

**Supplement No. 1 dated November 22, 2013  
to the Prospectus dated April 9, 2013**



**Telekom Austria Aktiengesellschaft**

(incorporated as a joint stock company (*Aktiengesellschaft*) with limited liability under the laws of the Republic of Austria) and

**Telekom Finanzmanagement GmbH**

(incorporated as a limited liability company (*Gesellschaft mit beschränkter Haftung*) with limited liability under the laws of the Republic of Austria)

**EUR 2,500,000,000 Euro Medium Term Note Programme**

**in respect of Notes (i) issued by Telekom Austria Aktiengesellschaft and (ii) issued by Telekom Finanzmanagement GmbH and unconditionally and irrevocably guaranteed by Telekom Austria Aktiengesellschaft**

*This document constitutes a supplement for the purposes of Article 13 of the Loi relative aux prospectus pour valeurs mobilières (the “Luxembourg Prospectus Law”) which implements Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 (the “Prospectus Directive”) into Luxembourg law to the base prospectus of Telekom Austria Aktiengesellschaft and Telekom Finanzmanagement GmbH dated April 9, 2013 (the “Prospectus”) in respect of the EUR 2,500,000,000 Euro Medium Term Note Programme (the “Supplement No. 1”).*

This Supplement No. 1 is supplemental to and must be read in conjunction with the Prospectus.

Telekom Austria Aktiengesellschaft (“**Telekom Austria AG**”) and Telekom Finanzmanagement GmbH (“**TFG**”) and, together with Telekom Austria AG in its capacity as an issuer, the “**Issuers**” and each an “**Issuer**” and, Telekom Austria Aktiengesellschaft together with its consolidated subsidiaries, “**Telekom Austria**”) has requested the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) of the Grand Duchy of Luxembourg (“**Luxembourg**”) in its capacity as competent authority under the Luxembourg law which implements the Prospectus Directive, to provide the competent authorities in the Republic of Austria (“**Austria**”) and the Federal Republic of Germany (“**Germany**”) with a certificate of approval attesting that this Supplement No. 1 has been drawn up in accordance with the Luxembourg Prospectus Law relating to prospectuses for securities (each a “**Notification**”). The Issuer may request the CSSF to provide from time to time competent authorities in additional host Member States within the European Economic Area with a Notification.

This Supplement No. 1 was approved by the CSSF, was filed with the CSSF and will be published in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)), and will be available free of charge at the registered office of the Issuers.

**RESPONSIBILITY STATEMENT**

Telekom Austria AG and TFG, both with their registered office at Lassallestraße 9, 1020 Vienna, Republic of Austria, are solely responsible for the information given in this Supplement No. 1. The Issuers hereby declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement No. 1 is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

## RIGHT TO WITHDRAW

Investors who have already agreed to purchase Notes to be issued under the Programme prior to publication of this Supplement No. 1 are entitled to withdraw their purchase orders pursuant to Article 13(2) of the Luxembourg Prospectus Law within two working days after the publication of this Supplement No. 1; accordingly the final date of withdrawal is November 26, 2013. A withdrawal, if any, is to be addressed to the relevant bank or savings bank or any other distributor with whom the relevant agreement to purchase or subscribe has been entered into.

## IMPORTANT NOTICE

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning in this Supplement No. 1. In case of any inconsistencies between (i) the statements in this Supplement No. 1 and (ii) any statements contained in the Prospectus or incorporated by reference into the Prospectus, the statements contained in this Supplement No. 1 shall prevail. Full information on the Issuers and any Notes is only available on the basis of the combination of the Prospectus, this Supplement No. 1 and the relevant final terms (the “**Final Terms**”).

This Supplement No. 1 shall only be distributed in connection with the Prospectus.

The Issuers confirm that the Prospectus and this Supplement No. 1 contain all information with regard to the Issuers and any Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, that the information contained therein is accurate in all material respects and is not misleading, that the opinions and intentions expressed therein are honestly held, that there are no other facts, the omission of which would make the Prospectus and this Supplement No. 1 as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect, and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

The Prospectus, this Supplement No. 1 and any Final Terms reflect the status as of their respective dates of issue. The delivery of the Prospectus, this Supplement No. 1 or any Final Terms and the offering, sale or delivery of any Notes may not be taken as an implication that the information contained in such documents is accurate and complete subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuers since such date or that any other information supplied in connection with the Programme is accurate at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

No person has been authorised to give any information which is not contained in, or not consistent with, the Prospectus or this Supplement No. 1 or any other information supplied in connection with the Programme and, if given or made, such information must not be relied upon as having been authorised by or on behalf of the Issuer, the Dealers or any of them.

Neither the Arranger nor any Dealer nor any other person mentioned in the Prospectus or this Supplement No. 1, excluding the Issuers, is responsible for the information contained in the Prospectus or this Supplement No. 1 or any other document incorporated therein by reference and, accordingly, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents. Save as disclosed herein or in the Prospectus, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus since its publication.

The distribution of this Supplement No. 1, the Prospectus and any Final Terms and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement No. 1, the Prospectus or any Final Terms comes are required to inform themselves about and observe any such restrictions. For a description of restrictions applicable in the European Economic Area, the United States and the United Kingdom see section “Subscription and Selling restrictions” of the Prospectus. **In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933, as amended, or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may be subject to certain requirements under U.S. tax law. Subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, U.S. persons (as defined in Regulation S and the Internal Revenue Code, and regulations thereunder).**

This Supplement No. 1 and the Prospectus may only be used for the purpose for which they have been published. This Supplement No. 1, the Prospectus and any Final Terms may not be used for the purpose of an offer or solicitation by and to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. This Supplement No. 1, the Prospectus and any Final Terms do not constitute an offer or an invitation to subscribe for or purchase any Notes.

## PURPOSE

The purpose of this Supplement No. 1 is to update the Prospectus in connection with financial information (in the case of Telekom Austria AG as of and for the nine months ended September 30, 2013, and in the case of TFG as of and for the six months ended June 30, 2013), recent events in particular in connection with an auction for frequency spectrums necessary for the roll-out of the new long-term evolution (“LTE”) mobile telephony generation concluded in Austria in October 2013 and the long-term and short-term issuer and unsecured ratings of all debts issued by Telekom Austria AG and its finance subsidiary TFG.

