

An overhead view of a meeting around a wooden table. Several people are gathered, looking at laptops and documents. One person is pointing at a laptop screen. There are two laptops, a smartphone, and some papers on the table. The scene is brightly lit, suggesting an office environment.

CONSOLIDATED CORPORATE GOVERNANCE REPORT 2023

Commitment of EuroTeleSites to the Corporate Governance Code

The shares of EuroTeleSites AG (in the following also „EuroTeleSites“) have been listed on the Vienna Stock Exchange since September 2023, where the Austrian Corporate Governance Code (ACCG) is generally accepted. The current version of this Code (January 2023) can be viewed at www.corporate-governance.at and www.eurotelesites.com.

The main objective of the Corporate Governance Code is to promote responsible management and control within companies, with a focus on promoting sustainable and long-term value creation. Its purpose is to ensure a high level of transparency for all parties involved and to serve as a valuable reference for investors. The Code is based on the provisions of Austrian stock company, stock exchange and capital market law, EU recommendations and the OECD Principles of Corporate Governance. EuroTeleSites is committed to voluntary compliance with the Austrian Corporate Governance Code.

EuroTeleSites complies with all legal requirements of the “L-Rules” of the ACCG. To explain the deviations from the ACCG’s “C” Rules, EuroTeleSites makes the following statement regarding Rules 36 and 42:

Ad C Rule 36: Due to the short period of time since the company was founded (22.09.2023) until 31.12.2023, the Supervisory Board has not yet carried out the annual self-evaluation of the Supervisory Board required by Rule 36 of the Austrian Corporate Governance Code. A first self-evaluation is planned for 2024.

Ad C Rule 42: The shareholder representatives on the Supervisory Board are appointed in line with the terms of the shareholders’ agreement between the core shareholders América Movil and Österreichische BeteiligungsAG (OeBAG). The Nomination Committee or the Supervisory Board submit nomination proposals to the Annual General Meeting as stipulated by these terms, where required by law.

In accordance with Rule 62 of the Austrian Corporate Governance Code, EuroTeleSite’s compliance with the provisions of the Austrian Corporate Governance Code and the accuracy of its public reporting in association with this are evaluated externally every three years. The first evaluation will cover the 2024 financial year and will be carried out in the first half of 2025.

Composition of executive bodies

The Management Board

The members of the Management Board of EuroTeleSites as of year-end 2023 were Ivo Ivanovski, Chief Executive Officer (CEO), and Lars Mosdorf as Chief Financial Officer (CFO) and Deputy CEO.

Ivo Ivanovski

Chief Executive Officer (CEO):

Ivo Ivanovski was appointed Chief Executive Officer (CEO) of EuroTeleSites by the Supervisory Board on August 1, 2023. The current term of office runs until July 31, 2026 with the option to extend for further two years.

Allocation of business areas: Marketing & Branding (Group), Strategy (Group), Mergers & Acquisitions (Group), Human Resources (Group), Operation (Group), Business Development (Group) & Communications (Group), Infrastructure & Technology (Group), Legal | General Counsel, Regulatory & Governmental Affairs, General Secretariat.

Ivo Ivanovski, born in 1978, served as Minister of Information Society and Administration in the Republic of North Macedonia for nine years. In 2015, Ivanovski resigned from his government position to continue his career in the private sector as Head of Governmental & Regulatory Affairs for Europe of América Movil. Previously to his appointment as CEO of EuroTeleSites, Ivo was Director of Merger & Acquisitions, International Affairs and Regulatory in A1 Group.

Ivo Ivanovski holds a bachelor degree in Computer Sciences and Engineering from the Ohio State University in the U.S. and a master degree in Computer Sciences and has received an Honorary Doctorate Degree for Technology Leadership from Franklin University (USA).

Lars Mosdorf

Chief Financial Officer (CFO):

Lars Mosdorf was appointed Chief Financial Officer and Deputy Chief Executive Officer (Deputy CEO) of EuroTeleSites by the Supervisory Board on August 1, 2023. The current term of office runs until July 31, 2026 with the option to extend for further two years.

Allocation of business areas: Accounting & Tax (Group), Controlling & Reporting, Finance & Investor Relations (Group), ESG (Group), Treasury & Risk (Group), Compliance (Group), Internal Audit (Group), Purchasing (Group), IT (Group), also functional Lead of the country finance managers.

Lars Mosdorf, born in 1979, began his professional career at MDAX-listed airport operator Fraport AG and then moved to Northern Capital LLC in St. Petersburg as CFO and deputy General Director. Before joining EuroTeleSites, he was CFO and Chief Human Resources Officer of Düsseldorf Airport as a member of the management team, with comprehensive responsibility for all finance functions, IT, procurement, and human resources.

Lars holds a diploma in Public Policy and Management from the University of Konstanz and completed an Executive MBA at the Goethe Business School in cooperation with the Duke Fuqua School of Business, Durham.

