

Magyar Telekom Telecommunications Public Limited Company
Annual General Meeting

MINUTES

taken at the Annual General Meeting of Magyar Telekom Telecommunications Public Limited Company (registered seat: 1013 Budapest, Krisztina krt. 55.; registration number: Cg. 01-10-041928) taking place at the headquarters of Magyar Telekom Plc. (1013 Budapest, 1st district, Krisztina krt. 55.; Tölösi Conference Centre) on April 11, 2014, from 11:00 a.m.

Way of participating at the General Meeting: in person.

Participants: as listed in the attached attendance sheet.

Christopher Mattheisen: Good morning Ladies and Gentlemen! I welcome the Shareholders and the invitees. I open the General Meeting at 11:00 a.m.

Let me inform the General Meeting that votes will be cast via computer and votes will be tallied electronically. I will state the result of voting as the computer-counted votes appear on the screen. I ask **Mrs. Erika Kövesiné Bereczky**, present on behalf of KELER Zrt., to describe the essence and method of computer voting.

Mrs. Erika Kövesiné Bereczky: My name is Mrs. Erika Kövesiné Bereczky, representing KELER Zrt. assisting in the management of the General Meeting and in the registration process. I briefly introduce the voting system and the persons participating in the voting process: Sándor Rákos, Tibor Petrás, Tamás Marton.

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

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

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

I propose to have a test voting. Please play the voice signal. The voting is closed and the results are displayed. If the voting device does not work properly, please let us know and we immediately replace it.

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

Christopher Mattheisen: Thank you very much.

Number of shares issued by the Company: 1,042,742,543 pcs of which non-voting treasury shares are: 390,862 pcs.

Total number of votes represented by the voting shares: 1,042,351,681 pcs.

The total number of votes represented by the present shareholders is: **684,183,837 pcs** (in percentage: **65.64%**).

Based on the registration I state that the General Meeting constitutes a quorum, as the majority of the shareholders are present personally or via proxy.

The General Meeting is held with shareholders' attendance in person, by decision-making on the meeting.

I confirm that the General Meeting has been convened in compliance with the relevant provisions of law and the provisions of the Articles of Association. Submissions and resolution proposals connected to the agenda items could be preliminarily studied at the home page of the Company and the Budapest Stock Exchange, at KELER Zrt. and before the start of the meeting, here, at the venue of the General Meeting.

On the basis of the proxy instruments submitted to the Company, I state that proxies represent the shareholders legally. Persons who certified their shareholder status prior to the General Meeting, during registration by way of a securities account statement, issued to the name of the shareholder, however, are not registered in the Share Registry, may participate the General Meeting but may not exercise shareholders' rights.

In accordance with the provisions of the Companies Act and the Articles of Association, in our Announcement for the General Meeting published on March 11, 2014 we called the attention of our Distinguished Shareholders who intend to participate at the General Meeting shall be registered in the Share Registry until the second working day prior to the starting date of the General Meeting. The condition of exercising shareholders' rights and in particular voting rights at the General Meeting is that the name of the shareholder or the nominee who intends to participate (except proxy holders acting on the basis of the authorization of the shareholder issued in the form of a notarized document or a private document with full probative force) is contained as such in the Share Registry at 18.00 p.m. on the second working day (April 9, 2014) prior to the starting date of the General Meeting.

The General Meeting is conducted in Hungarian and in English languages with interpretation. The translator devices are available beside the registration desk. I call the attention of our Distinguished Shareholders that agenda item no. 1 will be presented in English language. I request the Distinguished Shareholders to announce their name and the number of their voting device into the microphone that we provide in every case when contributing to the discussion permitted by me. Please always use the microphone because only those contributions will be registered in the minutes that are delivered with the use of the microphone. In accordance with the Articles of Association I stipulate that the time limit for each contribution is maximum 3 minutes per each shareholder's contribution. In order to ensure reasonable time management I request the shareholders to observe the said limit at each agenda point. The planned duration of the General Meeting is approximately 3 hours with a possible break.

I inform the Distinguished Shareholders that entering into Tölösi Conference Center, is only possible with the usage of both your event-entrance card and the wristband received during the registration. With regard to this, I request the Distinguished Shareholders to keep their event-entrance card during the whole General Meeting with them and use it again to enter or re-enter the room. Please return the event-entry card at the respective pick-up points when leaving.

The General Meeting will be recorded on tape. I make known the respective resolution proposal:

“The General Meeting agrees that the proceedings of the General Meeting shall be recorded on tape.”

I would pass the word regarding this point... we are voting on this. Then I ask the Shareholders whether there are any questions or remarks regarding this? Please.

Pál Kustra: Pál Kustra, box no. 331. Just, I would like to record my questions and answers to tape, if I will have questions. Therefore, I ask the approval of the participants of the General Meeting for this. Thank you very much.

Balázs Máthé: Do we understand well, would you like to record only your own questions and the answers?

Pál Kustra: Yes.

Balázs Máthé: Thank you.

Christopher Mattheisen: Then the voting ratio necessary for adopting this resolution is simple majority. I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 662 108 306 affirmative votes (96.77%), 1 800 negative votes (0.00%), and 22 010 562 abstentions (3.22%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 63.496815%, Negative: 0.000173%, Abstention: 2.110834%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 1/2014 (IV.11.).

Christopher Mattheisen: I propose to the General Meeting to elect the Chairman of the General Meeting before the discussion of the agenda items begins. Based on the respective submission of the Board of Directors, I propose to the General Meeting to elect me, Christopher Mattheisen, to be the Chairman of the General Meeting.

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

The result of the voting: the General Meeting has adopted the resolution 684 090 763 affirmative votes (99.99%), 30 015 negative votes (0.00%), and 160 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.604954%, Negative: 0.002878%, Abstention: 0.000015%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 2/2014 (IV.11.).

Chairman: I propose to elect dr. Gabriella Bognár in-house legal counsel as Keeper of the Minutes. I further propose that Mr. Roman Zitz, representative of CMobil B.V. should authenticate the Minutes.

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

The result of the voting: the General Meeting has adopted the resolution with 684 065 762 affirmative votes (99.98%), 17 400 negative votes (0.00%), and 75 674 abstentions (0.01%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.602556%, Negative: 0.001669%, Abstention: 0.007257%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 3/2014 (IV.11.).

Chairman: I inform the Shareholders that no motion was submitted to the Board of Directors in connection with the supplementation of the agenda within 8 days upon the publication of the Announcement on March 11, 2014, therefore it is not possible to adopt any further resolutions on the issues not included in the agenda published as part of the Announcement. No further items can be included in the agenda at this General Meeting, because not all of the shareholders are present.

I propose that the General Meeting should approve the order for discussing the items on the agenda in accordance with the Announcement. I ask **Mr. Balázs Máthé**, the Chief Legal and Corporate Affairs Officer of the Company to make known the agenda:

- Balázs Máthé:**
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 2013;
 2. Decision on the approval of the 2013 consolidated financial statements of the Company prescribed by the Accounting Act according to the requirements of the International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor;
 3. Decision on the approval of the 2013 stand alone financial statements of the Company prepared in accordance with the requirements of the Accounting Act (HAR); 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 after tax earned in 2013; presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor; decision on the use of the profit after tax earned in 2013;
 5. Authorization of the Board of Directors to purchase ordinary Magyar Telekom shares;
 6. Decision on the approval of the Corporate Governance and Management Report;
 7. Decision on granting relief from liability to the members of the Board of Directors;
 8. Decision on the remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee;
 9. Election and determination of the remuneration of the Company's Auditor, and determination of the contents of the material elements of the contract to be concluded with the auditor;
 10. Decision on the amendments of the Articles of Association of Magyar Telekom Plc. and decision on the operation in accordance with the new Civil Code (The amendments of the Articles of Association affect the following Chapters of the Articles of Association: 1. The Company Data; 2. The Shares of the Company; 3. Payment for shares; 4. Rights of Shareholders and the Means of Exercising Shareholders' Rights; 5. Rights to Information; 6. The General Meeting of the Company; 7. Board of Directors; 8. The Supervisory Board; 9. The Auditor; 11. Increase in the Registered Capital of the Company; 12. Decrease of the Registered Capital of the Company; 13. Conflict of Interest; 15. Other Provisions);
 11. Approval of the amended Rules of Procedure of the Supervisory Board.

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

The result of the voting: the General Meeting has adopted the resolution with 684 153 662 affirmative votes (100.00%), 17 400 negative votes (0.00%), and 12 775 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.610986%, Negative: 0.001669%, Abstention: 0.001225%.)

