



## Agenda and Resolution Proposals for the Annual General Meeting on September 24, 2020

### Resolution Proposals by the Management Board and the Supervisory Board in Accordance with Sec 108 Stock Corporation Act (AktG)

#### 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.

A resolution on this agenda item is not required.

#### Agenda Item 2:

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

The Management Board and the Supervisory Board of Telekom Austria AG propose to use the profit of the fiscal year 2019 of Telekom Austria AG in the amount of EUR 327,442,000.00 as follows:

Distribution of a dividend of EUR 0.23 per eligible no par value share; i.e. a total dividend payment of EUR 152,739,513.43.

The remaining amount of EUR 174,702,486.57 will be carried forward onto new account.



**Agenda Item 3:**

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

The Management Board and the Supervisory Board of Telekom Austria AG propose to grant discharge to 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.

The Management Board and the Supervisory Board of Telekom Austria AG propose to grant discharge to 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.

The Management Board and the Supervisory Board of Telekom Austria AG propose that the following remuneration is to be granted unchanged versus the previous year to the elected members of the Supervisory Board for the 2019 financial year:

- (i) - for the Chair EUR 40,000
  - for the Deputy Chairman EUR 30,000
  - for every other Supervisory Board member EUR 20,000
  
- (ii) - for the Chairman of a committee EUR 12,000
  - for every other committee member EUR 10,000

The remuneration for committee members is limited to one committee mandate. Accordingly, committee members are only entitled to remuneration once even if they belong to several committees.



(iii) The fixed attendance fee of EUR 400 is to be granted for each member of the Supervisory Board for each of the meetings of the Supervisory Board or committee meetings which the member attends.

The staff council representatives in the Supervisory Board shall be entitled to an attendance fee per meeting only but not to an additional remuneration.

Remuneration is paid on a pro rata basis (calculated daily) if a member of the Supervisory Board or committee did not belong to the board or the respective committee for the entire financial year.

#### **Agenda Item 6:**

Elections to the Supervisory Board

In accordance with Sec 8 para 1 and 4 of the Articles of Association of Telekom Austria AG, the Supervisory Board consists of up to ten members elected by the General Meeting.

Immediately after the last Annual General Meeting on 29 May 2019 due to the election of two members, the Supervisory Board consisted of ten elected and five employee representatives.

The term of office of Mrs. Exner-Wöhrer and Mr. Cantu Jimenez ends with the conclusion of the current Annual General Meeting. Thus, two members shall be elected in order to attain the number of ten elected members.

According to Sec 86 para 7 Stock Corporation Act the Supervisory Board shall at least consist of 30 percent female and 30 percent male members. According to the declarations of the supervisory board members pursuant to Sec 86 para 9 Stock Corporation Act singular fulfilment of the gender quota in the Supervisory Board is required. Thus, three women from the shareholder side need to be elected to the Supervisory Board. In order to fulfil this condition at least one female member shall be elected.

The Supervisory Board of Telekom Austria AG proposes to conduct the following elections:



Mrs. Karin Exner-Wöhler, born on 08 September 1971, shall be elected as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2022 as member of the Supervisory Board of the Company.

Mr. Alejandro Cantu Jimenez, born on 26 April 1972, shall be elected as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2022 as member of the Supervisory Board of the Company.

These election proposals include CVs of the proposed candidates and declarations of the candidates pursuant to Sec 87 para 2 Austrian Stock Corporation Act (AktG) as to their qualification, comparable functions and impartiality.

#### **Agenda Item 7:**

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

The Supervisory Board of Telekom Austria AG proposes to elect Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, Vienna, as auditor and Group auditor for the fiscal year 2020.

#### **Agenda Item 8:**

Resolution on the Remuneration Policy.

The Supervisory Board submits the Remuneration Policy of the Management Board and of the Supervisory Board for the vote of the Annual General Meeting.