



UNOFFICIAL TRANSLATION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF MAGYAR TELEKOM TELECOMMUNICATIONS PUBLIC LIMITED COMPANY

June 1, 2020

Amendments effective as of June 1, 2020, based on resolutions no. 4/14 (04.24.2020) and no. 4/15 (04.24.2020) adopted by the Board of Directors of the Company on April 24, 2020, based on the authorisation set out in Section 9 (2) of Government Decree no. 102/2020. (IV. 10.) are highlighted with bold and italic fonts.



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1. COMPANY DATA

1.1. Name of the Company

The Name of the Company. Magyar Telekom Távközlési Nyilvánosan Működő Részvénytársaság
The Abbreviated Name of the Company: Magyar Telekom Nyrt.

1.2. Name of the Company in English

The Name of the Company in English. Magyar Telekom Telecommunications Public Limited Company
The Abbreviated Name of the Company in English: Magyar Telekom Plc.

1.3. Registered Office of the Company

1097 Budapest, Könyves Kálmán krt. 36.

1.4. Sites and Branch Offices of the Company

Sites and Branch Offices of the Company are listed in Annex 1.

1.5. Scope of Activities of the Company

1.5.1. Main activity:

61.10 '08 Wired telecommunications activities

1.5.2. Other activities:

Activities of the Company other than the main activity are listed in Annex 2.

2. SHARE CAPITAL AND SHARES OF THE COMPANY

2.1. Share capital and shares

The share capital of the Company is HUF 104,274,254,300 (that is one hundred and four billion two hundred and seventy-four million two hundred and fifty-four thousand three hundred *Hungarian forints*), comprised of 1,042,742,543 series "A" ordinary shares, each with the face value of HUF 100.

The shares of the Company are dematerialized shares.



2.2. Share Register

2.2.1. The keeper of the Share Register is the Board of Directors of the Company (*the Board*) 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 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 *are registered*.

2.2.2. *A shareholder* who has been formally identified must be registered in the Share Register upon *the* shareholder's request made to the keeper of the Share Register. A registered shareholder shall be deleted from the Share Register upon the shareholder's request. The keeper of the Share Register may refuse the registration request of a formally identified shareholder if such shareholder has acquired its shares in violation of the regulations on the transfer of shares set out by law or *these* Articles of Association.

2.2.3. Anyone may inspect the Share Register. The keeper of the Share Register provides access for inspection to the Share Register at its registered office during working hours continuously. Those who are subject of any data, current or deleted, contained in the Share Register may request a copy of the section which pertains to them from the keeper of the Share Register. Such copies shall be supplied free of charge within five days to the entitled.

3. FAILURE TO PROVIDE CONTRIBUTION IN CONSIDERATION FOR SHARES

3.1. Delay in providing contribution

Should a shareholder fail to make the contribution due to be paid to the Company, the Board shall set a 30-day deadline and call on the shareholder for compliance.

3.2. Termination of Shareholders' rights

Should any shareholder fail to observe the 30-day deadline set under Section 3.1., *their shareholding status (their shareholder's* rights on the share(s) not paid up) shall cease on the *day* following *the expiry* of the deadline. The former shareholder shall be held liable for damages caused to the Company by virtue of his failure to provide the contribution in accordance with the rules pertaining to damages caused by breach of contract. If no other person assumes the obligation of the shareholder to provide contribution for the shares undertaken to be subscribed, the share capital of the *Company* shall be decreased by the amount of the contribution committed by such shareholder in default.

The conditions of assuming such obligation shall be determined at the same time when adopting a General Meeting resolution on capital increase, considering the provisions of Section 10.

The defaulting shareholder is entitled to the value of the contribution when *their* successor shareholder has paid *their* contribution in full to the Company or after the decrease of the share capital.

4. 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.

No certificate of ownership is required for exercising shareholders' rights when this entitlement is verified by way of the identification procedure ordered by the Company.



Where the identification procedure is requested by the Company, the keeper of the Share Register shall delete all data contained in the Share Register at the time of the identification procedure, and shall simultaneously enter the data obtained upon the identification procedure 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.

Shareholders may exercise shareholders' rights through representatives. Members of the Board, the Supervisory Board and the Statutory Auditor may not function as a representative of a shareholder.

A shareholder may appoint a nominee - after being registered in the register of shareholders - to exercise some or all rights of that shareholder before the Company in *their* own name and for the benefit of the shareholder.

4.1. Participation at the General Meeting, voting rights

Shareholders shall have the right to participate at the General Meeting, and if holding shares with voting rights, to vote.

Shareholders may exercise their shareholders' right in person or through their duly authorized representatives. The proxy given to a duly authorized representative shall be set forth in a notarized document or a private document with full probative force. The proxy, in accordance with the effective law from time to time, shall contain clearly and expressly:

- a) the shareholder's statement for authorization for the representative,
- b) the shareholder as Principal and the representative as proxy,
- c) the proxy is valid for one general meeting or a fixed period of time, but not exceeding twelve months,
- d) whether it covers the resumption of the suspended general meeting and the general meeting re-convened due lack of quorum,
- e) any further possible limitation of the proxy.

Where a shareholder is represented by more than one representatives, and if these representatives are contradicted in their votes or statements, all such votes and statements shall be considered null and void.

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 and authorised representatives shall identify themselves during the registration of the General Meeting.

The holder of each Series "A" ordinary share shall be entitled to one vote at the General Meeting.

