

## **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  
(1097 Budapest, Könyves Kálmán krt. 36.) on April 19, 2023, started at 11:11 a.m.

### **Resolution No. 1/2023 (IV.19.)**

**The General Meeting elects dr. Dániel Szeszlér to be the Chairman of the General Meeting.**

The General Meeting adopted this Resolution with 661,220,761 affirmative votes (92.68%), 6,800 negative votes (0.00%), and 5,729,232 abstentions (0.80%).

### **Resolution No. 2/2023 (IV.19.)**

**The General Meeting elects dr. Gabriella Bognár as Keeper of the Minutes.**

The General Meeting adopted this Resolution with 685,799,650 affirmative votes (96.13%), 0 negative votes (0.00%), and 27,388,357 abstentions (3.84%).

### **Resolution No. 3/2023 (IV.19.)**

**The General Meeting elects Deutsche Telekom Europe B.V. shareholder and its representative, dr. Rita Bajáky, as authenticator of the Minutes of the General Meeting.**

The General Meeting adopted this Resolution with 685,838,700 affirmative votes (96.14%), 372,751 negative votes (0.05%), and 27,174,752 abstentions (3.81%).

### **Resolution No. 4/2023 (IV.19.)**

**The General Meeting approves the order of discussion of the agenda items 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 2022;**
- 2. Approval of the 2022 Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS); presentation of the relevant report of the Audit Committee, the Supervisory Board and the Auditor;**
- 3. Approval of the 2022 Separate Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS); presentation of the relevant report of the Audit Committee, the Supervisory Board and the Auditor;**
- 4. Proposal of the Board of Directors for the use of the profit for the year earned in 2022; presentation of the relevant report of the Supervisory Board and the Auditor; use of the profit for the year earned in 2022;**
- 5. Information of the Board of Directors on the purchase of treasury shares following the Annual General Meeting in 2022; 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. Election of member of the Board of Directors;**
- 9. Decreasing the Company's share capital and related modification of the Articles of Association;**
- 10. Advisory vote on the amended Remuneration Policy;**
- 11. Advisory vote on the Remuneration Report;**
- 12. 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.**

The General Meeting adopted this Resolution with 685,978,637 affirmative votes (96.15%), 117 negative votes (0.00%), and 27,389,185 abstentions (3.84%).

**Resolution No. 5/2023 (IV.19.)**

**The General Meeting approves the 2022 Consolidated Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Statements of Financial Position Total Assets of HUF 1,456,417 million and Profit for the year 2022 of HUF 67,074 million.**

The General Meeting adopted this Resolution with 713,066,296 affirmative votes (99.95%), 6,800 negative votes (0.00%), and 338,108 abstentions (0.05%).

**Resolution No. 6/2023 (IV.19.)**

**The General Meeting approves the 2022 Separate Financial Statements of the Company, prepared according to International Financial Reporting Standards (IFRS), including Statements of Financial Position Total Assets of HUF 1,347,106 million and Profit for the year 2022 of HUF 59,529 million.**

The General Meeting adopted this Resolution with 713,091,297 affirmative votes (99.96%), 6,800 negative votes (0.00%), and 313,107 abstentions (0.04%).

**Resolution No. 7/2023 (IV.19.)**

**A total dividend of HUF 29,459,309,081 shall be paid by the Company to the shareholders from the profit of 2022, the dividend on treasury shares will be distributed by the Company among the shareholders who are entitled to dividends. The HUF 29,459,309,081 to be disbursed as dividends shall be paid from the profit after tax of HUF 59,528,611,163 based on the Separate Financial Statements figures.**

**The remaining amount of HUF 30,069,302,082 of the profit after tax based on the Separate Financial Statements figures shall be allocated to retained earnings.**

**May 19, 2023 shall be the first day of dividend disbursement. The record date of the dividend payment shall be May 10, 2023. On April 25, 2023, the Board of Directors of the Company shall publish a detailed announcement on the order of the dividend disbursement on the homepage of the Company and the Budapest Stock Exchange.**

**The dividends shall be paid by KELER Ltd., in compliance with the instructions of the Company.**

The General Meeting adopted this Resolution with 713,087,909 affirmative votes (99.95%), 220,500 negative votes (0.03%), and 102,795 abstentions (0.01%).

**Resolution No. 8/2023 (IV.19.)**

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

- to execute shareholder remuneration for 2023 through decrease of the share capital;
- to operate share-based incentive plans.

**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 25% of the share capital effective from time to time or the corresponding number of shares (at the date of granting this authorization up to 251,450,338 ordinary shares with a face value of HUF 100) of Magyar Telekom Plc.**

**The shares can be purchased through the stock exchange or on the OTC market. The equivalent value per share paid by Magyar Telekom Plc. may not be more than the value of**

**total capital per share of Magyar Telekom Plc based on the last available separate audited financial statements whereas 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. 11/2022. (IV.12.) of the General Meeting is hereby repealed.**

The General Meeting adopted this Resolution with 665,117,903 affirmative votes (93.23%), 48,072,801 negative votes (6.74%), and 220,500 abstentions (0.03%).

**Resolution No. 9/2023 (IV.19.)**

**The General Meeting approves the Corporate Governance and Management Report of the Company for the 2022 business year.**

The General Meeting adopted this Resolution with 713,030,339 affirmative votes (99.95%), 227,300 negative votes (0.03%), and 153,565 abstentions (0.02%).

