

Group Guidelines Anti-Corruption and Conflicts of Interest

- Fighting Corruption
- Avoiding and Dealing with Conflicts of Interest
- Gifts and Invitations
- Sponsoring, Donations and Advertising
- Management Consulting and Lobbying
- Code of Conduct for Lobbying Activities and In-house Lobbyists of Telekom Austria Group



Integrity is the Basis of Our Business.

honest. fair. transparent.

October 2017

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Preamble

Telekom Austria Group's vision is "Empowering digital life" for our customers and society.

We are working with our employees to evolve our company to meet the business needs of the "New Economy" in these times of digitalisation. Our common business strategy as well as our Guiding Principles - Team, Trust and Agility - give us direction on how to execute and to achieve our goals. The Guiding Principles are incorporated into our daily business.

For us, it is important not only that we achieve our goals, it is also important HOW we achieve our goals. Ethically and legally impeccable conduct is a necessary prerequisite so that customers, employees and all stakeholders can trust us. In other words: integrity is the basis of our business. For us, integrity is more important than short-term business success. In case of doubt, we would rather forego business than enter into transactions that conflict with the law or our principles.

To support this, we give ourselves clear rules defining what is allowed, but also what is not allowed. Of course we adhere to legal regulations and to our internal rules, the Code of Conduct and the guidelines. Our Code of Conduct constitutes the central behavioural guidelines of the Telekom Austria Group. The guidelines give us detailed and specific help as to how to behave in important areas of business life in our daily business.

Everyone knows that there is not a rule in place for every situation where a decision has to be made. But how do we behave in those cases? The answer is "ethically and with integrity" or in an "honest. fair. transparent." manner!

Acting with integrity in our daily business life is essential for the sustainable business success and reputation of the Telekom Austria Group. It's purely up to us!

We trust our business partners to conduct themselves with integrity and in full accordance with the law as well.

Right results
and right
way



1 Definition and Reason for these Guidelines

Trust and fairness characterise the way we deal with our business partners. We do not tolerate bribery or corruption in any form.

The goal of these guidelines is to ensure that all relevant legal anti-corruption regulations including the FCPA (US Foreign Corrupt Practices Act) are observed across the Group.

Violations of these guidelines are punished resolutely and without regard to rank and position of the persons concerned.

These guidelines help us to avoid or mitigate the costs, risks and damage of involvement in bribery, to promote trust and confidence in business dealings and to enhance our company's reputation.

First and foremost, our managers are responsible for integrity in our business by setting the appropriate tone at the top. Leadership commitment is key to establishing a culture of integrity, transparency, openness and compliance. The nature of our culture is critical to the success or failure of our anti-bribery management system.

Unresolved conflicts of interest can also lead to serious damage. There is a conflict of interest when business, financial, family, political or personal interests could interfere with the judgment of persons carrying out their duties for the organisation. These guidelines provide help in avoiding or resolving a conflict of interest of this nature.

Tone at the top / middle

2 Fighting Corruption

Corruption is a widespread phenomenon. It raises serious social, moral, economic and political concerns, undermines good governance, hinders development and distorts competition. It also increases the cost of doing business, introduces uncertainties into commercial transactions, destroys trust and interferes with the fair and efficient operation of markets.

Corruption is the abuse of entrusted power for private gain

The reputation of the Telekom Austria Group is formed by the way we interact with our business partners. We obey the law and treat our business partners as we would like to be treated ourselves. Our relationships with business partners are characterised by trust and fairness. Our business decisions must not be influenced by private interests and personal advantages.

Trust and fairness

We think about how to shape our customers' future and build products and services based on customers' needs and feedback. We win contracts fairly, based on the quality and price of our innovative products and services. Accordingly, our contracts are not won by offering, promising or granting illegal benefits to public officials or decision-makers in the private industry.

Moreover, within the scope of their work, all employees and managers have the responsibility to ensure that outsiders do not have the opportunity to exert improper influence on decisions made by the Telekom Austria Group.

No bribery!

No employee or manager will suffer retaliation, discrimination or disciplinary action for refusing to engage in bribery.



2.1 Ban on Bribery

In dealing with business partners, customers, suppliers, the authorities and other public officials, all employees and managers, without exception, are prohibited from offering, promising or granting, directly or indirectly, financial or other advantages or approving such advantages if by doing so the recipient is to be induced to commit an unlawful act or omission. Offers, promises, gifts, hospitality, entertainment/invitations and other benefits of this nature may also not be made if they can be understood as an attempt to improperly influence a public official or a business partner in the private sector. Any appearance of inappropriateness and dishonesty is to be strictly avoided.