Persons who certify their share ownership prior to the General Meeting, during registration by way of a securities account statement, issued to the name of the person but are not registered in the Share Register, may participate at the General Meeting but may not exercise shareholders' rights.

4.2. Rights to information

Shareholders shall have the right to request information, make remarks and motions at the General Meeting.

The Board 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.



The Company shall publish on its web site at least 21 days prior to the General Meeting:

- (a) the total number of shares and voting rights at the date of the convocation (including separate totals for each class of shares);
- (b) submissions relating to the items on the agenda and the related reports of the Supervisory Board, together with the resolution proposals.

Public General Meeting materials may be sent at the time of publication of such General Meeting materials by way of electronic means (only via email) to the shareholders who specifically requested it.

4.3. Dividend

Shareholders shall be entitled to receive a *portion* from the Company's profit after tax that is available and has been ordered for distribution by the General Meeting in proportion with the nominal value of their shares.

Those 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. ***The Company shall publish a notice regarding the dividend and pay the dividend in accordance with the relevant rules of the Budapest Stock Exchange and the KELER Zrt. The Company shall pay dividends to shareholders from the date specified by the relevant resolution of the General Meeting via bank transfer.***

Shareholders may claim dividends during the period specified *by* law (five years). After that time their claim for dividends ***shall be time barred.***

The General Meeting or, by authorization of these Articles of Association, the Board may adopt a decision for the payment of interim dividends between the approval of two consecutive financial reports if:

- (a) according to the interim balance sheet, the Company has sufficient funds to cover such interim dividends;
- (b) the amount distributed does not exceed the amount of untied retained earnings supplemented with the profit after tax shown in the interim financial statement; and
- (c) the payment of such interim dividends may not result in the Company's adjusted equity capital to decrease below its share capital.

Payment of interim dividends may be resolved upon the proposal of the Board. The consent of the Supervisory Board is required to such proposal of the Board.

If according to the annual financial statements prepared after the distribution of interim dividends there was no justification for the payment of dividends, such distribution must be returned by the shareholders when so requested by the Company.

Any dividend that is payable on the Company's own shares shall be taken into account at nominal value as pertaining to shareholders with respect to the dividends payable on their shares.

The Company shall not be liable for interest on dividends.

4.4. Minority rights

Shareholders of the Company together controlling at least one per cent of the voting rights may, at any time, request that the Company's General Meeting be convened, indicating the reason and the purpose thereof. If the Board fails to comply with such request within eight days of the date of receipt, and fails to convene the General Meeting at the earliest possible date, the Court of Registration shall convene the General Meeting at the request of the shareholders making the proposal, or shall empower the requesting shareholders to convene the meeting. The expected costs shall be covered by the requesting shareholders. The Company's General Meeting shall decide in a meeting convened at the request of minority stakeholders whether the costs incurred be borne by the Company or the persons convening such meeting.

If the General Meeting of the Company has refused - or did not present for decision - a proposal that the last financial report, or any economic event which has occurred in connection with the activities of management during the last two years, or any commitment be examined by an auditor to be engaged specifically for this purpose, such examination shall be ordered, and the auditor shall be



appointed, at the Company's expense by the Court of Registration upon a request by any one shareholder or shareholders controlling at least one per cent of the votes submitted within a 30-day preclusive period calculated from the General Meeting. The Court of Registration shall refuse the request in the event of abuse of minority rights by the shareholders presenting the request. The Company's Statutory Auditor may not be appointed to carry out such special audits. The costs of the audit shall be advanced and borne by the Company. The Company shall be able to charge the costs upon the shareholder affected if requesting the audit was manifestly unfounded.

If the General Meeting of the Company has refused - or did not present for decision - a motion to enforce a claim against s shareholder, members of the Board, the Supervisory Board or against the Statutory Auditor of the Company, any one shareholder or shareholders controlling at least one per cent of the votes may move within a 30-day preclusive period calculated from the General Meeting to enforce such claim themselves on behalf and for the benefit of the Company.

If shareholders together controlling at least one per cent of the votes in the Company notify the Board - 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 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.

5. THE GENERAL MEETING OF THE COMPANY

5.1. **Status 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 *all* shareholders, other *bodies* and officers of the Company.

5.2. **Matters within the Exclusive Scope of Authority of the General Meeting**

The following matters shall be within the exclusive scope of authority of the General Meeting:

- (a) to draw up and amend these Articles, unless otherwise provided by law or these Articles;
- (b) the increase of the registered capital of the Company, unless otherwise provided by law;
- (c) the decrease of the registered capital of the Company, unless otherwise provided by law;
- (d) to amend the rights attached to individual series of shares;
- (e) any merger into, consolidation with another company or de-merger of the Company, or any termination, dissolution, liquidation, or transformation of the Company into another operational or corporate form. In the process of transformation if the Board prepares the documents necessary for the transformation, the General Meeting of the Company – according to the applicable law - may adopt a final decision on the transformation with holding only one meeting. In this case, draft terms of transformation including draft transformation asset balance- and asset inventory pertaining to the date specified by the Board, within the preceding six months, and controlled by the auditor, shall be presented for the meeting;
- (f) decision on issuing convertible, equity or subscription right bonds, unless otherwise provided by law;
- (g) to elect, remove and determine the remuneration of the members and substitute members of the Supervisory Board, the Audit Committee and the Board and enforcement of claims for damages against members of the Supervisory Board and the Board;
- (h) to elect, remove and determine the remuneration of the Statutory Auditor of the Company and to define the contents of the essential elements of the contract to be concluded with the Statutory Auditor and enforcement of claims for damages against the Statutory Auditor;



