

Magyar Telekom Telecommunications Public Limited Company Extraordinary General Meeting

MINUTES

taken at the Extraordinary General Meeting of Magyar Telekom Telecommunications Public Limited Company (registered seat: 1097 Budapest, Könyves Kálmán krt. 36.; registration number: Cg. 01-10-041928) taking place at the headquarters of Magyar Telekom Plc. (1097 Budapest, 9th district, Könyves Kálmán krt. 36.; Puskás Tivadar Conference Hall) on June 26, 2025, from 11:01 a.m.

Way of participating at the General Meeting: in person.

Participants: as listed in the attached attendance sheet.

Dániel Szeszlér: Good Morning Ladies and Gentlemen! My name is Dr. Dániel Szeszlér, I am the Group legal director and chief legal counsel of Magyar Telekom Plc. The Board of Directors proposed me to be the Chairperson of the General Meeting, so I will chair the General Meeting until the election of the Chairperson as well.

Let me introduce my colleagues sitting at the table: on my left Tibor Rékasi, CEO and member of the Board of Directors of the Company; and André Lenz, CFO and also member of the Board of Directors of the Company. They represent the Board of Directors at the General Meeting today. On my right dr. Gabriella Bognár, registered legal counsel.

I welcome the Shareholders and the invitees. So I welcome prof. dr. Attila Borbély as chairperson of the Supervisory Board and of the Audit Committee, who will represent these bodies at the General Meeting. I also welcome Áron Horváth representative of BDO Magyarország Könyvvizsgáló Kft. In addition to the members already listed, among the Supervisory Board members Gyula Bereznai, Krisztina Dorogházi and also Zsoltné Varga are present. I also welcome them at the General Meeting.

I open the Extraordinary General Meeting of the Company at 11:01 o'clock. The General Meeting is held with shareholders' attendance in person, by decision-making at the General Meeting.

Let me inform the General Meeting that votes will be cast via computer and votes will be counted electronically in accordance with the Articles of Association. I will state the result of the voting as the computer counted votes appear on the screen and recorded in the minutes. The Company assigned KELER Zrt. to contribute at the General Meeting and do the registration and ensure the voting. The tellers appointed by the assignee are: Melinda Polgár and dr. Péter Csernus. I ask Melinda Polgár, present on behalf of KELER Zrt., to describe the essence and method of computer voting.

Melinda Polgár: My name is Melinda Polgár, representing KELER Zrt. assisting in the management of the General Meeting and in the registration process. I would briefly introduce You the voting system. During the registration You have received a wireless voting device with your individual voting number assigned thereto. Therefore, please take care of the voting device and do not hand it over to anyone else. You may switch on the device by pressing any button. Please switch on your devices now by pressing any button. You may vote with pressing buttons 1, 2, and 3: button no. 1 is the "YES" button, button no. 2 is the "NO" button, button no. 3 is the

“ABSTENTION” button. Proposals will be put to the vote by the Chairperson of the General Meeting and you can cast your vote following the voice signal indicating starting of the voting until the next voice signal indicating the end of the voting. After the start of the voting please push the applicable button (1, 2, 3) of the voting device then release it. Simultaneously with pushing the chosen button your device will display the initial font of the respective button: button no. 1 is “Y”, like “YES”, button no. 2 is “N”, like “NO” and button no. 3 is “A” like “ABSTENTION”. After casting your vote OK text is displayed in the upper right corner indicating that the voting system received the vote and confirmed its receipt to the voting device. Please note that only the first vote will be registered by the system, buttons cannot be pressed several times. Within a couple of seconds upon the closing of the voting the results are displayed on the screens and the monitor in front of the Chairperson. In addition, the number of votes that were not cast will also be displayed. The Chairperson of the General Meeting will of course declare the result of the voting. Please note that the voting ratio will be rounded to 2 decimal places, therefore, there can be a situation when 1 “NO” vote is cast and the voting ratio will be 0.00% on the screen. Naturally, all votes will be registered both in the system and the minutes of the General Meeting. Now, I propose to have a test voting. I would like to have played the voice signal. The voting is closed and the results are displayed. If the voting device does not work properly, please let us know and we immediately replace the device. If you have any questions regarding the voting system, please let us know now. Please hand in your voting devices at the registration desks after the General Meeting. Thank you for your attention and I wish you good work and a successful General Meeting!

