

Telekom Austria Group

Extraordinary General Meeting 2014

Vienna, 14 August 2014

Agenda

01 Elections to the Supervisory Board

02 Resolution on the creation of Authorized Capital 2014 (§ 169 AktG) against cash contribution. § 4 of the Articles is adapted accordingly

03 Resolution on the changes in the Articles of Association in §§ 5, 8, 9, 11, 12, 17 and 18

04 Approval of conditional settlements with former Members of the Management Board

Agenda Item 1:

Elections to the Supervisory Board



Elections to the Supervisory Board

- > Pursuant to Sec 8 Para 1 of the Articles of Association, the supervisory board consists of up to ten members elected by the general meeting as well as of the members delegated by the works council pursuant to Sec 110 Para 1 ArbVG
- > In the ordinary general meeting 2013, ten members were elected
- > After the decease of one member during his term of office, the supervisory board of Telekom Austria Aktiengesellschaft currently consists of nine elected members
- > The central works council delegated five members to the supervisory board
- > All 9 present members of the supervisory board shall withdraw from the supervisory board as of termination of the extraordinary general meeting
- > 10 members shall be elected to reach the number of ten members elected by the general meeting as after the last election on 29 May 2013
- > The terms of office of the members shall be staggered

*Elections to the
Supervisory Board*



Carlos José García Moreno Elizondo



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr. Carlos José García Moreno Elizondo,
born on 6 January 1957,
as of termination of this extraordinary general meeting until the
termination of such general meeting that resolves upon the discharge
for the business year 2017, to the supervisory board of the Company

Mr. García Moreno Elizondo issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Carlos José García Moreno Elizondo



Education/Career

- > PhD in Economics, Cornell University, Ithaca, New York
- > 1989 - 1995 Petroleos Mexicanos (PEMEX), Associate Director of Financing
- > 1995 - 1997 UBS Warburg, Executive and Managing Director, Mexico City
- > 1997 - 2001 Mexican Ministry of Finance, Director General of Public Credit, Mexico City
- > Since 2001 Chief Financial Officer América Móvil, S.A.B. de C.V., Mexico City

Other functions

Various supervisory board memberships in companies of the América Móvil Group, as well as in Royal KPN, Banco Inbursa and Nacional Financiera.

*Elections to the
Supervisory Board*



Alejandro Cantú Jiménez



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr. Alejandro Cantú Jiménez,
born on 26 April 1972,
as of termination of this extraordinary general meeting until the
termination of such general meeting that resolves upon the discharge
for the business year 2015, to the supervisory board of the Company

Mr. Cantú Jiménez issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Alejandro Cantú Jiménez



Education/Career

- > Juris Doctor, Universidad Iberoamericana, Mexico City
- > International Associate at Fried, Frank, Harris, Shriver & Jacobson
- > Associate at Mijares Angoitia, Cortés y Fuentes, S.C.
- > Since 2001 General Counsel at América Móvil, S.A.B. de C.V.

Other functions

Various supervisory board memberships in companies of the América Móvil Group.

*Elections to the
Supervisory Board*



Stefan Pinter



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr. Stefan Pinter,
born on 15 April 1978,
as of termination of this extraordinary general meeting until the
termination of such general meeting that resolves upon the discharge
for the business year 2015, to the supervisory board of the Company.

Mr. Pinter issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Stefan Pinter



Education/Career

- > Degree in Law, University of Graz
- > 2007 - 2011 European Affairs Manager, OMV AG
- > Since 2012 Member of the Management Team, Head of/Manager Corporate Affairs, PHILIP MORRIS AUSTRIA GmbH

*Elections to the
Supervisory Board*



Carlos M. Jarque



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr. Carlos M. Jarque,
born on 18 October 1954,
as of termination of this extraordinary general meeting until the
termination of such general meeting that resolves upon the discharge
for the business year 2017, to the supervisory board of the Company.

