To: Macedonian Stock Exchange AD Skopje

Orce Nikolov 75, 1000 Skopje

Date: May 2014

Subject: Explanation on the operation of Makedonski Telekom AD - Skopje Group for

the period from 01.01.2014 until 31.03.2014

The following analysis refers to the unaudited consolidated Income statement of Makedonski Telekom AD - Skopje Group, which includes Makedonski Telekom AD - Skopje, T-Mobile Macedonia AD Skopje and the e-Makedonija - Skopje Foundation for the period 01.01.2014 - 31.03.2014, prepared in accordance with International Financial Reporting Standards (IFRSs). For comparative purposes, the previous year items are consistent with the current year presentation.

### **I Revenues**

The revenues at Group level in the first quarter of 2014 amounted to MKD 2,650,160 thousand, which represents a decrease of 13.4% compared to the same period of 2013.

### Fixed line services

Makedonski Telekom has managed to maintain the leading position on the fixed voice market with 66% (internal estimation) or 246.5 thousand customers<sup>1</sup> at the end of first quarter of 2014.

Regarding the TV market, Makedonski Telekom has the largest market share encompassing 21.7% (internal estimation) of the total TV market. IPTV service with its high quality, interactivity and the unique TV experience, is well accepted on the market and the Company achieved an increase of the number of IPTV customers by 26.8% compared to the first quarter of 2013, which has resulted in a customer base of 91 thousand customers at the end of the first quarter of 2014.

The focus on the double and triple play packages resulted in an increased number of DSL customers by 7.2%, resulting in DSL customer base of 189 thousand at the end of the first quarter of 2014 and broadband Internet market share of 52.2% (internal estimation).

The voice revenues in the fixed segment services decreased due to the decreased number of fixed line customers by 11.5% compared to the same period of the previous year. Outgoing traffic has been also decreased by 23% compared to the first quarter of 2013.

The revenues from Internet and digital television via Internet protocol ("IPTV") increased by 3.8% compared to the same period of the previous year.

The **revenues from sale of equipment** in the first quarter of 2014 have decreased by 13.1% compared to the same period of the previous year.

1

With the finished PSTN Migration on IMS platform MKT has different view of Fix line customers since there is no more PSTN and ISDN customer segmentation, but only IMS customers. The new reporting methodology which is IMS based consist only of IMS customers. Implicitly the currently reported figures are lower than with the prevuious reporting methodology since until 2013 YE MKT was reporting the number of ISDN Channels as number of customers.

Makedonski Telekom AD - Skopje Kej 13-ti Noemvri No. 6, 1000 Skopje, Republika Makedonija

### Mobile services

T-Mobile Macedonia has a leading market position with a market share of 47.2% (internal estimation). The subscriber base remained relatively stable amounting to 1,194 thousand subscribers at the end of the first quarter of 2014.

**Mobile voice revenues** in the first quarter of 2014 have decreased by 21.7% compared to the same period of the previous year as a result of the tariff decrease. The trend of increased usage of mobile services has coutinued whereby more and more minutes are bundled into the packages for the same price. This has resulted in an increase in the minutes of usage (MOU) partially driven by the continuous tariff decline. Consequently, ARPU has declined by 21% compared to the previous period amounting to MKD 351.

**Non-voice revenues** have decreased by 13.1% compared to the previous period, as a result of the lower number of SMSs sent, decreased SMS interconnect price and content revenue, which is partially compensated with the increased mobile internet revenue due to higher GPRS traffic and increased usage of data tariff plans.

## II Expenses

On the cost side, during the first quarter of 2014, the operating expenses decreased by 15% compared to the same period of the previous year.

The employee related expenses have decreased by 21% in the first quarter of 2014 compared to the same period of the previous year due to the lower expenses for salaries, social security contribution mainly as a result of the lower number of employees as well as lower expenses for termination benefits. The cost of goods and services sold and depreciation also decreased during the same period.

The total Capital expenditures (CAPEX), for the first quarter of 2014 is MKD 149,865 thousand.

## III Net profit / loss

For the first quarter of 2014 at Group level there is a generated loss in amount of MKD 81,674 thousand or 117% decrease compared to the same period of the previous year. This is a result of the changes in the profit tax legislation in 2014 whereby the profit tax is payable at the moment of dividend distribution regardless of the ownership structure. Excluding the profit tax impact in amount of MKD 511,228 thousand in the first quarter of 2014, the net profit would have decline by 11% compared to the same period of the previous year.

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On 13 February 2006, Magyar Telekom Plc., the controlling owner of the Company, (via Stonebridge Communications AD - Skopje, majority shareholder of the Company), announced that it was investigating certain contracts entered into by another subsidiary of Magyar Telekom Plc. to determine whether the contracts were entered into in violation of Magyar Telekom Plc. policy or applicable law or regulation. Magyar Telekom's Audit Committee retained White & Case, as its independent legal counsel to conduct the internal investigation. Subsequent to this, on 19 February 2007, the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Company and the Audit Committee of Magyar Telekom Plc., adopted a resolution to conduct an independent internal investigation regarding certain contracts in Macedonia.