Dániel Szeszlér: Thank you. I inform the shareholders that the number of shares issued by the Company: 938,617,497 pcs of which non-voting treasury shares are: 52,857,928 pcs.
Total number of votes represented by the voting shares: 885,759,569 pcs.
Total number of votes represented by the shareholders appeared during registration: 682,292,006 pcs (in percentage: 76.97%).

Based on the status of the registration, at 11:06 o'clock, I stipulate that the General Meeting constitutes a quorum, as the shareholders representing more than half of the shares carrying voting rights at the General Meeting are present in person or by proxy. Quorum will be continuously monitored by KELER Zrt. during the General Meeting at each decision. After a possible break, when continuing the General Meeting the quorum will be determined again and displayed on screen.

I stipulate that the General Meeting has been convened in compliance with the relevant provisions of law and the Articles of Association, and the notice of the General Meeting has been published on May 26, 2025. No proposal on the amendment of the published agenda and no resolution proposal relating to items on or to be added to the agenda were submitted to the Board of Directors within the deadline set out in the law.

I outline the main procedural rules of the General Meeting.

Entering the venue of the General Meeting, the Puskás Tivadar Conference Hall, is only possible with the use of the wristband received during registration. When re-entering or returning after a break, the wristband shall be presented to the security personnel again.

The General Meeting is conducted in Hungarian, however, some parts might be in English. Unofficial interpretation provided by the Company from Hungarian into English and from English into Hungarian is ensured during the entire General Meeting. The interpreting devices

will be available during the entire General Meeting in the lobby, next to the registration desk and here, next to the entrance of this room.

The distinguished participants are informed that for the purposes of recording true and accurate minutes, the General Meeting will be audio-recorded by the Company. Please indicate at the start of your contribution if you request us to stop recording during your contribution.

The agenda of the General Meeting, the submission and documents relating to the agenda item, the report of the Supervisory Board relating thereto as well as the respective resolution proposals have been published within the relevant legal deadline prior to the General Meeting on the website of the Company and that of the Budapest Stock Exchange, that of operated by the Central Bank of Hungary, and made available at the registered seat of the Company and in the documentation of the General Meeting here, at the venue of the General Meeting before the start of the meeting. Resolution proposals are also displayed on the screen before voting.

The General Meeting will only discuss the agenda item and adopt resolutions on the published notice.

Before discussing the agenda item, the General Meeting will decide on resolution proposals related to the arrangement of the General Meeting proposed by the Company, not included in the General Meeting's agenda.

The shareholders are entitled to ask for information, make comments and motions at the General Meeting, regardless of their ownership ratio. In order to ensure the correct and intended conduct of the General Meeting, please be informed that these rights may be exercised within the limits of the published agenda item. In case of remarks not relating to the agenda item, I am entitled to withdraw the right to speak. I may also withdraw the right to speak if a remark attempts to or results in delaying the meeting, prejudicing the effective and reasonable time management of the General Meeting.

Shareholders or their representatives may make any remarks at the General Meeting after having been given the floor by me. You are kindly asked to state your name and the number indicated on the top of the voting device at the beginning of your remark, and use the microphone throughout your contribution, because only those remarks will be translated and recorded in the minutes that were made using the microphone.

I stipulate that the time limit for each contribution is maximum 3 minutes per remark, provided that, in order to prevent the delay of the General Meeting, the said maximum time limit may be shortened. Please be aware of the contribution's time limit.

The General Meeting shall elect the Chairperson of the General Meeting before the discussion of the agenda item. The Board of Directors resolved that it proposes to the General Meeting me to be the Chairperson of the Extraordinary General Meeting. I make known the resolution proposal.

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

The voting ratio necessary for adopting this resolution is simple majority. I put the proposal to the vote.

The result of the voting: 638,546,141 (93.59%) affirmative votes, 60,560 (0.01%) negative votes, and 43,675,305 (6.40%) abstentions. (Resolution no. 1/2025 (VI.26.), voting ratios in proportion to the registered capital: Affirmative: 68.03%, Negative: 0.01%, Abstention: 4.65%. Shares represented by validly cast votes, i.e. total number of validly cast votes: 682,282,006 pcs, and proportion thereof to the registered capital: 0.73%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 1/2025 (VI.26.).

Chairman: I propose to the General Meeting to elect dr. Gabriella Bognár registered legal counsel, sitting next to me, as Keeper of the Minutes. I make known the resolution proposal.

