



# Consolidated Corporate Governance Report 2023

A1 Group

## Commitment of the A1 Group to the Austrian Corporate Governance Code

The shares of Telekom Austria AG (hereinafter referred to as the "A1 Group") have been listed on the Vienna Stock Exchange since November 2000. The Austrian Corporate Governance Code (ACGC) was presented to the public on October 1, 2002, and the A1 Group has voluntarily undertaken to comply with it since 2003. The current version of the ACGC is published at [www.corporate-governance.at](http://www.corporate-governance.at) and at [www.A1.group](http://www.A1.group).

The ACGC pursues the goal of responsible corporate management and control geared towards sustainable and long-term value creation. It aims to ensure a high degree of transparency for all stakeholders and to serve as an important guideline for investors. The Code is based on the provisions of Austrian stock corporation law, stock exchange- and capital market law, EU recommendations and the OECD Principles of Corporate Governance.

In the financial year ending on December 31, 2023, the A1 Group complied with all of the required provisions of the Austrian Code of Corporate Governance as amended in January 2023 with the following disclosures:

- Ad C Rule 36: Given the culture of open discussion within the Supervisory Board, the annual self-assessment of the Supervisory Board as stipulated in Rule 36 of the ACGC is performed every two years. The Supervisory Board in its current form last conducted the self-assessment in the 2023 financial year.
- Ad C Rule 42: A shareholders' agreement governs the cooperation between the controlling shareholder América Móvil and Österreichische Beteiligungs AG (ÖBAG). The Nomination Committee or the entire Supervisory Board submit nomination proposals for shareholder representatives to the Annual General Meeting as stipulated by the terms of this agreement.
- Ad C Rule 54: The free float of the company (including treasury shares) is around 13%. The shareholder representatives on the Supervisory Board are appointed in line with the terms of the shareholders' agreement between América Móvil and ÖBAG.

In accordance with Rule 62 of the ACGC, the A1 Group has its compliance with the rules of the Code and the accuracy of the associated public reporting evaluated by an external institution every three years.

The last evaluation was carried out by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. for the 2022 financial year. This evaluation found that the Consolidated Corporate Governance Report of the company for the 2022 financial year ending on December 31, 2022 satisfies the legal provisions of Sections 243c and 267b of the Austrian Commercial Code in addition to the requirements of the ACGC and the statements made therein. The next evaluation is scheduled for the 2025 financial year and will be carried out in the first half of 2026.

## Composition of executive bodies

### Management Board

The members of the Telekom Austria AG Management Board as of the end of 2023 were Alejandro Plater, Chief Executive Officer (CEO), and Thomas Arnoldner, Deputy CEO.

#### Changes to the Management Board

Siegfried Mayrhofer, Chief Financial Officer (CFO), left the company at his own request when his Management Board mandate expired on August 31, 2023.

In its meeting on May 4, 2023, the Supervisory Board newly appointed the Management Board members Alejandro Plater and Thomas Arnoldner with effect from September 1, 2023 until August 31, 2026 with an option to extend for a further two years. Alejandro Plater – until then Chief Operating Officer – assumed the position of CEO and Thomas Arnoldner – until then CEO – assumed the position of Deputy CEO.

In addition to her position as CFO at A1 Austria, Sonja Wallner also assumed the role of CFO of the A1 Group on September 1, 2023, without formally being a member of the Management Board of Telekom Austria AG, and reports directly to CEO Alejandro Plater.



**Alejandro Plater**  
**Chief Executive Officer, CEO**

Term of office:  
 September 1, 2023 to August 31, 2026 with an option to extend for a further two years.

Prior to his appointment as CEO, Alejandro Plater had been a member of the Management Board as Chief Operating Officer (COO) since March 5, 2015. He also held the position of Chief Executive Officer (CEO) from August 1, 2015 to August 31, 2018 and Deputy CEO from September 1, 2018 to August 31, 2023.

