



EGYÜTT. VELED

Submission
to the General Meeting of Magyar Telekom Plc.

Election of members of the Supervisory Board

Budapest, April 12, 2013



Election of members of the Supervisory Board

The General Meeting shall elect new Supervisory Board members, as the mandate of the Supervisory Board members of Magyar Telekom Plc. expires on the day of the Annual General Meeting to be held on April 12, 2013 in accordance with Section 8.2.1. of the Articles of Association.

According to the provisions of the Articles of Association the Supervisory Board shall comprise of 3-15 members. The members shall be elected by the General Meeting. The assignment of the members of the Supervisory Board lasts for a term of three years until May, 31 of the third year subsequent to the date of the said General Meeting with the exception, that if the General Meeting in the third year is held prior to May 31 then their assignment lasts until the date of the General Meeting. The majority of the members of the acting Supervisory Board must be independent. The Supervisory Board member is independent if he/she has no other legal relationship with the Company than his/her Supervisory Board membership.

In accordance with Section 8.2.4. of the Articles of Association the employee representatives in the Supervisory Board are nominated for election by the Central Workers' Council after hearing the opinion of the trade unions operating at the Company.

The person nominated by the Central Workers' Council shall be elected by the General Meeting, unless statutory grounds for disqualification exist in respect of the nominees.

The Board of Directors proposes the following persons to be elected by the General Meeting with respect to this agenda item:

1. **dr. János Bitó (independent)**
2. **Attila Bujdosó, employee representative, upon Central Workers' Council nomination**
3. **dr. János Illéssy (independent)**
4. **dr. Sándor Kerekes (independent)**
5. **Konrad Kreuzer (independent)**
6. **Tamás Lichnovszky, employee representative, upon Central Workers' Council nomination**
7. **Martin Meffert**
8. **Éva Óz, employee representative, upon Central Workers' Council nomination**
9. **dr. László Pap (independent)**
10. **dr. Károly Salamon (independent)**
11. **Zsoltné Varga, employee representative, upon Central Workers' Council nomination**
12. **dr. Konrad Wetzker (independent)**

Biography of the nominees:

Dr. János Bitó (born in 1936) graduated from the faculty of natural sciences at József Attila University of Sciences (Szeged) in 1958, then got a Dr. Rer. Nat. in 1960. In 1967 he gained a PhD, and in 1971 a D. Sc. in technical sciences. He taught in many inland and foreign universities. Between 1971 and 2002 he worked as a technical, research and development director, managing director or chief officer at a number of companies and institutions, and as senior advisor to the minister in a ministry. He accomplished considerable achievements in robotics, and between 1965 and 2005 in the foundation and introduction of scientific researches and developments in Hungary. He is a member of a number of scientific organizations, he is the member of the Hungarian Academy of Sciences Committee on Information Science and of the Hungarian Academy of Sciences Committee on Automation and Computer Science. He was a member of the board of directors or the supervisory board, or the chairman of the supervisory board, at many companies. At present he is the chairman of the Thesis and Final Examination Board at Pázmány Péter Catholic University, Information Technology Faculty. A lot of publications are connected to his name (articles, university notes, books), he is the owner of many prizes and awards.

Attila Bujdosó (born in 1967), holds the highest education: degree in electrical engineering obtained from, BMF Kandó Kálmán Faculty of Electrical Engineering. He has been working at Magyar Telekom – and its legal predecessors – since 1985. Until 1998 he worked as an exchange maintenance technician, then as a technical coordinator, and an administrative operator. He has been a member of the trade union since 1985. From 2005 until 2007 he was a member of the Workers' Council and since July 1, 2008 he has been president of the Telecommunications Trade Union and was also a member of the Presidency of MSZOSZ (National Confederation of Hungarian Trade Unions) until December 31, 2010.

Dr. János Illéssy (born in 1962) is an electric engineer (BME) with an MBA and PhD from the University of Pittsburgh, USA. He spent over a decade with Pannonplast, a plastics producer listed on the Budapest Stock Exchange, in consultant, controller, Chief Financial

Officer and Chairman and Chief Executive Officer positions. Between 2001 and 2003 he worked as managing director of the Hungarian subsidiary bank of BNP Paribas. Between 2004 and 2007 he was the Chief Financial Officer and member of the Board of Directors of Borsodchem. Currently he is managing director of Lebona Ltd, and teaching Financial Economics at the Institute of International Business Relations and the Business School of Central European University, as adjunct professor.