**We do not
bribe! No
excuse!**

Furthermore, granting advantages to public officials is subject to particularly strict regulations. In this case, granting benefits even for dutiful official acts of the public official is only permitted to a very limited extent. Strictly forbidden are payments or any other advantages (anything of value) to influence an act or decision of a public official, to influence the enactment or promulgation of legislation or regulations, or to induce public officials to misuse their influence to shape or have an impact on an act or decision of the government for the purpose of obtaining or retaining business for or with, or directing business to any person. Benefits of minimal value that are characteristic of the particular place and country are allowed, as are benefits within the scope of an event that the public official has a justified objective reason for attending. For more details, see 4.3.

**Facilitation
payments
prohibited**

If there is an advantage in reciprocity for accelerating or ensuring an official act, this is illegal and there is a ban on making such “facilitation payments”. It is not a breach of this guidelines if not paying would endanger the personal health of employees or close relatives (“extortion payments”). Cases such as these must be reported to the Compliance manager.

**Demands for
bribery are
to be
reported**

If we are requested by public officials or by decision-makers in private industry to grant unfair advantages or if we perceive acts of bribery in the company, we inform our manager or report this on the tell.me whistleblowing portal of the Telekom Austria Group (www.bkms-system.net/tell.me) or to a Compliance manager (for a contact list, see www.telekomaustria.com/compliance).

2.2 Ban on Corruptibility / Inbound Bribery

Our business decisions are made exclusively in the interests of the Telekom Austria Group; personal interests are put aside. When making business decisions, we cannot allow ourselves to be influenced by business associates that offer or promise us improper benefits, and we will not accept such benefits if they are offered to us. Also, we do not request our suppliers or other business partners to grant us any improper advantages.

**We cannot
be bribed!
No excuse!**

We wish to avoid even the slightest perception that our business decisions have been influenced by undue advantages granted to us. Whenever we are uncertain if we are allowed to accept a gift, an invitation to a business meal or any other benefit from a business associate, we can check this by means of the section “Gifts & invitations” below. For open questions, we contact our manager or a Compliance manager or send an e-mail to: “ask.me@telekomaustria.com”.

We do not accept any personal discounts from business partners or competitors of the Telekom Austria Group that are granted to us privately because we work at the Telekom Austria Group, if these discounts are not available to everyone or to a large group of Telekom Austria Group employees.



If undue advantages are offered, promised or granted to us or if we perceive instances of corruption in the company, we inform our manager or report it on the tell.me whistleblowing portal of the Telekom Austria Group or to a Compliance manager.

Attempts at bribery are to be reported

2.3 Ban on Bribing through Third Parties

Employees of the Telekom Austria Group are not permitted to grant indirect financial or other advantages to a business partner, consultant, agent, intermediary or other third party, or to approve an advantage of this nature, if circumstances indicate that they are wholly or partially being used, directly or indirectly, to induce a public official or a person in the private sector to commit an illicit act or omission or to influence a public official in some other way that is not allowed.

We work only with business partners of integrity

In this regard, the Telekom Austria Group places high demands on the integrity of business partners that are also included in contractual agreements. The Telekom Austria Group will either not cooperate with business associates or persons acting on its behalf who have a track record of acting without integrity or of illegal business conduct (particularly corruption) or establish appropriate measures to ensure ethical and legal behaviour.

We check the integrity of our business partners

Within the framework of business partner selection, a risk-based, documented business partner integrity check will be conducted.

2.4 Mergers & Acquisitions

Within the scope of buying and selling majority and minority interests, in the context of risk identification of the investment or divestment decision, important Compliance risks must be noted and considered accordingly (risk-based Compliance due diligence).

Inherent Compliance risks of M&A must be mitigated

It is particularly important to ensure that when commissioning consultants, intermediaries or other third parties in the M&A process, no form of corruption whatsoever will be tolerated.

The Compliance department must be involved in due course to make sure that the targeted companies themselves, their owners, their managers or the ultimate beneficiary as well as the structure of the deal do not expose the Telekom Austria Group to an undue Compliance risk.

After the acquisition, the integration must include a plan for mitigating possible remaining Compliance risks and for implementing the standard Telekom Austria Group Compliance Management System at the new company.



3 Avoiding and Dealing with Conflicts of Interest

Everything we do within the scope of our professional tasks is oriented towards the interests of the company. All employees and managers are called upon to avoid situations in which their personal or financial interests conflict or could conflict with the interests of the Telekom Austria Group. We avoid situations that could give any impression that our business decisions are influenced by personal interests.

We disclose any conflict of interest to our manager

However, it is not always possible to prevent such conflicts of interest. Without being asked, we fully inform our manager in advance about anything that could be a possible conflict of interest as soon as possible.