2

Based on publicly available information, as well as information obtained from Magyar Telekom and as previously disclosed, Magyar Telekom's Audit Committee conducted an internal investigation regarding certain contracts relating to the activities of Magyar Telekom and/or its affiliates in Montenegro and Macedonia that totaled more than EUR 31 million. In particular, the internal investigation examined whether Magyar Telekom and/or its Montenegrin and Macedonian affiliates had made payments prohibited by U.S. laws or regulations, including the U.S. Foreign Corrupt Practices Act (the "FCPA"). The Company has previously disclosed the results of the internal investigation.

Magyar Telekom's Audit Committee informed the U.S. Department of Justice (the "DOJ") and the U.S. Securities and Exchange Commission (the "SEC") of the internal investigation. The DOJ and the SEC commenced investigations into the activities that were the subject of the internal investigation. On 29 December 2011, Magyar Telekom announced that it had entered into final settlements with the DOJ and the SEC to resolve the DOJ's and the SEC's investigations relating to Magyar Telekom. The settlements concluded the DOJ's and the SEC's investigations. Magyar Telekom disclosed the key terms of the settlements with the DOJ and the SEC on 29 December 2011. In particular, Magyar Telekom disclosed that it had entered into a two-year deferred prosecution agreement (the "DPA") with the DOJ. The DPA expired on 5 January 2014, and further to the DOJ's request filed in accordance with the DPA, the U.S. District Court for the Eastern District of Virginia dismissed the charges against Magyar Telekom on 5 February 2014.

According to the information provided to the Company by Magyar Telekom Plc., on 2 December 2009, the Audit Committee of Magyar Telekom Plc., provided the Magyar Telekom's Board of Directors with a "Report of Investigation to the Audit Committee of Magyar Telekom Plc." dated 30 November 2009 (the "Final Report"). In relation to the issuance of the Final Report and the information provided to the Company by Magyar Telekom, in January 2010 the Chairman of the Company's Board of Directors requested third party legal and tax expertise for assessment of the potential accounting and tax implications arising from the transactions conducted by the Company and its subsidiary subject to the Final Report.

The external experts prepared reports (the "Reports") on their assessment and submitted the Reports to the Chairman of the Company's BoD and the Management of the Company and its subsidiary accordingly. As a result, based on the analysis of the Tax and Legal experts and information available to the Management related to the transactions subject of the Final Report, amount of MKD 248,379 thousand has been identified as potential tax impact, together with related penalty interest, as of 31 December 2009 arising from the transactions conducted by the Company and its subsidiary subject to the Final Report. In 2010 the amount related to the identified potential tax impact, together with related penalty interest, amounted to MKD 261,834 thousand out of which MKD 227,972 thousand related to the Company were paid in 2010 upon an executive decision issued by the Public Revenue Office. In 2012 the amount of MKD 36,724 thousand related to the identified potential tax impact, together with related penalty interest, in the subsidiary was paid upon an executive decision issued by the Public Revenue Office In addition, the value of one contract of MKD 105,147 thousand capitalized within treasury shares was corrected in 2009 consolidated financial statements and was accounted for as though these payments had been expensed in 2006 rather than capitalized as part of treasury shares as originally reported. The other contracts that were identified by the Final Report and the reports of the tax and legal experts related to transactions undertaken by the Company and its subsidiary were expensed in the related periods (2001-2007).

In May 2008, the Ministry of Interior ("MOI") of the Republic of Macedonia ("RoM") submitted to the Company an official written request for information and documentation regarding certain payments for consultancy services and advance dividend, as well as certain procurements and contracts. In June 2008 the Company submitted copies from the requested documents.

In October 2008 the Investigation Judge from the Primary Court Skopje 1 – Skopje (the criminal court), has issued an official written order to the Company to handover certain original documentation. Later in October 2008, the Company officially and personally handed over the requested documentation. Additional MOI requests in written were submitted and the Company provided the requested documentation.

Makedonski Telekom AD - Skopje Kej 13-ti Noemvri No. 6, 1000 Skopje, Republika Makedonija

The Primary Court Skopje 1 in Skopje, Investigative Department for Organized Crime delivered a summon to the Company in connection with the criminal charges against the former CEO of Makedonski Telekom AD- Skopje, Mr. Szendrei, the former CFO of the company, Mr. Plath, the former member of the BoD in Stonebridge and former member of the BoD in Makedonski Telekom AD – Skopje, Mr. Kefaloyannis and the former CEO of the Stonebridge, Mr. Kisjuhász and asked for a statement whether the Company has suffered any damages on the basis of the said consultancy contracts.

