

Telekom Austria Aktiengesellschaft

International Securities Identification Number (ISIN)
AT 0000720008

Invitation

We are pleased to invite our Shareholders to the

Annual General Meeting

which will take place on Wednesday, May 25, 2005 at 10:00 a.m.
Austria Center Vienna, Saal F, Bruno Kreisky-Platz 1, 1220 Vienna.

Agenda:

1. Presentation of the Financial Statements and the Management Report as well as the Consolidated Financial Statements, including the Consolidated Management Report and the Reconciliation Report according to Para 245a Commercial Code for the Fiscal Year 2004 and Report by the Supervisory Board on the Fiscal Year 2004.
2. Resolution on the Distribution of the Net Profit.
3. Resolution on the Discharge of the Members of the Management Board and of the Members of the Supervisory Board for the Fiscal Year 2004.
4. Resolution on the Compensation for the Members of the Supervisory Board for the Fiscal Year 2004.
5. Election of the Auditors of the Financial Statements and of the Consolidated Financial Statements for the Fiscal Year 2005.
6. Resolution on the Amendment of Para 8 of the Articles of Association (Supervisory Board – Composition) regarding the number of Members and the introduction of an age-limit for Members of the Supervisory Board.

Sec 1 of Para 8 of the Articles of Association shall read as follows:

"The Supervisory Board of the Company shall consist of up to 10 Members elected by the General Meeting and those Members delegated by the Works Council in accordance with Para 110 Sec 1 ArbVG. A Member of the Supervisory Board may be elected until the age of 65."

7. Changes in the Supervisory Board.
8. Management Report on Shares bought back, number of own Shares held and the use of own Shares in accordance with Para 65 Sec 3 Stock Corporation Act.

9. Resolution on the authorization of the Management Board in accordance with Para 65 Sec. 1 No 8 Stock Corporation Act to acquire own bearer or registered Shares up to the maximum extent legally permitted, during a period of 18 months from the day of this resolution at a minimum price of EUR 9 and a maximum price of EUR 21 per Share.

The Management Board is further authorized to

- a) use own Shares to serve stock options granted to employees, directors and Members of the Management Board of the Company or of an affiliated company;
- b) use own Shares to serve convertible bonds;
- c) use own Shares – also abroad- as consideration for the acquisition of enterprises, businesses or parts thereof, or shares of one or more companies;
- d) 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 109,050,000 by withdrawing these own registered or bearer Shares with no par value without further Shareholders' resolution. The Supervisory Board is authorized to resolve upon the amendments to the Articles of Association required by the withdrawal of Shares;
- e) to sell own Shares in accordance with Para 65 Sec 1 lit. b Stock Corporation Act (i) any time over 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 over the stock exchange, whereas the Management Board is entitled to exclude the general purchase opportunity.

This Authorization replaces the Authorization of the last Annual General Meeting as of June 3, 2004 with regard to the share buy back and the use of own Shares (Para 10 of the Agenda).

According to Para 16 of the Articles of Association, Shareholders are entitled to participate in this Annual General Meeting, after having deposited their Shares by May 19, 2005 at the latest, at the Company, at the office of an Austrian public notary, or at the head office of a domestic financial institution until the end of the Annual General Meeting. The Shares are also properly deposited if, by agreement of one of the depositories, the Shares are frozen at another bank until the end of the Annual General Meeting.

The depositories are obliged to submit certification about the deposits made to the Company by May 20, 2005 at the latest (fax in advance to number: +43 (0) 59059 9 250505).

The Annual Report of Telekom Austria AG for 2004 including the Consolidated Financial Statements and the Financial Statements 2004 comprising the Management Report and the Reconciliation Report according to Para 245a Commercial Code as well as the Reports on Para 8 and 9 of this Agenda are now available to the public according to Para 83 Sec 3 Stock Exchange Act, at Telekom Austria AG, 1020 Vienna, Lassallestraße 9; at Bank Austria AG, 1010 Vienna, Am Hof 2 and 1030 Vienna, Vordere Zollamtsstraße 13, and at Raiffeisen Centrobank AG, 1015 Vienna, Tegetthoffstraße 1 and on the Internet under www.telekom.at/annual_reports and www.telekom.at/agm.

Vienna, April 2005

The Management Board