



Investor Release

Magyar Telekom

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Magyar Telekom to launch a share buyback auction

Budapest – May 5, 2023 – Magyar Telekom (Reuters: MTEL.BU and Bloomberg: MTELEKOM HB, hereinafter the “Company”), the leading Hungarian telecommunications service provider announces that in accordance with its extraordinary announcement on February 22, 2023, it is initiating a share buyback auction through which the Company intends to repurchase own shares with a maximum total value of HUF 14.6 billion (“Maximum Amount”) for the purpose of shareholders’ remuneration (“Transaction”) based on the related authorization approved by the Annual General Meeting (Resolution No. 8/2023 (IV.19)). The Transaction is scheduled for May 25, 2023.

Anyone holding ordinary Magyar Telekom shares (ISIN number: HU00000073507) (“Shareholder”) and complying with the terms set out herein may participate in the Transaction. Participation in the Transaction is voluntary. The number of shares offered by a Shareholder to the Company and the offer price are solely at the Shareholder’s discretion during the order-collection period. Shareholders may offer their shares in multiple portions, at different price levels. Shares will be purchased starting from the lowest price offered with total overall value less or equal to the Maximum Amount.

The Transaction is scheduled for May 25, 2023. Order-collection period will take place between 10.00 CET and 12.30 CET with the transaction period being between 12.30 CET and 15.30 CET on the day.

The Transaction will be carried out via the trading system defined in the Budapest Stock Exchange’s (“BSE”) resolution no. 85/2023 “on the trading rules regarding the auction board in the MMTS1 Auction trading system effective as of 23 March 2023” (“Rules”), via a multiple-price trade-matching algorithm auction consisting of order-collection and transaction periods (“Auction”). Shareholders may submit competitively priced sell counter offers only as determined by the Rules. Terms governing participation in the Auction are set out by the Rules, accessible at: <https://bse.hu/Products-and-Services/Rules-and-Regulations/BSE-Rules>.

The Transaction is classified as an over-the-counter transaction (“OTC”).

The Transaction will be carried out with the participation of UniCredit Bank Hungary Zrt. (“UniCredit”), an investment service provider acting as the Company’s mandated auctioneer as defined in the Rules.

Tick size on the auction will be HUF 1, which differs from the regular tick size on the BSE regulated market. Order books will not be made public.

The equivalent value per share paid by the Company shall not be more than the value of total capital per share of the Company based on the 2022 separate audited financial statements, i.e. HUF 691.5.



Competitively priced sell counter-offers entered into the auction system will be sorted by price in an ascending order (by the Multiple-Price Trade-Matching Algorithm defined in the Rules), to be followed by the Company's decision in its sole discretion on the highest accepted price level that will be made taking into account the received counter-offers and the limits regarding the maximum purchase price per share. All accepted offers will be fulfilled at the price indicated in the particular counter-offer with total overall value less or equal to the Maximum Amount. Counter-offers made at a lower price will be accepted before counter offers made at higher prices. If, on the highest accepted price level, not all counter offers can be fulfilled (Maximum Amount is not sufficient) then fulfilment will be done in a pro-rata allocation basis, meaning counter offers will be proportionately fulfilled according to their relative weight to the total volume of the counter offers at that price level. Counter-offers submitted at higher prices will not be accepted.

After determining the number of shares to be repurchased and the corresponding purchase prices, the Company shall submit its buying offer through UniCredit. Settlement date is the second trading day following the Transaction date (T+2).

Shareholders may submit sell counter offers through providers ("**Provider**") with access to the auction system (currently all member of BSE's cash equity market) as defined in the Rules. For participating in the Transaction, Shareholders must hold a securities account with a Provider in compliance with the Rules and must make a binding order to the Provider to submit sell counter offers at the auction, in line with the terms established by the given Provider.

It is the Providers' duty and responsibility to ensure that the Shareholder obtains the necessary securities for the offer to be submitted.

It is proposed to Shareholders interested in participating in the Transaction to contact their Provider in a timely manner to clarify whether their Provider has access to the above referenced MMTS1 Auction Trading System, and whether the Shareholder would be able to submit a counter offer as described above.

The Company reserves the right to cancel the Transaction or stop the execution thereof at any time prior to the conclusion of the Transaction, including the possibility of stopping the Transaction during the Auction.

The Auction does not qualify as a share buy-back programme.

This investor news may contain forward-looking statements. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. These statements are based on current plans, estimates and projections, and therefore should not have undue reliance placed upon them. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors are described in, among other things, our Annual Reports for the year ended December 31, 2022 available on our website at <http://www.telekom.hu>.