

Self-assessment of the work of the Board of Directors - 2022

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1. Role and members of the Board

General Information

- The Board shall be the management body of the Company and the Board shall represent the Company with regard to third parties, in court and before other authorities.
- The Board operates based on its [Rules of Procedure](#).
- The Board is not an operative management body and is not involved in the Company's daily business. The Board is responsible for all matters relating to the Company's management and course of business not otherwise reserved to the General Meeting or to other corporate bodies by the Articles of Association or by the law.
- The Board shall be comprised of a minimum of five (5) and a maximum of eleven (11) members. The members of the Board shall be elected by the General Meeting. The mandate of the members, unless otherwise provided by the General Meeting, lasts for a term of three years until May 31 of the third year subsequent to the date of the said General Meeting, with the exception that if the General Meeting in the third year is held prior to May 31, then their assignment lasts until the date thereof.
- The Civil Code does not include requirements with regard to the independence of the members of the Board if besides the Board there is also a Supervisory Board operating at the company.
- On December 31, 2022, the Board of Directors had eight (8) members, with two (2) internal (executive) and six (6) external (non-executive) members.

2. Board meetings

Meetings

- In the 2022 business year the Board held four (4) meetings in accordance with its Preliminary Meeting Schedule at which the overall rate of attendance of the members (either personally or by means of any electronic communication) was 88%. In addition, the Board adopted resolutions without holding a meeting in writing in three (3) cases.
- The rules of the voting procedure are described in detail in the Rules of Procedure of the Board.
- The members of the Board received accurate and adequate documentation prior to the meetings and prior to the circular decisions.
- Pursuant to the relevant section of the Articles of Association the Board has prepared quarterly reports to the Supervisory Board on the management, financial status and business policy of the Company.
- Information about decisions of the Board relevant to the investors was published on an ongoing basis on the website of the Company and the Budapest Stock Exchange.

3. Most important items discussed

Items

- Magyar Telekom Group Strategy, Objectives and Key Results of the Company;
- Business Planning for years 2023-2026;
- Monitoring financial performance;
- Proposals to the General Meeting, including proposal on the approval of the year 2021 financial statements, the use of the profit for the year earned in 2021 and the dividend;
- Shareholder remuneration policy;
- Cooperation with Deutsche Telekom AG;
- Decision on the establishment, termination and modification of the employment contract of certain Executives;
- M&A decisions;
- Risk management of Magyar Telekom Group;
- Review of the Compliance program and the results of Compliance Risk Assessment;
- Review of reports on the activities of the Internal Audit organization.

4. Compliance

Guidelines,
ethics,
standards

- The Board is committed to conduct all business activities of Magyar Telekom Group according to the highest legal and ethical standards. Based on this commitment the Board established the **Corporate compliance program** of Magyar Telekom.
- The **Corporate compliance program** is applicable to all bodies, organizations, employees of Magyar Telekom Group, and advisors, agents, representatives as well as to all persons and organizations that work on behalf of the Company or its subsidiary.
- The **Corporate compliance program of Magyar Telekom** ensures that the business activities of the Group are conducted with observing and in compliance with the relevant laws to the outmost extent, according to the highest standards of training and commitment. It requires the realization of guidelines and processes that manage potential compliance risks and implement specific processes in order to report, investigate, monitor and correct suspected or actual lack of compliance.

5. Suitability for position of the Board members



Dr. Robert Hauber

Chairperson of the Board
Master and Doctoral degree in business administration. Over 20 years of experience as a senior finance executive.



Daria Dodonova

Master degree in International Finance. Over 15 years of experience in various management positions.
Chief Financial Officer of Magyar Telekom.



Gábor Fekete

Holds a Mechanical Engineer degree. Thorough his career, he has gained experience in several managerial positions.
Independent member of the Board.



Elvira Gonzalez

University degree in Telecommunication Engineering and Business Administration. Over 15 years of experience in telecommunications in various management positions.



Frank Odzuck

Degree in economics. Many years of professional experience in the position of managing director of the Hungarian subsidiaries of international corporations.
Independent member of the Board.



Péter Ratatics

Graduated in economics. Over 10 years of management experience in various positions.
Independent member of the Board.



Tibor Rékasi

Graduated from the Budapest Foreign Trade College. Over 20 years of experience in various managerial positions.
Chief Executive Officer of Magyar Telekom.



Melinda Szabó

Holds a degree in Marketing Economics and Business Administration. Over 15 years of experience in the telecommunications industry in various management positions.