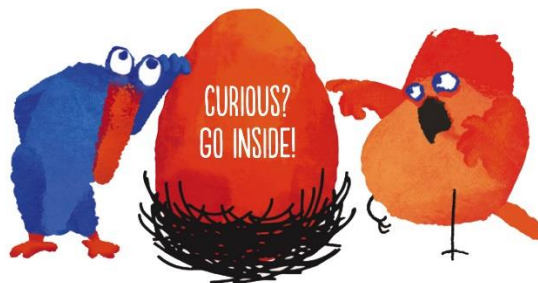


Group Guidelines Capital Market Compliance



Integrity is the Basis of Our Business.
honest. fair. transparent.

October 2017

The Most Important Compliance Stipulations at a Glance

Stipulations for Everyone

- Insider information is a **publicly unknown, accurate information** that directly or indirectly affects one or more issuers of financial instruments or one or more financial instruments and which, if publicly known, would be **likely to significantly influence** the rate of such financial instruments or the rate of derivative financial instruments related thereto. An information is deemed precise, if its probability of occurrence is above 50% (more likely than not) and if it is specific enough that conclusions can be drawn towards possible effects on the price of the financial instruments concerned. Also partial steps taken to complete a prolonged issue may constitute insider information. The rules concerning the insider information are relevant for ad hoc releases, the insider list and the prohibition of insider trading.
- Trading in securities and derivatives and providing recommendations while taking advantage of an insider information, cancelling or changing an order for a trade or recommending to do so while taking advantage of an insider information and disclosing an insider information without operational necessity is prohibited and will be punished.
- The TAG Management Board decides on the immediate publication or deferment of insider information (ad hoc releases). The Compliance Officer, the Head of Investor Relations and the General Counsel shall be involved early on in circumstances or projects that could lead to obligatory ad hoc releases. The publication of ad hoc releases or notification of the FMA is carried out by Investor Relations.
- All persons who receive an insider information concerning Telekom Austria have to inform the Capital Market Compliance Officer immediately about the date and exact time when they received the insider information, as well as about all personal data required to be included in the insider list.
- Capital market compliance-relevant information is all insider information and all other stock price-sensitive confidential information that could develop into insider information. The labelling of an information as capital market compliance-relevant information shall ensure, that the necessary organizational measures to secure confidentiality (measures to keep an information confidential or otherwise to disseminate such information according to the applicable rules and, if required, setting up of classified units) are taken as soon as possible.
- The Capital Market Compliance Officer shall immediately be informed of all capital market compliance-relevant information that has become known for the first time in the company. He must be consulted at least over the telephone whenever the existence of capital market compliance relevant information or insider information is evaluated.
- In the case of changes in strategy, M & A transactions with an expected transaction value of more than € 200 mio. within the existing footprint or outside the existing footprint in any case, changes in the TAG Management Board, an expected deviation in turnover or CAPEX from investor guidance of more than € 100 mio., any change in dividend policy, capital increases, necessary impairments, as well as in the case of deviations from the capital market expectation in the case of EBITDA or exceptional effects in the case of free cash flow of more than € 50 million, the existence of a capital market compliance relevant information or the necessity of insider information release has to be checked in any case.

Stipulations for Persons from Classified Units of Confidentiality

- When entering a classified unit of confidentiality, all persons are to be reported immediately to the Capital Market Compliance Officer, who will carry out an initial capital market compliance training in the first 14 days after entering the classified unit of confidentiality.
- Persons from classified units have permission for trading with shares or other equity-like securities of Telekom Austria, bonds or other debt instruments of Telekom Austria, derivatives or other financial instruments linked thereto only during the defined trading windows. A trading window always starts on the 5th and ends on the 20th working day after publication of the yearly, half-yearly or quarterly results respectively. Outside of the defined trading windows trading with abovementioned securities is generally prohibited for persons from classified units. Exceptions from the prohibition to trade have to be approved by the Capital Market Compliance Officer.
- The disclosure of insider information from the classified unit may only take place on the basis of standardized, pre-defined information processes or upon simultaneously notifying the Capital Market Compliance Officer.
- To protect the secrecy of insider information, appropriate organizational measures shall be taken.
- Persons who have access to insider information shall acknowledge in written form any obligations arising from legal and administrative provisions and declare in written form that they are aware of any sanctions that will be imposed in the event of abuse or improper dissemination of insider information.

Stipulations for Managers

- Encourage a culture of integrity
- The TAG Management Board, the TAG Supervisory Board and the entire management of Telekom Austria Group are aware of their model role and commit themselves to create appropriate framework conditions for the implementation of the Capital Market Compliance Guidelines and to ensure compliance with the compliance provisions in their own area.
- In addition, the members of the TAG Management Board and the TAG Supervisory Board as well as closely associated persons have to report to Telekom Austria (managers.transactions@telekomaustria.com) and the Financial Market Authority (FMA marktaufsicht@fma.gv.at) at least within three working days after the transaction all the transactions in excess of the threshold of € 5.000 per calendar year
- Heads of permanent classified units of confidentiality must report immediately to the Capital Market Compliance Officer all new employees of their classified units of confidentiality as well as business partners who deal with capital market relevant projects. Furthermore, they have to ensure the completeness of the statements of undertaking of their classified units of confidentiality.
- Managers monitor the adherence to this Capital Market Compliance Guidelines in their own area and inform the Capital Market Compliance Officers about the occurrence of misconduct.

Further information is available from the Compliance Officer

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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 to 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 behavioral guidelines of the Telekom Austria Group. The guidelines give us detailed and concrete help 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 "honest, fair, transparent."!

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!

1 Introduction

The aim of the Capital Market Compliance-Guideline is to make you familiar with essential capital market regulations and to make it easier for you to deal with these regulations by means of this Guidelines. Thus both you and TAG shall be protected against wrongdoing and unjustified reproaches from the outside and compliance with the law within the company shall be ensured.

The shares of Telekom Austria AG ("TAG") are admitted to official trading on the Vienna Stock Exchange (ISIN: AT0000720008). Telekom Austria is therefore obliged under the EU Market Abuse Regulation (EU 596/2016 "MAR") and its implementing provisions, the Austrian Stock Exchange Act and the Issuer Compliance Regulation 2007, as amended on 26th September 2016 ("ECV") among other things

- to inform all Members of TAG Supervisory Board and TAG Management Board, all TAG employees and employees of our subsidiaries, which are assigned to a classified unit of confidentiality, consultants and all other persons of business partners of TAG who have access to capital market compliance relevant information of TAG on a regular or occasion-related basis about
 - the prohibition of misuse of insider information
 - the permanent classified units of confidentiality of Telekom Austria
 - the handling and disclosure of capital market compliance relevant information
 - trading prohibitions and trading windows
 - the reporting obligations of TAG Board Members and their closely associated persons concerning Directors' Dealings
 - insider lists
 - the publication of insider information (ad-hoc publicity)
 - the authorities and area of responsibility of the Capital Market Compliance Officer and

- possible civil, criminal or employment law consequences in the event of violations of this Capital Market Compliance-Guidelines
- to issue internal Capital Market Compliance Guidelines and to monitor compliance thereof
- as well as to take organizational measures to prevent misuse or disclosure of insider information and compliance-relevant information.

