2014 Annual General Meeting

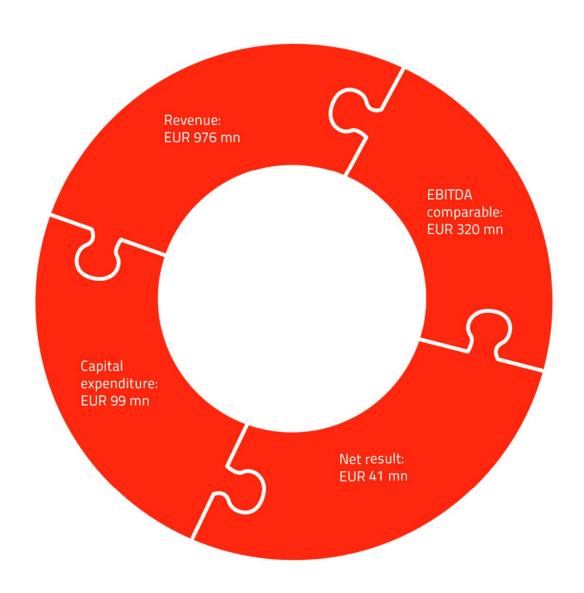
Agenda

01	Report on the 2013 Financial Year				
02	Appropriation of Net Retained Profits				
03	Approval of the Actions of the Management Board				
04	Approval of the Actions of the Supervisory Board				
05	Determination of Supervisory Board Remuneration				
06	Election of the Auditor of the Single-Entity and Consolidated Financial Statements for the 2014 Financial Year				
07	Report of the Management Board on the Buyback, Holdings and Utilisation of Treasury Shares				
08	Amendment to the Articles of Association				

Takeover offer by Carso Telecom Statement by the Management Board

- Under § 14 of the Austrian Takeover Act the Management Board and the Supervisory Board of Telekom Austria AG are required to create and publish a statement on the offer, including a statement of the Works Council if applicable
- ▶ In summary, the Management Board of Telekom Austria establishes that it acknowledges the offer and the business political goals and intentions of the Bidder, supports them, and is neutral about the offer for the reasons stated
- → However, the Management Board of Telekom Austria also points out that each shareholder must decide on his own whether the offer is beneficial for him or not based on his individual situation (investment perspective, legal and tax law framework etc.) and on his subjective evaluation of the future development of the company, the capital market and the share price
- The published documents, the expert assessment as well as the statements by the Management Board and the Supervisory Board, are available free of charge in front of the hall
- → As per the Austrian Takeover Act the Management Board is required to present arguments before and against accepting the offer

Q1 2014 Overview



Q1 2014 Turnaround strategy initiated

EBITDA margin





Contents





Spectrum auction in Austria EUR 1,030 mn



- Growing demand for connectivity and data communications
- Network provider with the highest capacity
- Leading provider of premium products and services



Acquisition of YESSS! Approx. EUR 400 mn



- Strengthening our position
- Expanding our product range
- Increasing our customer base



Regular capital expenditure EUR 650 mn



- Maintaining and expanding network quality
- Expanding the mobile and fixed-line infrastructure
- Ensuring quality leadership

Results for 2013 in line with expectations

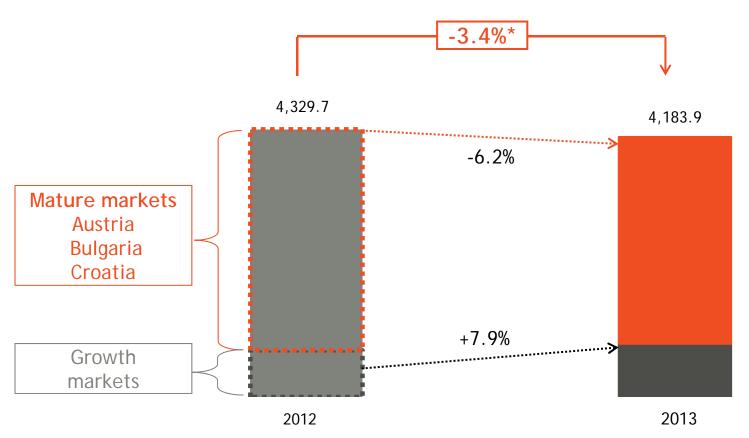
Outlook for 2013 Results for 2013 approx. EUR 4.1 bn Revenues approx. 4.2 bn Regular capital expenditure EUR 649.6 mn Spectrum and acquisitions Capital expenditures EUR 650 - 700 mn* EUR 1,129.5 mn Total capital expenditure EUR 1,779.1 mn

^{*} Excluding investments in licences, spectrum and acquisitions

Downturn in revenue due to regulatory effects of EUR 122 million and intense competition

Revenue development

in EUR mn

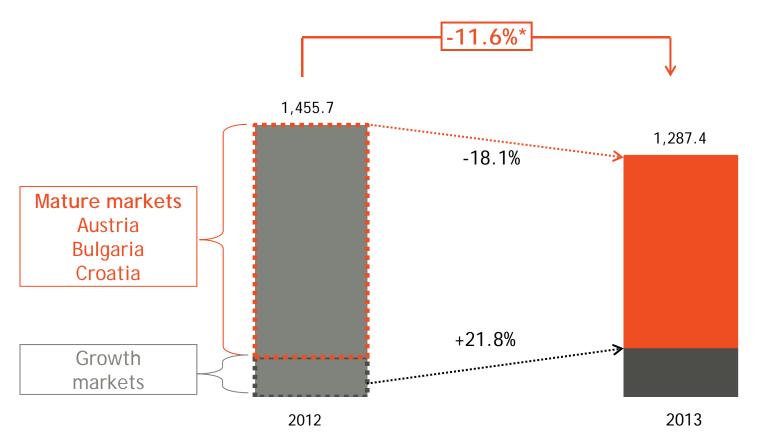


^{*} Including Corporate & Other, and Eliminations

Gross cost savings of EUR 118 million reduce revenue pressure on EBITDA

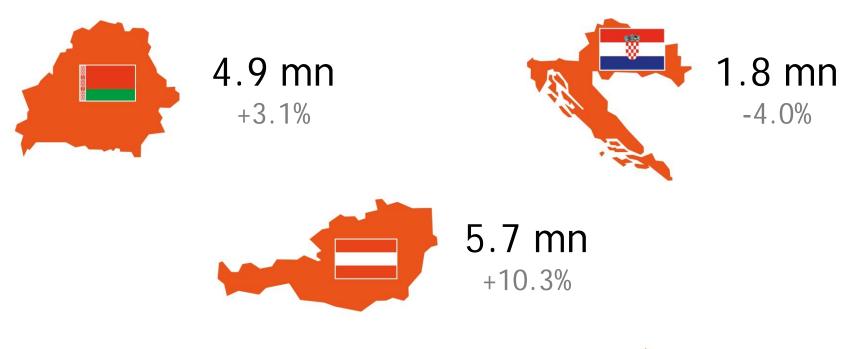
Development of EBITDA comparable

in EUR mn



^{*} Including Corporate & Other, and Eliminations

Mobile customer base grows by 3% to 20.1 mn







Growth in fixed lines in all markets to 2.64 mn



2.3 mn +0.1%



193,100 +18.4%



159,900 +1.4%

Implementation of Group strategy



Telekom Austria Group strategy













<u>01</u> Stopping revenue erosion in mature markets

Review of subsidy policy

Focus on high-value customer segment

Optimisation of no-frills segment



Protection of customer base

- ✓ Focus on high-value customer segment
- ✓ Customer acquisition and retention measures

01 Continuing growth in pure mobile markets

Focus on mobile communication sustainable strategy

Growth to achieve market positions

Exploiting synergies

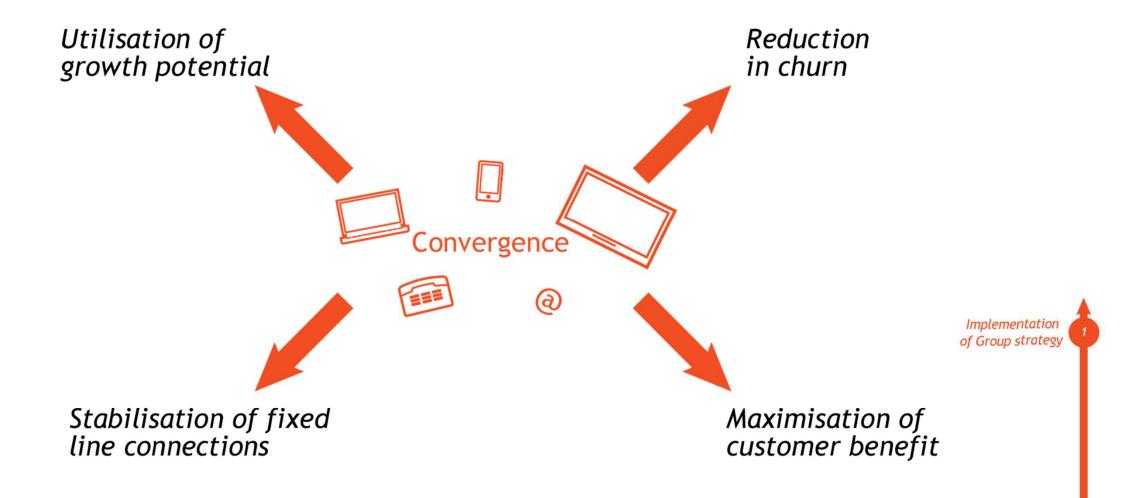
- Mobile data and smartphones
- Postpaid growth
- Optimisation of pricing policy

