

EUR 750,000,000 3.125 % Guaranteed Notes due 3 December 2021**Final Terms and Conditions**

Issuer:	Telekom Finanzmanagement GmbH
Guarantor:	Telekom Austria AG
Status:	Senior, unsecured and unsubordinated
Guarantor Rating:	Baa2 (stable) by Moody's / BBB- (stable) by Standard & Poor's
Currency:	EUR
Notional Amount:	EUR 750,000,000.00
Issue / Re-offer Price:	99.367 %
Redemption:	100.00%
Trade Date:	26 November 2013
Settlement Date:	3 December 2013
Maturity Date:	3 December 2021
Coupon:	3.125 % (payable annually)
Benchmark Bund:	DBR 2.25 % 04 September 2021 @ 107.03
Mid-swap Yield	1.666 %
Re-offer spread vs. Bund:	+ 192.4 bps
Re-offer spread vs. Mid-swap:	+ 155 bps
Re-offer yield (ann.):	3.216 %
Underwriting / Management Fees:	0.325 % of the aggregate Nominal Amount
All-in yield (ann.):	3.263 %
All-in price:	99.042 %
Net Proceeds to the Issuer:	EUR 742,815,000,00
Day Count Fraction:	Interest will be calculated an Act/Act (ICMA) basis, unadjusted
Interest Payment Dates:	Annually in arrear, on 3 December in each year
First Coupon payment date:	3 December 2014
Business Day Convention:	Following Business Day Convention
Business Days:	TARGET2
Clearing:	Euroclear / Clearstream Luxembourg
Denominations:	EUR 1,000 and integral multiples of EUR 1,000 thereafter
Application for Listing:	Luxembourg Stock Exchange
Documentation:	Issued pursuant to the Issuer's EUR 2.5bn EMTN Programme dated 9 April 2013 and Supplement No. 1 dated 22 November 2013
ISIN:	XS0999667263
Common code:	099966726
Governing Law:	Republic of Austria
Form of the Note	Bearer, New Global Note
Selling Restrictions:	EEA, UK, USA, Japan
Stabilisation:	FCA/ICMA
Joint Lead Managers:	BNP Paribas, JP Morgan, Raiffeisen Bank International AG