

 EuroTeleSites



Convocation of the  
2<sup>nd</sup> Annual General  
Meeting of  
EuroTeleSites AG

Bruška, Croatia

# CONVOCAATION OF THE 2<sup>ND</sup> ANNUAL GENERAL MEETING

We hereby invite our shareholders to the 2<sup>nd</sup> Annual General Meeting, which will take place on Wednesday, 4 June 2025, at 10:00 am CEST at the Company's registered seat, Lassallestraße 9, A-1020 Vienna.

The Annual General Meeting is held as a presence meeting. On the day of the Annual General Meeting the presentation of the agenda can be viewed from 10:00 am CEST until the beginning of the general debate via live stream on <https://euotelesites.com>. The recording of the Annual General Meeting will remain accessible after the meeting.

## 1. AGENDA

1. Presentation of the adopted Financial Statements and the Management Report as well as the Consolidated Financial Statements including the Consolidated Management Report and the Consolidated Corporate Governance Report and the Report of the Supervisory Board for the financial year 2024
2. Resolution on the discharge of the members of the Management Board for the financial year 2024
3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2024
4. Election of the auditor of the Financial Statements and of the Consolidated Financial Statements as well as the auditor of the Sustainability Report for the financial year 2025
5. Resolution on the Remuneration Report
6. Resolution on the compensation for the members of the Supervisory Board for the financial year 2024
7. Elections to the Supervisory Board
8. Resolution on the amendment of the Articles of Association in Sections 13, 15 and 18

## 2. DOCUMENTS

In particular the following documents will be available from 14 May 2025 at the latest on the Company's website entered in the commercial register at <https://euotelesites.com/investor-relations/annual-general-meeting/>:

- Convocation
- Resolution Proposals by the Management Board and the Supervisory Board on the agenda items 2 to 8

- Forms for granting and revoking proxy pursuant to Section 114 of the Stock Corporation Act
- Consolidated Financial Statements 2024 and Consolidated Management Report 2024
- Financial Statements 2024 and Management Report 2024
- Consolidated Corporate Governance Report 2024
- Report of the Supervisory Board for the financial year 2024
- Remuneration Report 2024 pursuant to Section 78c of the Stock Corporation Act concerning agenda item 5
- Statements of the candidates for the election to the Supervisory Board according to Section 87 para 2 Stock Corporation Act and CVs of the candidates
- A comparison of the current version and the amended version of the Company's Articles of Association

### **3. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING**

Only persons who are shareholders at the end of 25 May 2025 (12:00 midnight CEST) (“record date”) and provide the Company with evidence of their shareholding are entitled to participate in the Annual General Meeting. Proof of shareholder status is to be provided by means of a deposit confirmation in accordance with Section 10a Stock Corporation Act in German or English and shall be received by the Company at the latest on 30 May 2025 (12:00 midnight CEST).

Deposit confirmations shall be sent to the Company:

- by e-mail: [anmeldung.euotelesites@hauptversammlung.at](mailto:anmeldung.euotelesites@hauptversammlung.at); in text form according to Section 16 para 2 of the Articles of Association of the Company (deposit confirmation in PDF format);
- by fax: +43 (0) 1 890050050;
- by mail/courier: EuroTeleSites AG, c/o HV-Veranstaltungsservice GmbH, Re: EuroTeleSites HV, Köppel 60, A-8242 St. Lorenzen am Wechsel; in written form and duly signed; or
- by SWIFT: SWIFT GIBAAWGGMS, Message Type MT598 (alternatively MT599); please ensure that ISIN AT000000ETS9 is stated in the wording.

Submitting the deposit confirmation serves at the same time as registration for the Annual General Meeting.

#### **Deposit Confirmation in accordance with Section 10a Stock Corporation Act**

The deposit confirmation must be issued by the custodian bank which has its registered office in a member state of the European Economic Area or in a full member state of the OECD and shall contain the following information:

- the issuer by reference to name (company name) and address or a code customary in transactions between banks (eg BIC code);
- the shareholder by reference to name (company name) and address; date of birth in case of natural persons; in case of legal persons, if applicable, registry and company registration number under which the legal person is registered in its country of origin;
- deposit number or, if not available, an alternative identification;
- number of shares held by the shareholder and ISIN AT000000ETS9;
- explicit confirmation that the deposit confirmation refers to the record date, which is 25 May 2025 (12:00 midnight CEST).

## Representation

Shareholders may nominate natural or legal persons as representatives. The proxy holder attends the Annual General Meeting on behalf of the shareholder and has the same rights as the represented shareholder. A shareholder is not restricted in terms of the number of persons he/she appoints to represent him/her.

The proxy or the revocation of a proxy shall be sent to the Company:

- by e-mail: [anmeldung.eurotelesites@hauptversammlung.at](mailto:anmeldung.eurotelesites@hauptversammlung.at) (scan in PDF format to be attached);
- by fax: +43 (0) 1 890050050;
- by mail/courier: EuroTeleSites AG, c/o HV-Veranstaltungsservice GmbH, Re: EuroTeleSites HV, Köppel 60, A-8242 St. Lorenzen am Wechsel; or
- by SWIFT: SWIFT GIBAATWGGMS, Message Type MT598 (alternatively MT599); please ensure that ISIN AT000000ETS9 is stated in the wording.