3.1 Conflicts of Interest from Secondary Employment

Secondary employment is any activity outside of the primary place of work in which an employee works for a third party to a significant extent - irrespective of whether the work is paid or not paid. This also applies to self-employment as secondary employment.

Secondary employment and external board functions to be reported

We are not allowed to engage in secondary employment that is contrary to the interests of the Telekom Austria Group, in particular if prohibited by reasons related to competition or if the reputation of the Telekom Austria Group might be negatively affected. Paid secondary employment must be reported and, if it impedes one's professional duties in the Telekom Austria Group, it can be prohibited by Human Resources¹. This also applies to board activities in companies outside the Telekom Austria Group (e.g. management board, supervisory board or advisory board).

Employees and managers are not required to report occasional writing activities, lectures, volunteer work and comparable incidental activities, as long as the time spent does not negatively affect the employee's work.

3.2 Private Investments

Employees who influence or can exert influence on the awarding of contracts of purchase must disclose their stake in the company of a possible business partner to their manager and the relevant business unit negotiating the contract, if the stake exceeds 5%. This also applies to stakes of close relatives (spouse, partner, children, siblings, parents).

Personal influence on business partners

Shares held in companies competing with the Telekom Austria Group on the same markets that allow a business influence² are subject to approval by the Management Board

¹ Local labour law regulations must be observed.

² A business influence always exists if, through the interests held, the management can be influenced. This is not dependent on any concrete holding of shares, but always applicable in the case of a strategic minority share (25% plus one share).



3.3 Conflicts of Interest with Close Relatives

The following business relations with close relatives within the company (spouse, partner, children, siblings, parents) must be reported in advance to the manager and Human Resources as soon as possible:

- Authority or supervisory power of the one over the other
- Handling of financial or material assets

If we know that close relatives (spouse, partner, children, siblings, parents) are involved in contractual negotiations on behalf of a business partner, this fact must be properly reported to the employee's manager and the business unit negotiating the contract.

Report critical business relations with close relatives

3.4 Handling Company Property

We handle company property at our disposal properly and with care. We do not use company property for private purposes or for activities that do not serve the purpose of the company. Private use of company property is permitted only if allowed by the respective regulations or if it is company practice.

Intellectual property is a valuable asset to be protected from unauthorised use. This includes copyrights, trademark rights and patent rights.

Personal use of company property

3.5 Using Social Networks and Collaboration Platforms

Many of us use social media platforms for private use. We always label statements in social media that are not part of one's work but which deal with the work or our company as being our personal opinion.

We always clearly state that company statements in social networks are company statements.

When we use our Telekom Austria Group collaboration platforms, we comply with the usage guidelines³.

3.6 Rebates and discounts

We do not accept personal rebates from business partners or competitors of the Telekom Austria Group that are granted to us with regard to our job at the Telekom Austria Group, unless these rebates are offered to all the employees or to a large group of employees at the Telekom Austria Group.

³ E.g. Guidelines for Workplace



4 Gifts and invitations

Giving and accepting gifts and extending and accepting invitations to business meals or events are part of everyday business life. However, if due care is not taken this could be perceived as bribery or corruptibility.

Gifts and invitations must always be reasonable & proportionate

The aim of this regulation is to ensure that giving and accepting gifts and extending and accepting invitations does not result in any financial damage or damage to reputation for the management, the employees or companies of the Telekom Austria Group.

As far as gifts and invitations are concerned, economic feasibility, pertinence and the effect on public perception must be observed in all cases, irrespective of the following detailed rules. The value limit of €100 per quarter cited in the following chapters means that the total value of all the gifts and invitations accepted or the total value of all the gifts given and invitations extended per business partner is not allowed to exceed a value of €100 per quarter.

Values need to be added up (limit of €100)

4.1 Accepting gifts and invitations

4.1.1 Accepting gifts

Gifts are not allowed to exceed a value of €100 per business partner (= company) and quarter.

Limit of €100 per business partner per quarter

If the gift exceeds this value, it must be politely refused. If it does not appear appropriate to refuse the gift, approval must be obtained by one's manager and then documented.

Gifts are not allowed if there is any kind of connection between receiving the gift and a decision to be made by the recipient.

The acceptance of a gift may on no account be linked to particular conditions.

Add up with invitations

The acceptance of monetary gifts⁴ is not allowed.

4.1.2 Accepting Invitations to Business Meals

Invitations to business meals that are consistent with local practices are allowed up to a value of €100 per business partner (= company) and quarter⁸.

Add up with gifts

If the invitation is also for a private accompanying person, it can be accepted. However, this requires written approval by the manager and the values need to be added up (for the €100 threshold).

