

# ANNOUNCEMENT OF MAGYAR TELEKOM PLC. HUNGARY'S LEADING TELECOMMUNICATIONS COMPANY

The Board of Directors of Magyar Telekom Telecommunications Public Limited Company (registered seat: 1097 Budapest, Könyves Kálmán krt. 36., 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 (the AGM)  
at 11.00 a.m. on April 16, 2021.

(CAPS COAF ID: HU20210114000427)

***The Company informs its Shareholders that – based on Government Decree no. 502/2020. (XI. 16.) (hereinafter: the "Decree") – it is not possible to hold the AGM in person and the Board of Directors of the Company will decide on the matters set on the published agenda of the AGM.***

***The Company continues to monitor the future changes in the epidemic and relevant laws, authority decisions and communication that may affect the AGM and, if needed, it will inform its Shareholders in due course regarding any information concerning the AGM.***

***Should the Decree not be applicable on the day of the AGM and there are no other legislative provisions restricting or excluding the holding of the AGM, the AGM will be held in person with health protection measures, of which the Company will duly inform its Shareholders.***

***We kindly request our Shareholders to follow the website of the Company in relation with the AGM.***

## VENUE OF THE GENERAL MEETING:

The Headquarters of Magyar Telekom Puskás Tivadar conference hall  
1097 Budapest, 9th district, Könyves Kálmán krt. 36.

Way of organizing the General Meeting: attendance in person (if allowed by the legislation in force on the day of the AGM, otherwise the Board of Directors of the Company will decide in the matters set on the agenda of the AGM based on the Decree)

## 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 2020;**

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;
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;
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;
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;
6. Approval of the Corporate Governance and Management Report;
7. Discharging the members of the Board of Directors from liability;
8. Remuneration of the members of the Board of Directors;<sup>1</sup>
9. Decision on the capital decrease of the Company and in relation to this modification of the Articles of Association;<sup>2</sup>
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.

## CONDITIONS FOR PARTICIPATION AND EXERCISING VOTING RIGHTS AT THE GENERAL MEETING

### **IF THE BOARD OF DIRECTORS OF THE COMPANY WILL DECIDE IN THE MATTERS SET ON THE AGENDA OF THE AGM**

***The Company draws the attention of its Shareholders that if, based on the Decree, shareholders holding at least 1% of the votes initiate the convening of the General Meeting within a limitation period of 30 days of the disclosure of the resolutions on the financial statements and the dividend payment, the dividend 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.***

***The Company draws the attention of its Shareholders that based on the Decree, within a 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 resolutions made by the Board of Directors.***

<sup>1</sup> only if the annual general meeting takes place

<sup>2</sup> only if the annual general meeting takes place, Board of Directors of a company limited by shares may not decide on the decrease of the registered capital based on the Decree

**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.**

**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 originally published invitation or in the notice published in accordance with the Decree. The provisions regarding the registration to the Share Register prior to the general meeting shall apply for the identification procedure and registration to the Share Register.**

Exercising shareholders’ rights is verified by way of the identification procedure ordered by the Company.

Shareholders whose name are registered in the Share Register as a result of the identification procedure ordered by the Company for the General Meeting may exercise shareholder’s rights at the General Meeting either in person or through a duly authorized representative or by a nominee. Shareholders and authorised representatives shall identify themselves during the registration of the General Meeting.

- 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 Register. Persons who certify their share ownership 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 Register, may participate at the General Meeting, but may not exercise shareholders’ rights.
- b) Any proxy given to a duly authorized representative shall be set forth in a notarized document or a private document with full probative force. Members of the Board of Directors, the Supervisory Board and the Statutory Auditor may not function as a representative of a shareholder. The proxy, in accordance with the effective law from time to time, shall contain clearly and expressively:
  - a) the shareholder’s statement for authorization for the representative,
  - b) the shareholder as Principal and the representative as proxy,
  - c) the proxy is valid for one general meeting or a fixed period of time, but not exceeding twelve months,
  - d) whether it covers the resumption of the suspended general meeting and the general meeting re-convened due lack of quorum,
  - e) any further possible limitation of the proxy.

Where a shareholder is represented by more than one representatives, and if these representatives are contradicted in their votes or statements, all such votes and statements shall be considered null and void.

If the proxy was prepared abroad the proxy must meet the requirements of the laws on the certification and legalisation of formal foreign documents. Accordingly, unless otherwise specified by bilateral international agreements, the certification and/or legalisation of the document is needed, or if the given country is a party to the relevant international Apostille convention, the document will require an Apostille. Further details can be obtained at the respective Hungarian embassy.

The proxy shall be submitted during registration.

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 original documents issued by a public authority or office (e.g. certificate of incorporation which may not be older than 30 days) or by a public notary. The notary deed shall undoubtedly verify the existence of the Principal and the authorization of the signatories of the proxy. 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 by authorized representatives, the provisions of Section a), including the provisions on the proof of identity, shall apply accordingly.

- c) Securities account managers, registered in the Share Register and acting as nominees may act on behalf of the shareholder pursuant to Act CXX of 2001 (Act on Capital Markets).

