



## Invitation to the Annual General Meeting

**Telekom Austria Aktiengesellschaft**  
**Company no. 144477t, Commercial Court Vienna**  
**ISIN AT 0000720008**

We are pleased to invite our shareholders to the Annual General Meeting, which will take place on Thursday, **September 24, 2020**, at 10:00 a.m. (CEST) at the company's seat, A-1020 Vienna, Lassallestrasse 9.

### **Virtual general meeting without physical presence of shareholders**

In order to protect shareholders and other participants, the Management Board has decided to make use of the legal provisions for a virtual general meeting.

The Annual General Meeting of Telekom Austria Aktiengesellschaft on September 24, 2020 will be held as a "virtual general meeting" as defined by COVID-19-GesV (Federal Law Gazette II No. 140/2020).

Subsequently, shareholders cannot be physically present at the Annual General Meeting of Telekom Austria Aktiengesellschaft on September 24, 2020.

The holding of the Annual General Meeting as a virtual general meeting according to COVID-19-GesV leads to modifications in the course of the general meeting as well as in exercise of shareholders' rights.

The exercise of voting rights, the right to make motions and the right to object shall be effected exclusively by granting power of attorney and instructions to one of the four independent special proxies proposed by the Company whose costs are borne by the Company.

The right to information can be exercised during the virtual General Meeting by the shareholders themselves by means of electronic communication, and this exclusively in text form by e-mail directly to the following e-mail address: [fragen.telekom@hauptversammlung.at](mailto:fragen.telekom@hauptversammlung.at).

At the latest by September 3, 2020 the information on the organizational and technical requirements for participation pursuant to § 3 (3) in connection with § 2 (4) COVID-19-GesV ("Participation Information") will be made available on the Company's website at [www.a1.group/de/ir/hauptversammlung-2020](http://www.a1.group/de/ir/hauptversammlung-2020).

### **Broadcast of the Annual General Meeting on the Internet**

The Annual General Meeting will be broadcast in full and in real time on the Internet in accordance with § 3 (4) COVID-19-GesV in conjunction with § 102 (4) AktG.



All shareholders of the Company can follow the Annual General Meeting on September 24, 2020 from 10:00 a.m. at [www.a1.group/de/ir/hauptversammlung-2020](http://www.a1.group/de/ir/hauptversammlung-2020).

The broadcast of the Annual General Meeting on the Internet will allow all shareholders to follow the course of the Annual General Meeting in real time through this one-way acoustic and optical connection and to follow the presentation by the Management Board and the answers to shareholders' questions.

The live broadcast will not allow remote participation [§ 102 (3) lit 2 AktG] and remote voting [§ 102 (3) lit 3 AktG and § 126 AktG].

Furthermore, reference is made to the Participation Information.

This year, we kindly ask shareholders to pay special attention to this Participation Information, which also explains the procedure of this year's Annual General Meeting.

## Agenda

### Agenda Item 1:

Presentation of the adopted financial statements and the management report as well as the consolidated financial statements including the consolidated management report and the consolidated corporate governance report, the consolidated non-financial report, the proposal for appropriation of the net profit and the Supervisory Board report on the fiscal year 2019.

### Agenda Item 2:

Resolution on the appropriation of the net profit shown in the financial statements for the fiscal year 2019.

### Agenda Item 3:

Resolution on the discharge of the members of the Management Board for the fiscal year 2019.

### Agenda Item 4:

Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2019.

### Agenda Item 5:

Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2019.

### Agenda Item 6:

Elections to the Supervisory Board.



**Agenda Item 7:**

Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2020.

**Agenda Item 8:**

Resolution on the Remuneration Policy.

**Shareholder information:**

In preparation for the forthcoming Annual General Meeting, we are providing our shareholders with the following documents on our website <https://www.a1.group> from the 21<sup>st</sup> day prior to the date of the ordinary shareholders' meeting, hence from September 03, 2020, at the latest:

1. the annual report 2019 including the consolidated financial statements and the consolidated management report 2019, the financial statements of the fiscal year 2019 including the management report, the consolidated corporate governance report 2019, the consolidated non-financial report, the proposal of the Management Board for the appropriation of the net profit and the Supervisory Board report for the fiscal year 2019;
2. complete text of this invitation to the Annual General Meeting;
3. the resolution proposals for the agenda by the Management Board and the Supervisory Board;
4. forms for proxy and revocation of proxy for the special proxies pursuant to § 3 (4) COVID-19-GesV as well as a form for questions;
5. statements according to Sec 87 para 2 Stock Corporation Act;
6. information on the organizational and technical requirements for participation in accordance with § 3 (3) in conjunction with § 2 (4) COVID-19-GesV ("Participation Information").