Mr. Jarque issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Carlos M. Jarque



Education/Career

- > 1981 PhD in Economics, Australian National University
- > 1985 Post Doc in Economics, Harvard University
- > 1982 - 1983 Director of Economic Studies, Teléfonos de México
- > 1983 - 1985 Chief Statistician of Mexico
- > 1986 - 1987 Director of International Statistical Institute
- > 1987 - 1999 various positions in national and international statistic institutions
- > 1999 - 2000 Minister of Social Development, Mexican Government Cabinet
- > 2001 - 2007 InterAmerican Development Bank, Secretary and Director Sustainable Development Department
- > 2008 - 2013 Representative InterAmerican Development Bank in Europe
- > Since 2013 Director, International Affairs, Government Relations and Corporate Affairs, América Móvil

Other functions

Board Member Grupo CARSO companies (IDEAL, CICSA, FRISCO, and Inmobiliaria CARSO), since 2013 UN Broadband Commission

*Elections to the
Supervisory Board*



Reinhard Kraxner



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr. Reinhard Kraxner,
born on 7 May 1970,
as of termination of this extraordinary general meeting until the
termination of such general meeting that resolves upon the discharge
for the business year 2015, to the supervisory board of the Company.

Mr. Kraxner issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Reinhard Kraxner



Education/Career

- > Degree in Law, University of Graz
- > 1996 - 2000 Inhouse Counsel Treasury, Creditanstalt AG/Bank Austria AG
- > 2000 - 2001 Legal Counsel, red-stars.com data AG
- > Since 2002 Assistant General Counsel Treasury/Finance at Philip Morris International Management SA

*Elections to the
Supervisory Board*



Oscar Von Hauske Solís



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr. Oscar Von Hauske Solís,
born on 1 September 1957,
as of termination of this extraordinary general meeting until the termination of such general meeting that resolves upon the discharge for the business year 2017, to the supervisory board of the Company.

Mr. Von Hauske Solís issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Oscar Von Hauske Solís



Education/Career

- > Master in Business Administration, Instituto Tecnico Autonomo de Mexico
- > Joined Teléfonos de México as Advisor to the Chief Executive Officer in 1996, being subsequently appointed as Chief Information Officer (CIO), Data Networks, Carriers Operation & Product Development
- > Currently CEO of Telmex Internacional, Chief Fixed-Line Operations Officer at América Móvil, S.A.B. de C.V.; Member of the Board of Directors of América Móvil S.A.B. de C.V.

Other functions

Member of the Supervisory at Teléfonos de México S.A.B. de C.V., Embratel Participações S.A, Telmex Brasil, Telmex Argentina, Telmex Colombia, Telmex Perú, Telmex Ecuador, Telmex USA, KPN & Net Serviços de Comunicação.

*Elections to the
Supervisory Board*



Ronny Pecik



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr. Ronny Pecik,
born on 4 March 1962,
as of termination of this extraordinary general meeting until the termination of such general meeting that resolves upon the discharge for the business year 2017, to the supervisory board of the Company.

Mr. Pecik issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Ronny Pecik



Education/Career

- > 1977 - 1981 basic training as electrical engineer and high voltage engineer
- > 1982 - 1985 training with IBM as information scientist
- > 1982 - 2000 various positions in the Austrian banking and financial sector, inter alia Länderbank, Bank Austria, Capital Bank Wien
- > Setting up Austrian future and options exchange (ÖTOB) in 1989
- > Since 2000 entrepreneur including numerous mandates on management and supervisory boards; participations inter alia in Böhler Uddeholm AG, VA Tech AG, A-Tec Industries AG, M&A PrivatBank AG, OC Oerlikon Corporation AG, Saurer AG, Sulzer AG, Ascom AG, M+W Zander Gruppe, Telekom Austria AG

*Elections to the
Supervisory Board*



Other functions

Since 2012 Deputy Chairman of the supervisory board of Telekom Austria AG

Elisabetta Castiglioni



Resolution proposal by OEIAG:

- > Proposal for the election of
Ms. Elisabetta Castiglioni,
born on 1 Oktober 1964,
as of termination of this extraordinary general meeting until the
termination of such general meeting that resolves upon the discharge
for the business year 2015, to the supervisory board of the Company.