I state that the General Meeting has adopted the order of discussion of the agenda items of the General Meeting, in line with the resolution proposal in Resolution No. 4/2014 (IV.11.).

Chairman: I open the discussion of the first agenda item.

Agenda item no. 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 2013

Chairman: The Report of the Board of Directors is an informative and contains no resolution proposal. I will verbally present the report of the Board of Directors in English language.

The Chairman presents the 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 2013¹ on the following topics:

- the Management Committee;
- awards won in 2013;
- Magyar Telekom strategy;
- market positions on the Hungarian telecommunication market;
- Hungarian economic environment;
- 2013 Group results – revenues and EBITDA;
- free cash flow and dividends;
- public targets for 2014.

Thank you for your attention. Now we are ready to take questions if you have any. Thank you.

Pál Kustra: Pál Kustra, box no. 331. I would like to ask, or rather I would like to add that I assume that the partnership agreement concluded with the Government was missing from this presentation due to lack of time, by the way, congratulations.

Chairman: Which took place in 2014.

Pál Kustra: Yes, yes. But I think it is missing from here due to lack of time, because this was an important event here at the company. As a shareholder, I would like to ask to fill it with content. If you have the agreement, you should work really hard to realize it. It requires lots of work: timing, projects, details to be worked out, and these opportunities by the State are not free of charge. How to say, you should be there all the time to achieve the results. I have one question here: what level of tax decrease does the company expect from this partnership agreement in 2015? And I have another question. If I'm correct, the free cash-flow was spent on special taxes and frequency spectrum last year in an amount of approximately HUF 68 billion. Now there will be no dividends after the last year. The net debt ratio increased from 34.3% to 43,8% based on 2012 data. My question in connection with this is the following: is this a technical question or maybe there are other elements behind this? Thank you.

Chairman: I would like to answer briefly for the first part. This partnership agreement was concluded in 2014, and today we are mainly speaking about year 2013. Now I can add that this partnership agreement does not contain details, and the details must be fully worked out by both parties. Now we can't inform anyone, the shareholders, the public, and we can't foresee its impact on 2015. Would you like to answer the second part of the question, János please?

János Szabó: It had two parts, or two separate questions. Will there be a tax decrease in 2015? I think it is difficult to comment this now. Chris also told that there is a letter of intent, and it is not known what the consequences and the content will be. Regarding the dividend question: I try to interpret and I hope that I can answer it. The level of debts indeed is connected to the business and those factors which were presented. There is no other determining factor behind this which would impact it in a positive or negative way. The majority of the free cash-flow deriving from the operating results and were utilized practically in full for the taxes and frequency in 2013. There are no other factors which would influence the free cash-flow results, other than the business.

János Zelena: I am János Zelena shareholder, and now I do not know which number do I have to say: the number in the back or in the front. No. B 400-4 is on the front. Is this the number? Thank you very much, I do not tell you the other number then. As I remember, the Board of Directors has been authorized by the General Meeting for a long time to purchase treasury shares. Now as we see it in the 2013 financial statements the Board of Directors did not want to exercise this authorization. My question in connection with this: why doesn't exercise the Board of Directors

¹ The Report of the Board of Directors, verbally presented in English language, could also have been followed by the Shareholders at the General Meeting as it was displayed simultaneously in Hungarian and in English. The presented Report of the Board of Directors is attached in English as Annex no. 1 to these minutes.

this authorization? The share prices decreasing below the own equity are not too attractive? Or is there a level of the decreasing prices where the Board of Directors sees to buy treasury shares only for business purposes? Thank you.

Chairman: János.

János Szabó: The share purchase programme has two elements, and we continuously request authorization for these. One of them can really be a business decision. However, having said that, the goal here is not whether it is worth to purchase treasury shares by the Board of Directors from business point of view. In a given situation it is a possibility to provide remuneration to the shareholders. However, there is no decision by the Board of Directors to exercise this authorization now. The other element is an incentivize programme, and to provide its conditions. This is the so-called “share matching” programme, which will be used for incentivization, and shares will be repurchased for this purpose. We used to do this.

János Zelena: Thank you very much for the answer. In connection with this, if I may, I would like to ask another question. If based on the decision of the Board of Directors, treasury shares would be purchased, this could mathematically increase the influence of our majority shareholder in the Company and maybe this could trigger a mandatory take-over offer, public purchase offer by our majority shareholder. Could it be the approach of the Board of Directors that hinders the purchase of the treasury shares, by not triggering the take-over, purchase offer obligation of the majority shareholder? Thank you.

János Szabó: In this context it can be solved... If, in a given situation, the Board of Directors exercises this possibility, it does not mean that, there are rules under which such repurchase could be done in a way which does not trigger a purchase offer by the majority shareholder on the market. So there is an appropriate solution.

Chairman: Thank you very much. Another question.

János Zelena: I refer to the value of the loans with affiliates, on page 72 of the financial statements. As I see the total value of the loan... the contracts with the affil... the affiliates, DT AG and DTIF is approximately 300 billion. As I remember, there is, or at least, there was a legal regulation which required general meeting approval for contracts concluded with the shareholder where the value of the contract exceeds 10% of the own equity, or the registered capital, I do not remember. Now, the total amount of the contracts concluded with DT AG and DTIF, respectively, significantly exceeds 10% of the registered capital. I want to ask the following: is it sure that no general meeting decision was necessary for this? Thank you.

Balázs Máthé: Our answer is no.

Chairman: Thank you very much. Another question.

János Zelena: Thank you very much for the answer. So it was not necessary. Now, I would like to ask the following. Having seen the interest level in the contracts with DT AG and DTIF: this is on page 72 of the financial statements. I see 8% interest, fixed interest rate, variable interest rate, I see lower interest rate, however, this 8% interest significantly exceeds the interest of the contracts of market based third party loan agreements. I would like to ask the following: when the market trends changed, and pricing if the loans moves in a totally different direction in Hungary, drastically decreased, could the Board of Directors initiate the amendment of these fixed interest rate contracts with DT AG, or are there any restrictive provisions in these contracts which do not allow amendments until the end of their term? Thank you.

János Szabó: Basically these conditions correspond to the market based third party conditions... obviously contracts are different: some of them have variable, some of them have fixed interest rate. Re-negotiation is possible at the end of the term, or it is allowed by the provisions during the term. If someone checks and compares

them with market conditions one can see that basically these are all market based contracts, from content and value points of view. I mean here the amount of the interest.

János Zelena: János Zelena again. I have another minor question in connection with this. Does this contract prohibit the pre-payment? Can't this contract be pre-paid unilaterally and replaced with another loan contract, with a Hungarian commercial bank?

János Szabó: It is not excluded, however, it is not possible to find better financing in the Hungarian commercial bank market. This is evaluated continuously.

János Zelena: Excuse me, but I would like to inform you that according to Mazars, the Hungarian Tax Authority did not accept interests exceeding 4.2% in 2012 between affiliates in case of euro loans. Now, I think you should monitor this more closely... This outflow interest should not influence the operational results, however, the financial loss makes the balance sheet of the Company worse and probably negatively affects the market perception of the Company. Thank you.

János Szabó: Thank you for the remark. We will consider this and review in this respect as well.

Chairman: One more question.

János Zelena: Also on page 72, in connection with the affiliates, one more question, excuse me, maybe this will be the last one, the financial statement does not include the loan fee figure, I see only interest rates. Does this correspond to the loan..., full APR, annual percentage rate, would this be a different figure than the interest? Thank you.

János Szabó: It corresponds.

Chairman: Thank you very much for the questions. One more question.

Pál Kustra: Pál Kustra, box no. 331. Thank you for the answers. I received answers to the first two questions. In connection with the third question, I recommend to display the free cash-flow and dividend slide, because it seems that you did not understand my question. The free cash-flow and dividend slide, presented by Mr. Mattheisen. So please, if you could display. [*After displaying the relevant slide of the presentation.*] So in the chart on the left side, there would be 68 billion, if not taken. This is the cash-flow, in simple language. The chart on the right side shows the dividend policy and the net debt, and in 2012 the net debt was 34.3% and in 2013 it was 43.8% so there is no dividend. So I think that there are certain factors, and it may be a technical question, but could any of You explain to the shareholders that there is no dividend, and the net debt increased with 9%: what is the reasons for this? Thank you.

János Szabó: Two factors. First: few sentences about the cash-flow structure. The cash-flow contains those elements when we utilize financing for the operation. So when we see 68 billion, as free cash-flow production, which includes what kind of financing was used or repaid. Obviously the business required in 2013, and this is above 68 billion, than we utilized financing: i.e. the debts increased. Secondly, the dividend payment took place in 2013, at this point. What we produced in 2012 is shown on the left side of this chart, but the payment took place in 2013. So, in this respect, year may not be compared with year, same year may not be compared with the same year with respect to debts and free cash-flow production.

