

# Magyar Telekom Telecommunications Public Limited Company

## Submission

### for Magyar Telekom Plc.'s Extraordinary General Meeting

<b>Subject:</b>	Informative for the shareholders with regard to the transformation of Magyar Telekom Nyrt., T-Kábel Magyarország Kft. and Dél-Vonal Kft.
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Budapest, June 29, 2009

The relevant submission to this agenda item – being an informative agenda item and does not contain any resolution proposal – is contained in Annex *Information for the shareholders on issues connected with the merge of T-Kábel Magyarország Kft. and Dél-Vonal Kft. with and into Magyar Telekom Plc.*

## **Information for the shareholders on issues connected with the merger of T-Kábel Magyarország Kft. and Dél-Vonal Kft. with and into Magyar Telekom Plc.**

On May 25, 2009 the senior officers of all three affected companies confirmed their intention of the upstream merger of T-Kábel Magyarország Kft. and Dél-Vonal Kft. with and into Magyar Telekom Plc. In order to realize the transformation, the owners of the company need to take the final decisions at the Extraordinary General Meeting approving this transformation.

Magyar Telekom Plc. – according to Section 6.2.(d) of the Articles of Association and Section 71 (1) of the Companies Act – may make a resolution on the transformation by way of one decision taken by the General Meeting. The Board of Directors of Magyar Telekom Plc. and the managing directors of the affected subsidiaries discussed and approved the relevant documents enclosed to the submission, and the independent auditor and the Supervisory Board as well as the Audit Committee examined them and gave their opinions on them.

To prepare for the final decision the senior officers of the companies prepared before this General Meeting the draft merger balance sheet and draft merger inventory as of the predefined turning date (December 31, 2008) and the additional necessary documents, the assigned independent auditor gave his opinion on them and prepared a relevant statement. The proportion of assets payable to the shareholders who do not wish to participate in the merged company was determined and published in an announcement on May 29, 2009 together with information to our kind shareholders on how they can indicate their intention of not participating in the successor company and how the company will settle with them.

The company fulfilled its obligations required by Section 280 (1) of the Companies Act with regard to prior submission and Section 304 (1) of the Companies Act Section and Section 5.1. of the Articles of Association with regard to prior publication. This Extraordinary General Meeting is to declare the transformation of the three companies and to approve the documents needed for the operation of the successor Magyar Telekom Plc.