Report on Management Board remuneration

The total expense for the fixed remuneration (incl. remuneration in kind) of the members of the Management Board in 2023 amounted to 244,533 EUR while the variable remuneration (STI) amounted to 105,000 EUR.

Details and elements of Management Board remuneration

The Remuneration Committee of the Supervisory Board is responsible for structuring the Management Board remuneration. The remuneration of the members of the company's Management Board is linked to the strategy and the long-term development of the company. The remuneration elements are designed to support the strategic objectives and hence promote the basis for the company's sustainable long-term development.

The Management Board remuneration includes fixed (nonperformance-based) and performance-based variable remuneration elements. The fixed remuneration of the individual Management Board members is composed of base salary, remuneration in kind and pension contributions. The fixed remuneration in the reporting period (gross, excluding payroll taxes) amounted to 123,701 EUR for Ivo Ivanovski and 120,832 for Lars Mosdorf.

The performance-based variable remuneration is composed of the variable annual remuneration (short-term incentive, STI); as of 2024 the long-term incentive program (LTI) will be applicable.

The majority of the target remuneration of the Management Board members consists of performance-based variable remuneration elements for which measurable performance criteria are defined in advance; the performance of the Management Board is evaluated on the basis of these financial and non-financial targets derived from the company's strategy. Depending on target achievement, the STI could range from 80 to 120% of the base salary. The targets for the STI for the reporting year consist of third party revenue growth and Group EBTIDAaL, each with a weight of 30% as well as Group CAPEX, with a weight of 20%. In addition, project execution was defined as a target with 20%. The target achievement from the financial targets is multiplied by the "modifier," which establishes a direct link to strategy implementation and ESG targets and can be a value between 0.80 and 1.2, thus influencing the level of target achievement by a maximum of +/- 20%. The amount payable under the STI is capped with 120% of the base salary. At 100% target achievement, the STI amounts during the reporting period to 55,000 EUR for Ivo Ivanovski and 50,000 EUR for Lars Mosdorf (excluding payroll taxes) which amounts were provisioned. The Remuneration Committee decides on the degree of target achievement on the basis of the Consolidated Financial Statements and internal management reports. The STI becomes payable after the result for the financial year in question has been resolved.

In terms of old-age provisions, the Management Board members receive a contribution to their voluntary pension plans, which is paid into a corporate pension fund by the company and amounts to yearly 65,000 EUR for Ivo Ivanovski and 60,000 EUR for Lars Mosdorf. In the reporting period the contribution amounted to 17,986 EUR for Ivo Ivanovski and 16,603 EUR for Lars Mosdorf. In terms of remuneration in kind, the members of the Management Board receive a company car / car allowance and are entitled to casualty insurance providing additional cover in the event of death or invalidity. The members of the Management Board are also included in EuroTeleSites AG's D&O insurance policy and are entitled to telephone and internet connections at their place of residence. The severance is governed by the "Mitarbeiter- und Selbstständigenvorsorgegesetz" (BMSVG – Austrian Corporate Employee and Entrepreneur Pension Law).

For the Group companies included in the scope of consolidation, the following applies with regard to the key principles of the remuneration policy: The remuneration structure

and the respective targets are based on target criteria and weightings defined for the Group as a whole by the Management Board of EuroTeleSites AG. In addition to basic remuneration, performance-based variable annual remuneration has been agreed with the Management Board members of the respective consolidated subsidiaries. This is contingent upon the achievement of defined targets and is limited to an average of 30% of the base salary. The targets for the reporting period consist of 50% financial figures and 50% individual strategic objectives. The Management Board of EuroTeleSites AG decides on the degree of target achievement, and hence the amount of the variable annual remuneration payable after the result for the financial year in question has been resolved, on the basis of the Consolidated Financial Statements, the Annual Financial Statements of the respective company and the implementation of strategy.

The Supervisory Board will submit the remuneration policy to the company's first Annual General Meeting for approval.

Supervisory Board

The Supervisory Board of EuroTeleSites consists of ten shareholder representatives. The members were appointed by Telekom Austria AG as founder in the course of the spin-off plan.

