



EGYÜTT. VELED

# CORPORATE GOVERNANCE AND MANAGEMENT REPORT OF MAGYAR TELEKOM PLC.

Approved by the Board of Directors of Magyar Telekom Plc. on February 20, 2018 with Resolution No. 2/12 (02.20.2018).

**The Corporate Governance and Management Report was approved with Resolution No. 9/2018 (IV.10.) by the Annual General Meeting of the Company held on April 10, 2018.**

## INTRODUCTION

The Board of Directors of Magyar Telekom Telecommunications Public Limited Company (hereinafter “Magyar Telekom” or “Company”) based on the Corporate Governance Recommendations of the Budapest Stock Exchange Zrt. (“BSE”), and the provisions of Act V of 2013 on the Civil Code (“Civil Code”), approves and submits to the Annual General Meeting the below Corporate Governance and Management Report.

### 1. A BRIEF PRESENTATION OF THE OPERATION OF THE BOARD OF DIRECTORS, AND A DESCRIPTION OF THE DIVISION OF RESPONSIBILITY AND DUTIES BETWEEN THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

Magyar Telekom's Board of Directors (“Board” or “Board of Directors”) shall be the management body of the Company and shall represent the Company with regard to third parties, in court and before other authorities. The Board of Directors exercises its rights and performs its obligations as an independent body.

The members of the Board of Directors shall conduct the management of the Company based on of the primacy of the interest of the Company. The members of the Board of Directors shall be held liable for damages caused to the Company resulting from his/her management activities in accordance with the rules pertaining to damages for loss caused by breach of contract. The Company shall be held liable for damages caused to a third party by the members of the Board of Directors in connection with their office. The Board of Directors and the Company shall be held jointly and severally liable, if the damage was caused intentionally by the members of the Board of Directors.

The Board of Directors is not an operative management body, in other words, the Board of Directors is not involved in the Company's daily business. The Board of Directors is responsible for all matters relating to the Company's management and course of business not otherwise reserved to the General Meeting (“General Meeting”) or to other corporate bodies by the Articles of Association of the Company (“Articles of Association”) or by the law. Among other responsibilities, it approves the Company's strategy, business plan, major organizational changes and key transactions, concludes employment agreements with and removes the Chief Executive Officer (“CEO”) and the Chief Officers, and determines the remuneration and target tasks on the basis of which it evaluates the their performance.

For the purpose of the operative control and effective day-to-day management of the Company the Board of Directors established the Management Committee the members of which are the CEO and the Chief Officers. The Management Committee acts within the scope of competences assigned to it by the Board of Directors. The Management Committee reports to the Board of Directors on the operation and status of Magyar Telekom Group at each meeting of the Board of Directors.

Due to the fact that in line with the above, the Board of Directors delegates several competences to the Management Committee we answered “No” to some questions in the declaration to this Corporate Governance and Management Report, because in these cases the Company does comply with the given recommendation but based on the decision of the Board of Directors the procedure / decision to comply with the given recommendation is within the Management Committee's scope of competence delegated to it by the Board of Directors.

The detailed rules on the tasks, competences and operation of the Management Committee are contained in its Rules of Procedure approved by the Board of Directors:

[https://www.telekom.hu/static-tr/sw/file/20170421\\_MT\\_MC\\_RoP\\_ENG.pdf](https://www.telekom.hu/static-tr/sw/file/20170421_MT_MC_RoP_ENG.pdf)

### 2. THE INTRODUCTION OF THE MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE EXECUTIVE MANAGEMENT (IN THE CASE OF BOARD MEMBERS, INCLUDING THE STATUS OF INDEPENDENCE OF THE DIFFERENT MEMBERS), A DESCRIPTION OF THE STRUCTURE OF COMMITTEES.



Introduction of the members of the Board of Directors, the supervisory board of Magyar Telekom ("Supervisory Board") and the Management Committee is available at the web site of Magyar Telekom:

[http://www.telekom.hu/about\\_us/investor\\_relations/corporate\\_governance/board\\_of\\_directors](http://www.telekom.hu/about_us/investor_relations/corporate_governance/board_of_directors)

[http://www.telekom.hu/about\\_us/investor\\_relations/corporate\\_governance/supervisory\\_board](http://www.telekom.hu/about_us/investor_relations/corporate_governance/supervisory_board)

[http://www.telekom.hu/about\\_us/investor\\_relations/corporate\\_governance/management\\_committee](http://www.telekom.hu/about_us/investor_relations/corporate_governance/management_committee)

The Board of Directors shall be comprised of a minimum of six (6), and a maximum of eleven (11) members. The members of the Board of Directors shall be elected by the General Meeting. Currently the Board of Directors of Magyar Telekom has eight members. The assignment of the members of the Board of Directors, 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 members of the Board of Directors can be removed or re-elected at any time by the General Meeting. Unless otherwise provided by a separate arrangement, the removal of, or failure to re-elect, a member of the Board of Directors shall not affect the employment rights of such person in respect of the Company where such member of the Board of Directors is also an employee of the Company. The Board of Directors operates in compliance with the laws, the Articles of Association and its Rules of Procedure.

The Civil Code does not include requirements with regard to the independency of the members of the Board of Directors if besides the Board of Directors there is also a supervisory board operating at the company. Independent members of the Board of Directors: Frank Odzuck, Dr. Mihály Patai and György Mosonyi.

According to the Articles of Association the Supervisory Board shall be comprised of 3-15 members. The members shall be elected by the General Meeting. The assignment of the members of the Supervisory Board, 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. Currently the Supervisory Board of Magyar Telekom has twelve members. The Supervisory Board acts as a body. The Supervisory Board elects a Chairman (if necessary, a deputy chairman) from among its members. The Supervisory Board carries out its tasks according to its Rules of Procedure that is established by the Supervisory Board and approved by the General Meeting.

Independent members of the Supervisory Board according to the Civil Code: Dr. László Pap, Dr. János Illéssy, Dr. Sándor Kerekes, Dr. Károly Salamon, Dr. János Bitó, Konrad Kreuzer and Dr. Konrad Wetzker.

The detailed rules on the tasks, competences and operation of the Board of Directors and the Supervisory Board are contained in their Rules of Procedures:

<https://www.telekom.hu/static-tr/sw/file/20171101-mt-bod-rop-eng.pdf>

[https://www.telekom.hu/static-tr/sw/file/SB\\_Rules\\_of\\_Procedure\\_04\\_07\\_2017.pdf](https://www.telekom.hu/static-tr/sw/file/SB_Rules_of_Procedure_04_07_2017.pdf)

### 3. THE NUMBER OF MEETINGS HELD IN THE RELEVANT PERIOD BY THE BOARD OF DIRECTORS, SUPERVISORY BOARD AND COMMITTEES, INCLUDING THE NUMBER OF MEMBERS ATTENDING

Section 5 discusses the work of the individual committees in detail, therefore, we analyzed here the above parameters with regard to the Board of Directors and the Supervisory Board.

In business year 2017 the Board of Directors held five meetings in accordance with its Preliminary Meeting Schedule and held an extraordinary meeting at which the overall rate of attendance of the members (either personally or by telephone conference) was 79%. The Board of Directors adopted resolutions without holding a meeting in writing in eight cases.

The most important issues discussed by the Board of Directors in year 2017 were as follows:

- monitoring financial and non-financial KPIs;
- decisions on the bonus achievement for the members of the Management Committee in year 2016, based on recommendation of the Remuneration and Nomination Committee;

- decisions on the fine tuning of bonus targets for the members of the Management Committee for the year 2017, based on recommendation of the Remuneration and Nomination Committee;
- proposal to the General Meeting on the approval of the year 2016 financial statements, the use of the profit after tax and the dividend;
- business planning for years 2018-2021;
- cooperation with Deutsche Telekom;
- decision on the termination, modification and establishment of the employment contract of certain Management Committee members;
- organizational restructuring;
- M&A decisions;
- risk management of Magyar Telekom Group;
- review of the compliance program.

The Supervisory Board held 6 meetings in business year 2017 at which the average rate of participation was 96%.