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

The voting ratio necessary for adopting this resolution is simple majority. I put the proposal to the vote.

The result of the voting: 638,556,141 (93.59%) affirmative votes, 55 (0.00%) negative votes, and 43,675,305 (6.40%) abstentions. (Resolution no. 2/2025 (VI.26.), voting ratios in proportion to the registered capital: Affirmative: 68.03%, Negative: 0.00%, Abstention: 4.65%. Shares represented by validly cast votes, i.e. total number of validly cast votes: 682,231,501 pcs, and proportion thereof to the registered capital: 0.73%.)

I state that the General Meeting has adopted the proposal in Resolution No. 2/2025 (VI.26.).

I propose to the General Meeting to elect Deutsche Telekom Europe B.V. shareholder and its representative, dr. Rita Bajáky, as authenticator of the Minutes. I make known the resolution proposal.

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 voting ratio necessary for adopting this resolution is simple majority. I put the proposal to the vote.

The result of the voting: 638,542,009 (93.59%) affirmative votes, 166,560 (0.02%) negative votes, and 43,583,437 (6.39%) abstentions. (Resolution no. 3/2025 (VI.26.), voting ratios in proportion to the registered capital: Affirmative: 68.03%, Negative: 0.02%, Abstention: 4.64%. Shares represented by validly cast votes, i.e. total number of validly cast votes: 682,292,006 pcs, and proportion thereof to the registered capital: 0.73%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 3/2025 (VI.26.).

Before the substantive part of the General Meeting, in accordance with the relevant legal requirements, I would like to inform the Distinguished General Meeting about the treasury shares purchased following the 2025 Annual General Meeting. The information contains no resolution proposal.

The 2025 Annual General Meeting of the Company authorized the Board of Directors to purchase ordinary Magyar Telekom shares. Upon granting the authorization on April 15, 2025, the

Company owned 30,993,118 treasury shares. In accordance with the authorization, until June 24, 2025, the Company purchased a total number of 21,864,810 Magyar Telekom ordinary shares with the aggregate face value of HUF 2,186,481,000 which constitute a 2.33% proportion of the share capital, for a total purchase price of HUF 39.098.945.002. The buyback was executed between May 19, 2025 and June 24, 2025 on the Budapest Stock Exchange via daily trading and negotiated transactions, for the purpose of 2025 shareholder remuneration. Today, on June 26, 2025 the Company owns 52,857,928 treasury shares.

I ask the Shareholders whether there are any questions or remarks regarding the information? Thank you. We can then move on to the main subject of today's Extraordinary General Meeting.

The General Meeting has only one agenda item, so there is no need to decide on the order of discussion of the agenda items this time obviously.

Before opening the discussion of the agenda item, I would like to inform the Distinguished Shareholders that last week, i.e. after the convening of the General Meeting, and thus the publication of the proposed agenda and the submission, a fresh amendment to the law was made, which also affects today's General Meeting on the merits.

More specifically, as published in the extraordinary investor release of June 20, 2025, the Act XLIX of 2025 on the amendment of the Acts on Justice entered into force on June 20, 2025.

The new legislation amended the Transformation Act and the Civil Code in such a way that in the event of a spin-off shareholders of the public limited liability company may not decide to terminate their membership, and the previous procedural and accounting rules related to this cannot be applied.

In view of this, the adoption of the submission of the General Meeting published on May 26, 2025 will take into account and in accordance with the change in the law, and this will mean the following changes at the General Meeting, as shown on the display¹

- the seventh and eighth bullet of the title of the item on the agenda of the General Meeting shall not apply.
- the relevant part of the Demerger Plan and its Annex 6, and so the information and the draft withdrawal statement contained therein, are not applicable;
- Section 10 of the draft demerger agreement, which also relates to the withdrawing shareholders, is also not applicable
- resolution proposal No. 1 in the published general meeting submission is supplemented with that the General Meeting adopts the demerger plan and demerger agreement "*amended in accordance with the provisions of the Act XLIX of 2025*"; and
- no resolutions will be made regarding resolution proposals Nos. 2 and 3 in the published General Meeting submission related to the exiting shareholders.

I open the discussion of the agenda item, the full title of which, with the modification just described, can be seen on the display:

Decision on the demerger of Magyar Telekom Plc. through downstream spin-off; presentation of the relevant report of the Supervisory Board and the auditor; making the related decisions, such as:

¹ The text of the amendments resulting from the legislative changes and made known to the Shareholders at the General Meeting was also presented on screen. The presented changes are attached as Annex no. 1 to the minutes.