4.1.3 Accepting Invitations to Events

Attendance at events with a clear business character (e.g. training courses, company or product presentations) including appropriate catering is permitted. The costs of travel and accommodation must in general be covered by the respective Telekom Austria Group company. If the costs of travel and/or accommodation are not covered by the respective Telekom Austria Group

⁴ For example cash, money transfers, interest-free or low-interest loans, vouchers, complimentary use of credit cards.



company, final approval by the respective Telekom Austria AG (TAG) Management Board Member is required.

Accepting invitations from business partners to events that do not have a clear business focus (e.g. sponsoring, marketing or sales events) or to events without any business character⁵ require approval by one's manager and must be documented. If the value of the invitation exceeds €100, approval shall only be given in justifiable exceptional cases. If the costs of travel and accommodation are not covered by the Telekom Austria Group company, final approval by the respective TAG Management Board Member is required. Invitations for accompanying persons may only be accepted if written approval is given by one's manager and it would not be appropriate to appear at the event unaccompanied (e.g. at balls). If there is a connection to a business decision involving the respective Telekom Austria Group company, it is not allowed to accept the invitation.

Consider possible conflicts of interest

Not allowed during ongoing negotiations

4.2 Giving Gifts and Inviting Business Partners

4.2.1 Giving Gifts

Gifts are not allowed to exceed a value of €100 per business partner (= individuals) and quarter⁶.

Gifts are not allowed if there is any kind of connection between giving the gift and a decision to be made by the business partner.

On no account may giving a gift be linked to particular conditions.

Monetary gifts⁷ may not be given.

Do not try to influence business decisions

4.2.2 Inviting business partners to business meals

Invitations to business meals that are compatible with local law and practices is allowed up to a value of €100 per business partner (= individual) and quarter.

4.2.3 Inviting business partners to events

Invitations to events with a clear business character (e.g. training courses, company or product presentations), including appropriate catering, are allowed. The costs of travel and accommodation are not allowed to be taken over by the company extending the invitation. Exceptions with regard to the travel and accommodation costs must be approved by the Management Board.

Invitations to events that do not have a clear business character (e.g. sponsoring, marketing or sales events) or to events without a business character are allowed. However, the organisation of the non-business part of the event should be

⁵ Financing and/or sponsoring of events without a business character exclusively for employees of the Telekom Austria Group (e.g. Christmas parties) is not permitted.

⁶ Exception: Handsets and calling/data credit amounting to over €100 may be given by a very limited group of people determined by the Management Board under the following conditions: First, there is a business connection; second, if all further rules on giving gifts (as above) are strictly observed.

⁷ For example cash, money transfers, interest-free or low interest loans, vouchers, complimentary use of credit cards.



appropriate, and consideration must be given to the effect that it will have on public perception. Therefore, the value of the invitation(s) is not allowed to exceed €100 per person and quarter. The costs of travel and accommodation are not allowed to be taken over by the company extending the invitation. Exceptions with regard to the €100 limit and travel and accommodation costs must be approved by the Management Board. Accompanying persons may only be invited if it would not be appropriate to appear at the event unaccompanied (e.g. at balls). If there is any kind of connection between the invitation and a decision to be made by the business partner, it is not allowed to invite the business partner. Events and guest lists must be documented and archived in the department organising the event.

Consider possible conflicts of interest

Not allowed during ongoing negotiations

4.3 Gifts and invitations to public officials

Gifts to public officials⁸ are not allowed⁹.

Inviting public officials to business meals must be commensurate with the positions of the people involved (for example: a modest lunch within the scope of a company or product presentation) and in line with the law and the Compliance guidelines of the public official. The costs of the invitation are limited to a maximum value of €100 per quarter and public official. On no account is the invitation allowed to give the impression of trying to exert influence.

Invitations to public officials to attend events with a clear business character (e.g. training courses, company or product presentations) including catering are permitted. The costs of travel and accommodation are not allowed to be taken over by the company extending the invitation.

Invitations to public officials to events that do not have a clear business character (e.g. sponsoring, marketing or sales events) are permitted. However, a written statement by the public officials that participation in the event does not conflict with applicable laws and internal guidelines to which they are subject must be furnished. The organisation of the non-business part of the event should be appropriate and consideration must be given to the effect it will have on public perception. The costs of travel and accommodation must be covered by the public officials. Accompanying persons may only be invited if it would not be appropriate to appear at the event unaccompanied (e.g. at balls). If there is a connection to a business decision by the public officials, the invitation may not be extended. The events, guest lists and statements of the public officials that participation in the event does not conflict with applicable laws and guidelines must be documented and archived in the department organising the event.

