

Resolutions including Voting Results of the AGM 2013

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 29 May 2013, 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 and 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 utilisation of the net profit and the Supervisory Board report on the fiscal year 2012.

No resolution required.

Agenda Item 2: Resolution on the utilisation of the net profit shown in the financial statements for the fiscal year 2012.

The following resolution was passed:

“Distribution of a dividend of EUR 0.05 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: 320,937,873

Proportion of the share capital represented by these votes: 72.45%

Pro: 320,907,042

Contra: 30,831

Abstentions: 3,996

Agenda Item 3: Resolution on the discharge of the members of the Management Board for the fiscal year 2012.

The following resolution was passed:

“The members of the Management Board are granted discharge for the fiscal year 2012.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 319,450,439
Proportion of the share capital represented by these votes: 72.11%
Pro: 277,870,307
Contra: 41,580,132
Abstentions: 1,491,500

Agenda Item 4: Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2012.

The following resolutions were passed:

“Mr Ronny Pecik as a member of the Supervisory Board is granted discharge for the fiscal year 2012.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 320,929,262
Proportion of the share capital represented by these votes: 72.44%
Pro: 316,294,910
Contra: 4,634,352
Abstentions: 7,567

“The remaining members of the Supervisory Board are granted discharge for the fiscal year 2012.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 320,925,005
Proportion of the share capital represented by these votes: 72.44%
Pro: 316,333,386
Contra: 4,591,619
Abstentions: 11,824

Agenda Item 5: Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2012.

The following resolution was passed:

“The remuneration for elected members of the Supervisory Board for the fiscal year 2012 is determined 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.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 315,651,436

Proportion of the share capital represented by these votes: 71.25%

Pro: 315,642,646

Contra: 8,790

Abstentions: 4,166

Agenda Item 6: Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2013.

The following resolution was passed:

“Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, is elected as company auditor and group auditor for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 320,897,830

Proportion of the share capital represented by these votes: 72.44%

Pro: 320,841,348

Contra: 56,482

Abstentions: 28,996

Agenda Item 7: Election to the Supervisory Board.

The following resolutions were passed:

“Mr Mag. Dr. Alfred Brogyányi, born 13.07.1948, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,017,381

Proportion of the share capital represented by these votes: 48.76%

Pro: 210,502,062

Contra: 5,515,319

Abstentions: 104,879,870

“**Ms Dr. Elisabetta Castiglioni**, born 01.10.1964, is elected as a member of the Supervisory Board. She is elected until the end of the Annual General Meeting resolving upon the discharge of the Supervisory Board for the fiscal year 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,016,235

Proportion of the share capital represented by these votes: 48.76%

Pro: 210,498,336

Contra: 5,517,899

Abstentions: 104,881,280

“**Ms Dr. Henrietta Egerth-Stadlhuber**, born 16.02.1971, is elected as a member of the Supervisory Board. She is elected until the end of the Annual General Meeting resolving upon the discharge of the Supervisory Board for the fiscal year 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,017,645

Proportion of the share capital represented by these votes: 48.76%

Pro: 210,297,276

Contra: 5,720,369

Abstentions: 104,879,870

“**Mr Univ.-Prof. Dr. Michael Enzinger**, born 20.10.1959, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,017,245

Proportion of the share capital represented by these votes: 48.76%

Pro: 210,371,335

Contra: 5,645,910

Abstentions: 104,880,270

“**Mr Oscar Von Hauske Solís**, born 01.09.1957, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 320,891,176

Proportion of the share capital represented by these votes: 72.44%

Pro: 309,999,005

Contra: 10,892,171

Abstentions: 6,339

“Mr **MMag. Peter J. Oswald**, born 29.10.1962, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,017,245

Proportion of the share capital represented by these votes: 48.76%

Pro: 210,401,240

Contra: 5,616,005

Abstentions: 104,880,270

“Mr **Ronny Pecik**, born 04.03.1962, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,017,535

Proportion of the share capital represented by these votes: 48.76%

Pro: 208,805,873

Contra: 7,211,662

Abstentions: 104,879,980

“Mr **Mag. Dr. Wolfgang Ruttenstorfer**, born 15.10.1950, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,017,645

Proportion of the share capital represented by these votes: 48.76%

Pro: 207,226,432

Contra: 8,791,213

Abstentions: 104,879,870

“Mr **Dipl. Ing. Harald Stöber**, born 25.06.1952, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,017,645

Proportion of the share capital represented by these votes: 48.76%

Pro: 210,527,758

Contra: 5,489,887

Abstentions: 104,879,870

“Mr Ing. Rudolf Kemler, born 09.05.1956, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 216,017,645

Proportion of the share capital represented by these votes: 48.76%

Pro: 203,416,229

Contra: 12,601,416

Abstentions: 104,879,870

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 Authorisation of the Management Board to buy-back shares and the Authorisation of Use in this regard, as well as with entitlement to exclude the general purchase opportunity.

The following resolution was passed:

“The authorisation resolved by the Annual General Meeting on 23 May 2012 as item 9 of the agenda with regard to share buyback and use treasury shares is hereby revoked.

The Management Board is authorised 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 authorised 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: 317,069,451
Proportion of the share capital represented by these votes: 71.57%
Pro: 316,628,624
Contra: 440,827
Abstentions: 3,813,661

Agenda Item 10: Resolution on the amendment of the Articles of Association for adaptation according to the Company Law Amendment Act 2011 (Gesellschaftsrechts-Änderungsgesetz 2011).

The following resolution was passed:

“The Articles of Association shall be amended in Para 4 and 16 as follows, to adapt them to the Company Law Amendment Act 2011 (Gesellschaftsrechts-Änderungsgesetz 2011):

§ 4: In the second sentence in Sec (3) the word “scrips” and the comma shall be deleted. § 4 Sec (3) shall therefore read as follows:

(3) The form and content of the share certificates and the profit sharing and renewal certificates are determined by the Management Board. The same applies to debenture bonds, interest warrants and warrants. Any entitlement of a shareholder to the issue of certificates for his or her share shall be excluded.

§ 16: In Sec (2) the words “, for scrips and” shall be deleted and the words “and for” shall be inserted. § 16 Sec (1) shall therefore be read as follows:

(1) The entitlement to participate in the General Meeting and to exercise those shareholder rights, which are to be exercised in the General Meeting, depends for bearer shares on the share ownership and for registered shares on the entry in the register of shareholders, in each case at the end of the tenth day before the day of the General Meeting (record date).

§ 16: Sec (3) shall be deleted entirely. The existing Sec (4), (5), (6) and (7) shall be renumbered as Sec (3), (4), (5) and (6). In the renumbered Sec (3) the words “scrips or” shall be deleted. § 16 Sec (3) shall therefore be read as follows:

(3) If registered shares have been issued, the shareholders entered in the share register on the record date are entitled to participate in the General Meeting, provided that they register at the address referred to in the convocation by the third business days prior to the General Meeting, unless the convocation states a later date.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 320,879,070
Proportion of the share capital represented by these votes: 72.43%
Pro: 320,879,070
Contra: 0
Abstentions: 3,996

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

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