The most important issues discussed by the Supervisory Board in 2017 were as follows:

- reports, submissions on the agenda of the General Meeting;
- strategy of the Magyar Telekom Group 2017-2021;
- Business Plan of the Magyar Telekom Group 2017-2020;
- reports of the Board of Directors on its key business policy decisions;
- Magyar Telekom Group's Executive Financial Reports;
- reports on the decisions of the Management Committee;
- reports on the activity of the Internal Audit and the Audit Plan of the Internal Audit;
- progress of the Compliance program;
- reports on the acquisition activities of Magyar Telekom Group;
- reports on the activities of the Audit Committee.

#### 4. THE PRESENTATION OF VIEWPOINTS CONSIDERED WHEN EVALUATING THE WORK OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE EXECUTIVE MANAGEMENT, AS WELL AS OF THE DIFFERENT MEMBERS. REFERENCE TO WHETHER EVALUATION CARRIED OUT IN THE RELEVANT PERIOD HAS RESULTED IN ANY CHANGES

The year 2017 self assessment of the Board of Directors is published on the web site of the Company. The self assessment primarily focused on:

- the performance of tasks belonging to the scope of authority according to the Articles of Association and the Rules of Procedure of the Board of Directors;
- the shareholder relations;
- the enforcement of the strategic and business plans of the Company;
- compliance; and
- the assessment of the legal and ethical requirements.

Within the framework of the year 2017 performance evaluation of the Supervisory Board the following viewpoints – among others - were taken into account:

- whether the organization and members of the Supervisory Board, the operation of the Supervisory Board was ensured in business year 2017 as prescribed in the Rules of Procedure of the Supervisory Board;
- whether the Supervisory Board, based on its legal status, scope of authorities and responsibilities as included in its Rules of Procedure, properly fulfilled its tasks in business year 2017;
- whether the Supervisory Board deems it necessary to take further actions or follow-up steps in the individually assessed cases.

Within the framework of the evaluation of the Y2017 performance of the Supervisory Board the following viewpoints were taken into account at the assessment of the individual members and also whether based on these viewpoints their relevant competence was ensured:

- Dr. László Pap: Independence, expertise in technical – telecommunications technology – field, experience as member of the Audit Committee and as member of the Board of Directors of an international company.
- Dr. János Illéssy: Independence, expertise in technical field and economy, experience as chief financial officer of quoted companies, as member and chairman of the Audit Committee.
- Dr. Sándor Kerekes: Independence, expertise in economy and business management, experience as member of the Audit Committee, as member of the Board of Directors and Supervisory Board of various mid-size companies.
- Dr. Károly Salamon: Independence, expertise in technical field and economy, experience as chief financial officer or chairman-chief executive officer of many companies and banks, as member of the Audit Committee, as member of the Board of Directors, Presidency or Supervisory Board of many banks and companies.
- Dr. János Bitó: Independence, expertise in technical field, experience as member of the Audit Committee and as member of the Supervisory Board and Board of Directors of many companies.
- Konrad Kreuzer: Independence, expertise in law and business area, experience as chairman of the Board of Directors and Supervisory Board of many companies.
- Dr. Konrad Wetzker: Independence, expertise in economy, experience in applied research, as senior advisor of Corvinus University of Budapest and chairman of the Corvinus School of Management of Budapest.
- Martin Meffert: Expertise in telecommunications and economics, experience in technical field, as country manager of Hungary and as responsible person for Corporate Governance issues of Magyar Telekom, Makedonski Telekom, Slovak Telekom.
- Sándor Hartai: Expertise in economy, experience in product marketing and price analyst, wholesale field, as delegate of the Central Workers' Council.
- Tamás Lichnovszky: Expertise in technical and legal field, experience in customer care area, as representative in Workers' Council, as member and chairman of the Central Workers' Council.
- Éva Óz: Expertise in economy, experience in real estate investment and controlling field, as chairwoman of Workers' Council, as member of the Central Workers' Council.
- Zsoltné Varga: Expertise in technical field, experience in sales and customer care, as employees' representative, as official of the Workers' Council, as member of the Central Workers' Council and as deputy chairwoman of European Workers' Council of Deutsche Telekom.

5. REPORT ON THE OPERATION OF DIFFERENT COMMITTEES, INCLUDING THE INTRODUCTION OF THE MEMBERS OF THE COMMITTEES (PROFESSIONAL BACKGROUND), THE NUMBER OF MEETINGS HELD, THE NUMBER OF MEMBERS ATTENDING THE MEETINGS, AS WELL AS THE MOST IMPORTANT ISSUES DISCUSSED AT THE MEETINGS AND THE GENERAL OPERATION OF THE COMMITTEE. IF THE BOARD OF DIRECTORS HAS PASSED A RESOLUTION ON AN ISSUE CONTRARY TO THE RECOMMENDATIONS OF THE AUDIT COMMITTEE, THE PRESENTATION OF THE OPERATIONS OF THE AUDIT COMMITTEE SHALL INCLUDE THAT FACT (AS WELL AS THE REASONS OF THE BOARD OF DIRECTORS FOR DOING SO). IT IS RECOMMENDED THAT REFERENCE BE MADE TO THE COMPANY'S WEBSITE, WHERE THE TASKS DELEGATED TO THE COMMITTEES, THE RULES OF PROCEDURE OF THE COMMITTEES AND THE DATE OF APPOINTING THE MEMBERS SHOULD BE DISCLOSED.

#### **Audit committee of Magyar Telekom (“Audit Committee”)**

Members of the Audit Committee:

- Dr. János Illéssy
- Dr. László Pap
- Dr. Sándor Kerekes
- Dr. Károly Salamon
- Dr. János Bitó



Introduction of the members of the Audit Committee is available at the web site of Magyar Telekom:  
[http://www.telekom.hu/about\\_us/investor\\_relations/corporate\\_governance/audit\\_committee](http://www.telekom.hu/about_us/investor_relations/corporate_governance/audit_committee)

The General Meeting elects a 3-5 member Audit Committee from the independent members of the Supervisory Board for the same period as the membership of the relevant members in the Supervisory Board. At least one Audit Committee member must have a qualification in accountancy or be a qualified auditor. The Audit Committee members as a whole shall have competence relevant to the sector in which the Company is operating.

The purpose of the Audit Committee is to support the Supervisory Board in supervising the financial reporting system, in selecting the statutory Auditor and in cooperating with the statutory Auditor.

The Audit Committee acts within its scope of authority provided in the Civil Code, in the Articles of Association and in its Rules of Procedure approved by the Supervisory Board.

The Audit Committee held 7 meetings in the previous business year of 2017, with 100% average participation rate. The Audit Committee made further written resolutions without holding a meeting on 3 occasions.

The Chief Financial Officer, the Chief Legal and Corporate Affairs Officer (General Counsel) of the Company, the leader of the Internal Audit, the Group Compliance Officer and the representatives of the statutory Auditor, PricewaterhouseCoopers Könyvvizsgáló Kft. ("PwC") participated at the meetings of the Audit Committee – except for the discussion of agenda items discussed within the framework of closed meetings by the decision of the Audit Committee.

The Audit Committee, during the cooperation with the statutory Auditor - inter alia - discussed the below subject matters with the statutory Auditor:

- formal written statement of PwC specifying its relationship with the Company in accordance with the respective law;
- Y2016 audit;
- independent auditor opinions on the Y2016 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards ("IFRS") and the Y2016 Annual Report of the Company prepared according to the Hungarian Accounting Standards ("HAR");
- proposal on the election of the Auditor and the determination of its remuneration;
- enforcement of the professional requirements and conflict of interest stipulations towards the Auditor;
- Y2016 Management Letter and the response of the management of the Company;
- Y2017 audit.

The Audit Committee – inter alia – discussed the below important issues at its meetings:

- the services of the statutory Auditor and their fees;
- reports on the activities of the Internal Audit, Audit Plan of the Internal Audit;
- reports on the activities of the Group Compliance Officer;
- Y2016 Consolidated Financial Statements of Magyar Telekom Group prepared according to the IFRS and the Y2016 Annual Report of the Company prepared according to the HAR, and the proposals for the acceptance of these financial statements;
- the proposal for appropriating the profit after tax;
- Internal Control System ("ICS") compliance;
- the risk management system of Magyar Telekom Group, quarterly risk management reports;
- reports on the acquisition activities of Magyar Telekom Group.

