



EGYÜTT. VELED

Submission
to the General Meeting of Magyar Telekom Plc.

Election of members of the Board of Directors

Budapest, April 12, 2013



Election of members of the Board of Directors

New Board of Directors members shall be elected by the General Meeting as the mandate of the members of the Board of Directors of Magyar Telekom Plc. will expire at the annual General Meeting to be held on April 12, 2013 according to Section 7.2. of the Articles of Association.

In accordance with the provisions of the Articles of Association the Board of Directors shall comprise 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. The assignment of the members of the Board of Directors lasts for a term of three years until May 31 of the third year subsequent to the date of the said General Meeting, provided that if the General Meeting in the third year is held prior to May 31, then their assignment lasts until the date of the General Meeting.

The Board of Directors proposes the following persons to be elected by the General Meeting:

1. **dr. Ferri Abolhassan**
2. **Kerstin Günther**
3. **Thilo Kusch**
4. **Christopher Mattheisen**
5. **György Mosonyi**
6. **Günter Mossal**
7. **Frank Odzuck**
8. **dr. Mihály Patai**
9. **dr. Ralph Rentschler**
10. **Branka Skaramuca**

Biographies of the nominees:

Dr. Ferri Abolhassan joined IBM in California in 1989 and completed his doctoral work in Research & Development in massive parallel computing at Saarland University in Saarbrücken. Between 1992 and 2000, he worked at SAP Retail Solutions as a Sales Director and as a Managing Director. Between 2001 and 2004, he was Co-Chairman and Chief Executive Officer at IDS Scheer AG. He was a member of top management at SAP AG as Executive Vice President. In 2008, he joined T-Systems International GmbH and he has been a Member of the Board of Directors of T-Systems and Chief of Systems Integration. From December 1, 2010, Dr. Abolhassan has been responsible for the New Production Unit as a member of the Executive Board at T-Systems.

Kerstin Günther has extensive international experience within the Deutsche Telekom Group. She joined the Group in 1991 and since then held various management positions. In 1997, she became Vice President Regulatory Affairs and took over as Senior Vice President Wholesale in 1999 at Matáv (now Magyar Telekom). From 2001 to 2003, Mrs. Günther held the position of Senior Vice President Strategy and External Affairs at Slovak Telekom, before she took over as Head of Personal Service Centre T-Com in 2003. In 2004, Mrs. Günther became Vice President of the Technical Infrastructure Branch Office Central Region. As Senior Vice President Service and Demand Management T-Home, she was responsible of the product-life-cycle of all technical products of T-Home between 2007 and 2010. Following this, she served as Senior Vice President Planning Technology at Deutsche Telekom Technology. Since March 1, 2012 Mrs. Günther, took over as Senior Vice President Technology Europe. She is responsible for the functional management of Technology in all 13 countries of the Europe Board area.

Thilo Kusch studied communication engineering and business administration at Technische Universität Berlin. From 1989 to 1992, he successfully established and ran his own company selling PCs and PC networks to residential and small business customers. From 1992 to 1998, he worked in a leading position in Arthur D. Little's Telecoms, IT, media and entertainment practice as a management consultant and from 1998 to 2001, he was telecommunications equity analyst with Dresdner Kleinwort Wasserstein. He joined Deutsche Telekom Group in 2001 as Senior Director in charge of IPO preparations and investor relations for T-Mobile International. Since April 2002, he was a Senior Executive Vice president of Deutsche Telekom, in charge of investor relations. He was appointed Chief Financial Officer of Magyar Telekom in September 2006.

Christopher Mattheisen studied economics at Indiana University of Bloomington and at Columbia University. He first came to Hungary in 1990 to start a strategic planning and business consulting company. In 1993, in his capacity as a marketing manager of U.S. West International, Mr. Mattheisen helped launch various Hungarian, Polish and Czech mobile service operators. He worked as the marketing and sales director of TMH between 1993 and 1996. Between 1997 and 1999, he ran sales and marketing activities of



MediaOne in London and later worked in Britain as a business, sales and marketing director of BT's Cellnet. In September 2002, Mr. Mattheisen became Chief Officer of Residential Services of Magyar Telekom and in January 2005, Chief Officer of the Wireline Lines of Business ("T-Com", including Residential Services, Internet and Network divisions). From December 6, 2006, Mr. Mattheisen has been the Chief Executive Officer of Magyar Telekom, from December 21, 2006, he has been the Chairman of the Company's Board of Directors.

György Mosonyi (born in 1949) obtained a degree in Chemical Engineering from the University of Veszprém in 1972. From 1974, he worked for the Hungarian representative office of Shell International Petroleum Co., where he held the position of commercial director from 1986. In 1991 he worked at the Shell headquarters in London. From 1992 to 1993 he was the managing director of Shell-Interag Ltd. and from 1994 to 1999 he was the Chairman and CEO of Shell Hungary Ltd. In 1997 he also held the positions of head of the Central & East European Regional unit of Shell and in 1998 he was the CEO of Shell Czech Republic. From 1999 to 2011, he was the CEO and member of the Board of Directors of MOL Hungarian Oil and Gas Company Plc. From 2006 to 2011 he was the Chairman, and since 2011 he has been a permanent invitee, of the Sustainable Development Committee of the Board of Directors. Since 2011, he has been the Chairman of the Supervisory Board of MOL.