Business areas: Marketing (Group), Branding (Group), Human Resources (Group), General Secretariat, Internal Audit (Group), Compliance (Group), Group Finance (Accounting, Controlling, Treasury), Purchasing (Group), Legal/General Counsel, Access & Transport (Group), Service Network & IT (Group), Operation (Group), Technology & Strategy (Group).

Alejandro Plater, born in 1967 and an Argentinian citizen, has had a long international career in the telecommunications industry. In 1997, he started at Ericsson as Sales Director for Argentina and shortly thereafter was responsible for business development as Head of Business Development. In 2004, he moved to the global headquarters in Stockholm, Sweden, to take up the position of Sales Director for the Latin America region. Two years later, Plater was appointed Sales Director for Mexico before being appointed Vice President and Key Account Manager the following year. Alejandro Plater studied Business Administration at the University of Buenos Aires and has completed several post-graduate management studies at Columbia University and the Wharton School in the U.S. and at the London Business School in the United Kingdom.

Alejandro Plater has been a member of the Supervisory Board of the Dutch telecommunications group Koninklijke KPN N.V. (KPN), in which América Móvil holds a stake, since September 2020.



**Thomas Arnoldner**  
**Deputy Chief Executive Officer, Deputy CEO**

Term of office:  
 September 1, 2023 to August 31, 2026 with an option to extend for a further two years.

Prior to his appointment as Deputy CEO, Thomas Arnoldner had been a member of the Management Board as Chief Executive Officer (CEO) since September 1, 2018.

Business areas: International Business Development/Group Strategy, Regulatory Affairs & European Affairs, Mergers & Acquisitions, Communications (Group), Investor Relations, ESG.

Thomas Arnoldner was born in 1977 and is an Austrian citizen. His professional career began at Alcatel Austria in 2003. After holding various positions within the company, he was made CEO of Alcatel-Lucent Austria AG in 2013. From 2015 to 2016, he was part of the integration team for Nokia's acquisition of Alcatel-Lucent and developed the combined company's European market strategy. From 2016 to 2017, he was in charge of Nokia's European growth strategy in its Smart City, National Broadband Program, and Public Safety areas and was responsible for the country strategies of its key growth markets. He was Managing Director of T-Systems Austria GmbH from 2017 to 2018. Thomas Arnoldner studied business administration at the Vienna University of Economics and Business and the Stockholm School of Economics.

Thomas Arnoldner does not hold any Supervisory Board mandates outside the A1 Group.

**Siegfried Mayrhofer (until August 31, 2023)**  
**Chief Financial Officer, CFO**

Member of the Management Board from June 1, 2014 to August 31, 2023.

Siegfried Mayrhofer held various management positions in the Group's finance department from March 2000. In July 2009, he was appointed Chief Financial Officer of Telekom Austria TA AG. Siegfried Mayrhofer was CFO of A1 Telekom Austria AG from July 2010 to May 2015.

He did not hold any Supervisory Board mandates outside the A1 Group until his departure in 2023.

## Supervisory Board

The Supervisory Board of Telekom Austria AG consists of ten members elected by the Annual General Meeting. The Central Works Council of A1 Telekom Austria AG (Austria) delegates four members and one member is delegated by the Staff Council of Telekom Austria AG. Employee co-determination on the Supervisory Board is regulated by Austrian law.

Franz Valsky was appointed to the Supervisory Board by the Central Works Council of A1 Telekom Austria AG (Austria)

effective January 1, 2023. He succeeded Werner Luksch, who stepped down from the Supervisory Board on December 31, 2022.

At the Annual General Meeting on June 7, 2023, Christine Catasta stepped down from the Supervisory Board and Stefan Fürnsinn was elected as a new member. The Supervisory Board mandates of Edith Hlawati, Karin Exner-Wöhrer, Alejandro Cantú and Oscar Von Hauske-Solís were also extended at this Annual General Meeting.