## SUPPLEMENTAL INFORMATION

1. On page 3 (Summary), section [B.19] B.12 titled “Selected key financial information” is replaced by the following:

[B.19]

B.12 Selected key financial information.....

	Nine months ended September 30,		Year ended December 31,	
	2013	2012	2012*	2011*
	in EUR million			
	(unaudited, consolidated)		(audited, consolidated)	
Operating revenues .....	3,128.3	3,212.0	4,329.7	4,454.6
EBITDA comparable <sup>(1)</sup> .....	1,025.1	1,136.6	1,455.4	1,527.3
EBITDA incl. effects from restructuring and impairment tests ..	989.8	1,115.0	1,420.8	1,044.7
Operating result.....	344.7	388.1	456.8	(7.6)

(1) EBITDA excluding effects from restructuring and impairment tests.

	As of September 30, 2013		As of December 31, 2012* 2011*	
	in EUR million			
	(unaudited, consolidated)		(audited, consolidated)	
<b>Total Assets</b> .....	<b>7,363.6</b>		<b>7,251.5</b>	<b>7,448.8</b>
Current Assets.....	1,742.5		1,809.3	1,751.4
Non-Current Assets.....	5,621.1		5,442.3	5,697.4
<b>Total Liabilities And Stockholders' Equity</b> .....	<b>(7,363.6)</b>		<b>(7,251.5)</b>	<b>(7,448.8)</b>
Current liabilities .....	(1,522.1)		(2,322.1)	(2,412.0)
Non-Current liabilities .....	(4,279.5)		(4,093.3)	(4,153.7)
Stockholders' Equity.....	(1,562.0)		(836.1)	(883.1)

\* Changes in the accounting of defined benefit obligations and plan assets required under the amended IAS 19, the accounting standard for employee benefits, which have to be applied retrospectively since January 1, 2013, would lead to adjustments in the audited financials for 2012 and 2011. The numbers presented in this Supplement No. 1 for 2012 and 2011 correspond for consistency purposes to the audited numbers of the 2012 Financial Statements and the 2011 Financial Statements of Telekom Austria and deviate from the 2013 Third Quarter Financial Statements of Telekom Austria. For more details see pages 36 *et seq.* of the selected explanatory notes in the 2013 Third Quarter Financial Statements of Telekom Austria.

No material adverse change/ significant changes in financial or trading position.....

There has been no material adverse change in the prospects of Telekom Austria AG and Telekom Austria since September 30, 2013 and there has been no significant change in the financial or trading position of Telekom Austria since September 30, 2013, both save as described under [B.19] B.13 below.

2. On page 3 and 4 (Summary), the first paragraph of section [B.19] B.13 titled “Recent events” is replaced by the following:

[B.19]  
 B.13 Recent events ..... On February 2, 2012, Telekom Austria reached an agreement to acquire assets owned by Orange Austria comprising base stations, frequencies, the mobile operator YESSS! and certain intangible property rights for a total amount of up to EUR 390.0 million. After the approvals of the Austrian Cartel Court and the Austrian Telekom-Control Commission (“TKK”) were granted in November and December 2012, respectively, and Hutchison 3G Austria Holding completed its indirect acquisition of Orange Austria, the acquisition of YESSS! and of certain intangible property rights from Orange Austria was completed on January 3, 2013 (closing). Telekom Austria has completed the acquisition of the base stations, intellectual property rights and parts of the frequencies from Orange Austria. The transfer of the remaining frequencies will be completed by January 2014. Concerning the acquisition of frequencies, T-Mobile, which was not admitted as party in the approval procedure by TKK, appealed this decision to the Austrian supreme administrative court, which referred the case to the European Court of Justice for a preliminary ruling. The respective proceedings are currently pending. Due to the acquisition, the combined mobile market share of Telekom Austria in Austria rose to 42.7% (on subscriber basis).

3. On page 4 (Summary), the last paragraph of section [B.19] B.13 titled “Recent events” is replaced by the following:

[B.19]  
 B.13 Recent events ..... Effective as of September 1, 2013, Günther Ottendorfer has been appointed as third Management Board member of Telekom Austria AG in its function as Chief Technology Officer (CTO). The initial term of appointment ends on August 31, 2016 with an option for an extension by another two years.

On October 21, 2013, TKK concluded an auction for frequency spectrums necessary for the existing mobile voice business (GSM) and roll-out of the new long-term evolution (“LTE”) mobile telephony generation of a total of 28 blocks of 2 x 5 MHz each, divided into 6 blocks of the new 800 MHz band, 7 blocks in the 900 MHz and 15 blocks in the 1800 MHz band. Telekom Austria acquired in total 2 x 70 MHz from the available 2 x 140 MHz spectrum for total EUR 1.03 billion. The formal decision of TKK was delivered to Telekom Austria on November 19, 2013 and may be subject to appeal (within 6 weeks from delivery) by any of the parties involved.

4. On page 5 (Summary), Element [B.19] B.17 titled “Ratings” is replaced by the following:

[B.19]  
 B.17 Ratings..... Telekom Austria AG is assigned a long-term issuer rating of Baa2 with stable outlook by Moody’s and BBB- with stable outlook by Standard & Poor’s.

**[In case of a rating of the Notes, include:** Rating of the Notes:

Moody's: [●]

Standard & Poor's: [●].]

5. On page 6 (Summary), Element B.12 titled "Selected key financial information" is replaced by the following:

B.12 Selected key financial information.....	As of and for the six months ended June 30,		As of and for the year ended December 31,	
	2013	2012	2012	2011
	in thousand EUR			
	(unaudited, unconsolidated)		(audited, unconsolidated)	
Operating Result ( <i>Betriebsergebnis</i> ) .....	(69,200)	(6,570)	(10,537)	(4,562)
Total Assets.....	4,804,321	-	4,684,935	5,188,194
Liabilities .....	(4,792,934)	-	(4,672,968)	(5,179,533)
Stockholders' Equity.....	(2,791)	-	(2,791)	(1,931)
No material adverse change/ significant changes in financial or trading position.....	There has been no material adverse change in the prospects of TFG since June 30, 2013. There has been no significant change in the financial or trading position of TFG since June 30, 2013.			