Transfer of expertise





O2 Convergence: Everything from a single source



O2 Convergence offers stability and flexibility

Convergence allows the end-to-end fulfilment of customer requirements



O2 State-of-the-art user experience and innovative edge



Convergent network access in Austria



Convergent bundling of hardware in Bulgaria





Multiple screen strategy in Croatia



Optimisation of cost efficiency: Gross cost savings of EUR 118 million in 2013

Ongoing projects in 2013 and 2014

Back2Growth	Market measures
Nemo	Efficiency improvements and heightened customer orientation
S4S	Savings in procurement
Nendo	IT transformation
Value-based management	Value-based management



<u>04</u> Strategic opportunities leveraged

Austria

Acquisition of YESSS!

Croatia

- Acquisition of Digi TV
- Acquisition of four cable network operators



Strategic conditions



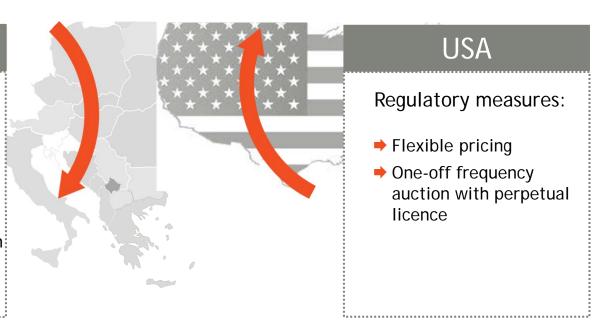
Regulatory environment Europe vs. USA

Pressure on revenue, profitability and hence investment in Europe

Europe

Regulatory measures:

- → Reduction in roaming and termination fees
- → Time-limited frequency licences
- Regulatory requirements in the fixed-line segment





6.2x	Avg. EV/EBITDA*	11.5x
-1.1%	Avg. revenue growth**	5.1%
0.3%	Avg. LTE usage***	11.0%

Barclays Global Telecoms Valuation, May 2014

^{**} EITO via European Commission, June 2013

^{***} Figures from 2012: OECD broadband statistics update, July 2013

Employees - the company's capital



- ✓ 16,045 employees, including 7,076 outside Austria
- ✓ EUR 8 million for professional training

2,826 participants on 174 courses



Survey of all employees



- 230 apprentices in technical and commercial professions
- Optimum employment solutions and professional reorientation
- → 22 placements in federal administration



81 employees abroad via "x.change"



Telekom Austria Group: A key company for Austria



9,655* employees in Austria



Investments in Austrian infrastructure totalling EUR 1.3 bn



Stock exchange

Top 10 in the ATX



Suppliers



Purchasing volume in





A1 products generate FIIR 505 mn sales tax



^{*} including employees on lease

Innovation strengthens market leadership





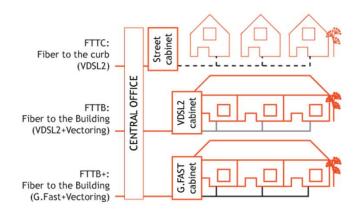




AUSTRIA M2M "Snow clearance solution"

"G.fast"







Alignment with core business and materiality analysis define sustainability strategy

Products

Providing Responsible Products



Develop Products in a Future-Oriented and Responsible Way

- Powerful Network Infrastructure
- Highest Data Protection and Safety Standards
- Products with Added Value

Environment Living Green



Manage Resources in an Efficient and Sustainable Way

- Energy-Efficient Infrastructures
- Increased Use of Renewable Energy
- Active Climate Protection Through CO₂ Reduction

Employees

Empowering People



Systematically Promote Employees' Skills and Utilising Them

- Sound Education and Trainings
- Promotion of Internal Carreer Paths
- Increase the Proportion of Female Employees – Including Management Posts

Society

Creating Equal Opportunities



Creating Equal Opportunities in the Digital Society

- Focused Trainings on Media Literacy
- Increase the Safe Use of Digital Media
- Social Cooperations
 Based on Local Needs



22 Firm and Measurable Targets







Austria's green network



A1's network is 100% carbon-neutral

- ✓ using energy-efficient technologies
- ✓ using 100% power from renewable energy sources
- ✓ and with 25% climate project support



Operational implementation Austria



Telecommunications market in 2013: A consistently challenging environment

Intense competition

One of the cheapest markets in Europe

Regulatory measures

Downturn in revenue of EUR 122 mn due to regulation



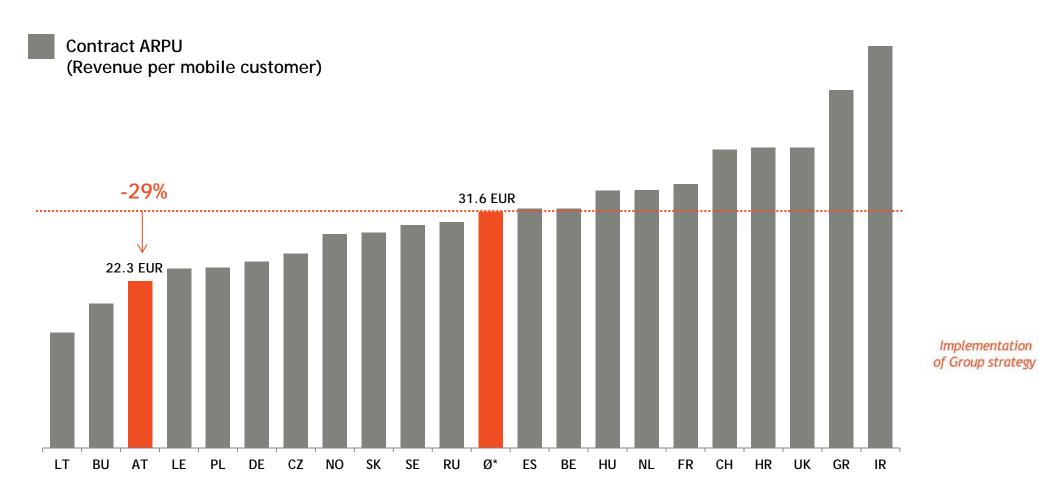
Spectrum auction

Lack of a transparent format leads to most expensive auction in Europe



Turnaround strategy

Austria - extremely low average revenue per mobile customer

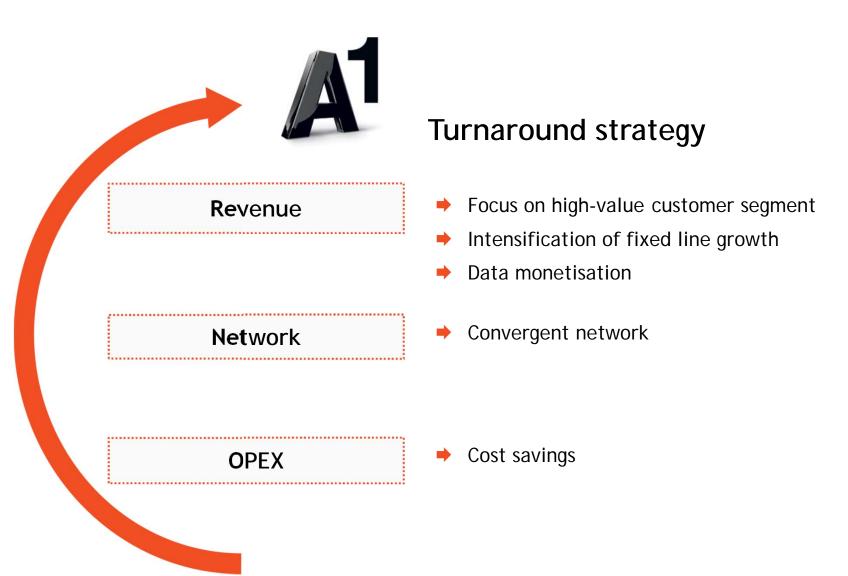


Source: GSMA Intelligence ARPU Contract by connection contract, Q3 2013;

ARPU by GDP real expenditure per capita (PPP) 2012 weighted AUT = 100 Source: http://appsso.eurostat.ec.europa.eu/nui/submitViewTableAction.do

