

**Magyar Telekom Telecommunications Public Limited Company
Extraordinary General Meeting**

MINUTES

taken at the Extraordinary General Meeting of Magyar Telekom Telecommunications Public Limited Company (registered seat: 1013 Budapest, Krisztina krt. 55.; registration number: Cg. 01-10-041928) taking place at the headquarters of Magyar Telekom Plc. (1013 Budapest, 1st district, Krisztina krt. 55.; Tölösi Conference Centre) on June 22, 2018, from 11:06 a.m.

Way of participating at the General Meeting: in person.

Participants: as listed in the attached attendance sheet.

Balázs Máthé: Good Morning Ladies and Gentlemen! My name is Balázs Máthé, I am the Chief Officer for Legal and Corporate Affairs and a member of the Management Committee of Magyar Telekom Plc. I welcome the Shareholders, the invitees, Mr. Frank Odzuck, who is attending on behalf of the Board of Directors, dr. László Pap chairman of the Supervisory Board, and other participating members of the Supervisory Board and the Audit Committee. I hereby open the General Meeting at 11:06 o'clock. The General Meeting is held with shareholders' attendance in person, by decision-making on the general meeting.

Before start with our work, I have a sad duty. As you are probably aware of it, Mr. György Mosonyi, member of the Board of Directors of Magyar Telekom Plc. passed away recently. Please hold a minute of silence to honour his memory.

Thank you very much. Let me inform the General Meeting that votes will be cast via computer and votes will be tallied electronically in accordance with the Articles of Association. I will state the result of voting as the computer counted votes appear on the screen. I ask **Judit Borókné Matus**, present on behalf of KELER Zrt., to describe the essence and method of computer voting.

Judit Borókné Matus: My name is Judit Borókné Matus, representing KELER Zrt. assisting in the management of the General Meeting and in the registration process. I briefly introduce You the voting system and the persons participating in the voting process József Kocsis, Tibor Petrás, Gábor Szentesi.

During the registration, You have received a wireless, radio-frequency operated voting device, which indicates the individual voting number of the shareholder. Therefore, please take care of the voting device and do not hand it over to anyone else. You may activate the device at the beginning of the General Meeting by pressing any button. You may vote with pressing buttons 1, 2, and 3: button no. 1 is the "YES" button, button no. 2 is the "NO" button, button no. 3 is the "ABSTENTION" button. Proposals will be put to the vote by the Chairman of the General Meeting and you can cast your vote during a 20 second period, the start and end of which is indicated by a voice signal.

After the start of the voting please push the applicable button (1, 2, 3) of the voting device then release it. Simultaneously with pushing the button your device will display the number of the respective button with which you cast your vote then the number disappears, indicating that the voting system received the vote and confirmed its receipt to the voting device. Please note that buttons must not be pressed continuously and in case the button is pressed several times only the last vote will be registered by the system!

Within a couple of seconds upon the closing of the voting the results are displayed on the screens and the monitor in front of the Chairman. In addition, the number of votes that were not cast will also be displayed. Naturally, the Chairman of the General Meeting will state verbally the result of the voting. Let me draw Your attention that the voting ratio will be rounded to 2 decimal places, therefore, there can be a situation when 1 "NO" vote is cast and the voting ratio will be 0.00% on the screen. Naturally, all votes will be registered both in the system and the minutes of the General Meeting.

Now, I propose to have a test voting. Please play the voice signal. Please, activate your device by pressing any button and then cast your vote. The voting is closed and the results are displayed. If the voting device does not work properly, please let us know and we immediately replace the device.

If you have any questions regarding the voting system, please let us know now.
Thank you and I wish you good work and a successful General Meeting!

Balázs Máthé: Thank you very much.

Number of shares issued by the Company: 1,042,742,543 pcs, of which non-voting treasury shares are: 3,430,148 pcs. Total number of votes represented by the voting shares: 1,039,312,395 pcs. Total number of votes represented by the shareholders appeared during registration: **668,196,694pcs (in percentage: 64.29%)**.

Based on the registration I state that the General Meeting constitutes a quorum, as the shareholders representing more than half of the shares carrying voting rights at the General Meeting are present in person or by proxy. On the basis of the proxy instruments submitted to the Company, I state that proxies represent the shareholders legally.

I confirm that the General Meeting has been convened in compliance with the relevant provisions of law and the provisions of the Articles of Association, the convening notice of the General Meeting has been published on May 22, 2018.

Now I will outline the main procedural rules of the General Meeting.

Entering the venue of the General Meeting, the Tölösi Conference Center, is only possible with the use of the wristband received during registration. When re-entering or returning after a break, the wristband shall be presented to the security personnel again.

The General Meeting is conducted in Hungarian language with unofficial simultaneous interpretation provided by the Company from Hungarian into English and from English into Hungarian.

The distinguished participants are informed that for the purposes of recording true and accurate minutes, the General Meeting will be audio-recorded by the Company. Please state at the beginning of your contribution if you do not consent to it being recorded.

The agenda of the General Meeting, the submissions relating to the agenda item, the report of the Supervisory Board relating thereto as well as the respective resolution proposal have been published on the website of the Company and that of the Budapest Stock Exchange, and made available at KELER Ltd., as well as in the documentation of the General Meeting here, at the venue of the General Meeting before the start of the meeting.

