

**RULES OF PROCEDURE OF THE REMUNERATION AND
NOMINATION COMMITTEE OF MAGYAR TELEKOM PLC.**

January 1, 2020

Introduction

The Remuneration and Nomination Committee (hereinafter the “Committee”) is established by the Board of Directors (hereinafter the “Board”) of Magyar Telekom Telecommunications Public Limited Company (hereinafter the “Company”).

1. Composition of the Remuneration and Nomination Committee

The Committee consists of three (3) members elected by the Board from among its members.

2. Tasks of the Committee

The tasks of the Committee are as follows:

- Making recommendations to the Board on the establishment and/or termination of employment, and the modification of the employment contract of the Chief Executive Officer and the Chief Officers of the Company (the “Executives”) (other than the topics covered in the following item);
- Definition of the remuneration, performance management target setting and evaluation of the Executives, awarding bonuses and other incentives to the Executives, including any stock options and other equity-based compensation plans.
- Making a proposal to the General Meeting on the compensation of the members of the Board, the Supervisory Board and the Audit Committee.
- reviewing the procedures regarding the election of members of the Board;
- elaborates the standard requirements for nomination of the members of the Board, the Supervisory Board and the Audit Committee;
- participates in the preparation of the personal changes in the Board, the Supervisory Board and the Audit Committee, in order to solve the succession in corporate bodies smoothly, with the continuation of the work of the Company, and as part of this, reviews and opines on the nomination proposals to the Board.

3. Procedure

3.1 Unless otherwise provided for in these Rules of Procedure, sections 1-3. of the Rules of Procedure of the Board shall apply accordingly.

3.2. Convocation of the meetings

3.2.1. Meetings of the Committee shall be held as necessary but at least two (2) times per year. The work plan of the Committee should be harmonized with the work plan of the Board.

3.2.2. In addition to the members of the Committee, the Chief Executive Officer and Chief People Officer of the Company shall be invited to the meetings of the Committee except for the cases in which the matter to be discussed by the Committee relates exclusively to them.

3.3. The Chairman of the Committee regularly informs the Board of Directors about the meetings of the Committee, and the Committee prepares at least one report for the Board of Directors in the given business year.

Approval

These Rules of Procedure were approved by the Board of Directors of Magyar Telekom Telecommunications Public Limited Company on December 5, 2019 by Resolution No. 8/11 (12.05.2019).