The proxy or the revocation of the proxy shall be received by the Company by 30 May 2025, 4:00 pm CEST. Thereafter, the proxy or the revocation of the proxy may be handed over to the Company in person at the registration to the Annual General Meeting at the meeting place.

For the proxy or its revocation at least text form is required. If the shareholder has granted proxy to his/her custodian bank, it is sufficient if this bank makes an additional declaration along with the deposit confirmation that the shareholder has given proxy to the bank. These declarations may be submitted by the custodian bank also by SWIFT GIBAATWGGMS, Message Type MT598 (alternatively MT599), whereby it shall be ensured that ISIN AT000000ETS9 is stated in the wording.

Shareholders are advised that they must fulfil all requirements for participation even if they grant a proxy.

In order to facilitate smooth processing, we recommend the use of the forms available on the Company's website (<https://eurotelesites.com>) at the latest on 14 May 2025.

## Independent Proxy

An additional service is available for shareholders: a representative of the Austrian Shareholder Association (*Interessenverband für Anleger*, IVA), Feldmühlgasse 22/4, A-1130 Vienna, will serve as an independent proxy bound to comply with instructions from the shareholder in exercising the shareholder's voting rights. On the part of IVA, Florian Beckermann has been named to represent these shareholders. To authorise Florian Beckermann to serve as the proxy, a special proxy form is available for download on the website of the Company at <https://eurotelesites.com>, which must be received by the Company only at one of the above-mentioned addresses listed under the heading "Representation" (e-mail, fax, mail/courier, SWIFT).

It is possible for shareholders to directly contact Florian Beckermann by phone at +43 (0) 1 8763343 or by e-mail [beckermann.eurotelesites@hauptversammlung.at](mailto:beckermann.eurotelesites@hauptversammlung.at).

The shareholder is required to precisely instruct Florian Beckermann how he (or a designated authorised sub-representative) has to exercise the shareholder's voting rights. We ask our shareholders to send instructions to [beckermann.eurotelesites@hauptversammlung.at](mailto:beckermann.eurotelesites@hauptversammlung.at). This address is for contacting Florian Beckermann before and during the Annual General Meeting. Florian Beckermann will exercise the voting rights of the shareholder exclusively on the basis of the instructions submitted by the shareholder. The proxy is to be considered invalid if no precise instructions are contained in it. Please note that the proxy does not accept any instructions to speak at the Annual General Meeting, to raise objections against any resolutions, to pose questions or to make proposals at the Annual General Meeting.

### **Admission to the Annual General Meeting**

To enable smooth access and security procedure to the meeting, we ask the participants to arrive at the venue on time before the Annual General Meeting begins. To identify yourself, please bring along an official photo identification. The issuance of voting cards will start at 9:00 am CEST.

Please use public transportation (eg underground line U1, station Vorgartenstraße, exit Radingerstraße).

## **4. INFORMATION ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT**

### **Request for additional items on the agenda (Section 109 Stock Corporation Act)**

Shareholders whose shares individually or collectively amount to 5% of the share capital can request items to be placed on the agenda of the Annual General Meeting and announced. Each item on the agenda must be accompanied by a resolution proposal and a statement of reasons. In case of elections to the Supervisory Board, the statement of the proposed person in accordance with Section 87 para 2 Stock Corporation Act replaces the statement of reasons. The agenda item and the resolution proposal, but not the related statement of reasons, must be submitted in any case also in German.

The application must be in written form with personal or company signature of each applicant and must be received by EuroTeleSites AG, Investor Relations Department, Lassallestraße 9, A-1020 Vienna, by 14 May 2025 (12:00 midnight CEST). If the application is sent by e-mail to [hauptversammlung@eurotelesites.com](mailto:hauptversammlung@eurotelesites.com), the written form is replaced by using a qualified electronic signature.

The applicants must have held the shares for at least three months before submitting the application. This must be proven at the same time as the application by means of a deposit confirmation in accordance with Section 10a Stock Corporation Act.

### **Resolution proposals (Section 110 Stock Corporation Act)**

Until 23 May 2025 (12:00 midnight CEST), shareholders whose shares individually or collectively amount to 1% of the share capital can submit proposals for resolution to the Company on any item on the agenda and request that these resolution proposals be published together with the names of the relevant shareholders, the statement of reasons and any statement by the Management Board or the Supervisory Board on the Company's website (<https://eurotelesites.com>). In case of a proposal for the election of a member of the Supervisory Board, the statement of the proposed person according to Section 87 para 2 Stock Corporation Act replaces the statement of reasons. The resolution proposal, but not the related statement of reasons, must in any case also be submitted in German.

