

# Resolutions of the Extraordinary General Meeting of Magyar Telekom Telecommunications Public Limited Company held on December 21, 2006

## Resolution No. 1/2006 (XII. 21.)

The General Meeting agrees to that the proceedings of the Meeting shall be recorded on tape.

The General Meeting adopts this Resolution 658.010.616 affirmative votes, 0 negative votes, and 1000 abstentions.

## Resolution No. 2/2006 (XII. 21.)

The General Meeting elects dr. Tibor Székelyhídi Keeper of the Minutes in addition to electing Mr. Reinhold Echter, representative of MagyarCom Holding GmbH authenticator of the Minutes.

The General Meeting adopts this Resolution 658.008.616 affirmative votes, 0 negative votes, and 1.010 abstentions.

## Resolution No. 3/2006 (XII. 21.)

The General Meeting approves the agenda of the Meeting, in line with the resolution proposal, as follows:

1. Report of the Board of Directors on the management of the Company, the business policy of Magyar Telekom Group and report on the business operations and the financial situation of Magyar Telekom Group in 2005 according to the requirements of the Accounting Act
2. Report of the Board of Directors on the business operations of the Company in 2005, presentation of the report of the Supervisory Board and the Auditor
3. Decision on the approval of the 2005 financial statements of the Company and on the relief from liability of the members of the Board of Directors
4. Proposal of the Board of Directors for the use of the profit after tax earned in 2005
5. Election of the Company's Auditor and determination of its remuneration
6. Modification of the Articles of Association of Magyar Telekom Plc.
7. Recalling and Election of Members of the Board of Directors
8. Miscellaneous

The General Meeting adopts this Resolution 658.010.616 affirmative votes, 0 negative votes, and 1.010 abstentions.

## Resolution No. 4/2006 (XII. 21.)

The General Meeting approves the 2005 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards, including Balance Sheet Total Assets of HUF 1,082,948 million and Profit after tax for year 2005: HUF 88,919 million (before the deduction of HUF 10,355 million attributable to minority interests).

The General Meeting adopts this Resolution 648.052.152 affirmative votes, 23.236.153 negative votes, and 3.089.401 abstentions.

## Resolution No. 5/2006 (XII. 21.)

The General Meeting approves the Y2005 Annual Report of the Company prepared according to the Hungarian Accounting Regulations (HAR), including Balance Sheet Total Assets of HUF 923,466 million and After-tax Net Income of HUF 68,090 million.

The General Meeting adopts this Resolution 648.051.502 affirmative votes, 23.236.153 negative votes, and 3.090.051 abstentions.

**Resolution No. 6/2006 (XII. 21.)**

The General Meeting hereby evaluates the work of the board members of the Company and decides on granting the relief from liability for the board members of the Company with respect to the 2005 business year in accordance with Section 30 (5) of the Companies Act. The evaluation and the relief from liability granted by this resolution shall not apply to the liability of the board members arising from their gross negligence or wilful misconduct.

The General Meeting adopts this Resolution 646.416.543 affirmative votes, 24.871.762 negative votes, and 3.089.401 abstentions.

**Resolution No. 7/2006 (XII. 21.)**

A dividend of HUF 73 per ordinary share (with a face value of HUF 100) and dividend of HUF 7 300 per preference share (with a face value of HUF 10 000) shall be paid to the shareholders from the profit of 2005.

The Company uses HUF 8,031,646,223 from profit reserves to pay the total dividend of HUF 76,122,086,995 because profit after tax before dividend is HUF 68,090,440,772 based on HAR figures.

January 12<sup>th</sup> 2007 shall be the first day of dividend disbursement.

On December 22<sup>nd</sup> 2006, the Management Committee of Magyar Telekom Plc. shall publish a detailed announcement on the order of dividend disbursement in Magyar Tőkepiac, as well as on the homepage of the Company and of the Budapest Stock Exchange.

In compliance with Magyar Telekom's assignment, KELER Ltd. shall disburse dividends.

The General Meeting adopts this Resolution 640.626.132 affirmative votes, 30.651.833 negative votes, and 3.099.741 abstentions.

**Resolution No. 8/2006 (XII. 21.)**

The General Meeting elects PricewaterhouseCoopers Kft. (1077 Budapest, Wesselényi u. 16.; Registration no.: 001464). Name of the private person to perform audit services as registered auditor:

Szabados Szilvia (chamber membership number: 005314; address: 1031 Budapest, Amfiteátrum u. 25. VI. 53.; mother's maiden name: Terézia Bukó) as Auditor of the Company for the two year period ending May 31<sup>st</sup> 2008 or if the Annual General Meeting closing the 2007 financial year will be held prior to May 31<sup>st</sup> 2008 than on the date thereof.

In the event that Szilvia Szabados is incapacitated, the GM elects Márta Hegedűsné Szűcs (chamber membership number: 006838, mother's maiden name: Julianna Hliva, address: 2071 Páty, Várhegyi u. 6.) to act as responsible auditor.

The General Meeting approves the payment of HUF 81,000,000 - not including the audit of internal controls as required by the Sarbanes-Oxley Act of 2002 - (+ a maximum of 5% for related costs) + VAT per year, covering the audit of the annual financial statements of Magyar Telekom Plc. (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 adopts this Resolution 666.818.835 affirmative votes, 65.792 negative votes, and 7.493.079 abstentions.

**Resolution No. 9/2006 (XII. 21.)**

The General Meeting approves the modifications of the Articles as follows:

**1.6.2. Other activities**

40.11'03 Production of electricity

67.20'03 Other insurance activities

## 15.2. Notices

Notices and advertisements of the Company shall be published in the nationwide, official journal of the Budapest Stock Exchange and in the official publication space of the Budapest Stock Exchange Closed Limited Company (i.e. home page of the Stock Exchange) and the Official Gazette ("Cégekőzöny") in cases required by applicable law.

**All other provisions of the Articles of Association remain unchanged.**

The General Meeting adopts this Resolution with 641.063.428 affirmative votes, 30.076.025 negative votes, and 3.238.253 abstentions.

### **Resolution No. 10/2006 (XII. 21.)**

**The General Meeting elects Christopher Mattheisen to the members of the Board of Directors of Magyar Telekom Nyrt. – under the same conditions as for the members today - until May 31, 2007.**

The General Meeting adopts this Resolution 635.485.883 affirmative votes, 35.653.570 negative votes, and 3.238.253 abstentions.