6. On page 19 and 20 (German Translation of the Summary), section [B.19] B.12 titled "Ausgewählte wesentliche Finanzinformationen" is replaced by the following:

[B.19] B.12 Ausgewählte wesentliche Finanzinformationen .....	Neun Monate endend zum 30. September,		Geschäftsjahr endend zum 31. Dezember	
	2013	2012	2012*	2011*
	in Millionen EUR			
	(ungeprüft, konsolidiert)		(geprüft, konsolidiert)	
Umsatzerlöse.....	3.128,3	3.212,0	4.329,7	4.454,6
EBITDA bereinigt <sup>(1)</sup> .....	1.025,1	1.136,6	1.455,4	1.527,3
EBITDA inkl. Effekte aus Restrukturierung und Werthaltigkeitsprüfung .....	989,8	1.115,0	1.420,8	1.044,7
Betriebsergebnis.....	344,7	388,1	456,8	(7,6)
(1) EBITDA exklusive Effekte aus Restrukturierung und Werthaltigkeitsprüfung.				

	Zum 30. September 2013	Zum 31. Dezember, 2012* 2011*	
	in Millionen EUR		
	(ungeprüft, konsolidiert)	(geprüft, konsolidiert)	
<b>Aktiva</b> .....	<b>7.363,6</b>	<b>7.251,5</b>	<b>7.448,8</b>
Kurzfristige Aktiva .....	1.742,5	1.809,3	1.751,4
Langfristige Aktiva .....	5.621,1	5.442,3	5.697,4
<b>Passiva</b> .....	<b>(7.363,6)</b>	<b>(7.251,5)</b>	<b>(7.448,8)</b>
Kurzfristige Verbindlichkeiten.....	(1.522,1)	(2.322,1)	(2.412,0)
Langfristige Verbindlichkeiten.....	(4.279,5)	(4.093,3)	(4.153,7)
Eigenkapital .....	(1.562,0)	(836,1)	(883,1)

\* Ab 1. Jänner 2013 rückwirkend anzuwendende Änderungen des IAS 19 in der Rechnungslegung des Barwerts erworbener Anwartschaften und des Planvermögens betreffend Leistungen an Arbeitnehmer würden zu Anpassungen in den geprüften Zahlen für 2012 und 2011 führen. Die Zahlen für 2012 und 2011 in diesem Nachtrag Nr. 1 entsprechen aus Konsistenzgründen jenen der geprüften Konzernabschlüsse der Telekom Austria für 2012 und 2011 und weichen vom verkürzten konsolidierten Zwischenabschluss der Telekom Austria zum 3. Quartal 2013 ab. Für weitere Details siehe Seiten 38 ff der ausgewählten erläuternden Anhangangaben im verkürzten konsolidierten Zwischenabschluss der Telekom Austria zum 3. Quartal 2013.

Keine wesentliche Verschlechterung der Aussichten/ Wesentliche Veränderungen der Finanzlage

oder Handelsposition..... Seit 30. September 2013 haben sich die Aussichten der Telekom Austria AG und Telekom Austria nicht wesentlich verschlechtert und es gab seit 30. September 2013 keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition der Telekom Austria, beides vorbehaltlich der Beschreibung unter [B.19] B.13 unten.

**7. On page 20 (German Translation of the Summary), the first paragraph of section [B.19] B.13 titled “Jüngste Ereignisse” is replaced by the following:**

[B.19]

B.13 Jüngste Ereignisse ..... Am 2. Februar 2012 hat die Telekom Austria eine Vereinbarung über den Kauf von Vermögen von Orange Austria zu einem Gesamtkaufpreis von bis zu EUR 390.0 Millionen erzielt, darunter Basisstationen, Frequenzen, der Mobilfunkanbieter YESSS! und bestimmte immaterielle Vermögensgegenstände. Nachdem die Genehmigung durch das österreichische Kartellgericht und die österreichische Telekom-Control-Kommission („TKK“) im November bzw. Dezember 2012 erteilt worden sind, und Hutchison 3G Austria Holding ihren indirekten Kauf von Orange Austria abgeschlossen hat, wurden der Kauf von YESSS! und verschiedener immaterieller Vermögensgegenständen von Orange Austria am 3. Jänner 2013 abgeschlossen (Closing). Das Closing im Hinblick auf den Kauf von Mobilfunkbasisstationen, Immaterialgüterrechten und Teilen der Frequenzen von Orange Austria hat stattgefunden. Die Übertragung der verbleibenden Teile der Frequenzen wird bis Jänner 2014 abgeschlossen sein. Betreffend den Kauf von Frequenzen hat T-Mobile, welche von der TKK nicht als Partei im Genehmigungsverfahren zugelassen wurde, gegen dessen Entscheidung vor dem Verwaltungsgerichtshof Beschwerde eingelegt; dieser hat die Beschwerde an den Europäischen Gerichtshof zur Vorabentscheidung weitergeleitet. Die diesbezüglichen Verfahren sind noch anhängig. Durch den Kauf ist der kombinierte Mobilfunk-Marktanteil der

Telekom Austria in Österreich auf 42,7% (auf Kundenbasis) gestiegen.

8. On page 20 and 21 (German Translation of the Summary), the last paragraph of section [B.19] B.13 titled “Jüngste Ereignisse” is replaced by the following:

[B.19]

B.13 Jüngste Ereignisse ..... Mit Wirkung zum 1. September 2013 wurde Günther Ottendorfer als drittes Mitglied des Vorstands der Telekom Austria AG in der Position des Chief Technology Officer (CTO) bestellt. Die erstmalige Bestellung dauert bis 31. August 2016 mit Option auf Verlängerung um zwei Jahre.

Am 21. Oktober 2013 hat die TKK eine Auktion für Frequenzen, die für das bestehende Mobilfunkgeschäft (GSM) sowie den Ausbau des neuen long-term evolution (“LTE”) Mobiltelefonnetzes erforderlich sind, von gesamt 28 Blöcken zu je 2 x 5 MHz, geteilt in 6 Blöcke im neuen 800 MHz Band, 7 Blöcke im 900 MHz and 15 Blöcke im 1800 MHz Band, abgeschlossen. Telekom Austria erwarb insgesamt 2 x 70 MHz der verfügbaren 2 x 140 MHz Frequenzspektren für insgesamt EUR 1,03 Milliarden. Die formale Entscheidung der TKK wurde der Telekom Austria am 19. November 2013 zugestellt und könnte Gegenstand einer Berufung durch eine der beteiligten Parteien sein (binnen sechs Wochen ab Zustellung).

