

# Invitation to the Extraordinary General Meeting

**Telekom Austria Aktiengesellschaft**  
**Company no. 144477t, Commercial Court Vienna**  
**ISIN AT 0000720008 / ISIN AT 0000A17B43**

We are pleased to invite our shareholders to the **Extraordinary General Meeting**, which will take place on Thursday, **14 August 2014**, at 10:00 a.m. at the Vienna Stadthalle, Halle F, A-1150 Vienna, Roland Rainer Platz 1.

The General Meeting will be published by live-streaming on the internet under [www.telekomaustria.com/en/ir/annual-general-meeting](http://www.telekomaustria.com/en/ir/annual-general-meeting). The recording can also be accessed on the website of the company after the General Meeting. The live streaming ends after the general debate.

## Agenda

**Agenda Item 1:** Elections to the Supervisory Board.

**Agenda Item 2:** Resolution on the creation of Authorized Capital 2014 (§ 169 AktG) against cash contribution. § 4 of the Articles is adapted accordingly.

**Agenda Item 3:** Resolution on the changes in the Articles of Association in §§ 5, 8, 9, 11, 12, 17 and 18.

**Agenda Item 4:** Approval of conditional settlements with former Members of the Management Board.

This Extraordinary General Meeting is hereby convened in accordance with a written request by Oesterreichische Industrieholding Aktiengesellschaft, as shareholder, in the sense of § 105 (3) Stock Corporation Act.

Agenda Item 4 has been put to the Agenda by the Supervisory Board of Telekom Austria Aktiengesellschaft.

## Shareholder information

As of today, in preparation for the forthcoming Extraordinary General Meeting, we are providing our shareholders with the following documents on our website [www.telekomaustria.com/en/ir/annual-general-meeting](http://www.telekomaustria.com/en/ir/annual-general-meeting)

1. received resolution proposals on Agenda Item 1-3;
2. received statements according to Para 87 Sec 2 Stock Corporation Act;
3. the invitation to the Extraordinary General Meeting;
4. the resolution proposals for Agenda Item 4 by the Supervisory Board;
5. forms for proxy and revocation of proxy.

Furthermore, these documents are also available to the public during business hours (workdays 8:00 a.m. to 5:00 p.m.) at the seat of the company, Telekom Austria AG, A-1020 Vienna, Lassallestrasse 9. For postal delivery, please contact our Investor Relations Department (phone +43 (0)50 664 - 47500 or e-mail [ao.hauptversammlung.2014@telekomaustria.com](mailto:ao.hauptversammlung.2014@telekomaustria.com)).

### Additional items to the agenda:

Shareholders whose shares collectively amount to 5 % of the share capital may request in writing (signature required) that additional items are placed on the agenda of the Extraordinary General Meeting of 14 August 2014, and that these additional items are published. Each additional item must be accompanied by a proposal for the resolution to be passed (in any event in German and if desired in an additional language) including reasons (in German required). In case of election of members of the Supervisory Board, 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 written request must be submitted to Telekom Austria AG, Investor Relations Department, A-1020 Vienna, Lassallestrasse 9, at the latest until the 19th day prior to the General Meeting (thus by 26 July 2014). The requesting shareholders must be owners of the shares since at least 3 months prior to the date of the request. Proof of this shall be given at the same time the request is made by means of a deposit confirmation by the custodian bank according to Para 10a Stock Corporation Act in German or English that is no more than 7 days old upon submission to the company. The custodian bank shall have its registered office in a member state of the European Economic Area (EEA) or in a full member state of the OECD. Furthermore, the deposit confirmation must show that the requesting shareholder has held the shares continuously for at least 3 months at the time of the date of the request. For several shareholders who only jointly hold the required number of shares amounting to 5 % of the share capital, the deposit confirmations for all the shareholders shall refer to the same point of time (date and time).

### Resolution proposals:

Until the end of the 7th business day prior to the Extraordinary General Meeting (thus by 5 August 2014), 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 [ao.hauptversammlung.2014@telekomaustria.com](mailto:ao.hauptversammlung.2014@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. In respect of agenda item 1 we point out that if the declaration according Para 87 Sec 2 Stock Corporation Act is not provided, the candidate must not be put to the vote.

Please note that each shareholder is entitled to make proposals at the Extraordinary 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 Extraordinary General Meeting as proposals for passing a resolution. A shareholder proposal to elect a member of the Supervisory Board must mandatorily be preceded by the submission of a resolution proposal according to Para 110 Stock Corporation Act together with a declaration according to Para 87 Sec 2 Stock Corporation Act (see above).

#### Right to information:

Upon request at the Extraordinary General Meeting each shareholder shall be granted information about the affairs of the company, if necessary to enable 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, as far as the information is related to an item of the agenda.

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 Extraordinary General Meeting and may exercise shareholder rights, if they are shareholders of our company at the end of the 10th day prior to the Extraordinary General Meeting (record date), which is 4 August 2014, 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 Monday, 11 August 2014.

Shareholders who accept the mandatory takeover offer of Carso Telecom B.V. during the additional acceptance period according to Para 19 Sec 3 Takeover Act can register and participate in the Extraordinary General Meeting. Shares which are submitted by the shareholders for acceptance of the mandatory takeover offer, will receive the ISIN AT 0000A17B43.

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 [ao.hauptversammlung.2014@telekomaustria.com](mailto:ao.hauptversammlung.2014@telekomaustria.com) (deposit confirmation attached as a PDF-file). Deposit confirmations shall also be sent via SWIFT as following: SWIFT GIBAAWGGMS, Message Type MT598; please indicate in the wording either ISIN AT 0000720008 or ISIN AT 0000A17B43 for shares which are submitted during the additional acceptance period according to Para 19 Sec 3 Takeover Act for the acceptance of the mandatory takeover offer announced by Carso Telecom B.V.

Submitting the deposit confirmation serves at the same time as registration for the Extraordinary 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 either ISIN AT 0000720008 or ISIN AT 0000A17B43 for shares which are submitted during the additional acceptance period according to Para 19 Sec 3 Takeover Act

- for the acceptance of the mandatory takeover offer announced by Carso Telecom B.V.),
5. explicit confirmation that the deposit confirmation refers to the record date, which is 4 August 2014, 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.2014@telekomaustria.com](mailto:hauptversammlung.2014@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 either ISIN AT 0000720008 or ISIN AT 0000A17B43 for shares which are submitted during the additional acceptance period according to Para 19 Sec 3 Takeover Act for the acceptance of the mandatory takeover offer announced by Carso Telecom B.V.

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 13 August 2014). 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 authorize 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 authorized 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 Extraordinary General Meeting, to voice objections to any resolutions, to pose questions or to make proposals at the Extraordinary 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 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 966,183,000 and is divided into 443,000,000 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 442,584,841.

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, 23 July 2014

The Management Board

International Securities Identification Number (ISIN)

AT 0000720008

AT 0000A17B43