

## Resolution Proposals for the Annual General Meeting

Telekom Austria Aktiengesellschaft  
Company no. 144477t, Commercial Court Vienna  
ISIN AT 0000720008 / ISIN AT 0000A17B35

### 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 2013.

A resolution on this agenda item is not required.

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

**Agenda Item 2:** Resolution on the utilization of the net profit shown in the financial statements for the fiscal year 2013.

The Management Board and the Supervisory Board of Telekom Austria AG propose to use the profit of the fiscal year 2013 of Telekom Austria AG in the amount of EUR 22,247,039.06 as follows:

Distribution of a dividend of EUR 0.05 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 2 June 2014, and the dividend is due as of 6 June 2014 (payment date).

**Agenda Item 3:** Resolution on the discharge of the members of the Management Board for the fiscal year 2013.

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 2013.

**Agenda Item 4:** Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2013.

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 2013.

**Agenda Item 5:** Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2013.

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 2013 as follows:

- for the chairman EUR 30,000
- for each of the deputy chairmen EUR 22,500
- for every further member of the Supervisory Board EUR 15,000

The attendance fee for each member of the Supervisory Board per meeting shall amount to EUR 300 until further notice.

**Agenda Item 6:** Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2014.

The Supervisory Board of Telekom Austria AG proposes to elect Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as auditor and Group auditor for the fiscal year 2014.

**Agenda Item 7:** 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 on this item can be viewed under [www.telekomaustria.com/en/ir/annual-general-meeting](http://www.telekomaustria.com/en/ir/annual-general-meeting).

**Agenda Item 8: Resolution on the amendment of the Articles of Association in Para 11 Sec 1 and 6 to adjust the quorum of the Supervisory Board.**

The Management Board and the Supervisory Board of Telekom Austria AG propose to change Para 11 Sec 1 of the Articles of association, so that this Sec shall be read as follows:

“The Supervisory Board has a quorum if all the Supervisory Board members have been properly convened and at least half the members, including the Chairman or one of his deputies, are present ~~in person~~. A member of the Supervisory Board deemed to be present, if it participates via video conference that allows the immediate reciprocity, confidentiality and authenticity of the communication (“qualified videoconference”). The Chairman determines the type of meeting and may in particular make use of the possibility of convening a qualified videoconference meeting, if it is due to the urgency of the meeting or the local absence of members of Supervisory Board, in the interest of the Company.”

Furthermore, Para 11 Sec 6 shall be amended; the parenthetical expression in the first sentence shall be read as follows: “(“simple videoconference”)”.

Reason:

With this provision a qualified videoconference is introduced as an additional meeting type. Members of the Supervisory Board who participate in a qualified videoconference shall be deemed present.

Information: A version of the Articles of Association with the proposed changes is available under [www.telekomaustria.com/en/ir/annual-general-meeting](http://www.telekomaustria.com/en/ir/annual-general-meeting).