^{*}Average for the selected countries

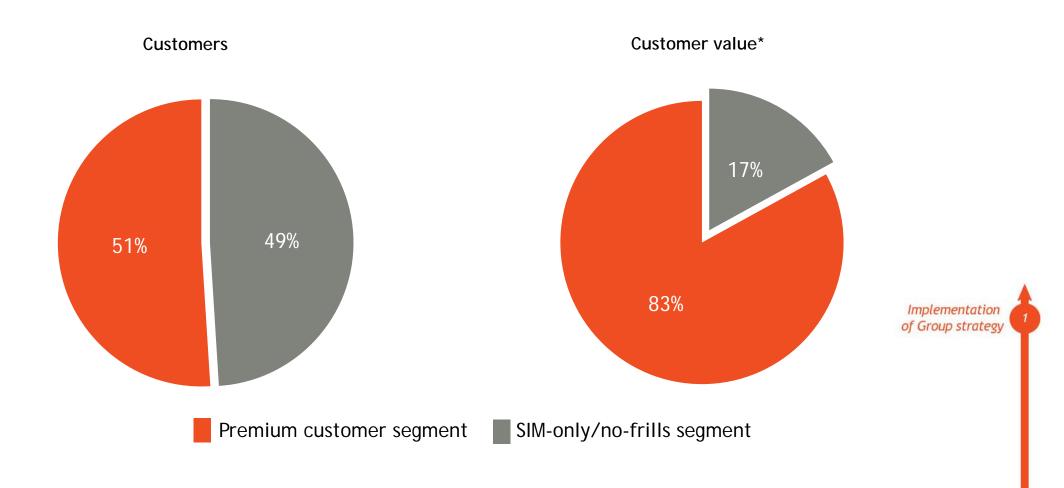
A1 turnaround based on Telekom Austria Group strategy





High-value customer base generates 83% of customer value*

A1: breakdown of mobile customer segments



2013: 'More for More' strategy fully implemented in Austria





2014: Continuation of successful strategy for existing customers and device subsidies

TV platform supports ARPL and growth in fixed lines



235,000 customers in year 2013: 7.7% growth





TV: More than 180 channels



Videothek: More than 200 films and series



EPG: TV guide with search function



Additional options: Watch even more



Pause: Live TV can be paused at any time



Record: 400 GB hard drive stores 175 hours



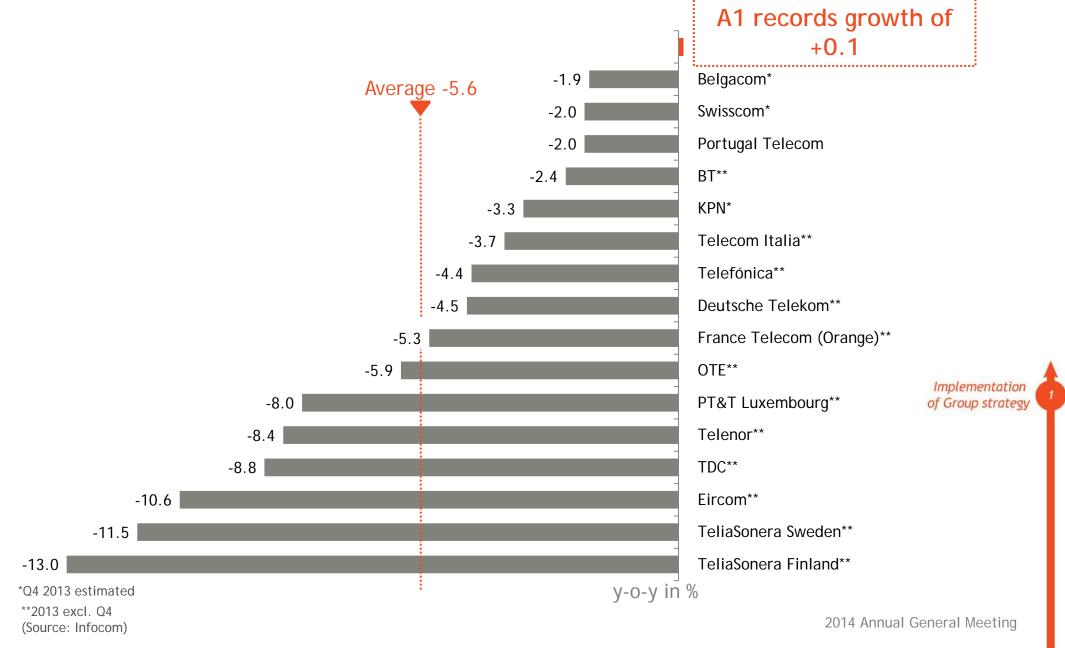


HDTV: More than 40 channels in HD



A1 TV Mobile: Watch TV on your mobile

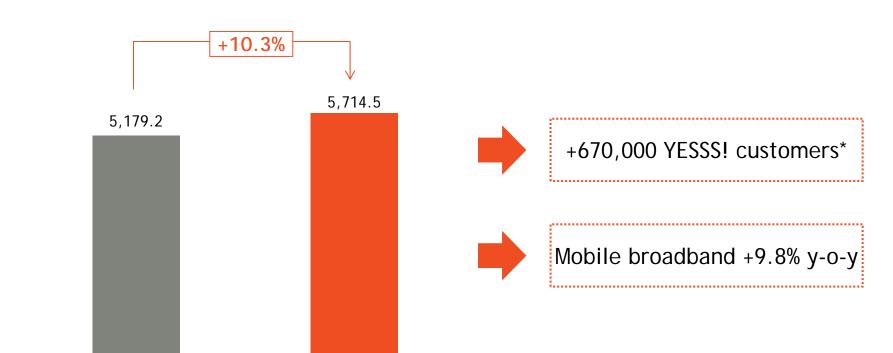
European leader for fixed-line growth



YESSS! acquisition and mobile broadband support growth in mobile communication







2013



2012

^{*} At the acquisition date

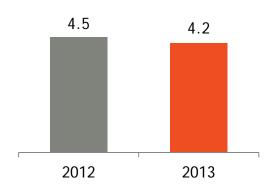
Operational implementation International markets



Bulgaria: Weak economy, regulatory effects and intense competition

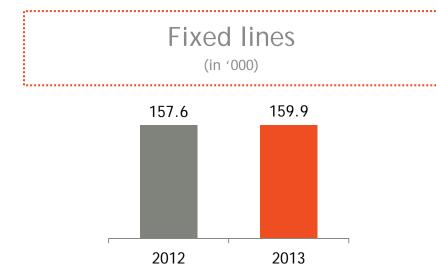


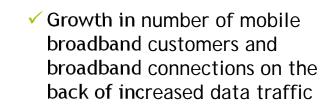






- Regulatory effects of EUR 41.7 mn
- Reduction in price level





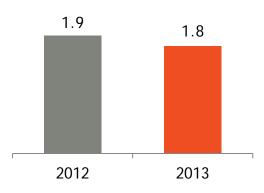
Convergent products support growth in fixed lines



Croatia: Convergence partially offsets downturn in mobile communication

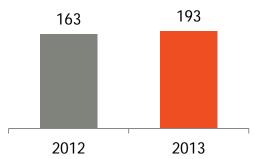


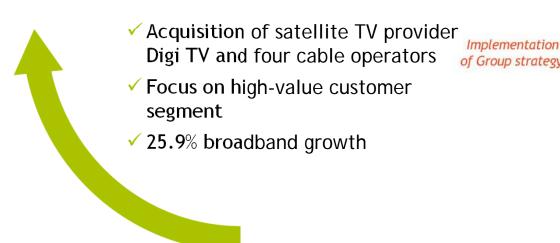




- Economic environment
- Regulatory requirements following EU accession
- Intense competition

