

Resolutions including Voting Results of the AGM 2012

Telekom Austria Aktiengesellschaft
Company no. 144477t, Commercial Court Vienna
ISIN AT 0000720008

Resolutions and voting results of the Annual General Meeting, which took place on May 23, 2012, at 10:00 a.m. at the Vienna Stadthalle, Halle F, A-1150 Vienna, Vogelweidplatz 14.

The share capital of the company amounts to EUR 966,183,000 is divided into 443 million bearer shares without par value.

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 utilization of the net profit and the Supervisory Board report on the fiscal year 2011.

No resolution required.

Agenda Item 2: Report on forensic investigation and measures taken.

No resolution required.

Agenda Item 3: Resolution on the utilization of the net profit shown in the financial statements for the fiscal year 2011.

The following resolution was passed:

“Distribution of a dividend of EUR 0.38 per eligible no par value share. The rest and the amount that is allotted to non-eligible treasury shares will be carried forward onto new account.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 308,919,345

Proportion of the share capital represented by these votes: 69.73%

Pro: 308,845,999

Contra: 73,346

Abstentions: 15,254

Agenda Item 4: Resolution on the discharge of the members of the Management Board for the fiscal year 2011.

The following resolution was passed:

“The members of the Management Board are granted discharge for the fiscal year 2011.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 298,786,718

Proportion of the share capital represented by these votes: 67.45%

Pro: 298,754,464

Contra: 32,254

Abstentions: 10,166,351

Agenda Item 5: Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2011.

The following resolution was passed:

“The members of the Supervisory Board are granted discharge for the fiscal year 2011.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 298,730,695

Proportion of the share capital represented by these votes: 67.43%

Pro: 298,622,603

Contra: 108,092

Abstentions: 10,222,154

Agenda Item 6: Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2011.

The following resolution was passed:

“The remuneration for elected members of the Supervisory Board for the fiscal year 2011 is determined as follows:

- for the chairman EUR 30,000
- for the deputy chairman 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.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 308,943,496
Proportion of the share capital represented by these votes: 69.74%
Pro: 308,942,005
Contra: 1,491
Abstentions: 1,553

Agenda Item 7: Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2012.

The following resolution was passed:

“KPMG Austria AG Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, is elected as company auditor and group auditor for the fiscal year 2012.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 308,694,360
Proportion of the share capital represented by these votes: 69.68%
Pro: 307,736,778
Contra: 957,582
Abstentions: 250,689

Agenda Item 8: Management report on share buy-back effected, number of treasury shares held and use of treasury shares.

No resolution required.

Agenda Item 9: Resolution on the prolongation of Authorization of the Management Board to share buy-back and the Authorization of Use in this regard, as well as with entitlement to exclude the general purchase opportunity.

The following resolution was passed:

“The authorization resolved by the Annual General Meeting on May 19, 2011 as item 9 of the agenda with regard to share buyback and use treasury shares is hereby revoked.

The Management Board is authorized according to Para 65 Sec 1 No. 8 of the Stock Corporation Act to buy back treasury registered or bearer shares in an amount of up to 5 % of the share capital during a period of 18 months following the day of this resolution for a minimum price of EUR 5 and a maximum price of EUR 15 per share.

Furthermore the Management Board is authorized to

- a) issue treasury shares to, be it with or without consideration to employees, managers and members of the Management Board/management of the company and its affiliated companies, and/or to use treasury shares to serve Performance Share Programs granted to such persons;
- b) use treasury shares - also abroad - as consideration for the acquisition of enterprises, businesses or parts thereof, or shares of one or more companies;
- c) 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."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 308,952,556

Proportion of the share capital represented by these votes: 69.74%

Pro: 308,069,948

Contra: 882,608

Abstentions: 494

Agenda Item 10: Election to the Supervisory Board.

The following resolutions were passed:

"The number of members of the Supervisory Board is raised within the scope of limits defined by the Articles of Association by one more member to be elected by the Annual General Meeting, for a total of nine members elected by the Annual General Meeting."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 308,897,540

Proportion of the share capital represented by these votes: 69.73%

Pro: 225,973,037

Contra: 82,924,503

Abstentions: 55,281

“Mr. Ronny Pecik, born March 4, 1962, is elected as a member of the Supervisory Board. He is elected until the end of the Annual General Meeting resolving upon the discharge of the Supervisory Board for the fiscal year 2012.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 308,898,205

Proportion of the share capital represented by these votes: 69.73%

Pro: 226,093,152

Contra: 82,805,053

Abstentions: 54,616

For further information on the Annual General Meeting please visit our website under www.telekomaustria.com/agm

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