- (i) to approve the financial statements pursuant to the Accounting Act, and to decide on the utilisation of the profit after tax earnings;
- (j) to approve the corporate governance and management report;
- (k) subject to Section 10.3., to appoint the person(s), pursuant to the provisions of law, that are authorized to take over for shares in any private increase of the Company's capital;
- (l) to approve the **registration** of the Company's shares on a stock exchange with the exception of the transfer of shares admitted to trading belonging to the scope of authority of the Board;
- (m) decision on request to delist the Company's shares from a stock exchange;
- (n) decision on granting relief to the members of the Board;
- (o) decision on the payment of interim dividends, unless otherwise provided by these Articles;
- (p) decision on the acquisition of the Company's own shares, unless otherwise provided by law;
- (q) decision on the exclusion of preference right regarding subscription or commitment for subscription of shares;
- (r) advisory voting on supporting or rejecting the Remuneration Policy and Remuneration Report;**
- (s) decision on any other issue that is referred to the authority of the General Meeting by law or these Articles.

5.3. Passing Resolutions

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.

5.4. Right to Convene General Meetings

The General Meeting shall be convened by persons authorized by law and these Articles.

5.5. *Holding* of a General Meeting

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 **shall be** approved. The Annual General Meeting shall **be held** 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.

5.6. Convocation of the General Meeting

Notice of the General Meeting of the Company shall be published in the manner stipulated by law and these Articles 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.

The public notice of the General Meeting shall contain

- (a) the name and the registered office of the Company;



- (b) the date and the venue of such General Meeting;
- (c) the way of holding the General Meeting;
- (d) the items on the agenda of such General Meeting;
- (e) the place and the date of the reconvened General Meeting to be held if the General Meeting does not have a quorum;
- (f) the conditions for the exercise of the voting rights at the General Meeting set out in the Articles of Association and the detailed conditions and information regarding the participation at the General Meeting, identification of the shareholders and the certification of the method of the representation;
- (g) the conditions regarding the exercise of the right to supplement to the agenda of the general meeting and the place of the availability of the original and full text of the resolution proposals and documents to be submitted to the General Meeting.

5.7. Quorum

The General Meeting shall have a quorum if shareholders representing more than half of the shares carrying voting rights ***are present*** at the General Meeting 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.

5.8. Opening of the General Meeting

The Chairperson of the General Meeting shall be elected by the General Meeting on the basis of the submission of the Board. Until the election of the ***Chairperson*** of the General Meeting, the person proposed to be the ***Chairperson*** in the Board's submission shall chair the General Meeting.

5.9. ***Chairperson*** of the General Meeting

The ***Chairperson*** of the General Meeting:

- (a) shall determine the quorum;
- (b) shall make recommendations for the minute keeper of the General Meeting, for the shareholder, or its proxy to certify the minutes, and, in the event of non-computerised voting, for the tellers. In the event of computerised voting, the ***Chairperson*** of the General Meeting shall act as teller;
- (c) shall have the General Meeting adopt the sequence in which items on the agenda, including items duly added to the agenda, shall be discussed;
- (d) shall chair the General Meeting, its discussions, grant or revoke speakers right to contribute;
- (e) may stipulate a time limit for contributions to the discussion;
- (f) shall state the result of the votes and shall declare the resolution of the General Meeting;
- (g) shall call for breaks;
- (h) may propose the suspension of the General Meeting;
- (i) shall declare the General Meeting closed if each resolution on the agenda has been voted on.



5.10. Election of the Officials of the General Meeting

The General Meeting shall elect the keeper of the minutes, the person who shall certify the minutes, and, in case of non-computerised voting, the tellers, and the *Chairperson* of the General Meeting based on the proposal of the Board.

5.11. Voting Procedures

5.11.1. At the General Meeting the voting shall be computerised. The *Chairperson* of the General Meeting may propose that some or all of the items of the agenda be voted upon in lieu of computerised voting by the show of the voting cards. The *Chairperson's* motion shall be decided by a simple majority vote of the General Meeting.

5.11.2. At the venue of the General Meeting, during registration, the Company shall issue a voting card or provide a voting device for computerised voting to each holder of voting shares after verification that the shareholder is duly registered in the Share Register.

5.11.3 In the event of computerised voting, the tally of the votes shall proceed electronically. *Before* the voting *takes* place, the *Chairperson* or the person designated by *the Chairperson shall advise the General Meeting on* the technical details of the computerised voting. The shareholders shall be advised of the results of votes by the *Chairperson*.

5.11.4. In the event of non-computerised voting, each shareholder shall receive a voting card. Voting cards shall *set out* the name, address or *registered* seat *and* the number and series of shares held by *the* shareholder *or the nominee and the number of* votes such shareholder is entitled to cast. The voting shall proceed by the show of the voting cards.

6. BOARD OF DIRECTORS

6.1. Status of the Board of Directors

The Board shall be the management body of the Company and the Board shall represent the Company with regard to third parties, in court and before other authorities.

