

Resolutions including Voting Results of the AGM 2017

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

Resolutions and voting results of the Annual General Meeting, which took place on June 9, 2017, at 10:00 a.m. at the Vienna Stadthalle, Halle F, A-1150 Vienna, Roland Rainer Platz 1.

The share capital of the company amounts to EUR 1,449,274,500 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 and the consolidated corporate governance report, the proposal for appropriation of the net profit and the Supervisory Board report on the fiscal year 2016.

No resolution required.

Agenda Item 2: Resolution on the appropriation of the net profit shown in the financial statements for the fiscal year 2016.

The following resolution was passed:

“Distribution of a dividend of EUR 0.20 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: 550,676,294

Proportion of the share capital represented by these votes: 82.87%

Pro: 550,643,890

Contra: 32,404

Abstentions: 522,449

Agenda Item 3: Resolution on the discharge of the members of the Management Board for the fiscal year 2016.

The following resolution was passed:

“The members of the Management Board are granted discharge for the fiscal year 2016.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 551,182,468
Proportion of the share capital represented by these votes: 82.95%
Pro: 551,057,650
Contra: 124,818
Abstentions: 301

Agenda Item 4: Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2016.

The following resolution was passed:

“The members of the Supervisory Board are granted discharge for the fiscal year 2016.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 551,180,563
Proportion of the share capital represented by these votes: 82.95%
Pro: 551,054,415
Contra: 126,148
Abstentions: 4,276

Agenda Item 5: Resolution on the compensation for the members of the Supervisory Board for the fiscal year 2016.

The following resolution was passed:

“The remuneration for elected members of the Supervisory Board for the fiscal year 2016 is determined as follows:

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

(ii) - for the Chairman 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) From 2017 onwards, a 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.

Number of shares for which valid votes were cast as well as total number of valid votes cast: 551,190,629
Proportion of the share capital represented by these votes: 82.95%
Pro: 551,169,912
Contra: 20,717
Abstentions: 100

Agenda Item 6: Elections to the Supervisory Board

The following resolutions were passed:

“Mag. iur. Stefan Pinter, born on 15.04.1978, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 550,662,950
Proportion of the share capital represented by these votes: 82.87%
Pro: 535,140,536
Contra: 15,522,414
Abstentions: 527,959

“Mag. iur. Reinhard Kraxner, born on 07.05.1970, 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 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 550,651,611
Proportion of the share capital represented by these votes: 82.87%
Pro: 535,129,994
Contra: 15,521,617
Abstentions: 527,959

Agenda Item 7: Election of the auditors of the financial statements and of the consolidated financial statements for the fiscal year 2017.

The following resolution was passed:

“Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, Vienna, is elected as company auditor and group auditor for the fiscal year 2017.”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 551,177,349
Proportion of the share capital represented by these votes: 82.95%
Pro: 551,124,343
Contra: 53,006
Abstentions: 1,121

Agenda Item 8: Change of the company`s articles of association in Sec 16 (2) in regard to the transmission of deposit confirmations to the company.

The company`s statutes of association are changed in Sec 16 (2) so that it reads as follows:

“(2) for the proof of shareholding in regard to bearer shares it is sufficient to keep a deposit confirmation according to Sec 10a Austrian Stock Corporation Act (AktG), which shall reach the company at the latest on the 3rd business day before the Annual General Meeting at the address announced in the invitation. Details in regard to the deposit confirmation will be announced together with the invitation. The invitation can foresee as communication channel the transmission of deposit confirmations via Telefax or e-mail (the electronic format can be determined in the invitation).”

Number of shares for which valid votes were cast as well as total number of valid votes cast: 551,171,256

Proportion of the share capital represented by these votes: 82.95%

Pro: 551,171,256

Contra: 0

Abstentions: 0

For further information on the Annual General Meeting please visit our website under www.telekomaustria.com/en/ir/annual-general-meeting

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