## Members of the Supervisory Board of Telekom Austria AG

As of December 31, 2023

Name (year of birth)	Nationality	Profession	Year of first appointment	End of current term of office
Edith Hlawati, Chairperson (1957) <sup>1)</sup>	Austria	CEO Österreichische Beteiligungs AG (ÖBAG)	2018; before 2001-2013	AGM 2027
Carlos García Moreno Elizondo, Deputy Chairperson (1957)	Mexico	CFO América Móvil, S.A.B. de C.V. (Mexico)	2014	AGM 2026
Alejandro Cantú Jiménez (1972)	Mexico	General Counsel América Móvil, S.A.B. de C.V. (Mexico)	2014	AGM 2025
Christine Catasta (1958) <sup>2)3)</sup>	Austria	Certified auditor and tax consultant	2021	AGM 2023
Karin Exner-Wöhrer (1971)	Austria	CEO Salzburger Aluminium AG	2015	AGM 2026
Stefan Fürnsinn (1979) <sup>4)</sup>	Austria	Österreichische Beteiligungs AG (ÖBAG), Executive Director	2023	AGM 2026
Peter Hagen (1959)	Austria	Business Consultant	2016	AGM 2024
Carlos M. Jarque (1954)	Mexico	Executive Director of International Affairs, Government Relations and Corporate Affairs, América Móvil, S.A.B. de C.V. (Mexico)	2014	AGM 2025
Peter F. Kollmann (1962)	Austria	CFO Verbund AG	2017	AGM 2024
Daniela Lecuona Torras (1982)	Mexico, Spain	Investor Relations Officer & Sustainability Officer, América Móvil, S.A.B. de C.V.	2018	AGM 2025
Oscar Von Hauske Solís (1957) <sup>5)</sup>	Mexico	CEO Telmex Internacional (Mexico), Chief Fixed-Line Operations Officer América Móvil, S.A.B. de C.V. (Mexico)	2012	AGM 2026

### Members of the Supervisory Board delegated by the Staff Council<sup>6)</sup>

Gerhard Bayer (1967)	Austria	Chairperson of the Central Works Council of A1 Telekom Austria AG	2020
Gottfried Kehrer (1962)	Austria	Member of the Central Works Council of A1 Telekom Austria AG	2010
Renate Richter (1972)	Austria	Member of the Central Works Council of A1 Telekom Austria AG	2018
Alexander Sollak (1978)	Austria	Chairperson of the Staff Council Committee of Telekom Austria AG; Secretary-General of the European Works Council of A1 Group	2010
Franz Valsky (1972)	Austria	Deputy Chairperson of the Central Works Council of A1 Telekom Austria AG	2023

<sup>1)</sup> Supervisory Board mandates and similar functions at other listed companies (as per the ACGC): OMV AG (deputy Chairperson), Verbund AG (1st deputy Chairperson), EuroTeleSites AG (member)

<sup>2)</sup> Supervisory Board mandates and similar functions at other listed companies (as per the ACGC): Erste Group Bank AG, Verbund AG (2nd deputy Chairperson)

<sup>3)</sup> Her term of office ended at the close of the Annual General Meeting on June 7, 2023.

<sup>4)</sup> He was appointed with effect from the end of the Annual General Meeting on June 7, 2023.

<sup>5)</sup> Supervisory Board mandates and similar functions at other listed companies (as per the ACGC): EuroTeleSites AG (deputy Chairperson), America Movil, S.A.B. de C.V. (Board of Directors)

<sup>6)</sup> Supervisory Board members delegated by the Staff Council may be recalled by them at any time.

### Independence and diversity within the Supervisory Board

The guidelines set out by the Supervisory Board to determine the independence of its members comply with Annex 1 of the current version of the Code. According to these provisions, a member of the Supervisory Board can declare themselves independent if they have no business or personal relations with the company or its Management Board that could constitute a material conflict of interest and thus influence their behavior.