On the hearing held on 13 April 2009, the representatives of Makedonski Telekom AD Skopje declared the position of the Company that taking into consideration the ongoing independent internal investigation conducted by White & Case, approved by the Company's BoD, it was premature to preannounce any damage which may be caused by means of the implementation of the mentioned contracts or with reference to them. An expertise was performed on 11 May 2010 and the experts from Ministry of Justice of the Republic of Macedonia – Court Expertise Office – Skopje, asked for some additional documents from Company's side in order to prepare the expertise. The Company has collected and submitted the requested information/documentation to the Court Expertise Office. On 14 March 2011, the Company received from the Primary Court Skopje 1 a copy of the "Finding and Opinion", dated November 2010, issued by the Bureau of Judicial Expertise to the Primary Court Skopje 1 as a result of the expertise procedure. The "Finding and Opinion" addresses and contains conclusions regarding five contracts entered into with Chaptex and Cosmotelco in 2005 and 2006 and formerly reviewed by the Audit Committee of Magyar Telekom. The "Finding and Opinion" concludes that, based on these contracts, expenditures in the amount of EUR 3.975 million were made by the Company and Stonebridge to Chaptex "without evidence for performed services"; accordingly, shareholders of the Company and Stonebridge in the proportion of their shareholding, suffered damages in the aforementioned aggregate amount as result of decreased proceeds for payment of dividend in 2005 and 2006.

Based on publically available information, we understand that the Public Prosecutor has filed an indictment in 2011 against Mr. Szendrei, Mr. Kisjuhász and Mr. Plath, but not against Mr. Kefaloyannis. The Company, as a damaged party in this case, has not received an official court invitation for the hearing.

Pursuant to the questions posed by the investigative judge, it could be concluded that the public prosecutor has addressed the Company as a party damaged by the actions of the defendants. However, based on the content of the order for expertise issued by the investigative judge, and on the basis of the expert opinion, it can be concluded that now damaged parties are shareholders of the Company (Stonebridge AD Skopje, the Republic of Macedonia and minority shareholders) and therefore the state budget, as the Republic of Macedonia is a shareholder in the Company. Therefore, the public prosecutor should clear out who is considered as damaged party in this particular case, which is of significant importance for the position of the Company in this proceeding and its further actions. At the moment there aren't any indications that the Company could be found liable and made to pay any penalties or fines for the criminal procedure which is initiated against the individuals and accordingly the Group did not record any provision.

On 23 February 2012 the Company received a request for documentation from the Financial Police Office of the Ministry of Finance of the RoM related to certain consultancy contract and underlying documentation, which were also provided to White & Case during the internal investigation. The Company responded to the request accordingly.

We have not become aware of any information as a result of a request from any regulators or other external parties, other than as described above, from which we have concluded that the financial statements may be misstated, including from the effects of a possible illegal act.

Andreas Maierhofer	Slavko Projkoski
Chief Executive Officer	Chief Financial Officer