The organizational measures and the Capital Market Compliance Guidelines apply without restriction to

- all Members of TAG Supervisory Board
- all Members of TAG Management Board
- all TAG employees
- all employees of our subsidiaries, which are assigned to a classified unit of confidentiality
- consultants and other persons of business partners of TAG who have access to capital market compliance relevant information of TAG on a regular or occasion-related basis

Each employee has to inform a business partner, who will receive capital market compliance-relevant information on a regular or occasional basis in advance about this Capital Market Compliance Guidelines and request an undersigned statement of undertaking (Annex 3) when the contract is concluded.

The TAG Management Board, the TAG Supervisory Board and the entire management of Telekom Austria Group are aware of their model role and commit themselves to create appropriate framework conditions for the implementation of the Capital Market Compliance Guidelines and to ensure compliance with the compliance provisions in their own area.

2 Definitions

2.1 Financial Instruments

Financial instruments within the meaning of this Guidelines are all instruments within the meaning of Article 4, Section 1 No. 15 of the EU Directive 2014/65/ EU (MIFID II). These include:

- Transferable securities;
- money market instruments;
- shares in undertakings for collective investment;
- options, futures contracts (futures), swaps, OTC forward rate agreements, and any other derivative contracts relating to securities, currencies, interest rates or income, emission reduction units or other derivative instruments, financial indices or metrics that can be effectively delivered or settled in cash;
- options, futures contracts (futures), swaps, forward transactions (forwards) and any other derivative contracts relating to commodities which must be settled in cash or that can be settled in cash at the request of either party, without which there is a failure or other termination event;
- options, futures contracts (futures), swaps and any other derivative contracts relating to commodities which can be effectively delivered, provided they are traded on a regulated market, through an MTF or through an OTF; except for an OTF-traded wholesale energy product that must be effectively delivered;
- options, futures contracts (futures), swaps, forward transactions (forwards) and any other derivative contracts relating to commodities which can be effectively delivered, are otherwise not mentioned in number 6 of this section and not used for commercial purposes, show the characteristics of other derivative financial instruments;

- derivative instruments for the transfer of credit risks;
- financial speculations on differences;
- Options, futures contracts (futures), swaps, OTC forward rate agreements and any other derivative contracts relating to climate variables, freight rates, inflation rates or other official economic statistics that must be settled in cash or can be settled in cash at the request of one of the parties, without which there is a failure or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures that are not otherwise mentioned in this section, which have the characteristics of other derivative financial instruments, taking into account, among other things, whether traded on a regulated market, an OTF or an MTF;
- Emission reduction units consisting of shares whose conformity with the requirements of the Directive 2003/87/EC (Emission Trading Scheme) is acknowledged.

2.2 Insider Information

Insider information is a **publicly unknown, accurate information** that directly or indirectly affects one or more issuers of financial instruments or one or more financial instruments and which, if publicly known, would be **likely to significantly influence** the rate of such financial instruments or the rate of derivative financial instruments related thereto (rate relevance), because a **reasonable investor** would probably benefit from it as part of its **investment decisions**.

An information is then publicly known if it has been made available to a broad investor audience and thus to an indeterminate group of persons.

For an information to be considered accurate it is sufficient that facts or events can be predicted with more than 50% likelihood (more likely than not). The information is determined enough if a conclusion can be drawn towards possible effects on the stock price (no matter in what direction).

Also partial steps taken to complete a prolonged issue may constitute insider information if they meet the criteria for the insider information on their own. Therefore they have to be evaluated separately. In case of doubt the Capital Market Compliance Officer has to be consulted.

Examples of **insider information** (no taxative enumeration):

- Corporate measures:
 - merging with other companies;
 - acquisition of other companies;
 - amount of the proposed dividend;
 - exchange offer for other securities;
 - takeover and compensation offers;
 - public offers for sales of listed shares;
 - capital measures, e.g. capital increases, reductions,
 - adjustments (particularly issue prices for new emissions and capital increases);
 - Dissolution, bankruptcy, compensation, preliminary proceeding.
- Business activity of the Company:
 - providing and/or granting of licenses or patents;
 - development of new services and new products with significant impact on group results, that have not yet been officially disclosed to the public
 - court and arbitration proceedings outside the normal course of business;
 - business interruptions;

- exceptional investments with significant impact on group results, that have not yet been officially disclosed to the public;
- exceptional increases/reductions in staff numbers;
- Assets, financial position and results of operations of the Company:
 - Important financial data (in particular profit, turnover, cash flow);
 - Taking exceptional liabilities;
 - Significant changes in the cost and price situation

In the case of changes in strategy, M & A transactions with an expected transaction value of more than € 200 mio. within the existing footprint or outside the existing footprint in any case, changes in the TAG Management Board, an expected deviation in turnover or CAPEX from investor guidance of more than € 100 mio., any change in dividend policy, capital increases, necessary impairments, as well as in the case of deviations from the capital market expectation in the case of EBITDA or exceptional effects in the case of free cash flow of more than € 50 million, the existence of insider information has to be checked in any case.

All insider information known for the first time and recognized as such has to be reported to the Capital Market Compliance Officer immediately.

2.3 Insider

An insider is everyone who has insider information.

Persons who have access to insider information shall acknowledge in written form any obligations arising from legal and administrative provisions and declare in written form that they are aware of any sanctions that will be imposed in the event of abuse or improper dissemination of insider information.

A (primary) insider is a person who has access to insider information as a member TAG Management Board or TAG Supervisory Board or otherwise due to their profession, employment, duties or participation in the capital of Telekom Austria.

(Primary) Insiders are, for example, persons in the classified units of confidentiality, lawyers, auditors, tax consultants, PR agencies or representatives of major shareholders. Similarly, a (primary) insider is thus someone who has obtained the information by committing criminal acts.

A secondary insider has insider information by chance or from a (primary) insider or from another third party and knows or must know that this is insider information. Secondary insiders are, for example, listeners of a conversation in the elevator, employees of an external printing shop or family members of a TAG employee who find relevant notes.

2.4 Capital Market Compliance-Relevant Information

Capital Market Compliance relevant information is insider information or other information that is “confidential and pricing-sensitive” and might evolve into insider information. This shall ensure confidentiality and traceability of the information flow already at an early organizational stage.

The cumulative need for considerable stock-price relevance and the exactness of information (probability of occurrence higher 50%, precise in terms of having any effects on exchange rates) is not a given with capital market compliance-relevant information, as opposed to insider information.

The regulations to secure confidentiality must be complied with even for confidential, pricing-sensitive information. This means that the Capital Market Compliance Officer shall immediately be informed at the first occurrence of all capital market compliance-relevant information, classified units should be set up early on and the strict company rules regarding documented disclosure must also be adhered. Capital market compliance-relevant information may only be passed on if there is an operational necessity (need to know principle).

