

**Statement of the SUPERVISORY BOARD**

**of**

**TELEKOM AUSTRIA GROUP:**

on the

**voluntary public takeover offer (§25a of the Austrian Takeover Act) with the option to convert into  
a mandatory offer (§22 ff. of the Austrian Takeover Act)**

of

**Carso Telecom B.V.**

(“Carso Telecom” or “Bidder”)

On 15 May 2014 Carso Telecom B.V., a company headquartered in Amsterdam with the business address Prins Bernhardplein 200, 1097 JB, Amsterdam, Netherlands, registered under no. 55341535 in the Commercial Register of the Netherlands, (the “**Bidder**” or “**Carso Telecom**”), published a voluntary public takeover offer for Telekom Austria AG’s outstanding shares (§ 25a of the Austrian Takeover Act) with the option to convert into a mandatory offer (§ 22 ff. of the Austrian Takeover Act). The Bidder is an indirect subsidiary of América Móvil, S.A.B. de C.V. headquartered in Mexico City (“AMX”). AMX is a company under the laws of Mexico which performs primarily telecommunications services, is one of Latin America’s leading mobile communications operators and, in addition to mobile communications and landline services, also offers broadband internet and cable and satellite television.

On 23 April 2014 ÖIAG and Carso Telecom announced that they had concluded a syndicate agreement regarding the Telekom Austria shares held by ÖIAG and the Bidder (the entities acting in concert with it). At the same time, the Bidder announced its intent to submit a public offer to the shareholders of the Target Company (the “**Acquisition Offer**”).

The syndicate agreement concluded between ÖIAG and the Bidder is subject to the condition precedent that all required approvals are obtained from the cartel authorities, from the Telekom Control Commission under § 56 sec 2 of the Telecommunications Act, and the FMA under § 20 of the Austrian Banking Act. Upon timely achievement of the conditions precedent, the public Acquisition Offer to achieve control will convert into a mandatory offer, so that the legal minimum acceptance threshold under § 25a of the Austrian Takeover Act will become irrelevant; following timely conversion into a mandatory offer, the Acquisition Offer will take effect regardless of whether the Bidder receives declarations of acceptance for more than 50% of the shares (that are the subject of the public offer) before the acceptance deadline.

Under § 14 Sec 1 of the Austrian Takeover Act, the administrative bodies of the Target Company are required to provide a statement on the Acquisition Offer within ten trading days after publication of the bid documents. In particular, the statement from the Management Board must contain an assessment of whether the price offered and the other content of the Acquisition Offer suitably accommodate the interests of all the shareholders and what impacts the mandatory offer will likely

have on the Target Company, especially the employees (concerning jobs, terms of employment and the future of the locations), creditors and public interest.

The Supervisory Board states that there are special interests among the members of the Telekom Austria Supervisory Board:

Several members of the Telekom Austria Supervisory Board also perform functions in the executive bodies of ÖIAG and the Bidder and the legal entities acting in concert with them.

Rudolf Kemler is Chairman of the Supervisory Board of Telekom Austria and CEO of ÖIAG.

Oscar Von Hauske Solís is a member of the Supervisory Board of Telekom Austria and CEO of Telmex Internacional, Chief Fixed-Line Operations Officer at América Móvil, S.A.B. de C.V. and Director of América Móvil, S.A.B. de C.V.

Werner Luksch and Walter Hotz, as works council members of Telekom Austria, are members of the Supervisory Board of Telekom Austria and of the Supervisory Board of ÖIAG.

The employee representation council of Telekom Austria recently announced that it would use the opportunity to provide a statement under § 14 of the Austrian Takeover Act; thus the employee representation council of Telekom Austria is asked to submit an evaluation of the acquisition offer.

The Supervisory Board has decided not to provide a final recommendation regarding the acceptance or rejection of the Acquisition Offer and to refrain from giving a full statement on the Acquisition Offer. The Supervisory Board refers to the full statement of the Management Board under § 14 Sec 1 of the Austrian Takeover Act, which is being published along with this statement. In this statement, the Management Board has assessed the acquisition offer in detail and presented arguments for and

against the acceptance of the Acquisition Offer. The Supervisory Board agrees and adopts the statement of the Management Board.

Vienna, 26 May 2014

Telekom Austria AG

Ing. Rudolf Kemler

As Chairman of the Supervisory Board