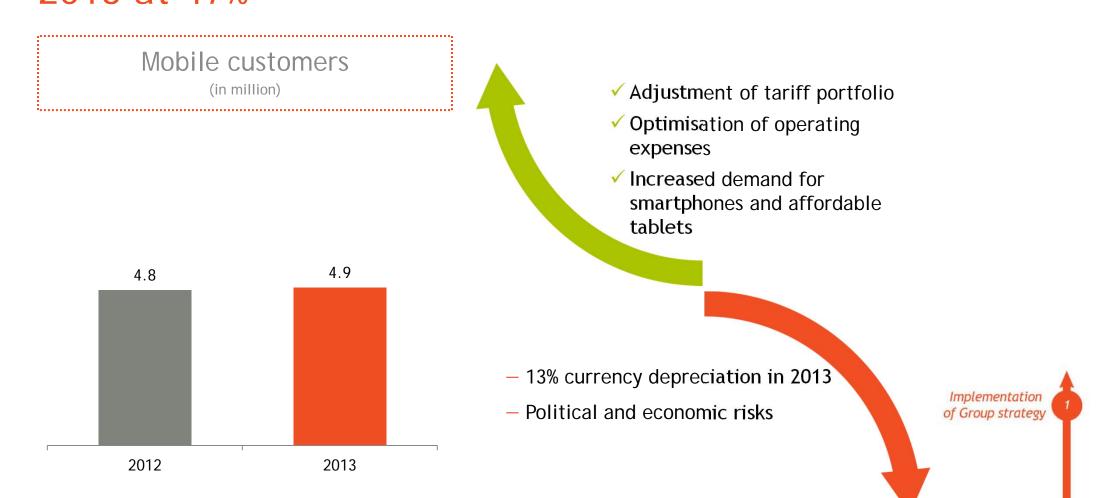




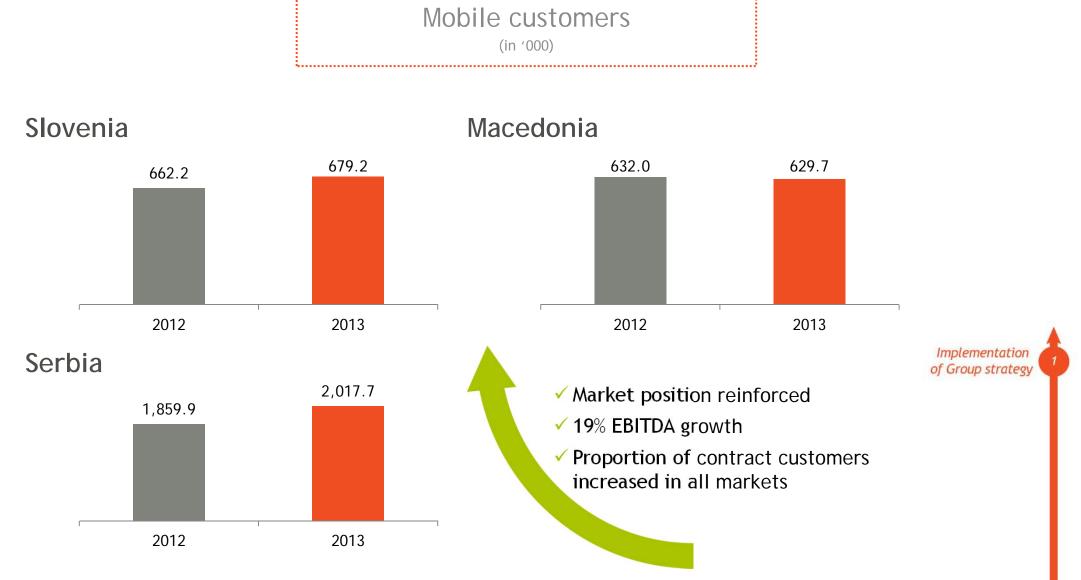


Belarus generates highest margin in the Group in 2013 at 47%





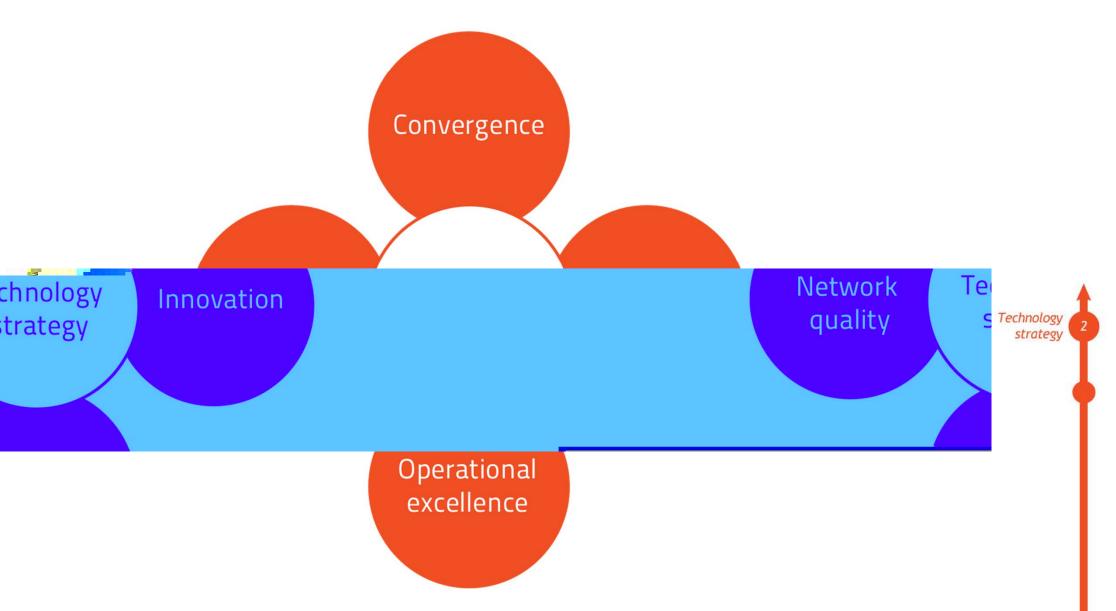
Solid growth in Additional Markets



Technology strategy

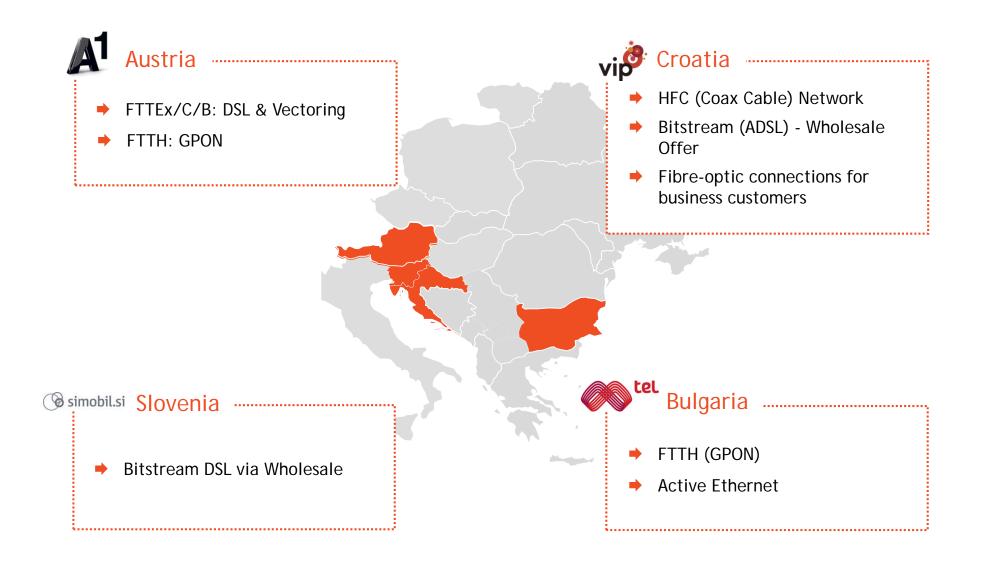


Technology strategy





Telekom Austria Group: Fixed-line Footprint



Technology strategy

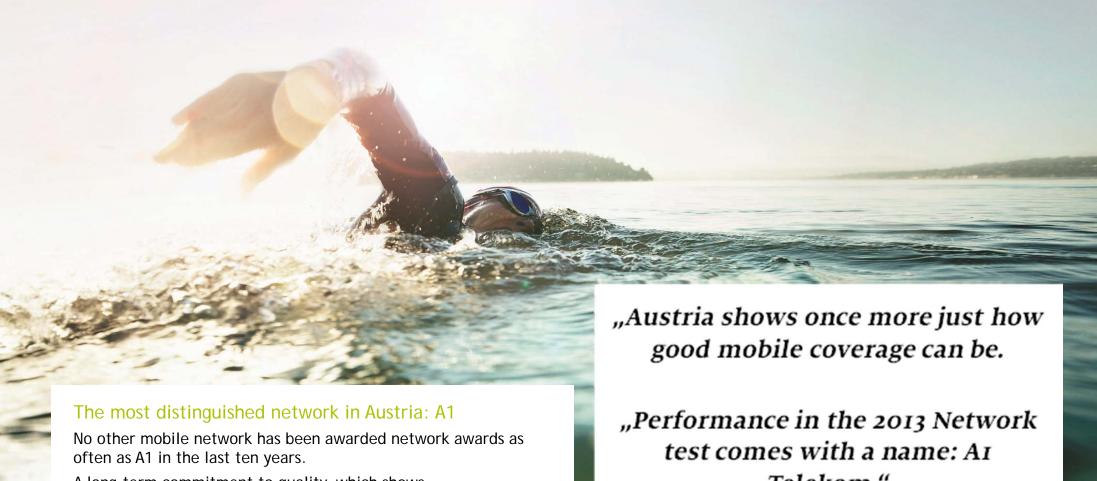
Infrastructure leadership as a unique selling point

LTE services in Austria, Slovenia, Croatia and Macedonia

- → AustriaLTE with 45%* population coverage
- Slovenia LTE technology launched in Ljubljana, Maribor and Bled
- Croatia LTE rolled out in the seven biggest cities and other areas
- Macedonia LTE with 18% population coverage







A long-term commitment to quality, which shows.