The detailed rules on the tasks, competences and operation of the Audit Committee are contained in its Rules of Procedure:  
[https://www.telekom.hu/static-tr/sw/file/AC\\_Rules\\_of\\_Procedure\\_04\\_24\\_2017.pdf](https://www.telekom.hu/static-tr/sw/file/AC_Rules_of_Procedure_04_24_2017.pdf)

### **Remuneration and Nomination Committee of Magyar Telekom ("Remuneration and Nomination Committee")**

Members of the Remuneration and Nomination Committee:

- Dr. Robert Hauber
- Frank Odzuck
- Ralf Nejedl

Introduction of the members of the Remuneration and Nomination Committee is available at the web site of Magyar Telekom:  
[https://www.telekom.hu/about\\_us/investor\\_relations/corporate\\_governance/compensation](https://www.telekom.hu/about_us/investor_relations/corporate_governance/compensation)

The Remuneration and Nomination Committee is comprised of three members elected by the Board of Directors from among its members. The assignment of the members is the same period as their assignment as members of the Board of Directors.

The purpose of the Remuneration and Nomination Committee to function as supporting body of the Board of Directors of the Company regarding the remuneration and certain nomination related issues of the members of the corporate bodies and the top executives of the Company in accordance with its Rules of Procedure.

In 2017 the Remuneration and Nomination Committee held three meetings and adopted resolutions in writing without holding a meeting in five cases.

The issues discussed were as follows:

- January, 2017 (voting in writing; participation rate: 66%)
  - Personnel topic
- February, 2017 (voting in writing; participation rate: 100%)
  - Personnel topic
- February, 2017 (participation rate: 100%)
  - Reviewing and opining the nomination proposal(s) to the Board of Directors
  - Proposal on the evaluation of the year 2016 bonus targets of Magyar Telekom Group's Top Executives
  - Target Setting of the year 2017 for Magyar Telekom Group's Top Executives
  - Topics in accordance with the Corporate Governance Recommendations
    - Report to the Board of Directors of Magyar Telekom Plc. on the operation of the Remuneration and Nomination Committee in 2016
    - Preparation of Remuneration statement
- March, 2017 (voting in writing; participation rate: 66%)
  - Personnel topic
  - Amendment of the terms and conditions of Long-term Incentive Program and Share Matching Plan in the framework of Lead to Win motivation concept
  - Proposal on the evaluation of the year 2016 individual performance of former Chief Commercial Officer - Residential
- June, 2017 (voting in writing; participation rate: 100%)
  - Election of the Chairman of the Remuneration and Nomination Committee of Magyar Telekom Nyrt.
- June, 2017 (participation rate: 66%)
  - Refinement of the Y2017 targets for Magyar Telekom Group's Top Executives
  - Final evaluation of variable II 2013 and Interim evaluation of the on-going Variable II 2014 program for Y2016
  - Personal topics
- July, 2017 (voting in writing; participation rate: 100%)
  - Personnel topic
- December, 2017 (participation rate: 100%)
  - Amendment of "Lead to Win" – Executives motivation concept - Implementation of the Performance Management, - and the Global Compensation Guidelines
  - Compliance with the BSE Corporate Governance Recommendations - Remuneration / Ascertaining of disclosure obligations

The detailed rules on the tasks, competences and operation of the Remuneration and Nomination Committee are contained in its Rules of Procedure:

[https://www.telekom.hu/static-tr/sw/file/Rules\\_of\\_Procedure\\_of\\_the\\_Remuneration\\_and\\_Nomination\\_Committee\\_ENG\\_20130920.pdf](https://www.telekom.hu/static-tr/sw/file/Rules_of_Procedure_of_the_Remuneration_and_Nomination_Committee_ENG_20130920.pdf)

## 6. THE PRESENTATION OF THE SYSTEM OF INTERNAL CONTROLS AND THE EVALUATION OF THE ACTIVITY IN THE RELEVANT PERIOD. REPORT ON THE EFFICIENCY AND EFFECTIVENESS OF RISK MANAGEMENT PROCEDURES. (INFORMATION ON WHERE THE REPORT ON INTERNAL CONTROLS BY THE BOARD OF DIRECTORS MAY BE VIEWED BY SHAREHOLDERS.)

The presentation of the system of **internal controls**, evaluation of the activity in the relevant period.

Magyar Telekom's management is committed to establish and maintain an adequate internal control system to ensure the reliability of the financial reports, and minimize operating and compliance risks. Our internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in conformity with International Financial Reporting Standards (IFRS) as adopted by the European Union.

For the business year 2017 we accomplished control documentation and evaluation in the IT supported ICS system. Transaction Level Controls describe the controls built into our business processes that have been designed and operated to ensure that material misstatements in each significant financial account and disclosure within the financial statements are prevented or detected in a timely manner.

Complete evaluation of our internal control system is based on the method established in "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The operation of the internal control system is supported also by the independent internal audit function. Beyond tasks regarding the risk based internal audit work plan, contributes to the enhancement of the internal control processes and to the reduction of existing risks through ad-hoc audits. The Internal Audit area follows up the implementation of the measures defined on the basis of the audits. The Supervisory Board and the Audit Committee receive regular reports on the findings of the audits; measures, based on the findings and fulfilment of tasks.

In line with the criteria of the adopted internal control framework, management evaluates the effectiveness of internal control system within each financial year. Management's assessment for 2017 is still in progress, but based on the already available information, we believe that internal control system has been operating effectively to prevent potential material misstatements in the financial statements, and minimize operating and compliance risks.

The Company's shareholders are being informed about the operation of our internal control system through our public reports.

The management and Board of Directors of Magyar Telekom are committed to conduct all business activities of Magyar Telekom Group according to the highest legal and ethical standards. Based on this commitment the Board of Directors 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.

### **Risk management policy**

It is our policy that all disclosures made by us to our security holders and the investment community be accurate and complete, and fairly present our financial condition and results of operations in all material respects. Such disclosures should be made on a timely basis as required by applicable laws, rules and regulations. To achieve these objectives, we developed and have continuously enhanced our risk management policies.



Our risk management includes identification, assessment and evaluation of risks, development of necessary action plans, as well as monitoring of performance and results. For risk management to be effective, we must ensure that management take business decisions with full understanding of all relevant risks.

In 1999, we established a formal risk management system. This system has been operating in an integrated way with the risk management system of Deutsche Telekom since 2002.

All risks related to material internal and external operations, financial and legal compliance and certain other risks are evaluated and managed by a well-defined internal mechanism. A risk management handbook and an internal regulation on risk management were issued. A risk management course was developed for employees responsible for risk management in all organizational areas. Risk items affecting our operations are reviewed quarterly throughout the Company. All of our subsidiaries, business units, divisions and entities are obliged to identify and report their operational risks on a quarterly basis. After evaluation of these risks, results are reported to our management, to the Board of Directors and to the Audit Committee.

For the sake of prompt disclosure of all risk items influencing investors' decisions, we enhanced our risk management procedures with a new element, we complemented our quarterly risk reporting system with a continuous reporting procedure which requires all of our departments and subsidiaries to report on a real-time basis any new material fact, information or risk that comes to their knowledge. Information thus submitted is monitored and evaluated by the risk management area and the CFO is notified when a new material risk or information is identified.

An internal regulation has been issued to define responsibilities of each employee in risk monitoring and management.

## 7. INFORMATION ON WHETHER THE AUDITOR HAS CARRIED OUT ANY ACTIVITIES NOT RELATED TO AUDITING

Based on the effective Pre-approval Policy of the Audit Committee the statutory Auditor – upon the general pre-approval or the specific pre-approval of the Audit Committee – provided the below services for the Company in business year 2017 besides the audit of the financial statements type of services:

- other audit related services,
- other services.

