

Voting Results

Telekom Austria Aktiengesellschaft

Results of the Annual General Meeting, which took place on **May 20, 2009** at 10:00 a.m. at the Austria Center Vienna, Saal F, Bruno-Kreisky-Platz 1, A-1220 Vienna.

Agenda Item 1: Presentation of the financial statements and the management report as well as the consolidated financial statements including the consolidated management report for the fiscal year 2008 and the supervisory board report on the fiscal year 2008.

Agenda Item 2: Resolution on the distribution of the net profit.

Yes: 237,500,667
 No: 39,160
 Abstention: 0

Agenda Item 3: Resolution on the discharge of the members of the management board and of the members of the supervisory board for the fiscal year 2008.

Discharge of the Members of the Management Board:

Yes: 238,927,717
 No: 57,972
 Abstention: 60,945

Discharge of the Members of the Supervisory Board:

Yes: 238,926,358
 No: 58,779
 Abstention: 61,497

Agenda Item 4: Resolution on the compensation for the members of the supervisory board for the fiscal year 2008.

Yes: 236,982,065
 No: 1,669,404
 Abstention: 394,743

Agenda Item 5: Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2009.

Yes: 237,418,554
 No: 1,624,530
 Abstention: 331

Agenda Item 6: Management report on treasury shares acquired, number of shares held and use of treasury shares.

Agenda Item 7: Resolution on the authorization of the management board in accordance with Para 65 Sec 1 No 8 Stock Corporation Act to acquire treasury bearer or registered 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 shall further be authorized to

- a) use treasury shares to serve stock options granted to employees, managers and members of the Management Board of the Telekom Austria Group¹ and/or issue said treasury shares to employees of the Telekom Austria Group¹, 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) 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 treasury registered or bearer shares with no par value without further resolution by the Annual General Meeting. The supervisory board is authorized to resolve upon the amendments of the articles of association required upon the withdrawal of shares;
- e) sell treasury shares in accordance with Para 65 Sec 1b of the Stock Corporation Act (i) any time via the stock exchange or by public offer; (ii) for a period of 5 years from the day of this resolution in any way permitted by law, also other than via the stock exchange, whereby the management board is entitled to exclude the general purchase opportunity.

This authorization replaces the authorization resolved by the last annual general meeting on May 20, 2008 as Item 8 of the agenda with regard to share buyback and use of treasury shares.

Yes: 237,052,864

No: 1,980,835

Abstention: 739

The applications for **Agenda Item 8:** “Authorization to issue convertible bonds” and **Agenda Item 9:** “Resolution on the conditional increase of the share capital” have not been filed by the management board.

Further information on the Annual General Meeting is available on our website www.telekomaustria.com/agm

¹ The Telekom Austria Group is comprised of the Telekom Austria AG and its affiliated companies.