



Investor Release

Magyar Telekom

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Magyar Telekom announcement in accordance with Section 55(2) of the Act on the Capital Markets

Budapest – February 27, 2014 – Magyar Telekom (Reuters: MTEL.BU and Bloomberg: MTELEKOM HB) (the “Company”), the leading Hungarian telecommunications service provider announces that Deutsche Telekom AG notified the Company on February 27, 2014 that the owner of CMobil B.V. has changed. T-Mobile Global Holding Nr. 2 GmbH, 100% owned by Deutsche Telekom AG, the Company’s indirect owner, increased the registered capital of another of its 100% owned subsidiary registered in the Netherlands, Deutsche Telekom Europe Holding B.V., through in-kind contribution of CMobil B.V. shares as of February 26, 2014. As a result of this Deutsche Telekom Europe Holding B.V. became the new 100% direct owner of CMobil B.V. and at the same time the indirect owner of Magyar Telekom, while the direct owner of 59.21% of Magyar Telekom’s voting rights attached to the shares remained CMobil B.V. Considering that CMobil B.V. is 100% owned by Deutsche Telekom Europe Holding B.V., whose direct 100% owner is T-Mobile Global Holding Nr. 2 GmbH and T-Mobile Global Holding Nr. 2 GmbH is 100% owned by Deutsche Telekom AG, as a result of the transaction the indirect voting rights and overall influence of Deutsche Telekom AG in Magyar Telekom remains unchanged provided that the indirect influence is to be exercised through three intermediary companies (CMobil B.V., Deutsche Telekom Europe Holding B.V. and T-Mobile Global Holding Nr. 2 GmbH) belonging to the Deutsche Telekom Group.

Standard Form for major holding notification (for Voting rights attached to shares, and for Financial instruments)ⁱ

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedⁱⁱ:
Magyar Telekom Nyrt.
2. Reason for the notification (please tick the appropriate box or boxes):
 - an acquisition or disposal of voting rights
 - an acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached
 - an event changing the breakdown of voting rights
3. Full name of person(s) subject to the notification obligationⁱⁱⁱ: **Deutsche Telekom Europe Holding B.V.**
4. Full name of shareholder(s) (if different from 3.)^{iv}:
5. Date of the transaction and date on which the threshold is crossed or reached^v: **February 26, 2014**
6. Threshold(s) that is/are crossed or reached: **indirect 50%**

7. Notified details:

A) Voting rights attached to shares								
Class/type of shares (if possible using the ISIN CODE)	Situation previous to the Triggering transaction ^{vi}		Resulting situation after the triggering transaction ^{vii}					
	Number of Shares ^{viii}	Number of Voting rights ^{ix}	Number of shares		Number of voting rights ^x		% of voting rights	
			Direct	Indirect ^{xii}	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
Series „A“ ordinary shares, HU0000073507 ISIN	617 436 759 ¹	617 436 759 ²			617 436 759 ³		59.21	
SUBTOTAL A (based on aggregate voting rights)	617 436 759⁴	617 436 759⁵			617 436 759⁶		59.21	

B) Financial Instruments				
Resulting situation after the triggering transaction ^{xiii}				
Type of financial instrument	Expiration Date ^{xiv}	Exercise/Conversion Period/ Date ^{xv}	Number of voting rights that may be acquired if the instrument is exercised/converted	% of voting rights
		SUBTOTAL B (in relation to all expiration dates)		

Total (A+B)	number of voting rights	% of voting rights
	617 436 759	59.21

8. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable^{xvi}: **Number of voting rights of CMobil B.V.: 617 436 759, percentage 59,21%. The new 100% direct owner of CMobil B.V. is Deutsche Telekom Europe Holding B.V. whose 100% direct owner is T-Mobile Global Holding Nr. 2 GmbH. T-Mobile Global Holding Nr. 2 GmbH's 100% direct owner is Deutsche Telekom AG.**

9. In case of proxy voting: **N/A.**

10. Additional information: **T-Mobile Global Holding Nr. 2 GmbH increased the registered capital of another of its direct 100% owned subsidiary, Deutsche Telekom Europe Holding B.V., through in-kind contribution of CMobil B.V. shares as of February 26, 2014. As a result of this Deutsche Telekom Europe Holding B.V. became the new 100% direct owner of CMobil B.V. and at the same time the indirect owner of Magyar Telekom, while the direct owner of 59.21% of Magyar Telekom's voting rights attached to the shares remained CMobil B.V. As a result of the transaction the indirect voting rights and influence of Deutsche Telekom AG, and generally, the voting rights and influence of Deutsche Telekom Group do not change provided that Deutsche Telekom AG will be able to exercise its indirect influence through three intermediary companies, CMobil B.V., Deutsche Telekom Europe Holding B.V. and T-Mobile Global Holding Nr. 2 GmbH, belonging to the Deutsche Telekom Group.**

¹ Number of shares / voting rights owned by CMobil B.V.

² Number of shares / voting rights owned by CMobil B.V.

³ Indirect number of shares / voting rights owned by Deutsche Telekom Europe Holding B.V. (direct number of shares / voting rights owned by CMobil B.V.).

⁴ Number of shares / voting rights owned by CMobil B.V.

⁵ Number of shares / voting rights owned by CMobil B.V.