Chairman: Thank you.

János Zelena: János Zelena, B 400-4. I would like to make a remark. According to the statistics of the Central Bank, for prime customers, the price of the bank financing in Hungary is around 3% in Forint, and I would like to draw your attention to this, the maybe a Hungarian banking financing could be better than DT AG financing, or at least

more competitive. One more question, if I may ask: may any shareholder initiate financing intent to the Company? For example can you take of my one million Euro? Because it is attractive for me, telling the truth, rather than the 0.5% interest, which is the maximum euro interest rate at the market now. Thank you very much.

Balázs Máthé: We do not have licence for such a banking activity. [*After the correction by the shareholder told outside the microphone.*] I thought you talked about deposits, excuse me.

János Zelena: No, this is not deposit. In order to solve the financing needs of the Company more efficiently, I think all my co-shareholders would be very happy in case of such an attractive possibility enjoyed now only by DT AG and DTIF. Thank you.

Chairman: Thank you for the remark. One more question and I would like to ask that this should be the last question under this agenda item.

Pál Kustra: Pál Kustra, box no. 331. So I can't accept the answer you gave me. Because here the two charts are about year 2013. So I would have this amount of money, if it would not be paid out, it would be 68 billion. On the other hand, the net debt increased with 9%. I think it is not connected to the answer I received. But is connected to the share price, if I see the capitalization, which was much higher on December 31, 2012, than on December 31, 2013. So I think that responsible managers, I mean who manages the financial matters, should answer in a way which is logical and acceptable. Thank you.

János Szabó: Thank you. I understand, and I maintain my opinion.

Chairman: Thank you. If there are no other remarks, we shall continue with agenda item no. 2.

Agenda item no. 2

Decision on the approval of the 2013 consolidated financial statements of the Company prescribed by the Accounting Act according to the requirements of the International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor

Chairman: I ask **Mr. Máthé**, to make known the introduction to the submission.

Balázs Máthé: In accordance with the provisions of the Accounting Act, the Company shall prepare a financial statements and as a parent company, a consolidated financial statements to be approved by the General Meeting. In line with this, the 2013 consolidated financial statements of Magyar Telekom Nyrt. has been prepared according to the International Financial Reporting Standards as endorsed by the EU and the draft of it was published where stipulated in the Articles of Association. PricewaterhouseCoopers Könyvvizsgáló Kft. audited the financial statements and certified it as authentic. Subsequent to the General Meeting Magyar Telekom Nyrt. deposits and discloses its financial statements in compliance with the provisions of the relevant laws.

Chairman: Thank you. I request **dr. László Pap**, Chairman of the Supervisory Board to outline the essence of the **Supervisory Board's Report** related to this agenda item verbally.

dr. László Pap: Distinguished Shareholders! The Supervisory Board's Report prepared for the General Meeting was available in whole in the disclosed documents and is also included in the handout that has been distributed to the Shareholders. The Supervisory Board, with the involvement of the Audit Committee and the independent external Auditor, discussed the 2013 consolidated financial statements prescribed by the Accounting Act according to the requirements of the International Financial Reporting Standards as endorsed by the EU, to be submitted to the General Meeting by the Board of Directors, and the proposal of the Board of Directors for their acceptance. In the opinion of the Supervisory Board, the financial statements are in compliance with the prescriptions of the law, the Supervisory Board agrees with their content. The Supervisory Board proposes to the

General Meeting for approval the 2013 consolidated financial statements of the Company prepared according to the International Financial Reporting Standards as endorsed by the EU with Balance Sheet Total Assets and Profit for the year in accordance with the proposal of the Board of Directors and the Audit Committee.

Chairman: Thank you very much. I request **dr. János Illéssy**, Chairman of the Audit Committee to outline the essence of the **Audit Committee's Report** related to this agenda item verbally.

dr. János Illéssy: Thank you. Distinguished Shareholders! The Audit Committee's Report prepared for the General Meeting was also available in whole in the disclosed documents and is included in the handout that has been distributed to the Shareholders. The Audit Committee reviewed the 2013 consolidated financial statements prescribed by the Accounting Act according to the requirements of the International Financial Reporting Standards as endorsed by the EU to be submitted to the General Meeting by the Board of Directors, the proposal of the Board of Directors for their acceptance, and listened to the relevant report of the Auditor. The Audit Committee, based on its activities performed during the year and the report of the Auditor, agrees with the content of the financial statements and the proposal. The Audit Committee proposes to the General Meeting for approval the 2013 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards as endorsed by the EU, including Balance Sheet Total Assets of HUF 1,091,248 million and Profit for the year of HUF 28,855 million.

Chairman: Thank you very much. I request **Mr. Árpád Balázs** representative of the Auditor, to verbally outline the essence of the **Auditor's Report** related to this agenda item.

Árpád Balázs: Distinguished Shareholders! My name is Árpád Balázs of PricewaterhouseCoopers, the registered auditor of Magyar Telekom. PricewaterhouseCoopers has audited the consolidated financial statements of the Group. The report was signed by me, and Mr. Manfred Krawietz, who is also present on behalf of our company. As a result of the auditing, we issued our report containing an unqualified opinion. Let me read out the opinion. In our opinion, the consolidated financial statements give a true fair view of the financial position of Magyar Telekom Távközlési Nyrt. and its subsidiaries as of 31 December 2013, and of the results of its operation for the year then ended in accordance with international Financial Reporting Standards as adopted by the European Union. The consolidated business report is consistent with the disclosures in the consolidated financial statements. Based on all these, we propose the financial statements to the General Meeting for approval. Thank you.

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

János Zelena: Thank you very much. János Zelena and the number of the device is 400-4 B. Thank you for your answers given so far. However, I would like to draw to your attention, if You read your own financial statements, it does not fully correspond with the previous answers. It can be read on page 72, in connection with the interest to be paid to the affiliates, in 2013 it was 5.67% in average, in 2012 it was 6.47%. Now, You were so kind and gave the data in the financial statements, that the weighted average interest rate of the bank loans in 2013 was 3.54, and in 2012 it was 6. So I would not state so confidently that these numbers of Deutsche Telekom's owner loan, You wrote in the financial statements that it would be considered as a market price compared to the banks', Hungarian commercial banks' average interest rate. Thank you very much.

Chairman: Thank you for the remark. If there are no other remarks or questions, I ask **Mr. Máthé** to make known the resolution proposal.

Balázs Máthé: "The General Meeting approves the 2013 Consolidated Financial Statements of Magyar Telekom Plc., prepared according to the International Financial Reporting Standards (IFRS), as endorsed by the EU including Balance Sheet Total Assets of HUF 1,091,248 million and Profit for the year 2013 of HUF 28,855 million."

Chairman: The voting ratio necessary for adopting this resolution is simple majority. I put the proposal to vote. The result of the voting: the General Meeting has adopted the resolution with 679 990 769 affirmative votes (99.39%), 126 841 negative votes (0.02%), and 4 041 242 abstentions (0.59%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.211760%, Negative: 0.012164%, Abstention: 0.387559%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 5/2014 (IV.11.).

Agenda item no. 3

Decision on the approval of the 2013 stand alone financial statements of the Company prepared in accordance with the requirements of the Accounting Act (HAR); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor

Chairman: I ask **Mr. Máthé**, to make known the introduction to the submission.

Balázs Máthé: In accordance with the provisions of the Accounting Act the 2013 stand-alone financial statements of Magyar Telekom Nyrt. has been prepared and the draft of it was published where stipulated in the Articles of Association. The approval on it falls into the exclusive scope of authority of the General Meeting. PricewaterhouseCoopers Könyvizsgáló Kft. audited the financial statements and certified it as authentic.

Chairman: Thank you very much. I request **dr. László Pap**, Chairman of the Supervisory Board to outline the essence of the **Supervisory Board's Report** related to this agenda item verbally.

dr. László Pap: Distinguished Shareholders! The Supervisory Board, with the involvement of the Audit Committee and the independent external Auditor, discussed the 2013 stand alone financial statements prepared in accordance with requirements of the Accounting Act, this is according to the Hungarian Accounting Regulations, to be submitted to the General Meeting by the Board of Directors, and the proposal of the Board of Directors for their acceptance. In the opinion of the Supervisory Board, the financial statements are in compliance with the prescriptions of the law, the Supervisory Board agrees with their content. The Supervisory Board proposes to the General Meeting for approval the 2013 stand alone financial statements of the Company prepared according to the Hungarian Accounting Regulations with Balance Sheet Total Assets and After-tax Net Income in accordance with the proposal of the Board of Directors and the Audit Committee.

