Group Guideline Antitrust

Integrity is the basis of our business. honest. fair. transparent

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Table of Contents

Preamble 3
1 Objective of this Guideline and Important Terms 3
2 Antitrust 4
2.1 Overview and Scope 4
2.2 Prohibition of Restrictive Agreements 5
2.3 Prohibition of Abuse of a Dominant Position 6
2.4 Competition Supervision by the Regulatory Authority 7
2.5 Dawn Raids (House Searches) under Competition Law 7
2.6 Code of Conduct for Employees 7
2.7 Consequences of Violations 8
3 Applicability and Communication 8
4 Questions and Notes on this Guideline 8
5 Annexes 9
6 History 9

Preamble

A1 Telekom Austria Group is committed to maintaining a high standard of integrity towards all its stakeholders. Only honest, fair and transparent conduct will ensure the long-term economic success and reputation of the Group. Moreover, respectful and appreciative interaction with one another is an important component of our corporate culture. We realise our vision "Empowering Digital Life" for our customers and society. As part of our ESG ambitions, we actively assume our ecological and social responsibility by promoting more efficient, resource-friendly and thus more sustainable ways of working and living.

Integrity is the basis of our business. What matters to us is not only that we achieve our goals, but also **how** we achieve them. Ethically and legally impeccable behaviour is everybody's responsibility. For us, integrity is more important than short-term business success. In case of doubt, we would rather forgo business than enter into transactions that conflict with legal requirements, our values or our internal guidelines.

Acting with integrity in our daily business is essential for the sustainable success and the reputation of A1 Telekom Austria Group. Let us use this guideline in our daily work and ensure that the people around us do the same.

1 Objective of this Guideline and Important Terms

Objective of this Guideline

This guideline is intended to assist the management and employees of A1 Telekom Austria Group with antitrust matters and to raise awareness of the specific features of antitrust law. It also sets out how management and employees of A1 Telekom Austria Group are to conduct themselves in competition.

Violations of antitrust law primarily result in fines against the company. However, individual employees may also be directly affected by recourse and damages claims. Ultimately, the responsible corporate bodies bear the relevant risk and are responsible for ensuring compliance with the applicable standards.

Each individual Group company bears its own risk. It must roll out a communications and training plan and implement appropriate, regular measures under this plan in order to mitigate the risk for the company and the Group.

Sample training content, based on European antitrust regulation, is provided as a template in Annex I and may be updated from time to time. Each Group company will supplement and adapt this content in line with national law.

Annex II contains a template for the communications and training plan. The plan must cover at least the following:

- **Mandatory participants:** at least the local leadership team and their direct reports;
- **Extended group of participants** (adjusted to the current risk environment): staff with competitor contact (e.g. Sales), staff with access to market-sensitive information (e.g. Market Research), staff responsible for product pricing (e.g. Product Management, Controlling), and staff who regularly process competitor data (e.g. Wholesale);
- Form of communication and implementation of measures;
- Dates of information and delivery;
- Documentation of participation, understanding and commitment to comply with the rules.

The results of the training are reported by each Group company to the TAG Leadership Team (LTM) once a year.

Group companies that may be subject to an unannounced investigation (a so-called "dawn raid" or "house search") by the European Commission additionally conduct behavioural training for such events at the request of the respective Management Board / the Management Board of A1 Telekom Austria Group. The scope, content and target group of these trainings shall be adapted to the current risk environment.

Important Terms

Competition Law: Protects free and fair competition on the market. Agreements and conduct that inhibit trade (unfair competition law) or restrict competition (antitrust law) are prohibited.

Antitrust Law: Protects fair competition. It prohibits certain market conduct and penalises infringements. Antitrust law applies to all sectors of the economy.

Regulatory Law: Many countries have specific competition rules for the telecommunications sector ("regulatory law"), under which certain remedies are imposed in advance on companies with significant market power. General competition law and this special competition law exist side by side; both pursue essentially the same objective and are referred to jointly below as "antitrust law".

