

Resolutions including Voting Results of the AGM 2014

Telekom Austria Aktiengesellschaft
Company no. 144477t, Commercial Court Vienna
ISIN AT 0000720008 / ISIN AT 0000A17B35

Resolutions and voting results of the Annual General Meeting, which took place on May 28, 2014, at 10:00 a.m. at the Vienna Stadthalle, Halle F, A-1150 Vienna, Roland Rainer Platz 1 (former: 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 utilisation of the net profit and the Supervisory Board report on the fiscal year 2013.

No resolution required.

Agenda Item 2: Resolution on the utilization of the net profit shown in the financial statements for the fiscal year 2013.

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: 324,582,887

Proportion of the share capital represented by these votes: 73,27%

Pro: 324,578,383

Contra: 4,504

Abstentions: 186,411

Agenda Item 3: Resolution on the discharge of the members of the Management Board for the fiscal year 2013.

The following resolution was passed:

“The members of the Management Board are granted discharge for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,480,686
Proportion of the share capital represented by these votes: 73.25%
Pro: 284,294,572
Contra: 40,186,114
Abstentions: 288,071

Agenda Item 4: Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2013.

The following resolutions were passed:

“Mr Franz GEIGER as a member of the Supervisory Board is granted discharge for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,601
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,496,504
Contra: 6,983,097
Abstentions: 286,816

“Mrs Edith HLAWATI as a member of the Supervisory Board is granted discharge for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,478,819
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,496,494
Contra: 6,982,325
Abstentions: 287,598

“Mr Wilfried STADLER as a member of the Supervisory Board is granted discharge for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,104
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,496,494
Contra: 6,982,610
Abstentions: 287,313

"Mr Ronny Pecik as a member of the Supervisory Board is granted discharge for the fiscal year 2013."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,478,840
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,473,959
Contra: 7,004,881
Abstentions: 287,577

"Mr Michael ENZINGER as a member of the Supervisory Board is granted discharge for the fiscal year 2013."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,154
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,496,829
Contra: 6,982,325
Abstentions: 287,263

"Mr Alfred BROGYÁNYI as a member of the Supervisory Board is granted discharge for the fiscal year 2013."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,154
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,496,554
Contra: 6,982,600
Abstentions: 287,263

"Mrs Elisabetta CASTIGLIONI as a member of the Supervisory Board is granted discharge for the fiscal year 2013."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,660
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,497,060
Contra: 6,982,600
Abstentions: 286,757

“Mrs Henrietta EGERTH-STADLHUBER as a member of the Supervisory Board is granted discharge for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,836
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,497,236
Contra: 6,982,600
Abstentions: 286,581

“Mr Peter J. OSWALD as a member of the Supervisory Board is granted discharge for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,478,960
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,496,360
Contra: 6,982,600
Abstentions: 287,457

“Mr Wolfgang RUTTENSTORFER as a member of the Supervisory Board is granted discharge for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,650
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,497,050
Contra: 6,982,600
Abstentions: 286,757

“Mr Harald STÖBER as a member of the Supervisory Board is granted discharge for the fiscal year 2013.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,826
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,497,246
Contra: 6,982,580
Abstentions: 286,581

"Mr Oscar VON HAUSKE SOLÍS as a member of the Supervisory Board is granted discharge for the fiscal year 2013."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,611
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,496,385
Contra: 6,983,226
Abstentions: 286,796

"Mr Rudolf KEMLER as a member of the Supervisory Board is granted discharge for the fiscal year 2013."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,826
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,494,691
Contra: 6,985,135
Abstentions: 286,581

"The employee representatives as members of the Supervisory Board are granted discharge for the fiscal year 2013."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,479,806
Proportion of the share capital represented by these votes: 73.25%
Pro: 317,496,913
Contra: 6,982,893
Abstentions: 286,601

Agenda Item 5: Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2013.

The following resolution was passed:

"The remuneration for elected members of the Supervisory Board for the fiscal year 2013 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: 324,579,598
Proportion of the share capital represented by these votes: 73.27%
Pro: 324,552,337
Contra: 27,261
Abstentions: 186,699

Agenda Item 6: Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2014.

The following resolution was passed:

“Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, is elected as company auditor and group auditor for the fiscal year 2014.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,579,986

Proportion of the share capital represented by these votes: 73.27%

Pro: 324,548,773

Contra: 31,213

Abstentions: 186,111

Agenda Item 7: Management report on share buy-back effected, number of treasury shares held and use of treasury shares.

No resolution required.

Agenda Item 8: Resolution on the amendment of the Articles of Association in Para 11 Sec 1 and 6 to adjust the quorum of the Supervisory Board.

The following resolution was passed:

“The Articles of Association shall be changed in Para 11 Sec 1, so that this Sec shall be read as follows:

“The Supervisory Board has a quorum if all the Supervisory Board members have been properly convened and at least half the members, including the Chairman or one of his deputies, are present ~~in person~~. A member of the Supervisory Board deemed to be present, if it participates via video conference that allows the immediate reciprocity, confidentiality and authenticity of the communication (“qualified videoconference”). The Chairman determines the type of meeting and may in particular make use of the possibility of convening a qualified videoconference meeting, if it is due to the urgency of the meeting or the local absence of members of Supervisory Board, in the interest of the Company.”

Furthermore, Para 11 Sec 6 shall be amended; the parenthetical expression in the first sentence shall be read as follows: “(“simple videoconference”)”.

Number of shares for which valid votes were cast as well as total number of valid votes cast: 324,580,086

Proportion of the share capital represented by these votes: 73.27%

Pro: 324,555,737

Contra: 24,349

Abstentions: 186,111

For further information on the Annual General Meeting please visit our website under www.telekomaustria.com/en/ir/annual-general-meeting

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