

## RESOLUTIONS OF THE 2013 ANNUAL GENERAL MEETING OF MAGYAR TELEKOM PLC.

Budapest – April 15, 2013 – 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 12, 2013.

### Resolution No. 1/2013 (IV.12.)

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

The General Meeting adopts this Resolution with 647 730 008 affirmative votes (95.00%), 116 656 negative votes (0.02%), and 20 643 553 abstentions (3.03%).

### Resolution No. 2/2013 (IV.12.)

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

The General Meeting adopts this Resolution with 647 809 788 affirmative votes (95.01%), 26 990 negative votes (0.00%), and 20 656 801 abstentions (3.03%).

### Resolution No. 3/2013 (IV.12.)

**The General Meeting elects dr. Gabriella Bognár, in-house legal counsel as Keeper of the Minutes. Further that electing Mr. Roman Zitz, representative of MagyarCom Holding GmbH as authenticator of the Minutes.**

The General Meeting adopts this Resolution with 647 618 946 affirmative votes (94.98%), 118 840 negative votes (0.02%), and 20 651 461 abstentions (3.03%).

### Resolution No. 4/2013 (IV.12.)

**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 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.**

The General Meeting adopts this Resolution with 647 627 924 affirmative votes (94.98%), 114 408 negative votes (0.02%), and 20 646 915 abstentions (3.03%).

**Resolution No. 5/2013 (IV.12.)**

The General Meeting approves the 2012 Consolidated Financial Statements of Magyar Telekom Plc., prepared according to the International Financial Reporting Standards (IFRS), as endorsed by the EU including Balance Sheet Total Assets of HUF 1,057,844 million and Profit for the year 2012 of HUF 45,855 million.

The General Meeting adopts this Resolution with 667 214 870 affirmative votes (97.85%), 128 451 negative votes (0.02%), and 14 456 572 abstentions (2.12%).

**Resolution No. 6/2013 (IV.12.)**

The General Meeting approves the 2012 Standalone Financial statements of the Company prepared according to the Hungarian Accounting Regulations (HAR), including Balance Sheet Total Assets of HUF 880,312 million and After-tax Net Income of HUF 30,792 million.

The General Meeting adopts this Resolution with 681 672 256 affirmative votes (99.97%), 119 139 negative votes (0.02%), and 7 898 abstentions (0.00%).

**Resolution No. 7/2013 (IV.12.)**

A dividend of HUF 50 per ordinary share (with a face value of HUF 100) shall be paid to the shareholders from the profit of 2012.

The HUF 52,117,584,050 to be disbursed as dividends shall be paid from the after-tax profits of HUF 30,791,563,578 based on HAR figures, and the remaining amount of HUF 21,326,020,472 shall be paid from retained earnings.

May 16, 2013 shall be the first day of dividend disbursement. The record date shall be May 9, 2013.

On April 22, 2013, the Board of Directors of Magyar Telekom Plc. shall publish a detailed announcement on the order of dividend disbursement on the homepage of the Company and the Budapest Stock Exchange.

The dividends shall be paid by KELER Ltd., in compliance with Magyar Telekom Plc's instructions.

The General Meeting adopts this Resolution with 681 765 521 affirmative votes (99.99%), 34 372 negative votes (0.01%), and 0 abstentions (0.00%).

**Resolution No. 8/2013 (IV.12.)**

The General Meeting authorizes the Board of Directors to purchase Magyar Telekom ordinary shares, the purpose of which could be the following:

- to supplement Magyar Telekom's current shareholder remuneration policy in line with international practice;
- to operate a share based management incentive plan.

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. 18/2012 (IV.16.) of the General Meeting is hereby repealed.**

The General Meeting adopts this Resolution with 681 555 398 affirmative votes (99.96%), 32 452 negative votes (0.00%), and 189 938 abstentions (0.03%).

#### **Resolution No. 9/2013 (IV.12.)**

**The General Meeting has reviewed and approves the Corporate Governance and Management Report for the business year of 2012 of the Company.**

The General Meeting adopts this Resolution with 681 569 934 affirmative votes (99.96%), 119 738 negative votes (0.02%), and 110 221 abstentions (0.02%).