These documents, including proof of shareholder status, are to be provided in the form of a deposit confirmation in accordance with Section 10a Stock Corporation Act, in text form (by mail to EuroTeleSites AG, Investor Relations Department, Lassallestraße 9, A-1020 Vienna, by fax to +43 (0) 1 890050050 or by e-mail to [hauptversammlung@eurotelesites.com](mailto:hauptversammlung@eurotelesites.com)).

If several shareholders deliver resolution proposals for the same item of the agenda, the Management Board may summarize the resolution proposals and their statement of reasons.

Regarding proposals for the election of Supervisory Board members it is further noted that the Company is subject to Section 86 para 7 Stock Corporation Act. In accordance with Section 86 para 9 Stock Corporation Act the majority of the Supervisory Board members elected by the Annual General Meeting (capital representatives) raised an objection against the joint fulfillment more than six weeks before the Annual General Meeting; subject to the future appointment of employee representatives to the

Supervisory Board. The minimum quota of 30% women and 30% men must therefore be met separately by the capital representatives of the Supervisory Board for this election. If the number of Supervisory Board members remains unchanged, at least three seats of the capital representatives on the Company's Supervisory Board must therefore be occupied by women and men respectively, in order to meet the minimum quota. Currently, six seats of the capital representatives are held by women and four seats by men.

#### **Deposit confirmation when adding further items on the agenda or when proposing resolutions**

As proof of shareholder status, shareholders have to attach a deposit confirmation in accordance with Section 10a Stock Corporation Act in German or English from the depositary bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD, which must not be older than seven days at the time of submission to the Company. If there are several shareholders who only collectively achieve the required share ownership of 5% or 1% of the share capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time).

#### **Right to submit motions (Section 119 Stock Corporation Act)**

Each shareholder is entitled to submit motions to any item on the agenda at the Annual General Meeting. Resolution proposals which according to Section 110 Stock Corporation Act have been published on the Company's website shall only be voted on if they are repeated at the Annual General Meeting as proposals for passing a resolution. For a shareholder to propose the election of a member to the Supervisory Board, the timely submission of an election proposal in text form pursuant to Section 110 Stock Corporation Act, to be accompanied by a statement pursuant to Section 87 para 2 Stock Corporation Act, is mandatory.

#### **Right to information (Section 118 Stock Corporation Act)**

During the Annual General Meeting, each shareholder shall be granted information about the affairs of the Company, to the extent necessary for the proper assessment of an item on the agenda. The right to information extends to legal and business relations of the Company with affiliated companies as well to the status of the Group and the companies included in the Consolidated Financial Statements. The provided information must comply with the principles of diligent and truthful accountability. Information may be refused if – according to a reasonable economic judgement – it could be of considerable disadvantage to the Company or to an affiliated company or providing the information would constitute a criminal offence. The reason for refusing to provide information must be stated.

## **5. INFORMATION ON DATA PRIVACY**

EuroTeleSites AG processes the personal data of shareholders (in particular the information according to Section 10a para 2 Stock Corporation Act; ie name, address, date of birth, number of the securities custody account, number of shares held by the shareholder, type of share if applicable, number of the voting card as well as the e-mail address, the name and date of birth of the designated proxy, if applicable) on the basis of legally valid data privacy regulations, especially the EU's General Data Protection Regulation (GDPR) as well as the Austrian Data Protection Act, in order to enable shareholders to exercise their rights at the Annual General Meeting. The processing of the personal data of shareholders is absolutely necessary for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Stock Corporation Act. The legal foundation for processing of personal data is Art 6 para 1 lit c GDPR. According to Art 4 no 7 GDPR, EuroTeleSites AG is controller of the processing of personal data. EuroTeleSites AG uses external service companies such as notaries, lawyers and banks for the purpose of holding the Annual General Meeting. They only receive the personal data from EuroTeleSites AG which is required to carry out the contracted service, and exclusively process data in accordance with the instructions provided by EuroTeleSites AG.

Participating shareholders and their representatives must be included in the legally required list of

participants (Section 117 Stock Corporation Act). Other shareholders or their representatives, the members of the Management Board and Supervisory Board, the notary and all other persons with a statutory right of participation may study this directory and thereby also see the personal data mentioned therein (including name, place of residence, number of shares). EuroTeleSites AG is also legally obliged to submit personal shareholder data (especially the list of participants) to the commercial register as part of the notarial record (Section 120 Stock Corporation Act).

Please find further information regarding the data privacy policy of EuroTeleSites AG on our website via: <https://euotelesites.com/data-privacy-notice/>.

## **6. FURTHER INFORMATION**

### **Total number of shares and voting rights at time of the convocation**

The share capital of the Company amounts to EUR 166,125,000.00 and is divided into 166,125,000 no par value bearer shares. Every share grants the right to one vote. At the time of this convocation, the total number of shares entitling to participation and the right to vote amounts to 166,125,000. There are neither multiple classes of shares nor does the Company hold any treasury shares.

For further information please visit our website at <https://euotelesites.com>.

Vienna, April 2025

**The Management Board**