

## Share Buyback

### **Announcement according to Para 82 Sec 9 Corporation Stock Act in connection with Para 2 Sec 1 and Para 3 Sec 1 Publication Directive**

At the annual general meeting on May 20, 2009, the Management Board was authorized according to Para 65 Sec 1 No 8 Corporation Stock Act to acquire treasury bearer or registered treasury shares up to the maximum extent legally permitted, during a period of 30 months from the day of this resolution at a minimum price of Euro 1 and a maximum price of Euro 30 per share.

The Management Board was also empowered to

- a) use treasury shares to serve stock options to be granted to employees, managers and members of the Management Board of the Telekom Austria Group<sup>1</sup> and/or for issuance to employees of the Telekom Austria Group<sup>1</sup>, be it with or without consideration;
- b) use treasury shares to serve convertible bonds;
- c) use treasury shares – also abroad – as consideration for the acquisition of enterprises, businesses or parts thereof, or shares of one or more companies;
- d) without further shareholders' resolution decrease the share capital of the company according to Para 65 Sec 1 No 8 last sentence in connection with Para 192 of the Stock Corporation Act by up to Euro 100,326,000 by withdrawing up to 46 million bearer or registered treasury shares with no par value. The Supervisory Board is authorized to resolve upon the amendments to the Articles of Association required by the withdrawal of shares;
- e) sell treasury shares in accordance with Para 65 Sec 1b Stock Corporation Act (i) any time via the stock exchange or via public offer, (ii) within a period of five years from the day of this resolution, in any way permitted by law, also other than via the stock exchange, whereas the Management Board is entitled to exclude the general purchase opportunity.

This authorization replaces the resolution passed at the Annual General Meeting of May 20, 2008 under agenda item 8 for share buyback and use of treasury shares.

Vienna, May 2009

The Management Board

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<sup>1</sup> The Telekom Austria Group is comprised of the Telekom Austria AG and its affiliated companies.