Dr. Sándor Kerekes (born in 1948) holds an MSc in chemistry and economics. He got a PhD Degree in Economics in 1984 and a Doctor of Sciences (top degree awarded by the Hungarian Academy of Sciences) in 2003. In 1994 he participated in the Advanced Management Program of Harvard Business School. For 15 years, he was the member or the Chairman of the Board of Directors or Supervisory Boards of various Hungarian mid-size companies. Since 1986, he served as the Head of Department and later as the director of Corvinus University and its legal predecessors. Between 1994-1997 and 2002-2006 for 8 years he served as the Dean of Business Administration Faculty of the Corvinus University of Budapest. He is the Director of the Institute of Environmental Sciences of Corvinus University. From 2008 till December 14, 2011 he was the vice rector of academic affairs of CUB. He is the member of the editorial boards of various papers, among them the *Economy and Society* and the *Vezetéstudomány* ('science of management') and the author of many books and articles.

Konrad Kreuzer (born in 1948) is a lawyer with a degree in Business Administration. After serving in various positions at the Universities of Munich and Konstanz and in the Ministry of Domestic Affairs of the State of Bavaria he joined Bayernwerke utilities as a Head of the Department 'Law and Property'. Since 1997 he has been serving E.ON in Hungary as the Chairman of the Board of Directors. He is also the Chairman of the Board of Directors of Západoslovenska energetika, Slovakia.

Tamás Lichnovszky (born in 1962), received a Bachelor's degree as licensed signal officer and telecommunications engineer in 1984 from Zalka Máté Military Technical College and as manager engineer in 2002 from the Budapest Technical College. In 2010, he received a post-graduate degree in complementary legal studies from the Pázmány Péter Catholic University. He has been working at Magyar Telekom and its legal predecessor in technical and customer service areas since 1990. He has been an elected member of the Workers' Council since 1998 and from March, 2011 he is the Chairman of the Central Workers' Council.

Martin Meffert (born in 1960) Holds a degree in telecommunications engineering of the university of applied science in Koblenz, Germany and a degree in economics from the business and administration academy in Koblenz. He started his career in 1985 as a telecommunications network planner and later satellite services specialist in the regional directorate of Deutsche Bundespost in Koblenz. Between 1990 and 1998 he served in the Ministry of Telecommunications in Bonn in the departments for satellite systems and international network projects. From 1999 on he joined the fixed line business of Deutsche Telekom taking care of cooperations and alliance management for various regions in South and Eastern Europe. Since the formation of the Board Area Europe within the Group Headquarters of Deutsche Telekom in 2010, he takes care of the Corporate Governance of Magyar Telekom, Makedonski Telekom and Crnogorski Telekom.

Ms. Éva Őz (born in 1957) graduated as an engineer economist. Between 1978 and 1996 she worked as the leader of the architect planning group at the predecessor of Magyar Telekom Plc., at Pécs. From 1996 she took the position of leading the Investment Group of Real Estate Directorate at Pécs. After obtaining her second degree, since 1999 she has been working in the area of economy, she presently works as a controlling manager at the Controlling Directorate. She has been taking part in the work of the Central Workers' Council since 1999. She has been elected as the Chairwoman of the Workers' Council of Central Functions already for the fifth election period and she still fills this position.

Dr. László Pap (born in 1943) graduated from the Technical University of Budapest as a Telecommunications major. He earned his Ph.D. in 1980 and Doctor of Sciences (top degree awarded by the Hungarian Academy of Sciences) in 1992. He was elected as a correspondent member in 2001, then as a full member in 2007 of the Hungarian Academy of Sciences. He has been a professor of the Faculty of Electrical Engineering and Informatics since 1992. He was the Head of the Department of Telecommunications at the Budapest University of Technology and Economics from 1992 to 2008, between 2001 and 2004 he was strategic vice rector of the University. He has obtained numerous patents for his inventions. He is Honorary President of the Scientific Society of Telecommunications, a member of the Telecommunications Systems Committee of the Hungarian Academy of Sciences, a member of the editorial board of the periodical *World of Nature and Wireless Networks*, and a member of the Hungarian Space Research Governmental Committee, and the president of the Scientific Committee of Space Research.