9. On page 22 (German Translation of the Summary), Element [B.19] B.17 titled “Ratings” is replaced by the following:

[B.19]

B.17 Ratings..... Die Telekom Austria AG erhält von Moody’s ein langfristiges Emittenten-Rating von Baa2 mit stabilem Ausblick und von Standard & Poor’s von BBB- mit stabilem Ausblick.

**[Falls die Schuldverschreibungen über ein Rating verfügen, einfügen:]** Rating der Schuldverschreibungen:

Moody’s: [●]

Standard & Poor’s: [●.]

**10. On page 23 (German Translation of the Summary), Element B.12 titled “Ausgewählte wesentliche Finanzinformationen” is replaced by the following:**

B.12 Ausgewählte wesentliche Finanzinformationen .....	Zum und für die sechs Monate endend zum 30. Juni		Zum und für das Geschäftsjahr endend zum 31. Dezember	
	2013	2012	2012	2011
	in tausend EUR			
	(ungeprüft, unkonsolidiert)		(geprüft, unkonsolidiert)	
Betriebsergebnis.....	(69.200)	(6.570)	(10.537)	(4.562)
Bilanzsumme .....	4.804.321	-	4.684.935	5.188.194
Verbindlichkeiten.....	(4.792.934)	-	(4.672.968)	(5.179.533)
Eigenkapital .....	(2.791)	-	(2.791)	(1.931)
Keine wesentliche Verschlechterung der Aussichten/ Wesentliche Veränderungen der Finanzlage oder Handelsposition..... Seit 30. Juni 2013 haben sich die Aussichten der TFG nicht wesentlich verschlechtert. Es gab seit 30. Juni 2013 keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition der TFG.				

**11. On page 40 (Risk Factors), the first paragraph of the risk factor “Downgrades in the rating or a decline in the credit metrics of Telekom Austria AG, its inability to obtain new financing and covenants in existing financing agreements could increase refinancing costs and impair Telekom Austria’s liquidity and profitability” is replaced by the following:**

Telekom Austria AG is assigned a long-term issuer rating of Baa2 with stable outlook by Moody’s and BBB- with stable outlook by Standard & Poor’s. Possible future downgrades in the financial rating could impair Telekom Austria’s ability to refinance and have a material adverse effect on its business, results of operations and financial condition.

**12. On page 64 and 65 (General Description of the Programme), the section titled “Ratings” except the last three paragraphs is replaced by the following:**

**Ratings** The ratings assigned by the rating agencies to the Programme are as follows:

by Moody’s (as defined below):

long-term Baa2  
rating:  
short-term P-2  
rating:

by S&P (as defined below):

long-term BBB-  
rating:



**13. On page 95 and 96 (Description of TFG), the section titled “Selected Financial Data” is replaced by the following:**

The following table presents a summary of financial and operating data for TFG. The financial data presented is based on the unaudited non-consolidated interim financial statements of TFG for the six months ended June 30, 2013 and the audited non-consolidated financial statements of TFG for the financial years ended December 31, 2012 and December 31, 2011, which have been drawn up in accordance with the national Austrian accounting standards according to the Austrian Companies Act and are incorporated into this Prospectus by reference. The financial data presented below should be read in conjunction with such financial statements and the notes thereto. The fiscal year of TFG coincides with the calendar year.

Totals in the following tables may differ from the sum of their components as a result of rounding effects. Please note that the national Austrian accounting standards according to the Austrian Companies Act are not comparable with IFRS.

	As of and for the six months ended June 30,		As of and for the year ended December 31,	
	2013	2012	2012	2011
in thousand EUR				
	(unaudited, unconsolidated)		(audited, unconsolidated)	
Other operating income .....	14	3,183	6,970	1,930
Other operating expenses.....	(69,215)	(9,753)	(17,507)	(6,493)
<b>Operating Result (Betriebsergebnis).....</b>	<b>(69,200)</b>	<b>(6,570)</b>	<b>(10,537)</b>	<b>(4,562)</b>
<b>Total Assets.....</b>	<b>4,804,321</b>	-	<b>4,684,935</b>	<b>5,188,194</b>
<b>Liabilities.....</b>	<b>(4,792,934)</b>	-	<b>(4,672,968)</b>	<b>(5,179,533)</b>
Bonds .....	(2,821,267)	-	(2,852,728)	(2,080,336)
Liabilities to banks .....	(1,036,512)	-	(1,036,779)	(1,571,049)
Accounts payable – trade.....	(48)	-	0	0
Payables to subsidiaries.....	(935,095)	-	(783,455)	(1,528,140)
Other liabilities.....	(12)	-	(6)	(7)
<b>Stockholders' Equity.....</b>	<b>(2,791)</b>	-	<b>(2,791)</b>	<b>(1,931)</b>
Common stock.....	(37)	-	(37)	(37)
Additional capital.....	(2,754)	-	(2,754)	(1,894)

There has been no material adverse change in the prospects of TFG since June 30, 2013. There has been no significant change in the financial or trading position of TFG since June 30, 2013.

**14. On page 97 (Description of Telekom Austria AG), the section titled “Management Board” is replaced by the following:**

The members of the management board of Telekom Austria AG (the “**Management Board**”) are appointed by the Supervisory Board for a maximum period of five years; re-election is possible. The Management Board has two to four members. Telekom Austria AG is represented by two members of the Management Board or by one member of the Management Board, together with one proxy holder (*Prokurist*). Currently, the management board consists of the following three members:

Name	Responsibility
Johannes Ametsreiter	Chief Executive Officer Telekom Austria AG, Chairman of the Management Board of Telekom Austria AG and Chief Executive Officer A1 Telekom Austria AG
Johann Tschuden	Chief Financial Officer Telekom Austria AG, Vice-Chairman of the Management Board of Telekom Austria AG
Günther Ottendorfer	Chief Technology Officer Telekom Austria AG

The Management Board members hold functions predominantly in other entities of Telekom Austria, which may be regarded as activities for Telekom Austria. Other activities performed outside Telekom Austria are not regarded to be significant from the view of Telekom Austria AG. The members of the Management Board have no potential conflicts of interest between their duties owed to Telekom Austria AG and their private interests or other duties.