EuroTeleSites Members of the Supervisory Board

As of 31.12.2023

Name (Year of birth)	Nationality	Profession	First Appointment	End of current term of office
Barbara Potisk-Eibensteiner, Chairperson (1968)	Austria	CFO Heinzl Holding GmbH	01.08.2023	until AGM 2025
Oscar Von Hauske Solís ¹ Deputy Chairperson (1957)	Mexico	CEO Telmex Internacional (Mexico) Chief Fixed-Line Operations Officer América Movil, S.A.B. de C.V.	01.08.2023	until AGM 2025
Elisabetta Castiglioni ² (1964)	Italy	CEO A1 Digital International GmbH and A1 Digital Deutschland GmbH	01.08.2023	until AGM 2025
Santiago Dawson Lemus (1984)	Mexico USA	Head of Corporate Development - América Movil, S.A.B. de C.V.	01.08.2023	until AGM 2025
Roxana Flores Alexander (1970)	Mexico	Sustainability Deputy Director - América Movil, S.A.B. de C.V.	01.08.2023	until AGM 2025
Daniel Hajj Slim ³ (1994)	Mexico	VP for Telcel - América Movil, S.A.B. de C.V.	01.08.2023	until AGM 2025
Edith Hlawati ⁴ (1957)	Austria	CEO Österreichische Beteiligungs AG (OeBAG)	01.08.2023	until AGM 2025
Ernesto Leyva Pedrosa (1981)	Mexico	Deputy General Counsel - América Movil, S.A.B. de C.V.	01.08.2023	until AGM 2025
Elisabeth Muhr (1956)	Austria	Co-CEO Alpine Water GmbH	01.08.2023	until AGM 2025
Ana Simic (1977)	Austria	Austria Lead & Practice Lead Customer Analytics DAIN Studios	01.08.2023	until AGM 2025

¹ Other Supervisory Board mandates and similar functions at other listed companies (as per the ACCG): América Movil, S.A.B. de C.V., Telekom Austria AG.

² Other Supervisory Board mandates and similar functions at other listed companies (as per the ACCG): Tietoevry Oyj.

³ Other Supervisory Board mandates and similar functions at other listed companies (as per the ACCG): GMexico Transportes S.A.B. de C.V., Sites Latam S.A. de C.V..

⁴ Other Supervisory Board mandates and similar functions at other listed companies (as per the ACCG) Telekom Austria AG (Chairperson), OMV Aktiengesellschaft (Deputy Chairperson), Verbund AG (Deputy Chairperson).

Independence and diversity within the Supervisory Board

The members of the Supervisory Board assess their independence on the basis of the guidelines for independence in accordance with Appendix 1 of the Austrian Corporate Governance Code.

The company's free float (including treasury shares) amounted to 15.1% as of December 31, 2023. The shareholder representatives on the Supervisory Board are appointed in accordance with the terms of the shareholders' agreement between the core shareholders América Movil and OeBAG.

There are no contracts between the members of the Supervisory Board and EuroTeleSites that require approval or disclosure in accordance with Rules 48 and 49 of the Austrian Code of Corporate Governance.

Six women are represented on the Supervisory Board of EuroTeleSites, which corresponds to a share of 60%. This means that the mandatory gender quota of 30%, which has been in place since January 1, 2018, is fully met.

The members of the Supervisory Board have a balanced age structure, ranging from 29 to 68 years. Four of the ten members are Austrian nationals, five members are Mexican nationals, and one is an Italian national. The Supervisory Board as a whole covers the full spectrum of expertise important to the Company, including telecommunications, finance, digitalization and ESG. All Supervisory Board members have declared themselves to be independent in accordance with Rule 53 of the Austrian Corporate Governance Code.

Information concerning the working methods of the Management Board and the Supervisory Board

In order to achieve sustainable and value-adding growth for the company, the Management Board and Supervisory Board of EuroTeleSites are guided by established principles, including transparency and an open communication policy. The company-wide areas of competence and responsibility are clearly regulated by the Articles of Association of EuroTeleSites in addition to the statutory provisions. The Rules of Procedure of the Management Board and Supervisory Board provide detailed guidelines on their respective tasks, responsibilities and working methods.

EuroTeleSites' management body is the Management Board. The Rules of Procedure of the Management Board govern the allocation of responsibilities and cooperation within the Management Board. They also regulate the reporting duties of the Management Board and list measures that require the approval of the Supervisory Board. At regular meetings, the Management Board discusses current business matters and developments as well as strategic and operational issues.

In order to exercise its management function effectively, the Management Board is in regular contact with the general managers of the operating subsidiaries and the heads of the Group functions. In this context, top-down and bottom-up information is exchanged for the purpose of daily and long-term management of the Group.

The strategic direction of EuroTeleSites is coordinated by the Management Board together with the Supervisory Board, which is regularly informed about the progress of strategy implementation and the current situation of the company, including any risks. In addition, the Supervisory Board is authorized to request reports from the Management Board on matters relating to EuroTeleSites as required. In order to ensure good corporate governance, the Chairperson of the Supervisory Board and the CEO continuously coordinate matters that fall within the remit of the Supervisory Board.

