

# Invitation to the Annual General Meeting

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

We are pleased to invite our shareholders to the Annual General Meeting, which will take place on Wednesday, **27 May 2015**, at 10:00 a.m. at the Vienna Stadthalle, Halle F, A-1150 Vienna, Roland Rainer Platz 1 (former: Vogelweidplatz 14).

On the day of the Annual General Meeting, 27 May 2015, the presentation of the agenda up until the general debate can be viewed via live webcast from 10:00 a.m. (9:00 a.m. - London, 4:00 a.m. - New York). After the Annual General Meeting the recording will also be available from 5:00 p.m. (4:00 p.m. - London, 11:00 a.m. - New York).

## Agenda

**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 2014.

**Agenda Item 2:** Resolution on the utilisation of the net profit shown in the financial statements for the fiscal year 2014.

**Agenda Item 3:** Resolution on the discharge of the members of the Management Board for the fiscal year 2014.

**Agenda Item 4:** Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2014.

**Agenda Item 5:** Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2014.

**Agenda Item 6:** Elections to the Supervisory Board

**Agenda Item 7:** Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2015.

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



Resolution proposals:

Until the end of the 7th business day prior to the General Meeting (thus by 15 May 2015), shareholders whose shares collectively amount to at least 1% of the share capital may submit (by fax to +43 (0)50 664 9 49040 or by mail to Telekom Austria AG, Investor Relations Department, A-1020 Vienna, Lassallestrasse 9, or by e-mail to [hauptversammlung.2015@telekomaustria.com](mailto:hauptversammlung.2015@telekomaustria.com)) written (i.e. in text form) proposals for the resolutions to be passed and may request that these proposals are made available on the company's website, together with the names of the respective shareholders, the reasons which must be attached and a possible statement by the Management Board or the Supervisory Board. In case of a proposal for election of a Supervisory Board member the reasons which must be attached are replaced by a declaration of the Supervisory Board candidate according to Para 87 Sec 2 Stock Corporation Act. The Supervisory Board candidate must disclose in such declaration his/her expert qualifications, professional or similar functions, as well as all circumstances which might give rise to concerns of a conflict of interests.

In order to prove the shareholder's status, the shareholder shall submit a deposit confirmation according to Para 10a Stock Corporation Act in German or English from the custodian bank with registered office in a member state of the European Economic Area (EEA) or in a full member state of the OECD. This confirmation may not be more than 7 days old upon submission to the company. For several shareholders who only jointly hold the required number of shares amounting to 1% of the share capital, the deposit confirmations for all the shareholders shall refer to the same point of time (date and time). The company will comply with such request within 2 business days after its receipt, unless

1. it contains no reasons or the declaration according to Para 87 Sec 2 Stock Corporation Act is not provided,
2. it would lead to a resolution by the General Meeting, which is unlawful or in contradiction to the Articles of Association,
3. a similar proposal based on the same circumstances is already accessible for the shareholders,
4. the proposal qualifies as slander (Para 111 Austrian Penal Code) or libel (Para 115 Austrian Penal Code) or the Management Board would become liable to prosecution for making the proposal accessible,
5. the shareholders indicate that they will not attend the General Meeting and will not be represented by anyone.

The reasons do not have to be published on the company's website, if they contain more than 5,000 characters total or if the statement fulfils one of the elements in the above-mentioned item 4. If several shareholders deliver resolution proposals for the same item of the agenda, the Management Board may summarise the resolution proposals and their reasons. The resolution proposals must be submitted in any event in German and if desired an additional language; a German version of the reasons is required.

Please note that each shareholder is entitled to make proposals at the General Meeting for each item of the agenda. Resolution proposals which according to Para 110 Stock Corporation Act have been published on the company's website shall only be voted on if they are repeated at the General Meeting as proposals for passing a resolution.

Right to information:

Upon request at the General Meeting each shareholder shall be granted information about the affairs of the company, if necessary to make possible the correct evaluation of an item on the agenda. The right to information extends to legal and business relations of the company with affiliated companies. The right to information also extends to the status of the group and the companies included in the consolidated financial statements.

Information rendered shall comply with the principles of diligent and accurate accountability. The information may be refused if

1. such information - according to a reasonable economic evaluation - could be of considerable detriment to the company or to an affiliated company, or
2. providing the information would constitute an offence.

The reason for refusing to provide information must be stated.

Participation:

Shareholders may attend our General Meeting and may exercise shareholder rights, if they are shareholders of our company at the end of the 10th day prior to the General Meeting (record date), which is 17 May 2015, 12:00 midnight CEST (local time Vienna). The shareholder status shall be proven by a deposit confirmation in German or English. This deposit confirmation must be issued by the custodian bank which has its registered office in a member state of the European Economic Area (EEC) or in a full member state of the OECD and shall be received by the company by the 3rd business day prior to the General Meeting at the latest. Please note that this deadline ends on 21 May 2015.