**15. On page 98 and 99 (Description of Telekom Austria AG), the section titled “Supervisory Board” is replaced by the following:**

The supervisory board of Telekom Austria AG (the “**Supervisory Board**”) consists of up to ten members elected by the shareholders’ meeting and those members nominated by the works council. Employee co-determination on the Supervisory Board is a legally regulated aspect of the corporate governance system in Austria. Currently, the Supervisory Board consists of ten members elected by the shareholders’ meeting plus five additional members nominated by Telekom Austria AG’s works council.

The current members of the Supervisory Board are:

<b>Name</b>	<b>Position</b>	<b>Significant activities performed outside Telekom Austria</b>
Rudolf Kemler	Chairman	CEO Österreichische Industrieholding AG, Chairman of the supervisory boards of OMV AG and Österreichische Post AG, supervisory functions in the respective bodies of Société Horlogère Reconvilier AG and Webster University Vienna
Ronny Pecik	1st Vice Chairman	Entrepreneur; Engagement in several companies in Austria, Germany and Switzerland as well as various functions in supervisory and management boards
Michael Enzinger	2nd Vice Chairman	Partner in the law firm Lattenmayer, Luks & Enzinger, chairman of the supervisory board of C.A.P. Immobilienprojektentwicklungs- und Beteiligungs AG
Henrietta Egerth-Stadlhuber	Member	Managing Director of Österreichische Forschungsförderungsgesellschaft mbH
Alfred Brogyanyi	Member	Managing Director of OPIKA Wirtschaftsprüfungs- und Steuerberatungsgesellschaft mbH, chairman of the supervisory board of Akademie der bildenden Künste
Wolfgang Ruttenstorfer	Member	Former CEO of OMV AG, Chairman of the supervisory board of CA Immobilien Anlagen AG and Vienna Insurance AG Wiener Versicherung Gruppe, 2nd Vice Chairman of the supervisory board of Flughafen Wien AG, member of the supervisory board of RHI AG and NIS a.d. Novi Sad
Harald Stöber	Member	Chairman of the supervisory board of Sirrix AG, member of the supervisory boards of Vodafone D2 GmbH, Vodafone Holding GmbH, Medfort Sarl, Lux, and Perseus SA
Elisabetta Castiglioni	Member	Management consultant
Peter J. Oswald	Member	Member of the boards of Mondi plc UK) and Mondi Ltd (South Africa), CEO of Mondi AG (Holding Europe & International Division), chairman of the supervisory board of Mondi Swiecie SA
Oscar Von Hauske Solís	Member	CEO of Telmex Internacional and Chief Fixed-Line Operations Officer of América Móvil, S.A.B. de C.V., supervisory board member or comparable function at América Móvil S.A.B. de C.V., Teléfonos de México S.A.B. de C.V., Participações S.A, Telmex Brasil, Telmex Argentina, Telmex Colombia, Telmex Perú, Telmex Ecuador, Telmex USA and Hildebrando Software
Silvia Bauer	Employee representative	-
Walter Hotz	Employee representative	Member of the supervisory boards of Österreichische Industrieholding AG, A1 Telekom Austria AG, Telekom Austria Personalmanagement GmbH, Tele-Post Privatstiftung (Vice Chairman), APK Pensionskasse AG
Alexander Sollak	Employee representative	-
Gottfried Zehetleitner	Employee representative	-
Werner Luksch	Employee representative	Member of the supervisory board of Österreichische Industrieholding AG

Further to the positions mentioned above, some of the Supervisory Board members hold functions in other supervisory boards or similar functions which are not significant with respect to Telekom Austria AG and Telekom Austria. The members of the Supervisory Board have no potential conflicts of interest between their duties owed to Telekom Austria AG and their private interests or other duties.

With the exception of Rudolf Kemler and Oscar Von Hauske Solís, who are not independent pursuant to Rule 54 of the Austrian Corporate Governance Code, all Supervisory Board members are independent pursuant to Rule 53 of the Austrian Corporate Governance Code.

The members of the Management Board and the Supervisory Board may be contacted at Telekom Austria AG's registered office at Lassallestraße 9, A-1020 Vienna, Austria.

**16. On page 99 (Description of Telekom Austria AG), the section titled “Committees of the Supervisory Board and their responsibilities” is replaced by the following:**

In order to carry out its work effectively and in compliance with legal requirements, the Supervisory Board has set up three permanent committees and one temporary committee:

*Audit Committee*

The audit committee of Telekom Austria AG (the “**Audit Committee**”) (members: Rudolf Kemler, Chairman; Alfred Brogyányi, financial expert; Peter J. Oswald; Ronny Pecik; Wolfgang Rutenstorfer; Oscar Von Hauske Solís; Silvia Bauer; Walter Hotz; Alexander Sollak) supports the Supervisory Board in monitoring the integrity of the financial statements, the quality, independence and performance of the auditors, and the effectiveness of internal audit controls. The duties and powers of the Audit Committee are specified in separate guidelines.

*Chairing and Remuneration Committee*

The chairing and remuneration committee of Telekom Austria AG (the “**Chairing and Remuneration Committee**”) (members: Rudolf Kemler, Chairman; Ronny Pecik, 1st Vice Chairman; Michael Enzinger, 2nd Vice Chairman) is responsible for the contracts and remuneration of members of the Management Board, including the setting of targets and monitoring the achievement of targets for the calculation of performance-related salary bonuses. It is also responsible for the corporate governance process within the Supervisory Board. Furthermore, the Chairing and Remuneration Committee is also authorized to make decisions on matters of urgency.

*Personnel and Nomination Committee*

The personnel and nomination committee of Telekom Austria AG (the “**Personnel and Nomination Committee**”) (members Rudolf Kemler, Chairman; Ronny Pecik, 1st Vice Chairman; Michael Enzinger, 2nd Vice Chairman; Walter Hotz; and Werner Luksch) deals with appointments to the management board.

*Frequency Committee*

The frequency committee of Telekom Austria AG (the “**Frequency Committee**”) (members Rudolf Kemler, Chairman; Ronny Pecik, Michael Enzinger, Harald Stöber, Walter Hotz; and Alexander Sollak) is of temporary nature to deal with corporate decisions in connection with the frequency auction carried out in Austria in fall, 2013.

**17. On page 104 and 105 (Description of Telekom Austria), the section titled “Selected Financial Data” is replaced by the following:**

The following table presents an overview of consolidated financial and operating data for Telekom Austria. The financial data presented in these tables is derived from the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2013 and from the audited consolidated financial statements for the financial years ended December 31, 2012 and 2011, which were prepared in accordance with IFRS. For more detailed information on Telekom Austria's financial information, please refer to these Consolidated Financial Statements.