An information is not considered as capital market compliance relevant, if after careful consideration and after taking all the circumstances into account it can be excluded that in the future this information could develop into insider information.

Please contact the Capital Market Compliance Officer (Rudolf Schwab) if you have any doubts regarding the existence of capital market compliance relevant information and follow his instructions.

2.5 Market Manipulation

Market manipulations are (no taxative enumeration):

- Transactions or purchase or sales orders which give or could give false or misleading signals for the rate of XY-AG financial instruments or **influence the rate** in such a way that an abnormal or artificial price level is achieved (therefore not only bogus transactions but also effective transactions),
Exception: There are legitimate reasons for the transactions/orders and the "permitted market practice" is not violated
- Transactions or purchase or sales orders with the pretence of false facts or with the use of any other acts of deception,
- Dissemination of information about the media which give or could give **false or misleading signals** regarding financial instruments, including the dissemination of rumours and false or misleading messages, if the disseminating person knew or should have known that they were false or misleading.
- **Cornering** (utilising/securing a dominant position in relation to the offer of a financial instrument resulting in a direct or indirect fixing of the price),
- **Marking the Close** (purchase/sale of financial instruments at the closing of the stock exchange with the result that investors who are acting on the basis of the closing rate are misled),
- **Front Running** (utilisation of information, which allows relatively risk-free profits from transactions with financial instruments, such as the knowledge of an already placed customer order or an upcoming purchase recommendation),
- **Scalping** (utilisation of the access to the media by submitting an opinion on a financial instrument, previously addressing positions in this financial instrument (e.g. rate increase) and subsequently the advantage of the impact of the statement (e.g. sale at a higher rate)),
- Free invented **gossip** "at large", recommendations or warnings without factual basis (value judgements, opinions, estimates and forecasts are then wrong when they are based on incorrect facts; the fact base is to be checked as much as possible prior to taking it as a basis for the value judgement, etc.),
- Misleading information, which is correct in content but allows the recipient to have a false idea of the facts described therein (e.g.: A statement in a capital market prospectus that, as a result of new legislation, a particular product group, due to state subsidies, will be more strongly requested in the future (true), but omitting the information that the product produced by the issuer could appear to fall into the respective product category but (still) does not meet the criteria for the state subsidy. According to the traffic conception, it is thus "declared" that the own product meets the criteria for the state subsidy),
- but also the classic fictitious transactions such as "**matched orders**" (transactions with orders coordinated in advance by different persons) or "**washed trades**" (transactions with economically identical contract partners).

3 Legal Provisions on the Prohibition of Capital Market Abuse

The legal provisions on the prohibition of capital market abuse comprise:

- engaging in insider trading and the attempt to do so
- recommending third parties to engage in insider trading or inciting third parties to engage in insider trading
- unlawful disclosure of insider information)
- market manipulation

A misuse of insider information or insider trading occurs when a person possesses **insider information** and, **using** the same, directly or indirectly **acquires** or **sells financial instruments** to which the information relates, either for its own account or for third-person account. The use of insider information in the form of **cancellation** or modification of an order with respect to a financial instrument to which the information relates shall also be deemed to be insider trading if the order has been issued prior to obtaining the insider information.

A **recommendation** to engage in insider trading or the **inciting** of a third party to do so shall be deemed present if a person has insider information and on the basis of this information

- **recommends** third parties to acquire or sell financial instruments to which the information relates or
- incites them to make such an acquisition or sale
- or on the basis of this information, recommends third parties to **cancel** or **change** an order relating to a financial instrument to which the information relates or
- **incites** to make such a cancellation or change.

The use of **recommendations** or **incitements** also meets the elements of insider trading if the person who uses the recommendation or follows the incitement knows or should know that this is based on insider information.

Apart from the above prohibitions, insider information may be communicated when exchange of information is necessary for the operation of the business. All persons who possesses insider information are to be recorded in the insider list

There is also no need for concern if representatives of Telekom Austria or its subsidiaries (e.g. business consultants, accountants or lawyers) forward insider information, provided this is done

- in order to fulfil instructions received
- is necessary for company purposes and
- is limited to the extent absolutely required.

The regulations to secure confidentiality of insider information and to properly document all data needed in the insider list are also to be upheld in these cases.

Anyone who violates these prohibitions is to be penalized. The procedure, nature and amount of the penalty depend on the infringement, where for certain serious cases, a judicial penalty is also provided

Since this offence is an **intentional offence**, it is sufficient for the insider to seriously consider the realization of the misuse of insider information as possible and to accept it.

4 Publication and Postponement of Publication of Insider Information

The Capital Market Compliance Officer, the Head of Investor Relations and the General Counsel must be included in preparing the decision about an ad hoc publication of insider information. To enable a thorough and timely analysis, they shall be included early on in circumstances or projects that could lead to the obligation to make an ad hoc release. The decision about an ad hoc release or its postponement is the responsibility of the Management Board. The announcement and notification to FMA are carried out by Investor Relations.

The following triggering events always require to consider if an insider information already exists or not and if ad hoc publication of insider information is required or can be postponed:

- Significant changes in strategy,
- M & A transactions with an expected transaction value of more than EUR 200 mio. within the existing footprint or outside the existing footprint in any case
- changes in the TAG Management Board
- an expected deviation in turnover or CAPEX from investor guidance of more than EUR 100 mio.
- any change in dividend policy,
- capital increases,
- necessary impairments,
- deviations from the capital market expectation in the case of EBITDA or exceptional effects in the case of free cash flow of more than EUR 50 million

Die Telekom Austria AG shall immediately notify the public of any insider information directly related to it, irrespective of the trading hours of the stock exchange. All significant changes with regard to already disclosed insider information must be announced immediately after the changes occur.

The publication of insider information takes place simultaneously to the Vienna Stock Exchange and the Financial Market Authority (FMA), and half an hour later at least to two news agencies (Bloomberg, Reuters, Dow Jones). If the insider information is forwarded immediately to "euro adhoc" information dissemination system, the notifications to the Vienna Stock Exchange and the FMA may be omitted.

The Capital Market Compliance Officer must be involved from the beginning in the ad-hoc publication process. In particular he has to be involved in all board meetings preparing the decisions and deciding about ad-hoc disclosure of insider information.

Die Telekom Austria AG has to display all the insider information that must be disclosed to the public for a period of at least 5 (five) years on its website.

After publication of an insider information, there are no restrictions of passing on those information with regard of capital market regulations.

Telekom Austria may postpone the publication of insider information if

- such disclosure could affect its legitimate interests
- such postponement is not likely to mislead the public and
- Telekom Austria is able to ensure the confidentiality of the information.

Legitimate interests exist in particular in case of

- ongoing negotiations or related circumstances, where the outcome or normal course of such negotiations would be likely to be affected by the publication and

- a multi-stage decision-making process, if immediate disclosure with simultaneous indication of a lack of consent, would endanger the correct evaluation of the information by the public.