6.2. Members of the Board of Directors

The Board shall be comprised of a minimum of *five (5)*, and a maximum of eleven (11) members. The members of the Board shall be elected by the General Meeting. The *mandate* of the members of the 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 than their *mandate* lasts until the date thereof. Members of the Board 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 shall not affect the employment rights of such person *with* the Company where such member of the Board is also an employee of the Company. The General Meeting has the right to elect substitute member(s) to the Board, whose membership in the Board shall be conditional upon the number of the members of the Board falling below five (5). If more than one substitute members are elected, their substitution ranking shall also be determined. The provisions regarding the expiry of the mandate of the members of the Board shall apply to such substitute member(s) to the Board.

6.3. Rules of Procedure and *Chairperson* of the Board of Directors

Subject to the provisions of applicable law and these Articles, the Board shall draw up its own Rules of Procedure. *The Chairperson [and, if deemed necessary by the Board, the Deputy Chairperson]* of the Board shall be elected in accordance with the provisions of the Rules of Procedure of the Board. *The Chairperson of the Board shall have the right to delegate permanent invitees to the meetings of the Supervisory Board.*

6.4. Scope of authority of the Board of Directors

The Board shall

- (a) be responsible for all matters relating to the Company's management and course of business not otherwise reserved to the General Meeting or to other corporate bodies by these Articles or by law;
- (b) cause the report including the balance sheet and the profit and loss statement of the Company to be prepared pursuant to the Accounting Act together with a proposal on the *use* of the profit after tax;
- (c) prepare the corporate governance and management report and *submit* it to the General Meeting;
- (d) have the books of the Company, including among others accounting records and the Shareholders' Register, maintained in compliance with applicable regulations;
- (e) make such filings with the Court of Registration and publish such information as may be required by applicable law and these Articles;
- (f) draw up, at the end of each business year, a report for the General Meeting on the management of the Company, the assets of the Company, the financial situation of the Company and the business policy of the Company;
- (g) adopt the annual business plan of the Company which shall contain specific authorisations to the management that are necessary for the operation of the business of the Company;
- (h) have the authority to create committees of the Board consisting exclusively of Board members and to delegate part of its authority to such committees;
- (i) have the authority to create committees of Board members and non-Board members and to delegate authority to such committees;
- (j) exercise employer's rights towards the employees of the Company pursuant to the Rules of Organisation and Operation as defined by the Board;
- (k) prepare quarterly reports for the Supervisory Board on the management, financial status and the business policy of the Company;
- (l) ensure the purchase of own shares on the basis of the authorization of the General Meeting, and in connection with this approve the interim statement of financial position if necessary, and arrange for the alienation of the Company's own shares;
- (m) *on the basis of the authorization of the General Meeting* decide on increasing of the registered capital of the Company, and in connection with this approve the interim statement of financial position if necessary, that is allocated to its scope of authority and the related amendment of the Articles;
- (n) contract with the Statutory Auditor to carry out the *statutory auditing* activities within 90 days *following* the *General Meeting's* resolution on the election of the Statutory Auditor;
- (o) decide on termination of trading of shares on a given regulated market by transfer between trading venues;
- (p) make decisions regarding any change in the registered office, sites, branch offices and – except for the main activity – the scope of activities of the Company and in relation to this, to modify *these* Articles;
- (q) on the basis of the authorization of the General Meeting, decide on interim dividend payment and in connection with this approve the interim statement of financial position if necessary; *and*
- (r) *approve the related party transactions if such approval is required by law.*

6.5. Liability of the members of the Board of Directors

Members of the Board shall conduct the management of the Company based on the primacy of the *interests* of the Company. *Members* of the Board shall be liable for damages caused to the Company resulting from *their* management activities in accordance with the rules pertaining to damages for loss caused by breach of contract.



The Company shall be liable for damages caused to a third party by **a member** of the Board in connection with their **conduct in such capacity**. **A member of the Board** and the Company shall be jointly and severally liable if **that member of the Board caused** the damage intentionally.

7. SUPERVISORY BOARD

7.1. Status of the Supervisory Board

The Supervisory Board oversees the management in order to protect the interests of the Company.

7.2. Members of the Supervisory Board

7.2.1. The Supervisory Board shall be comprised of **five (5)** members. The members shall be elected by the General Meeting. The **mandate** 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 than their **mandate** lasts until the date thereof. The General Meeting has the right to elect employee substitute member(s) and independent substitute member(s) to the Supervisory Board, whose membership in the Supervisory Board shall be conditional upon the number of the employee members of the Supervisory Board falling below two (2), and the number of the independent members of the Supervisory Board falling below three (3), respectively. If more than one employee and/or independent substitute members are elected, their substitution ranking shall also be determined. The provisions regarding the expiry of the mandate of the members of the Supervisory Board shall apply to the mandate of such substitute member of the Supervisory Board.

7.2.2. **Three members of the Supervisory Board** must be independent **from time to time in accordance** with the **provisions of the Civil Code and two members of the Supervisory Board must be employees of the Company**

7.2.3. The Supervisory Board member shall not be regarded as an independent member, if

- a) he is an employee or an ex-employee of the Company, in the latter case the conflict of interest exists for five years from the termination of the employment;
- b) provides advisory services or other activities as a retained advisor for the Company or its senior managers in return of remuneration;
- c) he is a shareholder of the Company who either directly or indirectly owns at least 30% of the votes or is a close relative or domestic partner to such person;
- d) he is a close relative or domestic partner of any non-independent executive officer or executive employee of the Company;
- e) on the basis of his membership in the Supervisory Board he is entitled to receive remuneration in case of the profitable operation of the Company or receives any other remuneration besides his fee as a Supervisory Board member from the Company or an affiliated business association to the Company;
- f) he is in a legal relationship with a non-independent member of the Supervisory Board in another business association on the basis of which the non-independent member has controlling or supervisory rights;
- g) he is the Statutory Auditor of the Company or a member or an employee thereof for three years from the termination of this legal relationship;
- h) he is an executive officer or executive employee in a business association whose independent Board member is also an executive officer of the public limited company.

