e.g. derivatives) are traded, but also apply to OTC transactions. Breach of this undertaking may lead to proceedings under civil law and criminal law, as well as labor law.

When it is very likely that insider information will occur, the Management Board is empowered after consultation with the Capital Market Compliance Officer to shorten or cancel trading windows for the employees of classified units of confidentiality. The date of the commencement, as well as the concrete duration of the blocking period, must be communicated to the respective persons.

The provisions on trading bans and trading windows also apply to orders issued by persons from classified units of confidentiality in the name and/or on behalf of a third party, orders issued by a third party in the name and/or on behalf of persons from classified units of confidentiality, as well as companies that are directly or indirectly controlled by a person from an classified unit of confidentiality, that was established for the benefit of such a person or whose economic interests largely correspond to such a person.

In justified, personal circumstances of an individual person from a classified unit of confidentiality, the Capital-Market Compliance Officer may grant an exception to the trading ban outside of the respective trading window if it is ensured that the securities transaction is not contrary to the legal regulations.

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<sup>1</sup> Working days within the meaning of these Guidelines are all days of stock market trading at the Vienna Stock Exchange



Examples:

- On a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, that require the immediate sale of shares
- Due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification of or entitlement to shares, or transactions where the beneficial interest in the relevant security does not change.

Applications for such an exception must be addressed to the Capital-Market Compliance Officer, stating the nature and scope of and reason for the intended transaction. The Capital-Market Compliance Officer shall document all applications relating to intended securities transactions of persons from classified units of confidentiality outside of a trading window, in particular by stating the name of the person concerned, the name of the security as well as the nature and scope of and reason for the intended transaction. In addition, he must record his decision as well as the relevant reasons for his decision.

When acquiring own equity for share-based compensation (Long Term Incentive Program of the A1 Telekom Austria Group) the provisions of the Capital-Market Compliance Guidelines and especially the trading ban outside of trading windows in it must be observed. In the event of doubt the Capital-Market Compliance Officer must be consulted.

However, as a matter of principle, all members of the Management Board, the Supervisory Board and employees of Telekom Austria AG are not allowed to trade in options or short selling relating to Telekom Austria shares or Telekom Austria book-entry securities.

## **7 Handling of Insider Information**

Any employee who first becomes aware of insider information in the company and who recognises it as such, must report this immediately to the Capital-Market Compliance Officer. If it is unclear whether information is insider information or it may be disclosed, the Capital-Market Compliance Officer must be consulted and his instructions must be followed.

Insider information must be treated with strict confidentiality in the course of internal business transactions with other company units (subsidiaries) not involved in the processing of this information (need-to-know-principle).

Even within a permanent classified unit of confidentiality of A1 Telekom Austria Group or within an ad-hoc classified unit of confidentiality, the insider information may only be brought to the attention of persons who are professionally involved in the processing of this information (need-to-know-principle).

In all cases the disclosure of the information must be limited to the strictly necessary extent and the number of persons concerned with insider information should be kept as low as possible.

As soon as insider information from a classified unit of confidentiality has been disclosed, the Capital-Market Compliance Officer must be informed without delay.

The disclosure of insider information to external persons is only permitted if

- necessary for company purposes,
- the disclosure is limited to the absolutely necessary extent,
- the external person – provided he is not already bound to secrecy by law or professional rules – undertakes under an agreement prior to receipt of the information to keep the insider information confidential and not to misuse it, and
- the Capital-Market Compliance Officer is then immediately informed.

Documents and data carriers of any kind (hard disks, servers, CDs, USB sticks, clouds, data rooms, etc.) containing insider information, must be kept or safeguarded in such a way that they are not accessible to persons who are not professionally engaged in the processing of this insider information, documents or external data carriers. Cabinets in which such pieces of documentation (documents, external data carriers) are kept are to be kept locked.

In a modern office architecture employees of classified units of confidentiality should choose their workplace in such a way as to ensure confidentiality of insider information. A clean desk policy is vital. The immediate surroundings when sharing desks should be restricted to one's own classified unit of confidentiality. A special focus room should be used for project related ad-hoc classified units of confidentiality.