The holder of each Series "A" ordinary share shall be entitled to one vote at the General Meeting of the Company.

The names of shareholders and nominees who intend to participate at the General Meeting shall be registered in the Share Register on the second working day (April 14, 2021) prior to the starting date of the General Meeting. Shareholders' rights and in particular voting rights may be exercised at the General Meeting only by the persons whose names are contained in the Share Register at the time it was closed. Transfer of shares prior to the starting date of the General Meeting does not affect the right of persons registered in the Share Register to participate at the General Meeting and to exercise their shareholders' rights thereat. Shareholders whose names have not been entered into the Share Register and shareholders who acquired their shares in violation of the restrictions to the transfer and the acquisition of shares shall not be allowed to exercise their rights attached to such shares vis-à-vis the Company.

With regard to registration in the Share Register of the General Meeting the Company will request the owner identification of ordinary shares without blocking from KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter referred to as 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 9, 2021. Where the identification procedure is requested by the Company, the keeper of the Share Register shall delete all data contained in the Share Register at the time of the identification procedure, and shall simultaneously enter the data obtained upon the identification procedure into the Share Register. Based on the shareholders' instructions registration of shareholders in the Share Register shall be ensured by the shareholders' securities account managers who shall forward the shareholders' data to KELER Zrt. Shareholders are informed by their securities account manager of the execution deadline for giving instructions, as corporate event, to be registered in the Share Register. The Company shall not be responsible for the consequences of any failure on behalf of securities account manager.

The closing of the Share Register will take place on April 14, 2021.

Registration will start at 9.00 a.m. on the day of the General Meeting and will be guaranteed continuously during the General Meeting.

Our shareholders are kindly reminded that they may exercise their shareholders rights at the General Meeting only after registration, so it is proposed to arrive at the place of the General Meeting by no later than 30 minutes prior to the start of the General Meeting. For the sake of the successful registration we kindly request our shareholders to bring all the documents which are required to verify their identity and right to representation and the proxy. During registration the Company will verify the personal identity of the shareholders based on the data recorded in the Share Register.

If the General Meeting does not have a quorum, the Board of Directors convenes the repeated General Meeting to April 27, 2021 at 11.00 a.m. with the same agenda and at the same venue (The Headquarters of Magyar Telekom Puskás Tivadar conference hall 1097 Budapest, 9th district, Könyves Kálmán krt. 36.). Registration will start at 9.00 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.

## INFORMATION ON THE REASON, AMOUNT AND METHOD OF IMPLEMENTATION OF THE CAPITAL DECREASE<sup>3</sup>

Reason of the capital decrease: withdrawal of equity.

Amount of the capital decrease:

By cancellation of 13,146,399 pieces dematerialized series "A" ordinary shares, each with the face value of HUF 100 owned by the Company (treasury shares), decrease of the share capital with HUF 1,314,639,900 to HUF 102,959,614,400.

Method of implementation of the capital decrease:

Decrease of the number of 1,042,742,543 pieces of dematerialized series "A" ordinary shares, each with the face value of HUF 100 with 13,146,399 pieces of shares owned by the Company (treasury shares).

## SHAREHOLDERS' RIGHTS TO INFORMATION

Each shareholder complying with the above conditions has the right to participate at the General Meeting, to request information, make remarks and motions, and if holding shares with voting rights, to vote at the General Meeting.

The Board of Directors shall provide the necessary information, at the latest three days before the date of the General Meeting, to all shareholders with respect to the agenda items of the General Meeting, upon written request submitted at least eight days prior to the date of the General Meeting.

## SUPPLEMENTS TO THE AGENDA OF THE GENERAL MEETING

If shareholders together controlling at least one per cent of the votes in the Company notify the Board of Directors - in accordance with the provisions on setting the items of the agenda – of the supplementation of the agenda, or the resolution proposal with respect to the items on or to be added to the agenda within eight days following the publication of the notice for the convocation of the General Meeting, the Board of Directors publishes a notice on the supplemented agenda and the resolution proposals submitted by shareholders following the receipt of such proposal. The matter published in the notice shall be construed to have been placed on the agenda.

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<sup>3</sup> only if the annual general meeting takes place, Board of Directors of a company limited by shares may not decide on the decrease of the registered capital based on the Decree

## AVAILABILITY OF THE RESOLUTION PROPOSALS AND DOCUMENTS OF THE GENERAL MEETING

Documents available in writing and required by Section 3:272(3) of the Civil Code, of the General Meeting to be held on April 16, 2021 will be available subsequent to the publication on the website of the Company from March 25, 2021 at the customer service office of KELER Zrt. (1074 Budapest, Rákóczi út 70-72. V. emelet) on working days between 9.00 a.m. – 3.00 p.m., on the website of the Company ([www.telekom.hu](http://www.telekom.hu)), on the website of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and at the place of the General Meeting from the commencement of registration (April 16, 2021, 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 12, 2021

The Board of Directors of Magyar Telekom Telecommunications Public Limited Company