

Resolutions of the General Meeting

extract from the Minutes of the Annual General Meeting of
Magyar Telekom Telecommunications Public Limited Company
held at its registered seat (1013 Budapest, Krisztina krt. 55.) on April 16, 2012, started at 11:04 a.m.

Resolution No. 1/2012 (IV.16.)

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

The General Meeting adopts this Resolution with 648,226,955 affirmative votes (95.37%), 21,770 negative votes (0.00%), and 31,216,380 abstentions (4.59%).

Resolution No. 2/2012 (IV.16.)

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

The General Meeting adopts this Resolution with 679,664,728 affirmative votes (100.00%), 250 negative votes (0.00%), and 4,459 abstentions (0.00%).

Resolution No. 3/2012 (IV.16.)

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 679,660,138 affirmative votes (100.00%), 7,100 negative votes (0.00%), and 2,799 abstentions (0.00%).

Resolution No. 4/2012 (IV.16.)

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 2011;
2. Decision on the approval of the 2011 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 2011 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 2011; 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 2011, on the payment of dividends;
5. Decision on the approval of the Corporate Governance and Management Report;
6. Decision on granting relief from liability to the members of the Board of Directors;
7. Decision on the amendments of the Articles of Association of Magyar Telekom Plc.: 1.4. Sites and Branch Offices of the Company; 2.5. Shareholders' Register (2.5.3.); 6.2. Matters within the Exclusive Scope of Authority of the General Meeting (a), (u); 7.4. Rules of Procedure and Chairman of the Board of Directors (7.4.1. (p)); 8.7. Audit Committee; 10. Signature on Behalf of the Company;
8. Amendment of the Remuneration Guidelines;
9. Authorization of the Board of Directors to purchase ordinary Magyar Telekom shares;
10. Election of Member(s) of the Board of Directors;
11. Election of an employee representative member of the Supervisory Board;

12. Election and determination of the remuneration of the Company's Auditor. Election of the Auditor personally responsible for the audit and the appointed Deputy Auditor, furthermore, in relation to this, determination of the contents of the material elements of the contract to be concluded with the auditor.

The General Meeting adopts this Resolution with 679,597,548 affirmative votes (99.99%), 100 negative votes (0.00%), and 72,389 abstentions (0.01%).

Resolution No. 5/2012 (IV.16.)

The General Meeting approves the 2011 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards (IFRS), as endorsed by the EU including Balance Sheet Total Assets of HUF 1,098,028 million and Profit for the year 2011 of HUF 3,179 million.

The General Meeting adopts this Resolution with 662,501,962 affirmative votes (97.47%), 6,375 negative votes (0.00%), and 17,160,850 abstentions (2.52%).

Resolution No. 6/2012 (IV.16.)

The General Meeting approves the Y2011 Annual Report of the Company prepared according to the Hungarian Accounting Regulations (HAR), including Balance Sheet Total Assets of HUF 918,414 million and After-tax Net Income of HUF 31,675 million.

The General Meeting adopts this Resolution with 679,655,763 affirmative votes (100.00%), 100 negative votes (0.00%), and 7,039 abstentions (0.00%).

Resolution No. 7/2012 (IV.16.)

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 2011.

The HUF 52,117,584,050 to be disbursed as dividends shall be paid from the after-tax profits of HUF 31,674,886,710 based on HAR figures, and the remaining amount of HUF 20,442,697,340 shall be paid from retained earnings.

May 15, 2012 shall be the first day of dividend disbursement. The record date shall be May 8, 2012.

On April 20, 2012, 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 679,656,802 affirmative votes (100.00%), 100 negative votes (0.00%), and 12,385 abstentions (0.00%).

Resolution No. 8/2012 (IV.16.)

The General Meeting has reviewed and approves the Corporate Governance and Management Report for the business year of 2011 of the Company.

The General Meeting adopts this Resolution with 679,452,021 affirmative votes (99.97%), 212,485 negative votes (0.03%), and 4,381 abstentions (0.00%).

Resolution No. 9/2012 (IV.16.)

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 2011 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 2011 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 679,631,081 affirmative votes (99.99%), 100 negative votes (0.00%), and 5,521 abstentions (0.00%).

Resolution No. 10/2012 (IV.16.)

The General Meeting approves the amendment of Section 1.4. of the Articles of Association according to the submission.

The General Meeting adopts this Resolution with 679,665,588 affirmative votes (100.00%), 2,899 negative votes (0.00%), and 400 abstentions (0.00%).

Resolution No. 11/2012 (IV.16.)

The General Meeting approves the amendment of Section 2.5.3. of the Articles of Association according to the submission.

The General Meeting adopts this Resolution with 679,582,108 affirmative votes (99.99%), 5,519 negative votes (0.00%), and 73,360 abstentions (0.01%).