- adoption of the demerger plan and the draft demerger agreement;
- decision on the draft balance sheets date;
- adoption of the demerging Magyar Telekom Plc.'s draft (closing) balance sheet and draft underlying asset inventory; the draft (opening) balance sheets and draft asset inventories of the legal successor companies i.e. the continuing Magyar Telekom Plc. and the company to be established by the downstream spin-off;
- adoption of the draft Articles of Association of the company to be established by the downstream spin-off;
- adoption of the written report prepared by the Board of Directors of Magyar Telekom Plc. as the demerging company;
- decision on the downstream spin-off and on the effective date of the downstream spin-off;
- ~~—determining the final number of shareholders and their shares who do not wish to participate as shareholders (members) in the continuing Magyar Telekom Plc.; the draft of the share assets to be paid to them and the method of settlement with them;~~
- ~~—decision on supplementing resolution no. 10/2025 (IV.15.) of the General Meeting;~~
- authorization to sign the documents necessary for the demerger and for the procedures related to the execution of the demerger.

The submission of the Board of Directors and the related documents are available in whole in the disclosed written documents and is also included in the handout that has been available here at the venue so I will only verbally outline the essence of the submission.

The Company reviewed the Company's passive mobile infrastructure portfolio and identified ca. 2,800 sites where the passive mobile infrastructure would form part of the potential separation. This infrastructure is currently owned by the Company and consists of elements such as standalone towers and structures on rooftops and other sites.

The Board of Directors of the Company submitted that proposal to the General Meeting to decide on the demerger of Magyar Telekom Nyrt. through downstream spin-off, as a result of which Magyar Telekom Nyrt. will continue to exist and operate in the same corporate form and in respect of the Company's passive mobile infrastructure and the related spin-off part of assets specified in the demerger plan and the demerger agreement, from the day following the effective date of the spin-off, establishes the newly formed Magyar Telekom Mobile Infra Private Limited Company by Shares as the general legal successor of Magyar Telekom Nyrt., while parts of the assets of Magyar Telekom Nyrt. not affected by the legal succession by the company to be established by the downstream spin-off will stay with Magyar Telekom Nyrt. in accordance with provisions of the Civil Code and the Transformation Act.

Accordingly, the Board of Directors of the Company prepared the documents necessary for the Downstream spin-off and the decision-making of the General Meeting, so that:

- the demerger plan and its annexes including the draft demerger agreement and its schedule and annexes in accordance with the Transformation Act and
- the written report of the Board of Directors.

The Articles of Association of the continuing (remaining) company have not been amended. The draft balance sheets and the draft asset inventories prepared for the record date of December 31, 2024 were examined by BDO Magyarország Könyvvizsgáló Kft. and issued an independent auditors report thereof. The documents were also examined by the Company's Supervisory Board.

The main characteristics of the spin-off:

Method of the demerger: downstream spin-off.

The reference date of the draft balance sheets and draft asset inventories: December 31, 2024.

The legal effects of the Spin-off are due to the planned date of October 31, 2025. In the event the Court of Registry for any reason registers the Spin-off on a date subsequent to October 31, 2025, the Spin-off Day shall be deemed to be the date on which the Court of Registry registers the Spin-off.

Following the Spin-off, the sole member of the Spin-off Company to be established by the Spin-off will be Magyar Telekom Nyrt.

The value of the assets of the companies involved in the demerger and the amount of own equity were determined at the value accepted by the independent auditor.

During the demerger, the share capital of Magyar Telekom Nyrt. does not change and its capital was not rearranged. No re-evaluation has been made in respect of the assets and liabilities of the Demerging Company's financial statements in accordance with the Accounting Act.

In accordance with the legislative change just made known before, the shareholder of a public limited liability company may not decide to terminate its membership in the event of a spin-off, furthermore its rules related to the notification of the intention to leave (exit) and the settlement of accounts with the member exiting the company, as well as the joining of the new member, are not applicable.

Between the preparation of the demerger plan and the date of its approval by the General Meeting, there has been no significant change in the assets of the Company.

As detailed in the written report of the Board of Directors, the Spin-off serves the interest of Magyar Telekom Nyrt. and so the shareholders' for the following main reasons:

- establishment of independent management;
- setting strategic growth goals;
- stronger focus on operational efficiency;
- stronger focus on core telecommunications activities;
- alignment with global telecommunications industry trends.