The postponement of the publication leads to the fact that insider information cannot be processed in the market and is therefore not included in the rate formation. However, this does not lead to misleading. Such a risk exists only if information or rumors and speculation is circulating on the market which, taking into account the behavior of the issuer, arouse ideas which are bogus when considering the insider information. It is therefore necessary to examine whether rumors or speculations are based on true insider information or not. If there is a link, an immediate publication is to be made.

Within the Telekom Austria Group, appropriate measures have to be taken to ensure that persons only have access to insider information to the absolutely necessary extent to which such information is essential for performing their duties within the company (so-called "need-to-know principle"). The confidentiality is ensured as long as the issuer has reliable control over the employees involved in the process, who will get to know the information. If the confidentiality can no longer be guaranteed, the insider information must be published without delay. Telekom Austria has, therefore, to keep an insider list (see Section 5) and to document in detail the areas of confidentiality. In addition to the insider list, the following information should be documented when postponing the publication of insider information:

- Type of insider information (title, text)
- Reason for the postponement
- Date and time of the decision to postpone the publication
- List of all persons who are responsible for the decision on the postponement

The postponement of the publication of an insider information is temporary. As soon as one of the above-mentioned conditions ceases to exist, the obligation to publish shall revive and Telekom Austria has to make the disclosure or subsequent publication without delay. The decision on the postponement is to be constantly observed and questioned. The object of the subsequent publication is the current state of the original insider information at the time when the obligation to make subsequent publication arises. However: The postponement does not necessarily have to lead to the subsequent disclosure. Rather, a subsequent publication depends on whether there is any insider information that is required to be disclosed at all. Failure of, e.g., contract negotiations during a postponement, there is no obligation to inform of the failure, provided the market was previously not informed about the negotiations.

If Telekom Austria has postponed the disclosure of insider information, it shall inform the FMA (marktaufsicht@fma.gv.at) immediately after the publication of the insider information on the postponement of the disclosure and explain in writing upon the FMA's request to what extent conditions for a postponement were fulfilled.

The insider information to be published is to be clearly referred to as "insider information". The text of the message must include, but is not limited to, the issuer's name, the issuer's address; the international securities identification numbers and the stock exchange and trading segments for which an admission exists or has been applied for; the insider information to be published (which must be concisely formulated) and the date of the occurrence of the circumstances underlying the insider information. The publication shall be made via an electronic information dissemination system (e.g. "euro adhoc"), which is common at least within the European Community.

If insider information is accidentally published (other than described above), the Capital Market Compliance Officer and the Management Board of Telekom Austria must be informed without delay. The Management Board of Telekom Austria must immediately publish this insider information.

The accidentally informed person is to be made aware of its insider nature. Until the publication, a blocking period for the disclosure of this information and for the execution of relevant securities transactions shall be imposed upon such person and it shall be made aware of the importance of the insider penalization standard. If there would be a period of several days between the date of publication and the accidental disclosure of insider information, the Management Board of Telekom Austria, in agreement with the Capital Market Compliance Officer, will decide whether the suspension of the trading of securities issued by Telekom Austria at Vienna Stock Exchange is to be applied for.

5 Insider List

The Capital Market Compliance Officer must compile a list of all persons who have access to insider information if such persons perform their duties for Telekom Austria Group on the basis of an employment contract or otherwise and thus have access to insider information, e.g. consultants, accountants or rating agencies ("insider list"). The Capital Market Compliance Officer must keep insider lists and update them immediately if the reason for recording persons already recorded on the insider list changes, a new person has access to insider information and must therefore be included on the insider list, or a person no longer has access to insider information.

The insider list shall contain in particular the following information:

- The preparation and update date of the list
- natural persons (including persons outside the company) from classified units of confidentiality, stating their first and last name (including birth, name if different), date of birth and classified units of confidentiality to which the person belongs; furthermore, the start and the end of the person's affiliation to the classified units of confidentiality including time, reason for inclusion on the insider list, all business telephone numbers (landline and mobile), all private telephone numbers (landline and mobile), as well as all residential addresses of the person are to be stated
- legal persons stating the company or business name and the classified units of confidentiality to which the person belongs; Furthermore, the beginning and the end of the person's affiliation to the classified units of confidentiality including the time, reason for inclusion on the insider list, as well as business telephone number (landline and mobile) and the company registration number are to be indicated
- other information concerning the disclosure of insider information and requests concerning exemptions from the trading ban

The insider list shall be updated regularly, indicating the date and time of the change, and must be communicated to the FMA immediately upon request. Insider lists must be kept for at least five years after they have been prepared or last updated.

The insider list shall be prepared using the default template of the Implementing Regulation (EU) 2016/347. For every new insider information new sections are to be added to the insider list. Each section of the insider list contains only information on individuals who have access to the insider information relevant to this section.

Insider lists may include a supplementary section with the details of individuals who have access to all insider information ("permanent insiders") at any time.

The insider list is to be prepared and updated in electronic form. When preparing the insider list, the confidentiality of the information contained, the restriction of access to the insider list to clearly defined persons, the accuracy of the information contained on the insider list and the access to previous insider list versions and their retrieval must be taken into account.

All persons on the insider list must recognize in writing the obligations arising from the legal and administrative provisions and take note of the sanctions applicable to insider trading or the disclosure of insider information. For this purpose, the statement of undertaking including the confidentiality agreement must be signed.

Legal persons outside the Telekom Austria Group (banks, lawyers, accountants, consultants, etc.) acting on behalf or at the cost of Telekom Austria must keep a record of persons who work for them based on an employment contract or in some other capacity, and have access to TAG insider information regularly or for a special purpose. This insider list must be updated regularly. The legal person, as well as at least one authorized representative, must be entered in the insider list of Telekom Austria. Capital Market Compliance Officer of Telekom Austria shall be granted access to those insider lists at any time on request.

If the preparation of an insider list by a legal person acting on behalf of Telekom Austria is not appropriate for organizational reasons, all natural persons acting for the legal person and having access to TAG insider information regularly or for a special purpose can be included directly in the TAG insider list. In this case a representative of the legal person will immediately provide all necessary information to TAG Capital Market Compliance Officer.

6 Classified Units of Confidentiality

6.1 What are Classified Units of Confidentiality

Classified units of confidentiality are both **permanent** and **temporary** (project-related) ad hoc units within Telekom Austria Group in which people have access to capital market **compliance-relevant information** on a regular or occasion-related basis.

Classified units of confidentiality are thus to be formed where confidential and rate-sensitive information typically occurs in the relevant unit. This is to ensure that capital market **compliance-relevant information** is treated with the necessary confidentiality at an early stage.

Classified units of confidentiality are to be separated from other units by organizational measures with regard to information exchange: Capital market **compliance-relevant information**, must **not**, in principle, **leave** the classified unit of confidentiality and must also be **treated with strict confidentiality** within internal business transactions. This does not apply to the disclosure of information required in the normal course of business.