Günter Mossal (born in 1961) qualified with a degree in Electrical Engineering at the Rheinisch-Westfälisch- Technische Hochschule (RWTH) Aachen. He started his career in 1988 at Deutsche Telekom in a local branch office in Cologne. Between 1991 and 1995 he worked for the German Federal Ministry for Posts and Telecommunications. In 1995 he consulted the European Commission on the regulation for WLL applications. In 1996 he rejoined Deutsche Telekom. He was responsible for the business development in the UK and was member of the Board of Directors of the British Cable Company Eurobell. Between 2000 and 2002 he was Head of Investment Consulting for Western Europe. Since 2003 he is Vice President for Area management. He was member of the Supervisory Board of T-Mobile Croatia, member of the Board of Directors of Makedonski Telekom and member of the Board of Directors of T-Mobile Macedonia.

Frank Odzuck obtained an economics degree in 1983 in Budapest. He was the managing director of the Hungarian operations of Eduscho and Eduscho-Tchibo for 8 years and later the managing director of Nestlé-Schöller Hungary Ltd. Since 2003, he has been the CEO of Zwack Unicum Plc., listed on the Budapest Stock Exchange. The company, producing and marketing a genuine "Hungaricum", is one of the best-known international companies in Hungary (Underberg, Diageo).

Dr. Mihály Patai (born in 1953) studied economics and obtained his doctorate at the University of Economics in Budapest. He studied in Moscow with the scholarship of Comecon in 1978, and at University of Vienna in 1981. He spent six months in London with the scholarship of a subsidiary of the Hungarian National Bank. He started his career in 1976 at Hungarian National Bank. From 1978 to 1988 he worked for the Ministry of Finance as a research fellow and, subsequently, as the deputy head of the Department for International Finances. From 1988 he worked for The World Bank in Washington DC for a period of five years, as the Executive Director's Assistant. He was the Managing Director of Kereskedelmi Bank Rt. in 1993, and he became the Chairman and CEO of Allianz Hungária Insurance Ltd. in 1996. From 1998 to 2006 he was member of the Board of Directors of Matáv Rt. (now Magyar Telekom Plc.). Since 2006 he has been the Chairman and CEO of UniCredit Bank Hungary Zrt.

Dr. Ralph Rentschler after receiving a doctorate degree in economics, worked for four years for Robert Bosch GmbH as an expert advisor on business principles and methods. His areas of responsibility included investment analysis and cost accounting. He was Head of Group Controlling and Planning and Reporting Departments at Carl Zeiss from 1992 to 1997. His areas of responsibility included production and investment controlling, controlling of affiliated companies, M&A and strategic planning. Later he became Commercial Manager of the Brand Optics Division at Carl Zeiss, where he managed Accounting, Controlling, Data Processing and Purchasing. Dr. Rentschler joined Deutsche Telekom in 2001 and became CFO of the group-wide Fixed Net division. From July 2009, Dr. Rentschler has taken over the position as the Financial Director of the Board Division Southern and Eastern Europe in addition to his position as the CFO of the Fixed Net business. From July 2010, Dr. Rentschler took over the position of the Financial Director Europe.

Branka Skaramuca has more than twenty years of experience in all areas of Human Resources. After her degree in Psychology of the University of Zagreb, she started her career in 1985 with the pharmaceutical company PLIVA in the area of recruitment and development and held various management positions up to the Head of Global HR in that company until 2002. She was responsible for the strategic development of the HR function, providing all types of HR services to the business of PLIVA with major operations across Europe, US and Asia. She continued her career as the CHRO and Management Board Member in Hrvatski Telekom from 2002 to 2004. From March 2004 on until 2009 she served as CHRO & Management Board Member in T-Mobile Hrvatski. In 2010 she re-joined Hrvatski Telekom again as CHRO and Management Board member. In September 2012 Branka Skaramuca has been appointed Senior Vice President Human Resources in Deutsche Telekom, Board Area Europe and Technology.



The Board of Directors proposes the following resolution proposals to the General Meeting:

- [1.] The General Meeting elects dr. Ferri Abolhassan to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.
- [2.] The General Meeting elects Mrs. Kerstin Günther to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then her assignment lasts until the date of the General Meeting.
- [3.] The General Meeting elects Mr. Thilo Kusch to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.
- [4.] The General Meeting elects Mr. Christopher Mattheisen to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.
- [5.] The General Meeting elects Mr. György Mosonyi to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.
- [6.] The General Meeting elects Mr. Günter Mossal to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.
- [7.] The General Meeting elects Mr. Frank Odzuck to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.
- [8.] The General Meeting elects dr. Mihály Patai to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.
- [9.] The General Meeting elects dr. Ralph Rentschler to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.
- [10.] The General Meeting elects Ms. Branka Skaramuca to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then her assignment lasts until the date of the General Meeting.