A1 Telekom Austria AG Mobilfunknetztest Heft 1/2014

www.connect.de/oesterreich



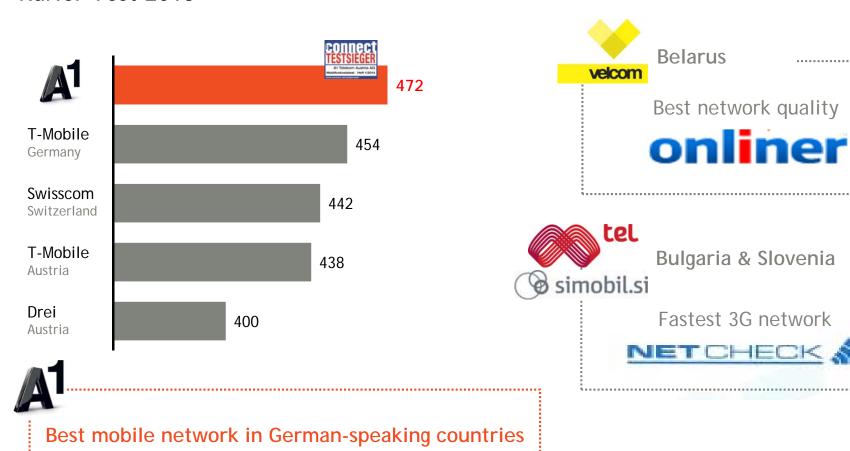
Telekom."

"The most impressive thing is the incredibly quick and reliable data services, which are also reflected in the highest measured data speed of 96 Mbit/s."

Best network quality confirmed by numerous international awards

A1 winner of the Connect & Kurier Test 2013

International markets





Wholesale network upgraded

Launch of 100 Gigabit network in CEE region

- Covers growing demand for high-speed services
- First part of network in operation in Croatia

2013: Successful field testing of 400 Gbit/s high-speed technology

- Successful field testing using pan-European network
- Fourfold increase in data speed from 100G to 400G using existing fibre-optic cables

sing

One of Europe's largest fibre-optic networks with KPN

Data services for international wholesale carriers and major customers

2014: Global wholesale partnership with América Móvil

- Synergies through technological and local expertise of Telekom Austria and América Móvil
- → 200 points of presence (PoP) in 47 countries
- Telekom Austria Group's presence in the Americas strengthened through additional network coverage



Positive business development in the futureoriented area of M2M

Remote control and reading of machinery and equipment



Smart metering





Flood early-warning system



Snow clearance solution





Results of the frequency auction

--- Downside -----

The Austrian multiband auction is the most expensive auction in Europe, with A1 paying a price of EUR 1,030 mn

Upside

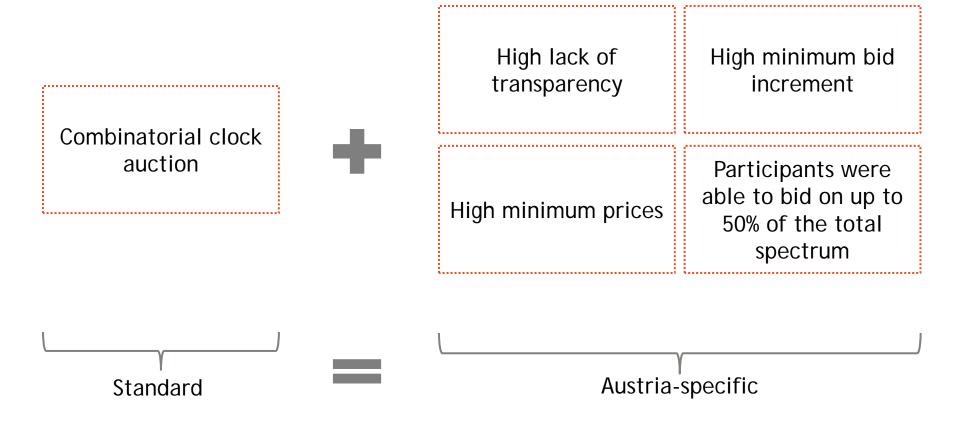
A1 has by far the best spectrum and its quality leadership is assured for the next 20 years

Overview of the auction results	A1	T-Mobile	Drei	Total
Spectrum	4-3-7	2-3-4	0-1-4	
Total spectrum	2x70 MHz	2x45 MHz	2x25 MHz	
Total share (in %)	50%	32%	18%	
Price (in EUR mn)	1,030	654	330	2,014



Combinatorial clock auction: Intransparent format in Austria due to regulator





Technology strategy 2

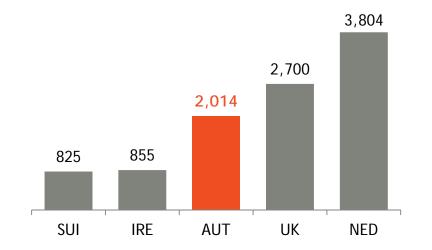
Non-transparent design leads to most expensive spectrum auction

Non-transparent design leads to Europe's most expensive 4G auction



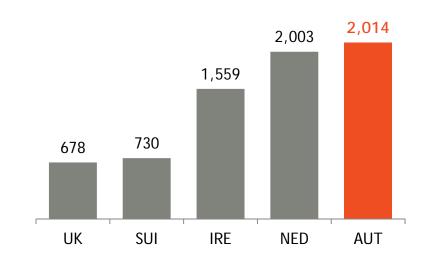
Total cost of European auctions

in EUR mn



Scaled to Austria*

in EUR mn





^{*}Total cost scaled to population in Austria, licence duration and available spectrum. To ensure the comparability of package prices, a ratio of 4:4:2:2:1 was applied for the 800, 900, 1800, 2100 and 2600-MHz frequencies

A1 will remain the network provider with the highest capacity for the next 20 years



