

## Resolutions of the General Meeting

extract from the Minutes of the Annual General Meeting of  
Magyar Telekom Telecommunications Public Limited Company  
held at its registered seat (1097 Budapest, Könyves Kálmán krt. 36.) on April 9, 2019, started at 11:01 a.m.

### **Resolution No. 1/2019 (IV.9.)**

**The General Meeting elects Tibor Rékasi to be the Chairman of the General Meeting.**

The General Meeting adopted this Resolution with 681,608,203 affirmative votes (99.02%), 0 negative votes (0.00%), and 238,000 abstentions (0.03%).

### **Resolution No. 2/2019 (IV.9.)**

**The General Meeting elects dr. Balázs Modok, registered legal counsel as Keeper of the Minutes.**

The General Meeting adopted this Resolution with 681,805,550 affirmative votes (98.81%), 0 negative votes (0.00%), and 75,000 abstentions (0.01%).

### **Resolution No. 3/2019 (IV.9.)**

**The General Meeting elects Roman Zitz, representative of Deutsche Telekom Europe B.V. as authenticator of the Minutes.**

The General Meeting adopted this Resolution with 687,754,633 affirmative votes (99.68%), 0 negative votes (0.00%), and 1,120,834 abstentions (0.16%).

### **Resolution No. 4/2019 (IV.9.)**

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

1. **Report of the Board of Directors on the management of Magyar Telekom Plc., on the business operation, on the business policy and on the financial situation of the Company and Magyar Telekom Group in 2018;**
2. **Approval of the 2018 Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor;**
3. **Approval of the 2018 Standalone Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor;**
4. **Proposal of the Board of Directors for the use of the profit for the year earned in 2018; presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor; use of the profit for the year earned in 2018;**
5. **Information of the Board of Directors on the purchase of treasury shares following the Annual General Meeting in 2018; authorization of the Board of Directors to purchase ordinary Magyar Telekom shares;**
6. **Approval of the Corporate Governance and Management Report;**
7. **Granting relief from liability to the members of the Board of Directors;**
8. **Election of members of the Board of Directors;**
9. **Election of members of the Supervisory Board;**
10. **Election of members of the Audit Committee;**
11. **Amendment of the Remuneration Guidelines;**
12. **Approval of the amended Rules of Procedure of the Supervisory Board;**
13. **Election and determination of the remuneration of the Company's Statutory Auditor, and determination of the contents of the material elements of the contract to be concluded with the Statutory Auditor.**

The General Meeting adopted this Resolution with 688,641,254 affirmative votes (99.80%), 120,000 negative votes (0.02%), and 114,214 abstentions (0.02%).

**Resolution No. 5/2019 (IV.9.)**

The General Meeting approves the 2018 Consolidated Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Balance Sheet Total Assets of HUF 1,155,996 million and Profit for the year 2018 of HUF 46,449 million.

The General Meeting adopted this Resolution with 682,718,313 affirmative votes (98.95%), 55,011 negative votes (0.01%), and 7,144,492 abstentions (1.04%).

**Resolution No. 6/2019 (IV.9.)**

The General Meeting approves the 2018 Standalone Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Balance Sheet Total Assets of HUF 1,075,904 million and Profit for the year 2018 of HUF 37,666 million.

The General Meeting adopted this Resolution with 688,901,972 affirmative votes (99.84%), 1,390 negative votes (0.00%), and 1,089,454 abstentions (0.16%).

**Resolution No. 7/2019 (IV.9.)**

A dividend of HUF 25 per ordinary share (with a face value of HUF 100) shall be paid by the Company to the shareholders from the profit of 2018. The actual rate of dividend paid to shareholders is calculated and paid based on the Articles of Association, so the Company distributes the dividends for its own shares among the shareholders who are entitled for dividends.

The HUF 26,068,563,575 to be disbursed as dividends shall be paid from the HUF 37,666,460,386 profit for the year based on the standalone financial statements, and the remaining amount of HUF 11,597,896,811 of the profit for the year based on the standalone financial statements shall be allocated to retained earnings.

May 24, 2019 shall be the first day of dividend disbursement. The record date of the dividend payment shall be May 15, 2019.

On April 17, 2019, the Board of Directors of the Company shall publish a detailed announcement on the order of the dividend disbursement on the homepage of the Company and the Budapest Stock Exchange.

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

The General Meeting adopted this Resolution with 688,099,107 affirmative votes (99.73%), 1,077,948 negative votes (0.16%), and 815,911 abstentions (0.12%).

**Resolution No. 8/2019 (IV.9.)**

The General Meeting acknowledges the information of the Board of Directors on the purchase of treasury shares following the Annual General Meeting in 2018.

The General Meeting adopted this Resolution with 688,308,614 affirmative votes (99.76%), 10 negative votes (0.00%), and 1,683,792 abstentions (0.24%).