## 8. A DETAILED PRESENTATION OF THE COMPANY'S DISCLOSURE POLICY, AND ITS POLICY ON TRADING BY INSIDERS

### **Disclosure policy of the Company**

The Company is committed that the financial statements disclosed by the Company to its shareholders or the investors should be accurate and complete, and provide a true and fair view of the Company's assets, financial position and results of operations in all important aspects, and such disclosures should be made in time to meet the requirements of the applicable laws and requirements of BSE.

The controls and procedures currently used by the Company are designed to ensure that: regular information required by the laws to be disclosed by the Company as well as any and all other written information that the Company discloses from time to time to the investment community and to the public is recorded, processed, summarized, and reported accurately and on a timely basis as well as that the information is collected and transferred to the management to ensure that timely decisions are made on the disclosure.

Within the framework of an internal audit the Company reviews its disclosure processes each year.

Material information to the investors and to the public is available at the web site of Magyar Telekom:  
[www.telekom.hu/about\\_us/investor\\_relations](http://www.telekom.hu/about_us/investor_relations)

### Policy in connection with the prohibition of insider trading

With the aim of ensuring enforcement of all relevant regulations Magyar Telekom created its internal regulation which applies to all organizations of Magyar Telekom, to persons having access to inside information, as well as to persons discharging managerial responsibilities at Magyar Telekom and persons closely associated with them. The regulation prohibits: insider dealing, and the unlawful disclosure of inside information.

The internal regulation of Magyar Telekom defines the scope of inside information, the definition of insider dealing. It also draws up general principles of classification of inside information, handling the information in accordance with the respective security level, the disclosure / delaying of the inside information, as well as specific limitations for trading in securities, gives advice on the announcement of transactions concluded by persons discharging managerial responsibilities or persons closely associated with them, and determines the fundamental rules of keeping the registry of persons with access to inside information (insider list).

Magyar Telekom basically encourages investment in Magyar Telekom shares by members of the Board of Directors, members of the Supervisory Board and its employees. However, in addition to the aforementioned trading guidelines, in accordance with the provisions of relevant regulations, Magyar Telekom's internal regulation defines certain limitations for the timing of transactions of persons discharging managerial responsibilities (30 days closed periods before the announcement of annual and quarterly financial reports).

Persons whose names are listed in the insider list may not trade in Magyar Telekom shares from the date of their entry into the list until their deletion from the list or until the list is closed due to any other reason.

In certain cases transactions must be announced to the authority and to the public by the person discharging managerial responsibilities, by persons closely associated with them and by Magyar Telekom in accordance with the relevant laws. In order to support compliance with the announcement obligations persons discharging managerial responsibilities and persons closely associated with them shall, without delay, fill in and send the form specified in the internal regulation to Magyar Telekom, if they concluded a transaction with Magyar Telekom shares and Magyar Telekom shall file the necessary announcements and disclosures required to be made by it. In addition to the above, persons discharging managerial responsibilities and persons closely associated with them shall, without delay, directly inform the authority on transactions concluded by them.

Every person having access to inside information has the individual responsibility to comply with the internal regulation of Magyar Telekom. A person having access to inside information may, from time to time, have to forego a proposed transaction in Magyar Telekom securities even if he or she planned to make the transaction before learning of the inside information and even though the insider person believes he or she may suffer an economic loss or forego anticipated profit by waiting.

## 9. A DETAILED DEMONSTRATION OF THE METHODS OF EXERCISING SHAREHOLDERS' RIGHTS

Shareholders shall be entitled to exercise shareholders' rights in dealing with the Company based on a certificate of ownership, following their entry into the Share Register. Shareholders whose names have not been entered into the Share Register and shareholders who acquired their shares in violation of the restrictions to the transfer and the acquisition of shares shall not be allowed to exercise their rights attached to such shares vis-à-vis the Company.

The keeper of the Share Register is the Board of Directors of the Company or its agent appointed to be the keeper of the Share Register. The keeper of the Share Register maintains the Share Register of the shareholders, including holders of interim shares, and the nominees, in which the name and the address or registered seat of shareholders, and the nominees, or in the case of jointly owned shares the joint representative, the number of shares or interim shares, and the ownership ratio of shareholders for each series of shares.

Shareholders shall have the right to participate at the General Meeting, and if holding shares with voting rights, to vote. The holder of each Series "A" ordinary share shall be entitled to one vote at the General Meeting of the Company. The names of shareholders and nominees who intend to participate at the General Meeting shall be registered in the Share Register on the second working day prior to the starting date of the General Meeting. Shareholders' rights may be exercised at the General Meeting only by the persons whose



names are contained in the Share Register at the time it was closed. Transfer of shares prior to the starting date of the General Meeting does not affect the right of persons registered in the Share Register to participate at the General Meeting and to exercise their shareholders' rights thereat.

Shareholders shall have the right to request information, make remarks and motions at the General Meeting. The Board of Directors shall provide the necessary information, at the latest three days before the date of the General Meeting, to all shareholders with respect to the agenda items of the General Meeting, upon written request submitted at least eight days prior to the date of the General Meeting. If shareholders together controlling at least one per cent of the votes in the Company notify the Board of Directors - in accordance with the provisions on setting the items of the agenda - of the supplementation of the agenda, or the resolution proposal with respect to the items on or to be added to the agenda within eight days following the publication of the notice for the convocation of the General Meeting, the Board of Directors publishes a notice on the supplemented agenda and the resolution proposals submitted by shareholders following the receipt of such proposal. The matter published in the notice shall be construed to have been placed on the agenda.

Shareholders shall be entitled to receive a share from the Company's taxed profit that is available and has been ordered for distribution by the General Meeting in proportion with the nominal value of their shares. Shareholders shall be entitled to dividend who are registered in the Share Register at the record date of the dividend payment identification process ordered by the Company.

A group of shareholders together controlling at least one per cent of the votes in the Company shall have entitlement to exercise minority rights.

The detailed rules of exercising shareholder's rights are contained in the Articles of Association:  
<https://www.telekom.hu/static-tr/sw/file/20171215-alapszabaly-eng.pdf>

## 10. A BRIEF PRESENTATION OF RULES ON THE CONDUCTING OF THE GENERAL MEETING

The General Meeting is the highest decision-making body of the Company. The decisions of the General Meeting, which are referred to as resolutions, are binding upon the shareholders, the other organs and the officers of the Company.

The Company shall hold a General Meeting at least once each year (the Annual General Meeting) where the financial statements prepared according to the Accounting Act of the Company are approved. The Annual General Meeting shall occur no later than April 30 of the year immediately subsequent to the business year in question. In addition to the Annual General Meeting, the Company may hold extraordinary General Meetings at any time, if necessary.

Notice of the General Meeting of the Company shall be published in the manner stipulated by the applicable law and these Articles of Association for the publication of the Company's notices and advertisements thirty days prior to the date of the General Meeting, unless otherwise provided by law. The public notice of the General Meeting of the Company shall be published by the body responsible for or entitled to the convocation of the General Meeting either by law or by these Articles of Association.

The General Meeting shall be properly constituted with a quorum if shareholders representing more than half of the shares carrying voting rights at the General Meeting are present in person or by proxy at the time stipulated in the public notice convening the General Meeting.

If the General Meeting fails to have a quorum, the reconvened General Meeting shall have a quorum for the issues of the original agenda irrespective of the voting rights represented by those present, if called for a date following the original time by not less than ten days and not more than twenty-one days.

The General Meeting shall adopt its resolutions by a simple majority vote except for resolutions on issues listed in Section 5.2. (a), (c)-(f), (l), (m) which shall require at least a three-quarters majority of the votes of the shareholders present.

The detailed rules of conducting the General Meeting are contained in the Articles of Association:  
<https://www.telekom.hu/static-tr/sw/file/20171215-alapszabaly-eng.pdf>

## 11. REMUNERATION STATEMENT

### Compensation of Members of the Board of Directors, Supervisory Board Members and Audit Committee Members

#### 1. Board of Directors

- The members of the Board of Directors receive a fee.
- The amount of the fee is determined by the General Meeting.
- The fee is specified on the basis of domestic benchmark data.
- The fee can be revised upon the initiative of the Remuneration and Nomination Committee.
- Members, elected from the management of the strategic investor, waive their entitlement to the fee whereas members, elected from the management of the Company, offer their fee for charity purposes.
- The Board of Directors annually assesses its own activity according to predefined criteria (strategy, business performance, compliance, efficiency, dividend policy, information flow). Within the framework of the assessment the individual members' self assessment is also reviewed according to predefined criteria.