To provide efficient support, the Supervisory Board has set up three committees that are responsible for preparing specific tasks and requests for the full Supervisory Board. Thanks to the careful work of these committees, the Supervisory Board is able to conduct targeted discussions and make efficient decisions:

In the 2023 reporting year, the **Remuneration Committee** consisted of Edith Hlawati (Chairperson), Oscar Von Hauske Solís (Deputy) und Roxana Flores Alexanderson. This committee is responsible for regulating relationships between the company and the members of the Management Board and thus for structuring and implementing Management Board remuneration. Resolutions concerning the appointment of Management Board members (or revocation thereof) are resolved by the Supervisory Board as a whole. In 2023, the Remuneration Committee held three meetings and dealt in particular with the determination of the target criteria for the variable Management Board remuneration components in 2023 and 2024-2026.

At two meetings in 2023, the **Audit Committee** dealt primarily with the implementation of the monitoring of the accounting process and the effectiveness of the internal control system, the internal audit system and the risk management system. The Audit Committee was also involved in the preparation of a tender process for the appointment of the auditor for 2024.

As of the end of 2023, the Audit Committee consisted of Oscar Von Hauske Solís as its chairperson, Barbara Potisk-Eibensteiner as financial expert (in accordance with section 92 (4a) Austrian Stock Corporation Act), Elisabetta Castiglioni, Santiago Dawson Lemus, Ernesto Leyva Pedrosa and Elisabeth Muhr.

The **Staff and Nomination Committee** submits proposals to the Supervisory Board for appointments to positions on the Management Board and Supervisory Board that have become vacant, and also deals with questions of succession planning. Its members are Oscar Von Hauske Solís (Chairperson), Roxana Flores Alexanderson, Daniel Hajj Slim, Edith Hlawati, Ernesto Leyva Pedrosa und Ana Simic. The Staff and Nomination Committee did not hold any meetings in the 2023 financial year.

In the 2023 financial year, the Supervisory Board addressed the strategic direction of EuroTeleSites and its business performance in detail at four Supervisory Board meetings and five committee meetings. The main activities of the Supervisory Board's work in 2023 are summarized in the Supervisory Board's report to the Annual General Meeting.

The following table shows the attendance of the members of the Supervisory Board in 2023:

Meeting attendance 2023

	Supervisory Board	Audit Committee	Remuneration Committee
Barbara Potisk-Eibensteiner	4/4	2/2	
Oscar Von Hauske Solís	4/4	2/2	3/3
Elisabetta Castiglioni	4/4	2/2	
Santiago Dawson	4/4	2/2	
Roxana Flores Alexanderson	4/4		3/3
Daniel Hajj Slim	3/4		
Edith Hlawati	4/4		3/3
Ernesto Leyva	4/4	2/2	
Elisabeth Muhr	4/4	2/2	
Ana Simic	4/4		

The Supervisory Board will submit the remuneration policy to the company's first Annual General Meeting for approval.

Measures to promote Women and Diversity in EuroTeleSites (Diversity Concept)

Women account for six of the ten members of EuroTeleSites' Supervisory Board. There is no female representation on the Management Board of EuroTeleSites.

Employees with different origins, religions and educational backgrounds work together at EuroTeleSites in six countries in a wide variety of roles. In total, employees of ten different nationalities work together at EuroTeleSites.

EuroTeleSites promotes diversity at all levels. At its management levels, EuroTeleSites currently has eight female and 17 male managers. The 32% share of women in management positions illustrates the group's ambition to strive for greater gender diversity and underlines EuroTeleSites' aspiration to create a balanced and inclusive management level. With this in mind, EuroTeleSites ensures that women are given greater consideration when filling management positions.

In the long term, EuroTeleSites has set itself the goal of further increasing the proportion of women in the entire workforce. To this end, particular emphasis is placed on promoting women in technical professions.

Diversity, inclusion and equal treatment are key components of EuroTeleSites' ESG strategy. Different skills, perspectives and experiences offer numerous opportunities to learn together and from each other and thus find better solutions for customers, employees and the company.

By anchoring diversity, inclusion and equal treatment in the ESG strategy and the Code of Conduct, clear and communicated goals are set and consistently pursued.

The aforementioned principles also apply to the company's corporate bodies. The Management Board and Supervisory Board should also be composed of individuals who have the necessary knowledge, skills and personal qualifications.

When selecting and appointing members of the company's Management Board, the Supervisory Board puts emphasis on the expertise and skills required to manage a telecommunications infrastructure company. In addition, educational and professional background, international experience, age and gender, as well as general personality traits are taken into account for the decision.

When appointing members to the Supervisory Board, consideration is given to a balanced composition in terms of expertise and personnel, taking into account the diversity of the Supervisory Board in terms of gender, age structure and internationality of its members.

The shareholders' agreement between América Movil and OeBAG contains provisions regarding the appointment of shareholder representatives to the Supervisory Board and of members of the Management Board of the company⁵.

Vienna, February 2024
The Management Board of EuroTeleSites AG



CEO **Ivo Ivanovski**



CFO **Lars Mosdorf**

⁵ See also information on C-Rule 42

Disclaimer

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