Computer programs and data stored on data processing systems on which insider information is processed and stored must be protected by user IDs and passwords. Employees who use applications that insider information must fully close confidential processing applications when they leave their screens, making it impossible to access the application and data. A1 Telekom Austria Group employees with PC access from home may only save files and programs on the file server or high security server of A1 Telekom Austria Group. Access to the LAN must be protected via a password that is known only to the respective employee and which is in line with the respective security guidelines.

Codenames should be provided for sensitive projects.

Internal information that is to be distributed to a sizeable number of employees and which might potentially be stock price relevant information, needs prior discussion with the Capital-Market Compliance Officer with respect to its form and content.

The Internet, the intranet and Workplace are available to a network of recipients that cannot possibly be limited in advance. It must therefore be assumed that information which is placed on the internet, intranet and Workplace will be distributed to the general public. It is therefore necessary to check very carefully before every publication whether share price sensitive information might potentially be disclosed and, in case of doubt, the Capital-Market Compliance Officer must be consulted.

Publications, press releases, letters to analysts and contacts with analysts and investors must be given, written, or made solely by the Management Board or, in individual cases, persons empowered by it from the Corporate Communications Dept. and Investor Relations Dept., who must contact the Capital-Market Compliance Officer if in doubt whether insider information is involved. With respect to other media contacts, the significance of share price sensitive information must be checked with the utmost care and, if in doubt, discussed in advance with the Capital-Market Compliance Officer.

Each external disclosure of information that is sensitive with regard to the risk profile of the A1 Telekom Austria Group (particularly information about capital measures, strategic investments, significant capital expenditures, revenues and market share development) takes place only by the members of the Management Board of Telekom Austria AG in cooperation with the CFO and the departments Group Finance & Treasury or Investor Relations.

## 8 Directors Dealings by the Management / Supervisory Board and their Close Relatives

Members of the Management Board of Telekom Austria AG and the Supervisory Board of Telekom Austria AG as well as persons who are closely related to these persons must report all transactions made by them on their own account in shares or bonds of Telekom Austria or related derivatives to Telekom Austria ([managers.transactions@A1.group](mailto:managers.transactions@A1.group)) and to the Financial Market Authority (FMA [marktaufsicht@fma.gv.at](mailto:marktaufsicht@fma.gv.at)) within a maximum of three working days after the transaction for all transactions in excess of the threshold of € 5,000 per calendar year.

The reportable transactions include, in addition to purchase/sales transactions, the lending and pledging of financial instruments, provided that a pledge or other collateral is not used to secure a specific credit facility. In addition the reportable transactions include transactions executed by persons on behalf of a person with a reporting obligation, even if they exercise discretion and transactions that are carried out under a life insurance policy if the policyholder is a person with a reporting obligation who bears the investment risk and the policyholder has the power or discretion to make investment decisions regarding specific instruments under this life insurance policy or to execute transactions with respect to specific instruments of this life insurance policy.

According to Article 10 of Regulation (EU) 2016/522, the following transactions must be reported as a proprietary transaction (not an exhaustive list):

- Acquisition, sale, short sale, subscription or exchange
- Acceptance or exercise of a stock option, including stock options granted to executives or employees as part of their remuneration package, and the sale of shares resulting from the exercise of a stock option
- Entering or exercising equity swaps
- Transactions with or in connection with derivatives, including transactions with cash settlement
- Conclusion of derivative contracts through a financial instrument of the relevant issuer
- Purchase, sale or exercise of rights, including sale and purchase options, as well as warrants
- Subscription to a capital increase or bond issue
- Transactions with derivatives and financial instruments related to a debt of the respective issuer, including loan default swaps
- Conditional transactions made upon the occurrence of certain conditions and the actual execution of the transactions
- Automatic and non-automatic conversion of a financial instrument into another financial instrument, including the conversion of convertible bonds into shares
- Grants and donations made or received and inheritances received
- Transactions executed with products linked to an index, substitute baskets and derivatives
- Transactions carried out with shares in investment funds, including alternative investment funds (AIF) as defined in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council

- Transactions executed by the administrator of an AIF in which the person performing management duties or a person closely related to this person invested, provided that a report is required under Article 19 of Regulation (EU) No. 596/2014
- Transactions executed by a third party in the context of a single portfolio management or an asset management mandate in the name or for the benefit of a person performing management duties or a person closely related to this person;
- Lending transactions with the issuer's shares or debt instruments or with derivatives or other related financial instruments.