The assets transferred via the Spin-off qualify as an independent organizational unit (Business Unit) pursuant to the Corporate Tax Act, so it qualifies as a preferential transfer of assets.

The decision on the spin-off belongs to the exclusive scope of authority of the General Meeting of the Company pursuant to the laws and the Company's Articles of Association. The General Meeting will adopt the final decision on the spin-off with holding one meeting.

I request dr. Attila Borbély, Chairman of the Supervisory Board to outline the essence of the Supervisory Board's Report related to the agenda item.

prof. dr. Attila Borbély: Thank you for the floor Mr. Chairman! Distinguished General Meeting! The Supervisory Board's Report prepared for the General Meeting is available in whole in the disclosed written documents and is also included in the handout available to the Distinguished Shareholders here in the venue. I make known the essence of the report.
The Supervisory Board examined

- the proposal of the Board of Directors on the demerger of Magyar Telekom Nyrt. through downstream spin-off, as a result of which Magyar Telekom Nyrt. will continue to exist and operate in the same corporate form and in respect of the spin-off part of its assets specified in the Demerger Plan and the Demerger Agreement from the day following the effective date of the spin-off Magyar Telekom Mobile Infra Zártkörűen Működő Részvénytársaság (abbreviated company name: Magyar Telekom Mobile Infra Zrt., registered seat: 1097 Budapest, Könyves Kálmán krt. 36.) as the company to be established by the downstream spin-off will be general legal successor of Magyar Telekom Nyrt., while parts of the assets of Magyar Telekom Nyrt. as demerging company not affected by the spin-off will stay with the Demerging Company,
- the demerger plan and the annexes as parts thereof prepared by the Board of Directors for the Spin-off,
- the other documents necessary to decision making on the spin-off including the proposal of the Board of Directors on the supplementation of Resolution no. 10/2025 (IV.15.) of the General Meeting, and
- the written report of the Board of Directors on the justification of the spin-off,

agreed with and proposed to the General Meeting for approval.

The Supervisory Board checked the draft balance sheet and the underlying draft asset inventory of Magyar Telekom Nyrt. as Demerging Company, the draft (opening) balance sheet and the draft asset inventory of Magyar Telekom Nyrt. as continuing (remaining) company, the draft (opening) balance sheet and the draft asset inventory of Magyar Telekom Mobile Infra Zrt. as newly established spin-off company, examined the report of the independent auditor related to the draft balance sheets and the draft asset inventories and the proposal of the Board of Directors on the approval thereof, including the proposal on the balance sheet date regarding the draft balance sheets. In the opinion of the Supervisory Board, the draft balance sheets and the draft asset inventories are in compliance with the prescriptions of the law, the Supervisory Board agreed with their content and proposed to the General Meeting for approval.

Thank you.

Chairman: Thank you very much. I request Áron Horváth, representative of the independent Auditor, to outline the essence of the Auditor's Report.

Áron Horváth: Thank you Mr. Chairman! Distinguished General Meeting! My name is Áron Horváth, senior manager of BDO Magyarország Könyvvizsgáló Kft. On behalf of Mr. Ferenc Baumgartner, the registered auditor of our Company, allow me to inform you of the findings of the audit. We have audited the draft demerger balance sheet and the draft inventory as at December 31, 2024 in connection with their planned spin-off. Our audit covered the following: [on the one hand] the draft statement of assets and liabilities of Magyar Telekom Nyrt. as the company continuing to operate in unchanged form before the spin-off ("Demerging Company"); [on the other hand] the draft statement of assets and liabilities of Magyar Telekom Nyrt. as the successor company continuing to operate in unchanged form after the spin-off; [and] the draft statement of assets and liabilities of Magyar Telekom Mobile Infra Zrt. as a newly established company resulting from the spin-off.

In our opinion, the draft demerger balance sheet prepared as of December 31, 2024 of Magyar Telekom Nyrt. as the Demerging Company, and of Magyar Telekom Nyrt. as Continuing Company and Magyar Telekom Mobile Infra Zrt. as Spin-off Company, have been prepared, in all material respects in accordance with the special provisions for entities compiling annual draft demerger balance sheet under IFRS, as prescribed in Section 114/E and the provisions of Sections 136–141 of the Accounting Act.