**Additional items to the agenda:**

Shareholders whose shares collectively amount to 5% of the share capital may request in writing (signature required) that additional items are placed on the agenda of the Annual General Meeting of September 24, 2020, and that these additional items are published. Each additional item must be accompanied by a proposal for the resolution to be passed (in any event in German and if desired in an additional language) including reasons (in German required). In case of election of members of the Supervisory Board, the reasons which must be attached are replaced by a declaration of the Supervisory Board candidate according to Sec 87 para 2 Stock Corporation Act. The written request must be submitted to Telekom Austria AG, Investor Relations Department, A-1020 Vienna, Lassallestrasse 9, at the latest by the 21<sup>st</sup> day prior to the Annual General Meeting (thus by September 03, 2020). The requesting shareholders must be continuously owners of the shares since at least 3 months prior to the date of the request. Proof of this shall be given at the same time the request is made by means of a deposit confirmation by the custodian bank according to Sec 10a Stock Corporation Act in German or English that is no more than seven days old upon submission to the company. The custodian bank shall have its registered office in a member state of the European Economic Area (EEA) or in a full member state of the OECD. For several shareholders who only jointly hold the required number of shares amounting to 5% of the share capital, the deposit confirmations for all the shareholders shall refer to the same point of time (date and time).



Resolution proposals:

Until the end of the 7<sup>th</sup> business day prior to the Annual General Meeting (thus, by September 15, 2020) shareholders whose shares collectively amount to at least 1% of the share capital may submit (by fax to +43 (0)50 664 9 49040 or by mail to Telekom Austria AG, Investor Relations Department, A-1020 Vienna, Lassallestrasse 9, or by e-mail to [hauptversammlung.2020@a1.group](mailto:hauptversammlung.2020@a1.group)) written (i.e. in text form) proposals for the resolutions to be passed and may request that these proposals are made available on the company's website, together with the names of the respective shareholders, the reasons which must be attached and a possible statement by the Management Board or the Supervisory Board. In case of a proposal for election of a Supervisory Board member the reasons which must be attached are replaced by a declaration of the Supervisory Board candidate according to Sec 87 para 2 Stock Corporation Act. The Supervisory Board candidate must disclose in such declaration his/her expert qualifications, professional or similar functions, as well as all circumstances which might give rise to concerns of a conflict of interests.

In order to prove the shareholder's status, the shareholder shall submit a deposit confirmation according to Sec 10a Stock Corporation Act in German or English from the custodian bank with registered office in a member state of the European Economic Area (EEA) or in a full member state of the OECD. This confirmation may not be more than 7 days old upon submission to the company. For several shareholders who only jointly hold the required number of shares amounting to 1% of the share capital, the deposit confirmations for all the shareholders shall refer to the same point of time (date and time). The company will comply with such request within 2 business days after its receipt, unless

1. it contains no reasons or the declaration according to Sec 87 para 2 Stock Corporation Act is not provided,
2. it would lead to a resolution by the Annual General Meeting, which is unlawful or in contradiction to the Articles of Association,
3. a similar proposal based on the same circumstances is already accessible for the shareholders,
4. the proposal qualifies as slander (Sec 111 Austrian Penal Code) or libel (Sec 115 Austrian Penal Code) or the Management Board would become liable to prosecution for making the proposal accessible or
5. the shareholders indicate that they will not attend the Annual General Meeting and will not be represented by anyone.

The reasons do not have to be published on the company's website, if they contain more than 5,000 characters total or if the statement fulfils one of the elements in the above-mentioned item 4. If several shareholders deliver resolution proposals for the same item of the agenda, the Management Board may summarize the resolution proposals and their reasons. The resolution proposals must be submitted in any event in German and if desired an additional language; a German version of the reasons is required.

Please note that each shareholder is entitled to make proposals at the Annual General Meeting for each item of the agenda. Resolution proposals which according to Sec 110 Stock Corporation Act have been published on the company's website shall only be voted on if they are repeated at the Annual General Meeting as proposals for passing a resolution. For a shareholder to propose the election of a member to the Supervisory Board, the timely submission of an election proposal in text form pursuant to Section 110 Stock Corporation Act, to be accompanied by a statement pursuant to Section 87 Para 2 Stock Corporation Act, is mandatory.