Chairman: Thank you very much. I request **dr. János Illéssy**, Chairman of the Audit Committee to outline the essence of the **Audit Committee's Report** related to this agenda item verbally.

dr. János Illéssy: Distinguished Shareholders! The Audit Committee reviewed the 2013 stand alone financial statements prepared in accordance with requirements of the Accounting Act to be submitted to the General Meeting by the Board of Directors, the proposal of the Board of Directors for their acceptance, and listened to the relevant report of the Auditor. The Audit Committee, based on its activities performed during the year and the report of the Auditor, agrees with the content of the financial statements and the proposal. The Audit Committee proposes to the General Meeting for approval the 2013 Financial Statements of the Company prepared according to the Hungarian Accounting Regulations, including Balance Sheet Total Assets of HUF 933,229 million and After-tax Net Income of HUF 32,133 million.

Chairman: Thank you. I request **Mr. Árpád Balázs**, representative of the Auditor, to verbally outline the essence of the **Auditor's Report** related to this agenda item.

Árpád Balázs: Distinguished Shareholders! PricewaterhouseCoopers has audited the 2013 stand alone financial statements of the Company in addition to the auditing of the consolidated financial statements of the Magyar Telekom Group and issued the report containing an unqualified opinion. Let me read out the essence of the

opinion. In our opinion, the financial statements give a true and fair view of the financial position of Magyar Telekom Távközlési Nyrt. as of 31 December 2013, and of the results of its operations for the year then ended in accordance with the Accounting Act. The business report is consistent with the disclosures in the financial statements. Based on our auditing, we propose the report to the General Meeting for approval. Thank you.

Chairman: Thank you. I ask the Shareholders whether there are any questions or remarks? If there are none, I ask **Mr. Máthé** to make known the resolution proposal.

Balázs Máthé: "The General Meeting approves the 2013 Standalone Financial statements of the Company prepared according to the Hungarian Accounting Regulations (HAR), including Balance Sheet Total Assets of HUF 933,229 million and After-tax Net Income of HUF 32,133 million."

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

The result of the voting: the General Meeting has adopted the resolution with 680 091 619 affirmative votes (99.40%), 25 001 negative votes (0.00%), and 4 041 632 abstentions (0.59%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.221432%, Negative: 0.002398%, Abstention: 0.387596%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 6/2014 (IV.11.).

Agenda item no. 4

Proposal of the Board of Directors for the use of the profit after tax earned in 2013; presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor; decision on the use of the profit after tax earned in 2013

Chairman: I ask **Mr. Máthé**, to make known the submission and the resolution proposal.

Balázs Máthé: According to the Companies Act and the Articles of Association the decision on the use of profit after tax belongs to the exclusive scope of authority of the General Meeting. I make known the resolution proposal:

"The Company shall not pay dividend for the business year of 2013 and shall allocate the full amount of after-tax profits of HUF 32,132,931,180 based on Hungarian Accounting Rules figures as retained earnings."

Chairman: I request **dr. László Pap** Chairman of the Supervisory Board to outline the essence of the **Supervisory Board's Report** related to this agenda item verbally.

dr. László Pap: Distinguished Shareholders! The Supervisory Board, with the involvement of the Audit Committee, discussed the proposal of the Board of Directors, according to which the Company shall not pay dividend for the business year of 2013. The Supervisory Board provided prior approval to the proposal of the Board of Directors, and proposes the proposal to the General Meeting for approval.

Chairman: Thank you. I request **dr. János Illéssy**, Chairman of the Audit Committee to outline the essence of the **Audit Committee's Report** related to this agenda item verbally.

dr. János Illéssy: Yes, Distinguished Shareholders! The Audit Committee reviewed the proposal of the Board of Directors, according to which the Company shall not pay dividend for the business year of 2013, and shall allocate the full amount of after-tax profits of HUF 32,132,931,180 based on HAR figures as retained earnings. According to the review of the Audit Committee, the proposal is in line with the Company's dividend policy, and reflects the Group's financial position. The Audit Committee proposes the proposal to the General Meeting for approval.

Chairman: Thank you very much. I request **Mr. Árpád Balázs**, representative of the Auditor, to verbally outline the Auditor's opinion on this agenda item.

Árpád Balázs: Distinguished Shareholders! As previously discussed, it is the proposal of the Board of Directors not to pay dividend after the 2013 business year. If the General Meeting accepts this proposal of the Board of Directors, the standalone financial statements after the General Meeting will be published in an unchanged form and in connection with this PricewaterhouseCoopers will issue an unqualified opinion.

Chairman: Thank you very much. I ask the Shareholders whether there are any questions or remarks regarding this agenda item? If there are none, I inform the Shareholders that the voting ratio necessary for adopting this resolution is simple majority. I put now the proposal to vote.

The result of the voting: the General Meeting has adopted the resolution with 672 939 509 affirmative votes (98.36%), 11 214 083 negative votes (1.64%), and 5 260 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 64.535538%, Negative: 1.075441%, Abstention: 0.000504%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 7/2014 (IV.11.).

Agenda item no. 5

Authorization of the Board of Directors to purchase ordinary Magyar Telekom shares

Chairman: I ask **Mr. Máthé**, to make known the submission and the resolution proposal.

Balázs Máthé: The Board of Directors proposes to the General Meeting to give an authorization to purchase treasury shares. I make known the resolution proposal:

“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 a share based management incentive plan.

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. 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. 8/2013 (IV.12.) of the General Meeting is hereby repealed.”

Chairman: Thank you very much. I ask the Shareholders whether there are any questions or remarks? If there are none, I inform the Shareholders that the voting ratio necessary for adopting this resolution is simple majority. I put the proposal to vote.

The result of the voting: the General Meeting has adopted the resolution with 683 960 690 affirmative votes (99.97%), 1 030 negative votes (0.00%), and 96 282 abstentions (0.01%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.592480%, Negative: 0.000099%, Abstention: 0.009234%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 8/2014 (IV.11.).

Agenda item no. 6

Decision on the approval of the Corporate Governance and Management Report

Chairman: I ask **Mr. Máthé**, to make known the submission.

Balázs Máthé: Pursuant to the Companies Act, if the shares of the publicly operating companies are listed on the Budapest Stock Exchange, the Board of Directors must submit the corporate governance and management report to the Annual General Meeting of the company, together with the financial statements prepared according to the Accounting Act. The Act also provides that the report can only be submitted to the General Meeting upon its prior approval by the Supervisory Board. The report and its Annex were prepared on the basis of the provisions of the Companies Act and the Corporate Governance Recommendations of the Budapest Stock Exchange. The Board of Directors submits to the General Meeting the Corporate Governance and Management Report for the business year of 2013 of Magyar Telekom Plc. in line with the submission.

Chairman: Thank you. I ask **dr. László Pap**, Chairman of the Supervisory Board to outline the standpoint of the **Supervisory Board** on the Corporate Governance and Management Report verbally.

dr. László Pap: Distinguished Shareholders! Our standpoint is very short. The Supervisory Board discussed the Corporate Governance and Management Report of the Company and, with its prior approval, proposes it to the General Meeting for approval.

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

János Zelena: Dear Mr. Mattheisen, excuse me for disturbing the General Meeting, I would like to leave, interrupt my presence at the General Meeting. The way of doing this is to leave and saying thank you for your cooperation and for your answers to my questions, but I am afraid I have to leave. May I interrupt the presence? It does not influence the votes cast previously, does it?

Chairman: No.

János Zelena: Thank you very much and I wish You all the best! Thank you for your attention.

Chairman: Thank you. Any other questions or remarks? If there are none, I ask **Mr. Máthé** to make known the resolution proposal.

Balázs Máthé: "The General Meeting has reviewed and approves the Corporate Governance and Management Report for the business year of 2013 of the Company."

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

The result of the voting: the General Meeting has adopted the resolution with 684 033 627 affirmative votes (99.98%), 600 negative votes (0.00%), and 99 624 abstentions (0.01%), with the number of votes cast indicated

by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.599474%, Negative: 0.000058%, Abstention: 0.009554%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 9/2014 (IV.11.).

Agenda item no. 7

Decision on granting relief from liability to the members of the Board of Directors

Chairman: And I ask **Mr. Máthé**, to make known the submission and the resolution proposal.

