



EGYÜTT. VELED

SUBMISSION
TO THE GENERAL MEETING OF MAGYAR TELEKOM PLC.

**PROPOSAL OF THE BOARD OF DIRECTORS FOR
THE USE OF THE PROFIT AFTER TAX EARNED IN
2014; PRESENTATION OF THE RELEVANT REPORT
OF THE SUPERVISORY BOARD, THE AUDIT
COMMITTEE AND THE AUDITOR; DECISION ON
THE USE OF THE PROFIT AFTER TAX EARNED IN
2014**

BUDAPEST, APRIL 15, 2015



According to Section 3:109(2) of the Civil Code and Section 5.2.(i) of the Articles of Association deciding on the utilisation of after-tax earnings belongs to the exclusive scope of authority of the General Meeting.

Resolution proposal:

The Company shall not pay dividend for the business year of 2014 and shall allocate the full amount of after-tax profits of HUF 36,735,391,749 based on Hungarian Accounting Rules figures as retained earnings.

Relevant part of the Report of the Supervisory Board related to this agenda item:

The Supervisory Board, with the involvement of the Audit Committee, discussed the proposal of the Board of Directors, according to which the Company shall not pay dividend for the business year of 2014. The Supervisory Board provides prior approval to the proposal of the Board of Directors, and proposes the proposal to the General Meeting for approval.