



## 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 Friday, **May 14, 2021**, at 10:00 a.m. (CEST) at the company's seat, A-1020 Vienna, Lassallestrasse 9. In order to protect the shareholders and other participants, the Management Board has decided to hold the general meeting as a **virtual general meeting** (according to COVID-19-GesV). **Shareholders can therefore not be physically present.**

All shareholders of the company can follow the Annual General Meeting on May 14, 2021 from 10:00 a.m. on the Internet at [www.a1.group/de/ir/hauptversammlung-2021](http://www.a1.group/de/ir/hauptversammlung-2021) (full Internet broadcast in real time in accordance with § 3 para 4 COVID-19-GesV in connection with § 102 para 4 Stock Corporation Act). The live broadcast does not allow remote participation (§ 102 para 3 lit 2 Stock Corporation Act) and no remote voting (§ 102 para 3 lit 3 Stock Corporation Act and § 126 Stock Corporation Act).

The exercise of the right to vote, the right to submit motions and the right to object are only exercised by granting a power of attorney and giving instructions to one of the four independent, "*special proxies*" proposed by the Company (see below: Participation, deposit confirmation, special proxies) whose costs are borne by the Company.

The right to information can only be exercised by the shareholders themselves during the virtual general meeting by e-mail directly to the following e-mail address: [fragen.telekom@hauptversammlung.at](mailto:fragen.telekom@hauptversammlung.at).

By April 23, 2021 at the latest, the organizational and technical requirements for participation in accordance with § 3 para 3 in connection with § 2 para 4 COVID-19-GesV ("*participation information*") will be published on the company's website at <https://www.a1.group/en/ir/annual-general-meeting-2021>. Again, this year we kindly ask the shareholders to pay particular attention to the participation information, in which the course of the Annual General Meeting is set out in detail.

## 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 2020.

**Agenda Item 2:**

Resolution on the appropriation of the net profit shown in the financial statements for the fiscal year 2020.

**Agenda Item 3:**

Resolution on the discharge of the members of the Management Board for the fiscal year 2020.

**Agenda Item 4:**

Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2020.

**Agenda Item 5:**

Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2020.

**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 2021.

**Agenda Item 8:**

Resolution on the Remuneration Report 2020.

## **Shareholder information:**

From April 23, 2021 (21 days before the Annual General Meeting) at the latest, the following documents are available at <https://www.a1.group>:

1. the combined annual report 2020 including the consolidated financial statements and the consolidated management report 2020, the financial statements of the fiscal year 2020 including the management report, the consolidated corporate governance report 2020, 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 2020;
2. the 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. the forms for proxy and revocation of proxy for the special proxies as well as a form for questions;
5. statements according to § 87 para 2 Stock Corporation Act;
6. the remuneration report 2020;
7. the participation information according to § 3 para 3 COVID-GesV.

Additional items to the agenda:

Shareholders whose shares collectively amount to 5% of the share capital can request that items be placed on the agenda and announced. Each item on the agenda must be accompanied by a proposal for a resolution including the reasons (both required in German); in the case of supervisory board elections, the statement of the proposed person in accordance with § 87 para 2 Stock Corporation Act takes the place of the reason. The written and signed application must be received by Telekom Austria AG, Investor Relations Department, Lassallestrasse 9, 1020 Vienna, by April 23, 2021 (21<sup>st</sup> day before the Annual General Meeting). The applicants must have held the shares for at least 3 months before submitting the application. This must be proven at the same time as the application by means of a deposit confirmation in accordance with § 10a Stock Corporation Act.

Resolution proposals:

Until the end of May 4, 2021 (7<sup>th</sup> business day before the Annual General Meeting), shareholders whose shares total 1% of the share capital can submit proposals for resolution to the company on any item on the agenda and request that these proposals be submitted together with the names of the relevant shareholders, the attached reasons and any comments by the Management Board or the Supervisory Board are published on the Company's website. In the case of a proposal for the election of a member of the Supervisory Board, the statement of the proposed person acc. to § 87 para 2 Stock Corporation Act takes the place of the reason.