### 2014

## **Income Statement**

In 000 MKD

Position   Vear to date   Vear to			Previous Period	Curent Period	Indexes
Total Operating revenues		Position	Previous Period	Curent Period	maexes
2   Sales revenues   3,059,606   2,650,160   87			Year to date	Year to date	/ previous
Revenues from domestic market   2,673,584   2,337,862   37   37   38   37   386,022   312,299   31   31   336,022   312,299   31   31   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   312,299   31   31   32   336,022   31   32   336,022   31   32   336,022   31   32   336,022   336,023   32,259,061   36   37   31   31   336,09   37   31   31   336,09   37   31   31   336,09   336,032   34   34   34   34   34   34   34	1	Total Operating revenues	3,088,461	2,671,602	87
Revenues from foreign markets   386,022   312,298   81	2	Sales revenues	3,059,606	2,650,160	87
Change in the value of inventories	2a		2,673,584	2,337,862	87
Inventories of finished and unifinised goods at the beginning of the period   0   0   0   0   0   0   0   0   0	2b	Ÿ	386,022	312,298	81
Period	3	-	XXXXX	XXXXXX	XXXXX
5         Capitalised own products and services         0         0         0           6         Capitalised own products and services         0         0         0           7         Other operating revenues         28,855         21,442         74           8         Total Operating expenses         2,665,633         2,259,061         38           9         Cost of trading goods sold         442,431         349,609         79           10         Cost of consumed materials and other supplies         106,433         87,527         32           11         Cost of materials, spare parts and other inventory sold         0         0         0         0           12         Services         694,203         52,636         75           31         Other Expenditures         246,301         291,658         118           14         Service costs         414,353         327,392         79           15         Amortization And Depreciation         739,946         663,933         90           16         Impairment losses of Non-current assets         0         0         0         0           18         Provisions         7,240         3,235         45           19         Other ope	4	period	0	0	0
7         Other operating revenues         28,855         21,442         74           8         Total Operating expenses         2,665,653         2,259,061         85           9         Cost of trading goods sold         442,431         349,609         79           10         Cost of consumed materials and other supplies         106,493         87,527         82           11         Cost of materials, spare parts and other inventory sold         0         0         0         0           12         Services         694,203         522,636         75         82           13         Other Expenditures         246,301         291,658         118           14         Services costs         414,353         327,382         79           15         Amortization And Depreciation         739,948         663,933         90           16         Impairment losses of Current assets         0         0         0         0           17         Impairment losses of current assets         4,806         9,914         206         10         10         10         10         10         10         10         10         10         10         10         10         10         10         10         10 </td <td>5</td> <td>-</td> <td>0</td> <td>0</td> <td>0</td>	5	-	0	0	0
Total Operating expenses   2,665,653   2,259,061   85	6	Capitalised own products and services	0	0	0
9         Cost of trading goods sold         442,431         349,609         79           10         Cost of consumed materials and other supplies         106,493         87,527         82           11         Cost of materials, spare parts and other inventory sold         0         0         0           12         Services         694,203         522,636         75           13         Other Expenditures         246,301         291,658         118           14         Service costs         414,353         327,382         79           15         Amortization And Depreciation         739,946         663,933         90           16         Impairment losses of Non-current assets         0         0         0           17         Impairment losses of current assets         4,806         9,914         206           18         Provisions         7,240         3,235         45           19         Other operating expenses         9,880         3,167         32           20         Operating profit         422,808         412,541         98           21         Total Financial Revenue         76,765         28,844         38           21b         Other Financial Revenue         0	7	Other operating revenues	28,855	21,442	74
10         Cost of consumed materials and other supplies         106,493         87,527         82           11         Cost of materials, spare parts and other inventory sold         0         0         0           12         Services         694,203         522,636         75           13         Other Expenditures         246,301         291,658         118           14         Service costs         414,353         327,382         79           15         Amortization And Depreciation         739,946         663,933         90           16         Impairment losses of Non-current assets         0         0         0           17         Impairment losses of current assets         4,806         9,914         206           18         Provisions         7,240         3,235         45           19         Other operating expenses         9,880         3,167         32           20         Operating profit         422,808         412,541         98           21         Total Financial Revenue         76,765         28,844         38           21a         Total Financial Revenue         0         0         0           21b         Other Financial Revenue         0         0 <td>8</td> <td>Total Operating expenses</td> <td>2,665,653</td> <td>2,259,061</td> <td>85</td>	8	Total Operating expenses	2,665,653	2,259,061	85
10         Cost of consumed materials and other supplies         106,493         87,527         82           11         Cost of materials, spare parts and other inventory sold         0         0         0           12         Services         694,203         522,636         75           13         Other Expenditures         246,301         291,658         118           14         Service costs         414,353         327,382         79           15         Amortization And Depreciation         739,946         663,933         90           16         Impairment losses of Non-current assets         0         0         0         0           17         Impairment losses of current assets         4,806         9,914         206           18         Provisions         7,240         3,235         45           19         Other operating expenses         9,880         3,167         32           20         Operating profit         422,808         412,541         98           21         Total Financial Revenue         76,765         28,844         38           21a         Total Financial Revenue         0         0         0           22b         Other Financial Expenses         16,	9	Cost of trading goods sold	442,431	349,609	79
11   Cost of materials, spare parts and other inventory sold   0   0   0   0   0   0   0   0   0	10	Cost of consumed materials and other supplies	106,493	87,527	82
12         Services         694,203         522,636         75           13         Other Expenditures         246,301         291,658         118           14         Service costs         414,353         327,382         79           15         Amortization And Depreciation         739,946         663,933         90           16         Impairment losses of Non-current assets         0         0         0           17         Impairment losses of current assets         4,806         9,914         206           18         Provisions         7,240         3,235         45           19         Other operating expenses         9,880         3,167         32           20         Operating profit         422,808         412,541         98           21         Total Financial Revenue         76,765         28,844         38           21a         Income From Associated Companies         0         0         0           21b         Other Financial Revenue         0         0         0           22c         Income From Associated Companies         0         0         0           22b         Other financial expenses         16,293         11,831         73	11	Cost of materials, spare parts and other inventory sold			
13		Services	694.203	522.636	
14         Service costs         414,353         327,382         79           15         Amortization And Depreciation         739,946         663,933         90           16         Impairment losses of Non-current assets         0         0         0           17         Impairment losses of current assets         4,806         9,914         206           18         Provisions         7,240         3,235         45           19         Other operating expenses         9,880         3,167         32           20         Operating expenses         9,880         3,167         32           20         Operating profit         422,808         412,541         98           21         Total Financial Revenue         76,765         28,844         38           21a         Financial revenues from investment, loans granted and interest and exchange rate gains         0         0         0           21b         Other Financial Revenue         0         0         0         0           21c         Income From Associated Companies         0         0         0         0           22         Total Financial Expenses         16,293         11,831         73         22           25		Other Expenditures			
15		Service costs			
