

# Agenda and Resolution Proposals for the Annual General Meeting on 30 May 2018

(at the company's seat starting at 10:00 a.m. CEST)

## Telekom Austria Aktiengesellschaft

### Resolution Proposals by the Management Board and the Supervisory Board in Accordance with Sec 108 Stock Corporation Act (AktG)

#### Agenda Item 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, the consolidated non-financial report, the proposal for appropriation of the net profit and the Supervisory Board report on the fiscal year 2017.

A resolution on this agenda item is not required.

Information: The aforementioned documents are available on the internet at <https://www.a1.group/en/ir/annual-general-meeting-2018>.

#### Agenda Item 2:

Resolution on the appropriation of the net profit shown in the financial statements for the fiscal year 2017.

The Management Board and the Supervisory Board of Telekom Austria AG propose to use the profit of the fiscal year 2017 of Telekom Austria AG in the amount of EUR 345,500,000,-- as follows:

Distribution of a dividend of EUR 0.20 per eligible no par value share.

The rest will be carried forward onto new account.

Information: Ex-dividend day on which the dividend will be deducted from the stock price will be 06 June 2018 and the "Record date" will be 07 June 2018. The dividend will be paid from 08 June 2018. According to Austrian tax law, the dividend qualifies as a repayment of capital pursuant to Sec 4 para 12 Income Tax Act (EStG).

### Agenda Item 3:

Resolution on the discharge of the members of the Management Board for the fiscal year 2017.

The Management Board and the Supervisory Board of Telekom Austria AG propose to grant discharge to the members of the Management Board for the fiscal year 2017.

### Agenda Item 4:

Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2017.

The Management Board and the Supervisory Board of Telekom Austria AG propose to grant discharge to the members of the Supervisory Board for the fiscal year 2017.

### Agenda Item 5:

Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2017.

The Management Board and the Supervisory Board of Telekom Austria AG propose that the following remuneration is to be granted unchanged versus the previous year to the elected members of the Supervisory Board for the 2017 financial year:

- (i) - for the Chair EUR 40,000
- for the Deputy Chair EUR 30,000
- for every other Supervisory Board member EUR 20,000

- (ii) - for the Chair of a committee EUR 12,000
- for every other committee member EUR 10,000

The remuneration for committee members is limited to one committee mandate. Accordingly, committee members are only entitled to remuneration once even if they belong to several committees.

- (iii) From 2018 onwards, a fixed attendance fee of EUR 400 is to be granted for each member of the Supervisory Board for each of the meetings of the Supervisory Board or committee meetings which the member attends.

Remuneration is paid on a pro rata basis (calculated daily) if a member of the Supervisory Board or committee did not belong to the board or the respective committee for the entire financial year.

#### **Agenda Item 6:**

##### Elections to the Supervisory Board

In accordance with Sec 8 para 1 and 4 of the Articles of Association of Telekom Austria AG, the Supervisory Board consists of up to ten members elected by the General Meeting.

Immediately after the last extraordinary General Meeting on 20 September 2017 due to the election of one member the Supervisory Board consisted of ten elected and five employee representatives.

The term of office of Mr. Wolfgang Rutenstorfer, Mr. Carlos García Moreno Elizondo, Mr. Carlos M. Jarque, Mag. iur. Stefan Pinter, Mag. iur. Reinhard Kraxner and Mr. Oscar Von Hauske Solís ends when the current Annual General Meeting concludes.

There are, thus, six members to elect to again achieve the number of ten elected members.

According to Sec 86 para 7 Stock Corporation Act the Supervisory Board shall consist of at least of 30 percent female and 30 percent male members. According to the declarations of the supervisory board members pursuant to Sec 86 para 9 Stock Corporation Act singular fulfilment of the gender quota in the Supervisory Board is required. Thus, at least two female members need to be elected additionally to the Supervisory Board.

The Supervisory Board of Telekom Austria AG acting also as nomination committee proposes to conduct the following elections:

Ms. Edith Hlawati, born on 08 June 1957, shall be elected as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2022, as member of the Supervisory Board of the Company.

Ms. Bettina Glatz-Kremsner, born on 30 September 1962, shall be elected as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2022, as member of the Supervisory Board of the Company.

Ms. Daniela Lecuona Torras, born on 21 December 1982, shall be elected as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2021, as member of the Supervisory Board of the Company.

Mr. Carlos García Moreno Elizondo, born on 06 January 1957, shall be elected as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2022, as member of the Supervisory Board of the Company.

Mr. Carlos M. Jarque, born on 18 October 1954, shall be elected as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2021, as member of the Supervisory Board of the Company.

Mr. Oscar Von Hauske Solís, born on 01 September 1957, shall be elected as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2022, as member of the Supervisory Board of the Company.

These election proposals include CVs of the proposed candidates and declarations of the candidates pursuant to Sec 87 para 2 Austrian Stock Corporation Act (AktG) as to their qualification, comparable functions and impartiality.

Agenda Item 7:

Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2018.

The Supervisory Board of Telekom Austria AG proposes to elect Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, Vienna, as auditor and Group auditor for the fiscal year 2018.