These documents, including proof of shareholder status, are to be provided in the form of a deposit confirmation in accordance with § 10a Stock Corporation Act, in text form (by fax to +43 (0) 50 664 9 49040 or by mail to Telekom Austria AG, Investor Relations Department, 1020 Vienna, Lassallestrasse 9, or by E-Mail to [hauptversammlung.2021@a1.group](mailto:hauptversammlung.2021@a1.group)).

The company will publish the proposal no later than on the 2<sup>nd</sup> working day after receipt, unless

1. it contains no reasons or the declaration according to § 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 made accessible for the shareholders,
4. the proposal qualifies as slander (§ 111 Austrian Penal Code) or libel (§ 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 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 including the reasons must be submitted in German.

Deposit confirmation when adding further items on the agenda or when proposing resolutions

As proof of shareholder status, shareholders have to attach a deposit confirmation in accordance with § 10a Stock Corporation Act in German or English from the depositary bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD, which must not be older than 7 days at the time of submission to the company. If there are several shareholders who only jointly achieve

the required share ownership of 5% or 1% of the share capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time).

Right to submit motions

Every shareholder is entitled to submit motions to any item on the agenda at the Annual General Meeting. Resolution proposals which according to § 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 § 110 Stock Corporation Act, to be accompanied by a statement pursuant to § 87 Para 2 Stock Corporation Act, is mandatory. The right to submit motions to the virtual general meeting can only be exercised through a special proxy.

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 can only be exercised during the virtual general meeting by sending an e-mail to [fragen.telekom@hauptversammlung.at](mailto:fragen.telekom@hauptversammlung.at). 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, deposit confirmation & special proxies:

As the Annual General Meeting on May 14, 2021 will be held virtually, shareholders cannot be physically present. 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. It is not possible to authorize other persons.

Only persons who are shareholders at the end of May 4, 2021 (record date) and provide the Company with evidence of their shareholding are entitled to participate in this virtual General Meeting. Proof of shareholder status is to be provided by means of 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 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 May 10, 2021.

The deposit confirmations shall be sent to the company

- (i) in text form according to § 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 GIBAAWGGMS, 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).

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) 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)
- (ii) Attorney of law Dr. Christoph Nauer LL.M.  
c/o bpv Hügel Rechtsanwälte GmbH  
2340 Mödling, Enzersdorferstraße 4  
[nauer.telekom@hauptversammlung.at](mailto:nauer.telekom@hauptversammlung.at)
- (iii) MMag. Thomas Niss, MBA  
c/o Coown Technologies GmbH,  
A-1040 Vienna, Gußhausstraße 3/2  
[niss.telekom@hauptversammlung.at](mailto:niss.telekom@hauptversammlung.at)
- (iv) 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)

A power of attorney form will be available no later than April 23, 2021 at [www.a1.group/en/ir/hauptversammlung-2021](http://www.a1.group/en/ir/hauptversammlung-2021). We ask you to only use this power of attorney form.

For the further details regarding granting power of attorney and issuing instructions, the communication options and deadlines provided for this purpose, the regulations provided in the participation information must be observed. A personal handover of the power of attorney at the meeting place is excluded.

Information on the data privacy of shareholders:

Telekom Austria AG processes the personal data of shareholders (in particular the information according to § 10a Para 2 Stock Corporation Act; 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 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 Stock Corporation Act). 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 (§ 120 Stock Corporation Act).

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/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:

§ 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 § 86 para 9 Stock Corporation Act. The minimum quota pursuant



Telekom Austria AG

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to § 86 para 7 Stock Corporation Act (minimum of 30 % female members) with regard to the shareholder representatives is currently fulfilled. The terms of two male Supervisory Board members expire.

Paying Agent: UniCredit Bank Austria AG.

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

Vienna, April 08, 2021

The Management Board

International Securities Identification Number (ISIN)  
AT 0000720008