

## **EANS-General Meeting: Telekom Austria AG / Resolutions of the General Meeting**

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Resolutions  
and Voting Results  
of the AGM 2011

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

Resolutions and voting results of the Annual General Meeting, which took place at the Vienna Stadthalle, Halle F, A-1150 Vienna, Vogelweidplatz 14, on 19 May 2011, at 10:00 CET.

The share capital of the company amounts to EUR 966,183,000 and is divided into 443,000,000 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 utilization of the net profit and the Supervisory Board report on the fiscal year 2010.

No resolution required.

Agenda Item 2: Resolution on the utilization of the net profit shown in the financial statements for the fiscal year 2010.

The following resolution was passed:

"Distribution of a dividend of EUR 0.75 per eligible share. The rest and the amount that is allotted to non-eligible treasury shares 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: 279,130,943  
Proportion of the share capital represented by these votes: 63.01%  
Pro: 279,126,818  
Contra: 4,125  
Abstentions: 1,265

Agenda Item 3: Resolution on the discharge of the members of the Management Board for the fiscal year 2010.

The following resolution was passed:

"The members of the Management Board are granted discharge for the fiscal year 2010."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 278,975,937  
Proportion of the share capital represented by these votes: 62.97%  
Pro: 278,970,812

Contra: 5,125  
Abstentions: 161,986

Agenda Item 4: Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2010.

The following resolutions were passed:

"The members of the Supervisory Board are discharged for the fiscal year 2010."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 278,974,293  
Proportion of the share capital represented by these votes: 62.97%  
Pro: 278,968,968  
Contra: 5,325  
Abstentions: 165,341

Agenda Item 5: Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2010.

The following resolution was passed:

"The remuneration for elected members of the Supervisory Board for the fiscal year 2010 is determined as follows:  
- for the chairman EUR 30,000  
- for the deputy chairman 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: 279,137,310  
Proportion of the share capital represented by these votes: 63.01%  
Pro: 279,128,160  
Contra: 9,150  
Abstentions: 2,038

Agenda Item 6: Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2011.

The following resolution was passed:

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, is elected as company auditor and group auditor for the fiscal year 2011."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 278,808,906  
Proportion of the share capital represented by these votes: 62.94%  
Pro: 277,848,090  
Contra: 960,816  
Abstentions: 327,612

Agenda Item 7: Election of members of the Supervisory Board.

The following resolutions were passed:

"Mr. Franz Geiger, born 21 May 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 Boards for the fiscal year 2012."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 279,138,609  
Proportion of the share capital represented by these votes: 63.01%  
Pro: 278,601,793  
Contra: 536,816  
Abstentions: 1,323

"Mr. Markus Beyrer, born 18 August 1965, 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 Boards for the fiscal year 2012."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 279,139,890  
Proportion of the share capital represented by these votes: 63.01%  
Pro: 278,597,335  
Contra: 542,555  
Abstentions: 42

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

No resolution required.

Agenda Item 9: Resolution on the prolongation of Authorization of the Management Board to share buy-back and the Authorization of Use in this regard.

The following resolution was passed:

"The authorization resolved by the Annual General Meeting on 20 May 2009 as item 7 of the agenda with regard to share buyback and use treasury shares is hereby revoked.

The Management Board is authorized to buy back treasury registered or bearer shares in an amount up to 5 percent of the share capital during a period of 18 months following the day of this resolution for a minimum price of EUR 1 and a maximum price of EUR 30 per share.

Furthermore the Management Board is authorized to

- a) issue treasury shares to, be it with or without consideration to employees, managers and members of the Management Board/management of the company and its affiliated companies, and/or to use treasury shares to serve stock options granted to such persons;
- b) use treasury shares - also abroad - as consideration for the acquisition of enterprises, businesses or parts thereof, or shares of one or more companies;
- c) decrease the share capital of the company according to Para 65 Sec 1 No. 8 last sentence in connection with Para 192 of the Stock Corporation Act by up to EUR 48,309,150 by withdrawing up to 22,150,000 million treasury registered or bearer shares with no par value without further resolution by the Annual General Meeting;

d) sell treasury shares in accordance with Para 65 Sec 1b of the Stock Corporation Act (i) any time via the stock exchange or by public offer; (ii) for a period of 5 years from the day of this resolution in any way permitted by law, also other than via the stock exchange, whereby the Management Board is entitled to exclude the general purchase opportunity."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 279,140,533

Proportion of the share capital represented by these votes: 63.01%

Pro: 277,751,333

Contra: 1,389,200

Abstentions: 165

For further information on the Annual General Meeting please visit our website under [www.telekomaustria.com/agm](http://www.telekomaustria.com/agm)

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