	Nine months ended September 30,		Year ended December 31,	
	2013	2012	2012 *	2011 *
	in EUR million			
	(unaudited, consolidated)		(audited, consolidated)	
Operating revenues.....	3,128.3	3,212.0	4,329.7	4,454.6
Other operating income .....	56.9	60.0	82.1	100.4
<b>Operating expenses</b>				
Materials.....	(376.0)	(305.4)	(474.7)	(442.0)
Employee expenses, including benefits and taxes .....	(618.3)	(610.5)	(833.6)	(805.0)
Other operating expenses.....	(1,165.8)	(1,219.5)	(1,648.1)	(1,780.6)
<b>EBITDA comparable<sup>(1)</sup></b> .....	<b>1,025.1</b>	<b>1,136.6</b>	<b>1,455.4</b>	<b>1,527.3</b>
Restructuring .....	(35.3)	(21.6)	(34.7)	(233.7)
Impairment and reversal of impairment <sup>(2)</sup> .....	0.0	0.0	0.0	(248.9)
<b>EBITDA incl. effects from restructuring and impairment tests</b> .....	<b>989.8</b>	<b>1,115.0</b>	<b>1,420.8</b>	<b>1,044.7</b>
Depreciation and amortization.....	(645.1)	(726.9)	(964.0)	(1,052.4)
<b>Operating result</b> .....	<b>344.7</b>	<b>388.1</b>	<b>456.8</b>	<b>(7.6)</b>

(1) EBITDA excluding effects from restructuring and impairment tests.

(2) "Impairment and reversal of impairment" in 2011 mainly includes an impairment charge on goodwill of velcom amounting to EUR 279.0 million which results from the application of IAS 29 "Financial Reporting in Hyperinflationary Economies" for Belarus for 2011. The reversal of impairment amounting to EUR 49.4 million for the license in Serbia is the result of the impairment test performed for the cash-generating unit Vip mobile, reported in the operating segment Other Markets, due to improved future estimated earnings.

	As of September 30,	As of December 31,	
	2013	2012*	2011*
	in EUR million		
	(unaudited, consolidated)	(audited, consolidated)	
<b>Consolidated Balance Sheet Data</b>			
<b>Total Assets</b> .....	<b>7,363.6</b>	<b>7,251.5</b>	<b>7,448.8</b>
<b>Current Assets</b> .....	<b>1,742.5</b>	<b>1,809.3</b>	<b>1,751.4</b>
Cash and cash equivalents.....	585.8	600.8	460.0
Short-term investments.....	51.2	85.1	166.0
Accounts receivable – trade, net of allowances .....	746.5	746.9	737.6
Receivables due from related parties .....	0.0	0.0	0.1
Inventories.....	146.1	152.9	157.7
Prepaid expenses .....	109.7	106.7	101.0
Income tax receivable.....	21.6	21.1	40.6
Non-current assets held for sale.....	1.1	0.9	0.1
Other current assets .....	80.4	94.8	88.3
<b>Non Current Assets</b> .....	<b>5,621.1</b>	<b>5,442.3</b>	<b>5,697.4</b>
Investments in associates.....	3.5	3.7	3.7
Financial assets long-term .....	5.9	7.9	13.9
Goodwill.....	1,582.0	1,289.5	1,289.7
Other intangible assets, net.....	1,540.6	1,522.6	1,619.3
Property, plant and equipment, net .....	2,312.6	2,426.4	2,462.2
Other non-current assets.....	23.8	30.8	34.5
Deferred tax assets.....	152.8	161.5	273.9
<b>Total Liabilities And Stockholders' Equity</b> .....	<b>(7,363.6)</b>	<b>(7,251.5)</b>	<b>(7,448.8)</b>
<b>Current liabilities</b> .....	<b>(1,522.1)</b>	<b>(2,322.1)</b>	<b>(2,412.0)</b>
Short-term borrowings.....	(294.3)	(1,049.4)	(1,014.2)
Accounts payable - trade .....	(525.5)	(567.1)	(642.2)
Current provisions and accrued liabilities.....	(280.0)	(301.8)	(311.6)
Payables to related parties .....	(5.6)	(7.8)	(9.8)
Income tax payable.....	(37.9)	(37.2)	(41.3)
Other current liabilities.....	(209.2)	(195.1)	(226.5)
Deferred income.....	(169.6)	(163.7)	(166.5)
<b>Non-Current liabilities</b> .....	<b>(4,279.5)</b>	<b>(4,093.3)</b>	<b>(4,153.7)</b>
Long-term debt.....	(3,080.5)	(2,832.0)	(2,935.1)
Employee benefit obligations .....	(163.4)	(139.0)	(129.0)
Non-current provisions.....	(907.2)	(923.1)	(888.2)
Deferred tax liabilities.....	(109.9)	(115.2)	(127.3)
Other non-current liabilities and deferred income .....	(18.5)	(84.0)	(74.2)
<b>Stockholders' Equity</b> .....	<b>(1,562.0)</b>	<b>(836.1)</b>	<b>(883.1)</b>

	As of September 30, 2013	As of December 31, 2012* 2011*	
	(unaudited, consolidated)	in EUR million (audited, consolidated)	
Common stock.....	(966.2)	(966.2)	(966.2)
Treasury shares.....	7.8	8.2	8.2
Additional paid-in capital.....	(582.6)	(582.9)	(582.9)
Hybrid capital.....	(591.2)	0.0	0.0
Retained Earnings.....	82.4	219.1	219.8
Available-for-sale reserve.....	0.1	0.2	0.8
Hedging reserve.....	46.9	48.5	27.9
Translation adjustments.....	442.0	438.1	410.2
<b>Equity attributable to equity holders of the parent .....</b>	<b>(1,560.9)</b>	<b>(835.1)</b>	<b>(882.2)</b>
Non-controlling interests.....	(1.2)	(1.1)	(0.9)

\* Changes in the accounting of defined benefit obligations and plan assets required under the amended IAS 19, the accounting standard for employee benefits, which have to be applied retrospectively since January 1, 2013, would lead to adjustments in the audited financials for 2012 and 2011. The numbers presented in this Supplement No. 1 for 2012 and 2011 correspond for consistency purposes to the audited numbers of the 2012 Financial Statements and the 2011 Financial Statements of Telekom Austria and deviate from the 2013 Third Quarter Financial Statements of Telekom Austria. For more details see pages 36 et seq. of the selected explanatory notes in the 2013 Third Quarter Financial Statements of Telekom Austria.