Cartels: All agreements between companies, decisions by associations of companies and concerted practices which have as their object or effect the prevention, restriction or distortion of competition.

Dominance: A dominant operator is a company – whether supplier or buyer – that faces no or only insignificant competition, or that holds a market position superior to that of its competitors. Determining factors include, in particular, financial strength, relationships with other companies, access to procurement and sales markets, and barriers to market entry for other companies.

2 Antitrust

2.1 Overview and Scope

We are committed to fair and unrestricted competition. We always respect the legal framework of free competition and comply with applicable competition law in the conduct of our business.

Group companies must comply with national antitrust law and national special competition law (e.g. regulatory law) in their respective countries as well as, in the case of EU or EEA membership, the respective legal framework.

Unlawful conduct in one country may affect competition in other countries and may be sanctioned by local authorities under local antitrust and competition laws. Keep in mind that a country's antitrust law may apply merely because of a possible impact on competition in that country – even if no party to an agreement is based there and the agreement itself makes no explicit reference to that country.

Violations of antitrust law can have serious consequences for our company, its employees and its management:

- fines in the millions of euros;
- disgorgement of gains obtained through the breach;
- nullity of contracts;
- significant damages claims by competitors and customers;
- in individual cases, even imprisonment.

Violations of these rules by employees will be pursued with the appropriate consequences under labour law, up to and including termination of employment.

Even the mere suspicion of an antitrust infringement can have a considerable negative impact on us, for example in the form of in-depth and lengthy official investigations. All executives and employees must therefore pay particular attention to compliance with antitrust rules in the performance of their duties.

In addition, every company has a duty to examine whether its own conduct complies with applicable antitrust law. This requires that all employees are able to act confidently in competitive situations and to recognise which conduct is permissible. Employees involved in antitrust-relevant matters must therefore familiarise themselves with the basic principles of antitrust law and, in case of doubt, consult the internal experts at an early stage.

European antitrust law, as well as most national legal systems, distinguishes between two categories of prohibited conduct:

- the **prohibition of restrictive agreements** (see Section 2.2) and
- the **prohibition of the abuse of a dominant market position** (see Section 2.3).

These two pillars of competition law are complemented by EU merger control, which is governed by the EU Merger Regulation. Merger control is intended to prevent competition from being impaired by the combination of previously independent companies or parts of companies and by any "excessive" concentration of corporate power that may result. To this end, concentrations are subject, prior to their implementation, to a governmental review procedure (merger control), in which the effects of the concentration on competition are assessed and evaluated. Where necessary, remedies may be imposed, or the transaction may be prohibited altogether.

"Gun-jumping" refers to the implementation of a concentration before it has been cleared by the competition authorities. Strict compliance with the standstill obligation prior to clearance is essential, as violations may result not only in substantial fines but also in the nullity of the transaction.

2.2 Prohibition of Restrictive Agreements

All companies are subject to the antitrust rules, regardless of whether they hold a dominant market position. Antitrust law prohibits:

- agreements between undertakings, decisions by associations of undertakings and concerted practices
- which prevent, restrict or distort competition on the market,
- whether by object or by effect.

Antitrust law covers all forms of agreement – including agreements that are not legally binding but are nevertheless implemented by the company (often referred to as "gentlemen's agreements"). A company may therefore be in breach of the law even where it did not formally participate in a decision that violates antitrust rules (for example, in the context of an association meeting), or rejected it, but subsequently implements that decision.

The exchange of sensitive information – whether by telephone, by e-mail or chat in "private" or informal meetings – is also problematic. This covers all types of information that can reduce strategic uncertainty on the market, such as production costs, customer records, sales, sales figures, capacity, quality and marketing plans.

Restrictions of competition may be horizontal or vertical.