The disclosure of capital compliance relevant information between classified units of confidentiality and the involvement of employees from other units are allowed if the information disclosure is restricted to the necessary extent (**need-to-know principle**).

The disclosure of insider information from the classified unit may only take place on the basis of standardized, pre-defined information processes or upon simultaneously notifying the Capital Market Compliance Officer.

The following institutionalized and predefined information processes exist.

- Preparation, adoption and publication of annual financial statements
- Preparation, adoption and publication of quarterly financial statements
- Preparation of the annual report
- Preparation of the CSR report
- Preparation of the Supervisory Board Meetings including preparation meetings with the chair of the Supervisory Board
- Regular information of the chairman of the Supervisory Board
- Monthly Performance Calls, TAG Leadership Meetings with the Opco Management Board members
- Strategy- and budgeting process
- Preparation, approval and release of ad-hoc publication of insider information
- Information flow between Supervisory Board Meetings and Meetings of its committees

6.2 Permanent Classified Units of Confidentiality

Permanent classified units of confidentiality in terms of these guidelines are corporate units, in which according to general experience, capital market compliance relevant information typically appears. Their size is determined by the Capital Market Compliance Officer together with the responsible (senior) director, irrespective of company borders (i.e. also including employees who are not employees of Telekom Austria but who work in the respective classified units; allocation by function) and separated from other corporate units by organizational measures with respect to the flow of capital market compliance-relevant information

In accordance with the provisions of Section 4 (1) of the ECV, the following permanent classified units of confidentiality are defined:

- TAG Supervisory Board (+. ÖBIB)
- TAG Management Board
- Leadership Team Telekom Austria (+ Assistants)
- A1 Leadership Team (+ Assistants)
- Capital Market Compliance
- General Secretariat
- Investor Relations
- Group Corporate Communications
- Group HR Internal Communications
- A1 HR Internal Communications
- General Counsel / Legal
- Mergers & Acquisitions, International Affairs and Regulation
- Group Accounting, Taxes & ICS
- Group Controlling
- Group Treasury
- TAG Staff Council

6.3 Temporary (Ad-Hoc) Classified Units of Confidentiality

The establishment of ad hoc classified units of confidentiality is project related (for example for projects, such as a company takeover, purchase/sale or participation of/in companies, development of new markets).

Employees who manage such a capital market sensitive project must specify in writing the beginning, end, code name, activities and members of the ad-hoc classified unit of confidentiality and inform the Capital Market Compliance Officer accordingly. The Capital Market Compliance Officer has to document all information received as well as all information related to the decision, if an insider information already exists or not.

For members of an ad-hoc classified unit of confidentiality a continuous trading ban with shares or other equity-like securities of Telekom Austria, bonds or other debt instruments of Telekom Austria, derivatives or other financial instruments linked thereto up to the end of the project or completion of the project can be enacted, irrespective if a periodically trading windows is open or not.

The following triggering events always require to consider if a capital market compliance relevant information already exists and an ad-hoc classified unit of confidentiality has to be established:

- Significant changes in strategy,
- M & A transactions with an expected transaction value of more than € 200 mio. within the existing footprint or outside the existing footprint in any case
- changes in the TAG Management Board
- an expected deviation in turnover or CAPEX from investor guidance of more than € 100 mio.
- any change in dividend policy,
- capital increases,
- necessary impairments,
- deviations from the capital market expectation in the case of EBITDA or exceptional effects in the case of free cash flow of more than € 50 million

6.4 Trading Ban and Trading Windows for Employees of Classified Units of Confidentiality

Persons from classified units of confidentiality have permission for trading with

- shares or other equity-like securities of Telekom Austria,
- bonds or other debt instruments of Telekom Austria,
- derivatives or other financial instruments linked thereto

during the defined trading windows

**from the 5th to the 20th working day after publication
of the yearly, half-yearly or quarterly results of Telekom Austria Group.**

Outside of the defined trading windows trading with above mentioned securities, providing recommendations or cancelling or changing an order for a trade is generally prohibited for persons from classified units of confidentiality.

These trading windows are introduced in order to make it easier for the employees of classified units of confidentiality of Telekom Austria to determine when they may trade in sensitive securities, and when not.

As soon as an employee has insider information, no trading is permitted - irrespective of whether it is an employee within or outside of a classified unit of confidentiality and no matter if within or outside of trading windows.

The regulations with regard to prohibiting trading outside of trading windows apply to all stock exchanges on which shares or other securities or uncertified book-entry securities (e.g. derivatives) are traded, but also apply to OTC transactions. Breach of this undertaking may lead to proceedings under civil law and criminal law, as well as labor law.

When it is very likely that capital market compliance relevant information will occur, the Management Board is empowered after consultation with the Capital Market Compliance Officer to shorten or cancel trading windows for the employees of classified units of confidentiality. The date of the commencement, as well as the concrete duration of the blocking period, shall be communicated to the respective persons.

The provisions on trading bans and trading windows also apply to orders issued by persons from classified units of confidentiality in the name and/or on behalf of a third party, orders issued by a third party in the name and/or on behalf of persons from classified units of confidentiality, as well as companies which

are directly or indirectly controlled by a person from an classified unit of confidentiality, which was established for the favor of such a person or whose economic interests largely correspond to such a person.

In justified, personal circumstances of a single person from a classified unit of confidentiality, the Capital Market **Compliance Officer** can grant an **exception from the trading ban outside the trading window** if it is ensured that the securities transaction is not contrary to the legal regulations.

Examples:

- on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares; or
- due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change.

Applications for such an exception shall be addressed to the Capital Market Compliance Officer, stating the nature, scope and reason for the intended transaction. The Capital Market Compliance Officer shall document all applications relating to intended securities transactions of persons from classified units of confidentiality outside of a trading window, in particular by stating the name of the person concerned, the name of the security as well as the nature, scope and reason for the intended transaction. In addition, he must record his decision as well as the relevant reasons for his decision and inform FMA about this in his yearly report.

When acquiring own equity for share-based compensation (Long Term Incentive Program of the Telekom Austria Group) the provisions of the Capital Market Compliance Guidelines and especially the trading ban outside of trading windows in it must be observed. In the event of doubt the Capital Market Compliance Officer should be consulted.

However, as a matter of principle, all members of the Management Board, the Supervisory Board and employees of Telekom Austria are not permitted to trade in options or short sellings relating to Telekom Austria shares or Telekom Austria book-entry securities.

7 Handling of Capital Compliance relevant Information

Any employee who first becomes aware of capital market compliance-relevant information in the company and who recognizes it as such, must report this immediately to the Capital Market Compliance Officer. If it is unclear whether information is capital market compliance-relevant information or it may be disclosed, the Capital Market Compliance Officer must be consulted and his instructions should be followed.

Capital market compliance-relevant information must be treated with strict confidentiality in the course of internal business transactions against other company units (subsidiaries) not involved in the processing of this information (need to know principle).