Dr. Károly Salamon (born in 1954) graduated in 1977 at the Kandó Kálmán College as a bachelor of science of Electrical Engineering, and in 1983 at Eötvös Lóránd University of Sciences as a master of science of Mathematics. He received an MBA degree at the University of Pittsburgh (USA) in 1991, then he got a PhD at the University of Economics in 1993. Between 1977 and 1990 he worked as a design engineer, then as a development engineer and later as a project leader at different companies. From 1990 he worked for Ernst and Young International Audit and Consulting Company as a partner. Between 1995 and 2005, he was the chief financial officer, then from 2006 to 2008 the chairman-chief executive officer of Allianz Hungária Biztosító Zrt. From 2008 he is the



general director of MIS Ltd. Between 2003 and 2008 he was a member or the chairman of the Board of Directors, or a member of the supervisory board of a number of banks. Between 2006 and 2011 he was a member of the Board of Directors of the Hungarian Mortgage Bank, between 2007 and 2011 he was a member of the Presidency of the German - Hungarian Chamber of Commerce. From 2009 he was a member of the Board of Directors of the State Motorway Management Company Ltd. He has been the Chairman-Chief Executive Officer of MKB Általános Biztosító Zrt. (MKB General Insurance Zrt.) and MKB Életbiztosító Zrt. (MKB Life Insurance Zrt.) since July 1, 2010.

Mrs. Zsoltné Varga (born in 1969) graduated from KTMF (College of Transport and Telecommunications) at Győr in 1991. She has been working for Magyar Telekom (and its legal predecessor) since 1991. From 1991 till 1996, she was employed as an engineer in the technical area; later she was the Head of a T-Pont shop; at present, she works as a quality manager. In 1998, she became an elected member of the Workers' Council, she is a member of the Central Workers' Council. Since 2004 she is a member, from 2009 deputy chairwoman of DT's European Workers' Council.

Dr. Konrad Wetzker (born in 1950) graduated from the University of Economic Science Karl Marx in Budapest in 1975, in mathematical analysis of the national economy. He earned his PhD in 1979, then in 1988 Doctor of Science. Between 1975 and 1989 he worked in applied research and was the leader of various research teams. Between 1989 and 1990 he was the President of the Institute for Applied Research in Berlin, and also a member of different Committees managing the economic part of the reunification in Germany. From 1991 until 2010 he worked for the Boston Consulting Group, in Düsseldorf, and from 1996 in Budapest, as Principal, Partner, Senior Partner and Chairman of Hungary, mainly for energy players, financial institutions, and in telecommunications and infrastructural industries. He worked for more than 50 international companies in strategy, organization and internationalization projects. He took part in supporting the market entry of Western European Players, especially in Hungary, Slovakia, and Czech Republic. He is the co-founder of the Corvinus School of Management in Budapest, and since 2005 he is its chairman. Since 2011 he is senior advisor at the Corvinus University of Budapest. He gives lessons at various universities (e.g. Harvard, University of Cambridge) and the author of almost 100 publications (books, articles).

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

[1.] The General Meeting elects dr. János Bitó to the member of the Supervisory Board 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 Mr. Attila Bujdosó to the member of the Supervisory Board 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.

[3.] The General Meeting elects dr. János Illéssy to the member of the Supervisory Board 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 dr. Sándor Kerekes to the member of the Supervisory Board 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. Konrad Kreuzer to the member of the Supervisory Board 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. Tamás Lichnovszky to the member of the Supervisory Board 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. Martin Meffert to the member of the Supervisory Board 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 Ms. Éva Óz to the member of the Supervisory Board 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.

[9.] The General Meeting elects dr. László Pap to the member of the Supervisory Board 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 dr. Károly Salamon to the member of the Supervisory Board 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.

[11.] The General Meeting elects Mrs. Zsoltné Varga to the member of the Supervisory Board 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.

[12.] The General Meeting elects dr. Konrad Wetzker to the member of the Supervisory Board 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.