Balázs Máthé: According to the Companies Act, the Articles of Association contain provisions for the general meeting to put on the agenda the evaluation of the work of the executive officers in the previous financial year and to decide on granting relief from liability to the executive officers. According to the Articles of Association and the Companies Act, decision on granting liability relief is within the exclusive authority of the General Meeting. I propose to the General Meeting to adopt the following resolution proposal:

“The General Meeting of Magyar Telekom Plc. - having evaluated the work in the previous financial year of the Board of Directors members of the Company - hereby decides to grant the relief from liability for the members of the Board of Directors of the Company with respect to the 2013 business year in accordance with Section 30 (5) of Act IV of 2006 on Business Associations. By granting this relief, the General Meeting confirms that the members of the Board of Directors have performed their work in 2013 by giving priority to the interests of the Company. The relief from liability granted by this resolution shall be cancelled in the event of a subsequent binding court ruling declaring the information based on which the relief of liability was granted was false or insufficient.”

Chairman: Thank you. I ask the Shareholders whether there are any questions or remarks regarding this agenda item? If there are none, I inform the Shareholders that the voting ratio necessary for adopting this resolution is simple majority. I put the proposal to vote.

The result of the voting: the General Meeting has adopted the resolution with 680 076 447 affirmative votes (99.40%), 5 962 negative votes (0.00%), and 4 040 642 abstentions (0.59%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.219977%, Negative: 0.000572%, Abstention: 0.387501%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 10/2014 (IV.11.).

Agenda item no. 8

Decision on the remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee

Chairman: I ask **Mr. Máthé**, to make known the submission and the resolution proposal.

Balázs Máthé: The remuneration of the members of corporate organs of Magyar Telekom Plc. was adjusted in 2011 (members of the Board of Directors) and in 2010 (members of the Supervisory Board and the Audit Committee) the last time. According to the Rules of Procedure of the Remuneration and Nomination Committee of Magyar Telekom Plc., the Remuneration and Nomination Committee makes proposal to the General Meeting on the compensation of the members of the Board of Directors, the Supervisory Board and the Audit Committee. The Remuneration and Nomination Committee proposes the following resolution to the General Meeting for adoption:

“The General Meeting determines the remuneration of the members of the Board of Directors, Supervisory Board and Audit Committee as follows:

- Chairman of the Board of Directors: HUF 600,000/month,
- Member of the Board of Directors: HUF 450,000/month,
- Chairman of the Supervisory Board: HUF 500,000/month,
- Member of the Supervisory Board: HUF 325,000/month,
- Chairman of the Audit Committee: HUF 475,000/month,
- Member of the Audit Committee: HUF 250,000/month.”

Chairman: I ask the Shareholders whether there are any questions or remarks? If there are none, I inform the Shareholders that the voting ratio necessary for adopting this resolution is simple majority. I put the proposal to vote.

The result of the voting: the General Meeting has adopted the resolution with 684 015 635 affirmative votes (99.98%), 43 534 negative votes (0.01%), and 74 682 abstentions (0.01%) with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.597749%, Negative: 0.004175%, Abstention: 0.007162%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 11/2014 (IV.11.).

Agenda item no. 9

Election and determination of the remuneration of the Company’s Auditor, and determination of the contents of the material elements of the contract to be concluded with the auditor

Chairman: I announce that the assignment of PricewaterhouseCoopers Könyvvizsgáló Kft., as the Auditor of Magyar Telekom Plc, expires today. Due to this fact it is necessary to elect the Company’s Auditor. According to the Articles of Association of the Company, it is the competence of the Audit Committee to make proposal regarding the election of the auditor to the General Meeting. I request **dr. János Illéssy**, Chairman of the Audit Committee, to make known the proposal of the Audit Committee to the Shareholders.

dr. János Illéssy: Distinguished Shareholders! The Audit Committee, having reviewed and evaluated the performance, qualifications and independence of the Independent External Auditor of Magyar Telekom Plc., submits a resolution proposal to the General Meeting in relation to the election and determination of the remuneration of the Company’s Auditor. That I will make known in a minute. Furthermore, in relation to and before this, it proposes the contents of the material elements of the contract to be concluded with the Auditor – in addition to elements set out in the resolution proposal – to be determined as follows:

Scope of the contract, this would be the first material element:

The audit of the standalone financial statements of the Company prepared according to the Hungarian Accounting Act, and the audit of the consolidated financial statements of the Company prepared in accordance with the International Financial Reporting Standards for the business year 2014.

The second material element is billing and payment:

The fee of the Auditor shall be paid in 12 monthly installments. The Auditor may change the fees reasonably and proportionally if the scope of the work is changed (for example, significant change in Magyar Telekom Group, significant change in business or regulatory circumstances) for an unforeseeable reason, or if excess work arises for a reason attributable to the interests of the Company, provided, there is a separate procedure for this as well, that the scope and fees of the excess work are mutually agreed in advance by the contracting parties and the Audit Committee pre-approves the same according to its Pre-Approval Policy.

The third material element is duration of the contract:

The contract is for the period ending May 31st, 2015 or if the General Meeting closing the business year will be held prior to May 31st 2015 then until the date thereof.

These would have been the material elements and now I would like to make known the resolution proposal which is not short and it says:

"The General Meeting elects as 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 year 2014, for the period ending May 31st 2015 or if the Annual General Meeting closing the 2014 business year will be held prior to May 31st 2015 then on the date thereof.

Personally responsible registered auditor appointed by the Auditor: Árpád Balázs

Chamber membership number: 006931

Address: 1124 Budapest, Dobsinai u. 1.

Mother's maiden name: Hedvig Kozma

In the event he is incapacitated, the appointed deputy auditor is: Balázs Mészáros (chamber membership number: 005589, mother's maiden name: Orsolya Lőcsei, address: 1137 Budapest, Katona József u. 25. V. em. 4.).

The General Meeting approves HUF 199 641 000 + VAT + 8 % related costs + VAT be the Auditor's annual compensation, covering the audit of the financial statements of the Company prepared in accordance with the Hungarian Accounting Act and also the audit of the consolidated financial statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS).

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

Thank you very much.

Chairman: Thank you. I ask the Shareholders whether there are any questions or remarks regarding this agenda item? If there are none, I inform the Shareholders that the voting ratio necessary for adopting this resolution is simple majority. I put the proposal to vote.

The result of the voting: the General Meeting has adopted the resolution with 683 928 683 affirmative votes (99.97%), 127 390 negative votes (0.02%), and 77 778 abstentions (0.01%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.589410%, Negative: 0.012217%, Abstention: 0.007459%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 12/2014 (IV.11.).

Agenda item no. 10

Decision on the amendments of the Articles of Association of Magyar Telekom Plc. and decision on the operation in accordance with the new Civil Code (The amendments of the Articles of Association affect the following Chapters of the Articles of Association: 1. The Company Data; 2. The Shares of the Company; 3. Payment for shares; 4. Rights of Shareholders and the Means of Exercising Shareholders' Rights; 5. Rights to Information; 6. The General Meeting of the Company; 7. Board of Directors; 8. The Supervisory Board; 9. The Auditor; 11. Increase in the Registered Capital of the Company; 12. Decrease of the Registered Capital of the Company; 13. Conflict of Interest; 15. Other Provisions)

Chairman: I request **Mr. Máthé** to make known the reasons for the modifications of the Articles of Association of Magyar Telekom Nyrt. and the submission

Balázs Máthé: The detailed reasons for the modifications and the textual modifications of the Articles of Association are available in whole as part of the submission in the disclosed documents and are also included in the handout that has been distributed to the Shareholders during the shareholders' registration. According to Section 231 (2) of the Companies Act and Section 6.2. (a) of the Articles of Association the decision on the amendment of the Articles of Association falls into the exclusive scope of authority of the General Meeting of the Company. The reasons for amending the Articles of Association of Magyar Telekom Plc. are as follows:

Act V of 2013 on the Civil Code, the new Civil Code, entered into effect on March 15, 2014. The rules of the business association have been included in Book Three of the new Civil Code about the Legal Person. Act IV of 2006 on Business Associations was repealed simultaneously with entering the new Civil Code into effect.

In accordance with the Act on the transitory and authorization provisions connected to the entering into effect of the new Civil Code requires that simultaneously with the decision on amending the Articles of Association the Company shall also decide on the operation of the Company in accordance with the new Civil Code. In addition to the amendments arising from the legislative change, other provisions of the Articles of Association shall be changed structurally and shall be updated.

The textual modifications of the Articles of Association are included in the disclosed documents and are also included in the submission that has been distributed to the Shareholders during the shareholders' registration under Annex no. 1 and the Articles of Association consolidated with amendments is attached under Annex no. 2.

