

Invitation to the Annual General Meeting

Telekom Austria Aktiengesellschaft

We are pleased to invite our shareholders to the Annual General Meeting, which will take place on Wednesday, **May 30, 2007** at 10:00 a.m. at the Austria Center Vienna, Saal F, Bruno-Kreisky-Platz 1, A-1220 Vienna.

Agenda

Agenda Item 1: Presentation of the Financial Statements and the Management Report as well as the Consolidated Financial Statements including the Consolidated Management Report for the Fiscal Year 2006 and the Supervisory Board Report on the Fiscal Year 2006.

Agenda Item 2: Resolution on the Distribution of the Net Profit.

Agenda Item 3: Resolution on the Discharge of the Members of the Management Board and of the Members of the Supervisory Board for the Fiscal Year 2006.

Agenda Item 4: Resolution on the Compensation for the Members of the Supervisory Board for the Fiscal Year 2006.

Agenda Item 5: Election of the Auditors of the Financial Statements and of the Consolidated Financial Statements for the Fiscal Year 2007.

Agenda Item 6: Management Report on Treasury Shares Acquired, Number of Shares Held and Use of Treasury Shares.

Agenda Item 7: Resolution on the authorization of the Management Board in accordance with Para 65 Sec 1 No 8 Stock Corporation Act to acquire treasury bearer or registered shares up to the maximum extent legally permitted, during a period of 18 months from the day of this resolution at a minimum price of Euro 9 and a maximum price of Euro 30 per share.

The Management Board shall further be authorized to

- a) use treasury shares to serve stock options granted to employees, managers and members of the Management Board of the Telekom Austria Group* and/or issue said treasury shares to employees of the Telekom Austria Group*, be it with or without consideration;
- b) use treasury shares to serve convertible bonds;

* The Telekom Austria Group is comprised of the Telekom Austria AG and its affiliated companies.

- c) use treasury shares – also abroad – as consideration for the acquisition of enterprises, businesses or parts thereof, or shares of one or more companies;
- d) decrease the share capital of the Company according to Para 65 Sec 1 No 8 last sentence in connection with Para 192 of the Stock Corporation Act by up to Euro 100,326,000 by withdrawing up to 46 million treasury registered or bearer shares with no par value without further resolution by the Annual General Meeting. The Supervisory Board is authorized to resolve upon the amendments of the Articles of Association required upon the withdrawal of shares;
- e) sell treasury shares in accordance with Para 65 Sec 1b of the Stock Corporation Act (i) any time via the stock exchange or by public offer; (ii) for a period of 5 years from the day of this resolution in any way permitted by law, also other than via the stock exchange, whereby the Management Board is entitled to exclude the general purchase opportunity.

This Authorization replaces the Authorization resolved by the last Annual General Meeting on May 23, 2006 as Item 8 of the Agenda with regard to share buyback and use of treasury shares.

Agenda Item 8: Resolution on the de-merger in accordance with Para 17 of the De-Merger Act ("*Abspaltung zur Aufnahme*"), by means of which the whole fixed line business of Telekom Austria Aktiengesellschaft is transferred to Telekom Austria FixNet Aktiengesellschaft as of December 31, 2006 as the effective date, to take advantage of the preferential tax treatment under Article VI of the Conversion Tax Act, and on the approval of the De-merger and Acquisition Agreement concluded between Telekom Austria Aktiengesellschaft and Telekom Austria FixNet Aktiengesellschaft.

Agenda Item 9: Resolution on the revised form of the Articles of Association (Articles) in order to update, adjust and amend the Articles, in particular regarding the following material issues:

- a) Amendment of the object of the company in Para 2 of the Articles, which shall read as follows:

Para 2 Object of the Company

(1) The object of the Company is

- the investment in other enterprises and corporations as well as the management and administration of such investments (holding company), including the acquisition and the disposal of investments in Austria and abroad.
- all activities in connection with the performance of services and establishment of necessary preconditions for the operation and provision of (tele)communication networks and services (in particular mobile communication and fixed line) and associated services and infrastructure, in Austria and abroad, in particular also the acquisition of therefore necessary licenses and the distribution of end devices; as well as services economically connected with such activities; such activities may either be undertaken directly by the Company or through shareholdings.