In accordance with the requirements of the Transformation Act, we have examined the methods used to determine the asset allocation between the two Companies, and whether the the asset allocation really took place accordingly. Pursuant to Section 24(5) of the Transformation Act, we have examined the validity of the draft Demerger Agreement and the written reports of the executive officers and whether the proposed demerger would jeopardise the satisfaction of creditors' claims against the limited companies by shares. The methods used and the values determined on the basis of them are as follows: the assets of the Demerging Company will be divided on the date of the Demerger in such a way that all assets, rights (including licences relating to the relevant activities) and liabilities which, prior to the Demerger, were attributable to the operation of the so-called passive mobile infrastructure of the Demerging Company and related activities will be transferred to the Spin-off company. The final share of the division of equity is 97.53% for Magyar Telekom Nyrt. and 2.47% for Magyar Telekom Mobile Infra Zrt. On the whole:

- In our opinion the division of assets has been properly determined by the limited company by shares.
- In our opinion, the chosen method reflects the actual value relationships.
- No particular difficulties arose during the valuation.
- We consider the information provided in the draft Demerger Agreement and the written report of the executive officers to be substantiated.
- In our opinion, the proposed demerger does not jeopardise the satisfaction of creditors' claims on the companies involved in the demerger.

Thank you very much.

Chairman: Thank you very much. I ask the Shareholders whether there are any questions or remarks regarding the agenda item? If there are none, I inform the Shareholders that the proposals (also available on the display) will be voted on individually in the order of the proposals as proposed by the Board of Directors. As I have already mentioned, due to the recent legislative change, the General Meeting will not vote on the proposals for resolutions 2 and 3 published in advance in the submission. The voting ratio necessary for resolving on the spin-off is three-quarters majority. I make known the first resolution proposal related to the spin-off:

The General Meeting adopts the demerger plan and the demerger agreement amended in accordance with the provisions of the Act XLIX of 2025 along with its schedule and annexes with the content attached to the demerger plan as Annex no. 1 and authorizes two members of the Board of Directors of the Company to sign the demerger agreement.

The General Meeting resolves December 31, 2024 as the record date for the draft balance sheets and the draft asset inventories.

The General Meeting adopts the draft (closing) balance sheet and the underlying draft asset inventory of Magyar Telekom Nyrt. as demerging company; and the draft (opening) balance sheets and the draft asset inventories of the legal successor companies i.e. the continuing Magyar Telekom Nyrt. and the company to be formed by downstream spin-off with the content attached to the demerger plan as Annexes no. 2-4.

The General Meeting adopts the draft Articles of Association of the company formed by the downstream spin-off with the content attached to the demerger plan as Annex no. 5 and authorizes two members of the Board of Directors of the Company to sign the Articles of Association.

The General Meeting adopts the written report of the Board of Directors on the demerger of Magyar Telekom Nyrt. pursuant to the Act CLXXVI of 2013 on the Transformation, Merger and Division of Certain Legal Persons.

The General Meeting approves the demerger of Magyar Telekom Nyrt. via downstream spin-off so that Magyar Telekom Nyrt. will continue to exist and operate in the same corporate

form, and with its assets as set out in the demerger agreement forms Magyar Telekom Mobile Infra Private Limited Company by shares (abbreviated company name: Magyar Telekom Mobile Infra Zrt., registered office: 1097 Budapest, Könyves Kálmán krt. 36.), which will be the general legal successor of Magyar Telekom Nyrt. with respect to the demerging assets (the "Downstream spin-off"), while the part of the assets of the demerging Magyar Telekom Nyrt. that is not affected by the legal succession by the company established by the demerger will remain in the demerging Magyar Telekom Nyrt.

The General Meeting resolves October 31, 2025 as the planned date of the legal effects of the downstream spin-off. If the Court of Registry registers the demerger for any reason on a date subsequent to October 31, 2025, the Spin-off Day shall be the day on which the Court of Registry registers the downstream spin-off.

I put the proposal to vote.

The result of the voting: 682,069,137 (99.97%) affirmative votes, 119,675 (0.02%) negative votes, and 103,194 (0.02%) abstentions. (Resolution no. 4/2025 (VI.26.), voting ratios in proportion to the registered capital: Affirmative: 72.67%, Negative: 0.01%, Abstention: 0.01%. Shares represented by validly cast votes, i.e. total number of validly cast votes: 682,292,006 pcs, and proportion thereof to the registered capital: 0.73%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 4/2025 (VI.26.).