Resolution No. 12/2012 (IV.16.)

The General Meeting approves the amendment of Section 6.2. (a) of the Articles of Association according to the submission.

The General Meeting adopts this Resolution with 679,656,461 affirmative votes (100.00%), 6,484 negative votes (0.00%), and 5,342 abstentions (0.00%).

Resolution No. 13/2012 (IV.16.)

The General Meeting approves the supplementation of the Articles of Association with Section 6.2. (u) and the amendment of Section 6.2. according to the submission.

The General Meeting adopts this Resolution with 679,456,191 affirmative votes (99.97%), 206,484 negative votes (0.03%), and 5,332 abstentions (0.00%).

Resolution No. 14/2012 (IV.16.)

The General Meeting approves the supplementation of Section 7.4.1. of the Articles of Association with subsection (p) according to the submission.

The General Meeting adopts this Resolution with 679,448,785 affirmative votes (99.97%), 207,251 negative votes (0.03%), and 5,342 abstentions (0.00%).

Resolution No. 15/2012 (IV.16.)

The General Meeting approves the amendment of Section 8.7. of the Articles of Association according to the submission.

The General Meeting adopts this Resolution with 679,653,691 affirmative votes (100.00%), 7,251 negative votes (0.00%), and 7,375 abstentions (0.00%).

Resolution No. 16/2012 (IV.16.)

The General Meeting approves the amendment of Section 10. of the Articles of Association according to the submission.

The General Meeting adopts this Resolution with 679,665,188 affirmative votes (100.00%), 1,099 negative votes (0.00%), and 2,000 abstentions (0.00%).

Resolution No. 17/2012 (IV.16.)

The General Meeting makes a non-mandatory decision on the amendments of Magyar Telekom Plc's Remuneration Guidelines, as stated in the submission.

The General Meeting adopts this Resolution with 679,634,877 affirmative votes (99.99%), 20,478 negative votes (0.00%), and 8,200 abstentions (0.00%).

Resolution No. 18/2012 (IV.16.)

The General Meeting authorizes the Board of Directors to purchase a total of up to 104,274,254 ordinary shares (with a face value of HUF 100 each) of Magyar Telekom Plc. The purpose of the authorization is to supplement Magyar Telekom's current shareholder remuneration policy in line with international practice. The purchased shares might also be used for management remuneration.

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 may not at any time account for more than 10% of the share capital (i.e. up to 104,274,254 ordinary shares) 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. 8/2011 (IV.12.) of the General Meeting is hereby repealed.

The General Meeting adopts this Resolution with 679,450,059 affirmative votes (99.97%), 9,051 negative votes (0.00%), and 2,160 abstentions (0.00%).

Resolution No. 19/2012 (IV.16.)

The General Meeting elects Mr. Günter Mossal to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, 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 679,016,579 affirmative votes (99.90%), 437,114 negative votes (0.06%), and 204,869 abstentions (0.03%).

Resolution No. 20/2012 (IV.16.)

The General Meeting elects Mr. György Mosonyi to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, 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 619,257,859 affirmative votes (91.11%), 5,625 negative votes (0.00%), and 31,213,621 abstentions (4.59%).

Resolution No. 21/2012 (IV.16.)

The General Meeting elects Dr. Mihály Patai to the member of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, 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 619,250,224 affirmative votes (91.11%), 2,050 negative votes (0.00%), and 31,224,631 abstentions (4.59%).

Resolution No. 22/2012 (IV.16.)

The General Meeting elects Mrs. Éva Óz to the member of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, 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 679,663,728 affirmative votes (100.00%), 600 negative votes (0.00%), and 4,420 abstentions (0.00%).

Resolution No. 23/2012 (IV.16.)

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)

personally Szilvia Szabados as registered Auditor
Chamber membership number: 005314
Address: 1031 Budapest, Amfiteátrum u. 25 VI/53
Mother's maiden name: Terézia Bukó

to perform audit services for the year 2012, for the period ending May 31st 2013 or if the Annual General Meeting closing the 2012 fiscal year will be held prior to May 31st 2013 then on the date thereof.

In the event that Szilvia Szabados is incapacitated, the General Meeting elects Nikoletta Róka (chamber membership number: 005608, mother's maiden name: Györgyi Soós, address: 1163 Budapest, Gutenberg u. 17.) to act as responsible Auditor.

The General Meeting approves HUF 191,151,000 + VAT + 8% related costs + VAT be the Auditor's annual compensation, covering the audit of the annual financial statements of the Company prepared in accordance with the Hungarian Accounting Act and also the audit of the annual consolidated financial statements of the Magyar Telekom Group 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 679,659,196 affirmative votes (100.00%), 6,252 negative votes (0.00%), and 2,839 abstentions (0.00%).