Considering the number of the amendments and the efficiency of the General Meeting only the resolution proposals and the reasoning related thereto are displayed on the screen, which I hereby summarize verbally:

- the text of the Articles of Association is to be amended to be in compliance with the provisions of the new Civil Code,
- provisions with related content are to be merged and simplified where necessary,
- certain titles and subtitles are to be modified to be in compliance with the content and for better transparency,
- ensuring more flexible operation and simplifying procedures,
- outdated provisions are to be deleted,
- certain provisions are to be implemented to enhance internal coherence,
- technical amendments (stylistic changes, formatting, numbering, table of contents, new layout).

Considering the large number of amendments, the Board of Directors proposes to the General Meeting to approve the changes – Sections by Sections – as set out in this submission.

Chairman: Thank you. I ask the Shareholders whether there are any questions or remarks? If, there are none, I inform the Shareholders that the voting ratio necessary for adopting the amendments of the Articles of Association is three-quarters majority. Within this agenda item please cast your votes regarding the modifications of the Articles of Association separately Sections by Sections.

Resolution proposal no. 1:

“The General Meeting approves the amendment of Section 1. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 031 127 affirmative votes (99.98%), 600 negative votes (0.00%), and 102 124 abstentions (0.01%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.599235%, Negative: 0.000058%, Abstention: 0.009794%.)

The General Meeting has adopted the resolution proposal in Resolution No. 13/2014 (IV.11.).

Resolution proposal no. 2:

“The General Meeting approves the amendment of Section 2. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 018 512 affirmative votes (99.98%), 600 negative votes (0.00%), and 28 730 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.598025%, Negative: 0.000058%, Abstention: 0.002755%.)

The General Meeting has adopted the resolution proposal in Resolution No. 14/2014 (IV.11.).

Resolution proposal no. 3:

“The General Meeting approves the amendment of Section 3. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 021 044 affirmative votes (99.98%), 600 negative votes (0.00%), and 26 198 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.598268%, Negative: 0.000058%, Abstention: 0.002512%.)

The General Meeting has adopted the resolution proposal in Resolution No. 15/2014 (IV.11.).

Resolution proposal no. 4:

“The General Meeting approves the amendment of Section 4. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 031 127 affirmative votes (99.98%), 23 710 negative votes (0.00%), and 16 115 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.599235%, Negative: 0.002274%, Abstention: 0.001545%.)

The General Meeting has adopted the resolution proposal in Resolution No. 16/2014 (IV.11.).

Resolution proposal no. 5:

“The General Meeting approves the deletion of Section 5. from the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 031 127 affirmative votes (99.98%), 23 710 negative votes (0.00%), and 11 783 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.599235%, Negative: 0.002274%, Abstention: 0.001130%.)

The General Meeting has adopted the resolution proposal in Resolution No. 17/2014 (IV.11.).

Resolution proposal no. 6:

“The General Meeting approves the amendment of Section 6. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 645 011 679 affirmative votes (94.28%), 39 034 875 negative votes (5.71%), and 11 783 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 61.857232%, Negative: 3.743482%, Abstention: 0.001130%.)

The General Meeting has adopted the resolution proposal in Resolution No. 18/2014 (IV.11.).

Resolution proposal no. 7:

“The General Meeting approves the amendment of Section 7. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 645 022 990 affirmative votes (94.28%), 39 030 543 negative votes (5.71%), and 16 115 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 61.858317%, Negative: 3.743066%, Abstention: 0.001545%.)

The General Meeting has adopted the resolution proposal in Resolution No. 19/2014 (IV.11.).

Resolution proposal no. 8:

“The General Meeting approves the amendment of Section 8. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 045 954 affirmative votes (99.99%), 13 215 negative votes (0.00%), and 11 783 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.600657%, Negative: 0.001267%, Abstention: 0.001130%.)

The General Meeting has adopted the resolution proposal in Resolution No. 20/2014 (IV.11.).

Resolution proposal no. 9:

“The General Meeting approves the amendment of Section 9. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 056 569 affirmative votes (99.99%), 2 600 negative votes (0.00%), and 11 783 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.601675%, Negative: 0.000249%, Abstention: 0.001130%.)

The General Meeting has adopted the resolution proposal in Resolution No. 21/2014 (IV.11.).

Resolution proposal no. 10:

“The General Meeting approves the amendment of Section 11. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 021 814 affirmative votes (99.98%), 24 740 negative votes (0.00%), and 24 398 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.598341%, Negative: 0.002373%, Abstention: 0.002340%.)

The General Meeting has adopted the resolution proposal in Resolution No. 22/2014 (IV.11.).

Resolution proposal no. 11:

“The General Meeting approves the amendment of Section 12. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 681 105 193 affirmative votes (99.56%), 2 940 761 negative votes (0.43%), and 24 398 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.318635%, Negative: 0.282022%, Abstention: 0.002340%.)

The General Meeting has adopted the resolution proposal in Resolution No. 23/2014 (IV.11.).

Resolution proposal no. 12:

“The General Meeting approves the amendment of Section 13. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 683 043 612 affirmative votes (99.84%), 1 015 557 negative votes (0.15%), and 11 783 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.504531%, Negative: 0.097393%, Abstention: 0.001130%.)

The General Meeting has adopted the resolution proposal in Resolution No. 24/2014 (IV.11.).

Resolution proposal no. 13:

“The General Meeting approves the amendment of Section 15. of the Articles of Association according to the submission.”

I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 031 127 affirmative votes (99.98%), 4 932 negative votes (0.00%), and 34 893 abstentions (0.01%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.599235%, Negative: 0.000473%, Abstention: 0.003346%.)

The General Meeting has adopted the resolution proposal in Resolution No. 25/2014 (IV.11.).

I request **Mr. Máthé** to make known resolution proposal no. 14. and the respective part of the submission.

Balázs Máthé: Considering the number of the changes and technical amendments (e.g. amendment of the numbering of Sections, simplifying table of contents) to the Articles of Association, it is proposed to the General Meeting to adopt the amended Articles of Association of the Company consolidated with amendments in a separate resolution. The resolution proposal is:

“The General Meeting approves the amended and restated Articles of Association according to the submission.”

Chairman: Thank you. I put the proposal to the vote.

The result of the voting: the General Meeting has adopted the resolution with 684 031 127 affirmative votes (99.98%), 600 negative votes (0.00%), and 39 225 abstentions (0.01%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.599235%, Negative: 0.000058%, Abstention: 0.003762%.)

The General Meeting has adopted the resolution proposal in Resolution No. 26/2014 (IV.11.).

I request **Mr. Máthé** to make known resolution proposal no. 15. and the respective part of the submission.

Balázs Máthé: Act CXXVII of 2013 on the transitory and authorization provisions connected to the entering into effect of the new Civil Code requires that companies effect shall, simultaneously with the decision on amending the Articles of Association, decide on the operation of the company in accordance with the new Civil Code and submit the supreme body’s decision on this to the Court of Registry. After this the Articles of Association may not contain provisions which are contrary to the provisions of the new Civil Code. We hereby inform our Shareholders that after the decision, the Company operates further in accordance with the new Civil Code. The resolution proposal is:

“The General Meeting approves the operation of the Company in accordance with Act V of 2013 on the Civil Code according to the submission.”

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

The result of the voting: the General Meeting has adopted the resolution with 684 121 468 affirmative votes (100.00%), 600 negative votes (0.00%), and 11 783 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.607898%, Negative: 0.000058%, Abstention: 0.001130%.)

The General Meeting has adopted the resolution proposal in Resolution No. 27/2014 (IV.11.).

Agenda item no. 11

Approval of the amended Rules of Procedure of the Supervisory Board

Chairman: I request **dr. László Pap**, Chairman of the Supervisory Board, to make known the submission.

dr. László Pap: Distinguished Shareholders! The detailed reasons for the modifications and the textual modifications of the Rules of Procedure are available in whole as part of the submission in the disclosed documents and are also included in the handout that has been distributed to the Shareholders during the registration. As mentioned previously, Act V of 2013 on the Civil Code entered into effect on March 15, 2014. The rules on the business associations have been included in Book Three of the new Civil Code about the Legal Person and Act IV of 2006 on Business Associations was repealed simultaneously with entering the new Civil Code into effect. The Articles of Association has been amended accordingly. Based on the above, more sections of the Rules of Procedure of the Supervisory Board shall be subject of comprehensive amendments, including the update of the image of the Rules of Procedure. The Supervisory Board sets its own Rules of Procedure, which are approved by the General Meeting as declared by our internal regulation. The Supervisory Board approved this Rules of Procedure, which is hereby submitted, at its meeting held on March 11, 2014 and now the General Meeting has to approve it. Here the number of the amendments is high, as well. Considering the efficiency of the General Meeting only the resolution proposal and the reasoning related thereto are displayed on the screen, which I hereby shortly summarize. These can be described in the following points:

- the text has been amended to be in line with the provisions of the new Civil Code and the amendment of the Articles of Association,
- certain titles and subtitles have been modified to be in compliance with the content and for better transparency,
- further provisions related to employee representatives have been implemented into the new version of the Rules of Procedure, and
- provisions with related content have been merged,
- beside these also some other purposes have been completed by the amendments such as ensuring more flexible operation and simplification of procedures, translation amendments in the English version and bringing it in line with the Hungarian version, and yet one or two technical amendments (such as harmonization of numbers' writing, numbering, formatting, and the image update as referred before).

