

## Resolution Proposals for the Annual General Meeting

**Telekom Austria Aktiengesellschaft**  
**Company no. 144477t, Commercial Court Vienna**  
**ISIN AT 0000720008**

### **Resolution Proposals by the Management Board and the Supervisory Board in Accordance with Para 108 Stock Corporation Act**

**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 corporate governance report, the proposal for utilization of the net profit and the Supervisory Board report on the fiscal year 2011.

A resolution on this agenda item is not required.

Information: The aforementioned documents are available on the Internet at [www.telekomaustria.com/ir/annual-reports.php](http://www.telekomaustria.com/ir/annual-reports.php).

**Agenda Item 2:** Report on forensic investigation and measures taken.

A resolution on this agenda item is not required.

Information: The report will be presented orally at the AGM.  
A legal assessment by DSC attorneys at law, WKK attorneys at law and LeitnerLeitner auditors and tax advisors of the BDO investigations regarding the Management Board and the Supervisory Board can be found at [www.telekomaustria.com/agm](http://www.telekomaustria.com/agm).

**Agenda Item 3:** Resolution on the utilization of the net profit shown in the financial statements for the fiscal year 2011.

The Management Board and the Supervisory Board of Telekom Austria AG propose to use the profit of the fiscal year 2011 of Telekom Austria AG in the amount of Euro 169,021,845.79 as follows:

Distribution of a dividend of Euro 0.38 per eligible no par value share.

The rest and the amount that is allotted to non-eligible treasury shares will be carried forward onto new account.

Information: Ex-dividend day on which the dividend will be deducted from the stock price will be May 25, 2012, and the dividend is due as of May 30, 2012 (payment date).

**Agenda Item 4:** Resolution on the discharge of the members of the Management Board for the fiscal year 2011.

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 2011.

Information: A legal assessment by DSC attorneys at law, WKK attorneys at law and LeitnerLeitner auditors and tax advisors of the BDO investigations regarding the discharge of the Management Board can be found at [www.telekomaustria.com/agm](http://www.telekomaustria.com/agm).

**Agenda Item 5:** Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2011.

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 2011.

Information: A legal assessment by DSC attorneys at law, WKK attorneys at law and LeitnerLeitner auditors and tax advisors of the BDO investigations regarding the discharge of the Supervisory Board can be found at [www.telekomaustria.com/agm](http://www.telekomaustria.com/agm).

**Agenda Item 6:** Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2011.

The Management Board and the Supervisory Board of Telekom Austria AG propose to determine the remuneration for the elected members of the Supervisory Board for the fiscal year 2011 as follows:

- for the chairman Euro 30,000
- for the deputy chairman Euro 22,500
- for every further member of the Supervisory Board Euro 15,000
- the attendance fee for each member of the Supervisory Board per meeting shall amount to Euro 300 until further notice.

**Agenda Item 7:** Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2012.

The Supervisory Board of Telekom Austria AG proposes to elect KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as auditor and Group auditor for the fiscal year 2012.

**Agenda Item 8:** Management report on share buy-back effected, number of treasury shares held and use of treasury shares.

A resolution on this agenda item is not required.

Information: The report can be viewed under [www.telekomaustria.com/agm](http://www.telekomaustria.com/agm).

**Agenda Item 9:** Resolution on the prolongation of Authorization of the Management Board to share buy-back and the Authorization of Use in this regard, as well as with entitlement to exclude the general purchase opportunity.

The Management Board and the Supervisory Board of Telekom Austria AG propose the following resolution:

"The authorization resolved by the Annual General Meeting on May 19, 2011 as item 9 of the agenda with regard to share buyback and use treasury shares is hereby revoked.

The Management Board is authorized according to Para 65 Sec 1 No. 8 of the Stock Corporation Act to buy back treasury registered or bearer shares in an amount of up to 5 % of the share capital during a period of 18 months following the day of this resolution for a minimum price of EUR 5 and a maximum price of EUR 15 per share.

Furthermore the Management Board is authorized to

- a) issue treasury shares to, be it with or without consideration to employees, managers and members of the Management Board/management of the company and its affiliated companies, and/or to use treasury shares to serve Performance Share Programs granted to such persons;
- b) use treasury shares – also abroad – as consideration for the acquisition of enterprises, businesses or parts thereof, or shares of one or more companies;
- c) 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."

Information: The report on this item can be viewed under [www.telekomaustria.com/agm](http://www.telekomaustria.com/agm).

**Regarding Agenda Item 10**, we refer to the request of the share holder Marathon Zwei Beteiligungs GmbH to add an additional item to the agenda, which we set online on April 27, 2012, [www.telekomaustria.com/dateien/agm2012\\_Addition\\_Item\\_Agenda.pdf](http://www.telekomaustria.com/dateien/agm2012_Addition_Item_Agenda.pdf)