Right to information:

Upon request at the Annual General Meeting each shareholder shall be granted information about the affairs of the company, if necessary to make possible the correct evaluation of an item on the agenda. The right to information extends to legal and business relations of the company with affiliated companies. The right to



information also extends to the status of the group and the companies included in the consolidated financial statements. Information rendered shall comply with the principles of diligent and accurate accountability. The information may be refused if

1. such information – according to a reasonable economic evaluation – could be of considerable detriment to the company or to an affiliated company, or
2. providing the information would constitute an offence.

The reason for refusing to provide information must be stated.

Participation:

As the Annual General Meeting on September 24, 2020 due to COVID-19 will be held as a virtual Annual General Meeting, shareholders cannot be physically present at the Annual General Meeting. Participation in this virtual Annual General Meeting, the exercise of voting rights, the right to propose a resolution and to object to the resolution are only possible by granting power of attorney and giving instructions to one of the four independent special proxies proposed by the Company.

*Deposit confirmation:*

Only persons who are shareholders at the end of September 14, 2020 (record date) and provide the Company with evidence of their shareholding are entitled to participate in this virtual General Meeting in accordance with the provisions of COVID-19-GesV. The shareholder status shall be proven by a deposit confirmation in German or English. This deposit confirmation must be issued by the custodian bank which has its registered office in a member state of the European Economic Area (EEA) or in a full member state of the OECD and shall be received by the company by the 3<sup>rd</sup> business day prior to the Annual General Meeting at the latest. Please note that this deadline ends on September 21, 2020.

The deposit confirmations shall be sent to the company

- (i) in text form according to Sec 16 para 2 of the Articles of Association  
per telefax: +43 (0)1 8900 500 52 or  
  
per e-mail: [anmeldung.telekom@hauptversammlung.at](mailto:anmeldung.telekom@hauptversammlung.at) (deposit confirmation by PDF)
- (ii) in written form and duly signed (official company signature) by mail or courier to Telekom Austria AG, c/o HV-Veranstaltungsservice GmbH, Re: Telekom Austria HV, 8242 St. Lorenzen/Wechsel, Köppel 60, Austria, or  
  
via SWIFT as following: SWIFT GIBAATWGGMS, Message Type MT598 (alternatively 599); please indicate in the wording ISIN AT 0000720008.



Submitting the deposit confirmation serves at the same time as registration for the Annual General Meeting. The deposit confirmation shall contain the following information:

1. the issuer by reference to name (company name) and address or a code customary in transactions between banks (e.g. BIC code),
2. the shareholder by reference to name (company name) and address, date of birth in case of physical persons and in case of legal persons, if applicable, registry and company registration number under which the legal person is registered in its country of origin,
3. deposit number or, if not available, an alternative identification,
4. number of shares held by the shareholder, ISIN (please indicate in the wording ISIN AT 0000720008),
5. explicit confirmation that the deposit confirmation refers to the record date, which is September 14, 2020, 12:00 midnight (CEST) (local time Vienna).

*Independent special proxies:*

Every shareholder who is entitled to participate in the Annual General Meeting and has duly verified this to the Company is entitled to authorize one of the following special proxies.

- (i) Attorney of law Mag. Christoph Moser  
c/o Weber Rechtsanwälte GmbH & Co KG  
A-1010 Vienna, Rathausplatz 4  
[moser.telekom@hauptversammlung.at](mailto:moser.telekom@hauptversammlung.at)
- (ii) Attorney of law Dr. Sascha Schulz  
c/o Schönherr Rechtsanwälte GmbH  
A-1010 Vienna, Schottenring 19  
[schulz.telekom@hauptversammlung.at](mailto:schulz.telekom@hauptversammlung.at)
- (iii) Dipl. Vw., Dipl. Jur. Florian Beckermann, LL.M  
c/o Austrian Shareholder Association, IVA  
A-1130 Vienna, Feldmühlgasse 22  
[beckermann.telekom@hauptversammlung.at](mailto:beckermann.telekom@hauptversammlung.at)
- (iv) MMag. Thomas Niss, MBA  
c/o Coown Technologies GmbH,  
A-1040 Vienna, Gußhausstraße 3/2  
[niss.telekom@hauptversammlung.at](mailto:niss.telekom@hauptversammlung.at)

Pursuant to § 3 (4) COVID-19-GesV, the submission of a motion for resolution, the voting and the raising of an objection at this virtual General Meeting of Telekom Austria Aktiengesellschaft on September 24, 2020 can only be carried out by authorizing and instructing one of these special proxies. The authorization of a person other than one of the four special proxies to exercise these rights is not possible in accordance with § 3 (4) COVID-19-GesV.