16         Impairment losses of Non-current assets         0         0         0           17         Impairment losses of current assets         4,806         9,914         206           18         Provisions         7,240         3,235         45           19         Other operating expenses         9,880         3,167         32           20         Operating profit         422,808         412,541         98           21         Total Financial Revenue         76,765         28,844         38           21a         Financial revenues from investment, loans granted and interest and exchange rate gains         76,765         28,844         38           21b         Other Financial Revenue         0         0         0         0           21c         Income From Associated Companies         0         0         0         0           22c         Total Financial Expenses         16,293         11,831         73           22a         Financial expenses from interests and exchange rate losses         16,293         11,831         73           22b         Other financial expenses         0         0         0         0           22c         Losses from Associates         0         0         0		Amortization And Depreciation			
17         Impairment losses of current assets         4,806         9,914         206           18         Provisions         7,240         3,235         45           19         Other operating expenses         9,880         3,167         32           20         Operating profit         422,808         412,541         98           21         Total Financial Revenue         76,765         28,844         38           21a         Financial revenues from investment, loans granted and interest and exchange rate gains         76,765         28,844         38           21b         Other Financial Revenue         0         0         0         0           21c         Income From Associated Companies         0         0         0         0           22         Total Financial Expenses         16,293         11,831         73           22a         Financial expenses from interests and exchange rate losses         16,293         11,831         73           22b         Other financial expenses         0         0         0         0           22c         Losses from Associates         0         0         0         0           23         Profit from ordinary activities         483,280         429,554					
Provisions	17	Impairment losses of current assets	4.806	9.914	
19   Other operating expenses   9,880   3,167   32	18	Provisions			
20         Operating profit         422,808         412,541         98           21         Total Financial Revenue         76,765         28,844         38           21a         Financial revenues from investment, loans granted and interest and exchange rate gains         76,765         28,844         38           21b         Other Financial Revenue         0         0         0         0           21c         Income From Associated Companies         0         0         0         0           22c         Total Financial Expenses         16,293         11,831         73           22a         Financial expenses from interests and exchange rate losses         16,293         11,831         73           22b         Other financial expenses         0         0         0         0           22c         Losses from Associates         0         0         0         0         0           23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit minority shareholders		Other operating expenses			32
21         Total Financial Revenue         76,765         28,844         38           21a         Financial revenues from investment, loans granted and interest and exchange rate gains         76,765         28,844         38           21b         Other Financial Revenue         0         0         0           21c         Income From Associated Companies         0         0         0           22         Total Financial Expenses         16,293         11,831         73           22a         Financial expenses from interests and exchange rate losses         16,293         11,831         73           22b         Other financial expenses         0         0         0           22c         Losses from Associates         0         0         0           22c         Losses from Associates         0         0         0           23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Ordinary activities before taxation         483,280         429,554         89           25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214	_				98
21a         Financial revenues from investment, loans granted and interest and exchange rate gains         76,765         28,844         38           21b         Other Financial Revenue         0         0         0           21c         Income From Associated Companies         0         0         0           22         Total Financial Expenses         16,293         11,831         73           22a         Financial expenses from interests and exchange rate losses         16,293         11,831         73           22b         Other financial expenses         0         0         0           22c         Losses from Associates         0         0         0           23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Discountinued activities         0         0         0           25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit Majority shareholders         0         0         0           30 <td>21</td> <td>Total Financial Revenue</td> <td></td> <td></td> <td></td>	21	Total Financial Revenue			
21c         Income From Associated Companies         0         0           22         Total Financial Expenses         16,293         11,831         73           22a         Financial expenses from interests and exchange rate losses         16,293         11,831         73           22b         Other financial expenses         0         0         0         0           22c         Losses from Associates         0         0         0         0           23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Discountinued activities         0         0         0           25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit Majority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0		Financial revenues from investment, loans granted and interest	76,765	28,844	
21c         Income From Associated Companies         0         0           22         Total Financial Expenses         16,293         11,831         73           22a         Financial expenses from interests and exchange rate losses         16,293         11,831         73           22b         Other financial expenses         0         0         0         0           22c         Losses from Associates         0         0         0         0           23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Discountinued activities         0         0         0           25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit Majority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0	21b	Other Financial Revenue	0	0	0
22         Total Financial Expenses         16,293         11,831         73           22a         Financial expenses from interests and exchange rate losses         16,293         11,831         73           22b         Other financial expenses         0         0         0           22c         Losses from Associates         0         0         0           23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Discountinued activities         0         0         0           25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit Majority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0	21c	Income From Associated Companies			
Financial expenses from interests and exchange rate losses   16,293   11,831   73		Total Financial Expenses	16,293	11,831	73
22b         Other financial expenses         0         0         0           22c         Losses from Associates         0         0         0           23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Discountinued activities         0         0         0           25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit Majority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0					_
22c         Losses from Associates         0         0         0           23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Discountinued activities         0         0         0           25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit Majority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0		Other financial expenses			
23         Profit from ordinary activities         483,280         429,554         89           24         Net Profit from Discountinued activities         0         0         0           25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit minority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0		Losses from Associates		0	0
24       Net Profit from Discountinued activities       0       0       0         25       Profit from ordinary activities before taxation       483,280       429,554       89         26       Corporate tax       15,907       511,228       3,214         27       Net profit       467,373       -81,674       -17         28       Net profit minority shareholders       0       0       0         29       Net profit Majority shareholders       467,373       -81,674       -17         30       Total other comprehensive income       0       0       0		Profit from ordinary activities	_	429 554	
25         Profit from ordinary activities before taxation         483,280         429,554         89           26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit minority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0		-		423,334	
26         Corporate tax         15,907         511,228         3,214           27         Net profit         467,373         -81,674         -17           28         Net profit minority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0	_			120 551	
27         Net profit         467,373         -81,674         -17           28         Net profit minority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0		-		•	
28         Net profit minority shareholders         0         0         0           29         Net profit Majority shareholders         467,373         -81,674         -17           30         Total other comprehensive income         0         0         0		·			
29 Net profit Majority shareholders 467,373 -81,674 -17 30 Total other comprehensive income 0 0	=	-		·	
30 Total other comprehensive income 0 0 0					
	31	TOTAL COMPREHENSIVE INCOME	467,373		

