

Magyar Telekom Telecommunications Public Limited Company

Submission

to the General Meeting of Magyar Telekom Plc.

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| Subject: | Election of the Company's Auditor and determination of its remuneration.<br>Election of the Auditor personally responsible for the audit and the<br>appointed deputy auditor |
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Budapest, April 12, 2011

**Proposal of the Audit Committee of Magyar Telekom Plc.  
for the General Meeting of the Company**

**in relation to the election and determination of the remuneration of the Company's Auditor, and the election of the Auditor personally responsible for the audit and the appointed Deputy Auditor, furthermore, in relation to this, proposal regarding the determination of the contents of the material elements of the contract to be concluded with the Auditor**

The Audit Committee, having reviewed and evaluated the performance, qualifications, internal quality-control system and independence of the Independent External Auditor of Magyar Telekom Plc. (the "Company"), submits the following resolution proposal to the General Meeting in relation to the election and determination of the remuneration of the Company's Independent External Auditor, and the election of the Auditor personally responsible for the audit and the appointed Deputy Auditor. Furthermore, in relation to this, it proposes the contents of the material elements of the contract to be concluded with the Auditor – in addition to elements set out in the resolution proposal – to be determined as follows:

- **Scope of the contract:**  
The audit of the annual financial statements of the Company prepared according to the Hungarian Accounting Act (HAR), and the audit of the annual consolidated financial statements of Magyar Telekom Group prepared in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2011.
- **Billing and payment:**  
The fee of the Auditor shall be paid in 12 equal monthly installments. The Auditor may change the fees reasonably and proportionally if the scope of the work is changed (for example, significant change in Magyar Telekom Group, significant change in business or regulatory circumstances) for an unforeseeable reason, or if excess work arises for a reason attributable to the interests of the Company, provided that the scope and fees of the excess work are mutually agreed in advance by the contracting parties and the Audit Committee pre-approves the same according to its Pre-Approval Policy.
- **Duration of the contract:**  
The contract is for the period ending May 31<sup>st</sup>, 2012 or if the Annual General Meeting closing the 2011 fiscal year will be held prior to May 31<sup>st</sup> 2012 then until the date thereof.

**"The General Meeting elects as Auditor of Magyar Telekom Plc. (the "Company")**

**PricewaterhouseCoopers Ltd. (1077 Budapest, Wesselényi u. 16; company registration number: 01-09-063022; registration number: 001464)**

**personally Márta Hegedűsné Szűcs as registered Auditor  
Chamber membership number: 006838  
Address: 2071 Páty, Várhegyi u. 6.  
Mother's maiden name: Julianna Hliva**

**to perform audit services for the year 2011, for the period ending May 31<sup>st</sup> 2012 or if the Annual General Meeting closing the 2011 fiscal year will be held prior to May 31<sup>st</sup> 2012 then on the date thereof.**

**In the event that Márta Hegedűsné Szűcs is incapacitated, the General Meeting elects Nikoletta Róka (chamber membership number: 005608, mother's maiden name: Györgyi Soós, address: 1163 Budapest, Gutenberg u. 17.) to act as responsible Auditor.**

**The General Meeting approves HUF 180,000,000 + VAT + 8% related costs + VAT be the Auditor's annual compensation, covering the audit of the annual financial statements of the Company prepared in accordance with the Hungarian Accounting Act and also the audit of the annual consolidated financial statements of the Magyar Telekom Group prepared in accordance with International Financial Reporting Standards (IFRS).**

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

Budapest, March 11, 2011

In representation of the Audit Committee of Magyar Telekom Plc.:

Dr. János Illéssy  
Chairman of the Audit Committee