Each shareholder may select one of the four persons as his or her special proxy and grant this person power of attorney. A separate proxy form for granting power of attorney to the special proxies will be available on the



Company's website at [www.a1.group/de/ir/hauptversammlung-2020](http://www.a1.group/de/ir/hauptversammlung-2020) by September 3, 2020 at the latest. Please use this proxy form explicitly.

For further details of the granting of power of attorney and instructions, the communication options and deadlines provided for this purpose, please observe the regulations contained in the *Participation Information*. A personal handover of the power of attorney at the place of assembly is expressly excluded.

Information on the data privacy of shareholders:

Telekom Austria AG processes the personal data of shareholders (in particular the information according to Section 10a Para 2 AktG; i.e. name, address, date of birth, number of the securities custody account, number of shares held by the shareholder, type of share if applicable, number of the voting card as well as the e-mail address, the name and date of birth of the designated proxy, if applicable) on the basis of legally valid data privacy regulations, especially the EU's General Data Protection Regulation (GDPR) as well as the Austrian Data Protection Act, in order to enable shareholders to exercise their rights at the Annual General Meeting. The processing of the personal data of shareholders is absolutely necessary for the participation of shareholders and their representatives in the Annual General Meeting pursuant to Austrian Stock Corporation Act. The legal foundation for processing of personal data is, thus, in fulfillment of this obligation Art 6 Para 1 lit c GDPR. According to Art 4 lit 7 GDPR Telekom Austria AG is controller of the processing of personal data. Telekom Austria AG uses external service companies such as notaries public, lawyers and banks for the purpose of holding the Annual General Meeting. They only receive the personal data from Telekom Austria AG which is required to carry out the contracted service, and exclusively process data in accordance with the instructions provided by Telekom Austria AG. If legally required, Telekom Austria AG has concluded data privacy agreements with these service companies.

Participating shareholders and their representatives must be included in the legally required list of participants (§ 117 AktG). Other shareholders or their representatives, the members of the Management Board and Supervisory Board, the notary public and all other persons with a statutory right of participation may study this directory and thereby also see the personal data mentioned therein (including name, place of residence, number of shares). Telekom Austria AG is also legally obliged to submit personal shareholder data (especially the list of participants) to the Commercial Register as part of the notarial record (Sec 120 AktG).

Please find further information regarding the data privacy policy of Telekom Austria AG on our website via the following link: <https://www.a1.group/en/meta/data-privacy>

Total number of shares and voting rights at time of invitation:

The share capital of the company amounts to EUR 1,449,274,500 and is divided into 664,500,000 no par value bearer shares. Every share grants the right to one vote. At the time of this invitation, the company holds 415,159 treasury shares without entitlement to vote. At the time of this invitation, the total number of shares entitling to participation and the right to vote amounts to 664,084,841.

Further information regarding the election of members of the Supervisory Board:

Sec 8 para 1 of the Articles of Association of Telekom Austria AG provides for the possibility of an election of up to ten members of the Supervisory Board to be elected by the Annual General Meeting. Seven men and three women elected represent the shareholders in the Supervisory Board.

The shareholder representatives of the Supervisory Board disagreed towards the Chair with the overall fulfillment of the gender quota according to Sec 86 para 9 Stock Corporation Act. The minimum quota pursuant to Section 86 para 7 Stock Corporation Act (minimum of 30 % female members) with regard to the



**| Telekom Austria AG**

Lassallestrasse 9  
1020 Wien, Österreich

shareholder representatives is currently fulfilled; however, the terms of one female and one male Supervisory Board members expire.

No physical presence:

We would like to expressly point out once again that neither shareholders nor guests will be able to attend the upcoming Annual General Meeting at the venue.

Paying Agent: UniCredit Bank Austria AG.

For further information please visit our website at  
<https://www.a1.group>.

Vienna, August 20, 2020

The Management Board

International Securities Identification Number (ISIN)  
AT 0000720008