No invitations without a business character to public officials

Invitations to public officials to events without any kind of business character are not permitted.

4.4 Internal gifts and invitations

Except for special job-related occasions such as company anniversaries, internal gifts are not permitted.¹⁰ Monetary gifts are prohibited. Income tax regulations are to be observed.

⁸ A definition of public official can be found in Annex 2.

⁹ Group companies with its headquarters outside Austria are allowed to grant usual courtesies of nominal value (up to EUR 50) on special occasions if allowed by law and ethically correct.

¹⁰ These guidelines do not deal with rewards/incentives.



Internal invitations to events with a clear business focus (e.g. informational events, training courses, company or product presentations) including corresponding catering are permitted.

Internal invitations¹¹ to business meals are permitted if business interests are involved; approval by the manager is required and must be documented.

Invitations to accompanying persons of employees of the company are allowed in justifiable exceptional cases. However, they require approval and documentation by the manager of the person extending the invitation.

5 Sponsoring, Donations and Advertising

Sponsoring, donations and advertising are inherently exposed to an increased bribery risk. Hence, rules and procedures are implemented to protect the company as well as its managers and employees.

Sponsoring is a special form of marketing, in which the advertising impact is intended to be achieved not through publication in a conventional medium (print, TV) but by advertising measures within the scope of an event organised by a third party (e.g. sports, culture).

As a responsible member of society, the Telekom Austria Group supports education, science, social concerns and the environment within its legal and economic possibilities by making monetary donations and donations in kind. As opposed to sponsoring, the funding body does not expect a commercial consideration in making the donation.

Within the scope of these guidelines, the only relevant aspect of advertising is a possible perception of influence on the independence of journalistic reporting.

Definitions

5.1 Sponsoring

Prior to concluding a sponsoring contract, the following must be verified:

- The type of event is compatible with the brand identity of the Telekom Austria Group and/or its local brands in the individual companies, and that the financial amount involved in the sponsoring bears favourable comparison with market prices (checked by Marketing)
- In terms of marketing or Compliance aspects, the organiser of the sponsored event does not have a negative history (business partner integrity check), a conflict of interests does not exist, and that no other negotiations with the organiser are pending
- The event has been checked by the local Sponsoring Board and the required management approval has been obtained

No sponsoring without appropriate consideration

Consideration to be documented

In principle, we do not sponsor events that are organised by political parties or public authorities. Exceptions to this (e.g. events with broad public impact, which do not focus on the political character) require approval by the Management Board.

The Sponsoring Board is chaired and organised by Marketing or the department responsible. Further members are Communications, Legal, Purchasing and Compliance. It meets once a year and decides on all the sponsorships for the

Sponsoring is to be checked by the Sponsoring Board and to

¹¹ Whenever the main purpose of an invitation is focused on internal employees, it is considered internal notwithstanding possible external participants.



entire year. For ad hoc sponsorships, approval by the members of the Sponsoring Board is obtained by circulation procedure. Sponsorship applications that were not passed unanimously on the local Sponsoring Board can only be submitted to the local Management Board with the reasons for the approval or rejection.

**be approved
by the
Management
Board**

The yearly sponsoring plan is checked by the local Sponsoring Board and approved by the local Management Board / Leadership Team and thereafter by the TAG Management Board.

All sponsoring activities not included in the yearly sponsoring plan or exceeding the originally planned amount have to be checked by the local Sponsoring Board and approved by the local Management Board / Leadership Team and, if exceeding €10,000, also by the TAG Management Board.

All sponsorships shall be budgeted and posted to the cost centre of the department responsible (Marketing or Communications). This department has the responsibility of ensuring that the services provided by the contractual partner are adequately documented and archived (preferably directly in SAP).

The last instalment of the sponsoring fee (at least 8%) shall only be paid after the documentation of the fulfilment of the sponsoring contract is complete and filed.

5.2 Donations

Monetary donations or donations in kind to individuals, to private bank accounts or to political parties or organisations that are tightly interwoven with political parties are not allowed. This also applies to organisations that could damage the reputation of the Telekom Austria Group.

**Donations
are to be
checked by
the
Sponsoring
Board and to
be approved
by the
Management
Board**

Donations require consent in the local Sponsoring Board and subsequently approval by the local Management Board / Leadership Team. Donations > €10,000/year require additional approval by the TAG Management Board.

Donations to charity institutions or of an altruistic nature also require approval by TAG CEO.

Donations must be budgeted and posted on the cost centre of the CEO/managing director of the company. The documentation of the recipient and the designated use of the donations in each company is conducted centrally.

