



## Agenda and Resolution Proposals for the Extraordinary General Meeting on August 1, 2023

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

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

Approval of (i) the spin-off for absorption of the AT Towers Business-Unit held by Telekom Austria AG to its subsidiary A1 Towers Holding GmbH with no shares being granted and (ii) proportionate spin-off for new formation of the shares in A1 Towers Holding GmbH held by Telekom Austria AG to newly established EuroTeleSites AG.

The Management Board and the Supervisory Board of Telekom Austria AG propose:

*"The spin-off for absorption pursuant to Sec. 1 para. 2 no. 2 and Sec. 17 of the Spin-Off Act of the "AT Towers" business unit held by Telekom Austria AG from Telekom Austria AG as the transferring company to A1 Towers Holding GmbH, with its registered office in Vienna, FN 543743 y, as the acquiring company with no shares being granted as well as the subsequent spin-off for new formation pursuant to Sec. 1 para. 2 no. 2 and Sec. 2 ff of the Spin-off Act of the 100% share in A1 Towers Holding GmbH held by Telekom Austria AG, with a nominal value of EUR 35.000,00, from Telekom Austria AG as transferring company to newly established EuroTeleSites AG, with its registered office in Vienna, as acquiring company against the granting of shares in EuroTeleSites AG to the shareholders of Telekom Austria AG in proportion to their shareholding in Telekom Austria AG in accordance with the provisions of the Spin-off and Transfer Agreement including the Spin-off Plan, dated June 28, 2023, Ref. No. 9.536 of the notary public Christian Mayer, is approved.*

*The conclusion of the Spin-off and Transfer Agreement including the Spin-off Plan entered into between Telekom Austria AG and A1 Towers Holding GmbH, dated June 28, 2023, Ref. No. 9.536 of the notary public Christian Mayer, published in electronic form in the edict file (Sec. 7 para 1a of the Spin-off Act) on June 30, 2023 and in preparation for the General Meeting on the website of the Company ([www.a1.group](http://www.a1.group)) is approved.*

*The Management Board only has to effect the registration of the spin-off when a prospectus regarding the admission of the shares of EuroTeleSites AG to trading on the regulated market of the Vienna Stock Exchange is available, which becomes eligible for approval with the registration of EuroTeleSites AG."*



**| Telekom Austria AG**

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For justification and further explanation, reference is also made to the spin-off documents published on the Company's website ([www.a1.group](http://www.a1.group)), in particular the spin-off plan, the spin-off report of the Management Board, the audit report of the spin-off auditor and the report of the Supervisory Board.