The free float of the company, including treasury shares, was around 13% as of December 31, 2023. The shareholder representatives on the Supervisory Board are appointed in line with the terms of the shareholders' agreement between the controlling shareholder América Móvil and ÖBAG.

In accordance with Section 95(5) No. 12 of the Austrian Stock Corporation Act, the Supervisory Board approves contracts between the company and members of the Supervisory Board. In this context, the Supervisory Board approved contracts in connection with telecommunications services between A1 and members of the Supervisory Board and their companies. Contracts relating to energy supply and a sales partnership with Verbund AG were also approved. All contracts and the sales partnership are based on arm's-length conditions.

In accordance with Section 86(7) of the Austrian Stock Corporation Act, the Supervisory Board must consist of at least 30% women and at least 30% men (gender quota). Based on the declarations by members of the Supervisory Board in accordance with Section 86(9) of the Austrian Stock Corporation Act, singular fulfillment of the gender quota in the Supervisory Board is required. Consequently, at least three of the ten members of the Supervisory Board elected by the Annual General Meeting must be women. The Austrian Labor Constitution Act imposes special regulations for the fulfillment of the gender quota among employee representatives, namely that the gender quota does not apply to employee representatives if there is no group works council.

Three of the ten shareholder representatives on the Supervisory Board are women, which corresponds to a share of 30%. This means that the gender quota of 30%, which has been mandatory since January 1, 2018, has been met.

The members of the Supervisory Board have a balanced age structure ranging from 41 to 69 years of age. Ten of the fifteen members are Austrian nationals and five are Mexican nationals. The Supervisory Board as a whole covers the full spectrum of expertise important to the company, including telecommunications, finance, digitalization and ESG. All shareholder representatives are independent within the meaning of Rule 53 of the ACGC.

## Information concerning the working methods of the Management Board and the Supervisory Board

The Management Board and the Supervisory Board of Telekom Austria AG comply with established principles as well as the principles of transparency and an open communication policy with a view to ensuring sustainable corporate development that creates value. The Group-wide areas of competence and responsibility are clearly regulated by the Articles of Association of Telekom Austria AG in addition to statutory provisions. In addition, the duties, responsibilities and working methods are described in greater detail in the Rules of Procedure of the Management Board and the Supervisory Board.

The Management Board is the Group's governing body. The Rules of Procedure for the Management Board govern the allocation of responsibilities and cooperation within the Management Board. They also contain the information and reporting duties of the Management Board as well as a catalog of measures requiring the approval of the Supervisory Board. The Management Board meets at least every 14 days to discuss current business developments as well as strategic and operational issues. At these meetings, decisions are made that require the approval of the full Management Board. In addition, there is an ongoing exchange of information on relevant activities and events.

The Management Board is supported in its management activities by the Leadership Team, which consists of the six CEOs of the operating subsidiaries, the Group CFO and the Group HR Director. The Leadership Team provides advice and support in operational and strategic matters of the A1 Group.

To guarantee the uniform management of the Group, members of the Management Board of Telekom Austria AG hold Supervisory Board mandates at the following major subsidiaries: A1 Telekom Austria (Austria), A1 Bulgaria (Bulgaria), A1 Hrvatska (Croatia), A1 Slovenija (Slovenia), A1 Srbija (Serbia) and A1 Makedonija (North Macedonia); they are also members of the Management Board of the parent company (SB Telecom) of A1 Belarus (Belarus).

The Management Board defines the strategic focus of the Group in consultation with the Supervisory Board and regularly reports to the Supervisory Board on the implementation of the strategy as well as the company's current situation, including its risk situation. Furthermore, the Supervisory Board is authorized to request reports from the Management Board at any time on matters concerning the A1 Group. In the interest of good corporate governance, there is also ongoing coordination between the Chair of the Supervisory Board and the Chair of the Management Board

with respect to matters that fall within the purview of the Supervisory Board.