7.2.4. The employee representatives in the Supervisory Board **shall be** nominated by the Central Workers' Council considering the opinion of the trade unions operating at the Company. Persons nominated by the Central Workers' Council shall be elected by the General Meeting **as members** of the Supervisory Board, except if a disqualification exist in respect of the nominated persons.

7.3. Rules of Procedure **and Chairperson** of the Supervisory Board

The Chairperson (and, if deemed necessary by the Supervisory Board, the Deputy Chairperson) of the Supervisory Board **shall be elected by the Supervisory Board** from among its members **in accordance with the provisions of the Rules of Procedure of the Supervisory Board**. **The Chairperson of the Audit Committee shall be elected by the members of the Supervisory Board out of the**

members of the Audit Committee. If the Chairperson of the Supervisory Board is also a member of the Audit Committee, the Chairperson of the Supervisory Board shall be deemed to be elected as the Chairperson of the Audit Committee as well. The Supervisory Board and the Audit Committee can hold joint meetings. Permanent invitees delegated by the Chairperson of the Board shall be entitled to attend all meetings of the Supervisory Board and shall be entitled to receive all submissions, preparatory materials and other information that is made available to members of the Supervisory Board. The Supervisory Board shall adopt its own Rules of Procedure, which shall be effective without any further approval. The Chairperson shall perform such duties as described by law, these Articles and the Rules of Procedure of the Supervisory Board.

7.4. Scope of authority of the Supervisory Board

The Supervisory Board shall examine all submissions to be submitted to the General Meeting and present its opinion thereof at the General Meeting. The General Meeting may pass a resolution on a report pursuant to the Accounting Act and the use of the profit *after* tax only after receipt of the written report of the Supervisory Board. The Supervisory Board *shall make* a proposal directly to the General Meeting regarding the election, remuneration and removal of the Statutory Auditor.

The Supervisory Board may convene the General Meeting to discuss *any* issue and to take *any* necessary *decision* if, in its opinion, the activities of the management infringe the law, *these* Articles or the resolutions of the General Meeting, or otherwise interfere with the interests *of* the Company.

7.5. Liability of Members of the Supervisory Board

Members of the Supervisory Board shall be liable for damages caused to the Company resulting from their omission *or inappropriate performance of their* supervisory responsibilities in accordance with the rules pertaining to damages caused by breach of contract.

7.6. Audit Committee

7.6.1. The General Meeting *shall elect three (3)* independent members of the Supervisory Board *as members of the Audit Committee* for the same period as *their mandate* in the Supervisory Board. The General Meeting has the right to elect a substitute member(s) to the Audit Committee, whose membership in the Audit Committee shall be conditional upon the number of the members of the Audit Committee falling below three (3) If more than one substitute members are elected, their substitution ranking shall also be determined. The provisions regarding the expiry of the mandate of the members of the Audit Committee shall apply to the mandate of such substitute member of the Audit Committee.

7.6.2. The Audit Committee shall establish its own Rules of Procedure which shall be approved by the Supervisory Board. *The Supervisory Board and the Audit Committee can hold joint meetings.*

7.6.3. The Audit Committee shall

- a) provide assistance to the Supervisory Board in supervising the financial *reporting* regime, in selecting Statutory Auditor, and in working with the Statutory Auditor;
- b) monitor the effectiveness of the internal audit and risk management systems and *the* financial reporting *processes* of the Company and makes recommendations, if necessary;
- c) monitor the statutory audit of the annual *separate* and *annual* consolidated financial statements;
- d) review and monitor the independence of the statutory auditor or the audit firm.

7.6.4. The Audit Committee makes a proposal to the Supervisory Board regarding the election, remuneration and removal of the Statutory Auditor.



8. STATUTORY AUDITOR

8.1. Election of the Statutory Auditor

The General Meeting of the Company shall elect the Statutory Auditor for a definite period not exceeding two years.

8.2. Duties of the Statutory Auditor

The Statutory Auditor shall be responsible for carrying out the audits of accounting documents according to the relevant regulations, and to provide an independent audit report to determine as to whether the financial statements of the Company **are** in conformity with legal requirements, and whether **they provide** a true and fair view of the Company's assets and liabilities, financial position and profit or loss.

8.3. The rights and the responsibilities of the Statutory Auditor

In connection with the performance of its duties, the Statutory Auditor:

- (a) shall have access to the documents, accounting **books and** records of the Company;
- (b) may request information from the members of the Board, the Supervisory Board and from employees of the Company;
- (c) may examine the cash in hand, ledgers, the securities portfolio, the inventory, the contracts and the bank accounts of the Company;
- (d) shall attend the General Meeting that discusses the report of the Company prepared according to the Accounting Act, **provided that** its absence **does not impede** the General Meeting;
- (e) if required, may attend meetings of the Board, the Supervisory Board **and the Audit Committee** with the right to confer;
- (f) shall be obliged to request the Board to convene a General Meeting without delay, if:
 - (i) **it** detects any changes in the Company's assets that are likely to jeopardize its ability to satisfy claims against the Company;
 - or
 - (ii) **it** becomes aware of a circumstance that entails the liability of the Board or the Supervisory Board with respect to their activities performed in that capacity;
- (g) in the event of non-compliance with the request set out in subsection (f), the Statutory Auditor shall inform the **competent** Court of Registration of the **relevant** circumstances.