**18. On page 106 (Description of Telekom Austria), the section titled “Operating Segments– Financial key figures per segment” is replaced by the following:**

Revenues	Nine months ended September 30, 2013 2012		Year ended December 31, 2012 2011	
	in EUR million (unaudited, consolidated)		(audited, consolidated)	
Austria.....	1,992.3	2,066.1	2,787.1	2,942.1
Bulgaria.....	300.0	358.3	469.1	527.7
Croatia.....	293.7	313.9	420.4	420.7
Belarus.....	244.0	217.9	301.2	260.9
Additional Markets.....	337.4	315.3	426.6	396.4

Source: Telekom Austria Annual Report 2012, Telekom Austria Third Quarter Report 2013

EBITDA comparable <sup>(1)</sup>	Nine months ended September 30, 2013 2012		Year ended December 31, 2012* 2011*	
	in EUR million (unaudited, consolidated)		(audited, consolidated)	
Austria.....	601.4	703.1	902.9	972.6
Bulgaria.....	126.7	164.5	207.4	261.9
Croatia.....	96.0	114.1	136.6	134.5
Belarus.....	118.4	89.6	124.4	106.6
Additional Markets.....	103.2	87.5	117.3	90.4

(1) EBITDA excluding effects from restructuring and impairment tests.

Source: Telekom Austria Annual Report 2012, Telekom Austria Third Quarter Report 2013

EBITDA including effects from restructuring and impairment tests	Nine months ended September 30, 2013 2012		Year ended December 31, 2012* 2011*	
	in EUR million (unaudited, consolidated)		(audited, consolidated)	
Austria.....	566.1	681.4	868.2	738.9
Bulgaria.....	126.7	164.5	207.4	242.6
Croatia.....	96.0	114.1	136.6	134.5
Belarus.....	118.4	89.6	124.4	(172.4)
Additional Markets.....	103.2	87.5	117.3	139.8

Source: Telekom Austria Annual Report 2012, Telekom Austria Third Quarter Report 2013

Operating income	Nine months ended September 30,		Year ended December 31,	
	2013	2012	2012*	2011*
	in EUR million			
	(unaudited, consolidated)		(audited, consolidated)	
Austria.....	181.7	272.6	313.6	129.7
Bulgaria.....	56.6	40.6	55.2	42.3
Croatia.....	46.8	63.7	69.4	67.9
Belarus.....	54.4	18.0	29.5	(255.2)
Additional Markets.....	25.3	13.0	17.0	43.4

Source: Telekom Austria Annual Report 2012, Telekom Austria Third Quarter Report 2013

\* Changes in the accounting of defined benefit obligations and plan assets required under the amended IAS 19, the accounting standard for employee benefits, which have to be applied retrospectively since January 1, 2013, would lead to adjustments in the audited financials for 2012 and 2011. The numbers presented in this Supplement No. 1 for 2012 and 2011 correspond for consistency purposes to the audited numbers of the 2012 Financial Statements and the 2011 Financial Statements of Telekom Austria and deviate from the 2013 Third Quarter Financial Statements of Telekom Austria. For more details see pages 36 et seq. of the selected explanatory notes in the 2013 Third Quarter Financial Statements of Telekom Austria.

**19. On page 121 (Description of Telekom Austria), the first paragraph of the section titled “Recent Events” is replaced by the following:**

On February 2, 2012, Telekom Austria reached an agreement to acquire assets owned by Orange Austria comprising base stations, frequencies, the mobile operator YESSS! and certain intangible property rights for a total amount of up to EUR 390.0 million. After the approvals of the Austrian Cartel Court and the Austrian Telekom-Control Commission (“TKK”) were granted in November and December 2012, respectively, and Hutchison 3G Austria Holding completed its indirect acquisition of Orange Austria, the acquisition of YESSS! and of certain intangible property rights from Orange Austria was completed on January 3, 2013 (closing). Telekom Austria has completed the acquisition of the base stations, intellectual property rights and parts of the frequencies from Orange Austria. The transfer of the remaining frequencies will be completed by January 2013. Concerning the acquisition of frequencies, T-Mobile, which was not admitted as party in the approval procedure by TKK, appealed this decision to the Austrian supreme administrative court, which referred the case to the European Court of Justice for a preliminary ruling. The respective proceedings are currently pending. Due to the acquisition, the combined mobile market share of Telekom Austria in Austria rose to 42.7% (on subscriber basis).

**20. On page 122 (Description of Telekom Austria), the last paragraph of the section titled “Recent Events” is replaced by the following:**

Since September 1, 2013, Günther Ottendorfer represents Telekom Austria AG as third Management Board member in its function as Chief Technology Officer (CTO). The initial term of appointment ends on April, 2016 with an option for an extension by another two years.

On October 21, 2013, TKK concluded an auction for frequency spectrums necessary for the existing mobile voice business (GSM) and roll-out of the new long-term evolution (“LTE”) mobile telephony generation of a total of 28 blocks of 2 x 5 MHz each, divided into 6 blocks of the new 800 MHz band, 7 blocks in the 900 MHz and 15 blocks in the 1800 MHz band. Telekom Austria acquired in total 2 x 70 MHz from the available 2 x 140 MHz spectrum for total EUR 1.03 billion. The formal decision of TKK was delivered to Telekom Austria on November 19, 2013 and may be subject to appeal (within 6 weeks from delivery) by any of the parties involved.

The maturity date for the 800 MHz spectrum band, which will be available approximately at the end of this year, is December 31, 2029. The start of the licensing period for all auctioned blocks in the 900 MHz and the 1800 MHz band depends on the existing frequency licences, while the new licences will now have a common maturity date of December 31, 2034 for all operators. The new spectrum offers Telekom Austria strategic advantages. Having acquired two thirds of the immediately available low frequency 800 MHz spectrum, Telekom Austria is in a position to roll out the leading LTE network across Austria which supports Telekom Austria’s strategy of network quality leadership and

allows Telekom Austria to protect its fixed-line and its mobile customer base in particular in rural areas.