The Supervisory Board has set up three committees, which provide effective support by carrying out selected tasks and issues on behalf of the Supervisory Board. Intensive committee work supports the Supervisory Board with regard to focused discussion and efficient decision-making:

- In the 2023 reporting year, the **Remuneration Committee** consisted of Edith Hlawati (Chair), Carlos García Moreno Elizondo (Deputy Chair) and Oscar Von Hauske Solís. This committee is responsible for regulating the relationship between the company and the members of the Management Board, and thus for structuring and implementing Management Board remuneration based on the remuneration policy. Resolutions concerning the appointment of Management Board members or revocation thereof and the granting of share-based remuneration elements are resolved by the Supervisory Board as a whole.

In 2023, the Remuneration Committee held five meetings and focused, among other things, on the increased integration of ESG objectives into the remuneration system.

- In line with the statutory provisions, the five meetings of the **Audit Committee** in 2023 dealt primarily with the audit and preparations for the adoption of the Annual Financial Statements, the audit of the Consolidated Financial Statements, the proposal for the distribution of profit, the Management Report, the Group Management Report as well as the Consolidated Non-Financial Report and the Consolidated Corporate Governance Report. High priority was also given to monitoring the accounting process, the effectiveness of the internal control system, the internal audit system, and the risk management system as well as the implementation of EU taxonomy. Furthermore, the Audit Committee prepared the appointment of the auditor and verified the independence of the auditor of the Annual and Consolidated Financial Statements, particularly with regard to the performance of additional services.

As of the end of 2023, the Audit Committee consisted of Carlos García Moreno Elizondo as its Chair and financial expert (in accordance with Section 92(4a) of the Austrian Stock Corporation Act), Stefan Fürnsinn (since June 7, 2023; previously Christine Catasta), Oscar Von Hauske Solís, Carlos M. Jarque, Peter Hagen, Peter Kollmann as well as Gerhard Bayer, Renate Richter and Alexander Sollak as the employee representatives.

- The **Personnel and Nomination Committee** submits proposals to the Supervisory Board for appointments to

positions on the Management Board and Supervisory Board that have become vacant, and also deals with questions of succession planning. Its members are Oscar Von Hauske Solís (Chair), Edith Hlawati, Carlos García Moreno Elizondo, Carlos M. Jarque, Alejandro Cantú Jiménez, Peter Kollmann as well as Gerhard Bayer, Franz Valsky and Alexander Sollak. The Personnel and Nomination Committee did not hold any meetings in the 2023 financial year. The reappointments to the Management Board were discussed by the full Supervisory Board.

In the 2023 financial year, the Supervisory Board addressed the strategic orientation of the A1 Group and its business performance in detail at seven meetings of the Supervisory Board and ten committee meetings. The main activities of the Supervisory Board in 2023 are discussed in the Supervisory Board's report to the Annual General Meeting.

## Meeting attendance in 2023

	Supervisory Board	Audit Committee	Remun. Committee
Edith Hlawati	6/7		4/5
Carlos García Moreno Elizondo	7/7	5/5	5/5
Alejandro Cantú Jiménez	7/7		
Christine Catasta <sup>1)</sup>	3/3	2/2	
Karin Exner-Wöhrer	7/7		
Stefan Fürnsinn <sup>2)</sup>	4/4	3/3	
Peter Hagen	7/7	5/5	
Carlos M. Jarque	7/7	5/5	
Peter F. Kollmann	6/7	4/5	
Daniela Lecuona Torras	7/7		
Oscar Von Hauske Solís	7/7	5/5	5/5
Gerhard Bayer	7/7	5/5	
Gottfried Kehrner	6/7		
Franz Valsky	6/7		
Renate Richter	7/7	5/5	
Alexander Sollak	7/7	5/5	

<sup>1)</sup> Her term of office ended at the close of the Annual General Meeting on June 7, 2023.

<sup>2)</sup> Appointed with effect from the end of the Annual General Meeting on June 7, 2023.

Details of the remuneration of the Management Board and the Supervisory Board are published in the Remuneration Report and the remuneration policy<sup>1)</sup> published on the company's website.

