

Resolutions including Voting Results of the AGM 2015

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 27, 2015, 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 1,449,274,500 is divided into 664.5 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 2014.

No resolution required.

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

The following resolution was passed:

“Distribution of a dividend of EUR 0.05 per eligible no par value share. The rest 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: 608,401,660
Proportion of the share capital represented by these votes: 91.56%
Pro: 607,347,595
Contra: 1,054,065
Abstentions: 50

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

The following resolution was passed:

“The members of the Management Board are granted discharge for the fiscal year 2014.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 608,393,328
Proportion of the share capital represented by these votes: 91.56%
Pro: 608,349,211
Contra: 44,117
Abstentions: 0

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

The following resolution was passed:

“The members of the Supervisory Board are granted discharge for the fiscal year 2014.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 608,390,132
Proportion of the share capital represented by these votes: 91.56%
Pro: 608,341,567
Contra: 48,565
Abstentions: 4,995

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

The following resolution was passed:

“The remuneration for elected members of the Supervisory Board for the fiscal year 2014 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: 608,396,222
Proportion of the share capital represented by these votes: 91.56%
Pro: 607,938,641
Contra: 457,581
Abstentions: 0

Agenda Item 6: Elections to the Supervisory Board

The following resolutions were passed:

“Dr. Karin Exner-Wöhrer, born on 08.09.1971, 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 2019.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 606,926,880
Proportion of the share capital represented by these votes: 91.34%
Pro: 590,918,361
Contra: 16,008,519
Abstentions: 1,442,182

“Dr. Wolfgang Rutenstorfer, born on 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 2019.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 605,543,050
Proportion of the share capital represented by these votes: 91.13%
Pro: 590,995,115
Contra: 14,547,935
Abstentions: 2,826,012

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

The following resolution was passed:

“Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, Vienna, is elected as company auditor and group auditor for the fiscal year 2015.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 608,364,854
Proportion of the share capital represented by these votes: 91.55%
Pro: 608,364,854
Contra: 0
Abstentions: 0

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

No resolution required.

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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