

RESOLUTIONS OF THE 2015 ANNUAL GENERAL MEETING OF MAGYAR TELEKOM PLC.

Budapest – April 16, 2015 – 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 15, 2015.

Resolution No. 1/2015 (IV.15.)

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

The General Meeting adopted this Resolution with 662,416,923 affirmative votes (97.19%), 7,429 negative votes (0.00%), and 14,022,560 abstentions (2.06%).

Resolution No. 2/2015 (IV.15.)

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

The General Meeting adopted this Resolution with 662,264,924 affirmative votes (97.17%), 98,332 negative votes (0.01%), and 584,783 abstentions (0.09%).

Resolution No. 3/2015 (IV.15.)

The General Meeting elects dr. Gabriella Bognár, in-house legal counsel as Keeper of the Minutes. Further that elects dr. Rita Bajáky, representative of Deutsche Telekom Europe B.V. as authenticator of the Minutes.

The General Meeting adopted this Resolution with 662,343,222 affirmative votes (97.18%), 0 negative votes (0.00%), and 82,929 abstentions (0.01%).

Resolution No. 4/2015 (IV.15.)

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 2014;**
- 2. Decision on the approval of the 2014 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 2014 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 2014; 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 2014;**
- 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. Amendment of the Remuneration Guidelines;**
- 9. Decision on the amendments of the Articles of Association of Magyar Telekom Plc. (Sections affected with the amendment: 5.2. Matters within the Exclusive Scope of Authority of the General Meeting; 6.4. Scope of authority of the Board of Directors; 6.5. Quorum, Passing Resolutions; 7.8. Audit committee (7.8.2.));**

10. Approval of the amended Rules of Procedure of the Supervisory Board;
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 662,418,072 affirmative votes (97.19%), 7,429 negative votes (0.00%), and 650 abstentions (0.00%).

Resolution No. 5/2015 (IV.15.)

The General Meeting approves the 2014 Consolidated Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Balance Sheet Total Assets of HUF 1,190,776 million and Profit for the year 2014 of HUF 32,024 million.

The General Meeting adopted this Resolution with 676,464,266 affirmative votes (99.25%), 70,935 negative votes (0.01%), and 5,048,020 abstentions (0.74%).

Resolution No. 6/2015 (IV.15.)

The General Meeting approves the 2014 standalone Annual Report of the Company prepared according to the Hungarian Accounting Act (HAR), including Balance Sheet Total Assets of HUF 1,016,916 million and After-tax Net Income of HUF 36,735 million.

The General Meeting adopted this Resolution with 676,466,766 affirmative votes (99.25%), 70,935 negative votes (0.01%), and 5,048,020 abstentions (0.74%).

Resolution No. 7/2015 (IV.15.)

The Company shall not pay dividend for the business year of 2014 and shall allocate the full amount of after-tax profits of HUF 36,735,391,749 based on Hungarian Accounting Rules figures as retained earnings.

The General Meeting adopted this Resolution with 680,789,259 affirmative votes (99.88%), 264,953 negative votes (0.04%), and 531,509 abstentions (0.08%).

Resolution No. 8/2015 (IV.15.)

The General Meeting authorizes the Board of Directors to purchase Magyar Telekom ordinary shares, the purpose of which could be to supplement Magyar Telekom's current shareholder remuneration policy in line with international practice.

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. 8/2014 (IV.11.) of the General Meeting is hereby repealed.

The General Meeting adopted this Resolution with 680,986,001 affirmative votes (99.91%), 71,361 negative votes (0.01%), and 528,359 abstentions (0.08%).

Resolution No. 9/2015 (IV.15.)

The General Meeting has reviewed and approves the Corporate Governance and Management Report for the business year of 2014 of the Company.

The General Meeting adopted this Resolution with 680,986,426 affirmative votes (99.91%), 8,029 negative votes (0.00%), and 591,256 abstentions (0.09%).

Resolution No. 10/2015 (IV.15.)

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 2014 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 2014 by giving primacy of the interests of the Company.

The General Meeting adopted this Resolution with 676,092,601 affirmative votes (99.19%), 373,627 negative votes (0.05%), and 5,104,493 abstentions (0.75%).

Resolution No. 11/2015 (IV.15.)

The General Meeting amends the Remuneration Guidelines of Magyar Telekom Plc. as stated in the submission.

The General Meeting adopted this Resolution with 641,524,867 affirmative votes (94.12%), 39,506,259 negative votes (5.80%), and 554,595 abstentions (0.08%).

Resolution No. 12/2015 (IV.15.)

The General Meeting approves the amendment of Section 5.2. (r) of the Articles of Association according to the submission.

The General Meeting adopted this Resolution with 680,986,983 affirmative votes (99.91%), 11,761 negative votes (0.00%), and 585,723 abstentions (0.09%).

Resolution No. 13/2015 (IV.15.)

The General Meeting approves the amendment of Section 6.4. (b) of the Articles of Association according to the submission.

The General Meeting adopted this Resolution with 680,986,982 affirmative votes (99.91%), 7,429 negative votes (0.00%), and 591,309 abstentions (0.09%).

Resolution No. 14/2015 (IV.15.)

The General Meeting approves the amendment of Section 6.5. of the Articles of Association according to the submission.

The General Meeting adopted this Resolution with 628,818,382 affirmative votes (92.26%), 52,091,312 negative votes (7.64%), and 676,026 abstentions (0.10%).

Resolution No. 15/2015 (IV.15.)

The General Meeting approves the amendment of Section 7.8.2. of the Articles of Association according to the submission.

The General Meeting adopted this Resolution with 680,823,516 affirmative votes (99.89%), 10,029 negative votes (0.00%), and 676,676 abstentions (0.10%).

Resolution No. 16/2015 (IV.15.)

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 adopted this Resolution with 680,899,496 affirmative votes (99.90%), 7,799 negative votes (0.00%), and 676,626 abstentions (0.10%).

Resolution No. 17/2015 (IV.15.)

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 year 2015, for the period ending May 31st 2016 or if the Annual General Meeting closing the 2015 business year will be held prior to May 31st 2016 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 Lőcsei, address: 1137 Budapest, Katona József u. 25. V. em. 4.).

The General Meeting approves HUF 212,632,000 + VAT + 8 % related costs + VAT be the Statutory Auditor’s annual compensation, 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 to be concluded with the Statutory Auditor according to the submission.

The General Meeting adopted this Resolution with 680,551,947 affirmative votes (99.85%), 364,661 negative votes (0.05%), and 515,314 abstentions (0.08%).