Ms Castiglioni issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

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*Elections to the
Supervisory Board*



Elisabetta Castiglioni



Education/Career

- > PhD Program in Business Administration, Munich Technical University
- > 1994 - 1998 Senior Project Manger, Siemens AG
- > 1998 - 2000 Director, International Business Programmes - International Business Development
- > 2000 - 2001 Director, EMEA Access Strategy and Third Party-New Ventures
- > 2001 - 2002 Director, EMEA Country Produkt Marketing Internet Products
- > 2003 - 2006 Executive Vice President Europe, Siemens AG, Cordless Telephones Business Unit, München
- > 2006 - 2011 CEO Business Segment Global Media, Siemens IT Solutions and Services/ATOS, London
- > Since 2012: Independent Board Consultant and Advisor, London

*Elections to the
Supervisory Board*



Other functions

Since 2013: Member of the supervisory board of Telekom Austria AG

Günter Leonhartsberger



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr Guenter Leonhartsberger,
born on 12 July 1968,
as of termination of this extraordinary general meeting until the
termination of such general meeting that resolves upon the discharge
for the business year 2017, to the supervisory board of the Company.

Mr. Leonhartsberger issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Günter Leonhartsberger



Education/Career

- > Master Degree in Business Administration, Vienna University of Economics and Business
- > 1992 - 1995 Buy-side Analyst, GiroCredit und Bank der österreichischen Sparkassen AG
- > 1995 - 1997 Portfoliomanager, Capital Management, Tiroler Sparkassen GmbH
- > 1997 - 1999 Equity Fundmanager Constantia Privatbank AG
- > 1999 - 2004 Kathrein & Co. Privatgeschäftsbank, Equity Fundmanager, Director Corporate Finance/M&A and Director Kathrein & Co. Private Equity AG
- > Since 2004 Director and Head of Participation Management and Privatization Oesterreichische Industrieholding AG

Other functions

Since 2010: Oesterreichische Post AG, Member of the supervisory board, Financial Expert of the Audit Committee

Since 2011: APK Pensionskasse AG: Member of the supervisory board and the Audit Committee

Since 2014: APK Versicherung AG: Member of the supervisory board

*Elections to the
Supervisory Board*



Rudolf Kemler



Resolution proposal by OEIAG:

- > Proposal for the election of
Mr. Rudolf Kemler,
born on 9 May 1956,
as of termination of this extraordinary general meeting until the
termination of such general meeting that resolves upon the discharge
for the business year 2017, to the supervisory board of the Company

Mr. Kemler issued a statement according to Sec 87 Para 2 AktG as well as providing a curriculum vitae.

The documents have been made available on the homepage of Telekom Austria as of 24 July 2014.

*Elections to the
Supervisory Board*



Rudolf Kemler



Education/Career

- > 1984 - 1989 WBG Betriebswirtschaft Beratungsgesellschaft m.b.H
- > 1989 - 1998 Numerous positions at Siemens Nixdorf
- > 1998 - 2000 GE Capital Corporation (Stamford, USA), Senior Vice President and CIO
- > 2000 - 2002 Stage1.cc Technology Business Incubator AG, CEO
- > 2002 - 2008 CEO Austria & Central and Eastern Europe T-Systems Austria
- > 2008 - 2012 CEO and Head of the business segment Enterprise Business Hewlett-Packard Austria
- > Since 2012 CEO Oesterreichische Industrieholding AG

Other functions

Since 2009: Member of the Administrative Board of Societe Horlogere Reconvilier AG, Vice President of the American Chamber of Commerce in Austria, Member of the Advisory Board of Webster University Vienna, President & Chairman „Internetoffensive Austria“