**Resolution No. 9/2019 (IV.9.)**

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

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

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

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

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

**Authorization granted to the Board of Directors by Resolution No. 8/2018 (IV.10.) of the General Meeting is hereby repealed.**

The General Meeting adopted this Resolution with 689,011,449 affirmative votes (99.86%), 47,690 negative votes (0.01%), and 874,494 abstentions (0.13%).

**Resolution No. 10/2019 (IV.9.)**

**The General Meeting approves the Corporate Governance and Management Report of the Company for the 2018 business year.**

The General Meeting adopted this Resolution with 688,897,980 affirmative votes (99.84%), 0 negative votes (0.00%), and 1,090,004 abstentions (0.16%).

**Resolution No. 11/2019 (IV.9.)**

**The General Meeting of Magyar Telekom Plc. declares that the management activities of the Board of Directors members of the Company were carried out in an appropriate manner in the previous business year and decides to grant the relief from liability to the members of the Board of Directors of the Company with respect to the 2018 business year. By granting the relief, the General Meeting confirms that the members of the Board of Directors have performed the management of the Company in 2018 by giving primacy of the interests of the Company.**

The General Meeting adopted this Resolution with 681,084,295 affirmative votes (98.72%), 368,059 negative votes (0.05%), and 1,487,343 abstentions (0.22%).

**Resolution No. 12/2019 (IV.9.)**

**The General Meeting elects Dr. Robert Hauber as member of the Board of Directors of Magyar Telekom Plc. until May 31, 2022, provided that if the 2022 Annual General Meeting is held prior to May 31, 2022, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 687,801,132 affirmative votes (99.69%), 686,447 negative votes (0.10%), and 1,449,736 abstentions (0.21%).

**Resolution No. 13/2019 (IV.9.)**

**The General Meeting elects Tibor Rékasi as member of the Board of Directors of Magyar Telekom Plc. until May 31, 2022, provided that if the 2022 Annual General Meeting is held prior to May 31, 2022, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 688,243,857 affirmative votes (99.75%), 238,000 negative votes (0.03%), and 1,455,458 abstentions (0.21%).

**Resolution No. 14/2019 (IV.9.)**

**The General Meeting elects Éva Somorjai-Tamássy as member of the Board of Directors of Magyar Telekom Plc. until May 31, 2022, provided that if the 2022 Annual General Meeting is held prior to May 31, 2022, then her mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 688,091,930 affirmative votes (99.73%), 238,000 negative votes (0.03%), and 1,487,385 abstentions (0.22%).

**Resolution No. 15/2019 (IV.9.)**

**The General Meeting elects Guido Menzel as member of the Board of Directors of Magyar Telekom Plc. until May 31, 2022, provided that if the 2022 Annual General Meeting is held prior to May 31, 2022, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 688,311,132 affirmative votes (99.76%), 0 negative votes (0.00%), and 1,626,183 abstentions (0.24%).

**Resolution No. 16/2019 (IV.9.)**

**The General Meeting elects Ralf Nejedl as member of the Board of Directors of Magyar Telekom Plc. until May 31, 2022, provided that if the 2022 Annual General Meeting is held prior to May 31, 2022, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 688,368,360 affirmative votes (99.77%), 449,837 negative votes (0.07%), and 881,118 abstentions (0.13%).

**Resolution No. 17/2019 (IV.9.)**

**The General Meeting elects Frank Odzuck as member of the Board of Directors of Magyar Telekom Plc. until May 31, 2022, provided that if the 2022 Annual General Meeting is held prior to May 31, 2022, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 688,846,237 affirmative votes (99.84%), 238,800 negative votes (0.03%), and 852,278 abstentions (0.12%).

**Resolution No. 18/2019 (IV.9.)**

**The General Meeting rejects the resolution proposal on the election of Dr. Mihály Patai as member of the Board of Directors of Magyar Telekom Plc.**

The General Meeting adopted this Resolution with 62,861,923 affirmative votes (9.11%), 617,699,500 negative votes (89.53%), and 846,801 abstentions (0.12%).

**Resolution No. 19/2019 (IV.9.)**

**The General Meeting elects Péter Ratatics as member of the Board of Directors of Magyar Telekom Plc. until May 31, 2022, provided that if the 2022 Annual General Meeting is held prior to May 31, 2022, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 625,963,401 affirmative votes (90.74%), 307,111 negative votes (0.04%), and 10,627,524 abstentions (1.54%).

**Resolution No. 20/2019 (IV.9.)**

**The General Meeting elects Dr. János Illéssy as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 673,892,703 affirmative votes (97.69%), 14,978,874 negative votes (2.17%), and 909,385 abstentions (0.13%).

**Resolution No. 21/2019 (IV.9.)**

**The General Meeting elects Dr. Sándor Kerekes as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 667,836,737 affirmative votes (96.81%), 20,885,427 negative votes (3.03%), and 1,093,117 abstentions (0.16%).

**Resolution No. 22/2019 (IV.9.)**

**The General Meeting elects Tamás Lichnovszky as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 667,254,837 affirmative votes (96.73%), 21,115,112 negative votes (3.06%), and 1,431,634 abstentions (0.21%).

