

Guidelines for the Independence of Supervisory Board Members of Telekom Austria AG According to Rule 53 of the Austrian Corporate Governance Code

A member of the Supervisory Board of Telekom Austria AG shall be deemed independent if he/she has no business or personal relations with the company or its Management Board that would constitute a material conflict of interests, and thus that could influence the member's behavior.

Moreover, in accordance with Annex 1 of the Austrian Corporate Governance Code, the following guidelines apply:

The Supervisory Board member shall not have served as a member of the Management Board or as a manager of the company or one of its subsidiaries in the past five years.

The Supervisory Board member shall not maintain or have maintained in the past year any business relations with the company or one of its subsidiaries to an extent of significance for the Supervisory Board member. This shall also apply to relationships with companies in which the Supervisory Board member has a considerable economic interest. The approval of individual transactions by the Supervisory Board according to L-Rule 48 does not automatically mean the person is qualified as not independent.

The Supervisory Board member shall not have been auditor of the company or have owned a share in the auditing company or have worked there as an employee in the past three years.

The Supervisory Board member shall not be a member of the Management Board of another company, in which a Management Board member of the company is a Supervisory Board member.

The Supervisory Board member shall not serve as a member of the Supervisory Board for longer than 15 years. This does not apply to Supervisory Board members who are shareholders with a stake in the company or who represent such a shareholder's interests.

The Supervisory Board member shall not be a close relative (direct offspring, spouse, partner, parent, uncle, aunt, sibling, niece, nephew) of a Management Board member or of persons in one of the aforementioned positions.

It shall be the responsibility of each member of the Supervisory Board of Telekom Austria AG elected by the annual general meeting to declare his/her independence according to the criteria defined.

In accordance with Rule 53 of the Austrian Corporate Governance Code (ÖCGK), the majority of the Supervisory Board members elected by the Annual General Meeting should be independent from the company and its Management Board.

In accordance with Rule 54 of the Austrian Corporate Governance Code (ÖCGK), at least two independent shareholders should be members of the Supervisory Board of Telekom Austria AG, who are not shareholders with a stake of more than 10% or who represent such a shareholder's interests. The independence of Supervisory Board members shall be disclosed in the annual report.

The Corporate Governance Report must indicate which members of the Supervisory Board meet these criteria.