Since 2012 Chairman of the supervisory board of OMV AG and Oesterr. Post AG

Since 2013 Chairman of the supervisory board of APK Pensionskasse AG

*Elections to the
Supervisory Board*



Agenda Item 2:

Resolution on the creation of
Authorized Capital 2014 (§ 169 AktG)
against cash contribution.
§ 4 of the Articles is adapted
accordingly



Creation of Authorized Capital - Financial flexibility and securing the future

- > Strengthen capital structure and financial position
- > Safeguarding existing investment grade rating
- > Maintain financial flexibility
- > Investing in state-of-the-art infrastructure, research and development
- > Investing in product and service innovations
- > Profit from investment opportunities in countries in which the company is currently active, as well as in Central- and South Eastern European region and beyond
- > Utilisation of value-added growth potential



Suggestion of resolution

“Pursuant to Sec 169 Stock Corporation Act, the Management Board, within five years of registration of the relevant amendment to the Articles of Association in the commercial register, with the consent by the Supervisory Board, is authorized to increase the Company’s share capital by a nominal maximum amount of EUR 483,091,500 by issuing up to 221,500,000 bearer shares against cash contribution, also in several tranches, (also indirectly through a credit institution pursuant to Sec 153 para 6 Stock Corporation Act), and to fix the issue price, any other terms of the issue and any further details, and the Management Board may in particular issue new shares carrying dividend rights from the beginning of the business year in which the implementation of the increase of the share capital is registered in the commercial register, provided and on condition that the net issue proceeds for the Company do not exceed EUR 1,000,000,000. The net issue proceeds shall be the total proceeds from the issue less any external costs resulting from the issue which are to be borne by the Company. The Supervisory Board is authorized to adopt any amendments to the Articles of Association resulting from the issue of shares from the Authorized Capital 2014.”



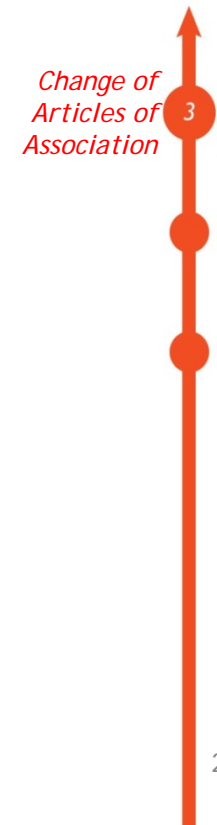
Changes of Articles: § 4 – new sub para 4 shall be created

“Authorized Capital 2014: Pursuant to Sec 169 Stock Corporation Act, the Management Board, within five years of registration of the relevant amendment to the Articles of Association in the commercial register, with the consent by the Supervisory Board, is authorized to increase the Company's share capital by a nominal maximum amount of EUR 483,091,500 by issuing up to 221,500,000 bearer shares against cash contribution, also in several tranches, (also indirectly through a credit institution pursuant to Sec 153 para 6 Stock Corporation Act), and to fix the issue price, any other terms of the issue and any further details, and the Management Board may in particular issue new shares carrying dividend rights from the beginning of the business year in which the implementation of the increase of the share capital is registered in the commercial register, provided and on condition that the net issue proceeds for the Company do not exceed EUR 1,000,000,000. The net issue proceeds shall be the total proceeds from the issue less any external costs resulting from the issue which are to be borne by the Company. The Supervisory Board is authorized to adopt any amendments to the Articles of Association resulting from the issue of shares from the Authorized Capital 2014.”



Agenda Item 3:

Resolution on the changes in the
Articles of Association in
§§ 5, 8, 9, 11, 12, 17 and 18



Changes in the Articles of Association I

§ 5: In sub para (3) the second and the third sentences shall be deleted and a new second sentence „If a Chairman has been appointed, he shall not have a casting vote.“ shall be included. Thus, § 5 sub para (3) reads as follows:

(3) The Management Board shall adopt its resolutions by a simple majority of the votes cast. If a Chairman has been appointed, he shall not have a casting vote.

