

Resolutions of the Board of Directors

extract from the Minutes of the Extraordinary Board of Directors Meeting of Magyar Telekom Telecommunications Public Limited Company held on April 16, 2021, started at 11:30 a.m.

Based on the authorisation set out in Section 9 (2) of Government Decree no. 502/2020. (XI. 16.) (the “Decree”), the Board of Directors adopted the following resolutions in the matters set on the published agenda of the Annual General Meeting convened for April 16, 2021, but not held due to the situation caused by the coronavirus epidemic (Covid-19).

In accordance with Section 9 (2) of the Decree the Board of Directors deviated from the resolution proposals of the published agenda items of the AGM as follows: (i) agenda item no. 4: dividend payment deadlines has been updated and the resolution proposal has been supplemented with reference to special deadline for subsequent GM approval, (ii) agenda item no. 5: the Board of Directors adopted no resolution in relation to the information of the Board of Directors on the purchase of treasury shares following the Annual General Meeting in 2020, (iii) agenda item no. 7: discharging the members of the Board of Directors in separate resolutions one by one, discharge is conditional upon confirmatory GM approval.

The Company notifies the shareholders that based on the Decree within the mandatory limitation period of 30 days after the end of the state of danger, the shareholders holding at least 1% of the votes may initiate the convening of the General Meeting for the subsequent approval of the below resolutions adopted by the Board of Directors. Those shareholders are entitled to the right for convocation of the General Meeting who are registered in the Share Register based on the identification procedure requested and conducted in connection with the General Meeting specified in the invitation of the Company published on March 12, 2021.

The convening of the General Meeting to subsequently approve the decisions on the financial statements and the use of the profit for the year may be initiated as described above, with the difference that shareholders shall be entitled to initiate the convening of the General Meeting by no later than May 16, 2021.

Failure to comply with the above deadlines – including the case where the shareholder’s request does not arrive to the Company by the last day of the deadline – results in the shareholders losing their right to initiate the convening 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 2020

The Board of Directors adopted no resolution in relation to this agenda item.

2. Approval of the 2020 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

Resolution of the Board of Directors No 2/2 (04.16.2021)

The Board of Directors approves the 2020 Consolidated Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Statements of Financial Position Total Assets of HUF 1,349,894 million and Profit for the year 2020 of HUF 46,317 million.

- 3. Approval of the 2020 Separate 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**

Resolution of the Board of Directors No 2/3 (04.16.2021)

The Board of Directors approves the 2020 Separate Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Statements of Financial Position Total Assets of HUF 1,258,844 million and Profit for the year 2020 of HUF 41,552 million.

- 4. Proposal of the Board of Directors for the use of the profit for the year earned in 2020; presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor; use of the profit for the year earned in 2020**

Resolution of the Board of Directors No 2/4 (04.16.2021)

A total dividend of HUF 15,311,396,940 shall be paid by the Company to the shareholders from the profit of 2020, the dividend on treasury shares will be distributed by the Company among the shareholders who are entitled to dividends. The HUF 15,311,396,940 to be disbursed as dividends shall be paid from the profit after tax of HUF 41,551,634,873 based on the Separate Financial Statements figures. The remaining amount of HUF 26,240,237,933 of the profit after tax based on the Separate Financial Statements figures shall be allocated to retained earnings.

June 2, 2021 shall be the first day of dividend disbursement. The record date of the dividend payment shall be May 21, 2021. On May 17, 2021, the Board of Directors of the Company shall publish a detailed announcement on the order of the dividend disbursement on the homepage of the Company and the Budapest Stock Exchange.

The dividends shall be paid by KELER Ltd., in compliance with the instructions of the Company.

If, based on Section 9 (6) of Government Decree no. 502/2020. (XI. 16.), shareholders holding at least 1% of the votes initiate the convening of the General Meeting until May 16, 2021, the dividend – in deviation from the above – shall only be paid out upon the General Meeting of the Company subsequently approving the financial statements and the dividend payment. In such a case, the Company's Board of Directors will inform the shareholders on potential changes affecting the timing of dividend payment in due time after the convening of the General Meeting.

- 5. Information of the Board of Directors on the purchase of treasury shares following the Annual General Meeting in 2020; authorization of the Board of Directors to purchase ordinary Magyar Telekom shares**

The Board of Directors adopted no resolution in relation to the information of the Board of Directors on the purchase of treasury shares following the Annual General Meeting in 2020.

Resolution of the Board of Directors No 2/5 (04.16.2021)

The Board of Directors adopts an authorisation to purchase Magyar Telekom ordinary shares, the purpose of which could be the following:

- to execute shareholder remuneration for 2021;
- to operate share-based incentive plans.

The authorization will be valid for 18 months starting from the date of approval of this 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) of Magyar Telekom Plc. The shares can be purchased through the stock exchange or on the OTC market. The equivalent value per share paid by Magyar Telekom Plc. may not be more than the value of total capital per share of Magyar Telekom Plc based on the last available separate audited financial statements whereas 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, based on the authorization set out in Section 9 (2) of Government Decree no. 102/2020. (IV. 10.), by Resolution no. 4/5 (04.24.2020.) of the Board of Directors is hereby repealed.

6. Approval of the Corporate Governance and Management Report

Resolution of the Board of Directors No 2/6 (04.16.2021)

The Board of Directors approves the Corporate Governance and Management Report of the Company for the 2020 business year.

