

EUR 750,000,000 4.00 per cent. Guaranteed Notes due 4 April 2022**Final Terms and Conditions**

Issuer:	Telekom Finanzmanagement GmbH
Guarantor:	Telekom Austria AG
Status:	Unsecured and unsubordinated
Guarantor Rating:	Baa1 by Moody's (stable) / BBB by Standard & Poor's (stable)
Currency:	EUR
Issue / Re-offer Price:	98.984%
Redemption:	100.00%
Trade Date:	26 March 2012
Issue Date:	2 April 2012
Maturity Date:	4 April 2022
Coupon:	4.000% (payable annually)
Benchmark Bund:	DBR 2.00% 4 January 2022
Benchmark Yield (ann.):	1.943%
Mid-swap Yield:	2.376%
Re-offer spread vs. Bund:	+ 218.3bp
Re-offer spread vs. Mid-swap:	+ 175bp
Re-offer yield (ann.):	4.126%
Underwriting / Management Fees:	0.35% of the aggregate Nominal Amount
All-in yield (ann.):	4.170%
All-in price:	98.634%
Net Proceeds to the Issuer:	EUR 739,755,000
Day Count Fraction:	Interest will be calculated an Act/Act (ICMA) basis, unadjusted
Interest Payment Dates:	Annually in arrear, on 4 April in each year, long first coupon from 2 April 2012 to 4 April 2013
First Coupon payment date:	4 April 2013
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 EUR2.5bn EMTN Programme dated 23 March 2012
Additional Conditions:	Change of Control Put Option
ISIN:	XS0767278301
Common code:	076727830
Governing Law:	Republic of Austria
Form of the Note:	Bearer, New Global Note
Selling Restrictions:	EEA, UK, USA (Reg S, Cat 2 TEFRA D), Japan
Stabilisation:	FSMA/ICMA
Joint Lead Managers:	BNP Paribas, Erste Group, Raiffeisen Bank International, RBS