



Invitation to the Extraordinary General Meeting on August 1, 2023

Telekom Austria Aktiengesellschaft
Company no. 144477t, Commercial Court Vienna
ISIN AT0000720008

We are pleased to invite our shareholders to the Extraordinary General Meeting, which will take place on Tuesday, **August 1, 2023**, at 10:00 a.m. (CEST) at the company's seat, A-1020 Vienna, Lassallestraße 9.

On the day of the Extraordinary General Meeting the presentation of the agenda until the general debate can be viewed via live stream from 10:00 a.m. (CEST) on www.a1.group. After the Extraordinary General Meeting, the recording will also be available from approx. 5:00 p.m. (CEST).

We would like to point out that after the Extraordinary General Meeting, due to the shortness of the agenda, only drinks will be offered, but not food.

Agenda

1. Approval of the spin-off for absorption of the AT Towers Business-Unit held by Telekom Austria AG to A1 Towers Holding GmbH with no shares being granted and of the proportionate spin-off for new formation of the shares in A1 Towers Holding GmbH held by Telekom Austria AG to newly established EuroTeleSites AG.

Shareholder information:

From July 1, 2023 (1 month before the Extraordinary General Meeting) at the latest, the following documents are available at <https://www.a1.group> pursuant to Sec. 108 para 3 to 5 of the Stock Corporation Act and Sec. 7 para 2 of the Spin-off Act:

- complete text of this invitation to the Extraordinary General Meeting;
- spin-off and transfer agreement including spin-off plan dated June 28, 2023;
- annual financial statements and management reports of Telekom Austria AG for the financial years 2020, 2021 and 2022;
- audited closing balance sheet of Telekom Austria AG as of the spin-off date March 30, 2023;
- audited closing balance sheet of Telekom Austria AG as of the spin-off date March 31, 2023;
- spin-off Report of the Management Board of Telekom Austria AG;
- audit report of the spin-off auditor;
- report of the Supervisory Board of Telekom Austria AG;
- resolution proposals for the agenda by the Management Board and the Supervisory Board;
- forms for proxy and revocation of proxy.

The publication of an interim balance sheet is not required because the last annual financial statement refers to a financial year that ended less than six months before the execution of the spin-off plan (Sec. 7 para. 2 no. 3 of the Spin-off Act).

The Spin-off and Transfer Agreement including the Spin-off Plan will also be published in electronic form in the edict file (<https://edikte.justiz.gv.at/>) pursuant to Sec. 89j Court Organisation Act on June 30, 2023 in accordance with Sec. 7 para 1a of the Spin-off Act, including the notice pursuant to Sec. 7 para 1, second sentence of the Spin-off Act.

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 Sec 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 July 13, 2023, 12:00 midnight CEST (19th day before the Extraordinary 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 Sec 10a Stock Corporation Act.

Resolution proposals:

Until the end of July 21, 2023 (7th business day before the Extraordinary 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 Sec 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 Sec 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.2023@a1.group).

The company will publish the proposal no later than on the 2nd working day after 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 Extraordinary 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 (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 Extraordinary 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 Sec 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 Extraordinary General Meeting. 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 Extraordinary 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 Sec 110 Stock Corporation Act, to be accompanied by a statement pursuant to Sec 87 para 2 Stock Corporation Act, is mandatory.

Right to information:

Upon request at the Extraordinary 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, deposit confirmation & proxies:

Only persons who are shareholders at the end of July 22, 2023, 12:00 midnight CEST, (record date) and provide the Company with evidence of their shareholding are entitled to participate in this 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 3rd business day prior to the Extraordinary General Meeting at the latest. Please note that this deadline ends on July 27, 2023.

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 50 or

per e-mail: 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 AT0000720008.

Submitting the deposit confirmation serves at the same time as registration for the Extraordinary 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 AT0000720008);
5. explicit confirmation that the deposit confirmation refers to the record date, which is July 22, 2023, 12:00 midnight (CEST).

Shareholders may nominate representatives. The proxy or the revocation of a proxy may be sent to the company by mail to Telekom Austria AG, c/o HV-Veranstaltungsservice GmbH, Re: Telekom Austria HV, 8242 St. Lorenzen/Wechsel, Köppel 60, Austria, by fax to +43 (0)1 8900 500 50 or by e-mail to anmeldung.telekom@hauptversammlung.at (proxy or revocation of a proxy attached as a PDF-file). The proxy or the revocation of a proxy may also be sent via SWIFT as following: SWIFT GIBAAWGGMS, Message Type MT598 (alternatively 599); please indicate in the wording ISIN AT0000720008.

The proxy or the revocation of the proxy have to be submitted to the company by July 28, 2023, 4:00 p.m. (CEST) on the. Thereafter, the proxy or the revocation must be brought personally for registration to the venue of the Extraordinary General Meeting. For the proxy or its revocation at least text form is required. If the shareholder has granted authority to his custodian bank, it is sufficient if this bank makes an additional statement along with the deposit confirmation that the shareholder has given authority to the bank. In order to facilitate the handling of the proxies we recommend the use of the forms available on our website.

An additional service is available for shareholders: a representative of the Austrian Shareholder Association IVA, Feldmühlgasse 22/4, A-1130 Vienna, will serve as an independent proxy bound to comply with instructions from the shareholder in exercising the shareholder's voting rights. On the part of IVA, Florian Beckermann has been named to represent these shareholders. To authorise Florian Beckermann to serve as the proxy, a special proxy form is available for downloading on the website of the Company at <https://www.a1.group>, which must be

received by the Company only at one of the above-mentioned addresses (fax, e-mail, mail, SWIFT). In addition, it is possible for the shareholder to directly contact Florian Beckermann by phone at +43 (0) 1 8763343 – 30.

The shareholder is required to precisely instruct Florian Beckermann how he (or a designated authorised sub-representative) has to exercise the shareholder's voting rights. We ask our shareholders to send instructions directly to beckermann.telekom@hauptversammlung.at. Florian Beckermann will exercise the voting rights of the shareholder exclusively on the basis of the instructions submitted by the shareholder. The proxy is to be considered invalid if no precise instructions are contained in it. Please note that the proxy does not accept any instructions to speak at the Extraordinary General Meeting, to raise objections against any resolutions, to pose questions or to make proposals at the Extraordinary General Meeting.

To enable smooth access and security procedure to the meeting, we ask the participants to arrive at the venue of Telekom Austria AG, Lassallestraße 9, 1020 Vienna, on time before the Extraordinary General Meeting begins. **To identify yourself, please bring along an official photo identification.** The issuance of voting cards will start at 9:15 a.m. (CEST).

Please use public transportation (e.g., underground line U1, station "Vorgartenstraße").

Information on the data privacy of shareholders:

Telekom Austria AG processes the personal data of shareholders (in particular the information according to Sec 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 Extraordinary General Meeting. The processing of the personal data of shareholders is absolutely necessary for the participation of shareholders and their representatives in the Extraordinary 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 Extraordinary 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 (Sec 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 (Sec 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>



Telekom Austria AG

Lassallestrasse 9
1020 Vienna, Austria

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.

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

Vienna, June 30, 2023

The Management Board

International Securities Identification Number (ISIN)
AT 0000720008