"Horizontal restrictions of competition" are agreements between competing undertakings that are actually or potentially active on the same market. These "classic" cartels include the following agreements and practices:

- price fixing;
- agreements on other conditions (such as payment terms, delivery times, service quality);
- allocation of markets or customers;

- exchange of competitively sensitive information;
- coordination on the submission or non-submission of bids in public or private tenders (exception: where this is disclosed and objectively justified, for example because a company could not perform the contract alone).

In any contact with competitors, it is crucial that no information is given or received that allows conclusions to be drawn about current or future market behaviour.

"Vertical restrictions of competition" concern agreements between companies at different levels of the supply chain, typically companies in a supplier/customer relationship. These include in particular:

- resale price maintenance, e.g. the setting of minimum resale prices for resellers;
- territorial protection agreements, unless exempted from antitrust law;
- certain most-favoured-customer clauses and exclusivity arrangements, such as
  - total requirement obligations (the entire demand of a company is covered),
  - exclusive supply obligations,
  - and non-compete clauses.

Antitrust law provides for exemptions where a block exemption regulation applies or a specific legal exception exists.

Antitrust law does not apply in absolute terms. Under certain circumstances, measures that restrict competition are accepted where they produce an overall welfare effect (e.g. research and development cooperations, purchasing and sales organisations). Whether such an exemption applies depends on the individual case, and it may be relied upon only after approval by the legal department of the respective Group company.

Note that, under antitrust law, the intention to restrict competition is in itself sufficient for a breach (restriction "by object"). Equally, conduct that is not intended to restrict competition but has that effect also constitutes a breach (restriction "by effect").

2.3 Prohibition of Abuse of a Dominant Position

The abusive exploitation of a dominant market position by one or more companies is prohibited.

A dominant position exists where a company has no competitors on a market, is not exposed to any significant competition, or holds a market position superior to that of its competitors. Determining factors include, inter alia, market share, financial strength, access to procurement and sales markets, and the ability to restrict market entry for other companies.

A company with a market position superior to that of its customers or suppliers may also be regarded as dominant; this is the case where customers or suppliers depend on maintaining the business relationship in order to avoid serious economic disadvantages.

Abuse of a dominant position occurs in particular where competitors are hindered ("exclusionary abuse") or where customers or suppliers are treated unequally or exploited ("exploitative abuse") without objective justification.

Abusive practices include, for example:

- Disproportionate rebate schemes, such as total-turnover rebates under which the customer receives special conditions based on its overall turnover with the supplier; quantity discounts for individual orders are permitted.
- Exclusion of individual suppliers by companies with significant market power (SMP), or refusal to supply certain companies. For dominant companies and suppliers, the fundamental freedom to choose one's contractual partners is limited: this selection must not be made by unfair means.

- Price discrimination, i.e. charging different prices in comparable circumstances without apparent objective justification.

Finally, it is prohibited to induce a third-party undertaking to cease supplying to, or purchasing from, a particular company with the aim of unduly harming that company.

2.4 Competition Supervision by the Regulatory Authority

In addition to the rules on the control of dominant companies described above, sector-specific rules exist for liberalised (formerly monopoly) sectors, e.g. the relevant laws for the telecommunications sector (regulatory law).

Where the respective conditions are met, the regulatory authority and the general national competition authorities may therefore, independently of each other, investigate and terminate a (possible) breach of antitrust law, even if this leads to a (partial) overlap of proceedings.

2.5 Dawn Raids (House Searches) under Competition Law

Searches by national or (where competent) EU antitrust authorities – also known as dawn raids – can take place unannounced at any time at all A1 sites on the basis of a judicial authorisation. The antitrust officials – usually accompanied by the local police – have very extensive investigative powers: they may, for example, enter all properties and business premises and question employees. In addition, all business documents and mobile devices (e.g. computers, mobile phones, USB sticks) may be seized, examined and evaluated, and access to content on central IT resources may be demanded.