To: Macedonian Stock Exchange AD Skopje

Orce Nikolov 75, 1000 Skopje

Date: May 2014

Subject: Explanation on the operation of Makedonski Telekom AD - Skopje for the

period from 01.01.2014 until 31.03.2014

The following analysis refers to the unaudited non-consolidated (stand-alone) Income statement of Makedonski Telekom AD – Skopje for the period 01.01.2014 - 31.03.2014, prepared in accordance with International Financial Reporting Standards (IFRSs). For comparative purposes, the previous year items are consistent with the current year presentation.

### **I Revenues**

The revenues of Makedonski Telekom AD - Skopje in the first quarter of 2014 amounted to MKD 1,528,283 thousand, which represents a decrease of 7% compared to the same period of 2013.

### Fixed line services

Makedonski Telekom has managed to maintain the leading position on the fixed voice market with 66% (internal estimation) or 246.5 thousand customers<sup>1</sup> at the end of first quarter of 2014.

Regarding the TV market, Makedonski Telekom has the largest market share encompassing 21.7% (internal estimation) of the total TV market. IPTV service with its high quality, interactivity and the unique TV experience, is well accepted on the market and the Company achieved an increase of the number of IPTV customers by 26.8% compared to the first quarter of 2013, which has resulted in a customer base of 91 thousand customers at the end of the first quarter of 2014.

The focus on the double and triple play packages resulted in an increased number of DSL customers by 7.2%, resulting in DSL customer base of 189 thousand at the end of the first quarter of 2014 and broadband Internet market share of 52.2% (internal estimation).

The voice revenues in the fixed segment services decreased due to the decreased number of fixed line customers by 11.5% compared to the same period of the previous year. Outgoing traffic has been also decreased by 23% compared to the first quarter of 2013.

The **revenues from Internet and digital television via Internet protocol ("IPTV")** increased by 3.8% compared to the same period of the previous year.

The **revenues from sale of equipment** in the first quarter of 2014 have decreased by 13.1% compared to the same period of the previous year.

1

With the finished PSTN Migration on IMS platform MKT has different view of Fix line customers since there is no more PSTN and ISDN customer segmentation, but only IMS customers. The new reporting methodology which is IMS based consist only of IMS customers. Implicitly the currently reported figures are lower than with the prevuious reporting methodology since until 2013 YE MKT was reporting the number of ISDN Channels as number of customers.



## II Expenses

On the cost side, during the first quarter of 2014, the operating expenses decreased by 12% compared to the same period of the previous year.

The employee related expenses have decreased by 19% in the first quarter of 2014 compared to the same period of the previous year due to the lower expenses for salaries, social security contribution mainly as a result of the lower number of employees as well as lower expenses for termination benefits. The cost of goods and services sold and depreciation also decreased during the same period.

The total Capital expenditures (CAPEX), in the first quarter of 2014 is MKD 99,566 thousand.

## III Net profit

The total net profit for the first quarter of 2014 amounts MKD 1,856,965 thousand and it is decreased by 24% compared to the same period of the previous year. This decrease is highly influenced by the changes in the profit tax legislation in 2014 whereby the profit tax is payable at the moment of dividend distribution regardless of the ownership structure. Excluding the profit tax impact in amount of MKD 274,264 thousand in the first quarter of 2014 the net profit would have decline by 13% compared to the same period of the previous year.

\*\*\*\*

On 13 February 2006, Magyar Telekom Plc., the controlling owner of the Company, (via Stonebridge Communications AD – Skopje, majority shareholder of the Company), announced that it was investigating certain contracts entered into by another subsidiary of Magyar Telekom Plc. to determine whether the contracts were entered into in violation of Magyar Telekom Plc. policy or applicable law or regulation. Magyar Telekom's Audit Committee retained White & Case, as its independent legal counsel to conduct the internal investigation. Subsequent to this on 19 February 2007, the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Company and the Audit Committee of Magyar Telekom Plc., adopted a resolution to conduct an independent internal investigation regarding certain contracts in Macedonia.