I make known the second (no. 4 in the published submission) resolution proposal related to the spin-off:

The General Meeting authorizes the Board of Directors of the Company to take the necessary measures and steps for the implementation and full registration of the demerger, including the signing and approval of the final balance sheets and final asset inventories of the legal predecessor and the continuing Magyar Telekom Nyrt.

The General Meeting authorizes two members of the Board of Directors of the Company if, to the registration of the Downstream spin-off by the Court of Registry, the Land Registry or any other official procedure related to the Downstream spin-off or in order to fulfil the requirements of a deficiency rectification or due to legislative changes following the decision of the General Meeting, it is necessary to amend, correct or supplement the demerger plan, the demerger agreement or any annexes or schedule thereof, to act entirely on behalf of the General Meeting and make the necessary amendments (corrections, supplementations) to ensure that the Spin-off is carried out in accordance with the demerger plan and the demerger agreement, without affecting the main details of the spin-off (i.e. the decision on the spin-off, the balance sheet date and the effective date of the spin-off).

The voting ratio necessary is three-quarters majority. I put the proposal to vote.

The result of the voting: 682,063,337 (99.97%) affirmative votes, 118,880 (0.02%) negative votes, and 103,139 (0.02%) abstentions. (Resolution no. 5/2025 (VI.26.), voting ratios in proportion to the registered capital: Affirmative: 72.67%, Negative: 0.01%, Abstention: 0.01%. Shares represented by validly cast votes, i.e. total number of validly cast votes: 682,285,356 pcs, and proportion thereof to the registered capital: 0.73%.)

I state that the General Meeting has adopted the resolution proposal in Resolution No. 5/2025 (VI.26.).

I close the discussion of the agenda item.

With no more items on the agenda of the General Meeting, let me thank the Shareholders and the invitees for their participation and thank the management of the Company and my colleagues for the preparatory and management work in relation to the General Meeting.

I declare the General Meeting closed at 11:36.

.....
dr. Dániel Szeszlér
Chairman of the General Meeting

.....
dr. Gabriella Bognár
Keeper of the Minutes

.....
dr. Rita Bajáky
Deutsche Telekom Europe B.V. shareholder's representative
Authenticator of the Minutes

Amendments at the General Meeting due to legislative changes [1/5]

Title of the agenda item:

1. Decision on the demerger of Magyar Telekom Plc. through downstream spin-off; presentation of the relevant report of the Supervisory Board and the auditor; making the related decisions, such as:
 - adoption of the demerger plan and the draft demerger agreement;
 - decision on the draft balance sheets date;
 - adoption of the demerging Magyar Telekom Plc.'s draft (closing) balance sheet and draft underlying asset inventory; the draft (opening) balance sheets and draft asset inventories of the legal successor companies i.e. the continuing Magyar Telekom Plc. and the company to be established by the downstream spin-off;
 - adoption of the draft Articles of Association of the company to be established by the downstream spin-off;
 - adoption of the written report prepared by the Board of Directors of Magyar Telekom Plc. as the demerging company;
 - decision on the downstream spin-off and on the effective date of the downstream spin-off;
 - ~~• determining the final number of shareholders and their shares who do not wish to participate as shareholders (members) in the continuing Magyar Telekom Plc.; the draft of the share assets to be paid to them and the method of settlement with them;~~
 - ~~• decision on supplementing resolution no. 10/2025 (IV.15.) of the General Meeting;~~
 - authorization to sign the documents necessary for the demerger and for the procedures related to the execution of the demerger.



Amendments at the General Meeting due to legislative changes [2/5]

Relevant part of the Demerger Plan:

Pursuant to Section ~~3:321 (1a)~~^{3:42} of the Civil Code, Sections 18/A and ~~5-(2)~~^{32/A} of the Transformation Act, in the event of the Spin-off, all members of the Demerging Company shall remain members of the continuing (remaining) Company, ~~unless they terminate their membership in the event of the Spin-off. Shareholders may make a written statement within thirty (30) days from the date of the communication of the Demerger Plan, but no later than until the commencement of the vote finally deciding on the demerger (the Spin-off) if they do not wish to remain a shareholder in the continuing (remaining) company. In the absence of such a declaration, the shareholder shall be deemed to wish to remain a member (shareholder) of the continuing (remaining) company. During the Spin-off, the continuing (remaining) company has no new members (shareholders) joining the company.~~

