



EGYÜTT. VELED

Submission
to the General Meeting of Magyar Telekom Plc.

Election of members of the Audit Committee

Budapest, April 12, 2013



Election of members of the Audit Committee

The General Meeting shall elect new Audit Committee members, as the mandate of Magyar Telekom Plc.'s Audit Committee members expires on the day of the Annual General Meeting to be held on April 12, 2013 in accordance with Sections 8.2.1. and 8.7.1. of the Articles of Association.

In accordance with the provisions of the Articles of Association the General Meeting elects a 3-5 member Audit Committee from the independent members of the Supervisory Board (SB) for the same period as the membership of the relevant members in the SB. At least one Audit Committee member must have a qualification in accountancy and/or be a qualified auditor.

The Board of Directors proposes the following persons to be elected by the General Meeting with respect to this agenda item:

1. **dr. János Bitó**
2. **dr. János Illéssy**
3. **dr. Sándor Kerekes**
4. **dr. László Pap**
5. **dr. Károly Salamon**

Biography of the nominees:

Dr. János Bitó (born in 1936) graduated from the faculty of natural sciences at József Attila University of Sciences (Szeged) in 1958, then got a Dr. Rer. Nat. in 1960. In 1967 he gained a PhD, and in 1971 a D. Sc. in technical sciences. He taught in many inland and foreign universities. Between 1971 and 2002 he worked as a technical, research and development director, managing director or chief officer at a number of companies and institutions, and as senior advisor to the minister in a ministry. He accomplished considerable achievements in robotics, and between 1965 and 2005 in the foundation and introduction of scientific researches and developments in Hungary. He is a member of a number of scientific organizations, he is the member of the Hungarian Academy of Sciences Committee on Information Science and of the Hungarian Academy of Sciences Committee on Automation and Computer Science. He was a member of the board of directors or the supervisory board, or the chairman of the supervisory board, at many companies. At present he is the chairman of the Thesis and Final Examination Board at Pázmány Péter Catholic University, Information Technology Faculty. A lot of publications are connected to his name (articles, university notes, books), he is the owner of many prizes and awards.

Dr. János Illéssy (born in 1962) is an electric engineer (BME) with an MBA and PhD from the University of Pittsburgh, USA. He spent over a decade and half with Pannonplast, a plastics producer listed on the Budapest Stock Exchange, in consultant, controller, Chief Financial Officer and Chairman and Chief Executive Officer roles. Between 2001 and 2003 he worked as managing director of the Hungarian subsidiary bank of BNP Paribas. Between 2004 and 2007 he was the Chief Financial Officer and member of the Board of Directors of Borsodchem. Currently he is managing director of Lebona Ltd, and teaching Financial Economics at the Institute of International Business Relations and the Business School of Central European University, as adjunct professor.

Dr. Sándor Kerekes (born in 1948) holds an MSc in chemistry and economics. He got a PhD Degree in Economics in 1984 and a Doctor of Sciences (top degree awarded by the Hungarian Academy of Sciences) in 2003. In 1994 he participated in the Advanced Management Program of Harvard Business School. For 15 years, he was the member or the Chairman of the Board of Directors or Supervisory Boards of various Hungarian mid-size companies. Since 1986, he served as the Head of Department and later as the director of Corvinus University and its legal predecessors. Between 1994-1997 and 2002-2006 for 8 years he served as the Dean of Business Administration Faculty of the Corvinus University of Budapest. He is the Director of the Institute of Environmental Sciences of Corvinus University. From 2008 till December 14, 2011 he was the vice rector of academic affairs of CUB. He is the member of the editorial boards of various papers, among them the Economy and Society and the Vezetéstudomány ('science of management') and the author of many books and articles.

Dr. László Pap (born in 1943) graduated from the Technical University of Budapest as a Telecommunications major. He earned his Ph.D. in 1980 and Doctor of Sciences (top degree awarded by the Hungarian Academy of Sciences) in 1992. He was elected as a correspondent member in 2001, then as a full member in 2007 of the Hungarian Academy of Sciences. He has been a professor of the Faculty of Electrical Engineering and Informatics since 1992. He was the Head of the Department of Telecommunications at the Budapest University of Technology and Economics from 1992 to 2008, between 2001 and 2004 he was strategic vice rector of the University. He has obtained numerous patents for his inventions. He is Honorary President of the Scientific Society of Telecommunications, a member of the Telecommunications Systems Committee of the Hungarian Academy of Sciences, a member of the editorial board of the periodical World of Nature and Wireless Networks, and a member of the Hungarian Space Research Governmental Committee, and the president of the Scientific Committee of Space Research.



Dr. Károly Salamon (born in 1954) graduated in 1977 at the Kandó Kálmán College as a bachelor of science of Electrical Engineering, and in 1983 at Eötvös Lóránd University of Sciences as a master of science of Mathematics. He received an MBA degree at the University of Pittsburgh (USA) in 1991, then he got a PhD at the University of Economics in 1993. Between 1977 and 1990 he worked as a design engineer, then as a development engineer and later as a project leader at different companies. From 1990 he worked for Ernst and Young International Audit and Consulting Company as a partner. Between 1995 and 2005, he was the chief financial officer, then from 2006 to 2008 the chairman-chief executive officer of Allianz Hungária Biztosító Zrt. From 2008 he is the general director of MIS Ltd. Between 2003 and 2008 he was a member or the chairman of the Board of Directors, or a member of the supervisory board of a number of banks. Between 2006 and 2011 he was a member of the Board of Directors of the Hungarian Mortgage Bank, and between 2007 and 2011 he was a member of the Presidency of the German - Hungarian Chamber of Commerce. From 2009 he was a member of the Board of Directors of the State Motorway Management Company Ltd. He has been the Chairman-Chief Executive Officer of MKB Általános Biztosító Zrt. (MKB General Insurance Zrt.) and MKB Életbiztosító Zrt. (MKB Life Insurance Zrt.) since July 1, 2010.

The Board of Directors proposes the following resolution proposals to the General Meeting:

[1.] The General Meeting elects dr. János Bitó to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

[2.] The General Meeting elects dr. János Illéssy to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

[3.] The General Meeting elects dr. Sándor Kerekes to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

[4.] The General Meeting elects dr. László Pap to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

[5.] The General Meeting elects dr. Károly Salamon to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.