⁶ Indirect number of shares / voting rights owned by Deutsche Telekom Europe Holding B.V. (direct number of shares / voting rights owned by CMobil B.V.).



Notes to the Form

ⁱ This form is to be sent to the issuer or underlying issuer and to be filed with the competent authority.

ⁱⁱ Either the full name of the legal entity or another method for identifying the issuer or underlying issuer, provided it is reliable and accurate.

ⁱⁱⁱ This should be the full name of (a) the shareholder; (b) the natural person or legal entity acquiring, disposing of or exercising voting rights in the cases provided for in Article 10 (b) to (h) of Directive 2004/109/EC; (c) all the parties to the agreement referred to in Article 10 (a) of that Directive, or (d) the holder of financial instruments entitled to acquire shares already issued to which voting rights are attached, as appropriate.

In relation to the transactions referred to in points (b) to (h) of Article 10 of that Directive, the following list is provided as indication of the persons who should be mentioned:

- in the circumstances foreseen in letter (b) of Article 10 of that Directive, the natural person or legal entity that acquires the voting rights and is entitled to exercise them under the agreement and the natural person or legal entity who is transferring temporarily for consideration the voting rights;

- in the circumstances foreseen in letter (c) of Article 10 of that Directive, the natural person or legal entity holding the collateral, provided the person or entity controls the voting rights and declares its intention of exercising them, and natural person or legal entity lodging the collateral under these conditions;

- in the circumstances foreseen in letter (d) of Article 10 of that Directive, the natural person or legal entity who has a life interest in shares if that person or entity is entitled to exercise the voting rights attached to the shares and the natural person or legal entity who is disposing of the voting rights when the life interest is created;

- in the circumstances foreseen in letter (e) of Article 10 of that Directive, the controlling natural person or legal entity and, provided it has a notification duty at an individual level under Article 9, under letters (a) to (d) of Article 10 of that Directive or under a combination of any of those situations, the controlled undertaking;

- in the circumstances foreseen in letter (f) of Article 10 of that Directive, the deposit taker of the shares, if he can exercise the voting rights attached to the shares deposited with him at his discretion, and the depositor of the shares allowing the deposit taker to exercise the voting rights at his discretion;

- in the circumstances foreseen in letter (g) of Article 10 of that Directive, the natural person or legal entity that controls the voting rights;

- in the circumstances foreseen in letter (h) of Article 10 of that Directive, the proxy holder, if he can exercise the voting rights at his discretion, and the shareholder who has given his proxy to the proxy holder allowing the latter to exercise the voting rights at his discretion.

^{iv} Applicable in the cases provided for in Article 10 (b) to (h) of Directive 2004/109/EC. This should be the full name of the shareholder who is the counterparty to the natural person or legal entity referred to in Article 10 of that Directive unless the percentage of voting rights held by the shareholder is lower than the lowest applicable threshold for the disclosure of voting rights holdings in accordance with national law.

^v The date on which threshold is crossed should normally be the date on which the acquisition, disposal or possibility to exercise voting rights takes effect. For passive crossings, the date when the corporate event took effect.

^{vi} Please refer to the situation disclosed in the previous notification. In case the situation previous to the triggering transaction was below the lowest applicable threshold in accordance with national law, please state "below minimum threshold."

^{vii} If the holding has fallen below the lowest applicable threshold in accordance with national law, please note that it might not be necessary in accordance with national law to disclose extent of the holding, only that the new holding is below that minimum threshold.

For the case provided for in Article 10(a) of Directive 2004/109/EC, there should be no disclosure of individual holdings per party to the agreement unless a party individually crosses or reaches an Article 9 threshold. This applies upon entering into, introducing changes to or terminating an agreement.

^{viii} To be used in Member States where applicable.

^{ix} Direct and indirect.

^x In case of combined holdings of shares with voting rights attached "direct holding" and voting rights "indirect holding", please split the voting rights number and percentage into the direct and indirect columns – if there is no combined holdings, please leave the relevant box blank.

^{xi} Voting rights attached to shares held by the notifying party (Article 9 of Directive 2004/109/EC).

^{xii} Voting rights held by the notifying party independently of any holding of shares (Article 10 of Directive 2004/109/EC).

^{xiii} If the holding has fallen below the lowest applicable threshold in accordance with national law, please note that it might not be necessary in accordance with national law to disclose extent of the holding, only that the new holding is below that minimum threshold.

^{xiv} Date of maturity/expiration of the financial instrument i.e. the date when right to acquire shares ends.

^{xv} If the financial instrument has such a period – please specify this period – for example once every 3 months starting from [date].

^{xvi} The notification should include the name(s) of the controlled undertakings through which the voting rights are held. The notification should also include the amount of voting rights and the percentage held by each controlled undertaking, insofar as individually the controlled undertaking holds a percentage of voting rights equivalent to or higher than the lowest applicable threshold in accordance with national law, and insofar as the notification by the parent undertaking is intended to cover the notification obligations of the controlled undertaking.

This investor news may contain forward-looking statements. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. These statements are based on current plans, estimates and projections, and therefore should not have undue reliance placed upon them. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors are described in, among other things, our Annual Reports for the year ended December 31, 2012 available on our website at <http://www.telekom.hu>.