5.3 Advertising

The Telekom Austria Group respects the independence of journalistic reporting.

**We respect
journalistic
independ-
ence**

Therefore, under no circumstances will we try to influence journalistic reporting via the placing of advertisements.

The Telekom Austria Group will not cover any costs, such as travel costs, incurred by editorial staff for reporting. Exceptions to this require a resolution by the Management Board.

We will not place any advertisements in media of political parties.



6 Management consulting and lobbying

Management consulting and lobbying contracts are inherently exposed to an increased bribery risk. Hence, the following rules and procedures are implemented to protect the company as well as its managers and employees.

Strict rules apply

The aim of these guidelines is to ensure that legal violations do not occur and that no financial damage or damage to reputation arises for the management, the employees or companies of the Telekom Austria Group from a consultancy mandate or from lobbying activities, particularly due to misuse of the management consultancy or lobbying fees.

Management consulting¹²: An external company or an external individual is mandated by a company of the Telekom Austria Group to submit an analysis of a problem pertaining to specific circumstances and proposals for solving the problem to the management.

Lobbying: An external company or an external individual is mandated by a company of the Telekom Austria Group to provide a public-sector employee directly or indirectly with information or to submit proposals.

6.1 Requirements for approval of management consulting & lobbying

Prior to concluding a management consulting or a lobbying contract, the following must be verified:

- The selection of the mandated company (including an invitation to tender, contract negotiations and final supplier selection) and the optimisation of the price/performance ratio conforms to the Purchasing Guidelines
- A business partner integrity check has been carried out by Purchasing with positive results - in doubtful cases, clarification with Compliance is required
- Budgetary funding is ensured
- All required Board approvals have been obtained (Local Management Board and, if the contract or the yearly vendor orders for management consulting exceed €10,000 or the budgeted amount is not sufficient, also the TAG Management Board¹³)
- No success fees are agreed in lobbying contracts
- A lobbying agency or an external lobbyist fulfils all the legal requirements (e.g. is registered in a public register where required by law)

6.2 Management consulting & lobbying - Documentation requirements

The department requesting the consulting or lobbying services must ensure that the services provided by the contractual partner are documented comprehensively and transparently (such as by means of a final report and evidence of actual hours performed), so that the service provided is comprehensible at any time (preferably directly in SAP).¹⁴

No payment without meaningful documentation

Services must not be paid until the documentation of these respective services is complete.

¹² A classification of management consulting services can be found as Annex 3.

¹³ In certain cases, TAG Supervisory Board approval may also be required.

¹⁴ For strictly confidential projects, a separate documentation process applies.



7 Code of conduct for lobbying activities of the management and in-house lobbyist

The representation of interests and the exchange of information are key elements of a healthy and prosperous democracy. We act in accordance with the law, honestly and accurately in our interrelations with political institutions and legislative and executive bodies. Integrity, transparency and compliance with the basic democratic order are requirements for the work of all in-house lobbyists of the Telekom Austria Group.

Avoid any behaviour that could damage the reputation

We do not mislead anyone by using inaccurate or incomplete information. We avoid all forms of dishonesty or illegal information research.

We act transparently and are always open about our identity and the specific concerns of the employer.

We adhere to all legal provisions concerning incompatibility and restriction of activities applying to decision-makers in administrative or executive bodies.

In representing the Telekom Austria Group, we refrain from any dishonest or illegal behaviour. We do not give direct or indirect financial incentives. We do not put any pressure on decision-makers in administrative or executive bodies.

We avoid any behaviour that could damage the reputation of the Telekom Austria Group.

We register all in-house lobbyists in a public register, if required by law.

8 Voice your concerns

Information provided by honest and upright employees is one of the most effective ways of exposing misconduct in the company, and is therefore an appropriate measure to expose serious risks within the Telekom Austria Group at an early stage. Any employee can report a violation or suspicion of a violation of the legal framework, the Code of Conduct and internal guidelines. We value whistleblowers who have provided information to the best of their knowledge.

Whistleblowers should first approach their direct manager for initial support. If this is not possible, information can be addressed to the Compliance Manager responsible.

Information can also be provided to the Telekom Austria Group tell.me-whistleblowing portal www.bkms-system.net/tell.me, or to a compliance manager (for a contact list, see: www.telekomaustria.com/compliance)

No employees or managers will suffer retaliation, discrimination or disciplinary action for reports made in good faith, or on the basis of a reasonable belief of violation or suspected violation.

Tips by employees are the most valuable source of information



9 Zero tolerance of misconduct

Misconduct and violations of anti-corruption laws and internal ethical requirements can have severe consequences not only for the individual personally, but also for the entire company. The Telekom Austria Group disciplines deliberate, unlawful misconduct and violations of internal guidelines consistently, regardless of the rank or position of the person involved.