#### **Resolution No. 10/2013 (IV.12.)**

**The General Meeting of Magyar Telekom Plc. - having evaluated the work in the previous financial year of the Board of Directors members of the Company - hereby decides to grant the relief from liability for the members of the Board of Directors of the Company with respect to the 2012 business year in accordance with Section 30 (5) of Act IV of 2006 on Business Associations. By granting this relief, the General Meeting confirms that the members of the Board of Directors have performed their work in 2012 by giving priority to the interests of the Company. The relief from liability granted by this resolution shall be cancelled in the event of a subsequent binding court ruling declaring the information based on which the relief of liability was granted was false or insufficient.**

The General Meeting adopts this Resolution with 681 460 264 affirmative votes (99.94%), 42 055 negative votes (0.01%), and 197 564 abstentions (0.03%).

#### **Resolution No. 11/2013 (IV.12.)**

**The General Meeting elects dr. Ferri Abolhassan to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 560 611 affirmative votes (99.96%), 6 464 negative votes (0.00%), and 196 506 abstentions (0.03%).

#### **Resolution No. 12/2013 (IV.12.)**

**The General Meeting elects Mrs. Kerstin Günther to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then her assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 665 543 affirmative votes (99.97%), 92 551 negative votes (0.01%), and 9 819 abstentions (0.00%).

#### **Resolution No. 13/2013 (IV.12.)**

**The General Meeting elects Mr. Thilo Kusch to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 665 543 affirmative votes (99.97%), 5 864 negative votes (0.00%), and 9 819 abstentions (0.00%).

**Resolution No. 14/2013 (IV.12.)**

**The General Meeting elects Mr. Christopher Mattheisen to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 675 645 041 affirmative votes (99.09%), 6 114 974 negative votes (0.90%), and 7 898 abstentions (0.00%).

**Resolution No. 15/2013 (IV.12.)**

**The General Meeting elects Mr. György Mosonyi to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 561 201 affirmative votes (99.96%), 105 874 negative votes (0.02%), and 92 940 abstentions (0.01%).

**Resolution No. 16/2013 (IV.12.)**

**The General Meeting elects Mr. Günter Mossal to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 465 533 affirmative votes (99.95%), 5 864 negative votes (0.00%), and 196 516 abstentions (0.03%).

**Resolution No. 17/2013 (IV.12.)**

**The General Meeting elects Mr. Frank Odzuck to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 565 543 affirmative votes (99.96%), 92 551 negative votes (0.01%), and 9 819 abstentions (0.00%).

**Resolution No. 18/2013 (IV.12.)**

**The General Meeting elects dr. Mihály Patai to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 644 909 affirmative votes (99.98%), 10 774 negative votes (0.00%), and 12 230 abstentions (0.00%).

**Resolution No. 19/2013 (IV.12.)**

**The General Meeting elects dr. Ralph Rentschler to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 562 564 affirmative votes (99.96%), 8 843 negative votes (0.00%), and 196 506 abstentions (0.03%).

**Resolution No. 20/2013 (IV.12.)**

**The General Meeting elects Ms. Branka Skaramuca to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then her assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 561 964 affirmative votes (99.96%), 96 130 negative votes (0.01%), and 9 819 abstentions (0.00%).

**Resolution No. 21/2013 (IV.12.)**

**The General Meeting elects dr. János Bitó to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 566 475 affirmative votes (99.97%), 0 negative votes (0.00%), and 198 917 abstentions (0.03%).

**Resolution No. 22/2013 (IV.12.)**

**The General Meeting elects Mr. Attila Bujdosó to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 561 965 affirmative votes (99.96%), 95 529 negative votes (0.01%), and 107 898 abstentions (0.02%).

**Resolution No. 23/2013 (IV.12.)**

**The General Meeting elects dr. János Illéssy to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 561 964 affirmative votes (99.96%), 95 530 negative votes (0.01%), and 107 898 abstentions (0.02%).

**Resolution No. 24/2013 (IV.12.)**

**The General Meeting elects dr. Sándor Kerekes to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 562 367 affirmative votes (99.96%), 186 687 negative votes (0.03%), and 16 338 abstentions (0.00%).