Each Group company is required to provide training on appropriate conduct in the event of a dawn raid and to set this out in an internal guideline. In particular, the training must include a regular review of the relevant IT processes (e.g. access to data, copying of data).

2.6 Code of Conduct for Employees

Every employee is required to contact his or her direct supervisor or the local legal department in case of doubt.

The following specific rules of conduct serve as a guide to correct behaviour in day-to-day business and must be observed by all employees of the Group companies of A1 Telekom Austria Group:

- Avoid any behaviour that could be perceived, internally or externally, as anti-competitive.
- Do not disclose any information that constitutes a business secret or relates to the individual market behaviour of an A1 Telekom Austria Group company, unless this information is generally publicly known.
- Do not seek business secrets or other information about the non-public individual market behaviour of competitors.
- As a rule, do not enter into any competition-relevant agreements with competitors. Remember that antitrust law also covers agreements that are not legally binding (so-called gentlemen’s agreements).
- At association meetings or comparable events with competitors, always ensure that a clear agenda is set when the meeting is arranged and that minutes are taken, ideally by the organiser directly.
- Do not attend – or immediately leave – meetings with competitors or association meetings at which agreements are discussed that would prevent, restrict or distort competition on the market.
- Ensure that your objection is documented: make sure your disapproval and your departure are recorded in the minutes.
- Cooperation with other companies is permitted only after consultation with the respective local legal department of A1 Telekom Austria Group.

- The same applies to the establishment of competition-relevant obligations between Group companies of A1 Telekom Austria Group and their suppliers and customers, such as price agreements.
- Make use of the opportunity to obtain legal advice from the relevant local legal department.
- Inform your local legal department at an early stage of any agreements that are sensitive from a competition-law perspective.

2.7 Consequences of Violations

Breaches of antitrust law carry heavy fines and can entail significant reputational damage, exclusion from public and private tenders, damages claims and the invalidity of contracts. Fines imposed by antitrust authorities can reach levels that threaten the very existence of the company and cause it serious harm.

For compliance reasons, we are obliged to take appropriate measures to clarify the facts in the event of suspected violations of the requirements and obligations under this guideline.

Individual employees who violate antitrust law face civil and criminal consequences, as well as disciplinary and labour-law measures.

3 Applicability and Communication

This guideline is based on the European legal framework. It applies to all employees of A1 Telekom Austria Group, including members of the Management Board and Managing Directors.

This guideline shall be adopted and implemented in each company of A1 Telekom Austria Group, unless this is precluded by mandatory legal provisions or country-specific requirements. Any resulting need to adapt this guideline shall be agreed with the respective local Legal department. Stricter national legal provisions must be observed and take precedence over this guideline.

This guideline is to be communicated to management and to all employees with regular customer, supplier or competitor contact, in accordance with the internal communication and training plan. This is the responsibility of the Legal department of the respective Group company, which is appropriately supported in this by the Compliance department and the Communications department.

Upon resolution by the management of the respective operating company, this guideline replaces existing guidelines on this subject. For local implementation, existing processes (e.g. regarding documentation) and controls (e.g. controls within the internal control system) must be taken into account. Where processes or controls need to be adapted, this shall be done in agreement with the responsible local compliance department or compliance manager.

4 Questions and Notes on this Guideline

This guideline is intended to support all employees in their daily work. For general questions on antitrust and competition law, you can also always contact your direct supervisor, the legal department, Group Compliance or the compliance manager. The contact details of the legal and compliance organisation can be found in your internal employee directory.

5 Annexes

Annex	Title
Annex I	Template Content Antitrust/Competition (non-public template)
Annex II	Training and Communication Plan (non-public template)

6 History

Date	Action
04.07.2012	Enactment by Telekom Austria AG's Executive Board
07.12.2017	Revision and update (LEG)
30.11.2022	Update of the guideline (LEG)
18.06.2026	Update of the Preamble, change of person responsible for the content and update of Annex I and Annex II