We do not tolerate violations of our rules

Perpetrators will be sued for reimbursement of all damages suffered.

10 Applicability and communication

These guidelines apply to all members of the Management Board, Leadership Teams, managers, employees and members of the external workforce of all companies of the Telekom Austria Group.

Austrian citizens must also observe Austrian anti-corruption regulations when abroad.

These guidelines shall be adopted and implemented in each company¹⁵ of the Telekom Austria Group, as long as they are not contradicted by any mandatory legal grounds or country-specific conventions. Any need to adapt these guidelines due to such contradiction shall be agreed with Group Compliance. Stricter national legal regulations must be observed and take precedence over these guidelines.

These guidelines are to be communicated in line with the annual Compliance communication and training plan. This is the responsibility of the local Compliance department or the Compliance manager, who will be supported accordingly by the Communications department.

After resolution by the management of the respective operating company, these guidelines replace existing guidelines on this subject. In terms of local implementation, existing processes (e.g. regarding the documentation) and controls (e.g. controls within the internal control system) must be taken into account. If it is necessary to adapt processes or controls, this shall be carried out in agreement with the local Compliance department or Compliance manager responsible.

¹⁵ Any company that is directly or indirectly controlled by Telekom Austria AG.



11 Questions and comments on these guidelines

Questions and comments on these guidelines can be addressed to the Compliance department or the Compliance manager responsible.

Group Compliance can be contacted by e-mail at ask.me@telekomaustria.com

Contact details for Compliance can be found on the intranet and Internet: www.telekomaustria.com/compliance.

Alexander Heppe, Director of Group Compliance, can personally be reached at

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12 History

Date	Measure
6 September 2012	Put into force by the Management Board of Telekom Austria AG
20 January 2016	Review and minor adaptation put into force by the Management Board of Telekom Austria AG
1 January 2017	Alexander Heppe new Director Group Compliance
6 September 2017	Combination of the guidelines (Anti-corruption and conflicts of interest guidelines, Gifts & invitations guidelines, Sponsoring, donations and advertising guidelines, Management consulting and lobbying guidelines) and adaptations in line with international standards.
17 January 2018	Minor changes of article 3.3.



Annex 1: Approval requirements

TAG CEO

- Donations to charity institutions or of an altruistic nature

TAG Management Board

- All management consulting and lobbying contracts of Telekom Austria AG
- Management consulting and lobbying contracts of OpCos exceeding €10,000
- All sponsorship activities and donations by Telekom Austria AG
- The annual sponsoring plan of OpCos
- Sponsorship activities of OpCos exceeding €10,000 and not included in the yearly sponsoring plan or exceeding the originally planned amount
- Donations by OpCos exceeding €10,000
- Invitations to TAG events exceeding €100 and/or bearing the travel or accommodation costs of the invited party by TAG

TAG Management Board Member responsible

- Invitation to an event of a business partner who bears our travel and/or accommodation costs

Local Management Board / Leadership Team

- All management consulting and lobbying contracts of OpCo
- The annual local sponsoring plan and all sponsorship activities and donations of OpCo
- Invitations to local events exceeding €100 and/or bearing the travel or accommodation costs of the invited party by OpCo

Manager responsible

- Invitation to an event of a business partner with a partial or no business character
- Invitations including an accompanying person
- In exceptional cases for gifts exceeding €100 if it does not seem appropriate to refuse acceptance



Annex 2: Definition of public official according to Austrian law and US law (FCPA)

Public officials are:

- members of legislative bodies

Examples: members of the National Parliament, Federal Council, state parliament

- Persons who carry out tasks pertaining to legislation, administration or the judiciary as one of the officials or employees for the federal government, a province, a municipalities association, a government agency or quasi-governmental agency, for a corporate body under public law (all institutions established by law except for churches and religious communities), for another country or for an international organisation

Examples: federal minister, employees of ministries, heads and employees of administrative offices and authorities, members of provincial governments, judges, federal prosecutor, mayors and town councillors, university professors, directors and employees of public hospitals and social insurance agencies, ambassadors, United Nations employees

- Persons who are otherwise authorised on behalf of the above-mentioned legislative bodies to undertake official business required by law

Examples: Personnel office for civil servants of outsourced companies, members of disciplinary commissions and appeals committees

- Officials and employees of companies with government links

- in which public authorities have significant influence (e.g. controlling stake or right to appoint key officers)

