

Resolutions of the General Meeting

extract from the Minutes of the Annual General Meeting of
Magyar Telekom Telecommunications Public Limited Company
held at its registered seat (1013 Budapest, Krisztina krt. 55.) on April 10, 2018, started at 11:05 a.m.

Resolution No. 1/2018 (IV.10.)

The General Meeting elects Mr. Christopher Mattheisen to be the Chairman of the General Meeting.

The General Meeting adopted this Resolution with 680,557,917 affirmative votes (98.86%), 307,006 negative votes (0.04%), and 0 abstentions (0.00%).

Resolution No. 2/2018 (IV.10.)

The General Meeting elects dr. Balázs Modok, registered legal counsel as Keeper of the Minutes. Further that elects Ms. Anne Beever, representative of Deutsche Telekom Europe B.V. as authenticator of the Minutes.

The General Meeting adopted this Resolution with 688,018,785 affirmative votes (99.95%), 10,635 negative votes (0.00%), and 348,504 abstentions (0.05%).

Resolution No. 3/2018 (IV.10.)

The General Meeting approves the agenda of the Meeting, in line with the resolution proposal, as follows:

- 1. Report of the Board of Directors on the management of Magyar Telekom Plc., on the business operation, on the business policy and on the financial situation of the Company and Magyar Telekom Group in 2017;**
- 2. Decision on the approval of the 2017 Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor;**
- 3. Decision on the approval of the 2017 Standalone Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor;**
- 4. Proposal of the Board of Directors for the use of the profit for the year earned in 2017; presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor; decision on the use of the profit for the year earned in 2017;**
- 5. Information of the Board of Directors on the purchase of treasury shares following the Annual General Meeting in 2017; authorization of the Board of Directors to purchase ordinary Magyar Telekom shares;**
- 6. Decision on the approval of the Corporate Governance and Management Report;**
- 7. Decision on granting relief from liability to the members of the Board of Directors;**
- 8. Election of an employee representative member of the Supervisory Board;**
- 9. Decision on the amendment of the Articles of Association of Magyar Telekom Nyrt. (Section affected with the amendment: 6.4. Scope of authority of the Board of Directors (6.4. (p)));**
- 10. Election and determination of the remuneration of the Company's Statutory Auditor, and determination of the contents of the material elements of the contract to be concluded with the Statutory Auditor.**

The General Meeting adopted this Resolution with 688,083,433 affirmative votes (99.96%), 0 negative votes (0.00%), and 252,000 abstentions (0.04%).

Resolution No. 4/2018 (IV.10.)

The General Meeting approves the 2017 Consolidated Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Balance Sheet Total Assets of HUF 1,109,661 million and Profit for the year 2017 of HUF 49,772 million.

The General Meeting adopted this Resolution with 687,453,481 affirmative votes (99.87%), 4,831 negative votes (0.00%), and 908,978 abstentions (0.13%).

Resolution No. 5/2018 (IV.10.)

The General Meeting approves the 2017 Standalone Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Balance Sheet Total Assets of HUF 1,038,673 million and Profit for the year 2017 of HUF 41,857 million.

The General Meeting adopted this Resolution with 687,357,290 affirmative votes (99.85%), 91,356 negative votes (0.01%), and 911,015 abstentions (0.13%).

Resolution No. 6/2018 (IV.10.)

A dividend of HUF 25 per ordinary share (with a face value of HUF 100) shall be paid by the Company to the shareholders from the profit of 2017. The actual rate of dividend paid to shareholders is calculated and paid based on the Articles of Association, so the Company distributes the dividends for its own shares among the shareholders who are entitled for dividends.

The HUF 26,068,563,575 to be disbursed as dividends shall be paid from the HUF 41,857,229,317 profit for the year based on the standalone financial statements, and the remaining amount of HUF 15,788,665,742 of the profit for the year based on the standalone financial statements shall be allocated to retained earnings. May 25, 2018 shall be the first day of dividend disbursement. The record date of the dividend payment shall be May 15, 2018.

On April 17, 2018, the Board of Directors of the Company shall publish a detailed announcement on the order of the dividend disbursement on the homepage of the Company and the Budapest Stock Exchange.

The dividends shall be paid by KELER Ltd., in compliance with the instructions of the Company.

The General Meeting adopted this Resolution with 678,027,991 affirmative votes (98.50%), 9,691,189 negative votes (1.41%), and 646,488 abstentions (0.09%).

Resolution No. 7/2018 (IV.10.)

