

RESOLUTIONS OF THE 2016 ANNUAL GENERAL MEETING OF MAGYAR TELEKOM PLC.

Budapest – April 12, 2016 – Magyar Telekom (Reuters: MTEL.BU and Bloomberg: MTELEKOM HB), the leading Hungarian telecommunications service provider, hereby announces the resolutions of the Annual General Meeting of the Company held on April 12, 2016.

Resolution No. 1/2016 (IV.12.)

The General Meeting agrees that the proceedings of the General Meeting shall be recorded.

The General Meeting adopted this Resolution with 694,668,049 affirmative votes (99.96%), 0 negative votes (0.00%), and 255,441 abstentions (0.04%).

Resolution No. 2/2016 (IV.12.)

The General Meeting elects Mr. Christopher Mattheisen to be the Chairman of the General Meeting.

The General Meeting adopted this Resolution with 694,883,752 affirmative votes (99.99%), 2,532 negative votes (0.00%), and 0 abstentions (0.00%).

Resolution No. 3/2016 (IV.12.)

The General Meeting elects dr. Zsolt Herczegh, in-house legal counsel as Keeper of the Minutes. Further that elects Ms. Anne Beever, representative of Deutsche Telekom Europe B.V. as authenticator of the Minutes.

The General Meeting adopted this Resolution with 694,830,077 affirmative votes (99.98%), 1,932 negative votes (0.00%), and 90,986 abstentions (0.01%).

Resolution No. 4/2016 (IV.12.)

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

- 1. Report of the Board of Directors on the management of Magyar Telekom Plc., on the business operation, on the business policy and on the financial situation of the Company and Magyar Telekom Group in 2015;**
- 2. Decision on the approval of the 2015 Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor;**
- 3. Decision on the approval of the 2015 standalone Annual Report of the Company prepared in accordance with the Hungarian 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 2015; 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 2015;**
- 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. Election of Members of the Board of Directors;**
- 9. Election of Members of the Supervisory Board;**
- 10. Election of Members of the Audit Committee;**
- 11. Election and determination of the remuneration of the Company's Statutory Auditor, and determination of the contents of the material elements of the contract to be concluded with the Statutory Auditor.**

The General Meeting adopted this Resolution with 694,696,107 affirmative votes (99.96%), 1,932 negative votes (0.00%), and 252,941 abstentions (0.04%).

Resolution No. 5/2016 (IV.12.)

The General Meeting approves the 2015 Consolidated Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Balance Sheet Total Assets of HUF 1,207,024 million and Profit for the year 2015 of HUF 31,547 million.

The General Meeting adopted this Resolution with 690,809,424 affirmative votes (99.40%), 2,532 negative votes (0.00%), and 4,139,024 abstentions (0.60%).

Resolution No. 6/2016 (IV.12.)

The General Meeting approves the 2015 standalone Annual Report of the Company prepared according to the Hungarian Accounting Act (HAR), including Balance Sheet Total Assets of HUF 1,016,117 million and After-tax Net Income of HUF 20,393 million.

The General Meeting adopted this Resolution with 690,731,271 affirmative votes (99.39%), 84,285 negative votes (0.01%), and 4,136,524 abstentions (0.60%).

Resolution No. 7/2016 (IV.12.)

A dividend of HUF 15 per ordinary share (with a face value of HUF 100) shall be paid by the Company to the shareholders from the profit of 2015.

The HUF 15,635,275,215 to be disbursed as dividends shall be paid from the after-tax profits of HUF 20,393,262,492 based on HAR figures, and the remaining amount of HUF 4,757,987,277 of the after-tax profits based on HAR figures shall be allocated to retained earnings.

May 25, 2016 shall be the first day of dividend disbursement. The record date of the dividend payment shall be May 13, 2016.

On April 21, 2016, the Board of Directors of Magyar Telekom Plc shall publish a detailed announcement on the order of the dividend disbursement on the homepage of the Company and the Budapest Stock Exchange. The dividends shall be paid by KELER Ltd., in compliance with Magyar Telekom Plc's instructions.