Even within a permanent classified unit of confidentiality of Telekom Austria or within an ad hoc classified unit of confidentiality, the capital market compliance-relevant information may only be brought to the attention of persons who are professionally involved in the processing of this information (need to know principle).

In any case, the disclosure of the information must be limited to the strictly necessary extent and the number of persons concerned with capital market compliance-relevant information should be kept as low as possible.

As soon as a capital market compliance-relevant information from a classified unit of confidentiality has been disclosed, the Capital Market Compliance Officer must be informed without delay.

An exception is the disclosure of capital market compliance-relevant information as part of institutionalized and pre-defined processes. Such institutionalized and predefined procedures must be communicated to the Capital Market Compliance Officer and documented by him in writing.

The following institutionalized and predefined information processes exist:

- Preparation, adoption and publication of annual financial statements

Public

- Preparation, adoption and publication of quarterly financial statements
- Preparation of the annual report
- Preparation of the CSR report
- Preparation of the Supervisory Board Meetings including preparation meetings with the chairman of the Supervisory Board
- Regular information of the chairman of the Supervisory Board
- Monthly Performance Calls, TAG Leadership Meetings with the Opco Management Board members
- Strategy- and budgeting process
- Preparation, approval and release of ad-hoc publication of insider information
- Information flow between Supervisory Board Meetings and Meetings of its committees

Any further institutionalized information flows are only deemed to be valid if these have been reported to the Capital Market Compliance Officer separately.

The disclosure of compliance-relevant information to external persons is only permitted if

- necessary for company purposes,
- the disclosure is limited to the absolutely necessary extent,
- the external person - provided it is not already bound to secrecy by law or professional rules - commits itself under an agreement prior to receipt of the information to keep the capital market compliance-relevant information confidential and not to misuse it, and
- the Compliance Officer is then immediately informed.

Documents and data carriers of any kind (CDs, USB sticks, clouds, data rooms, etc.) containing capital market compliance-relevant information, must be kept or secured in such a way that they are not accessible to persons who are not professionally engaged in the processing of this capital market compliance-relevant information, documents or external data carriers. Cabinets in which such pieces of documentation (documents, external data carriers) are kept are to be kept locked.

In a modern office architecture employees of classified units of confidentiality should choose their workplace in such a way as to ensure confidentiality of capital market compliance relevant information. A clean desk policy is vital. The immediate surrounding at desk sharing should be restricted to the own classified unit of confidentiality. Special focus room should be used for project related ad hoc classified units of confidentiality.

Computer programs and data stored on data processing systems on which capital market compliance relevant information is processed and stored must be protected by user IDs and passwords. Employees who use applications which contain capital market compliance relevant information must fully close confidential processing applications when they leave their screens, making it impossible to access the application and data. Telekom Austria employees with domestic PC access may only save files and programs on the file server or high security server of Telekom Austria. Access to the LAN may only be possible via a password, which is only known to the respective employee and which is in line with the respective security guidelines

Codenames should be provided for sensitive projects.

Internal information which shall be distributed to a larger number of employees and which might potentially be capital market compliance relevant information, need prior discussion with the Capital Market Compliance Officer with respect to their form and content.

Internet, Intranet and workplace target a network of recipients which cannot possibly be limited in advance. It must therefore be assumed that information which is placed on the Internet, Intranet and workplace will be distributed to the general public. It is therefore necessary to check very carefully

before every publication whether capital market compliance relevant information might potentially be disclosed and, in case of any doubt, the Capital Market Compliance Officer shall be consulted.

Publications, press releases, letters to analysts, contacts with analysts and investors must be given, written, or made solely by the Management Board or, in individual cases, persons empowered by it from the Corporate Communications Dept. and Investor Relations Dept., who must contact the Capital Market Compliance Officer if in doubt whether capital market compliance relevant information is involved. With respect to other media contacts, the significance of capital market compliance relevant information must be checked with the utmost care and, if in doubt, discussed in advance with the Capital Market Compliance Officer.

Each external disclosure of information that is sensitive with regard to the risk profile of the Telekom Austria Group (particularly information about capital measures, strategic investments, significant capital expenditures, and revenue and market share development) takes place only by the members of the TAG Management Board in cooperation with the CFO and the departments Group Finance & Treasury or Investor Relations.

8 Directors Dealings of Management / Supervisory Board and their Close Relatives

Members of the **Management Board** and the **Supervisory Board** of Telekom Austria as well as **persons who are closely related to these persons** must report all transactions made by them on their own account in shares or bonds of Telekom Austria or related derivatives to (managers.transactions@telekomaustria.com) and the Financial Market Authority (FMA marktaufsicht@fma.gv.at) at least within three working days after the transaction all the transactions in excess of the threshold of EUR 5,000 per calendar year

The reportable transactions include, in addition to purchase/sales transactions, the lending and pledging of financial instruments, provided that a pledge or other collateral is not used to secure a specific credit facility. In addition, transactions executed by persons on behalf of a person with reporting obligation, even if they exercise discretion and transactions, which are carried out under a life insurance policy if the policyholder is a person with reporting obligation, who carries the investment risk, and the policyholder has the power or discretion to make investment decisions regarding specific instruments under this life insurance or to execute transactions with respect to specific instruments for this life insurance policy.

According to Article 10 of Regulation (EU) 2016/522, the following transactions are to be reported as a proprietary transaction (no exhaustive enumeration):

- acquisition, sale, short sale, subscription or exchange;
- acceptance or exercise of a stock option, including stock options granted to executives or employees as part of their remuneration package, and the sale of shares resulting from the exercise of a stock option;
- entering or exercising equity swaps;
- transactions with or in connection with derivatives, including transactions with cash settlement;
- conclusion of derivative contracts through a financial instrument of the relevant issuer;
- purchase, sale or exercise of rights, including sale and purchase options, as well as warrants;
- subscription to capital increase or bond issue;
- transactions with derivatives and financial instruments related to a debt of the respective issuer, including loan default swaps;
- conditional transactions made upon the occurrence of certain conditions and the actual execution of the transactions;

Public

- automatic and non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds into shares;
- made or received grants and donations and received inheritances;
- transactions executed with products linked to an index, substitute baskets and derivatives;
- Transactions carried out with shares in investment funds, including alternative investment funds (AIF) as defined in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council
- Transactions executed by the administrator of an AIF in which the person performing management duties or a person closely related to it invested, provided that a report is required under Article 19 of Regulation (EU) No. 596/2014;
- Transactions executed by a third party in the context of a single portfolio management or an asset management mandate in the name or in favor of a person performing management duties or a person closely related to it;
- Lending transactions with the issuer's shares or debt instruments or with derivatives or other related financial instruments.