The General Meeting acknowledges the information of the Board of Directors on the purchase of treasury shares following the Annual General Meeting in 2017.

The General Meeting adopted this Resolution with 687,285,283 affirmative votes (99.84%), 89,855 negative votes (0.01%), and 961,121 abstentions (0.14%).

Resolution No. 8/2018 (IV.10.)

The General Meeting authorizes the Board of Directors to purchase Magyar Telekom ordinary shares, the purpose of which could be the following:

- to supplement Magyar Telekom's current shareholder remuneration policy in line with international practice;
- to operate a share based incentive plan.

The authorization will be valid for 18 months starting from the date of approval of this General Meeting resolution. The shares to be purchased on the basis of this authorization together with the treasury shares already held by Magyar Telekom shall not at any time exceed more than 10% of the share capital effective at the date of granting this authorization (i.e. up to 104,274,254 ordinary shares with a face value of HUF 100 each) of Magyar Telekom Plc.

The shares can be purchased through the stock exchange or on the OTC market. The equivalent value per share paid by Magyar Telekom Plc. may not be more than 5% above the market price of the share determined by the opening auction on the trading day at the Budapest Stock Exchange. The minimum value to be paid for one share is HUF 1.

The authorization may be exercised in full or in part, and the purchase can be carried out in partial tranches spread over various purchase dates within the authorization period until the maximum purchase volume has been reached.

Authorization granted to the Board of Directors by Resolution No. 9/2017 (IV.7.) of the General Meeting is hereby repealed.

The General Meeting adopted this Resolution with 687,364,958 affirmative votes (99.85%), 49,971 negative votes (0.01%), and 921,330 abstentions (0.13%).

Resolution No. 9/2018 (IV.10.)

The General Meeting approves the Corporate Governance and Management Report of the Company for the business year of 2017.

The General Meeting adopted this Resolution with 687,364,191 affirmative votes (99.85%), 4,830 negative votes (0.00%), and 922,747 abstentions (0.13%).

Resolution No. 10/2018 (IV.10.)

The General Meeting of Magyar Telekom Plc. ascertains the appropriateness of the management activities of the Board of Directors members of the Company in the previous business year and decides to grant the relief from liability to the members of the Board of Directors of the Company with respect to the 2017 business year. By granting the relief, the General Meeting confirms that the members of the Board of Directors have performed the management of the Company in 2017 by giving primacy of the interests of the Company.

The General Meeting adopted this Resolution with 685,732,298 affirmative votes (99.62%), 264,605 negative votes (0.04%), and 2,349,991 abstentions (0.34%).

Resolution No. 11/2018 (IV.10.)

The General Meeting elects Mr. Attila Bujdosó to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 687,188,814 affirmative votes (99.83%), 239,455 negative votes (0.03%), and 866,492 abstentions (0.13%).

Resolution No. 12/2018 (IV.10.)

The General Meeting approves the amendment of Section 6.4. (p) of the Articles of Association according to the submission.

The General Meeting adopted this Resolution with 687,391,521 affirmative votes (99.86%), 5,855 negative votes (0.00%), and 866,493 abstentions (0.13%).

Resolution No. 13/2018 (IV.10.)

The General Meeting elects as Statutory Auditor of Magyar Telekom Plc. (the "Company") PricewaterhouseCoopers Auditing Ltd. (registered office: 1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022; registration number: 001464)

to perform audit services for the business year 2018 in accordance with the submission, for the period ending May 31st 2019 or if the Annual General Meeting closing the 2018 business year will be held prior to May 31st 2019 then on the date thereof.

Personally responsible registered auditor appointed by the Statutory Auditor: Árpád Balázs

Chamber membership number: 006931

Address: 1124 Budapest, Dobsinai u. 1.

Mother's maiden name: Hedvig Kozma

In the event he is incapacitated, the appointed deputy auditor is: Balázs Mészáros (chamber membership number: 005589, mother's maiden name: Orsolya Lócsei, address: 1137 Budapest, Katona József u. 25. V. em. 4.).

The General Meeting approves HUF 215,946,000 + VAT + 8 % related costs + VAT to be the Statutory Auditor's annual compensation to perform audit services for the business year 2018, covering the audits of the Standalone Financial Statements and the Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS).

The General Meeting approves the contents of the material elements of the contract to be concluded with the Statutory Auditor according to the submission.

The General Meeting adopted this Resolution with 687,325,641 affirmative votes (99.85%), 71,081 negative votes (0.01%), and 867,147 abstentions (0.13%).