

Extraordinary General Meeting of Magyar Telekom Telecommunications Public Limited Company

MINUTES

Of the Extraordinary General Meeting of **Magyar Telekom Telecommunications Public Limited Company** (registered seat: 1013 Budapest, Krisztina krt. 55.), held on November 15, 2006 1.00 p.m. at the headquarters of Magyar Telekom Nyrt. (Budapest I., Krisztina krt. 55.).

Way of organizing the General Meeting: participation in person.

Participants: as set out in the attached attendance sheet .

The Chairman of the Board of Directors of Magyar Telekom Nyrt., Mr. **Elek Straub** opens the General Meeting at 1:00 p.m.

Greets shareholders and invitees.

Announces that pursuant to the provisions of Section 6.12. of the Articles of Association, he will chair the General Meeting himself.

Informs the General Meeting that pursuant to Section 6.17.1 of the Articles of Association, votes will be cast via computer, and tallied electronically. Informs the General Meeting that he shall read out the result of voting himself, on the basis of the counted votes to appear on the computer screen.

Requests Mr. György Kató, present on behalf of LINEÁR Kft., to describe the essence and method of computer voting.

Subsequent to the informative provided by Mr. György Kató the Chairman makes known that holders of voting shares or their proxies representing 64,22 percent, altogether 668.051.001 votes out of altogether 1.040.311.656 pieces of common shares are present, therefore constitutes a quorum.

The **Chairman** states that that the General Meeting has been convened by the Supervisory Board in compliance with the relevant provisions of law and the provisions of the Articles of Association.

On the basis of the proxy instruments submitted to the Company, the **Chairman** states that proxies represent the shareholders legally. Shareholders present but not registered in the Stock Register or not holding an owner's certificate may participate at the General Meeting as observers however can not exercise the right of vote. Section 304 (3) of the Act IV of 2006 on Business Associations (the Companies Act) sets forth that holders of registered shares are entitled to exercise their rights as shareholders following their registration in the Stock Register. Magyar Telekom Nyrt.'s Articles of Association also contains a provision in compliance with these rules. In line with these provisions of law and the Articles of Association, in the Announcement for the GM published on October 13, 2006 in Magyar Tőkepiac the Company called the attention of the Shareholders to the fact that they might exercise their right of vote provided that they had been recorded in the Stock Register of the Company as owners of shares or authorized proxies at least 6 workdays before the General Meeting (i.e. on November 7, 2006 at the latest).

The Chairman requests the participants to agree to that the proceedings of the General Meeting will be recorded on tape.

In lack of any remarks or motions the Chairman puts the proposal to the vote. The voting ratio necessary for adopting this resolution is **simple majority**.

Resolution No. 1/2006 (XI. 15.)

The General Meeting approves that the proceedings of the Meeting be recorded on tape.

The General Meeting adopts this Resolution 651.763.475 affirmative votes, 0 negative votes, and 0 abstentions.

The **Chairman** makes the proposal to elect dr. Tibor Székelyhídi, Magyar Telekom Nyrt.'s Deputy Director (Head of Corporate Legal Affairs Dept.) as Keeper of the Minutes. Besides, he suggests that Mr. Peter Janeck representative of MagyarCom Holding GmbH should authenticate the Minutes.

In lack of any remarks or motions the Chairman puts the proposal to the vote. The voting ratio necessary for adopting this resolution is **simple majority**.

Resolution No. 2/2006 (XI. 15.)

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

The General Meeting adopts this Resolution with 651.763.475 affirmative votes, 0 negative votes, and 0 abstentions.

The **Chairman** announces that no motion was submitted to the Board of Directors in connection with the modification of the agenda within 8 days upon its publication, (i.e. October 21, 2006) therefore it is not possible to adopt any resolutions on the issues not included in the agenda published as part of the GM Announcement. The **Chairman** makes known that no further agenda items can be included because not all the shareholders are present.

He proposes that the GM should approve the following order for discussing the items on the agenda:

1. Presentation of the report of the Supervisory Board on the Company's 2005 annual report
2. Decision on the Company's annual report and on the use of the 2005 profit after tax
3. Election of the Company's auditor, determination of its remuneration
4. Miscellaneous

In lack of any remarks or motions the **Chairman** puts the proposal to the vote. The voting ratio necessary for adopting this resolution is **simple majority**.

Resolution No. 3/2006 (XI. 15.)

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

1. Presentation of the report of the Supervisory Board on the Company's 2005 annual report
2. Decision on the Company's annual report and on the use of the 2005 profit after tax
3. Election of the Company's auditor, determination of its remuneration

4. Miscellaneous

The General Meeting adopts this Resolution with 651.763.475 affirmative votes, 0 negative votes, and 0 abstentions.

Prior to opening the discussion of Agenda item No. 1, the Chairman informs the GM that during the preparation of the GM the Board of Directors stated that they are not in the position to propose the annual financial reports 2005 to the GM. To hold a valid GM the Company should have published the necessary disclosures within the legal timeframe but was unable to do so therefore the Chairman proposes that the General Meeting be closed at this point.

The Chairman proposes that the GM votes on the proposal on the closing of the GM as the annual financial reports for 2005 are not available yet and consequently the conditions for holding a valid GM are not met.

In lack of any remarks or motions the **Chairman** puts the proposal to the vote. The voting ratio necessary for adopting this resolution is **simple majority**.

RESOLUTION No. 4/2006 (XI. 15.)

The General Meeting states that the proposal on the annual financial reports 2005 is not available and consequently the conditions for holding a valid GM are not met therefore the GM will not discuss the items on the agenda.

The General Meeting adopts this Resolution with 623.113.124 affirmative votes, 5.561 negative votes, and 12.154.354 abstentions.

The Chairman informs the General Meeting that Magyar Telekom is committed to comply fully with the requirements and requests of the authorities that have jurisdiction over it and is seeking to have its annual results and dividend proposal approved as promptly as reasonably possible. The Company will inform the shareholders when this event occurs. The Chairman thanks the work and adjourns the meeting at 13.17.

Dated as above.

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Elek Straub
Chairman of the General Meeting

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Dr. Tibor Székelyhídi
Minute Keeper

.....
Peter Janeck
Authenticator

Countersigned by:

.....
Dr. Péter Dankó
General Counsel
In-house certificate No.:13058