

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

The Board of Directors of Magyar Telekom Telecommunications Public Limited Company (registered seat: 1013 Budapest, Krisztina krt. 55.; 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
at 11.00 a.m. on April 15, 2015.

VENUE OF THE GENERAL MEETING:

The Headquarters of Magyar Telekom Tölösi Conference Center
1013 Budapest, 1st district, Krisztina krt. 55.

Way of organizing the General Meeting: attendance in person

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 2014;**
- 2. Decision on the approval of the 2014 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. Decision on the approval of the 2014 standalone Annual Report of the Company prepared in accordance with the Hungarian 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 2014; 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 2014;**
- 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. Amendment of the Remuneration Guidelines;**

9. **Decision on the amendments of the Articles of Association of Magyar Telekom Plc. (Sections affected with the amendment: 5.2. Matters within the Exclusive Scope of Authority of the General Meeting; 6.4. Scope of authority of the Board of Directors; 6.5. Quorum, Passing Resolutions; 7.8. Audit committee (7.8.2.);**
10. **Approval of the amended Rules of Procedure of the Supervisory Board;**
11. **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

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 owners identification 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 reconvened 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 super-certification of formal foreign documents. Accordingly, unless otherwise specified by bilateral international agreements, the certification and/or super-certification 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 prior to the commencement of the General Meeting.

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 the provisions of Section a) shall apply respectively to regarding the authorized representative.

- 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 13, 2015) 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 8, 2015. 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. If the registration is not requested by the securities account manager, the shareholder may initiate it in accordance with the provisions of the Articles of Association. 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 13, 2015.

Registration will take place from 9.00 a.m. to 10.30 a.m. on the day of the General Meeting.

In the event of appearance later than the above indicated period the Company shall not be responsible if the shareholder (or the proxy) misses the General Meeting due to late registration. For the sake of the successful registration we kindly request our distinguished shareholders to bring all the documents which are required to verify their identity and right to representation.

If the General Meeting does not have a quorum, the Board of Directors convenes the repeated General Meeting to April 27, 2015 at 11.00 a.m. with the same agenda and at the same venue (The Headquarters of Magyar Telekom Tölösi Conference Center 1013 Budapest, 1st district, Krisztina krt. 55.). Registration will take place from 9.00 a.m. to 10.30 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.

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.

PLACE OF THE 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 15, 2015 will be available subsequent to the publication on the web site of the Company from March 24, 2015 at the customer service office of KELER Zrt. (1074 Budapest, Rákóczi út 70-72. V. emelet) between 9.00 a.m. – 3.00 p.m., on the web site of the Company (www.telekom.hu), on the web site of the Budapest Stock Exchange (www.bet.hu) and at the place of the General Meeting from the commencement of registration (April 15, 2015, 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, 2015

The Board of Directors of Magyar Telekom Telecommunications Public Limited Company