**Resolution No. 25/2013 (IV.12.)**

**The General Meeting elects Mr. Konrad Kreuzer to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 560 826 affirmative votes (99.97%), 94 019 negative votes (0.01%), and 107 898 abstentions (0.02%).

**Resolution No. 26/2013 (IV.12.)**

**The General Meeting elects Mr. Tamás Lichnovszky to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.**

The General Meeting adopts this Resolution with 681 564 944 affirmative votes (99.97%), 92 148 negative votes (0.01%), and 108 300 abstentions (0.02%).

**Resolution No. 27/2013 (IV.12.)**

The General Meeting elects Mr. Martin Meffert to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 565 543 affirmative votes (99.97%), 87 090 negative votes (0.01%), and 113 359 abstentions (0.02%).

**Resolution No. 28/2013 (IV.12.)**

The General Meeting elects Ms. Éva Óz to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then her assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 565 346 affirmative votes (99.97%), 86 687 negative votes (0.01%), and 107 898 abstentions (0.02%).

**Resolution No. 29/2013 (IV.12.)**

The General Meeting elects dr. László Pap to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 564 944 affirmative votes (99.97%), 92 148 negative votes (0.01%), and 108 300 abstentions (0.02%).

**Resolution No. 30/2013 (IV.12.)**

The General Meeting elects dr. Károly Salamon to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 557 633 affirmative votes (99.97%), 8 842 negative votes (0.00%), and 112 230 abstentions (0.02%).

**Resolution No. 31/2013 (IV.12.)**

The General Meeting elects Mrs. Zsoltné Varga to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then her assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 547 732 affirmative votes (99.97%), 95 127 negative votes (0.01%), and 107 898 abstentions (0.02%).

**Resolution No. 32/2013 (IV.12.)**

The General Meeting elects dr. Konrad Wetzker to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 558 612 affirmative votes (99.97%), 87 090 negative votes (0.01%), and 112 230 abstentions (0.02%).

**Resolution No. 33/2013 (IV.12.)**

The General Meeting elects dr. János Bitó to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 560 342 affirmative votes (99.97%), 92 550 negative votes (0.01%), and 12 230 abstentions (0.00%).

**Resolution No. 34/2013 (IV.12.)**

The General Meeting elects dr. János Illéssy to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 570 405 affirmative votes (99.97%), 87 089 negative votes (0.01%), and 107 898 abstentions (0.02%).

**Resolution No. 35/2013 (IV.12.)**

The General Meeting elects dr. Sándor Kerekes to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 565 346 affirmative votes (99.97%), 186 687 negative votes (0.03%), and 13 359 abstentions (0.00%).

**Resolution No. 36/2013 (IV.12.)**

The General Meeting elects dr. László Pap to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 570 135 affirmative votes (99.97%), 87 089 negative votes (0.01%), and 7 898 abstentions (0.00%).

**Resolution No. 37/2013 (IV.12.)**

The General Meeting elects dr. Károly Salamon to the member of the Audit Committee of Magyar Telekom Plc. until May 31, 2016, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then his assignment lasts until the date of the General Meeting.

The General Meeting adopts this Resolution with 681 550 165 affirmative votes (99.97%), 94 018 negative votes (0.01%), and 115 209 abstentions (0.02%).

**Resolution No. 38/2013 (IV.12.)**

The General Meeting elects as Auditor of Magyar Telekom Plc. (the "Company")

PricewaterhouseCoopers Auditing Ltd. (Registered office: 1077 Budapest, Wesselényi u. 16; company registration number: 01-09-063022; registration number: 001464)

to perform audit services for the year 2013, for the period ending May 31st 2014 or if the Annual General Meeting closing the 2013 business year will be held prior to May 31st 2014 then on the date thereof.

Personally responsible registered auditor appointed by the 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 191 151 000 + VAT + 8 % related costs + VAT be the Auditor's annual compensation, covering the audit of the financial statements of the Company prepared in accordance with the Hungarian Accounting Act and also the audit of the consolidated financial statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS).

The General Meeting approves the contents of the material elements of the contract to be concluded with the Auditor according to the submission.

The General Meeting adopts this Resolution with 681 566 685 affirmative votes (99.97%), 92 720 negative votes (0.01%), and 107 908 abstentions (0.02%).