



## Agenda and Resolution Proposals for the Annual General Meeting on 27 June 2024

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

#### **Agenda Item 1:**

Presentation of the adopted financial statements, the management report, the consolidated financial statements including the consolidated management report as well as 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 2023.

A resolution on this agenda item is not required.

#### **Agenda Item 2:**

Resolution on the appropriation of the net retained profit reported in the financial statements for the fiscal year 2023.

The Management Board and the Supervisory Board of Telekom Austria AG propose to use the net retained profit of the fiscal year 2023 of Telekom Austria AG in the amount of EUR 645,881,000.00 as follows:

Distribution of a dividend of EUR 0.36 per eligible no par value share, i.e. a total dividend payment of EUR 239,070,542.76.

The remaining amount of EUR 406,810,457.24 in total 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 2023.

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 2023.



**Agenda Item 4:**

Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2023.

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 2023.

**Agenda Item 5:**

Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2023.

The Management Board and the Supervisory Board of Telekom Austria AG propose that the remuneration of the elected members of the Supervisory Board for the fiscal year 2023 is to be set unchanged versus the previous year as follows:

- (i) - for the Chair EUR 40,000.00
  - for the Deputy Chairman EUR 30,000.00
  - for each additional member of the Supervisory Board EUR 20,000.00
- (ii) - for the Chairman of a committee EUR 12,000.00
  - for each additional committee member EUR 10,000.00

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.

If a member of the Supervisory Board or a committee has not belonged to the board or the respective committee for the entire fiscal year the remuneration is paid on a pro rata basis (calculated on a daily basis).

In addition, the elected members of the Supervisory Board receive an attendance fee of EUR 400.00 for each meeting from the fiscal year 2024 onwards until further notice.

**Agenda Item 6:**

Elections to the Supervisory Board.

In accordance with Section 8 (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.

The Supervisory Board was composed of 10 elected members and five members delegated by the company's employee representatives immediately after the last election by the Annual General Meeting on 7 June 2023, when six members were elected.



The terms of office of Dr Peter F. Kollmann and Dr Peter Hagen end with the conclusion of the current Annual General Meeting. Therefore, two members are to be elected in order to attain the number of ten elected members.

Pursuant to Section 86 para 7 Austrian Stock Corporation Act (AktG), the composition of the Supervisory Board must fulfil the minimum quota requirement, according to which it has to consist of at least 30 percent women and at least 30 percent men. Based on the declarations of the Supervisory Board members pursuant to Section 86 para 9 Austrian Stock Corporation Act (AktG) (inconsistency), the individual fulfilment of the gender quota on the Supervisory Board is required. The 10 seats of the capital representatives are currently held by 3 women and 7 men. The quota according to Section 86 para 7 Austrian Stock Corporation Act (AktG) is currently fulfilled. Due to the expiration of the mandates of 2 men, 2 men may again be elected as members of the Supervisory Board.

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

Dr Peter F. Kollmann, born 25 November 1962, shall be elected as member of the Supervisory Board of the Company as of termination of this Annual General Meeting until the termination of such shareholders' meeting that resolves upon the discharge for the fiscal year 2026.

Dr Peter Hagen, born 12 December 1959, shall be elected as member of the Supervisory Board of the Company as of termination of this Annual General Meeting until the termination of such shareholders' meeting that resolves upon the discharge for the fiscal year 2026.

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

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

Election of the auditor of the financial statements and of the consolidated financial statements for the fiscal year 2024.

The Supervisory Board of Telekom Austria AG proposes to elect Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, as auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2024 and, to the extent required by law for the fiscal year 2024, as auditor of the consolidated sustainability report of Telekom Austria AG for the fiscal year 2024.

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD for short) obliges listed companies to have their sustainability reports externally audited. This EU Directive had not yet been transposed into national law by the Austrian legislator on the day this resolution proposal was submitted. In order to avoid the need for a respective extraordinary General Meeting to appoint an auditor for the sustainability report for the fiscal year 2024, a corresponding resolution is to be passed at this Annual General Meeting.



**Agenda Item 8:**

Resolution on the remuneration policy.

The Supervisory Board submits the remuneration policy for the Management Board and the Supervisory Board to the Annual General Meeting for approval.

In accordance with Section 78b para 1 Austrian Stock Corporation Act (AktG), the remuneration policy has to be submitted to the General Meeting for a vote at least every fourth fiscal year and whenever a significant change is made.