Examples: ÖBIB, Austrian Post, Verbund, Wiener Stadtwerke

- that are subject to control by the court of auditors or similar control

A list of companies audited by the court of auditors can be found on the website of the Austrian Court of Auditors (Rechnungshof) at <http://www.rechnungshof.gv.at/beratung/pruefobjekte.html>

- Officials of a political party or candidates for political office



Annex 3: Classification of management consulting & lobbying

Areas	Management consulting & lobbying	Non-management consulting
General	<ul style="list-style-type: none"> Traditional strategic consulting / management consulting (e.g. concerning structure, organisation, processes, revenues, costs) Additional activities carried out in the course of traditional strategic consulting / management consulting (e.g. workshops, market analyses, benchmarking) 	<ul style="list-style-type: none"> Training, coaching Services of external auditors (e.g. auditing services, tax advice) External, operational project support Tax advice and legal advice Architectural services Workshops (without strategic recommendations on how to act) Operational audits and certifications (e.g. environmental audits) Recruiting and headhunting
Lobbying	<ul style="list-style-type: none"> Lobbying (external company or individual is mandated to provide a public-sector employee directly or indirectly with information or to submit proposals) 	
Forensic	<ul style="list-style-type: none"> Forensic activities 	
IT and technical consulting	<p>IT and network-related consulting shall be included in management consulting if of strategic relevance (benchmarking, management support, etc.)</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> Consulting services for IT benchmarking, technology benchmarking, technology management Consulting regarding organisation and structure of IT/technology areas/department/units Consulting regarding IT outsourcing, network outsourcing/network sharing consultancy Analyses and consulting regarding global (IT) technologies and trends, consulting services for technical analysis without an implementation part Technology/IT market analyses 	<p>Operational IT and technical consulting shall not be classified as management consulting but as third-party services/other charges (external workforce expenses).</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> Software design, development, programming, customising, testing Scoping, proof of concept, detailed specification, technical architecture support Technical onsite support (e.g. Operations, Ramp-up), Professional Services in the course of a concept or implementation project External IT workforce (named engineers on a daily basis...), external technology workforce to support the improvement of operational or planning work (e.g. network optimisation) Support regarding implementation of software, usage, handling, operations, project management and implementation services (e.g. implementation of systems, hardware, software, releases, change requests) during projects or during the system lifecycle IT/technology training Trial/pilot/test support
PR expenses	<p>Consulting to position the company in the public (strategic PR concepts)</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> External communication concepts 	<p>Operational support</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> Support for press conferences Creating of annual reports Implementation of communication measures (e.g. organising press conferences, mailing press releases, media monitoring)
Marketing expenses	<p>Consulting to position the company in the public (strategic brand concepts)</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> Brand agency supports us in review of brand positioning 	<p>Operational support</p> <p><i>Examples</i></p> <ul style="list-style-type: none"> Brand agency provides us with corporate branding ppt template Operational creative services and advertising agency services Market research studies (customer trends)
M&A expenses	<p>M&A expenses are defined as expenses by the M&A cost centre in the TA Holding. M&A expenses shall be allocated to management consulting in total (including related tax & financial advisory, audit fees - due diligence, legal consulting, etc.)</p>	



Annex 4: Gifts & invitations - What is allowed?

Gifts + invitations to business meals	Accepting gifts and invitations to business meals	Offering gifts and invitations to business meals	Offering gifts and invitations to business meals to public officials
	Acceptance of gifts above €100 per business partner per quarter (=company) only with the approval of manager and if rejection is inappropriate. Acceptance of invitations to business meals up to €100 per business partner (=company).	Up to €100 per business partner (=person).	Offering gifts to public officials is not allowed at all (exception: usual courtesies, value max. €50 if custom and legal). Invitations to business meals to public officials must be commensurate and in line with the compliance guidelines of the public official.
Invitations to events	Accepting invitations to events	Offering Invitations to events	Offering invitations to public officials
Invitation to events with clear business character	Allowed. If travel and accommodation costs are covered by business partner, final approval by the respective TAG Board Member is required.	Allowed. If travel and accommodation costs are covered by inviting company, final approval by respective Management Board is required.	Allowed, but no payment of travel and accommodation costs.
Invitation to events with partial business character	Allowed with approval of the manager (above €100 only in exceptional cases); travel and accommodation costs, see above.	Above €100 and if travel and accommodation costs are covered by inviting company, final approval by respective Management Board is required.	Confirmation by public official that this is not against the rules of his organisation. No payment of travel and accommodation costs.
Invitation to events clearly without business character	Allowed with approval of the manager (above €100 only in exceptional cases); travel and accommodation costs, see above.	Above €100 and if travel and accommodation costs are covered by inviting company, final approval by respective Management Board is required.	Not allowed at all.