Fastest network with the highest capacity



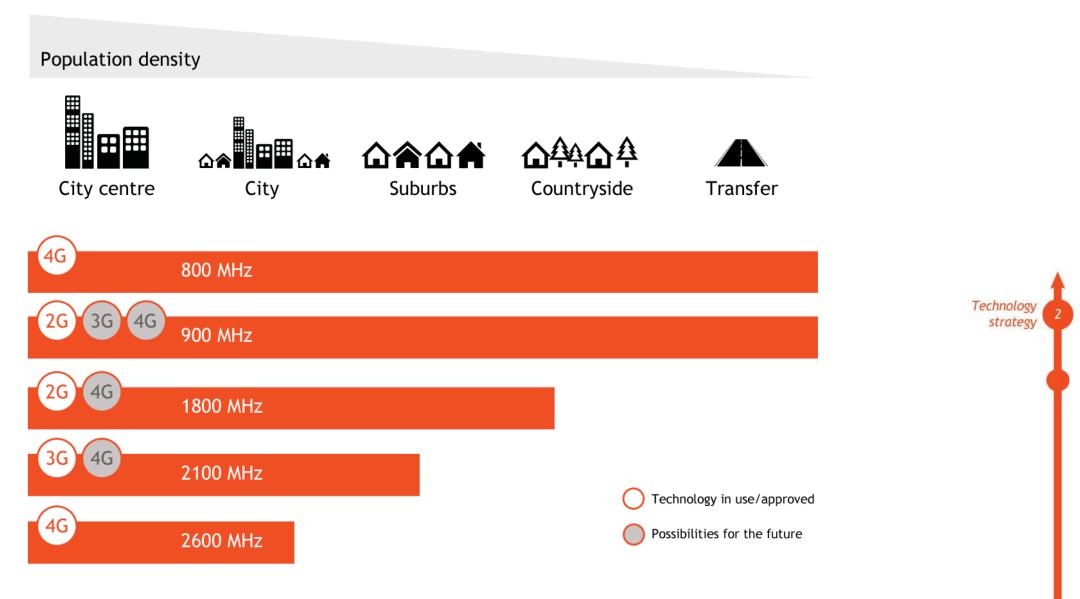
43% of the total spectrum

67% share of the valuable 800 MHz spectrum

Fastest and most cost-efficient broadband with LTE in rural areas

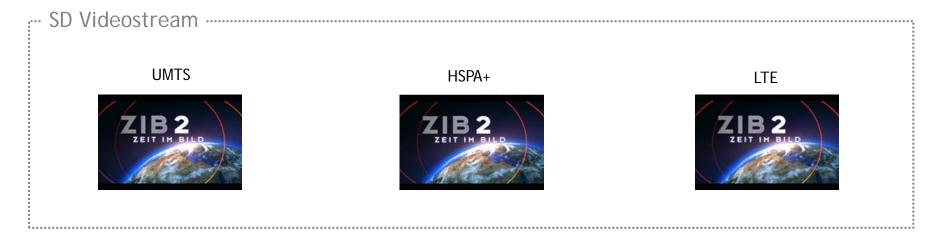


Further LTE expansion on the basis of the frequencies acquired



Peak speed comparison

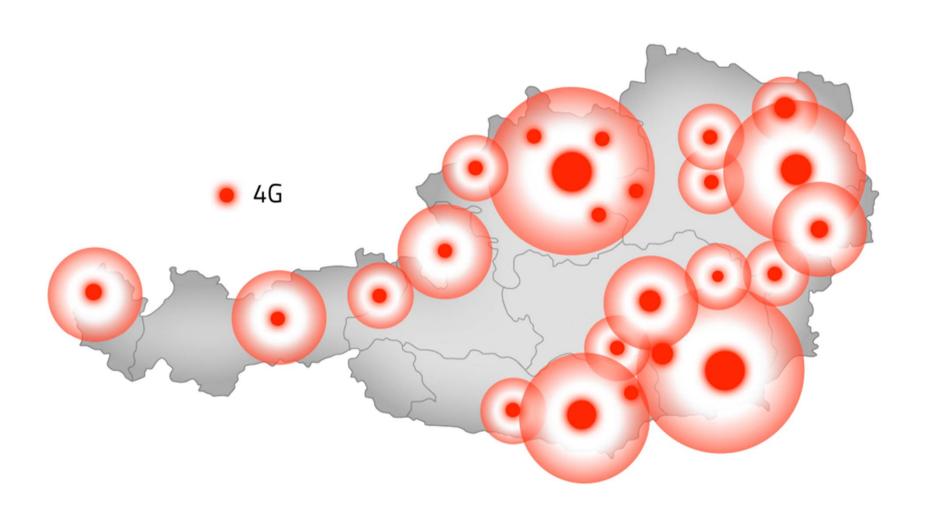
Example: TV show, 15 min, 120MB







LTE coverage in Austria concentrated on conurbations





Digital integration and operational excellence

Integration of YESSS!

- → Technical integration of YESSS! customer base in record time
- ➡ First fully implemented reseller platform in Austria
- → Platform can also be used by the Telekom Austria Group



The next generation of fixed line voice telephony

- → A1 becomes first EU operator to convert fixed line voice telephony to IP technology
- Schedule and budget met
- Sustainable cost savings (70% reduction in annual maintenance costs)
- Conversion of 2.3 million subscriber connections and 1,481 exchanges



A1: Expansion of fibre optic network continues

Achieved in 2013

- → Around 280,000 households/150 municipalities connected to the fibre optic network
- Expansion brings higher internet transfer speeds of up to 30 Mbit/s (even in noncentral areas)
- Around 60% of all households in Austria already connected (2.6 mn households and commercial areas)

Focal points of expansion in 2014

- → Fibre optic expansion in rural target areas of the ELER subsidy programme > 75 municipalities
- ➡ Fibre-optic cities
- Intensification of FTTH expansion in new residential developments with a focus on Vienna, Graz and Linz





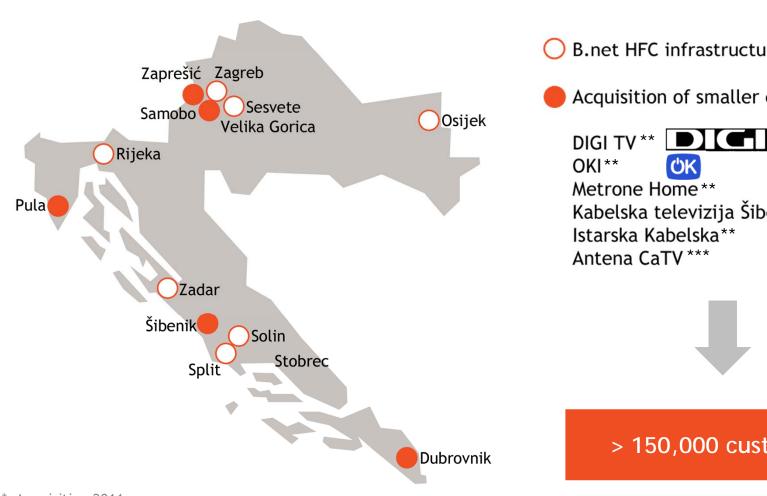


Coverage

Fibre optic power up to 16 Mbit/s

2

Croatia: Fixed-line acquisitions successfully integrated



B.net HFC infrastructure* **Enet**

Acquisition of smaller cable operators:

Kabelska televizija Šibenik (KTS)**



> 150,000 customers

Acquisition 2011

^{**} Acquisition 2013

^{***}Acquisition 2014

Si.mobil acquires almost half of the frequencies auctioned in Slovenia for EUR 64 m

Strong strategic position

- Si.mobil acquired a share of the spectrum that surpasses its current market share
- Possibility to offer a high quality and the best broadband network in cities as well as in the even most remote rural areas

Financial implications

- Si.mobil will finance the spectrum acquisition with existing funds of the company and TAG
- → Compared to other European countries that held frequency auctions, the relative and absolute prices of the Slovenian auction fall into the upper half

Result of the combinatorial clock auction

	Si.mobil	Telekom Slovenije	Tusmobil	Total
Frequency bands ¹	25-65-45	25-60-25	15-10-0	
Total spectrum	225 MHz	195 MHz	50 MHz	
Share (%)	48%	41%	11%	
Price (in EUR mn)	63.85	64.20	20.66	148.71

^{*} MHz: FDD low/FDD high/TDD

Si.mobil acquired more of the spectrum than Telekom Slovenije for a lower price!



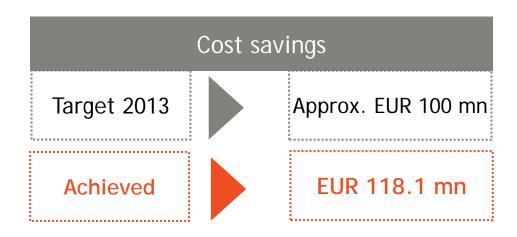
Financial result 2013

Revenue downturn driven by regulation, competition and macro-environment

in EUR mn	2013	2012	% change
Group revenues	4,183.9	4,329.7	-3.4%
EBITDA comparable	1,287.4	1,455.7	-11.6%
Net result	109.7	104.0	5.5%
Investments	1,779.1	728.2	144.3%

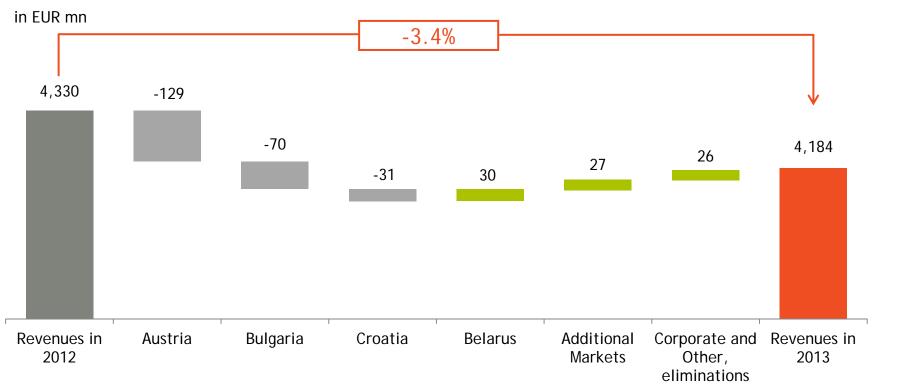


*of which Austria: EUR 1.03 bn spectrum acquisition; EUR 61.7 mn acquisition of Orange assets; EUR 418.1 mn regular capex



