

Supervisory Board

Telekom Austria's Supervisory Board is comprised of up to 15 persons, whereby up to ten are elected by the annual general meeting (capital representatives) and up to 5 by the employee side. Employee participation on the Supervisory Board is a legally regulated part of the corporate governance system in Austria.

The Supervisory Board has set up three committees ([Guidelines acc. § 9](#)):

Audit Committee
Chairing and Remuneration Committee
Personnel and Nomination Committee

The members of the Audit Committee are as follows: Markus Beyrer: Chairman, Wilfried Stadler: Financial Expert, Peter J. Oswald, Wolfgang Rutenstorfer, Walter Hotz and Alexander Sollak.

The tasks of the audit committee are to:

monitor the financial reporting process,
monitor the effectiveness of the company's internal control, internal audit and risk management systems
monitor the statutory audit of the annual and consolidated accounts
review and monitor the independence of the statutory auditor
review and prepare the approval of the annual accounts, the proposal for the distribution of profits, the Management Report, the Corporate Governance Report, and the report about the results of the review to the Supervisory Board
audit the consolidated financial statements and the Management Report
to prepare the Supervisory Board's proposal for the selection of the auditor

Edith Hlawati and Markus Beyrer form the **Presidium and Remuneration Committee**, which regulates the salary-related affairs of the Management Board including the determining of targets and monitoring the achievement of goals for salary bonuses. It is also responsible for the governance process in the Supervisory Board.

A **Personnel and Nomination Committee** has been additionally set up, which is comprised of the presidium and Werner Luksch.

[Guidelines for the Independence of Supervisory Board Members](#)
[Directors' Dealings](#)

Members of the Supervisory Board

Markus Beyrer 1)2)3)5) (Chairman)

since 19.05.2011

4 supervisory board mandates 4)

Designated sole Member of the Management Board of ÖIAG as of 1st June 2011

Supervisory Board Functions:

OMV AG (Chairman), Österreichische Post AG (Chairman), Siemens Austria AG, Raiffeisen Holding Lower Austria Vienna AG

Edith Hlawati 1)2)5) (Deputy Chairman)

since 28.06.2001

Partner at Cerha Hempel Spiegelfeld Hlawati since 1987, main focus of work in: privatizations, banking and capital markets law, mergers & acquisitions, corporate finance and joint ventures

Supervisory Board Function:
Österreichische Post AG

Henrietta Egerth-Stadlhuber 5)

since 20.05.2008

Managing Director of the Österreichische Forschungsförderungsgesellschaft
(Austrian Research Development Enterprise)

Supervisory Board Functions:
Austria Wirtschaftservice Ges.m.b.H. (AWS)

Franz Geiger 5)

since 19.05.2011

Chief Executive Officer of Donau Chemie AG.

Peter J. Oswald 3)5)

since 20.05.2008

Executive Director Mondi plc and Mondi Ltd., CEO Mondi AG (Holding Europe & International Division)

Wolfgang Ruttenstorfer 5)

since 27.05.2010

Was CEO of OMV from 2002 to April 2011.

Supervisory Board Functions:
CA Immobilien Anlagen AG (Chairman), Vienna Insurance Group AG Wiener Versicherung Gruppe (Chairman), Hoffmann La Roche Ltd

Wilfried Stadler 3)5)

since 15.07.2005

Chairman of the Management Board of Investkredit Bank AG since 2008, Business Consultant, bank consultant, honorary professor at the Vienna University of Economics and Business.

Supervisory Board Functions:
ATP Planungs- und Beteiligungs-AG, Die Furche – Zeitschriften – Betriebsgesellschaft m.b.H., TRODAT Holding GmbH, AG, WIENSTROM GmbH, Konos Mittelstandsfinanzierungs Aktiengesellschaft

Harald Stöber 5)

since 04.06.2003

Was Chairman of the Management Board of Arcor AG & Co. KG from July 1997 to July 2008 and has been Chairman of the Supervisory Board of Arcor AG & Co. KG since August 1, 2008.

Supervisory Board Functions:

Deutsche Messe Hannover

Vodafone D2 GmbH

Vodafone Holding GmbH

Personnel Representatives:

Walter Hotz 3)

since 06.05.2011

Supervisory Board Function:

Österreichische Industrieholding AG, A1 Telekom Austria AG, Telekom Personalmanagement GmbH

Alexander Sollak 3)

since 03.11.2010

Gottfried Zehetleitner

since 27.10.2010

Werner Luksch 2)

since 03.08.2007

Supervisory Board Function:

Österreichische Industrieholding AG

1) Chairing and Remuneration Committee

2) Personnel and Nomination Committee

3) Audit Committee

4) Pursuant to Rule 56 of the Austrian Corporate Governance Code, the information on the number of supervisory board mandates refers to publicly traded companies that are not part of the Telekom Austria Group and also excludes Telekom Austria ()

5) Independent pursuant to Rule 53 of the Austrian Corporate Governance Code

Status: May 2011