That is what I wanted to tell You.

Chairman: Thank you very much. I ask the Shareholders whether there are any questions or remarks regarding this agenda item? If there are none, I make known the resolution proposal:

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

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

The result of the voting: the General Meeting has adopted the resolution with 684 031 967 affirmative votes (99.99%), 600 negative votes (0.00%), and 25 770 abstentions (0.00%), with the number of votes cast indicated by the computer and recorded in the minutes. (Voting ratios in proportion to the registered capital: Affirmative: 65.599315%, Negative: 0.000058%, Abstention: 0.002471%.)

The General Meeting has adopted the resolution proposal in Resolution No. 28/2014 (IV.11.).

Chairman: With no more items on the agenda of the General Meeting, let me thank to the Distinguished Shareholders their participation. I declare the General Meeting closed at 13:12 p.m.

.....
Christopher Mattheisen
Chairman of the General Meeting

.....
dr. Gabriella Bognár
Keeper of the Minutes

.....
Roman Zitz
Authenticator of the Minutes

Countersigned by:

.....
dr. Balázs Máthé
Chief Legal Counsel
Chief Legal and Corporate Affairs Officer
In House certificate No.: 13691

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 2013

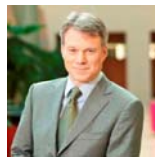
CHRISTOPHER MATTHEISEN
CEO – MEMBER OF THE BOARD OF DIRECTORS

ANNUAL GENERAL MEETING
APRIL 11, 2014



EGYÜTT. VELED

MANAGEMENT COMMITTEE



Christopher Mattheisen
Chief Executive Officer



Attila Keszég
Chief Commercial
Officer Residential



Péter Lakatos
Chief Commercial
Officer SMB



Tibor Rékasi
Chief Commercial
Officer Enterprise



Walter Goldenits
Chief Technology
and IT Officer



Róbert Pataki
Chief Business
Development Officer



Éva Somorjai
Chief Human
Resources Officer



János Szabó
Chief Financial
Officer



Balázs Máthé
Chief Legal and
Corporate Affairs
Officers



EGYÜTT. VELED

AWARDS WON IN 2013

Excellence in customer service award – best call center



Deficiency-friendly workplace award

Divers and family friendly organization



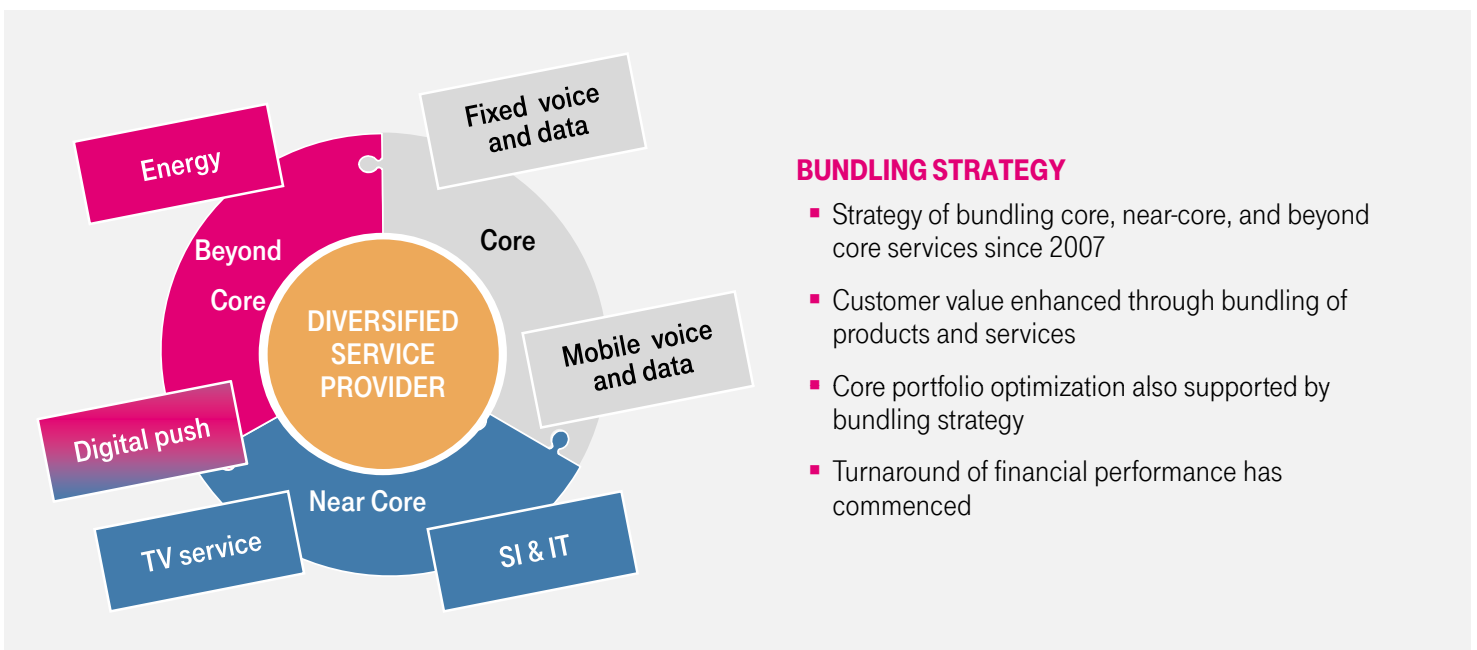
Award for Volunteering – Telekom MobileSchool



Hungarian Quality Product Award – CityPass system, T-City Szolnok



MAGYAR TELEKOM STRATEGY

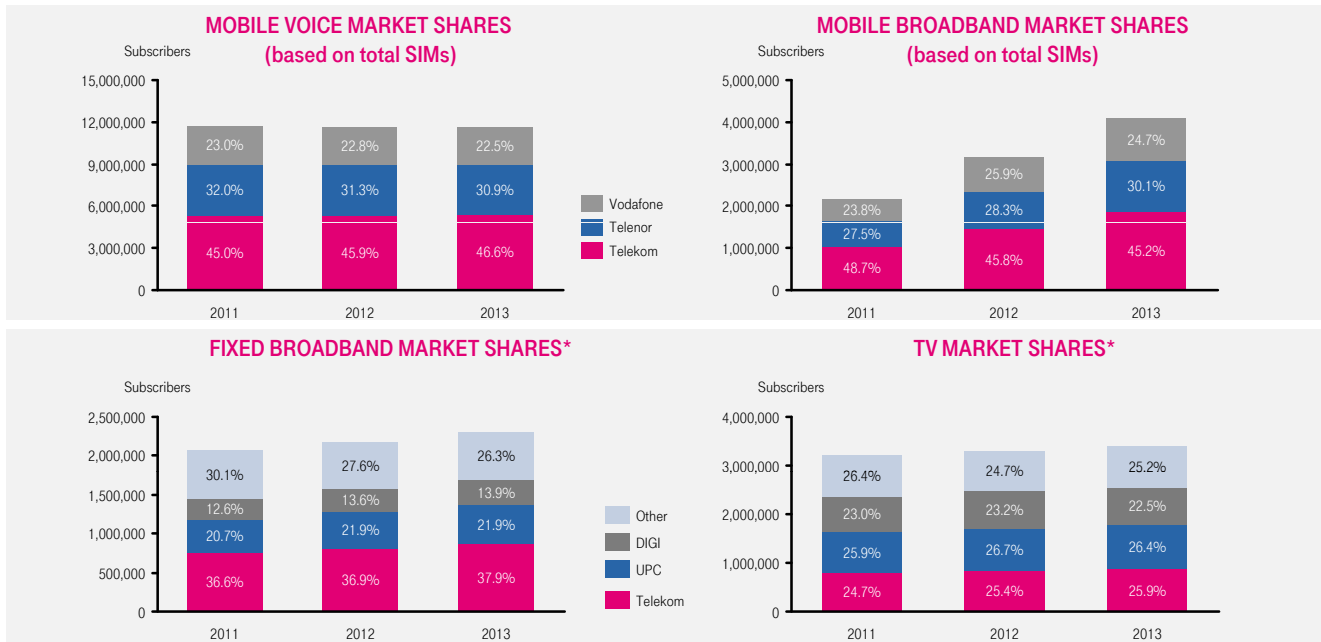


BUNDLING STRATEGY

- Strategy of bundling core, near-core, and beyond core services since 2007
- Customer value enhanced through bundling of products and services
- Core portfolio optimization also supported by bundling strategy
- Turnaround of financial performance has commenced