9. SIGNATURE ON BEHALF OF THE COMPANY

The Company shall be bound by the signature of (i) two members of the Board, or (ii) a member of the Board and an employee of the Company authorized for this purpose by two members of the Board, or (iii) two employees of the Company authorised for this purpose by two members the Board. Such authorized signatories shall jointly sign their full names under the stamped, hand-written, typed or printed name of the company in the way **as** such signature appears in their **certified** specimen of signature deposited with the Court of Registration.

10. INCREASE OF THE REGISTERED CAPITAL



10.1. Cases of the Increase in the Registered Capital

The General Meeting *may decide* on the increase of the share capital of the Company by means of issue of new shares (*including private issue of new shares*), from assets other than the share capital, conditional capital increase or through issue of convertible (átváltoztatható) or equity (átváltozó) bonds into shares *in accordance with the applicable provisions of the Civil Code*.

The General Meeting may authorize the Board to increase the share capital in accordance with applicable provisions of the Civil Code.

10.2. Subscription preference right

10.2.1. Where the share capital is increased by way of contribution of cash, within the *Company's* shareholders first the holders of shares belonging to the same series of issue, and then the holders of convertible bonds and the holders of bonds with subscription rights in tandem shall be granted preferential rights – in this sequence – for the subscription of shares subject to the conditions laid down in these Articles.

10.2.2. The Board shall inform the shareholders and the holders of convertible bonds and bonds with subscription rights concerning their options and the procedure to exercise the preferential right for the subscription of shares, including the face value or issue price of shares which may be acquired, and the first and last days of the 15 days period during which such right can be exercised.

11. DECREASE OF THE REGISTERED CAPITAL OF THE COMPANY

The Company may decrease its registered capital, in the cases defined in the respective laws reduction of the share capital is mandatory.

12. CONFLICT OF INTEREST

Conflict of interest rules set out in Section 3:115 (1) of the Civil Code shall not *apply to* members of the Board and the Supervisory Board. Instead, the following rules shall be *apply to* members of the Board and the Supervisory Board.

Members of the Board and the Supervisory Board may not acquire any share - except for the shares of public limited companies – and may not accept executive office or supervisory board membership in such domestic or foreign *businesses* whose main business activity is the same as the main activity of the Company, unless otherwise provided by law or by these Articles.

Notwithstanding the above *paragraph*, members of the Board and the Supervisory Board may be elected as executive *officers* or members of supervisory board in domestic or foreign businesses whose main business activity is the same as the main activity of the Company,

- (i) *if such business* has a direct or indirect majority influence in the Company, or
- (ii) in which the Company or any person having a direct or indirect majority influence in the Company hold at least 25 % ownership stake and/or voting rights.



13. INDEMNIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

13.1. Indemnification

The Company shall, to the fullest extent permitted by law, indemnify any member or former member of the Board **and** any member or former member of the Supervisory Board who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact of their current or former position at the Company against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by **them** in connection with such action, suit or proceeding if **they** acted in good faith and in a manner **they** reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal proceeding, had no reasonable cause to believe **their** conduct was unlawful.

13.2. Advancing Expenses

Expenses (including reasonable attorney's fees) incurred by a member of the Board or the Supervisory Board in defending any civil, criminal or administrative action, suit or proceeding may be paid by the Company in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that **they are** not entitled to be indemnified by the Company pursuant to Section 13.1.

13.3. Insurance

The Company shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board or the Supervisory Board against any liability asserted against **them** and incurred by **them** in any such capacity, whether or not the Company would have the right to indemnify **them** against such liability under the provisions of Sections 13.1. and 13.2. or any other provisions of law.

14. OTHER PROVISIONS

14.1. Notices

Notices, invitations to the shareholders and announcements of the Company shall be published on the **web site** of the Company (www.telekom.hu) and in the official publication space of the Budapest Stock Exchange and the Official Gazette ("Cégekzlöny") in cases required by applicable law.

14.2. Miscellaneous

These Articles shall **prevail over** and replace **any** former Articles of the Company. Consequently, on the effective date of these Articles, prior version of the Articles shall have no effect. Issues not regulated herein shall be subject to the provisions of the Civil Code and other **applicable** laws.

I hereby certify that the amended and restated text of the Articles of Association corresponds to the effective content of the Articles of Association as amended from time to time. The reason for preparing this amended and restated version of the Articles of Association was the amendment of Sections 1.2., 1.4., 1.5., 1.6., 1.7., 1.8., 2.1., 2.2., 2.4., 3.1-3.3., 4., 4.2., 4.3., 4.4., 5.1., 5.2. (r), 5.4., 5.7., 5.12., 5.13., 5.14., 5.15., 6.2., 6.3., 6.4., 6.5-6.6., 7.1., 7.2.1., 7.2.2., 7.3., 7.5-7.6., 7.8.1., 7.8.2., 7.8.3., 7.8.5., 8.1., 8.3.