§ 8: In sub para (4) the words „re-election should only take place“ in the first sentence shall be replaced by the words „a replacement shall in any event be elected.“. Thus, § 8 sub para (4) reads as follows:

(4) If elected members of the Supervisory Board resign from the Supervisory Board before the end of their terms of office, a replacement shall in any event be elected without delay if the number of elected Supervisory Board members falls below three. The terms of office of members so elected shall last until the end of the terms of office of the resigning Supervisory Board members, unless the General Meeting decides otherwise. Resigning Supervisory Board members may be re-elected.



Changes in the Articles of Association II

§ 9: In sub para (1) the words „or two Deputies“ in the first sentence shall be replaced by the word „Deputy“. Thus, § 9 sub para (1) reads as follows:

(1) The Supervisory Board shall, immediately after its election, elect a Chairman and one Deputy. They shall be elected for their entire terms of office as members of the Supervisory Board, unless the Supervisory Board decides otherwise.

§ 9: In sub para (3) the words „ the deputies“ shall be replaced by the words „his Deputy“. Thus, § 9 sub para (3) reads as follows:

(3) The Chairman and his Deputy may resign from office at any time by giving four weeks' written notice to the Supervisory Board, even if they do not simultaneously resign from the Supervisory Board.

§ 9: In sub para (4) the words „one of the deputies“ in the first sentence shall be replaced by the words „his Deputy“. Thus, § 9 sub para (4) reads as follows:

(4) If the Chairman or his Deputy resigns from office during their terms of office, the Supervisory Board shall immediately replace the person resigned. The Chairman and his Deputy may be re-elected.

*Change of
Articles of
Association*

3

Changes in the Articles of Association III

§ 9: In sub para (5) the words „The deputies“ shall be replaced by the words „The Deputy“. Thus, § 9 sub para (5) reads as follows:

(5) The Deputy of the Chairman shall have the same rights and obligations as the Chairman when acting as Chairman.



Changes in the Articles of Association IV

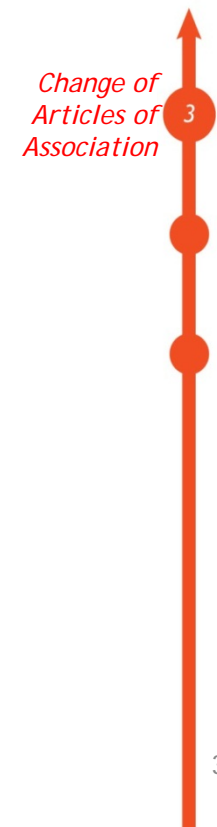
§ 11: In sub para (1) the words „one of his deputies, is present“ in the first sentence shall be replaced by the words „his Deputy, are present; however, in certain cases, the Rules of Procedure of the Supervisory Board may require the presence of the Chairman for the meeting to form a quorum.“ Thus, § 11 sub para (1) reads as follows:

(1) The Supervisory Board shall form a quorum if all Supervisory Board members have been properly invited and at least half of the members, including the Chairman or his Deputy, are present; however, in certain cases, the Rules of Procedure of the Supervisory Board may require the presence of the Chairman for the meeting to form a quorum. A member who participates via video conference enabling direct reciprocity, confidentiality and authenticity of communication ("*qualified video conference*") shall also be deemed present. The Chairman shall determine the type of meeting and may especially call a qualified video conference if this seems appropriate in the interest of the Company taking into consideration the urgency of holding a meeting or the absence of Supervisory Board members. "