The General Meeting adopted this Resolution with 694,799,616 affirmative votes (99.98%), 86,685 negative votes (0.01%), and 0 abstentions (0.00%).

Resolution No. 8/2016 (IV.12.)

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 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. 8/2015 (IV.15.) of the General Meeting is hereby repealed.

The General Meeting adopted this Resolution with 694,746,344 affirmative votes (99.97%), 66,508 negative votes (0.01%), and 139,228 abstentions (0.02%).

Resolution No. 9/2016 (IV.12.)

The General Meeting approves the Corporate Governance and Management Report for the business year of 2015 of the Company.

The General Meeting adopted this Resolution with 694,795,859 affirmative votes (99.98%), 2,532 negative votes (0.00%), and 153,689 abstentions (0.02%).

Resolution No. 10/2016 (IV.12.)

The General Meeting of Magyar Telekom Plc. ascertains the appropriateness of the management activities of the Board of Directors members of the Company in the previous financial year and with regard to this hereby decides to grant the relief from liability to the members of the Board of Directors of the Company with respect to the 2015 business year. By granting the relief, the General Meeting confirms that the members of the Board of Directors have performed the management of the Company in 2015 by giving primacy of the interests of the Company.

The General Meeting adopted this Resolution with 690,746,237 affirmative votes (99.39%), 98,293 negative votes (0.01%), and 4,107,550 abstentions (0.59%).

Resolution No. 11/2016 (IV.12.)

The General Meeting elects Mrs. Kerstin Günther to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,865,877 affirmative votes (99.99%), 17,814 negative votes (0.00%), and 67,779 abstentions (0.01%).

Resolution No. 12/2016 (IV.12.)

The General Meeting elects Mr. Christopher Mattheisen to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,928,227 affirmative votes (100.00%), 13,365 negative votes (0.00%), and 10,478 abstentions (0.00%).

Resolution No. 13/2016 (IV.12.)

The General Meeting elects Mr. György Mosonyi to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,732,063 affirmative votes (99.97%), 170,350 negative votes (0.02%), and 40,463 abstentions (0.01%).

Resolution No. 14/2016 (IV.12.)

The General Meeting elects Mr. Günter Mossal to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,746,945 affirmative votes (99.97%), 98,067 negative votes (0.01%), and 37,968 abstentions (0.01%).

Resolution No. 15/2016 (IV.12.)

The General Meeting elects Mr. Ralf Nejedl to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 657,775,791 affirmative votes (94.65%), 94,735 negative votes (0.01%), and 10,478 abstentions (0.00%).

Resolution No. 16/2016 (IV.12.)

The General Meeting elects Mr. Frank Odzuck to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,815,939 affirmative votes (99.98%), 97,018 negative votes (0.01%), and 39,113 abstentions (0.01%).

Resolution No. 17/2016 (IV.12.)

The General Meeting elects Dr. Mihály Patai to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,744,989 affirmative votes (99.97%), 115,950 negative votes (0.02%), and 10,478 abstentions (0.00%).

Resolution No. 18/2016 (IV.12.)

The General Meeting elects Dr. Ralph Rentschler to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,779,861 affirmative votes (99.97%), 14,082 negative votes (0.00%), and 75,474 abstentions (0.01%).

Resolution No. 19/2016 (IV.12.)

The General Meeting elects Dr. János Bitó to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,778,638 affirmative votes (99.97%), 7,418 negative votes (0.00%), and 10,478 abstentions (0.00%).

Resolution No. 20/2016 (IV.12.)

The General Meeting elects Mr. Sándor Hartai to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,575,925 affirmative votes (99.95%), 85,236 negative votes (0.01%), and 263,419 abstentions (0.04%).

Resolution No. 21/2016 (IV.12.)

The General Meeting elects Dr. János Illéssy to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,510,447 affirmative votes (99.94%), 337,876 negative votes (0.05%), and 10,478 abstentions (0.00%).

Resolution No. 22/2016 (IV.12.)

The General Meeting elects Dr. Sándor Kerekes to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,566,666 affirmative votes (99.94%), 337,226 negative votes (0.05%), and 42,795 abstentions (0.01%).