Persons closely related to the Management Board / Supervisory Board members are:

- Spouses and legally equivalent cohabiting partners,
- Dependent children,
- Relatives, if they have lived with the Management / Supervisory Board member in a joint household for at least one year prior to the actual transaction, and
- Legal persons, trust (e.g. foundations) and partnerships
  - where the Management Board / Supervisory Board member or by another person closely related to the Management Board / Supervisory Board member have a board function
  - that are directly or indirectly controlled by the Management Board/ Supervisory Board member or a person closely related to the Management / Supervisory Board member,
  - that have been established for the benefit the Management Board/ Supervisory Board member or a person closely related to the Management / Supervisory Board member
  - whose economic interests largely correspond to those of the Management Board/ Supervisory Board member or a person closely related to the Management Board/ Supervisory Board member.

Reporting obligations are restricted to legal persons, trust or partnership where the Management Board/ Supervisory Board member or a close relative takes part or influences the concrete decisions of this legal person, trust or partnership to carry out transactions in financials instruments of Telekom Austria.

The directors dealings report must be submitted to the FMA ([marktaufsicht@fma.gv.at](mailto:marktaufsicht@fma.gv.at)) and Telekom Austria ([managers.transactions@A1.group](mailto:managers.transactions@A1.group)) within 3 (three) working days after the transaction has been concluded. Telekom Austria must publish the report immediately, at the latest 3 (three) working days after the transaction has been concluded. The persons with a reporting obligation are therefore requested to submit their reports without delay, using the form available on the FMA's website (<https://www.fma.gv.at/kapitalmaerkte/directors-dealings/>) to Telekom Austria.

The FMA does not disclose Directors' Dealings reports any more. If Telekom Austria does not receive a required report within 3 (three) working days, it must disclose this report on the business day following receipt of the report at the latest.

Please note the possibility of postponing the director's dealings report until the transaction's total closing amount of one person with reporting duties reaches € 5,000 within one calendar year. If this amount is not reached at the end of a calendar year, the report may be omitted.

Members of the Management Board and the Supervisory Board of Telekom Austria AG must inform their closely related persons about the director's dealings reporting obligation and retain a copy of this document.

The Capital Market Compliance Officer must compile a list of persons with reporting obligation and persons closely related to them.

## 9 Capital-Market Compliance Officer, Ad Hoc Committee

The Capital-Market Compliance Officer of Telekom Austria is

- Rudolf Schwab (phone no. +43 664 6639079 mail: [rudolf.schwab@A1.group](mailto:rudolf.schwab@A1.group)), his deputy is
- Marielouise Gregory (phone no. +43 664 6629346 mail: [marielouise.gregory@a1telekom.at](mailto:marielouise.gregory@a1telekom.at)).

In this function the Capital Market Compliance Officer is directly access to the Management Board and Supervisory Board in case of the decision making process whether an insider information already exists or not.

