

**Details of the shareholder / the shareholders (in case of several owners of the custodian account)**

Name(s) / company name
Address (postcode, city, street, house number)
Physical person: date of birth / legal person: register and register number
Phone number and/or e-mail for further enquiries
Name of the custodian bank, including bank code or BIC
Custodian account

**PROXY**

I/We \_\_\_\_\_

hereby, in my/our capacity as shareholder(s) of Telekom Austria AG, grant proxy to

First and surname / company name

(please write in capital letters): **Mr. Michael KNAP, Vice-President of the association  
"IVA Austrian shareholder association"**

Date of birth / register and

register number of the company: **18.05.1944**

Street, house number: **Feldmühlgasse 22/4**

Postcode, city / registered office: **A-1130 Vienna**

to represent me/us at the Annual General Meeting of Telekom Austria AG with its registered office in Vienna, company no. 144477t, commercial register of Vienna, on Wednesday, 27 May 2015, at 10:00 a.m., at the Vienna Stadthalle, Halle F, A-1150 Vienna, Roland Rainer Platz 1 (former: Vogelweidplatz 14), and to exercise in my/our name(s) the rights that I/we are entitled to exercise as shareholders at the General Meeting, especially the voting rights.

This proxy covers \_\_\_\_\_ of my shares.

*(If this field is empty, the proxy applies to all shares, which are covered by the deposit confirmations as of the record date from the custodian bank.)*

The representative is entitled to delegate this authority to another person.

In particular, I authorise the proxy holder appointed above to exercise, on my behalf, the right to vote on all items on the agenda of the Annual General Meeting as listed below and thus pass resolutions on these items:

Agenda Item 2: Resolution on the utilisation of the net profit shown in the financial statements for the fiscal year 2014.

Agenda Item 3: Resolution on the discharge of the members of the Management Board for the fiscal year 2014.

Agenda Item 4: Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2014.

Agenda Item 5: Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2014.

Agenda Item 6: Elections to the Supervisory Board

Agenda Item 7: Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2015.

I specifically authorise the above-mentioned proxy holder to cast my vote as indicated below in reference to items 2 to 7 on the agenda according to the proposed resolutions of the Management and the Supervisory Board. The invitation and the proposed resolutions can be downloaded from the Company's Website at [www.telekomaustria.com/en/ir/annual-general-meeting](http://www.telekomaustria.com/en/ir/annual-general-meeting) (mark the appropriate box; in cases where no instructions are given proxy is not valid).

TOP 2	In favour: "YES vote"	Against: "NO vote"	Abstention
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
TOP 3	YES	NO	Abstention
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
TOP 4	YES	NO	Abstention
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
TOP 5	YES	NO	Abstention
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
TOP 6 Dr. Karin Exner-Wöhrer	YES	NO	Abstention
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
TOP 6 Dr. Wolfgang Rutenstorfer	YES	NO	Abstention
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
TOP 7	YES	NO	Abstention
	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

I/We acknowledge the fact that the proxy holder does not accept any instructions to speak at the Annual General Meeting, to voice objections to any resolutions, to pose questions or to make proposals at the Annual General Meeting on behalf of the shareholder.

I/We acknowledge the fact that the pre-requisite for having a proxy holder exercise voting rights at the Annual General Meeting on behalf of a shareholder is proof of shareholding on the record date i.e. the Company has received deposit confirmation in the form of a safe custody receipt pursuant to Section 10a Stock Corporation Act no later than 21 May 2015 in accordance with the stipulations contained in the invitation to the Annual General Meeting and at one of the designated addresses.

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Name in capital letters / signature

## **Additional Information regarding the Proxy**

The proxy must be forwarded to Telekom Austria AG via one of the following options:

- By mail: Telekom Austria AG, Investor Relations Department, Lassallestrasse 9,  
A-1020 Vienna
- By fax: +43 (0)50 664 9 49040
- By e-mail: [hauptversammlung.2015@telekomaustria.com](mailto:hauptversammlung.2015@telekomaustria.com) (proxy attached as PDF-file to  
e-mail)
- By SWIFT: SWIFT GIBAATWGGMS, Message Type MT598; please indicate in the wording  
ISIN AT 0000720008

The proxy must be received by Telekom Austria AG by **4:00 p.m.** on the day before the General Meeting (thus on **26 May 2015**). Thereafter the proxy must be brought personally to registration at the venue of the General Meeting.

**Attention: To participate in the General Meeting, a deposit confirmation according to Para 10a Stock Corporation Act issued by the custodian bank shall be delivered to Telekom Austria AG by 21 May 2015, at the latest.**