The principles for the remuneration of the members of the Management Board and Supervisory Board of Telekom Austria AG were last adopted at the General Meeting of Telekom Austria on 24 September 2020. The Supervisory Board has revised the remuneration policy and is now submitting it to the Annual General Meeting for approval.

The Supervisory Board proposes that a resolution shall be passed on the remuneration policy as it is published on the website of the Company registered in the commercial register. The remuneration policy is attached to this resolution proposal as Annex ./1.

**Agenda Item 9:**

Resolution on the Remuneration Report.

The Management Board and the Supervisory Board submit the Remuneration Report of the Management Board and of the Supervisory Board for the vote of the Annual General Meeting.

The Supervisory Board proposes that a resolution shall be passed on the Remuneration Report 2023 as it is published on the website of the Company registered in the commercial register. The Remuneration Report 2023 is attached to this resolution proposal as Annex ./2.

**Agenda Item 10:**

Resolution regarding the amendment of the Articles of Association in §§ 3, 5, 13, 15, 17 and 18.

- a) The Management Board and the Supervisory Board propose to change the Articles of Association in Sec (§) 3 para 1 so that it reads as follows:

*The Company shall publish information on its website and, if required by law, also in the digital gazette of the Republic of Austria (the electronic announcement and information EVI).*

- b) The Management Board and the Supervisory Board propose to change the first sentence of Sec (§) 5 para 1 of the Articles of Association as follows:

*The Management Board of the Company has two to three members.*



- c) The Management Board and the Supervisory Board propose to amend the Articles of Association in Sec (§) 5 para 3 so that it reads as follows:

*The Management Board shall adopt its resolutions by a simple majority of the votes cast. The CEO of the Company is the Chairman of the Management Board and has a casting vote.*

- d) The Management Board and the Supervisory Board propose that the Articles of Association shall be amended in Sec (§) 13 para 1 so that the second sentence is deleted without replacement and a new sentence is added which reads as follows:

*The members of the Supervisory Board and of the committees elected by the General Meeting receive an attendance fee for the meetings, whereas the amount of this fee is determined by the General Meeting.*

- e) The Management Board and the Supervisory Board propose that the heading of Sec (§) 15 of the Articles of Association be amended so that it reads:

*General Meetings - Convocation, Venue, Conduct*

Furthermore, the following paragraphs (4) to (7) are added to Sec (§) 15:

- (4) *The Management Board is with the approval of the Supervisory Board authorized, to individually determine for General Meetings of the Company that take place until December 31, 2028 that the General Meeting shall be held as a virtual General Meeting, i.e. without the physical presence of the participants, in accordance with the provisions of the Federal Act on the Conduct of Virtual General Meetings (VirtGesG) and the Articles of Association of the Company. The provisions of paragraphs (4) to (7) of Section 15 of the Articles of Association shall expire on December 31, 2028.*
- (5) *The Management Board shall, with the approval of the Supervisory Board, decide on the form of the conduct, i.e. whether the General Meeting is to be held*
- a. with the physical presence of the participants or*
  - b. without the physical presence of the participants, either as a simple virtual General Meeting or as a moderated virtual General Meeting, or*
  - c. as a General Meeting in which the individual participants can choose between physical and virtual attendance (hybrid General Meeting).*
- (6) *The Management Board is authorized to stipulate for General Meetings to be broadcast to the public (Section 5 para. 5 VirtGesG).*
- (7) *The Management Board is authorized to provide that shareholders may submit their votes electronically up to a certain point in time before the General Meeting. The respective shareholders may revoke their vote until the respective voting in the virtual or hybrid General Meeting and if necessary or wanted, vote again. In all other respects Section 126 of the Austrian Stock Corporation Act (AktG) shall apply mutatis mutandis.*



- f) The Management Board and the Supervisory Board propose to replace the quotation "*Sec 92 Stock Exchange Act (BörseG)*" in Sec (§) 17 para 3 of the Articles of Association with "*Sec 135 para 2 Stock Exchange Act (BörseG)*".
- g) The Management Board and the Supervisory Board propose that the heading of Section 18 of the Articles of Association shall be amended so that it reads:

*Chair and Direction*

Furthermore, para (3) of Sec (§) 18 shall be deleted without replacement.

The respective amendments of the Articles of Association will enable virtual General Meetings, reflect the changes to the Management Board and implement adjustments to legal requirements.