

**EANS-Adhoc: Telekom Austria AG / Conversion of the voluntary public takeover offer (Sec 25a ATA) to the shareholders of Telekom Austria AG into a mandatory offer (Sec 22 et seq. ATA)**

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other

Dear Sir or Madam,

Today the Telekom Austria Group (VSE: TKA, OTC US: TKAGY) announces that it has been informed of the following facts:

In the course of the conclusion of a conditional syndicate agreement with Österreichische Industrieholding AG ("Shareholders' Agreement"), Carso Telecom B.V. ("Bidder") published a voluntary public takeover offer aimed to acquire control pursuant to Sec 25a ATA. The public takeover offer towards all shareholders of Telekom Austria AG is directed at the purchase of all no-par-value ordinary bearer shares in Telekom Austria AG which are not owned by the Bidder, the América Móvil Group, Österreichische Industrieholding AG or Telekom Austria AG on 15.05.2014 ("Offer"). The offer price amounts to EUR 7.15 ex dividend 2013 per no-par-value ordinary bearer share of Telekom Austria AG (ISIN AT0000720008). The Offer can be accepted from 15.05.2014 until and including 10.07.2014, 17:00 CET.

The Offer is subject to several conditions precedent (see Sec 5 of the offer memorandum, available under [www.takeover.at](http://www.takeover.at) or [www.telekomaustria.com](http://www.telekomaustria.com)). If the conditions precedent as set forth in Sec 5.1.2 to 5.1.4 of the offer memorandum are fulfilled or waived prior to the expiry of the original acceptance period so that the Shareholders' Agreement becomes effective (change of control) the following applies pursuant to Sec 5.3 of the offer memorandum: The Offer will be converted into a mandatory offer, whereby the condition precedent as set forth in Sec 5.1.1 of the offer memorandum related to the 50% acceptance threshold will not apply any longer.

By 27.06.2014 the conditions precedent as set forth in Sec 5.1.2 to 5.1.4 of the offer memorandum have been fulfilled. Thus, the Shareholders' Agreement became effective prior to the expiry of the original acceptance period triggering the change of control. The Offer is thus being converted into a mandatory offer as of 30. June 2014. This mandatory offer does not have any conditions precedent. The mandatory offer can be accepted until and including 10.07.2014, 17:00 CET. The offer price is unchanged and amounts to EUR 7.15 ex dividend 2013 per no-par-value ordinary bearer share of Telekom Austria AG (ISIN AT0000720008). Apart from this amendment, the terms and conditions of the Offer shall remain unaffected.

The addendum to the offer memorandum will be available under [www.takeover.at](http://www.takeover.at) and <http://www.telekomaustria.com/en/ir/12474> as of 30/6/2014.

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**Disclaimer for forward-looking statements:**

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