Based on publicly available information, as well as information obtained from Magyar Telekom and as previously disclosed, Magyar Telekom's Audit Committee conducted an internal investigation regarding certain contracts relating to the activities of Magyar Telekom and/or its affiliates in Montenegro and Macedonia that totaled more than EUR 31 million. In particular, the internal investigation examined whether Magyar Telekom and/or its Montenegrin and Macedonian affiliates had made payments prohibited by U.S. laws or regulations, including the U.S. Foreign Corrupt Practices Act (the "FCPA"). The Company has previously disclosed the results of the internal investigation.

Magyar Telekom's Audit Committee informed the U.S. Department of Justice (the "DOJ") and the U.S. Securities and Exchange Commission (the "SEC") of the internal investigation. The DOJ and the SEC commenced investigations into the activities that were the subject of the internal investigation.

On 29 December 2011, Magyar Telekom announced that it had entered into final settlements with the DOJ and the SEC to resolve the DOJ's and the SEC's investigations relating to Magyar Telekom. The settlements concluded the DOJ's and the SEC's investigations. Magyar Telekom disclosed the key terms of the settlements with the DOJ and the SEC on 29 December 2011. In particular, Magyar Telekom disclosed that it had entered into a two-year deferred prosecution agreement (the "DPA") with the DOJ. The DPA expired on 5 January 2014, and further to the DOJ's

Makedonski Telekom AD - Skopje Kej 13-ti Noemvri No. 6, 1000 Skopje, Republika Makedonija

request filed in accordance with the DPA, the U.S. District Court for the Eastern District of Virginia dismissed the charges against Magyar Telekom on 5 February 2014.

According to the information provided to the Company by Magyar Telekom Plc., on 2 December 2009, the Audit Committee of Magyar Telekom Plc., provided the Magyar Telekom's Board of Directors with a "Report of Investigation to the Audit Committee of Magyar Telekom Plc." dated 30 November 2009 (the "Final Report").

In relation to the issuance of the Final Report and the information provided to the Company by Magyar Telekom, in January 2010 the Chairman of the Company's Board of Directors requested third party legal and tax expertise for assessment of the potential accounting and tax implications arising from the transactions conducted by the Company and its subsidiary subject to the Final Report.

The external experts prepared reports (the "Reports") on their assessment and submitted the Reports to the Chairman of the Company's BoD and the Management of the Company and its subsidiary accordingly. As a result, based on the analysis of the Tax and Legal experts and information available to the Management related to the transactions subject of the Final Report, amount of MKD 216,577 thousand has been identified as potential tax impact, together with related penalty interest, as of 31 December 2009 arising from the transactions conducted by the Company subject to the Final Report. In 2010 the amount related to the identified potential tax impact, together with related penalty interest, amounted to MKD 227,972 thousand, which were paid in 2010 upon an executive decision issued by the Public Revenue Office. In addition, the value of one contract of MKD 105,147 thousand capitalized within treasury shares was corrected in 2009 financial statements and was accounted for as though these payments had been expensed in 2006 rather than capitalized as part of treasury shares as originally reported. The other contracts that were identified by the Final Report and the reports of the tax and legal experts related to transactions undertaken by the Company were expensed in the related periods (2001-2007).

In May 2008, the Ministry of Interior ("MOI") of the Republic of Macedonia ("RoM") submitted to the Company an official written request for information and documentation regarding certain payments for consultancy services and advance dividend, as well as certain procurements and contracts. In June 2008 the Company submitted copies from the requested documents.

In October 2008 the Investigation Judge from the Primary Court Skopje 1 – Skopje (the criminal court), has issued an official written order to the Company to handover certain original documentation. Later in October 2008, the Company officially and personally handed over the requested documentation. Additional MOI requests in written were submitted and the Company provided the requested documentation.

The Primary Court Skopje 1 in Skopje, Investigative Department for Organized Crime delivered a summon to the Company in connection with the criminal charges against the former CEO of Makedonski Telekom AD- Skopje, Mr. Szendrei, the former CFO of the company, Mr. Plath, the former member of the BoD in Stonebridge and former member of the BoD in Makedonski Telekom AD – Skopje, Mr. Kefaloyannis and the former CEO of the Stonebridge, Mr. Kisjuhász and asked for a statement whether the Company has suffered any damages on the basis of the said consultancy contracts.

On the hearing held on 13 April 2009, the representatives of Makedonski Telekom AD Skopje declared the position of the Company that taking into consideration the ongoing independent internal investigation conducted by White & Case, approved by the Company's BoD, it was premature to preannounce any damage which may be caused by means of the implementation of the mentioned contracts or with reference to them. An expertise was performed on 11 May 2010 and the experts from Ministry of Justice of the Republic of Macedonia – Court Expertise Office – Skopje, asked for some additional documents from Company's side in order to prepare the expertise. The Company has collected and submitted the requested information/documentation to the Court Expertise Office.