**21. On page 138 and 139 (General Information), the section titled “Ratings–Telekom Austria Credit Ratings” is replaced by the following:**

The ratings assigned to Telekom Austria AG were as follows:

by Moody’s (as defined below):

long-term rating:	Baa2
short-term rating:	P-2

by S&P (as defined below):

long-term rating:	BBB-
short-term rating:	A-3

The outlook for the long-term issuer rating assigned by Moody’s is stable and the outlook for the long-term issuer rating assigned by Standard & Poor’s is stable.

**22. On page 139 (General Information), the section titled “Ratings–Programme Ratings” is replaced by the following:**

The ratings assigned by the rating agencies to the Programme are as follows:

by Moody’s (as defined below):

long-term rating:	Baa2
short-term rating:	P-2

by S&P (as defined below):

long-term rating:	BBB-
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**23. On page 139 (General Information), the section titled “Significant Changes and Material Adverse Changes” is replaced by the following:**

Save as described under “*TELEKOM AUSTRIA—Recent Events*” above, there have been no significant changes in the financial or trading position of any of Telekom Austria AG or Telekom Austria and no material adverse changes in the prospects of Telekom Austria AG since September 30, 2013.

**24. On page 140 and 141 (General Information), the section titled “Documents Incorporated by Reference” is replaced by the following:**

The following documents which have previously been published or are published simultaneously with this Prospectus on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and have been filed with the CSSF shall be incorporated in, and form part of, this Prospectus:

- (a) the English language translation of the unaudited condensed consolidated interim financial statements of Telekom Austria for the nine months ended September 30, 2013, as contained in the Third Quarter Report 2013, which have been drawn up in accordance with IFRS (the “**2013 Third Quarter Financial Statements of Telekom Austria**”)
- (b) the English language translation of the audited consolidated financial statements of Telekom Austria for the financial years ended December 31, 2012 and December 31, 2011, as contained

in the Annual Reports 2012 and 2011 of Telekom Austria, which have been drawn up in accordance with IFRS (the “**2012 Financial Statements of Telekom Austria**” and the “**2011 Financial Statements of Telekom Austria**”);

- (c) the unaudited non-consolidated interim financial statements of TFG for the six months ended June 30, 2013 which have been drawn up in accordance with the national Austrian accounting standards according to the Austrian Companies Act (*Unternehmensgesetzbuch*, the “**UGB**”) (the “**2013 Half Year Financial Statements of TFG**”);
- (d) the audited non-consolidated financial statements of TFG for the financial years ended December 31, 2012 and December 31, 2011 which have been drawn up in accordance with the national Austrian accounting standards according to the Austrian Companies Act (*Unternehmensgesetzbuch*) (the “**2012 Financial Statements of TFG**” and the “**2011 Financial Statements of TFG**”); and
- (e) the Independent Assurance Report on the Cash Flow Statements of TFG for the years ended December 31, 2012 and 2011 containing the cash flow statements derived from the audited financial statements of TFG for the financial years ended December 31, 2012 and December 31, 2011 prepared in accordance with UGB (the “**TFG Cash Flow Statement**”).

The documents listed at (a) to (e) above contain financial information of Telekom Austria and TFG, as described in the table below. The information incorporated by reference that is not included in the cross-reference list is considered additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004 of April 29, 2004, as amended (the “**Prospectus Regulation**”).

	<b>Telekom Austria AG</b>	<b>TFG</b>
Balance Sheet	2013 Third Quarter Financial Statements of Telekom Austria, page 30 2012 Financial Statements of Telekom Austria, page 76 2011 Financial Statements of Telekom Austria, page 72	2013 First Half Financial Statements of TFG, page <i>Beilage II</i> 2012 Financial Statements of TFG, page 3 2011 Financial Statements of TFG, page 3
Income Statement	2013 Third Quarter Financial Statements of Telekom Austria, page 28-29 2012 Financial Statements of Telekom Austria, page 74-75 2011 Financial Statements of Telekom Austria, page 70-71	2013 First Half Financial Statements of TFG, page <i>Beilage III</i> 2012 Financial Statements of TFG, page 4 2011 Financial Statements of TFG, page 4
Cash Flow Statement	2013 Third Quarter Financial Statements of Telekom Austria, page 31 2012 Financial Statements of Telekom Austria, page 77 2011 Financial Statements of Telekom Austria, page 73	n.a. TFG Cash Flow Statement, Annex I, page 6 TFG Cash Flow Statement, Annex I, page 6
Accounting Policies and Explanatory Notes	2013 Third Quarter Financial Statements of Telekom Austria, page 36-41 2012 Financial Statements of Telekom Austria, page 80-139 2011 Financial Statements of Telekom Austria, pages 76-140	2013 First Half Financial Statements of TFG, pages <i>Beilage IV/1-IV/14</i> 2012 Financial Statements of TFG, page 5-22 2011 Financial Statements of TFG, pages 5-24
Audit Reports	2012 Financial Statements of Telekom Austria, page 140-141 2011 Financial Statements of Telekom Austria, page 141	2012 Financial Statements of TFG, page 28-29 2011 Financial Statements of TFG, page 30-31

**25. On page 141 (General Information), the section “Documents on Display–Other Documents” is replaced by the following:**

Copies of the documents specified below will be available for inspection at the specified office of the Issuer and at the specified office of the Paying Agent, during normal business hours, as long as any of the Notes are outstanding:

- (a) the Articles of Association of any Issuer;



- (b) the unaudited interim financial statements of TFG in respect of the nine months ended September 30, 2013, the audited annual financial statements of TFG in respect of the financial years ended December 31, 2012 and December 31, 2011, the Third Quarter Report 2013 of Telekom Austria containing English language translations of the consolidated unaudited interim financial statements of Telekom Austria AG in respect of the nine months ended September 30, 2013, and the Annual Report 2012 and 2011 of Telekom Austria containing English language translations of the consolidated audited annual financial statements of Telekom Austria AG in respect of the financial years ended December 31, 2012 and December 31, 2011, in each case together with the audit reports prepared in connection therewith. Telekom Austria AG currently prepares audited consolidated and audited non-consolidated accounts on an annual basis; TFG currently prepares audited non-consolidated accounts on an annual basis and does not prepare any consolidated accounts; and
- (c) any guarantee granted by the Guarantor including material contracts and other documents relating to such guarantee.