Income statement

Revenue downturn in mature markets, upturn in growth markets



2013

Financial resul

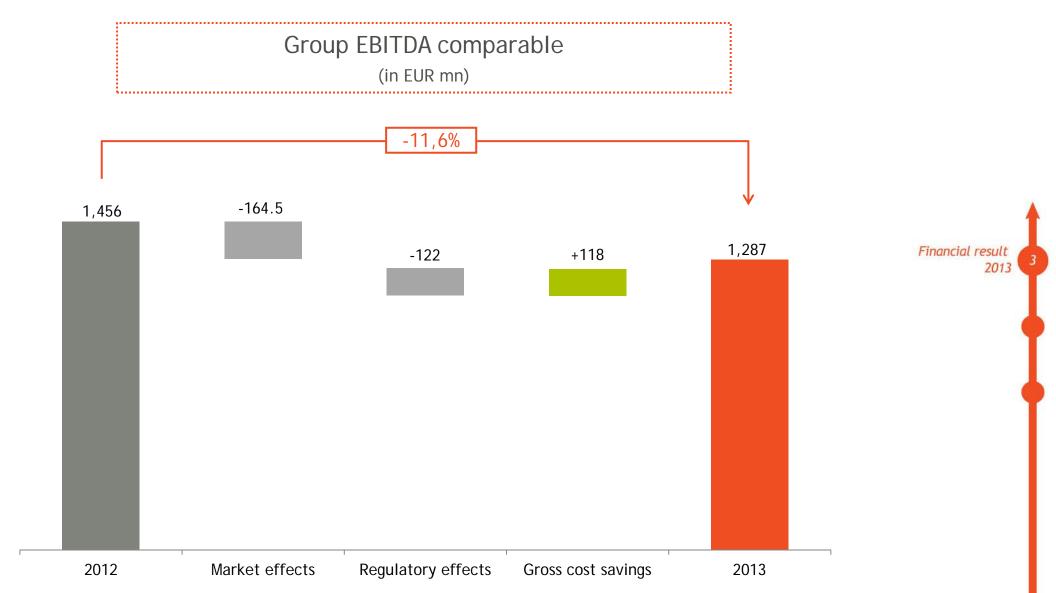
- Significant regulatory pressure and intense competition in Austria, Bulgaria and Croatia
- Sustained difficult macroeconomic environment in CEE, particularly in Bulgaria
- Belarus benefits from price adjustments and increased demand for data
- → Revenue in the Additional Markets segment driven by increased customer base

Group EBITDA comparable declines, but record results generated in Slovenia, Belarus, Serbia and Macedonia





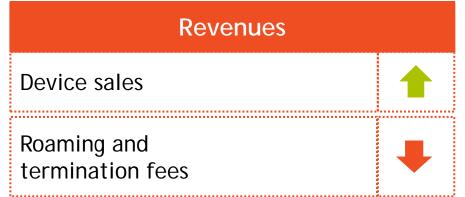
Gross cost savings of EUR 118 mn reduce decline in EBITDA comparable



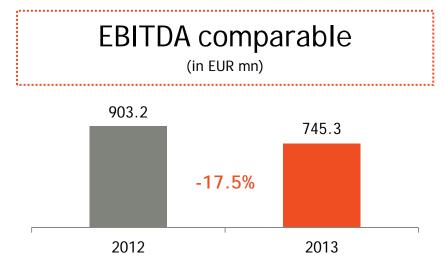
Austria: Results impacted by regulation, competition and strategic market activities

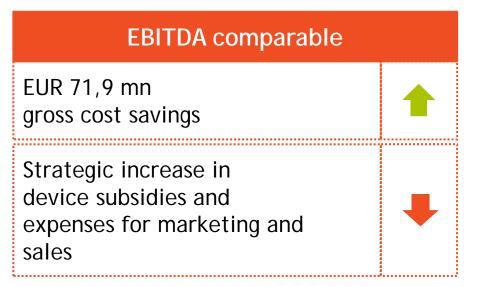






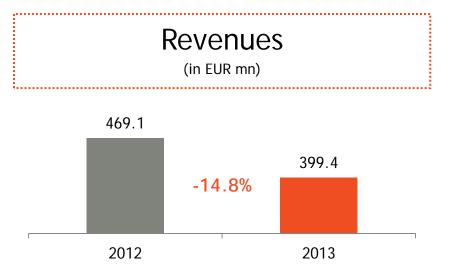


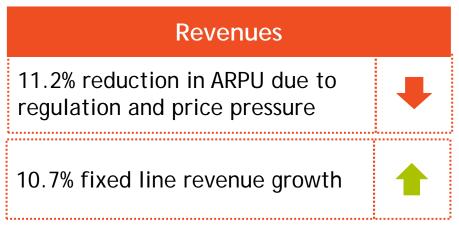




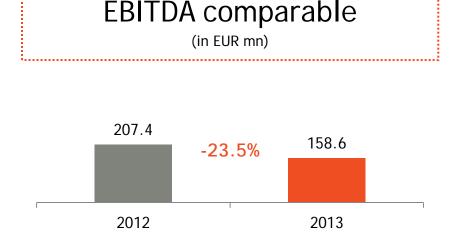
Bulgaria: Weak economy, regulatory effects and intense competition

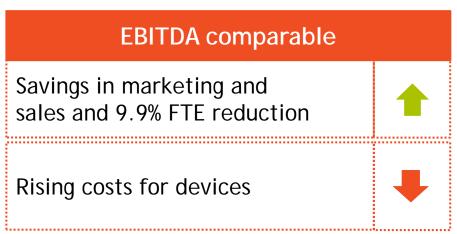








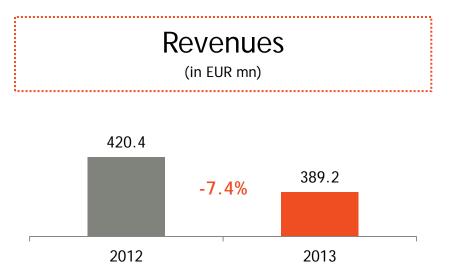




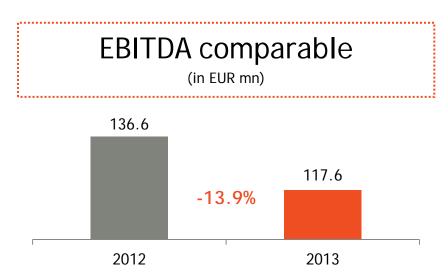
Croatia: Revenue impacted by regulation and intense competition

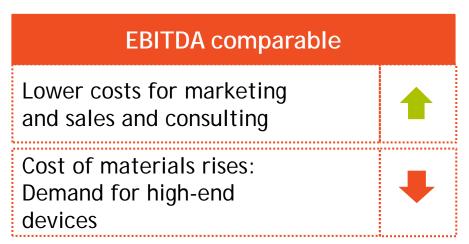


Financial resul



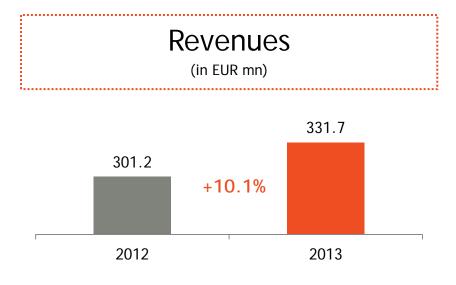






Sustained growth in Belarus

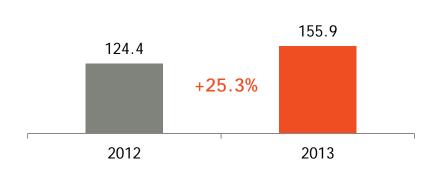










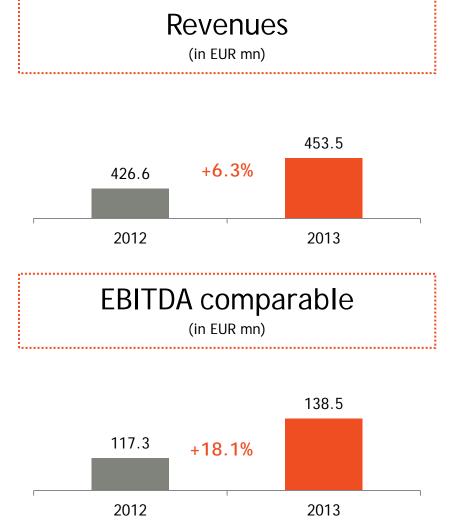


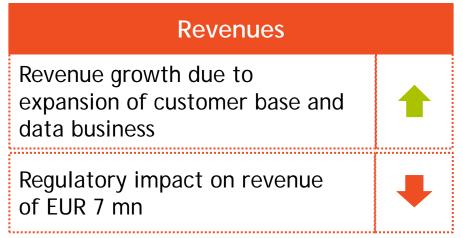
EBITDA comparable

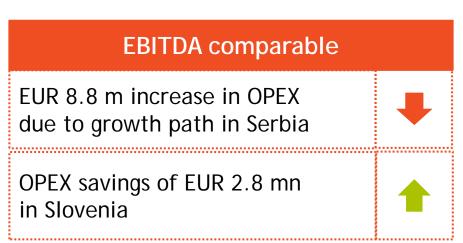
EBITDA margin of 47% Highest margin in the Group