No proposal on the amendment of the published agenda and no resolution proposal relating to items on or to be added to the agenda were submitted to the Board of Directors. As not all of the shareholders are present, there is no possibility to amend the agenda, to discuss matters other than that on the published agenda or to pass resolutions in such matters at the General Meeting.

The shareholders are entitled to ask for information, make comments and motions at the General Meeting, regardless of their ownership ratio. Please be informed that these rights may be exercised within the limits of the published agenda item. In case of remarks not relating to the agenda item, the Chairman withdraws the right to speak. The Chairman also withdraws the right to speak if a remark is a manifest attempt to delay the meeting, prejudicing the effective and reasonable time management of the General Meeting.

Shareholders or their representatives may make any remarks about the agenda item discussed at the General Meeting after having been given the floor by the Chairman. You are kindly asked to state your name and the number

indicated on the front panel of the voting device at the beginning of your remark, and use the microphone throughout your contribution, because only those remarks will be translated and recorded in the minutes that were made using the microphone.

I stipulate that the time limit for each contribution is maximum 3 minutes per shareholder per remark. In order to ensure reasonable time management I request the shareholders to observe the said limit when making contributions. The planned duration of the General Meeting is less than one hour.

I propose to the General Meeting to elect the Chairman of the General Meeting before the discussion of the agenda items begins. Based on the respective submission, the Board of Directors proposes to the General Meeting to elect Balázs Máthé to be the Chairman of the General Meeting.

The voting ratio necessary for adopting this resolution is simple majority. I put the proposal to the vote.

The result of the voting: with the number of votes cast indicated by the computer and recorded in the minutes, i.e. with 668,196,591 affirmative votes (100.00%), 103 negative votes (0.00%), and 0 abstentions (0.00%), the General Meeting has adopted the resolution. (Voting ratios in proportion to the registered capital: Affirmative: 64.080688%, Negative: 0.000010%, Abstention: 0.00%. Shares represented by validly cast votes, i.e. total number of validly cast votes: 668,196,694 pcs, and proportion thereof to the registered capital: 64.080697%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 1/2018 (VI.22.).

Chairman: I propose to the General Meeting to elect dr. Balázs Modok registered legal counsel as Keeper of the Minutes, and dr. Rita Bajáky, representative of Deutsche Telekom Europe B.V. as authenticator of the Minutes.

The voting ratio necessary for adopting this resolution is simple majority. I put the proposal to the vote.

The result of the voting: with the number of votes cast indicated by the computer and recorded in the minutes, i.e. with 668,196,694 affirmative votes (100.00%), 0 negative votes (0.00%), and 0 abstentions (0.00%), the General Meeting has adopted the resolution. (Voting ratios in proportion to the registered capital: Affirmative: 64.080697%, Negative: 0.00%, Abstention: 0.00%. Shares represented by validly cast votes, i.e. total number of validly cast votes: 668,196,694 pcs, and proportion thereof to the registered capital: 64.080697%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 2/2018 (VI.22.).

Chairman: As there is only one item on the agenda, there is no need to resolve on the order of discussion. I open the discussion of the agenda item.

Agenda item no. 1

Election of a member of the Board of Directors

Chairman: Christopher Mattheisen, member of the Board of Directors of Magyar Telekom Plc. resigned from his position being a member of the Board of Directors effective on July 1, 2018. Therefore, election of a new member of the Board of Directors is proposed. We thank Christopher Mattheisen for the successful work of the last twelve years.

The Board of Directors proposed to the General Meeting to elect Tibor Rékasi as member of the Board of Directors with an end date identical to that of the current members of the Board of Directors.

The biography of the nominee is available among the published documents and is also presented on the screen along with the respective resolution proposal. Tibor Rékasi could not attend due to other commitments, he will of course have the opportunity to introduce himself at the next annual general meeting.

I ask **dr. László Pap**, Chairman of the Supervisory Board to outline the opinion of the **Supervisory Board** related to this agenda item verbally.

dr. László Pap: Distinguished General Meeting! The Supervisory Board examined the submission of the Board of Directors on the election of Tibor Rékasi as member of the Board of Directors, and acknowledged it.

Chairman: Thank you. I ask the Shareholders whether there are any questions or remarks regarding the agenda item?

There are no questions, no remarks. I make known the resolution proposal:

“The General Meeting elects Tibor Rékasi as member of the Board of Directors of Magyar Telekom Plc. as of July 1, 2018, until May 31, 2019, provided that if the 2019 Annual General Meeting is held prior to May 31, 2019, then Tibor Rékasi’s mandate expires on the day of the Annual General Meeting.”

The voting ratio necessary for adopting this resolution is simple majority. I put the proposal to vote.

The result of the voting: with the number of votes cast indicated by the computer and recorded in the minutes, i.e. with 624,110,345 affirmative votes (93.40%), 43,735,412 negative votes (6.55%), and 350,937 abstentions (0.05%), the General Meeting has adopted the resolution. (Voting ratios in proportion to the registered capital: Affirmative: 59.852775%, Negative: 4.194268%, Abstention: 0.033655%. Shares represented by validly cast votes, i.e. total number of validly cast votes: 668,196,694 pcs, and proportion thereof to the registered capital: 64.080697%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 3/2018 (VI.22.).

Chairman: With no more items on the agenda of the General Meeting, let me thank the Shareholders for their participation. I declare the General Meeting closed at 11:20.

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Balázs Máthé
Chairman of the General Meeting

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dr. Balázs Modok
Keeper of the Minutes

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dr. Rita Bajáky
Authenticator of the Minutes