On 14 March 2011, the Company received from the Primary Court Skopje 1 a copy of the "Finding and Opinion", dated November 2010, issued by the Bureau of Judicial Expertise to the Primary Court Skopje 1 as a result of the expertise procedure. The "Finding and Opinion" addresses and contains conclusions regarding five contracts entered into with Chaptex and Cosmotelco in 2005 and 2006 and formerly reviewed by the Audit Committee of Magyar Telekom. The "Finding and Opinion" concludes that, based on these contracts, expenditures in the amount

Makedonski Telekom AD - Skopje Kej 13-ti Noemvri No. 6, 1000 Skopje, Republika Makedonija

of EUR 3.975 million were made by the Company and Stonebridge to Chaptex "without evidence for performed services"; accordingly, shareholders of the Company and Stonebridge in the proportion of their shareholding, suffered damages in the aforementioned aggregate amount as result of decreased proceeds for payment of dividend in 2005 and 2006.

Based on publically available information, we understand that the Public Prosecutor has filed an indictment in 2011 against Mr. Szendrei, Mr. Kisjuhász and Mr. Plath, but not against Mr. Kefaloyannis. The Company, as a damaged party in this case, has not received an official court invitation for the hearing.

Pursuant to the questions posed by the investigative judge, it could be concluded that the public prosecutor has addressed the Company as a party damaged by the actions of the defendants. However, based on the content of the order for expertise issued by the investigative judge, and on the basis of the expert opinion, it can be concluded that now damaged parties are shareholders of the Company (Stonebridge AD Skopje, the Republic of Macedonia and minority shareholders) and therefore the state budget, as the Republic of Macedonia is a shareholder in the Company. Therefore, the public prosecutor should clear out who is considered as damaged party in this particular case, which is of significant importance for the position of the Company in this proceeding and its further actions. At the moment there aren't any indications that the Company could be found liable and made to pay any penalties or fines for the criminal procedure which is initiated against the individuals and accordingly the Company did not record any provision.

On 23 February 2012 the Company received a request for documentation from the Financial Police Office of the Ministry of Finance of the RoM related to certain consultancy contract and underlying documentation, which were also provided to White & Case during the internal investigation. The Company responded to the request accordingly.

We have not become aware of any information as a result of a request from any regulators or other external parties, other than as described above, from which we have concluded that the financial statements may be misstated, including from the effects of a possible illegal act.

Andreas Maierhofer	Slavko Projkoski
Chief Executive Officer	Chief Financial Officer

# **Income Statement**

In 000 MKD

			n 000 MKD	
		Previous Period	Curent Period	Indexes
	Position	Year to date	Year to date	curent year / previous year
1	Total Operating revenues	1,644,781	1,530,044	93
2	Sales revenues	1,641,891	1,528,283	93
2a	Revenues from domestic market	1,294,147	1,252,433	97
2b	Revenues from foreign markets	347,744	275,850	79
3	Change in the value of inventories	XXXXX	XXXXXX	XXXXX
4	Inventories of finished and unfinised goods at the beginning of the period	0	0	0
5	Inventories of finished and unfinised goods at the end of the period	0	0	0
6	Capitalised own products and services	0	0	0
7	Other operating revenues	2,890	1,761	61
8	Total Operating expenses	1,692,763	1,482,780	88
9	Cost of trading goods sold	87,144	74,819	86
10	Cost of consumed materials and other supplies	81,540	65,738	81
11	Cost of materials, spare parts and other inventory sold	0	0	0
12	Services	548,373	441,491	81
13	Other Expenditures	139,449	174,298	125
14	Service costs	288,928	235,333	81
	Amortization And Depreciation	517,541	484,287	94
16	Impairment losses of Non-current assets	0	0	0
17	Impairment losses of current assets	11,406	3,465	30
18	Provisions	4,824	1,881	39
19	Other operating expenses	13,558	1,468	11
20	Operating profit	-47,982	47,264	0
21	Total Financial Revenue	2,518,339	2,094,720	83
21a	Financial revenues from investment, loans granted and interest and exchange rate gains	2,518,339		83
21b	Other Financial Revenue	0	0	0
21c	Income From Associated Companies	0	0	0
22	Total Financial Expenses	14,610	10,755	74
22a	Financial expenses from interests and exchange rate losses	14,610	10,755	74
22b	Other financial expenses	0	0	0
22c	Losses from Associates	0	0	0
	Profit from ordinary activities	2,455,747	2,131,229	87
24	Net Profit from Discountinued activities	0	0	0
	Profit from ordinary activities before taxation	2,455,747	2,131,229	87
26	Corporate tax	5,755	274,264	4,766
27	Net profit	2,449,992	1,856,965	76
	Net profit minority shareholders	1,061,663	922,384	87
	Net profit Majority shareholders	1,388,329	934,581	67
30	Total other comprehensive income	0	0	0
31	TOTAL COMPREHENSIVE INCOME	2,449,992	1,856,965	76