

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 Extraordinary General Meeting of Telekom Austria AG with its registered office in Vienna, company no. 144477t, commercial register of Vienna, on Thursday, 14 August 2014, at 10:00 a.m., at the Vienna Stadthalle, Halle F, A-1150 Vienna, Roland Rainer Platz 1, 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 Extraordinary General Meeting as listed below and thus pass resolutions on these items:

Agenda Item 1: 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.

Agenda Item 3: Resolution on the amendment of the Articles of Association in §§ 5, 8, 9, 11, 12, 17 and 18.

Agenda Item 4: Approval of conditional settlements with former Members of the Management Board.

I specifically authorise the above-mentioned proxy holder to cast my vote as indicated below in reference to items 1 to 4 on the agenda according to the proposed resolutions of the Shareholder Oesterreichische Industrieholding Aktiengesellschaft 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).

	In favour: "YES vote"	Against: "NO vote"	Abstention
<b>Agenda Item 1</b> Rudolf Kemler	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Carlos José García Moreno Elizondo	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Alejandro Cantú Jiménez	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Stefan Pinter	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Carlos M. Jarque	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Reinhard Kraxner	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Oscar Von Hauske Solís	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Ronny Pecik	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Elisabetta Castiglioni	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 1</b> Günter Leonhartsberger	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 2</b> Authorized Capital 2014	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 3</b> Change of Articles	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 4</b> Settlement Rudolf Fischer	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <input type="radio"/>
<b>Agenda Item 4</b> Settlement Stefano Colombo	YES <input type="radio"/>	NO <input type="radio"/>	Abstention <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 11 August 2014 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: [ao.hauptversammlung.2014@telekomaustria.com](mailto:ao.hauptversammlung.2014@telekomaustria.com) (proxy attached as PDF-file to e-mail)
- By SWIFT: SWIFT GIBAATWGGMS, Message Type MT598; please indicate in the wording either ISIN AT 0000720008 or ISIN AT 0000A17B43 for shares which are submitted during the additional acceptance period according to Para 19 Sec 3 Takeover Act for the acceptance of the mandatory takeover offer announced by Carso Telecom B.V.

The proxy must be received by Telekom Austria AG by **4:00 p.m.** on the day before the General Meeting (thus on **13 August 2014**). Thereafter the proxy shall be brought personally to registration at the venue of the General Meeting.

**Attention: To participate at 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 11 August 2014, at the latest.**