### 9.1 Duties of the Capital-Market Compliance Officer

- The Capital-Market Compliance Officer is responsible for the preparation, roll-out and upgrade of the Capital-Market Compliance Guidelines.
- The Capital-Market Compliance Officer is responsible for random monitoring of the organisational measures to preserve of this Capital-Market Compliance Guidelines
- The Capital-Market Compliance Officer advise and support the management in matters relating to these Guidelines.
- The Capital-Market Compliance Officer prepare regular reports for the Management Board of Telekom Austria AG.
- The Capital-Market Compliance Officer shall provide training for employees from classified units of confidentiality in matters relating to the measures of these Guidelines.
- The Capital-Market Compliance Officer informs employees and Board members, as well as persons who otherwise work for A1 Telekom Austria Group, about the prohibition of the misuse of insider information.
- The Capital-Market Compliance Officer must immediately be informed of all insider information that has become known for the first time in the company. He must be consulted at least over the telephone whenever the existence of insider information is evaluated.
- The Capital-Market Compliance Officer informs Board members about the reporting obligation regarding director's dealings transactions and maintain a list of close relatives of all Board members.
- The Capital-Market Compliance Officer is responsible for setting up ad-hoc classified units of confidentiality, if necessary. In this respect the Capital-Market Compliance Officer must be notified of any planned implementation of a project, in the course of which insider information could typically come up. The beginning, end, members, description of the classified unit of confidentiality and the activity performed must be recorded in writing. The Capital-Market Compliance Officer informs the affected persons about the inclusion in a classified unit of confidentiality and ensures that they individually undertake to uphold the Capital-Market Compliance Guidelines.
- The Capital-Market Compliance Officer maintains the Insider-List and informs the affected persons about the inclusion on the Insider-List. He ensures that all persons on the Insider-List acknowledge in written form any obligations arising from legal and administrative provisions and declare in written form that they are aware of any sanctions that will be imposed in the event of misuse or improper dissemination of insider information.

- The Capital Market Compliance Officer has to be informed of breaches of the Capital-Market Compliance-Guidelines by an employee and informs the HR department so that the necessary sanctions are taken.

In cases of doubt, the Capital-Market Compliance Officer must be consulted on the content and interpretation of these Guideline; the Capital Market Compliance officer decides on these doubts in consultation with the Management Board of Telekom Austria AG.

## 9.2 Ad-Hoc Committee

The Capital-Market Compliance Officer, the Head of Investor Relations and the General Counsel form the ad-hoc committee, which advises the Management Board of Telekom Austria AG on all questions relating to the ad-hoc releases of insider information. The ad-hoc committee must be involved early on in circumstances or projects that could lead to obligatory ad-hoc releases.

The Management Board of Telekom Austria AG decides on the immediate publication or deferment of insider information (ad-hoc releases). The publication of ad hoc releases or notification of the FMA is carried out by Investor Relations.

# 10 Monitorig und Sanctions

## 10.1 Monitoring

Information provided by honest and upright employees is one of the most effective ways of exposing misconduct in the Company and is therefore an appropriate measure to expose serious risks early on within the A1 Telekom Austria Group. Any employee can report a violation or suspicion of a violation of the legal framework, the Code of Conduct and internal guidelines. We value whistleblowers who have provided information to the best of their knowledge.

Whistleblowers should first approach their direct manager for initial support. If this is not possible, information can be addressed to the Compliance Manager responsible.

Information can also be provided to the A1 Telekom Austria Group tell.me-whistleblowing portal [www.bkms-system.net/tell.me](http://www.bkms-system.net/tell.me).

No employees or managers will suffer retaliation, discrimination or disciplinary action for reports made in good faith, or on the basis of a reasonable belief of violation or suspected violation.

Managers especially those of classified units of confidentiality monitor the adherence to these Capital Market Compliance Guidelines in their own area and inform the Capital-Market Compliance Officers about the occurrence of misconduct.

The Capital-Market Compliance Officer and Group Internal Audit are entitled, as a matter of routine and with random checks to control compliance with the Capital-Market Compliance Guidelines. If any violations are found, the Capital-Market Compliance Officer will identify the persons responsible and inform the HR Department so that the steps necessary under labour law are taken. The Capital Market Compliance Officer must keep written records of the adopted procedures and the outcome of the investigations.

## 10.2 Sanctions

Misconduct and violations of the Capital-Market Compliance Guidelines can have severe consequences not only for the individual personally, but also for the entire company. The A1

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Telekom Austria Group disciplines deliberate, unlawful misconduct and violations of internal guidelines consistently, regardless of the rank or position of the person involved.

Any violation of these Guidelines may have consequences under civil law, criminal law, stock exchange law and/or labour law.

The violation of the prohibition of misuse of insider information may have criminal consequences. People who, for example as an insider, possess insider information and utilize this information to acquire or sell financial instruments to which the information applies for themselves or for a third party for more than € 1 mio. , will be punished by imprisonment from six months to five years.