~~In the event of the spin-off, the detailed rules of settlement (including the proportion of the assets due to members who do not wish to take part in the Spin-off, as determined according to Act C of 2000 on Accounting (the "Accounting Act")) with shareholders who do not wish to participate as shareholders in the continuing (remaining) company, i.e. the Demerging Company, are set out in Annex no. 6 of the Demerger Plan.~~

Annex no. 6 of the Demerger Plan:

Annex no. 6 - ~~Draft on the method of settlement of persons who do not wish to participate as shareholders (members) in Magyar Telekom Nyrt. as the continuing (remaining) company~~^[deleted]



Amendments at the General Meeting due to legislative changes [3/5]

Section 10 of the draft demerger agreement:

10. On the method of settlement with persons who do not wish to participate as shareholders (members) in the continuing (remaining) company

~~Not applicable. 10.1. Following the Spin-off, the sole member of the Company formed by downstream spin-off will be the Demerging Company, i.e. Magyar Telekom Nyrt., in accordance with the provisions of Section 3:45 (1a) of the Civil Code.~~

~~In the course of the Spin-off, the continuing (remaining) company will have no new members (shareholders) joining it.~~

~~10.2. In respect of the Spin-off, the shareholders (members) of the Demerging Company are not obliged to make any additional, supplementary contributions.~~

~~10.3. In the event of the Spin-off, the share of assets due to shareholders who do not wish to participate as shareholders in the continuing (remaining) company, i.e. the Demerger Company, will be paid as follows:~~

~~10.3.1. Pursuant to Sections 5 (2) and 18/A (5) of the Transformation Act, a shareholder may make a written declaration within thirty (30) days from the notification of the Demerger Plan, but no later than until the commencement of the vote definitively deciding on the demerger, if he or she does not wish to remain a shareholder in the continuing (remaining) company, i.e. in the Demerging Company. In the absence of such a declaration, it shall be deemed that the shareholder wishes to remain a shareholder of the continuing (remaining) company, i.e. the Demerging Company.~~

~~10.3.2. Pursuant to Section 6 (5) of the Transformation Act, the share of assets due to persons who do not wish to participate as shareholders in the Demerging Company shall be provided within sixty (60) days after the registration of the Company formed by downstream spin-off, unless an individual agreement concluded with the parties concerned specifies a different date.~~



Amendments at the General Meeting due to legislative changes [4/5]

Resolution proposals:

[1] The General Meeting adopts the demerger plan and the demerger agreement [amended in accordance with the provisions of the Act XLIX of 2025](#) along with its schedule and annexes with the content attached to the demerger plan as Annex no. 1 and authorizes two members of the Board of Directors of the Company to sign the demerger agreement.

[...]



Amendments at the General Meeting due to legislative changes

[5/5]

Resolution proposals:

~~[2] [if there are no exiting shareholders] The General Meeting states that there is no shareholder who exits the continuing Magyar Telekom Nyrt. and terminates its membership, therefore there is no need to dispose of the settlement with the shareholders and no payment will be made to shareholders with regard to the Spin-off.~~

~~[if there are exiting shareholders] The General Meeting states that on the basis of the valid withdrawing statements sent to Magyar Telekom Nyrt. and those that were validly made at this Extraordinary General Meeting the number of shareholders who do not wish to participate (remain) as shareholders of the continuing Magyar Telekom Nyrt.: [-], with total [-] shares.~~

The General Meeting resolves that Magyar Telekom Nyrt. will pay HUF 866 (i.e. Eight hundred sixty six forints) per share in consideration for their shares to the Magyar Telekom shareholders intending to withdraw within 60 (sixty) days following the registration of the company to be formed by the Spin-off. Upon the registration of the company to be formed by the Spin-off, the withdrawing shareholders will lose their ownership rights over their Magyar Telekom shares. The names of the withdrawing shareholders and the number of their shares are included in the Minutes of the General Meeting. The shares of the withdrawing shareholders will be the Company's treasury shares.

~~[3] [if there are exiting shareholders] The General Meeting supplements resolution no. 10/2025 (IV.15.) of the General Meeting with the following:~~

~~"Within the framework of the resolution of the General Meeting, the Board of Directors is also entitled to purchase Magyar Telekom ordinary shares for the purpose of settling with shareholders who withdraw during the spin-off."~~