#### 2. Supervisory Board

- The members of the Supervisory Board receive a fee.
- The amount of the fee is determined by the General Meeting.
- The fee is specified on the basis of domestic benchmark data.
- The fee can be revised upon the initiative of the Remuneration and Nomination Committee.
- Members, elected from the management of the strategic investor, waive their entitlement to the fee.
- The Supervisory Board, based on the itemized review of the tasks specified in its Rules of Procedure, concretely assesses the work of the respective year that was carried out to fulfill the tasks contained in the Rules of Procedure and defines those activities that need to be improved. Within the framework of this activity the Supervisory Board assesses the abilities, experience of the individual members that are necessary to perform their respective duties.

#### 3. Audit Committee

- The members of the Audit Committee receive a fee.
- The amount of the fee is determined by the General Meeting.
- The fee is specified on the basis of domestic benchmark data.
- The fee can be revised upon the initiative of the Remuneration and Nomination Committee.
- The Audit Committee, based on the itemized review of the tasks specified in its Rules of Procedure, concretely assesses the work of the respective year that was carried out to fulfill the tasks contained in the Rules of Procedure and defines those activities that need to be improved.

According to the resolution passed on the General Meeting of the Company in April 2014 the remuneration of Members of the Board of Directors, Supervisory Board Members and Audit Committee Members are as follows:

The Chairman of the Board of Directors:	HUF 600 000 per month
The Members of the Board of Directors:	HUF 450 000 per month
The Chairman of the Supervisory Board:	HUF 500 000 per month
The Members of the Supervisory Board:	HUF 325 000 per month
The Chairman of the Audit Committee:	HUF 475 000 per month
The Members of the Audit Committee:	HUF 250 000 per month

#### 4. Management (the term of "management" in this Section means the members of the Management Committee of the Company)

- With respect to the size of each element of the compensation package the Remuneration and Nomination Committee submits its proposals in consideration of domestic benchmark surveys.



- Final decision is taken by Magyar Telekom's Board of Directors.
- The compensation package is reviewed once each year.

The compensation package consists of the following elements:

#### **Annual target salary**

The components of the annual target salary are the annual base salary and the bonus.

The annual base wage is a fixed amount of compensation determined for individuals varying according to the individual's position, which is paid in equal monthly instalments. .

The annual bonus is defined as a certain percentage of the basic salary payable in the ratio of the achievement of the collective and individual bonus targets cascaded from strategic targets and defined before the start of the business year. Annual targets and the evaluation of their achievement are to be approved by the Board of Directors based on the submission by the Remuneration and Nomination Committee.

#### **Mid- and long-term incentives**

Magyar Telekom have launched / may have launch mid – and long term incentives programs to motivate the management to sustainably increase the value of the Company in long term, thus harmonizing the interests of the owners and the management.

The elements of the program provided / granted by the Company, among others may be

- depending on / not depending on the share price index, and/or
- monetary / in shares, and/or
- one-time / periodically, and/or
- fixed to / free from a lock-out period, and/or
- certain percentage of the bonus shall be invested, or
- share purchase (call in) at a share price / from time determined in advance.

Program elements may also be incentives that have been offered, sold or provided by the affiliate of Magyar Telekom (i.e. Deutsche Telekom AG):

##### a) Mid-term incentive program.

Currently there is no mid-term incentive program at the Company.

##### b) Long-term incentive program (LTI)

LTI is a long-term incentive program payable in cash tied to the achievement of four key strategic indicators. Participation in the program depends on the evaluation of the previous year's performance of the affected manager. In the framework of the program, having started in 2015, in each year a new four-year tranche is to be launched. Payment is following the end of the program and the evaluation of the achievement of the targets having been set forth in advance, in the scale of 0-to 150%.

Detailed rules of the program, the amount rendered available for incentives as well as the extent to which the targets have been achieved by the end of the tenor are determined by the Board of Directors of the Company.

##### c) Share matching plan (SMP)

The Company introduced a modified and renewable Share Matching Plan as of July 1, 2015. Participation in the program is mandatory for the Company's Chief Executive Officer, and voluntary for the rest of the members of the management. The program stipulates that the participant is required to invest a minimum of 10% of his/her gross annual bonus in Deutsche Telekom shares, with an option to voluntarily increase this amount to a maximum of 33.3% (personal investment). These shares shall be kept for at least for 4 years (the lock-up period), the participant is granted matching shares upon expiry of the lock-up period and shall have the right to use it freely. The share allocation ratio of the program (1:1, 1:2 or 1:3) depends on the evaluation of the participant's performance in the previous year the program is launched. Deutsche Telekom grants a certain amount of additional shares to the participant based on the acquired Deutsche Telekom shares by the participant within the framework of the program. The program



is launched annually for the Chief Executive Officer, whereas it starts annually for others if the free cash flow target of Deutsche Telekom Group was met in the previous year.

Detailed rules of the program are determined by the Board of Directors of the Company.

Rules of participation in the programs are set forth in the applicable program rules.

#### **Other benefits and perks**

Other compensation elements have been designed in consideration of domestic benchmark data with a view to cost efficiency (e.g. cars for personal use, mobile phone, managers' insurance, etc.).

Other benefits and perks have been guided by Magyar Telekom's Collective Agreement and regulations.

The performance and potential of the members of the management are individually assessed each year, on the basis of predefined criteria and processes.

For the year ended December 31, 2017, the aggregate compensation of the members of the management - without employer's taxes - was HUF 1 168 million.

## CORPORATE GOVERNANCE DECLARATION ON THE COMPLIANCE WITH THE CORPORATE GOVERNANCE RECOMMENDATIONS

R 1.1.1	The Managing Body ensured that shareholders received access to information in time to enable them to exercise their rights.	<u>Yes</u> (Complies)	No (Please explain)
R 1.1.2	The company applies the "one share - one vote" principle.	<u>Yes</u> (Complies)	No (Please explain)
R 1.2.8	The company ensures that shareholders must meet the same requirements in order to attend at the General Meeting.	<u>Yes</u> (Complies)	No (Please explain)
R 1.2.9	Items on the General Meeting agenda only include subjects which are correctly detailed and summarized clearly and unambiguously.	<u>Yes</u> (Complies)	No (Please explain)
	The proposals included the suggestions of the Supervisory Board and a detailed explanation of the effects of the decision.	Yes (Complies)	<u>No</u> (Please explain)
	<b>Though the General Meeting of the Company did not explain in details the effect of all decisions in case of each resolution but it did so prior to making such resolutions when due to the importance or complexity of the decision it could have an effect on the ongoing processes at the Company.</b>		
R 1.2.10	Shareholders' comments on and supplements to the items on the agenda were published at least two days prior to the General Meeting.	<u>Yes</u> (Complies)	No (Please explain)
R 1.3.8	Comments on the items of the agenda were made available to shareholders simultaneously with registration at the latest.	<u>Yes</u> (Complies)	No (Please explain)
	Written comments made on the items on the agenda were published two working days prior to the General Meeting.	<u>Yes</u> (Complies)	No (Please explain)
R 1.3.10	The election and dismissal of executives took place individually and by separate resolutions.	<u>Yes</u> (Complies)	No (Please explain)