Resolution No. 23/2016 (IV.12.)

The General Meeting elects Mr. Konrad Kreuzer to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,592,534 affirmative votes (99.95%), 342,226 negative votes (0.05%), and 14,810 abstentions (0.00%).

Resolution No. 24/2016 (IV.12.)

The General Meeting elects Mr. Tamás Lichnovszky to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,529,919 affirmative votes (99.94%), 92,686 negative votes (0.01%), and 264,069 abstentions (0.04%).

Resolution No. 25/2016 (IV.12.)

The General Meeting elects Mr. Martin Meffert to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,596,466 affirmative votes (99.95%), 342,626 negative votes (0.05%), and 10,478 abstentions (0.00%).

Resolution No. 26/2016 (IV.12.)

The General Meeting elects Ms. Éva Óz to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,552,480 affirmative votes (99.94%), 81,253 negative votes (0.01%), and 315,837 abstentions (0.05%).

Resolution No. 27/2016 (IV.12.)

The General Meeting elects Dr. László Pap to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,520,475 affirmative votes (99.94%), 344,527 negative votes (0.05%), and 10,478 abstentions (0.00%).

Resolution No. 28/2016 (IV.12.)

The General Meeting elects Dr. Károly Salamon to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,497,522 affirmative votes (99.93%), 344,441 negative votes (0.05%), and 38,463 abstentions (0.01%).

Resolution No. 29/2016 (IV.12.)

The General Meeting elects Mrs. Zsoltné Varga to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,509,863 affirmative votes (99.94%), 81,253 negative votes (0.01%), and 285,026 abstentions (0.04%).

Resolution No. 30/2016 (IV.12.)

The General Meeting elects Dr. Konrad Wetzker to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,713,378 affirmative votes (99.97%), 87,285 negative votes (0.01%), and 86,011 abstentions (0.01%).

Resolution No. 31/2016 (IV.12.)

The General Meeting elects Dr. János Bitó to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,687,211 affirmative votes (99.96%), 161,568 negative votes (0.02%), and 38,463 abstentions (0.01%).

Resolution No. 32/2016 (IV.12.)

The General Meeting elects Dr. János Illéssy to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,463,258 affirmative votes (99.93%), 368,249 negative votes (0.05%), and 38,463 abstentions(0.01%).

Resolution No. 33/2016 (IV.12.)

The General Meeting elects Dr. Sándor Kerekes to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,501,176 affirmative votes (99.93%), 340,458 negative votes (0.05%), and 41,346 abstentions(0.01%).

Resolution No. 34/2016 (IV.12.)

The General Meeting elects Dr. László Pap to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,592,735 affirmative votes (99.95%), 338,463 negative votes (0.05%), and 17,772 abstentions(0.00%).

Resolution No. 35/2016 (IV.12.)

The General Meeting elects Dr. Károly Salamon to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2019, 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.

The General Meeting adopted this Resolution with 694,681,017 affirmative votes (99.96%), 226,396 negative votes (0.03%), and 38,463 abstentions(0.01%).

Resolution No. 36/2016 (IV.12.)

The General Meeting elects as Statutory Auditor of Magyar Telekom Plc. (the "Company") PricewaterhouseCoopers Auditing Ltd. (registered office: 1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022; registration number: 001464) to perform audit services for the business year 2016 and extends its mandate in accordance with the submission, for the period ending May 31st 2017 or if the Annual General Meeting closing the 2016 business year will be held prior to May 31st 2017 then on the date thereof.

**Personally responsible registered auditor appointed by the Statutory 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 Lócsei, address: 1137 Budapest, Katona József u. 25. V. em. 4.).

The General Meeting approves HUF 216,307,000 + VAT + 8 % related costs + VAT to be the Statutory Auditor's annual compensation to perform audit services for the business year 2016, covering the audit of the standalone Annual Report of the Company prepared in accordance with the Hungarian Accounting Act and also the audit of the Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS).

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

The General Meeting adopted this Resolution with 694,673,432 affirmative votes (99.96%), 123,682 negative votes (0.02%), and 148,524 abstentions (0.02%).