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

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29.05.2019

Resolutions and voting results of the Annual General Meeting, which took place on May 29, 2019, at 10:00 a.m. at the company seat of Telekom Austria AG, Lassallestraße 9, 1020 Vienna.

The share capital of the company amounts to EUR 1,449,274,500 and is divided into 664,500,000 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, the consolidated corporate governance report, the consolidated non-financial report, the proposal for appropriation of the net profit and the Supervisory Board report on the fiscal year 2018.

No resolution required.

Agenda item 2:

Resolution on the appropriation of the net profit shown in the financial statements for the fiscal year 2018.

The following resolution was passed:

"Distribution of a dividend of EUR 0.21 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: 568,845,872

Proportion of the share capital represented by these votes: 85.61%

Pro: 568,275,690

Contra: 570,182

Abstentions: 0

Agenda item 3:

Resolution on the discharge of the members of the Management Board for the fiscal year 2018.

The following resolution was passed:

"The members of the Management Board are granted discharge for the fiscal year 2018."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 568,738,477

Proportion of the share capital represented by these votes: 85.59%

Pro: 568,738,477

Contra: 0

Abstentions: 103,144

Agenda item 4:

Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2018.

The following resolution was passed:

"The members of the Supervisory Board are granted discharge for the fiscal year 2018."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 568,596,990

Proportion of the share capital represented by these votes: 85.57%

Pro: 568,368,393

Contra: 228,597

Abstentions: 244,631

Agenda item 5:

Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2018.

The following resolution was passed:

"The remuneration for elected members of the Supervisory Board for the fiscal year 2018 is to be granted unchanged versus the previous year as follows:

- (i) - for the Chair EUR 40,000
- for the Deputy Chair EUR 30,000
- for every other Supervisory Board member EUR 20,000

- (ii) - for the Chair of a committee EUR 12,000
- for every other committee member EUR 10,000

The remuneration for committee members is limited to one committee mandate. Accordingly, committee members are only entitled to remuneration once even if they belong to several committees.

- (iii) The fixed attendance fee of EUR 400 is to be granted for each member of the Supervisory Board for each of the meetings of the Supervisory Board or committee meetings which the member attends.

The staff council representatives in the Supervisory Board are entitled to an attendance fee per meeting only but not to an additional remuneration.

Remuneration is paid on a pro rata basis (calculated daily) if a member of the Supervisory Board or committee did not belong to the board or the respective committee for the entire financial year.

Number of shares for which valid votes were cast as well as total number of valid votes cast: 568,841,621

Proportion of the share capital represented by these votes: 85.60%

Pro: 568,841,407

Contra: 214

Abstentions: 0

Agenda item 6:

Elections to the Supervisory Board

The following resolutions were passed:

"Mr. Peter Hagen, born on December 12, 1959, 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 2020."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 568,840,621
Proportion of the share capital represented by these votes: 85.60%
Pro: 568,562,457
Contra: 278,164
Abstentions: 1,000

"Mr. Alejandro Cantu Jimenez, born on April 26, 1972, 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: 568,841,456
Proportion of the share capital represented by these votes: 85.60%
Pro: 545,915,253
Contra: 22,926,203
Abstentions: 1,165

"Mr. Thomas Schmid, born on October 30, 1975, 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 2023."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 568,028,247
Proportion of the share capital represented by these votes: 85.48%
Pro: 566,505,093
Contra: 1,523,154
Abstentions: 814,374

Agenda item 7:

Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2019.

The following resolution was passed:

"Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, Vienna, is elected as company auditor and group auditor for the fiscal year 2019."

Number of shares for which valid votes were cast as well as total number of valid votes cast: 568,842,621
Proportion of the share capital represented by these votes: 85.60%
Pro: 568,777,143
Contra: 65,478
Abstentions: 0

For further information on the Annual General Meeting please visit our website under <https://www.al.group/en/ir/annual-general-meeting-2019> [<https://www.al.group/en/ir/annual-general-meeting-2019>].

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