Persons closely related to the Management / Supervisory Board members are:

- spouses and legally equal cohabiting partners,
- dependent children,
- relatives, if they have lived with the Management / Supervisory Board member in a joint household for at least one year prior to the actual transaction, and
- legal persons, trustees (e.g. foundations) and partnerships
 - whose management tasks are performed by the Management / Supervisory Board member or by another person closely related to the Management / Supervisory Board member
 - who are directly or indirectly controlled by the Management / Supervisory Board member or a person closely related to the Management / Supervisory Board member,
 - who have been established in favor of the Management / Supervisory Board member or a person closely related to the Management / Supervisory Board member or
 - whose economic interests largely correspond to those of the Management / Supervisory Board member or a person closely related to the Management / Supervisory Board member.

Reporting obligations are restricted to legal persons where the Management / Supervisory Board member or a close relative have significant influence. (e.g. 50 % or more capital or profit participation, large economic interest)

The directors dealings report must be made to the FMA (marktaufsicht@fma.gv.at) and Telekom Austria (managers.transactions@telekomaustria.com) within **3 (three) working days** after the transaction has been concluded. Telekom Austria shall publish the report immediately, at the latest 3 (three) working days after the transaction has been concluded. The persons with reporting obligation are therefore requested to submit their reports without delay, using the form available on the FMA's homepage (<https://www.fma.gv.at/kapitalmaerkte/directors-dealings/>) to Telekom Austria.

The FMA does not make any publications. If Telekom Austria does not receive a required report within 3 working days, it must make this report at the latest on the business day following the receipt of the report.

Please note the possibility to postpone the directors dealings report until the transaction's total closing amount of one person with reporting duties reaches € 5,000 within one calendar year. If this amount is not reached at the end of a calendar year, the report may be omitted. Directors Dealings transactions of close relatives need not to be taken into account for the calculation of the amount of € 5.000.-

Members of the Management Board and the Supervisory Board of Telekom Austria shall inform their closely related persons about the directors dealings reporting obligation and retain a copy of this document.

The Capital Market Compliance Officer has to compile a list of persons with reporting obligation and persons closely related to them.

9 Capital Market Compliance Officer, Ad Hoc Committee

The Capital Market Compliance Officer of Telekom Austria is

- Rudolf Schwab (phone no. +43 664 6639079), his deputy is
- Marielouise Gregory (phone no. +43 664 6629346).

In this function the Capital Market Compliance Officer is directly responsible to the Management Board.

9.1 Duties of the Capital Market Compliance Officer

- The Compliance officer is responsible for random monitoring of the organizational measures to preserve of this Capital Market Compliance Guidelines.
- The Capital Market Compliance Officer advise and support the management in matters relating to this Guidelines.
- The Capital Market Compliance Officer prepare regular, at least semi-annual reports for the Management Board of Telekom Austria.
- The Capital Market Compliance Officer prepare an annual activity report on the past financial year in matters relating to the Capital Market Compliance-Guidelines.

This report includes:

- Ad hoc (project-related) classified units of confidentiality,
- number of exemptions granted and not granted from the ban on trading,
- number of directors dealings reports received
- infringements of internal instructions of the Company and the resulting consequences,
- conducted training and education measures.
- The Compliance Officer shall provide training for employees from classified units of confidentiality with regard to the measures of this Guidelines.
- The Compliance Officer informs employees and Board members, as well as persons who otherwise work for Telekom Austria, about the prohibition of the misuse of insider information.
- The Compliance Officer informs Board members about the reporting obligation regarding directors dealings transactions and maintain a list of close relatives of all board members.
- The Capital Market Compliance Officer shall immediately be informed of all capital market compliance-relevant information that has become known for the first time in the company. He must be consulted at least over the telephone whenever the existence of capital market compliance relevant information or insider information is evaluated.
- The Capital Market Compliance Officer is responsible for setting up ad hoc classified units of confidentiality, if necessary. In this respect the Capital Market Compliance Officer shall be notified of any planned implementation of a project, in the course of which capital market compliance-

relevant information could typically come up. The beginning, end, members, description of the classified unit of confidentiality and the activity performed shall be recorded in writing. The Capital Market Compliance Officer informs the affected persons about the inclusion in a classified unit of confidentiality and ensures that they individually undertake to uphold the Capital Market Compliance Guidelines.

- The Capital Market Compliance Officer maintains the Insider Lists and informs the affected persons about the inclusion on the insider list. He ensures that all persons on the insider acknowledge in written form any obligations arising from legal and administrative provisions and declare in written form that they are aware of any sanctions that will be imposed in the event of abuse or improper dissemination of insider information.
- The Capital Market Compliance Officer, if informed of breaches of the Compliance-Guideline by an employee informs the HR Department for setting the necessary labour law steps.

In cases of doubt, the Compliance Officer must be consulted on the content and interpretation of the present Guideline; it decides on these doubts in consultation with the Management Board of XY-AG.

9.2 Ad Hoc Committee

The TAG Management Board decides on the immediate publication or deferment of insider information (ad hoc releases). The Compliance Officer, the Head of Investor Relations and the General Counsel shall be involved early on in circumstances or projects that could lead to obligatory ad hoc releases. The publication of ad hoc releases or notification of the FMA is carried out by Investor Relations.

10 Monitorig und Sanctions

10.1 Monitoring

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 early on within the Telekom Austria Group. 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 responsible Compliance Manager.

Information can also be provided to the Telekom Austria Group tell.me-whistleblowing portal www.bkms-system.net/tell.me.

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.

Managers especially those of classified units of confidentiality monitor the adherence to this Capital Market Compliance Guidelines in their own area and inform the Capital Market Compliance Officers about the occurrence of misconduct.

The Capital Market Compliance Officer and Group Internal Audit are entitled, as a matter of routine and with random checks to control compliance with Capital Market Compliance Guidelines. If any violations are found, the Capital Market Compliance Officer will identify the persons responsible and will inform the HR Department to take the steps which are necessary under labor law. The Capital Market Compliance Officer must keep written records of the adopted procedures and the outcome of the investigations.

10.2 Sanctios

Misconduct and violations of Capital Market Compliance Guidelines cannot only have severe consequences for the individual personally, but for the entire company. The Telekom Austria Group disciplines conscious, unlawful misconduct and violations of internal guidelines consistently, regardless of the rank or position of the person involved.

Any violation of these Guidelines may have consequences under the civil, criminal, stock exchange and/or employment law.

The violation of the prohibition of **abuse of insider information** may have **criminal** consequences. Those who, for example as an insider, possess insider information and, utilise this information to acquire or sell financial instruments to which the information applies for itself or for a third party for more than EUR 1 million, shall be punished with imprisonment from six months to five years.

Employment and labor law implications may ultimately (in the case of employees) lead to dismissal due to the breach of confidence vis-à-vis the employer and (in the case of public servants) to the opening of disciplinary procedures.

Perpetrators will be sued for reimbursement of all damages suffered.

11 Questions and comments on these Guidelines

Questions and comments on these guidelines can be addressed to the Capital Market Compliance Officer.