- (2) The Company is authorised to undertake all transactions and activities which are necessary or useful in order to achieve the purpose of the Company, in particular also in all areas of business activities which are similar or related to the object of the Company. The Company may process personal information with the support of automated systems.
- b) Amendment of Para 3 of the Articles (Publications) to the effect, that future publications of the Company can also be effected on the website of the Company.
 - c) Adjustment of the Articles in Para 4 by cancellation of sections 2 and 3, regarding the transfer of property upon foundation of the Company, and cancellation of section 4 and respective amendment in section 5, that shares created in the course of capital increases can either be bearer shares or registered shares, as well as cancellation of the restriction on disposal of registered shares in section 6 1st sentence.
 - d) Addendum in Para 5 section 3 of the Articles that the Supervisory Board can grant a veto right to the Chairman of the Management Board.
 - e) Addendum in Para 8 section 4 of the Articles, that the General Meeting can determine the period in office for the elected substitute of a departing Supervisory Board member irrespective of the period in office of the departing Supervisory Board member.
 - f) Amendment of Para 10 section 3 of the Articles to the extent, that convocation to meetings of the Supervisory Board can be effected inter alia also via fax and e-mail (instead of previously via telex or telegraph).
 - g) Clarification in Para 11 section 2 of the Articles that a Supervisory Board member represented in a Supervisory Board meeting shall not be counted when determining the quorum.
 - h) Amendment of Para 11 section 6 of the Articles to the extent, that voting of the Supervisory Board by means of postal vote procedure can also take place by phone, via fax or e-mail, via Internet or video conference; abstention from voting in the postal vote procedure is counted when determining the decision quorum, but not counted when the results of voting are determined.
 - i) Addendum in Para 12 section 3 of the Articles, that the Supervisory Board must audit the Consolidated Financial Statement and the Consolidated Management Report and must report on them to the General Meeting and must declare its position on the Consolidated Financial Statement to the Management Board.
 - j) Substitution of the Accounts Committee in Para 14 section 1 of the Articles by the Audit Committee and addendum of its duties.
 - k) Addendum of an authorisation to record and to broadcast the General Meeting in Para 18 section 2 of the Articles.
 - l) Para 21 (Formation expenses) and Para 22 (Takeover Bid) are deleted.
 - m) Other amendments of the Articles, including technical and linguistic amendments, in particular in Para 4 (change in numbering), Para 5 section 3, Para 8 section 3 (definition of receipt), Para 9 (adjustment of sections), Para 18 section 1 and Para 20 section 1 and 4.

According to Para 16 of the Articles of Association, shareholders are entitled to participate in this Annual General Meeting after having deposited their shares by May 23, 2006 at the latest at Telekom Austria Aktiengesellschaft, at the office of an Austrian public notary, or at the head office of a domestic financial institution until the end of the Annual General Meeting. The shares are also properly deposited if, by agreement of one of the depositories, the shares are frozen at another bank until the end of the Annual General Meeting. The depositories are obliged to submit certification about the deposits made to Telekom Austria Aktiengesellschaft by May 24, 2007 at the latest (fax in advance to number: +43 (0) 59 059 9 300507).

The Annual Report of Telekom Austria Aktiengesellschaft for 2006 including the Consolidated Financial Statements and the Consolidated Management Report, the Financial Statements 2006 comprising the Management Report, as well as the Reports on Items 6 and 7 of this Agenda as well as the complete version of the revised Articles of Association and a version of the old Articles for purposes of comparison are now available to the public at Telekom Austria Aktiengesellschaft, 1020 Vienna, Lassallestraße 9, at Bank Austria Creditanstalt AG, 1010 Vienna, Am Hof 2 and 1030 Vienna, Vordere Zollamtsstraße 13, and at Raiffeisen Centrobank AG, 1015 Vienna, Tegetthoffstraße 1 and on the Internet under www.telekom.at/annual_reports and www.telekom.at/agm

Paying Agent: Bank Austria Creditanstalt AG. Number of shares: 460 million; every share grants the right to one vote. Holders of treasury shares are not entitled to vote.

Vienna, April, 2007

The Management Board

International Securities Identification Number (ISIN)
AT 0000720008