

## 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 utilisation of the net profit and the Supervisory Board report on the fiscal year 2014.

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 utilisation of the net profit shown in the financial statements for the fiscal year 2014.

The Management Board and the Supervisory Board of Telekom Austria AG propose to use the profit of the fiscal year 2014 of Telekom Austria AG in the amount of EUR 33,205,009.64 as follows:

Distribution of a dividend of EUR 0.05 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 1 June 2015, and the dividend will be paid from 3 June 2015.

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

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 2014.

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

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 2014.

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

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 2014 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:** Elections to the Supervisory Board

In accordance with Para 8 Sec 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 August 14, 2014 the Supervisory Board consisted of ten elected members as well as five employee representatives designated by the corporate employee representation (Central Works Council) in accordance with Para 110 (1) Austrian Labour Constitution Act.

Mr. Rudolf Kemler and Mr. Günter Leonhartsberger have announced to resign as members of the Supervisory Board effective from the end of the Annual General Meeting of Telekom Austria AG on 27 May, 2015.

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

The Supervisory Board of Telekom Austria AG proposes to elect Dr. Karin Exner-Wöhrer, born on 08.09.1971, as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2019, as member of the Supervisory Board of the Company.

The Supervisory Board of Telekom Austria AG proposes to elect Dr. Wolfgang Rutenstorfer, born on 15.10.1950, as of termination of this shareholders' meeting until the termination of such shareholders' meeting that resolves upon the discharge for the business year 2019, 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 § 87 Abs 2 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 2015.

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 2015.

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