Changes in the Articles of Association V

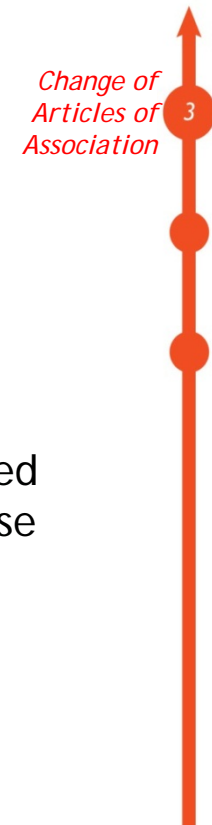
§ 11: In sub para (4) the third sentence is replaced by the sentence „The Chairman shall not have a casting vote.“. Thus, § 11 sub para (4) reads follows:
(4) Resolutions are adopted by a simple majority of the votes cast. Any abstention shall not count as a vote cast. The Chairman shall not have a casting vote.



Changes in the Articles of Association VI

§ 11: In sub para (6) the words „one of his deputies" in the second sentence shall be replaced by the words „his Deputy". Further, the following wording shall be included after the second sentence: “; however, in certain cases, the Rules of Procedure of the Supervisory Board may require the presence of the Chairman for a meeting to form a quorum." Thus, § 11 sub para (6) reads as follows:

(6) Circular resolutions: In urgent cases, the Chairman may allow votes in writing or by phone, by fax or e-mail, via the Internet or by video telephony (*“simple video conference”*) without the Supervisory Board members gathering for a meeting, provided that no Supervisory Board member objects in writing to this procedure within one week of sending of the documents. A resolution is adopted if all Supervisory Board members have been invited to vote and at least half of the members, including the Chairman or his Deputy, have participated in the circular resolution; however, in certain cases, the Rules of Procedure of the Supervisory Board may require the presence of the Chairman for a meeting to form a quorum. Any abstention from voting in circular resolutions shall be counted for the purpose of establishing a quorum, but shall not be counted for the purpose of establishing the results. A member of the Supervisory Board may not be represented by another Supervisory Board member in circular resolutions.



Changes in the Articles of Association VII

§ 12: Sub para (2) shall be deleted. The numbering of the following paragraphs changes so that the existing paragraphs (3), (4), (5), (6) and (7) become paragraphs (2), (3), (4), (5) and (6).



Changes in the Articles of Association VIII

§ 17: In § 17 a new sub para (3) shall be inserted, reading: „ As long as the Republic of Austria, directly or indirectly, holds at least 25% + 1 share in the registered share capital of the Company, resolutions pursuant to Sec 149 Stock Corporation Act and Section 174 Stock Corporation Act, where instruments including a conversion right or a conversion obligation into shares of the Company are concerned, as well as changes to this provision of the Articles of Association shall require a majority of at least three quarters of the share capital represented upon the resolution. These majority requirements cease to exist without requiring a change of the Articles of Association once the shareholding of the Republic of Austria for the first time falls below 25% + 1 share in the registered share capital. The effective date shall be the notification of the Company according to Sec 92 Stock Exchange Act or the provision replacing the same. Provided that the agenda of a General Meeting includes issues referred to in the first sentence of this paragraph, the Chairman, in the context of chairing the meeting pursuant to Sec 116 para 1 Stock Corporation Act in connection with Sec 121 para 1 Stock Corporation, shall determine at the beginning of the General Meeting whether the majority requirements referred to in the first sentence of this paragraph are applicable.” The numbering of the following paragraphs thus changes, so that the existing paragraphs (3) and (4) become paragraphs (4) and (5).

