



Agenda and Resolution Proposals for the Annual General Meeting on 3 June 2025

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 along with the Group Management Report including a sustainability statement as well as the Corporate Governance Report, the Proposal for Appropriation of the net profit and the Supervisory Board Report on the fiscal year 2024.

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 2024.

The Management Board and the Supervisory Board of Telekom Austria AG propose to use the net retained profit of the fiscal year 2024 of Telekom Austria AG in the amount of EUR 626,572,000.00 as follows:

Distribution of a dividend of EUR 0.40 per eligible no par value share, i.e. a total dividend payment of EUR 265,633,936.40.

The remaining amount of EUR 360,938,063.60 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 2024.

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 2024.



Agenda Item 4:

Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2024.

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 2024.

Agenda Item 5:

Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2024.

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 2024 is to be set unchanged from the previous year as follows:

- (i) - for the Chair EUR 40,000
 - for the Deputy Chairman EUR 30,000
 - for each additional member of the Supervisory Board EUR 20,000
- (ii) - for the Chairman of a committee EUR 12,000
 - for each additional 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.

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).

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 ten elected members and five members delegated by the Company's employee representatives immediately after the last election by the Annual General Meeting on 27 June 2024, when two members were elected.

The terms of office of Ms. Daniela Lecuona Torras, Mr. Alejandro Cantú Jiménez and Mr. Carlos M. Jarque end with the conclusion of the current Annual General Meeting. Therefore, three members are to be elected in order to restore 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 must 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 ten seats of the capital representatives are currently held by three women and seven men. The quota according to Section 86 para 7 Austrian Stock Corporation Act (AktG) is therefore currently fulfilled. Due to the expiration of the mandates of one woman and two men, at least one woman must be elected as member of the Supervisory Board by the shareholder representative,

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

Ms. **Daniela Lecuona Torras**, date of birth 21 December 1982, 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 general meeting that resolves upon the discharge for the fiscal year 2026.

Mr. **Alejandro Cantú Jiménez**, date of birth 26 April 1972, 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 general meeting that resolves upon the discharge for the fiscal year 2026.

Mr. **Carlos M. Jarque**, date of birth 18 October 1954, 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 general 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, of the Consolidated Financial Statements and the auditor of the sustainability report for the fiscal year 2025.

Based on the recommendation and in accordance with the preference of the Audit Committee, the Supervisory Board proposes:

- to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as the auditor of the annual financial statements and the consolidated financial statements for the 2025 fiscal year; and
- to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as the auditor of the legally required consolidated sustainability report of Telekom Austria AG for the 2025 fiscal year, provided that the 2025 sustainability report is legally required to be audited by an external auditor.



Agenda Item 8:

Resolution on the Remuneration Report.

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

The Management Board and the Supervisory Board propose that a resolution shall be passed on the Remuneration Report for the fiscal year 2024 as it is published on the website of the Company registered in the commercial register.