<sup>1)</sup> For the Management Board see: [https://a1.group/wp-content/uploads/sites/6/2023/10/agm2020\\_Remuneration\\_policy\\_Management\\_Board.pdf](https://a1.group/wp-content/uploads/sites/6/2023/10/agm2020_Remuneration_policy_Management_Board.pdf) and for the Supervisory Board: [https://a1.group/wp-content/uploads/sites/6/2023/10/agm2020\\_Remuneration\\_policy\\_Supervisory\\_Board.pdf](https://a1.group/wp-content/uploads/sites/6/2023/10/agm2020_Remuneration_policy_Supervisory_Board.pdf)

## Measures to promote women and diversity in the A1 Group (diversity concept)

Women account for three of the ten shareholder representatives and one of the five employee representatives on the Telekom Austria AG Supervisory Board. There is no female representation on the Management Board of Telekom Austria AG. At the A1 Group companies, nine women hold 30 management positions and nine women hold 15 Supervisory Board positions.

The A1 Group has set itself the goal of increasing the share of women in management positions to 40% by 2023, while also raising the overall share of women in the company to above 40% and maintaining it at this level. In 2023, the share of women in management positions was 35% (2022: 36%), while women accounted for 40% (2022: 40%) of the company's workforce. As equal opportunities continue to play a central role at the A1 Group, both targets will be continuously pursued until 2025 as part of the ESG strategy.

Diversity, inclusion and equality are key components of the A1 Group's ESG strategy. Different skills, perspectives and experiences form the basis for learning from each other, and thereby arriving at better forward-looking solutions for customers, employees and the company. Diversity, inclusion and equality are clear and relevant goals in the A1 Group's ESG strategy and continue to be pursued consistently with a focus on people. The A1 Group is paying particular attention to increasing the proportion of women in the workforce and at management level. In addition, A1 is actively working on its commitment to equal treatment, including with regard to salaries and the gender pay gap, with a view to closing this gap in the medium term.

At the A1 Group, the principles of diversity, inclusion and equality are enshrined not only in the A1 Group Code of Conduct, but also in the Group-wide DE & I (Diversity, Equity and Inclusion) Policy and in our Human Rights Policy. In 2023, the A1 Group also published the "A1 Group Health and Safety Policy" and the "Fair Pay Principles."

Further information on promoting women and diversity can be found in the Consolidated Non-Financial Report.

The above principles also apply to the company's governing bodies. The Management Board and Supervisory Board should also be composed of people who have the necessary knowledge, skills and personal qualifications.

When selecting and appointing members of the company's Management Board, the Supervisory Board places emphasis on the skills and expertise necessary to manage a telecommunications company. Decisions are also based on other criteria such as educational background and career history, age, gender, and general personality traits.

When appointing members to the Supervisory Board, care is taken to ensure that the composition is balanced both professionally and personally, taking into account the aspects of diversity of the Supervisory Board in terms of gender, a balanced age structure and the internationality of its members.

Both the shareholder representatives on the Supervisory Board and the members of the company's Management Board are appointed in line with the terms of the shareholders' agreement between the controlling shareholder América Móvil and ÖBAG.<sup>2)</sup>

Vienna, February 2, 2024

The Management Board of Telekom Austria AG

Alejandro Plater  
CEO

Thomas Arnoldner  
Deputy CEO

<sup>2)</sup> See also information on C Rule 42

## Disclaimer

This report contains forward-looking statements. These forward-looking statements are usually accompanied by words such as ›believe‹, ›intend‹, ›anticipate‹, ›plan‹, ›expect‹ and similar expressions or by ›outlook‹. Actual events may differ materially from those anticipated in these forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results or outcomes to differ materially from those expressed in any forward looking statement. Neither the A1 Group nor any other person assumes any liability for any such forward-looking statements. The A1 Group will not update these forward-looking statements, whether due to changed factual circumstances, changes in assumptions or expectations.

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