

RESOLUTIONS OF THE 2014 ANNUAL GENERAL MEETING OF MAGYAR TELEKOM PLC.

Budapest – April 14, 2014 – 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 11, 2014.

Resolution No. 1/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 662 108 306 affirmative votes (96.77%), 1 800 negative votes (0.00%), and 22 010 562 abstentions (3.22%).

Resolution No. 2/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 090 763 affirmative votes (99.99%), 30 015 negative votes (0.00%), and 160 abstentions (0.00%).

Resolution No. 3/2014 (IV.11.)

The General Meeting elects dr. Gabriella Bognár, in-house legal counsel as Keeper of the Minutes. Further that elects Mr. Roman Zitz, representative of CMobil B.V. as authenticator of the Minutes.

The General Meeting adopts this Resolution with 684 065 762 affirmative votes (99.98%), 17 400 negative votes (0.00%), and 75 674 abstentions (0.01%).

Resolution No. 4/2014 (IV.11.)

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 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.

The General Meeting adopts this Resolution with 684 153 662 affirmative votes (100.00%), 17 400 negative votes (0.00%), and 12 775 abstentions (0.00%).

Resolution No. 5/2014 (IV.11.)

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.

The General Meeting adopts this Resolution with 679 990 769 affirmative votes (99.39%), 126 841 negative votes (0.02%), and 4 041 242 abstentions (0.59%).

Resolution No. 6/2014 (IV.11.)

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.

The General Meeting adopts this Resolution with 680 091 619 affirmative votes (99.40%), 25 001 negative votes (0.00%), and 4 041 632 abstentions (0.59%).

Resolution No. 7/2014 (IV.11.)

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.

The General Meeting adopts this Resolution with 672 939 509 affirmative votes (98.36%), 11 214 083 negative votes (1.64%), and 5 260 abstentions (0.00%).

Resolution No. 8/2014 (IV.11.)

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.

The General Meeting adopts this Resolution with 683 960 690 affirmative votes (99.97%), 1 030 negative votes (0.00%), and 96 282 abstentions (0.01%).

Resolution No. 9/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 033 627 affirmative votes (99.98%), 600 negative votes (0.00%), and 99 624 abstentions (0.01%).

Resolution No. 10/2014 (IV.11.)

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.

The General Meeting adopts this Resolution with 680 076 447 affirmative votes (99.40%), 5 962 negative votes (0.00%), and 4 040 642 abstentions (0.59%).

Resolution No. 11/2014 (IV.11.)

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.**

The General Meeting adopts this Resolution with 684 015 635 affirmative votes (99.98%), 43 534 negative votes (0.01%), and 74 682 abstentions (0.01%).

Resolution No. 12/2014 (IV.11.)

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 Lócsei, 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.

The General Meeting adopts this Resolution with 683 928 683 affirmative votes (99.97%), 127 390 negative votes (0.02%), and 77 778 abstentions (0.01%).

Resolution No. 13/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 031 127 affirmative votes (99.98%), 600 negative votes (0.00%), and 102 124 abstentions (0.01%).

Resolution No. 14/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 018 512 affirmative votes (99.98%), 600 negative votes (0.00%), and 28 730 abstentions (0.00%).

Resolution No. 15/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 021 044 affirmative votes (99.98%), 600 negative votes (0.00%), and 26 198 abstentions (0.00%).

Resolution No. 16/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 031 127 affirmative votes (99.98%), 23 710 negative votes (0.00%), and 16 115 abstentions (0.00%).

Resolution No. 17/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 031 127 affirmative votes (99.98%), 23 710 negative votes (0.00%), and 11 783 abstentions (0.00%).

Resolution No. 18/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 645 011 679 affirmative votes (94.28%), 39 034 875 negative votes (5.71%), and 11 783 abstentions (0.00%).

Resolution No. 19/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 645 022 990 affirmative votes (94.28%), 39 030 543 negative votes (5.71%), and 16 115 abstentions (0.00%).

Resolution No. 20/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 045 954 affirmative votes (99.99%), 13 215 negative votes (0.00%), and 11 783 abstentions (0.00%).

Resolution No. 21/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 056 569 affirmative votes (99.99%), 2 600 negative votes (0.00%), and 11 783 abstentions (0.00%).

Resolution No. 22/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 021 814 affirmative votes (99.98%), 24 740 negative votes (0.00%), and 24 398 abstentions (0.00%).

Resolution No. 23/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 681 105 193 affirmative votes (99.56%), 2 940 761 negative votes (0.43%), and 24 398 abstentions (0.00%).

Resolution No. 24/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 683 043 612 affirmative votes (99.84%), 1 015 557 negative votes (0.15%), and 11 783 abstentions (0.00%).

Resolution No. 25/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 031 127 affirmative votes (99.98%), 4 932 negative votes (0.00%), and 34 893 abstentions (0.01%).

Resolution No. 26/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 031 127 affirmative votes (99.98%), 600 negative votes (0.00%), and 39 225 abstentions (0.01%).

Resolution No. 27/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 121 468 affirmative votes (100.00%), 600 negative votes (0.00%), and 11 783 abstentions (0.00%).

Resolution No. 28/2014 (IV.11.)

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

The General Meeting adopts this Resolution with 684 031 967 affirmative votes (99.99%), 600 negative votes (0.00%), and 25 770 abstentions (0.00%).