- R 2.1.1 The responsibilities of the Managing Body include those laid out in 2.1.1.  
 Yes (Complies) No (Please explain)  
**The Articles of Association and the Rules of Procedure of the Board of Directors of the Company set forth that all matters fall into the competence of the Board of Directors (or into that of the Management Committee delegated to it by the Board of Directors) that according to the laws or the Articles of Association do not fall into the exclusive competence of the General Meeting or other corporate body. The list of competences in the Articles of Associations and in the Rules of Procedure of the Board of Directors does not fully cover the list set forth in the explanation of the Recommendations.**
- R 2.3.1 The Managing Body held meetings regularly, at times designated in advance.  
Yes (Complies) No (Please explain)
- The Supervisory Board held meetings regularly, at times designated in advance.  
Yes (Complies) No (Please explain)
- The rules of procedure of the Managing Body provide for unscheduled meetings and decision-making through electronic communications channels.  
Yes (Complies) No (Please explain)
- The rules of procedure of the Supervisory Board provide for unscheduled meetings and decision-making through electronic communications channels.  
Yes (Complies) No (Please explain)
- R 2.5.1 The Board of Directors / Supervisory Board of the company has a sufficient number of independent members to ensure the impartiality of the board.  
Yes (Complies) No (Please explain)
- R 2.5.4 At regular intervals (in connection with the CG Report) the Board of Directors / Supervisory Board requested a confirmation of their independent status from those members considered independent.  
Yes (Complies) No (Please explain)
- R 2.5.6 The company disclosed on its website the guidelines on the independence of the Board of Directors / Supervisory Board, as well as the criteria applied for assessing independence.  
Yes (Complies) No (Please explain)
- R 2.6.1 Members of the Managing Body informed the Managing Body (Supervisory Board/Audit Committee) if they (or any other person in a close relationship to them) had a significant personal stake in a transaction of the company (or the company's subsidiary).  
Yes (Complies) No (Please explain)



R 2.6.2	<p>Transactions between board and executive management members (and persons in close relationship to them) and the company (or its subsidiary) were conducted according to general rules of practice of the company, but with stricter transparency rules in place.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
	<p>Transactions which according to 2.6.2, fell outside the normal course of the company's business, and their terms and conditions were approved by the Supervisory Board (Audit Committee).</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 2.6.3	<p>Board members informed the Supervisory Board/Audit Committee if they received an offer of Board membership or an offer of an executive management position in a company which is not part of the company group.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 2.6.4	<p>The Managing Body established its guidelines on information flow within the company and the handling of insider information, and monitored compliance with those guidelines.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
	<p>The Managing Body established its guidelines regarding insiders' trading in securities and monitored compliance with those guidelines.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 2.7.1	<p>The Managing Body formulated remuneration guidelines regarding the evaluation and remuneration of the work of the Managing Body, the Supervisory Board and the executive management.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
	<p>The Supervisory Board formed an opinion on the remuneration guidelines.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
	<p>The guidelines regarding the remuneration for the Managing Body and the Supervisory Board and the changes in those guidelines were approved by the General Meeting, as a separate item on the agenda.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 2.7.2	<p>The Managing Body prepared an evaluation of the work it carried out in the given business year.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 2.7.2.1	<p>The Supervisory Board prepared an evaluation of the work it carried out in the given business year.</p> <p><b><u>Yes</u></b> (Complies) <span style="float: right;">No (Please explain)</span></p>

- R 2.7.3 It is the responsibility of the Managing Body to monitor the performance of and determine the remuneration for the executive management.  
Yes (Complies) No (Please explain)
- The frameworks of benefits due to members of the executive management that do not represent normal practice, and the changes in those benefits were approved by the General Meeting as a separate agenda item.  
Yes (Complies) No (Please explain)
- R 2.7.4 The structure of share-incentive schemes were approved by the General Meeting.  
Yes (Complies) No (Please explain)
- Prior to the decision by the General Meeting on share-incentive schemes, shareholders received detailed information (at least according to those contained in 2.7.4).  
Yes (Complies) No (Please explain)
- R 2.7.7 The Remuneration Statement was prepared by the company and submitted to the General Meeting.  
Yes (Complies) No (Please explain)
- The Remuneration Statement includes information about the remuneration of individual members of the Managing Body, the Supervisory Board, and the executive management.  
 Yes (Complies) No (Please explain)  
**The Remuneration Statement includes information about the remuneration of individual members of the Board of Directors and the Supervisory Board but due to data protection reasons the remuneration data of the management contains aggregate figures.**
- R 2.8.1 The Managing Body or the committee operated by it is responsible for monitoring and controlling the company's entire risk management.  
Yes (Complies) No (Please explain)
- The Managing Body requests information on the efficiency of risk management procedures at regular intervals.  
Yes (Complies) No (Please explain)
- The Managing Body took the necessary steps to identify the major risk areas.  
Yes (Complies) No (Please explain)
- R 2.8.3 The Managing Body formulated the principles regarding the system of internal controls.  
Yes (Complies) No (Please explain)  
**The Board of Directors regularly assesses and approves the elements of the internal control system, established according to the BSE Recommendations.**

The system of internal controls established by the executive management guarantees the management of risks affecting the activities of the company, and the achievement of the company's performance and profit targets.

Yes (Complies)

No (Please explain)

R 2.8.4 When developing the system of internal controls, the Managing Body took into consideration the viewpoints included in 2.8.4.

Yes (Complies)

No (Please explain)

R 2.8.5 It is the duty and responsibility of the executive management to develop and maintain the system of internal controls.

Yes (Complies)

No (Please explain)

R 2.8.6 The company created an independent Internal Audit function which reports to the Audit Committee / Supervisory Board.

Yes (Complies)

No (Please explain)

The Internal Audit reported at least once to the Audit Committee / Supervisory Board on the operation of risk management, internal control mechanisms and corporate governance functions.

Yes (Complies)

No (Please explain)

R 2.8.7 The internal audit activity is carried out by the Internal Audit function based on authorisation from the Audit Committee / Supervisory Board.

Yes (Complies)

No (Please explain)

As an organisation, the Internal Audit function is independent from the executive management.

Yes (Complies)

No (Please explain)

**The Group Audit Directorate belongs to the Chief Legal and Corporate Affairs Officer from an organizational point of view, however, it directly reports to the Supervisory Board and to the Audit Committee. The Audit Committee supports the Supervisory Board in fulfilling this task.**

R 2.8.8 The Internal Audit schedule was approved by the Managing Body (Supervisory Board) based on the recommendation of the Audit Committee.

Yes (Complies)

No (Please explain)

R 2.8.9 The Managing Body prepared its report for shareholders on the operation of internal controls.

Yes (Complies)

No (Please explain)

The Managing Body developed its procedures regarding the receipt, processing of reports on the operation of internal controls, and the preparation of its own report.

	<u>Yes</u> (Complies)	No (Please explain)
R 2.8.11	The Managing Body identified the most important deficiencies or flow in the system of internal controls, and reviewed and re-evaluated the relevant activities.	
	<u>Yes</u> (Complies)	No (Please explain)
R 2.9.2	The Managing Body, the Supervisory Board and the Audit Committee were notified in all cases when an assignment given to the auditor may have resulted in significant additional expense, caused a conflict of interest, or affected normal business practices significantly in any other way.	
	<u>Yes</u> (Complies)	No (Please explain)
R 2.9.3	The Managing Body informed the Supervisory Board of any assignment given to the external auditor or an external advisor in connection with any event which held significant bearing on the operations of the company.	
	Yes (Complies)	<u>No</u> (Please explain)
	<b>The Audit Committee supports the Supervisory Board in cooperating with the statutory Auditor of the Company. All audit-relevant and non-audit-relevant services to be performed by the statutory Auditor for the Company and their fees are subject to the Audit Committee's pre-approval in order to ensure that the statutory Auditor does not impair his independence from the Company. For this activity the "Pre-approval policy of Magyar Telekom Plc.'s Audit Committee" is applicable.</b>	
	The Managing Body pre-determined in a resolution what circumstances constitute "significant bearing".	
	Yes (Complies)	<u>No</u> (Please explain)
	<b>The Audit Committee supports the Supervisory Board in cooperating with the statutory Auditor of the Company. All audit-relevant and non-audit-relevant services to be performed by the statutory Auditor for the Company and their fees are subject to the Audit Committee's pre-approval in order to ensure that the statutory Auditor does not impair his independence from the Company. For this activity the "Pre-approval policy of Magyar Telekom Plc.'s Audit Committee" is applicable.</b>	
R 3.1.6	On its website, the company disclosed duties delegated to the Audit Committee, as well as the committee's targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).	
	<u>Yes</u> (Complies)	No (Please explain)
R 3.1.6.1	On its website, the company disclosed duties delegated to the Nomination Committee, as well as the committee's targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).	
	<u>Yes</u> (Complies)	No (Please explain)
R 3.1.6.2	On its website, the company disclosed duties delegated to the Remuneration Committee, as well as the committee's targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).	
	<u>Yes</u> (Complies)	No (Please explain)