**Resolution No. 23/2019 (IV.9.)**

**The General Meeting elects Martin Meffert as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 667,258,084 affirmative votes (96.73%), 20,885,427 negative votes (3.03%), and 1,658,073 abstentions (0.24%).

**Resolution No. 24/2019 (IV.9.)**

**The General Meeting elects Attila Bujdosó as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 667,201,247 affirmative votes (96.72%), 21,117,462 negative votes (3.06%), and 1,420,063 abstentions (0.21%).

**Resolution No. 25/2019 (IV.9.)**

**The General Meeting elects Dr. László Pap as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 663,875,170 affirmative votes (96.24%), 24,518,549 negative votes (3.55%), and 1,421,563 abstentions (0.21%).

**Resolution No. 26/2019 (IV.9.)**

**The General Meeting elects Dr. Károly Salamon as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 681,993,488 affirmative votes (98.87%), 6,395,258 negative votes (0.93%), and 1,426,535 abstentions (0.21%).

**Resolution No. 27/2019 (IV.9.)**

**The General Meeting elects Zsoltné Varga as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then her mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 673,394,702 affirmative votes (97.62%), 14,728,169 negative votes (2.14%), and 1,692,410 abstentions (0.25%).

**Resolution No. 28/2019 (IV.9.)**

**The General Meeting elects Dr. Konrad Wetzker as member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 681,971,121 affirmative votes (98.86%), 6,157,258 negative votes (0.89%), and 1,686,903 abstentions (0.24%).

**Resolution No. 29/2019 (IV.9.)**

**The General Meeting elects Dr. János Illéssy as member of the Audit Committee of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 654,012,003 affirmative votes (94.81%), 34,952,484 negative votes (5.07%), and 850,795 abstentions (0.12%).

**Resolution No. 30/2019 (IV.9.)**

**The General Meeting elects Dr. Sándor Kerekes as member of the Audit Committee of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 647,845,150 affirmative votes (93.92%), 41,112,864 negative votes (5.96%), and 856.617 abstentions (0.12%).

**Resolution No. 31/2019 (IV.9.)**

**The General Meeting elects Dr. László Pap as member of the Audit Committee of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 647,280,354 affirmative votes (93.83%), 40,874,714 negative votes (5.93%), and 1.422.213 abstentions (0.21%).

**Resolution No. 32/2019 (IV.9.)**

**The General Meeting elects Dr. Károly Salamon as member of the Audit Committee of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 681,891,270 affirmative votes (98.85%), 6,219,593 negative votes (0.90%), and 1.464.068 abstentions (0.21%).

**Resolution No. 33/2019 (IV.9.)**

**The General Meeting elects Dr. Konrad Wetzker as member of the Audit Committee of Magyar Telekom Plc. until May 31, 2020, provided that if the 2020 Annual General Meeting is held prior to May 31, 2020, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 688,691,970 affirmative votes (99.84%), 150 negative votes (0.00%), and 882,811 abstentions (0.13%).

**Resolution No. 34/2019 (IV.9.)**

**The General Meeting amends the Remuneration Guidelines of Magyar Telekom Plc. as set out in the submission.**

The General Meeting adopted this Resolution with 649,355,831 affirmative votes (94.13%), 38,898,533 negative votes (5.64%), and 1,560,267 abstentions (0.23%).

**Resolution No. 35/2019 (IV.9.)**

**The General Meeting approves the amended and restated Rules of Procedure of the Supervisory Board with the modifications set out in the submission.**

The General Meeting adopted this Resolution with 682,670,845 affirmative votes (98.96%), 6,014,855 negative votes (0.87%), and 1,128,931 abstentions (0.16%).

**Resolution No. 36/2019 (IV.9.)**

**The General Meeting elects as Statutory Auditor of Magyar Telekom Plc. (the “Company”)**

**PricewaterhouseCoopers Auditing Ltd. (registered office: 1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022; registration number: 001464)**

**to perform audit services for the business year 2019 in accordance with the submission, for the period ending May 31st 2020 or if the Annual General Meeting closing the 2019 business year will be held prior to May 31st 2020 then on the date thereof.**

**Personally responsible registered auditor appointed by the Statutory Auditor: Szilvia Szabados**

**Chamber membership number: 005314**

**Address: 1141 Budapest, Paskál u. 42. II/5.**

**Mother’s maiden name: Bukó Terézia**

**In the event he is incapacitated, the appointed deputy auditor is: Lett Kornélia (chamber membership number: 005254, mother’s maiden name: Jusztina Grubits, address: 2089 Telki, Barka u. 9.)**

**The General Meeting approves HUF 224,643,000 + VAT + 8 % related costs + VAT to be the Statutory Auditor’s annual compensation to perform audit services for the business year 2019, covering the audits of the Standalone Financial Statements and the Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS).**

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

The General Meeting adopted this Resolution with 687,313,296 affirmative votes (99.64%), 1,235,144 negative votes (0.18%), and 1,191,841 abstentions (0.17%).