The deposit confirmations shall be sent in written form and duly signed (official company signature) by fax to +43 (0)50 664 9 49040, by mail to Telekom Austria AG, Investor Relations Department, A-1020 Vienna, Lassallestrasse 9, or by e-mail to

[hauptversammlung.2015@telekomaustria.com](mailto:hauptversammlung.2015@telekomaustria.com) (deposit confirmation attached as a PDF-file). Deposit confirmations shall also be sent via SWIFT as following: SWIFT

GIBAATWGGMS, Message Type MT598; please indicate in the wording ISIN AT 0000720008.

Submitting the deposit confirmation serves at the same time as registration for the General Meeting. The deposit confirmation shall contain the following information:

1. the issuer by reference to name (company name) and address or a code customary in transactions between banks (e.g. BIC code),
2. the shareholder by reference to name (company name) and address, date of birth in case of physical persons and in case of legal persons, if applicable, registry and company registration number under which the legal person is registered in its country of origin,
3. deposit number or, if not available, an alternative identification,
4. number of shares held by the shareholder, ISIN (please indicate in the wording ISIN AT 0000720008),
5. explicit confirmation that the deposit confirmation refers to the record date, which is 17 May 2015, 12:00 midnight CEST (local time Vienna).

Shareholders may nominate representatives. The proxy or the revocation of a proxy may be sent to the company by mail to Telekom Austria AG, Investor Relations Department, A-1020 Vienna, Lassallestrasse 9, by fax to +43 (0)50 664 9 49040 or by e-mail to [hauptversammlung.2015@telekomaustria.com](mailto:hauptversammlung.2015@telekomaustria.com) (proxy or revocation of a proxy attached as a PDF-file). The proxy or the revocation of a proxy may also be sent via SWIFT as following: SWIFT GIBAATWGGMS, Message Type MT598; please indicate in the wording ISIN AT 0000720008.

The proxy or the revocation of the proxy has to be submitted to the company by 4:00 p.m. on the day prior to the General Meeting (thus by 26 May 2015). Thereafter, the proxy or the revocation must be brought personally for registration to the venue of the General Meeting.

For the proxy or its revocation at least text form is required. If the shareholder has granted authority to his custodian bank, it is sufficient if this bank makes an additional statement along with the deposit confirmation that the shareholder has given authority to the bank. In order to facilitate the handling of the proxies we recommend the use of the forms available on our website.

An additional service is available for shareholders: a representative of the Austrian Shareholder Association IVA, Feldmühlgasse 22/4, 1130 Vienna, will serve as an independent proxy bound to comply with instructions from the shareholder in exercising the shareholder's voting rights. On the part of IVA, Mr. Michael Knap has been named to represent these shareholders. To authorise Michael Knap to serve as the proxy, a special proxy form is available for downloading on the website of the Company at [www.telekomaustria.com/en/ir/annual-general-meeting](http://www.telekomaustria.com/en/ir/annual-general-meeting), which must be received by the Company only at one of the above-mentioned addresses (fax, e-mail, mail, SWIFT). In addition, it is possible for the shareholder to directly contact Mr. Michael Knap by phone at +43 (0) 1 8763343 - 30, +43 (0) 664 2138740, by fax at +43 (0) 1 8763343 - 39 or by e-mail at [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

The shareholder is required to precisely instruct Mr. Michael Knap how he (or a designated authorised sub-representative) is to exercise the shareholder's voting rights. Mr. Michael Knap will exercise the voting rights of the shareholder exclusively on the basis of the instructions submitted by the shareholder. The proxy is to be considered invalid if no precise instructions are contained in it. Please note that the proxy does not accept any instructions to speak at the Annual General Meeting, to voice objections to any resolutions, to pose questions or to make proposals at the Annual General Meeting.

To enable smooth access and security procedure to the meeting, we ask the participants to arrive at the venue on time before the General Meeting begins. **To identify yourself, please bring along an official photo identification.** The issuance of voting cards will start at 8:30 a.m.

The Vienna Stadthalle can be reached easily by public transport (e.g. underground line U6, station "Burggasse/Stadthalle").

Total number of shares and voting rights at time of invitation:

The share capital of the company amounts to Euro 1,449,274,500 and is divided into 664,500,000 no par value bearer shares. Every share grants the right to one vote. At the time of this invitation, the company holds 415,159 treasury shares without entitlement to vote. At the time of this invitation, the total number of shares entitling to participation and the right to vote amounts to 664,084,841.

Paying Agent: UniCredit Bank Austria AG.

For further information please visit our website at [www.telekomaustria.com/en/ir/annual-general-meeting](http://www.telekomaustria.com/en/ir/annual-general-meeting).

Vienna, 28 April 2015

The Management Board

International Securities Identification Number (ISIN)  
AT 0000720008