*Change of
Articles of
Association*



Changes in the Articles of Association IX

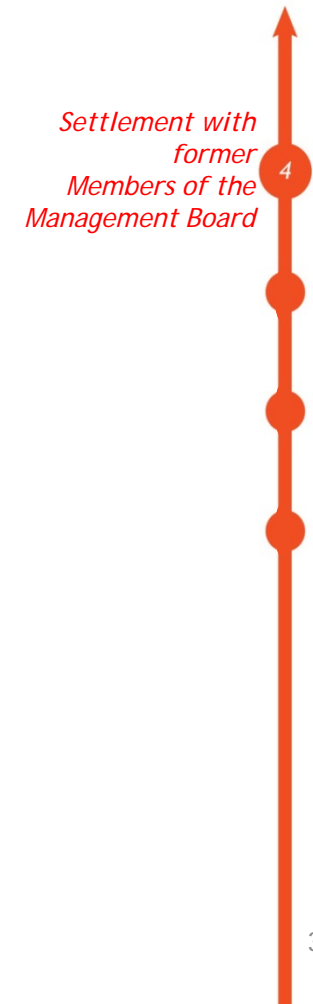
§ 18: In sub para (1) the word order „one of his deputies" shall be deleted and shall be replaced by the words „his Deputy" . Thus, § 18 sub para (1) reads as follows:

(1) The General Meeting is chaired by the Chairman of the Supervisory Board; if neither he nor his Deputy is present in person or willing to chair the meeting, the notary present to record the proceedings shall chair the meeting to elect a Chairman.



Agenda Item 4:

Approval of conditional settlements with former Members of the Management Board



Approval of a settlement with Mr. Rudolf Fischer I

The Supervisory Board proposes that the General Meeting approve the conclusion of a settlement with the former Member of the Management Board, Mr. Rudolf Fischer.

The key points of the settlement are:

In addition to the EUR 500,000 already paid Mr. Fischer shall be obliged to the following two payments:

- | | |
|---|---------------|
| a) immediately | EUR 1,250,000 |
| b) within 4 weeks from conclusion of settlement | EUR 750,000 |

Settlement with former Members of the Management Board



Approval of a settlement with Mr. Rudolf Fischer II

- > Upon fulfillment of the settlement, all compensation claims or claims based on unjust enrichment, which are known or transparent to Telekom Austria AG until 22/05/2014, either by access to the files of the criminal proceedings or otherwise, are waived and settled. The result of the criminal proceedings shall not affect the validity of this settlement. This shall also apply in case Mr. Fischer is acquitted in respect to all proceedings.
- > Claims arising from any unlawful benefits and "kick-back" payments of third persons to Mr. Fischer are not waived and settled; except for one unresolved issue with an amount of up to EUR 200,000, that is still under investigation by the authorities.
- > The risk of recourse of jointly liable persons shall be borne by Mr. Fischer.

*Settlement with
former
Members of the
Management Board*



Approval of framework conditions of a settlement with Dr. Stefano Colombo - I

Discussions with Dr. Colombo have progressed to a decisive stage but have not been finished yet. As the next general meeting is only expected to be held in May 2015, the Supervisory Board proposes that the General Meeting may approve the conclusion of a settlement with the former Member of the Management Board, Dr. Stefano Colombo, with the following key points:

In addition to the EUR 196,000 already paid Dr. Stefano Colombo shall be obliged to pay an additional amount of EUR 3,130,000 to Telekom Austria AG.

*Settlement with
former
Members of the
Management Board*



Approval of framework conditions of a settlement with Dr. Stefano Colombo - II

- > Upon fulfillment of the settlement, all compensation claims or claims based on unjust enrichment, which are known or transparent to Telekom Austria AG or its subsidiaries until 14/08/2014, either by access to the files of the criminal proceedings or by the parliamentary investigation committee, are waived and settled. All claims of Telekom Austria AG or its subsidiaries (as far as they are known by Telekom Austria AG or its subsidiaries) against Dr. Stefano Colombo resulting from Dr. Stefano Colombo's former activities for Telekom Austria AG, are finally waived and settled.
- > The risk of recourse of jointly liable persons shall be borne by Dr. Stefano Colombo.
- > For the avoidance of doubt, the above shall constitute an authorization to conclude a settlement with Dr. Stefano Colombo within the above limits, however the Company may also abstain from such settlement.

*Settlement with
former
Members of the
Management Board*



*Extraordinary General
Meeting 2014*