7. Discharging the members of the Board of Directors from liability

Resolution of the Board of Directors No 2/7 (04.16.2021)

The Board of Directors declares that the management activities of Dodonova Daria Aleksandrovna, member of the Board of Directors of the Company, were carried out in an appropriate manner in the 2020 business year and decides to discharge her from liability with respect to the 2020 business year. The discharge from liability confirms that Dodonova Daria Aleksandrovna, has performed the management of the Company in 2020 by giving primacy of the interests of the Company. This resolution shall become effective retroactively on the date hereof, conditional upon subsequent approval by the General Meeting of the Company.¹

Resolution of the Board of Directors No 2/8 (04.16.2021)

The Board of Directors declares that the management activities of Gábor Fekete, member of the Board of Directors of the Company, were carried out in an appropriate manner in the 2020 business year and decides to discharge him from liability with respect to the 2020 business year. The discharge from liability confirms that Gábor Fekete has performed the management of the Company in 2020 by giving primacy to the interests of the Company. This resolution shall become effective retroactively on the date hereof, conditional upon subsequent approval by the General Meeting of the Company.²

Resolution of the Board of Directors No 2/9 (04.16.2021)

The Board of Directors declares that the management activities of Dr. Robert Hauber, member of the Board of Directors of the Company, were carried out in an appropriate manner in the 2020 business year and decides to discharge him from liability with respect to the 2020 business year. The discharge from liability confirms that Dr. Robert Hauber has performed the management of the Company in 2020 by giving primacy to the interests of the Company. This resolution shall become effective retroactively on the

¹ Dodonova Daria Aleksandrovna abstained from voting on this resolution.

² Gábor Fekete abstained from voting on this resolution.

date hereof, conditional upon subsequent approval by the General Meeting of the Company.³

Resolution of the Board of Directors No 2/10 (04.16.2021)

The Board of Directors declares that the management activities of Ralf Nejedl, member of the Board of Directors of the Company, were carried out in an appropriate manner in the 2020 business year and decides to discharge him from liability with respect to the 2020 business year. The discharge from liability confirms that Ralf Nejedl has performed the management of the Company in 2020 by giving primacy to the interests of the Company. This resolution shall become effective retroactively on the date hereof, conditional upon subsequent approval by the General Meeting of the Company.⁴

Resolution of the Board of Directors No 2/11 (04.16.2021)

The Board of Directors declares that the management activities of Frank Odzuck, member of the Board of Directors of the Company, were carried out in an appropriate manner in the 2020 business year and decides to discharge him from liability with respect to the 2020 business year. The discharge from liability confirms that Frank Odzuck has performed the management of the Company in 2020 by giving primacy to the interests of the Company. This resolution shall become effective retroactively on the date hereof, conditional upon subsequent approval by the General Meeting of the Company.⁵

Resolution of the Board of Directors No 2/12 (04.16.2021)

The Board of Directors declares that the management activities of Péter Ratatics, member of the Board of Directors of the Company, were carried out in an appropriate manner in the 2020 business year and decides to discharge him from liability with respect to the 2020 business year. The discharge from liability confirms that Péter Ratatics has performed the management of the Company in 2020 by giving primacy to the interests of the Company. This resolution shall become effective retroactively on the date hereof, conditional upon subsequent approval by the General Meeting of the Company.⁶

Resolution of the Board of Directors No 2/13 (04.16.2021)

The Board of Directors declares that the management activities of Tibor Rékasi, member of the Board of Directors of the Company, were carried out in an appropriate manner in the 2020 business year and decides to discharge him from liability with respect to the 2020 business year. The discharge from liability confirms that Tibor Rékasi has performed the management of the Company in 2020 by giving primacy to the interests of the Company. This resolution shall become effective retroactively on the date hereof, conditional upon subsequent approval by the General Meeting of the Company.⁷

Resolution of the Board of Directors No 2/14 (04.16.2021)

The Board of Directors declares that the management activities of Éva Somorjai-Tamássy, member of the Board of Directors of the Company, were carried out in an appropriate manner in the 2020 business year and decides to discharge her from liability with respect to the 2020 business year. The discharge from liability confirms that Éva Somorjai-Tamássy has performed the management of the Company in 2020 by giving primacy to the interests of the Company. This resolution shall become effective

³ Dr. Robert Hauber abstained from voting on this resolution.

⁴ Ralf Nejedl abstained from voting on this resolution.

⁵ Frank Odzuck abstained from voting on this resolution.

⁶ Péter Ratatics abstained from voting on this resolution.

⁷ Tibor Rékasi abstained from voting on this resolution.

retroactively on the date hereof, conditional upon subsequent approval by the General Meeting of the Company.⁸

8. Remuneration of the members of the Board of Directors

The Board of Directors adopted no resolution in relation to this agenda item.

9. Decision on the capital decrease of the Company and in relation to this modification of the Articles of Association

The Board of Directors adopted no resolution in relation to this agenda item.

10. 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

Resolution of the Board of Directors No 2/15 (04.16.2021)

The Board of Directors 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 2021 business year in accordance with the submission, for the period ending May 31st, 2022 or if the Annual General Meeting closing the 2021 business year will be held prior to May 31st, 2022 then on the date thereof.

Personally responsible registered auditor appointed by the Statutory Auditor: Zoltán Bárdy (chamber membership number: 007346).

In the event he is incapacitated, the appointed deputy auditor is: Szilvia Szabados (chamber membership number: 005314).

The Board of Directors approves HUF 237,843,000 + VAT + 8 % related costs + VAT to be the Statutory Auditor's annual compensation to perform audit services for the 2021 business year, covering the audits of the Separate Financial Statements and the Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS).

The Board of Directors approves the contents of the material elements of the contract to be concluded with the Statutory Auditor according to the submission.

⁸ Éva Somorjai-Tamássy abstained from voting on this resolution.