Solid results in Additional Markets*





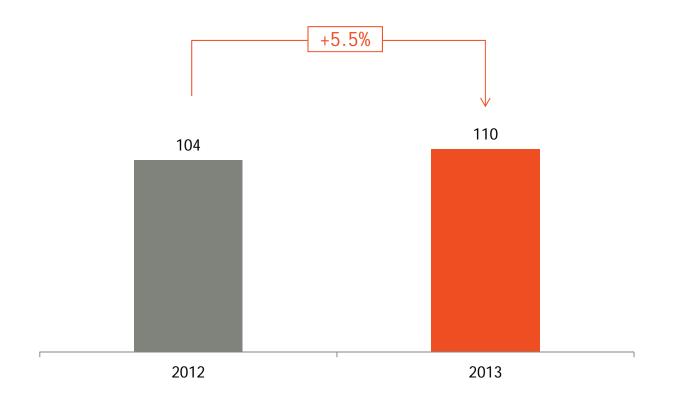




Financial resul

Growth in net result despite revenue downturn







Financial result 2013 Balance sheet

Balance sheet: Debt driven by frequencies and Yesss! acquisition - Equity +85%

(in EUR mn)	2013	2012	% change
Current assets	1,221	1,809	-33%
Fixed assets	6,639	5,448	22%
Total assets	7,860	7,257	8%
Current liabilities	1,442	2,322	-38%
Non-current liabilities	4,905	4,116	19%
Stockholders' equity	1,513	819	85%
Net debt	3,696	3,249	14%
Net debt/EBITDA comparable	2.9x	2.2x	-



EUR 1.65 bn record financing volume in 2013: Three transactions in one year

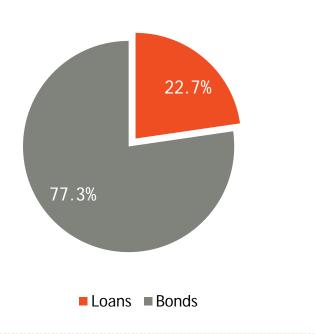
Issue	Туре	Volume	Coupon	Term
Jan. 2013	Hybrid bond	EUR 600 m	5.625%	Unlimited
Jun. 2013	Bond	EUR 300 m	3.500%	2023
Nov. 2013	Bond	EUR 750 m	3.125%	2021

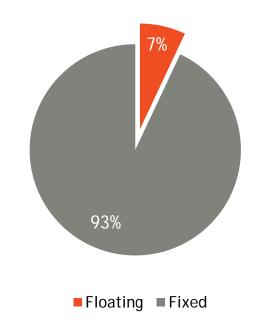


Liability structure of the Telekom Austria Group

Overview Debt Instruments (in % as of 31 March 2014)

Fixed-Floating Mix (in % as of 31 March 2014)





Financial result 2013

Strategy Financing instruments

- Diversification of the investor base
- **→** Capitalisation of attractive financing conditions on the capital markets

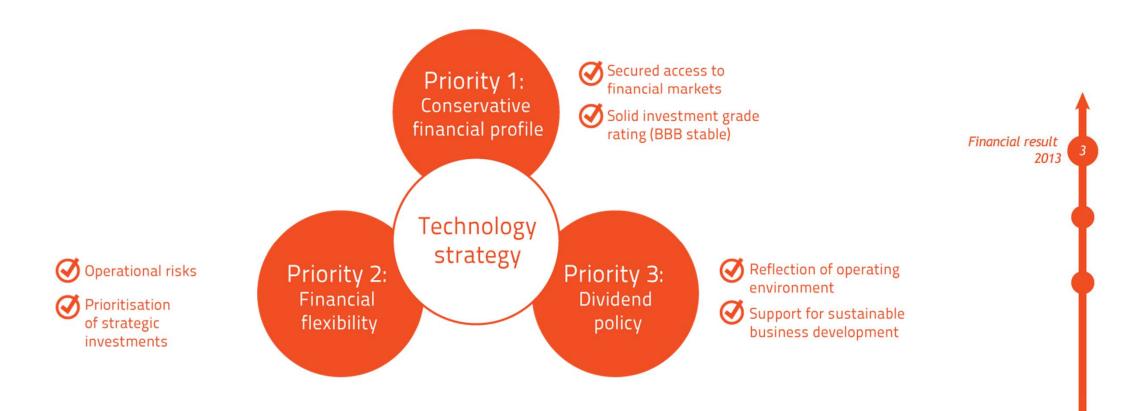
Lower working capital requirements offset decline in operating cash flow

(in EUR million)	2013	2012	% change
Gross operating cash flow	1,137.2	1,295.9	-12.2%
Change in working capital	-85.7	-248.0	n/a
Net operating cash flow	1,051.6	1,047.9	0.3%
Capital expenditure for spectrum and acquisitions	-1,129.5	-34.4	n/a
Regular capital expediture	-649.6	-693.8	-6.4%
Gains on the disposal of property, plant and equipment	10.8	5.7	89.9%
Free cash flow	-716.7	325.4	n/a



Financial strategy

Conservative financial profile remains the key priority of the financial strategy



Share price performance

Share price performance of the Telekom Austria Group

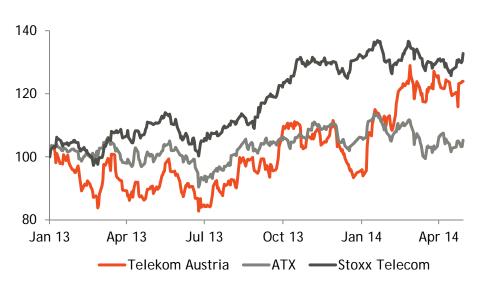
Relative price performance (in %)

2013

- **→** -4%
- Unexpectedly expensive spectrum auction
- → Difficult operating environment

2014

- +30%
- → Top 3 in sector and ATX
- → Based on signs of a sustainable development in the Austrian market and the takeover offer from AMX



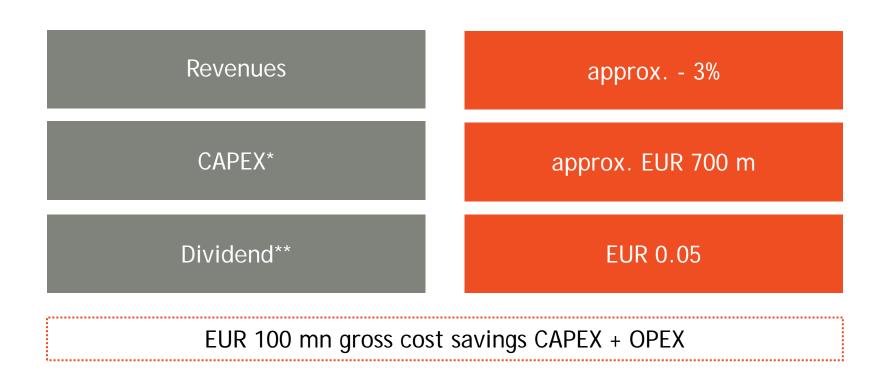


Outlook for 2014

Outlook for 2014

Telekom Austria Group - Outlook for 2014

Before adjustment for hyperinflation accounting in the Belarus segment



^{*} Not including investments for licences and frequency auctions



^{**} Planned proposal to the 2015 Annual General Meeting

Compliance

5

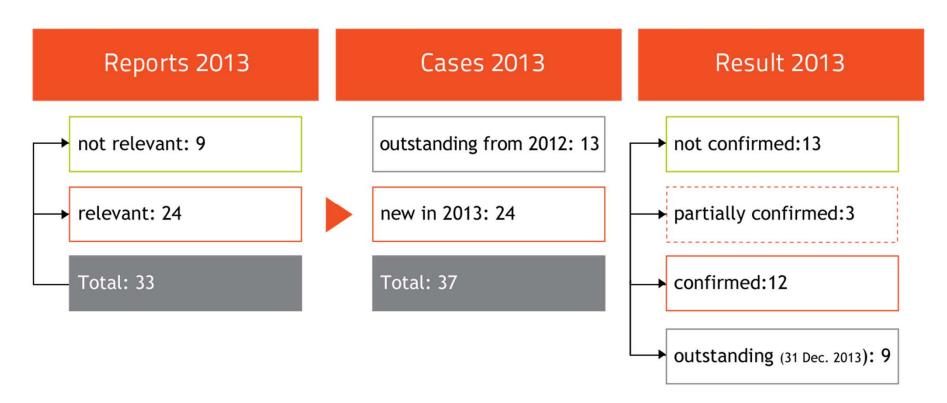
Compliance management system certified

- In 2013 Telekom Austria became the first Austrian company to introduce a certified Group-wide compliance management system
- The system was certified by PwC in accordance with German certification standards
- Certification made an important contribution to restoring the company's reputation

Compliance

TA Group: Compliance cases in 2013

- No compliance management system can fully prevent misconduct on the part of individuals
- Breaches of compliance regulations are investigated in detail at Telekom Austria and appropriate sanctions imposed
- Amount of cases equivalent to the number at other comparable companies



Compliance

2014 Annual General Meeting