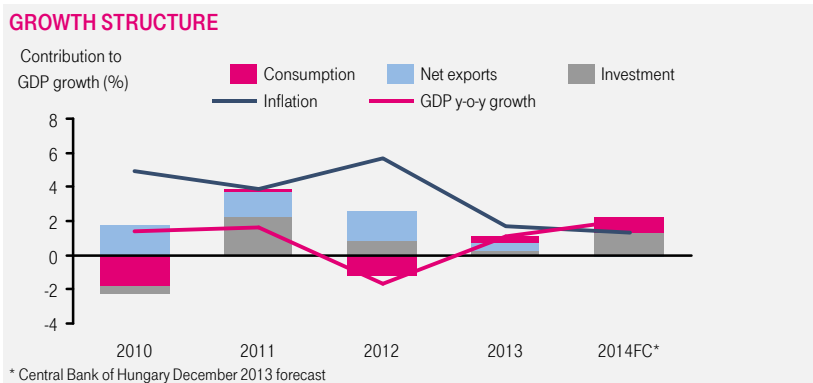


MARKET POSITIONS ON THE HUNGARIAN TELECOMMUNICATION MARKET



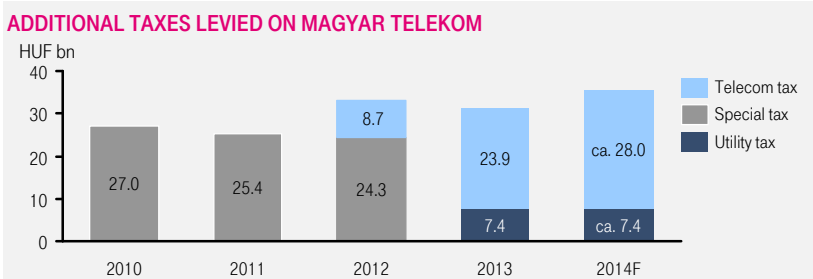
*based on the total fixed BB / TV market estimated by the National Media and Infocommunications Authority

HUNGARIAN ECONOMIC ENVIRONMENT



CONTINUED DELEVERAGING KEEPS DOMESTIC DEMAND LOW

- Net exports peaking, domestic demand bottoming in 2013
- Consumer spending and investments slowly turn the trend but growth remains fragile
- MT financials strongly correlate to trends in domestic demand

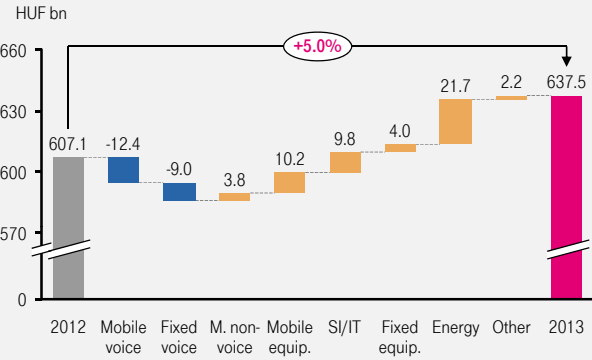


TAX BURDENS INTRODUCED TO REDUCE BUDGET DEFICIT

- Temporary special revenue-based sector tax levied between 2010-2012
- Permanent traffic-based telecom tax introduced in July 2012 and increased in August 2013
- Permanent tax on utility and telecom networks levied from 2013

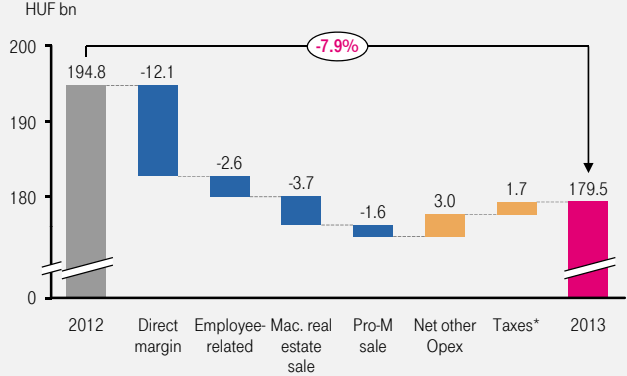
2013 GROUP RESULTS – REVENUES AND EBITDA

GROUP REVENUES



- Strong contribution from energy service revenues
- SI/IT revenue growth fueled by application and infrastructure projects
- Increase in contribution from smart-device sales both in fixed and mobile business
- Decline in fixed and mobile voice revenues also reflects the lower contribution from Macedonian operation and MTR cuts

GROUP EBITDA



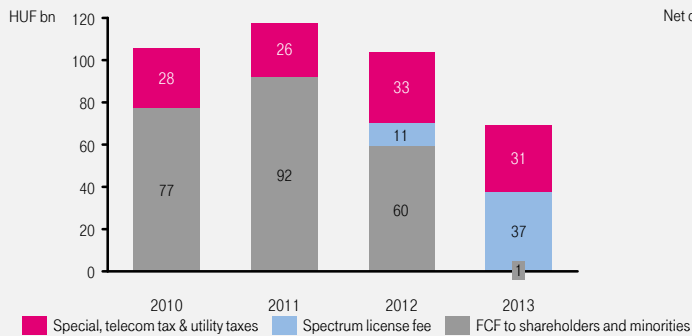
- Direct margin erosion due to:
 - further erosion of traditional voice revenues
 - lower direct margin contribution of equipment sales and SI/IT
 - negative margin of energy services due to the 10% and 11% cuts in regulated energy prices effective from January and November, respectively
- Lower operating taxes* and cost saving measures could not fully offset the impact of the sale of Pro-M and the Macedonian real estate transaction in Q3 2012

*special, telecom and utility taxes

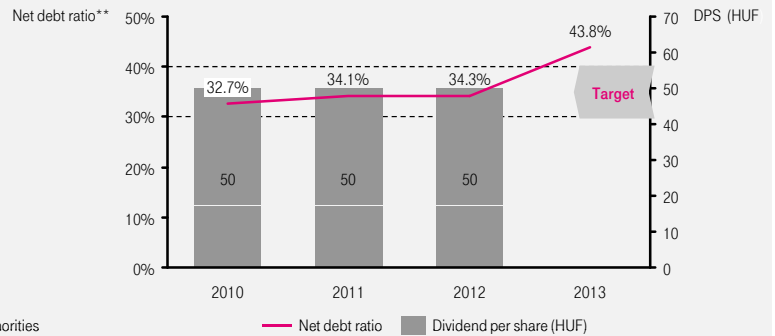


FREE CASH FLOW AND DIVIDENDS

FREE CASH FLOW* GENERATION



DIVIDEND POLICY



- In order to maintain an efficient capital structure, we have a net debt ratio target of 30%-40%
- Increase in ratio attributed to exceptional costs in 2013
 - spectrum license fees (HUF 37bn) – Hungary and Macedonia
 - capitalization of annual frequency usage fees
 - change in the accounting treatment of set-top boxes
- The Board of Directors proposes no dividend payment on 2013 earnings for approval at the AGM

*operating cash flow and investing cash flow adjusted for proceeds from / payments for other financial assets and repayment of other financial liabilities

** defined as net debt / total capital



PUBLIC TARGETS FOR 2014

	2014 TARGETS	2013 RESULTS
Revenue	Flat to 3% decline <ul style="list-style-type: none"> ▪ Cuts in regulated retail energy prices ▪ Spending power in the business sector is expected to remain limited ▪ Continued pressure on Macedonian price levels 	+5.0%
Reported EBITDA	3%-6% decline <ul style="list-style-type: none"> ▪ Increasing proportion of sales made up by lower margin services ▪ Higher telecommunication tax 	-7.9%
CAPEX* <p><small>*excluding spectrum license fees and annual frequency fee capitalization</small></p>	ca. HUF 87bn <ul style="list-style-type: none"> ▪ Network modernization, LTE roll-out ▪ PSTN migrations 	HUF 87.4bn

THANK YOU FOR YOUR ATTENTION!

FOR FURTHER QUESTIONS PLEASE CONTACT THE INVESTOR RELATIONS DEPARTMENT:

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FAX: +36 1 458 0443

E-MAIL: INVESTOR.RELATIONS@TELEKOM.HU