**Resolution No. 10/2023 (IV.19.)**

**The General Meeting of Magyar Telekom Plc. declares that the management activities of the Board of Directors members of the Company were carried out in an appropriate manner in the previous business year and decides to discharge the members of the Board of Directors of the Company from liability with respect to the 2022 business year. By discharging them from liability, the General Meeting confirms that the members of the Board of Directors have performed the management of the Company in 2022 by giving primacy to the interests of the Company.**

The General Meeting adopted this Resolution with 697,969,026 affirmative votes (97.84%), 300,782 negative votes (0.04%), and 15,141,396 abstentions (2.12%).

**Resolution No. 11/2023 (IV.19.)**

**The General Meeting elects Daniel Daub as member of the Board of Directors of Magyar Telekom Plc. until May 31, 2025, provided that if the 2025 Annual General Meeting is held prior to May 31, 2025, then his mandate expires on the day of the Annual General Meeting.**

The General Meeting adopted this Resolution with 713,103,410 affirmative votes (99.96%), 227,417 negative votes (0.03%), and 80,377 abstentions (0.01%).

**Resolution No. 12/2023 (IV.19.)**

**The holders of dematerialized series "A" ordinary shares each with the face value of HUF 100 present at the General Meeting grant their approval to the proposed share capital decrease in compliance with Section 3:309(5) of the Civil Code and Section 11 of the Articles of Association.**

The General Meeting adopted this Resolution with 713,407,704 affirmative votes (100.00%), 3,500 negative votes (0.00%), and 0 abstentions (0.00%).

**Resolution No. 13/2023 (IV.19.)**

**The General Meeting decreases the share capital of the Company as follows:**

**Reason of decreasing the share capital: withdrawal of equity.**

**Amount of which the share capital is being decreased:**

By cancellation of 34,242,485 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 3,424,248,500 to HUF 97,155,886,700.

**Method of implementing the share capital decrease:**

Decrease the number of 1,005,801,352 pieces of dematerialized series “A” ordinary shares, each with the face value of HUF 100 with 34,242,485 pieces of shares owned by the Company (treasury shares). Decrease of the share capital shall not affect the shareholders’ shareholdings in the sense that the number of shares of the shareholders remain unchanged, while the ownership proportionally increases. There is no compensation to be paid to the shareholders upon cancellation.

**Amendment of the Company's Articles of Association is required by decreasing the share capital. The effective date of change is the date of registration by the Court of Registration on the decrease of the share capital. The General Meeting approves the amendment of Section 2.1. of the Articles of Association as follows:**

**2.1. Share capital and shares**

The share capital of the Company is HUF ~~100,580,135,200~~ 97 155 886 700 (that is ~~one hundred billion five hundred and eighty million one hundred and thirtyfive thousand and two hundred~~ Ninety-seven billion one hundred and fifty-five million eight hundred and eighty-six thousand seven hundred Hungarian forints), comprised of ~~1,005,801,352~~ 971,558,867 series “A” ordinary shares, each with the face value of HUF 100.

The shares of the Company are dematerialized shares.

**The General Meeting authorizes the Board of Directors to complete the tasks in connection with the implementation of the share capital decrease (share cancellation), particularly the tasks defined in the Civil Code and the Company Registration Act.**

The General Meeting adopted this Resolution with 713,410,554 affirmative votes (100.00%), 0 negative votes (0.00%), and 650 abstentions (0.00%).

**Resolution No. 14/2023 (IV.19.)**

**The General Meeting approves the amended Remuneration Policy of Magyar Telekom Nyrt. in line with the submission.**

The General Meeting adopted this Resolution with 667,391,222 affirmative votes (93.55%), 45,825,754 negative votes (6.42%), and 194,228 abstentions (0.03%).

**Resolution No. 15/2023 (IV.19.)**

**The General Meeting approves the Remuneration Report of Magyar Telekom Nyrt. for the 2022 business year.**

The General Meeting adopted this Resolution with 650,282,806 affirmative votes (91.15%), 62,936,870 negative votes (8.82%), and 191,528 abstentions (0.03%).

**Resolution No. 16/2023 (IV.19.)**

**The General Meeting elects as Statutory Auditor of Magyar Telekom Plc. (the “Company”) Deloitte Auditing and Consulting Ltd. (registered office: 1068 Budapest, Dózsa György út 84/C.; company registration number: 01-09-071057; registration number: 000083) to perform audit services for the 2023 business year in accordance with the submission, for the period ending May 31<sup>st</sup>, 2024 or if the Annual General Meeting closing the 2023 business year will be held prior to May 31<sup>st</sup>, 2024 then on the date thereof.**

**Personally responsible registered auditor appointed by the Statutory Auditor: Kornél Bodor (chamber membership number: 005343).**

**In the event he is incapacitated, the appointed deputy auditor is: Gábor Molnár (chamber membership number: 007239).**

**The General Meeting approves HUF 325,610,706 + VAT to be the Statutory Auditor's annual compensation to perform audit services for the 2023 business year, covering the audits of the Separate Financial Statements and the Consolidated Financial Statements of the Company prepared according to International Financial Reporting Standards (IFRS).**

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

The General Meeting adopted this Resolution with 712,877,073 affirmative votes (99.93%), 154,498 negative votes (0.02%), and 281,150 abstentions (0.04%).