(e), 8.4., 10-11. and 14.1; and inserting Annex 3 to the Articles of Association [pursuant to Section 51 (2) of Act V of 2006 on Public Company Information, Company Registration and Winding-up Proceedings]. Amendments effective as of June 1, 2020, based on resolutions no. 4/14 (04.24.2020) and no. 4/15 (04.24.2020) adopted by the Board of Directors of the Company on April 24, 2020, based on the authorisation set out in Section 9 (2) of Government Decree no. 102/2020. (IV. 10.) are highlighted with bold and italic fonts.

Countersigned in Budapest, on June 9, 2020 by:

.....
dr. Zsolt Herczegh
registered legal counsel
KASZ: 36061459



ANNEX 1

SITES AND BRANCH OFFICES OF THE COMPANY

(a) Sites of the Company:

1073 Budapest, Dob u. 76-78.
1117 Budapest, Kaposvár u. 5-7.
1117 Budapest, Budafoki u. 103-107.
1106 Budapest, Órs vezér tere 25. 1. em.
1138 Budapest, Váci út 178.
1195 Budapest, Üllői út 201.
1191 Budapest, Vak Bottyán u. 75. a-c.
1024 Budapest, Lövház u. 2-6. 2. em.
1123 Budapest, Alkotás út 53.
1152 Budapest, Szentmihályi út 131.
1062 Budapest, Váci út 1-3.
1117 Budapest, Október huszonharmadika utca 8-10.
1033 Budapest, Huszti út 32.
1098 Budapest, Távíró utca 3-5.
1156 Budapest, Száraznád utca 1-3.
1148 Budapest, Órs vezér tere 24.
1211 Budapest, Rákóczi Ferenc út 154-170.

(b) Branch Offices of the Company:

4026 Debrecen, Bethlen u. 1.
3525 Miskolc Régiposta u. 9.
9400 Sopron, Széchenyi tér 7-10.
7601 Pécs, Rákóczi út 19.
5600 Békéscsaba, Andrássy u. 44.
6723 Szeged, Etelka sor 1.
7622 Pécs, Bajcsy-Zsilinszky út 11.
7100 Szekszárd, Arany János u. 31.
7400 Kaposvár, Széchenyi tér 1.
8600 Siófok, Szabadság tér 10/A.
8200 Veszprém, Ádám Iván utca 1.
8000 Székesfehérvár, Palotai út 1.
2400 Dunaújváros, Dózsa György út 4/C.
9700 Szombathely, Fő tér 17.
9021 Győr, Budai út 1.
8900 Zalaegerszeg, Kossuth u. 11.
6722 Szeged, Londoni krt. 3.
6000 Kecskemét, Korona utca 2. 2. emelet
5600 Békéscsaba, Andrássy út 37-43.
4025 Debrecen, Piac u. 26.
4400 Nyíregyháza, Nagy Imre tér 1.
3525 Miskolc, Széchenyi u. 36.
3525 Miskolc, Szentpáli u. 2-6.
3300 Eger, Törvényszék u. 4.
4029 Debrecen, Csapó u. 30.
2040 Budaörs, Ipartelep utca 13-15.
4400 Nyíregyháza, Kossuth tér 8-9.
6724 Szeged, Rókusi körút 2-10.
7400 Kaposvár, Bajcsy-Zsilinszky E. u.15.
7621 Pécs, Jókai Mór utca 10.
7632 Pécs, Aidinger J. utca 45.
8000 Székesfehérvár, Petőfi u. 4.
9023 Győr, Verseny utca 11.
9400 Sopron, Győri út 48.
5000 Szolnok, Ady Endre út 23.
2800 Tatabánya, Győri út 7-9.



2330 Dunaharaszti, Fő út 138.
2360 Gyál, Kőrösi út 106.
2310 Szigetszentmiklós, Bajcsy-Zsilinszky út 3650/3.
9400 Sopron, Kőszegi út 5.
9400 Sopron, Várkerület 81.
9024 Győr, Vasvári Pál 1/a.
8200 Veszprém, Kossuth u. 10.
4026 Debrecen, Péterfia u. 18.
6720 Szeged, Széchenyi tér 16.
4400 Nyíregyháza, Szegfű utca 75.

ANNEX 2
OTHER ACTIVITIES OF THE COMPANY

18.13 '08	Pre-press and pre-media services
18.14 '08	Binding and related services
18.20 '08	Reproduction of recorded media
26.30 '08	Manufacture of communication equipment
33.20 '08	Installation of industrial machinery and equipment
35.11 '08	Production of electricity
35.14. '08	Trade of electricity
35.23 '08	Trade of gas through mains
35.30 '08	Steam and air conditioning supply
41.10 '08	Development of building projects
41.20 '08	Construction of residential and non-residential buildings
42.21 '08	Construction of utility projects for fluids
42.22 '08	Construction of utility projects for electricity and telecommunications
42.99 '08	Construction of other civil engineering projects n.e.c.
43.11 '08	Demolition
43.12 '08	Site preparation
43.21 '08	Electrical installation
43.22 '08	Plumbing, heat and air-conditioning installation
43.29 '08	Other construction installation
43.99 '08	Other specialised construction activities n.e.c.
45.11 '08	Sale of cars and light motor vehicles
45.19 '08	Sale of other motor vehicles
46.14 '08	Agents involved in the sale of machinery, industrial equipment, ships and aircraft
46.43 '08	Wholesale of electrical household appliances
46.49 '08	Wholesale of other household goods
46.52 '08	Wholesale of electronic and telecommunications equipment and parts
46.69 '08	Wholesale of other machinery and equipment
46.90 '08	Non-specialised wholesale trade
47.19 '08	Other retail sale in non-specialised stores
47.41 '08	Retail sale of computers, peripheral units and software in specialised stores
47.42 '08	Retail sale of telecommunications equipment in specialised stores
47.43 '08	Retail sale of audio and video equipment in specialised stores
47.54 '08	Retail sale of electrical household appliances in specialised stores
47.59 '08	Retail sale of furniture, lighting equipment and other household articles in specialised stores
47.61 '08	Retail sale of books in specialised stores
47.62 '08	Retail sale of newspapers and stationery in specialised stores
47.63 '08	Retail sale of music and video recordings in specialised stores
47.65 '08	Retail sale of games and toys in specialised stores
47.78 '08	Other retail sale of new goods in specialised stores
47.91 '08	Retail sale via mail order houses or via Internet
47.99 '08	Other retail sale not in stores, stalls or markets
52.10 '08	Warehousing and storage
55.10 '08	Hotels and similar accommodation
55.20 '08	Holiday and other short-stay accommodation
55.90 '08	Other accommodation
56.10 '08	Restaurants and mobile food service activities
56.21 '08	Event catering activities
56.29 '08	Other food service activities
58.11 '08	Book publishing