R 3.2.1	The Audit Committee / Supervisory Board monitored the efficiency of risk management, the operation of internal controls, and the activity of the Internal Audit.	<u>Yes</u> (Complies)	No (Please explain)
R 3.2.3	The Audit Committee / Supervisory Board received accurate and detailed information on the work schedule of the Internal Auditor and the independent auditor, and received the auditor's report on problems discovered during the audit.	<u>Yes</u> (Complies)	No (Please explain)
R 3.2.4	The Audit Committee / Supervisory Board requested the new candidate for the position of auditor to submit the disclosure statement according to 3.2.4.	<u>Yes</u> (Complies)	No (Please explain)
R 3.3.1	There is a Nomination Committee operating at the company.	<u>Yes</u> (Complies)	No (Please explain)
R 3.3.2	The Nomination Committee provided for the preparation of personnel changes.	<u>Yes</u> (Complies)	No (Please explain)
	The Nomination Committee reviewed the procedures regarding the election and appointment of members of the executive management.	<u>Yes</u> (Complies)	No (Please explain)
	The Nomination Committee evaluated the activity of board and executive management members.	Yes (Complies)	<u>No</u> (Please explain)
	<b>Evaluating the activity of the Supervisory Board members is not in the competence of the Remuneration and Nomination Committee.</b>		
	The Nomination Committee examined all the proposals regarding the nomination of board members which were submitted by shareholders or the Managing Body.	<u>Yes</u> (Complies)	No (Please explain)
R 3.4.1	There is a Remuneration Committee operating at the company.	<u>Yes</u> (Complies)	No (Please explain)
R 3.4.2	The Remuneration Committee made a proposal for the system of remuneration for the boards and the executive management (individual levels and the structure of remuneration), and carries out its monitoring.	<u>Yes</u> (Complies)	No (Please explain)

- R 3.4.3 The remuneration of the executive management was approved by the Managing Body based on the recommendation of the Remuneration Committee.  
Yes (Complies) No (Please explain)
- The remuneration of the Managing Body was approved by the General Meeting based on the recommendation of the Remuneration Committee.  
Yes (Complies) No (Please explain)
- The Remuneration Committee also monitored the share option, cost reimbursement and other benefits in the remuneration system.  
Yes (Complies) No (Please explain)
- R 3.4.4 The Remuneration Committee made proposals regarding remuneration guidelines.  
Yes (Complies) No (Please explain)
- R 3.4.4.1 The Remuneration Committee made proposals regarding the remuneration of individual persons.  
Yes (Complies) No (Please explain)
- R 3.4.4.2 The Remuneration Committee reviewed the terms and conditions of contracts concluded with the members of the executive management.  
Yes (Complies) No (Please explain)
- R 3.4.4.3 The Remuneration Committee ascertained whether the company fulfilled its disclosure obligations regarding remuneration issues.  
Yes (Complies) No (Please explain)
- R 3.4.7 The majority of the members of the Remuneration Committee are independent.  
 Yes (Complies) No (Please explain)  
**There is one independent member among the members of the 3-member Remuneration and Nomination Committee.**
- R 3.5.1 The Managing Body disclosed its reasons for combining the Remuneration and Nomination Committees.  
Yes (Complies) No (Please explain)
- R 3.5.2 The Managing Body carried out the duties of the Nomination Committee and disclosed its reasons for doing so.  
 Yes (Complies) No (Please explain)  
**There is a separate Remuneration and Nomination Committee at the Company the members of which are elected by the Board of Directors from among its own members.**

R 3.5.2.1	<p>The Managing Body carried out the duties of the Remuneration Committee and disclosed its reasons for doing so.</p> <p>Yes (Complies) <span style="float: right;"><b>No</b> (Please explain)</span></p> <p><b>There is a separate Remuneration and Nomination Committee at the Company the members of which are elected by the Board of Directors from among its own members.</b></p>
R 4.1.1	<p>In its disclosure guidelines, the Managing Body established those principles and procedures which ensure that all relevant information about the operations of the company and circumstances influencing its share price are disclosed and made available accurately, in a timely fashion and in full.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 4.1.2	<p>The company ensured in its disclosure activities that all shareholders and market participants were treated equally.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 4.1.3	<p>The company's disclosure guidelines include the procedures governing electronic, on-line disclosure.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>
	<p>The company develops its website taking into consideration disclosure guidelines and the provision of information to investors.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 4.1.4	<p>The Managing Body assessed the efficiency of disclosure processes.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 4.1.5	<p>The company published its corporate events calendar on its website.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 4.1.6	<p>In the annual report and on the website of the company, the public was informed about the company's corporate strategy, its main business activities, business ethics and its policies regarding other stakeholders.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 4.1.8	<p>In the annual report the Managing Body disclosed the character and size of any other assignments given by the company or its subsidiaries to the auditing firm responsible for auditing the financial statements.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>
R 4.1.9	<p>In the annual report and on the website the company discloses information on the professional career of the members of the Managing Body, the Supervisory Board and the executive management.</p> <p><b>Yes</b> (Complies) <span style="float: right;">No (Please explain)</span></p>



R 4.1.10	The company provided information on the internal organization and operation of the Managing Body and the Supervisory Board.	<u>Yes</u> (Complies)	No (Please explain)
R 4.1.10.1	The company provided information on the criteria considered when evaluating the work of the Managing Body, the executive management and the individual members thereof.	<u>Yes</u> (Complies)	No (Please explain)
R 4.1.11	In the annual report and in the Remuneration Statement on the company's website, the company informed the public about the applied remuneration guidelines, including the remuneration and fees provided for members of the Managing Body, the Supervisory Board and the executive management.	<u>Yes</u> (Complies)	No (Please explain)
R 4.1.12	The Managing Body disclosed its risk management guidelines, including the system of internal controls, the applied risk management principles and basic rules, as well as information about major risks.	<u>Yes</u> (Complies)	No (Please explain)
R 4.1.13	In order to provide market participants with information, the company publishes its report on corporate governance at the same time that it publishes its annual report.	<u>Yes</u> (Complies)	No (Please explain)
R 4.1.14	The company discloses its guidelines governing insiders' trading in the company's securities on its website.	<u>Yes</u> (Complies)	No (Please explain)
	The company published in the annual report and on its website ownership in the company's securities held by the members of the Managing Body, the Supervisory Board and the executive management, as well as any interests held in share-incentive schemes.	<u>Yes</u> (Complies)	No (Please explain)
R 4.1.15	In the annual report and on its website, the company disclosed any relationship between members of the Managing Body and the executive management with a third party, which might have an influence on the operations of the company.	<u>Yes</u> (Complies)	No (Please explain)



## LEVEL OF COMPLIANCE WITH THE SUGGESTIONS

The company should indicate whether the relevant suggestion of the CGR is applied or not (Yes / No)