Labour law implications may ultimately (in the case of employees) lead to dismissal due to the breach of confidence vis-à-vis the employer and (in the case of public servants) to the opening of disciplinary procedures.

Perpetrators will be sued for reimbursement of all damages suffered.

## 11 Questions and comments on these Guidelines

Questions and comments on these Guidelines can be addressed to the Capital Market Compliance Officer.

Rudolf Schwab, Capital Market Compliance Officer, is available:

**Mobile: +43 664 66 39079**

**[rudolf.schwab@A1.group](mailto:rudolf.schwab@A1.group)**

## 12 Trading in AMX securities

All employees of A1 Telekom Austria Group, who intent to trade with securities of America Movil shall carefully read the „Guidelines for trading in AMX shares and other securities“ (<http://www.americamovil.com/sites/default/files/2018-03/guidelines-intrading-in-amx-securities.pdf>) in advance.

## 13 Final Provision

These Guidelines enter into force in April 2018 as binding instructions of A1 Telekom Austria Group and replace the Capital Market Compliance Guidelines as of September 2017.

### **Distribution**

The Capital Market Compliance Guidelines of Telekom Austria will be sent to the following:

- Management Board and Supervisory Board of Telekom Austria AG
- Directors of the first level of management of Telekom Austria AG
- All employees of Telekom Austria AG
- All members of all classified units of confidentiality
- Other persons working for classified units of A1 Telekom Austria Group
- Capital-Market Compliance Officer and Compliance Group



## Annex 1: Capital-Market Compliance - Statement of Undertaking for Persons from Classified Units

Classified unit:
Name:
Date of birth:
Address:
Email address:
In the classified unit since:

### Statement of Undertaking

I have received the A1 Telekom Austria Group Capital-Market Compliance Guidelines (status: April 2018), have read and understood them, and hereby undertake to comply with all of their stipulations.

As an employee of a classified unit of confidentiality, I undertake, above all, to strictly comply with all measures to ensure that insider information is kept secret and with the stipulation regarding the trading windows. The trading windows will be open during the 20 working day period following the disclosure of the yearly, half-yearly or quarterly results respectively:

I will immediately announce any changes concerning my affiliation with a classified unit of confidentiality.

I acknowledge any obligations arising from legal and administrative capital-market legal provisions and am aware of any sanctions that will be imposed in the event of misuse or improper dissemination of insider information.

I confirm the above undertaking by signing this statement.

.....  
**(Date; employee's signature)**

This statement of undertaking is to be given to the Capital Market Compliance Officer

Rudolf Schwab, Group Compliance  
 1020 Vienna, Lassallestraße 9,  
[rudolf.schwab@A1.group](mailto:rudolf.schwab@A1.group)

## Annex 2: Capital-Market Compliance - Statement of Completion and Undertaking - First management level

Classified unit:
Name:
Date of birth:
Address:
Email address:
In the classified unit since: :

### Statement of Completion and Undertaking

I have received the A1 Telekom Austria Group Capital Market Compliance Guidelines (status: April 2018), have read and understood them, and hereby undertake to comply with all of their stipulations.

I have made the Capital-Market Compliance Guidelines of A1 Telekom Austria Group (status: April 2018) known to all employees of my unit. I take care, that all Statements of Undertaking of the employees of my unit and the information required for the "Insider-List" are given to the Capital Market Compliance Officer.

All persons, who join my classified unit of confidentiality, are to be reported immediately to the Capital-Market Compliance Officer, who will carry out initial capital-market compliance training in the first 14 days after joining the classified unit of confidentiality.

As a member of a classified unit of confidentiality, I undertake, above all, to strictly comply with all measures to ensure that insider information is kept secret and with the stipulation regarding the trading windows. The trading windows will be open during the 20 day period following the disclosure of the yearly, half-yearly or quarterly results respectively:

I acknowledge any obligations arising from legal and administrative capital-market provisions and am aware of any sanctions that will be imposed in the event of misuse or improper dissemination of inside information.