Rudolf Schwab, Capital Market Compliance Officer, is available:

Mobil: +43 664 66 39079

rudolf.schwab@telekomaustria.com

12 Final Provision

These guidelines enter into force in September 2017 as binding instructions of Telekom Austria and its subsidiaries and replace the Capital Market Compliance Guidelines as of July 2016.

Distribution

The Compliance Guidelines of Telekom Austria will be sent to the following:

- Management Board and Supervisory Board of Telekom Austria
- Directors of the first level of management of Telekom Austria
- All employees of Telekom Austria
- All members of all classified units of confidentiality
- Other persons working for classified units of Telekom Austria
- Capital Market Compliance Officer and Compliance Group

Annex 1: Compliance Registration for Persons from Classified Units

Classified Unit:
Name:
Date of Birth:
Address:
Email address:
In the classified unit since:

Statement of Undertaking

I have received the Telekom Austria Capital Market Compliance Guidelines (status: September 2017), have read and understood it, and I hereby undertake to comply with all of its stipulations.

As an employee of a classified unit I undertake, above all, to strictly comply with all measures to ensure that capital market compliance relevant information is kept secret and with the stipulation regarding the **trading windows** The **trading windows** always start on the 5th and end on the 20th working day after publication of the yearly, half-yearly or quarterly results respectively:

I will immediately announce any changes concerning my affiliation with a classified unit of confidentiality.

I acknowledge any obligations arising from legal and administrative provisions and am aware of any sanctions that will be imposed in the event of abuse or improper dissemination of insider information.

I confirm the above undertaking by signing this statement.

.....

(Date; Employee's Signature)

This Statement of Undertaking is to be given to the Capital Market Compliance Officer

Rudolf Schwab, Group Compliance
1020 Vienna, Lassallestraße 9,
rudolf.schwab@telekomaustria.com

Annex 2: Statement of Completion and Undertaking 1st. ML

Member of the classified unit since:

Classified Unit:
Name:
Date of Birth:
Address:
Email address:
In the classified unit since::

Statement of Completion and Undertaking

I have made the Telekom Austria Capital Market Compliance Guidelines (status: September 2017) known to all employees who report to me. They have received a copy of the Capital Market Compliance Guidelines and have confirmed receipt by signing a Statement of Undertaking. I shall collect these Statements of Undertaking and the information required for the "Insider List" and give them to the Compliance Officer.

I shall inform all new employees who join my department in the same manner of the stipulations of the Capital Market Compliance Guidelines.

Furthermore, I will take organizational precautionary measures to assure that all changes that concern the Insider List are immediately reported to the Capital Market Compliance Officer.

I have received the Telekom Austria AG Capital Market Compliance Guidelines (status: September 2017), have read and understood it, and I hereby undertake to comply with all of its stipulations.

I acknowledge any obligations arising from legal and administrative provisions and am aware of any sanctions that will be imposed in the event of abuse or improper dissemination of inside information.

I confirm this by signing this Statement of Completion and Undertaking.

.....

Date; Signature of the Director of the 1st Management Level

This Statement of Undertaking is to be given to the Capital Market Compliance Officer

Rudolf Schwab, Group Compliance
1020 Vienna, Lassallestraße 9,
rudolf.schwab@telekomaustria.com

Annex 3: External Statement of Undertaking

Name:
Date of Birth:
Address:
Email address:
Company
Company Register Number:

Statement of Undertaking

I have read and understood the Telekom Austria AG Capital Market Compliance Guidelines (status: September 2017) and I hereby undertake to comply with its stipulations and to inform (keeping proof thereof) my current and future employees as well as all third parties working for me of the prohibition of misuse of insider information and of the Telekom Austria Capital Market Compliance Guidelines, particularly about the Capital Market Compliance stipulations that apply to everyone.

The obligation to maintain an insider list will be pointed out.

I acknowledge any obligations arising from legal and administrative provisions and am aware of any sanctions that will be imposed in the event of abuse or improper dissemination of inside information.

.....
(Date, Signature)

This Statement of Undertaking is to be given to the Capital Market Compliance Officer

Rudolf Schwab, Group Compliance
1020 Vienna, Lassallestraße 9,
rudolf.schwab@telekomaustria.com
Fax + 43 50664939079

Annex 4: Statement of Undertaking for Members of the Supervisory Board and Persons supporting Members of the Supervisory Board in their function

Classified Unit Supervisory Board:
Providing support to the following members of the supervisory board:
Name:
Date of Birth:
Residential address:
Company address
Email address:

Statement of Undertaking

I have read and understood the Telekom Austria AG Capital Market Compliance Guidelines (status: September 2017) and I hereby undertake to comply with all its stipulations.

As a member of the classified unit Supervisory Board I am well aware of the fact that an asymmetric distribution of confidential or Capital Market Compliance relevant information may lead to insider trading and market distortion.

By signing this statement of undertaking, I herewith commit to (i) keep confidential all information to the supervisory board or other information that I receive in this respect, (ii) not to disclose them to third parties as long as they are not publicly known and (iii) not to abuse them. Third parties for the purpose of this statement of undertaking are all persons not included to one of the classified units of Telekom Austria or not having signed an equivalent statement of undertaking.

I herewith confirm that I will keep documents and external data storage media containing confidential information for the supervisory board secured and not accessible to third parties.

I herewith confirm that I have been informed about the stipulations concerning confidentiality of capital market compliance relevant information and acknowledge explicitly, that an abuse of insider information, especially trading in shares and derivative or other financial instruments of Telekom Austria Group being aware of insider information is threatened with imprisonment.

Furthermore, I obligate myself outside of the trading windows not to buy or sell either Telekom Austria shares or derivatives or other securities to the aforementioned financial instruments, not to give any recommendations concerning their purchase or sale, not to cancel or change existing orders and not to disseminate any other Capital Market Compliance relevant information.

I inform the Capital Market Compliance Officer about all my close relatives stated in chapter 8 of these Guidelines and about all personal data and changes thereof required for the insider list (see chapter 5 of these Guidelines)

I will report immediately at least within 3 (tree) working days all transactions made on my own account in shares or bonds of Telekom Austria or related derivatives to (managers.transactions@telekomaustria.com) and the Financial Market Authority (FMA marktaufsicht@fma.gv.at) in excess of the threshold of EUR 5,000 per calendar year.

Persons having a close relationship to me as a member of the supervisory board (see chapter 8 of the Capital Markets Compliance Guidelines) I will inform in writing about their obligations concerning director's dealings and will keep a copy of this information.

Public

I will immediately announce any changes concerning my affiliation with a classified unit.

I acknowledge any obligations arising from legal and administrative provisions and am aware of any sanctions that will be imposed in the event of abuse or improper dissemination of inside information.

I confirm this by signing this Statement of Completion and Undertaking.

.....

(Date, Signature of the Member of the Supervisory Board / of the supporting person)

This Statement of Undertaking is to be given to the Capital Market Compliance Officer
Rudolf Schwab, Group Compliance
1020 Vienna, Lassallestraße 9,
rudolf.schwab@telekomaustria.com

Annex 5: Capital Market Compliance