S 1.1.3	The company has an investor relations department.	<u>Yes</u> / No
S 1.2.1	The company published on its website the summary document regarding the conducting of the General Meeting and the exercise of shareholders' rights to vote (including voting via proxy).	<u>Yes</u> / No
S 1.2.2	The company's articles of association are available on the company's website.	<u>Yes</u> / No
S 1.2.3	The company disclosed on its website information according to 1.2.3 (on the record date of corporate events).	<u>Yes</u> / No
S 1.2.4	Information and documents according to 1.2.4 regarding General Meetings (invitations, proposals, draft resolutions, resolutions, minutes) were published on the company's website.	<u>Yes</u> / No
S 1.2.5	The General Meeting of the company was held in a way that ensured the greatest possible shareholder participation.	<u>Yes</u> / No
S 1.2.6	Additions to the agenda were published within 5 days of receipt, in the same manner as the publication of the original invitation for the General Meeting.	<u>Yes</u> / No
S 1.2.7	The voting procedure applied by the company ensured unambiguous, clear and fast decision-making by shareholders.	<u>Yes</u> / No
S1.2.11	At the shareholders' request, the company also provided information on the General Meeting electronically.	<u>Yes</u> / No
S 1.3.1	The identity of the chairman of the General Meeting was approved by the company's General Meeting prior to the discussion of the items on the agenda.	<u>Yes</u> / No
S 1.3.2	The Managing Body and the Supervisory Board were represented at the General Meeting.	<u>Yes</u> / No
S 1.3.3	The company's articles of association render possible that at the initiation of the chairman of the Managing Body or the shareholders of the company, a third party be invited to the company's General Meeting and be granted the right of participation in the discussion of the relevant items on the agenda.	Yes / <u>No</u>
S 1.3.4	The company did not prevent shareholders attending the General Meeting from exercising their rights to request information, make comments and proposals, and did not set any pre-requisites to do so.	<u>Yes</u> / No
S 1.3.5	The company published on its website within three days its answers to those questions which it was unable to answer satisfactorily at the General Meeting. Where the company declined to give an answer it published its reasons for doing so.	<u>Yes</u> / No



S 1.3.6	The chairman of the General Meeting and the company ensured that in answering the questions raised at the General Meeting, national laws and regulations of the Stock Exchange pertaining to disclosure were complied with.	<u>Yes</u> / No
S 1.3.7	The company published a press release and held a press conference on the decisions passed at the General Meeting.	<u>Yes</u> / No
S1.3.11	The company's General Meeting decided on the different amendments of the articles of association in separate resolutions.	<u>Yes</u> / No
S1.3.12	The minutes of the General Meeting containing the resolutions, the presentation of draft resolutions, as well as the most important questions and answers regarding the draft resolutions were published by the company within 30 days of the General Meeting.	<u>Yes</u> / No
S 1.4.1	The dividend was paid within 10 days to those shareholders who had provided all the necessary information and documentation.	<u>Yes</u> / No
S 1.4.2	The company disclosed its policy regarding anti-takeover devices. <b>(No such policy was elaborated by the Company.)</b>	Yes / <u>No</u>
S 2.1.2	The rules of procedure define the composition of the Managing Body and all procedures and protocols for the preparation and holding of meetings, the drafting of resolutions and other related matters.	<u>Yes</u> / No
S 2.2.1	The rules of procedure and the work schedule of the Supervisory Board gives a detailed description of its operation and duties, as well as procedures and processes which the Supervisory Board followed.	<u>Yes</u> / No
S 2.3.2	Board members had access to the proposals of a given meeting at least five days prior to the board meeting.	<u>Yes</u> / No
S 2.3.3	The rules of procedure regulate the regular or occasional participation at board meetings of persons who are not members of the boards.	<u>Yes</u> / No
S 2.4.1	The election of the members of the Managing Body took place in a transparent way, information on candidates was made public at least five days prior to the General Meeting.	<u>Yes</u> / No
S 2.4.2	The composition of boards and the number of members complies with the principles specified in 2.4.2.	<u>Yes</u> / No
S 2.4.3	Newly elected, non-executive board members were able to familiarize themselves with the structure and operations of the company, as well as their duties as board members through a tailored induction program.	<u>Yes</u> / No
S 2.5.2	The separation of the responsibilities of the Chairman of the Managing Body from those of the Chief Executive Officer has been outlined in the basic documents of the company.	Yes / <u>No</u>
S 2.5.3	The company has published a statement about the means it uses to ensure that the Managing Body gives an objective assessment of the executive management's work where the functions of Chairman and CEO are	Yes / <u>No</u>

combined.

S 2.5.5	The company's Supervisory Board has no member who held a position in the Managing Body or the executive management of the company in the three years prior to his nomination.	<b><u>Yes</u></b> / No
S 2.7.5	The development of the remuneration system of the Managing Body, the Supervisory Board and the executive management serves the strategic interests of the company and thereby those of the shareholders.	<b><u>Yes</u></b> / No
S 2.7.6	In the case of members of the Supervisory Board, the company applies a fixed amount of remuneration and does not apply a remuneration component related to the share price.	<b><u>Yes</u></b> / No
S 2.8.2	The Managing Body developed its risk management policy and regulations with the cooperation of those executives who are responsible for the design, maintenance and control of risk management procedures and their integration into the company's daily operations.	<b><u>Yes</u></b> / No
S 2.8.10	When evaluating the system of internal controls, the Managing Body took into consideration the aspects mentioned in 2.8.10.	<b><u>Yes</u></b> / No
S 2.8.12	The company's auditor assessed and evaluated the company's risk management systems and the risk management activity of the executive management, and submitted its report on the matter to the Audit Committee / Supervisory Board.	<b><u>Yes</u></b> / No
S 2.9.1	The rules of procedure of the Managing Body cover the procedure to be followed when employing an external advisor.	<b><u>Yes</u></b> / No
S 2.9.1.1	The rules of procedure of the Supervisory Board cover the procedure to be followed when employing an external advisor.	<b><u>Yes</u></b> / No
S 2.9.1.2	The rules of procedure of the Audit Committee cover the procedure to be followed when employing an external advisor.	<b><u>Yes</u></b> / No
S 2.9.1.3	The rules of procedure of the Nomination Committee cover the procedure to be followed when employing an external advisor.	<b><u>Yes</u></b> / No
S 2.9.1.4	The rules of procedure of the Remuneration Committee cover the procedure to be followed when employing an external advisor.	<b><u>Yes</u></b> / No
S 2.9.4	The Managing Body may invite the company's auditor to participate in those meetings where it debates General Meeting agenda items.	<b><u>Yes</u></b> / No
S 2.9.5	The company's Internal Audit function co-operated with the auditor in order to help it successfully carry out the audit.	<b><u>Yes</u></b> / No
S 3.1.2	The chairmen of the Audit Committee regularly inform the Managing Body about the meetings of the	<b><u>Yes</u></b> / No

committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year.

S 3.1.2.1	The chairmen of the Nomination Committee regularly inform the Managing Body about the meetings of the committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year.	<u>Yes</u> / No
S 3.1.2.2	The chairmen of the Remuneration Committee regularly inform the Managing Body about the meetings of the committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year.	<u>Yes</u> / No
S 3.1.4	The company's committees are made up of members who have the capabilities, professional expertise and experience required to perform their duties.	<u>Yes</u> / No
S 3.1.5	The rules of procedure of committees operating at the company include those aspects detailed in 3.1.5.	<u>Yes</u> / No
S 3.2.2	The members of the Audit Committee / Supervisory Board were fully informed about the accounting, financial and operational peculiarities of the company.	<u>Yes</u> / No
S 3.3.3	The Nomination Committee prepared at least one evaluation for the chairman of the Managing Body on the operation of the Managing Body and the work and suitability of the members of the Managing Body.	<u>Yes</u> / No
S 3.3.4	The majority of the members of the Nomination Committee are independent. <b>(There is one independent member among the members of the 3-member Remuneration and Nomination Committee.)</b>	Yes / <u>No</u>
S 3.3.5	The rules of procedure of the Nomination Committee includes those details contained in 3.3.5.	Yes / <u>No</u>
S 3.4.5	The Remuneration Committee prepared the Remuneration Statement.	<u>Yes</u> / No
S 3.4.6	The Remuneration Committee exclusively consists of non-executive members of the Managing Body.	<u>Yes</u> / No
S 4.1.4	The disclosure guidelines of the company at least extend to those details contained in 4.1.4.	<u>Yes</u> / No
	The Managing Body informed shareholders in the annual report on the findings of the investigation into the efficiency of disclosure procedures.	<u>Yes</u> / No
S 4.1.7	The company's financial reports followed IFRS guidelines.	<u>Yes</u> / No
S 4.1.16	The company also prepares and releases its disclosures in English.	<u>Yes</u> / No