**I confirm this by signing this statement of completion and undertaking.**

.....  
**Date; signature of the director of the first management level**

This statement of completion and undertaking is to be given to the Capital Market Compliance Officer

Rudolf Schwab, Group Compliance  
 1020 Vienna, Lassallestraße 9,  
[rudolf.schwab@A1.group](mailto:rudolf.schwab@A1.group)

## Annex 3: Capital-Market Compliance - External Statement of Undertaking

Name:
Date of birth:
Address:
Email address:
Company
Company register number:

### Statement of Undertaking

I have read and understood the A1 Telekom Austria Group Capital Market Compliance Guidelines (status: April 2018) and hereby undertake to comply with their stipulations and to inform (keeping proof thereof) my current and future employees as well as all third parties working for me of the prohibition of misuse of insider information and of the A1 Telekom Austria Group Capital Market Compliance Guidelines, particularly about the Capital Market Compliance stipulations that apply to everyone.

The obligation to maintain an Insider List will be pointed out.

If the creation of an Insider-List by a legal person acting on behalf of Telekom Austria is not appropriate for organizational reasons, all natural persons acting for the legal person and having access to insider information of Telekom Austria regularly or for a special purpose can be included directly in the Insider-List of Telekom Austria. In this case a representative of the legal person will immediately provide all necessary information to the Capital Market Compliance Officer of Telekom Austria.

I acknowledge any obligations arising from legal and administrative provisions and am aware of any sanctions that will be imposed in the event of misuse or improper dissemination of inside information.

.....  
(Date, signature)

This statement of undertaking is to be given to the Capital Market Compliance Officer

Rudolf Schwab, Group Compliance  
1020 Vienna, Lassallestraße 9,  
[rudolf.schwab@A1.group](mailto:rudolf.schwab@A1.group)

## Annex 4: Capital Market Compliance - Statement of Undertaking for Members of the Supervisory Board and Persons supporting Members of the Supervisory Board in their function

Classified unit Supervisory Board
Providing support to the following members of the Supervisory Board:
Name:
Date of birth:
Residential address:
Company address
Email address:

### Statement of Undertaking

I have read and understood the A1 Telekom Austria Group Capital-Market Compliance Guidelines (status: April 2018) and hereby undertake to comply with all their stipulations.

I herewith confirm that I have been informed about the stipulations concerning confidentiality of insider information and acknowledge explicitly that misuse of insider information, especially trading in shares and derivatives or other financial instruments of the Telekom Austria being aware of insider information is punishable with imprisonment.

Furthermore outside of the trading windows, I undertake not to buy or sell either Telekom Austria shares or derivatives or other securities in the afore mentioned financial instruments, not to give any recommendations concerning their purchase or sale, not to cancel or change existing orders and not to disseminate any other insider information. The trading window will be open during the 20 working day period following the disclosure of the yearly, half-yearly or quarterly results.

I will inform persons who are closely related to me as a member of the Supervisory Board (see chapter 8 of the Capital Markets Compliance Guidelines) in writing about their obligations concerning director's dealings and will keep a copy of this information.

I will report immediately all transactions made on my own account in shares or other equities of Telekom Austria or related derivatives to Telekom Austria ([managers.transactions@A1.group](mailto:managers.transactions@A1.group)) and the Financial Market Authority (FMA [marktaufsicht@fma.gv.at](mailto:marktaufsicht@fma.gv.at)) in excess of the threshold of € 5,000 per calendar year.

I will inform the Capital Market Compliance Officer about all my close relatives stated in chapter 8 of these Guidelines and about all personal data and changes thereof required for the Insider List (see chapter 5 of these Guidelines)

I acknowledge any obligations arising from legal and administrative provisions and am aware of any sanctions that will be imposed in the event of misuse or improper dissemination of inside information.

**I confirm this by signing this statement of undertaking.**

.....  
 (Date, signature of the Member of the Supervisory Board / of the supporting person)  
 This statement of undertaking is to be given to the Capital Market Compliance Officer  
 Rudolf Schwab, Group Compliance  
 1020 Vienna, Lassallestraße 9,  
[rudolf.schwab@A1.group](mailto:rudolf.schwab@A1.group)

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