58.12 '08	Publishing of directories and mailing lists
58.13 '08	Publishing of newspapers
58.14 '08	Publishing of journals and periodicals
58.19 '08	Other publishing activities
58.21 '08	Publishing of computer games
58.29 '08	Other software publishing
59.20 '08	Sound recording and music publishing activities
60.10 '08	Radio broadcasting
60.20 '08	Television programming and broadcasting activities
61.20 '08	Wireless telecommunications activities
61.30 '08	Satellite telecommunications activities
61.90 '08	Other telecommunications activities
62.01 '08	Computer programming activities
62.02 '08	Computer consultancy activities
62.03 '08	Computer facilities management activities
62.09 '08	Other information technology and computer service activities
63.11 '08	Data processing, hosting and related activities
63.12 '08	Web portals
63.99 '08	Other information service activities n.e.c.
64.20 '08	Activities of holding companies
66.19'08	Other activities auxiliary to financial services
66.22'08	Activities of insurance agents and brokers
68.20 '08	Renting and operating of own or leased real estate
68.31 '08	Real estate agencies
68.32 '08	Management of real estate on a fee or contract basis
69.20 '08	Accounting, bookkeeping and auditing activities; tax consultancy
70.21 '08	Public relations and communication activities
70.22 '08	Business and other management consultancy activities
71.11 '08	Architectural activities
71.12 '08	Engineering activities and related technical consultancy
71.20 '08	Technical testing and analysis
72.19 '08	Other research and experimental development on natural sciences and engineering
72.20 '08	Research and experimental development on social sciences and humanities
73.11 '08	Advertising agencies
73.12 '08	Media representation
74.10'08	Specialised design activities
74.30 '08	Translation and interpretation activities
74.90 '08	Other professional, scientific and technical activities n.e.c.
77.11 '08	Renting and leasing of cars and light motor vehicles
77.12 '08	Renting and leasing of trucks
77.21 '08	Renting and leasing of recreational and sports goods
77.22 '08	Renting of video tapes and disks
77.29 '08	Renting and leasing of other personal and household goods
77.33 '08	Renting and leasing of office machinery and equipment (including computers)
77.39 '08	Renting and leasing of other machinery, equipment and tangible goods n.e.c.
79.11 '08	Travel agency activities
79.12 '08	Tour operator activities
79.90 '08	Other reservation service and related activities
80.10 '08	Private security activities
80.20 '08	Security systems service activities
81.10 '08	Combined facilities support activities
82.11 '08	Combined office administrative service activities



82.19 '08	Photocopying, document preparation and other specialised office support activities
82.20 '08	Activities of call centres
82.30 '08	Organisation of conventions and trade shows
82.91 '08	Activities of collection agencies and credit bureaus
82.99 '08	Other business support service activities n.e.c.
85.32 '08	Technical and vocational secondary education
85.51 '08	Sports and recreation education
85.59 '08	Other education n.e.c.
85.60 '08	Educational support activities
95.11 '08	Repair of computers and peripheral equipment
95.12 '08	Repair of communication equipment

ANNEX 3¹

INFORMATION ON MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, AUDIT COMMITTEE AND ON THE STATUTORY AUDITOR OF THE COMPANY

Members of the Board of Directors:

*Daria Aleksandrovna Dodonova
Fekete Gábor
Dr. Robert Hauber
Ralf Nejedl
Frank Odzuck
Ratatics Péter
Rékasi Tibor
Somorjai-Tamássy Éva*

Members of the Supervisory Board:

*Dr. Borbély Attila
Dorogházi Krisztina
Lichnovszky Tamás
Szakonyi András
Varga Zsoltné*

Members of the Audit Committee:

*Dr. Borbély Attila
Dorogházi Krisztina
Szakonyi András*

(d) The Statutory Auditor:

PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság (registered office: 1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022; registration number: 001464)

Personally responsible registered auditor appointed by the Statutory Auditor: Szabados Szilvia (chamber membership number: 005314). In the event she is incapacitated, the appointed deputy auditor is: Lett Kornélia (chamber membership number: 005254).

¹ Amendment based on section 2 of Registry Court order no. Cg.01-10-041928/1142.