

Announcement
of Magyar Telekom Plc.
Hungary's leading Telecommunications Company

The Board of Directors of Magyar Telekom Telecommunications Public Limited Company (registered seat: 1013 Budapest, Krisztina krt. 55.; Court of Registration: Metropolitan Court acting as Court of Registration; Registration Number: Cg. 01-10-041928) (the "Company")

hereby notifies the Shareholders of the Company that
it convenes

its Annual General Meeting
at 11.00 a.m. on April 12, 2013.

Venue of the General Meeting:
The Headquarters of Magyar Telekom Tölösi Conference Center
1013 Budapest, 1st district, Krisztina krt. 55.

Way of organizing the General Meeting: attendance in person

Agenda of the General Meeting:

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 2012;
2. Decision on the approval of the 2012 consolidated annual 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 2012 annual 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 2012; 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 2012, on the payment of dividends;
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 Auditor, and determination of the contents of the material elements of the contract to be concluded with the auditor.**

Conditions for participation and exercising voting rights at the General Meeting

Shareholders may exercise shareholder's rights at the General Meeting either in person or through a duly authorized representative.

- a) Shareholders participating in person shall identify themselves with their identity card or passport whereas their shareholder status is certified through being registered in the Share Registry. In order to ensure that shareholders are registered in the Share Registry the Company orders owner identification during which the securities account managers send the data of shareholders to KELER Zrt. that, on the basis of the received information, registers shareholders in the Share Registry until its closing. Persons who certify their shareholder status prior to the General Meeting, during registration by way of a securities account statement, issued to the name of the person but are not registered in the Share Registry, may participate at the General Meeting but may not exercise shareholders' rights.
- b) Any proxy shall be set forth in a notarized document or a private document with full probative force. If the representative shall not be deemed as a nominee, the date of the proxy given by the principal may not be earlier than April 12, 2012. If the proxy was prepared abroad the proxy must meet the requirements of the laws on the certification and super-certification of formal foreign documents. Further details can be obtained at the respective Hungarian embassy. The proxy shall be submitted during registration prior to the commencement of the General Meeting. In the event that the proxy was not issued in the Hungarian (or English) language, official Hungarian translation shall also be attached to the document. In the case of non-natural person shareholders, the powers of representation of the persons either signing the power of attorney or representing non-natural person shareholders at the General Meeting shall be certified by appropriate documents issued by a public authority or office (e.g. certificate of incorporation) or by a public notary. If the certification of the power of representation is in any language other than Hungarian (or English), official Hungarian translation thereof shall be attached. Regarding the exercise of the voting rights the provisions of Section a) shall apply respectively to regarding the authorized representative.
- c) Securities account managers, registered in the Share Registry and acting as nominees may act on behalf of the shareholder pursuant to Act CXX of 2001 (Act on Capital Markets).

The name of the shareholder or the nominee who intends 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 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 10, 2013) prior to the starting date of the General Meeting.

With regard to registration in the Share Registry the Company will request the owner identification of ordinary shares without blocking from KELER Zrt., with respect to shares issued by the Company in the face value of HUF 100 under serial number HU0000073507 ISIN with the record date of April 5, 2013. The registration of shareholders in the Share Registry shall be ensured by their respective securities account managers or if it is not requested by the securities account manager, the shareholder may initiate it in accordance with the provisions of the Articles of Association. Shareholders are informed by their securities account manager of the execution deadline for giving instructions to be registered in the Share Registry. The Company shall not be responsible for the consequences of any failure on behalf of securities account manager.

The closing of the Share Registry will take place at 18.00 p.m., on April 10, 2013.

The closing of the Share Registry does not limit the right of the shareholders registered in the Share Registry to transfer their shares following the closing of the Share Registry. Transfer of shares prior to the commencement date of the General Meeting does not affect the right of persons registered in the Share Registry to participate at the General Meeting and to exercise their shareholders' rights thereat.

Registration will take place from 9.00 a.m. to 10.30 a.m. on the day of the General Meeting.

In the event of appearance later than the above indicated period the Company shall not be responsible if the shareholder (or the proxy) misses part of the General Meeting due to late registration.

If the General Meeting does not have a quorum, the Board of Directors convenes the repeated General Meeting to Aprils 23, 2013 at 11.00 a.m. with the same agenda and at the same venue (The Headquarters of Magyar Telekom Tölösi Conference Center 1013 Budapest, 1st district, Krisztina krt. 55.). Registration will take place from 9.00 a.m. to 10.30 a.m. on the day of the repeated General Meeting. The repeated General Meeting shall have a quorum irrespective of the number of shareholders/votes being present.

Rights to information

Each shareholder complying with the above conditions has the right to participate at the General Meeting, to request information and to make comments. Holders of voting shares have the right to make proposals and to vote.

The Board of Directors shall provide the necessary information to any shareholder with respect to any matter on the agenda of the General Meeting upon the request of such shareholder submitted in writing at least eight days prior to the date of the General Meeting. The Board of Directors may refuse to provide such information only if that would violate a substantial business interest or business secret of the Company. As part of the rights of shareholders to information shareholders may not have access to the business books and other business documents of the Company.

Supplements to the agenda of the General Meeting

Shareholders representing at least one percent of the votes may, within eight days from the publication of the Announcement on the convocation of the General Meeting, request the Board of Directors in writing

to include any issue in the agenda of the General Meeting and submit resolution proposals related to the agenda items.

Place of the availability of the documents of the General Meeting

Documents available in writing, and required by Section 304 (1) of the Companies Act, of the General Meeting to be held on April 12, 2013 will be available subsequent to the publication on the web site of the Company from March 21, 2013 at the customer service office of KELER Zrt. (1075 Budapest, Asbóth u. 9-11.) between 9.00 a.m. – 3.00 p.m., on the web site of the Company (www.telekom.hu), on the web site of the Budapest Stock Exchange (www.bet.hu) and at the place of the General Meeting from the commencement of registration (April 12, 2013, from 9.00 a.m.).

This announcement is published in Hungarian and English. The Hungarian version shall prevail in case of any discrepancy between the two versions.

Budapest, March 11, 2013

The Board of Directors of Magyar Telekom Telecommunications Public Limited Company