

The Austrian Corporate Governance Code is a system of rules in accordance with international standards for the responsible management and guidance of companies in Austria.

The Code was developed by the Austrian Working Group for Corporate Governance during 2002. The Code was amended in August 2005, January 2006, June 2007 and January 2009.

Corporate Governance Evaluation

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(132 KB)

The Code comprises 80 rules.

30 ("L rules – legal requirements") refer to existing mandatory requirements, such as those of stock exchange or stock corporation law.

A further 45 rules are classified as comply or explain rules ("C Rules"), and details must be provided on any deviations.

The remaining 5 rules ("R Rules") have recommendation character, and noncompliance must neither be disclosed nor explained.

With a resolution of the Management Board on November 25, 2003, Telekom Austria announced its voluntary compliance with the Austrian Corporate Governance Code beginning with the annual report 2003.

Ever since its initial public offering in 2000 Telekom Austria has declared its commitment to maximum transparency in reporting, in line with international capital market practices. Telekom Austria has developed a reporting culture that exceeds Austrian requirements.

The explanations entirely take the amendments of the code from June 2007 into consideration.

Telekom Austria meets all legal requirements of the Corporate Governance Code. Explanations have been issued with regard to the following C rule:

Rule 28:

Stock option plans for the Management Board, including the exercise hurdle in the form of the target value earnings per share are decided by the Supervisory Board, in order to achieve optimal agreement with the objectives approved by the Supervisory Board. The parameters of the intended stock option plan were presented to the Annual General Meeting on June 4, 2003 and on May 23, 2006.