

**Information to the Annual General Meeting of Magyar Telekom Plc. to be held on April 7, 2010 in accordance with Section 304 (1) of the Companies Act and Section 5.1. of the Articles of Association**

**1. Summary to Agenda Item 1 (Decisions regarding the resolutions adopted by the April 25, 2008 Annual General Meeting of the Company that have been rendered ineffective by the Metropolitan Court)**

Concerning the resolutions adopted by the April 25, 2008 Annual General Meeting of the Company that have been rendered ineffective by the Metropolitan Court, if the given resolutions must remain effective and enforceable in the future, they have to be adopted again. Certain resolutions will not have a legal effect in the future, however, the actions taken on the basis of these resolutions have to be confirmed and approved so that the Company excludes or minimizes the possibility of any further legal disputes.

**The financial results of the Company and the Group in the 2007 fiscal year are as follows:**

	in million HUF	
	Magyar Telekom Plc. (HAR)	Magyar Telekom Group (IFRS)
Total Assets	942,877	1,135,578
Long-term Assets	842,584	903,991
Short term Assets	68,160	231,587
Common Stock	104,275	104,275
Total shareholders' equity	412,697	514,998
Long-term Liabilities	309,062	330,867
Short-term Liabilities	147,453	223,018
Sales Revenues	499,909	676,661
Profit for the year (IFRS)	-	73,056
Balance sheet profit (HAR) (before the proposed dividends)	35,634	-
Balance sheet result (HAR) (after the proposed dividends)	0	-

The Board of Directors proposes that the General Meeting should repeatedly approve the 2007 Annual Report of Magyar Telekom Plc. prepared according to the Hungarian Accounting Regulations (HAR), including Balance Sheet Total Assets of HUF 942,877 million, and HUF 35,634 million After-tax Net Income.

The Board of Directors proposes that the General Meeting should repeatedly approve the 2007 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards (IFRS), including Balance Sheet Total Assets of HUF 1,135,578 million and Profit after tax for year 2007 HUF 73,056 million (before the deduction of HUF 12,901 million attributable to minority interests).

**Key data of the report of the Supervisory Board:**

Based on its findings in the course of the continuous monitoring of the business operations of the Company and the Magyar Telekom Group the Supervisory Board recommends that the General Meeting should:

- approve the Y2007 Annual Report of the Company prepared according to the Hungarian Accounting Regulations (HAR) with the Balance Sheet Total Assets and After-tax Net Income as proposed by the Board of Directors,

- approve the Y2007 Consolidated Financial Statements of the Magyar Telekom Group prepared according to the International Financial Reporting Standards (IFRS) with the Balance Sheet Total Assets and Profit after tax as proposed by the Board of Directors,
- accept the proposal of the Board of Directors on the dividend payment,
- approve the Corporate Governance Report for 2007.

**Resolution proposals:**

The General Meeting repeatedly approves the 2007 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards, with a Balance Sheet Total of HUF 1,135,578 million and Profit after tax for year 2007 HUF 73,056 million (before the deduction of HUF 12,901 million attributable to minority interests).

The General Meeting repeatedly approves the 2007 Annual Financial Statements of the Company prepared according to the Hungarian Accounting Regulations (HAR), with a Balance Sheet Total of HUF 942,877 million and After-tax Net Income of HUF 35,634 million.

The General Meeting has reviewed and repeatedly approves the Corporate Governance and Management Report of the Board of Directors of Magyar Telekom on the financial year of 2007.

(Extract: the Corporate Governance and Management Report contains among others: (i) brief presentation of the operation of the Board of Directors, and a description of the division of responsibility and duties between the Board and the executive management, (ii) introduction of the members of the Board of Directors, the Supervisory Board and the executive management, description of the structure of committees, (iii) number of meetings held in the relevant period by the Board of Directors, Supervisory Board and committees, (iv) presentation of viewpoints considered when evaluating the work of the Board of Directors, the Supervisory Board, the executive management, (v) report on the operation of different committees, (vi) presentation of the system of internal controls and the evaluation of the activity in the relevant period, report on the efficiency and effectiveness of risk management procedures, (vii) information on whether the auditor has carried out any activities not related to auditing, (viii) synoptic presentation of the company's disclosure policy, and its policy on trading by insiders, (ix) synoptic demonstration of the methods of exercising shareholders' rights, (x) brief presentation of rules on the conducting of the General Meeting, (xi) remuneration statement and, (xii) declaration of the Company on compliance with the Corporate Governance Recommendations.)

The General Meeting, having evaluated the work of the Board members of the Company, repeatedly decides on granting the relief from liability for the Board members of the Company with respect to the 2007 business year in accordance with Section 30 (5) of Act IV. of 2006 on Business Associations. 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 willful misconduct.

A dividend of HUF 74 per ordinary share (with a face value of HUF 100) shall be paid to the shareholders from the profit of 2007.

The General Meeting confirms and approves that according to the assignment given by the Company the commencement of dividend payment by KELER Zrt. as of May 27, 2008 and the usage of HUF 35,633,509,239 from the net income according to HAR and HUF 41,418,404,237 from the profit reserve by the Company to pay the total sum of HUF 77,051,913,476 for dividends.

The General Meeting acknowledges that on May 5, 2008 the Board of Directors of Magyar Telekom Plc. published a detailed announcement on the order of dividend disbursement in the following newspapers: Magyar Hírlap, Népszava and Világgazdaság, as well as on the homepage of the Company and the Budapest Stock Exchange.

The General Meeting repeatedly approves the amendment of Section 1.4. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amendment of Section 1.6. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amendment of Section 1.8. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amendment of Section 4.5. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amendment of Section 5.1., 6.2. (i), 7.4.1. (b) and 8.3. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amendment of Section 7.6. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amendment of Section 8.4.5. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amendment of Section 8.7. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amendment of Section 15.2. of the Articles of Association in line with the submission.

The General Meeting repeatedly approves the amended and restated Rules of Procedure of the Supervisory Board with the modifications set out in the submission. (Amended Sections: 1., 2., 3., 4., 5., 6., 7., 8., 9., 10., and 11.)

The General Meeting confirms and approves that Mr. Gregor Stücheli acted as the member of the Board of Directors between April 25, 2008 and April 2, 2009.

The General Meeting confirms and approves that Mr. Lothar Alexander Harings acted as the member of the Board of Directors between April 25, 2008 and April 2, 2009.

The General Meeting confirms and approves that Zsoltné Varga acted as the member of the Supervisory Board from April 25, 2008 until this date.

The General Meeting confirms and approves that PricewaterhouseCoopers Kft. (1077 Budapest, Wesselényi u. 16.; auditor's registration no: 001464), personally Márta Hegedűsné Szűcs as registered auditor (chamber membership number: 006838; address: 2071 Páty, Várhegyi u. 6.; mother's maiden name: Julianna Hliva) acted until April 2, 2009 for year 2008 as the auditor of the Company. The General Meeting confirms and approves that if Márta Hegedűsné Szűcs was incapacitated Margit Gyurikné Sós (chamber membership number: 003662, mother's maiden name: Margit Varró, address: 1041 Budapest, Bercsényi u. 11.) acted as the responsible auditor of the Company.

The General Meeting confirms and approves that HUF 72,000,000 + VAT + max 5% related costs + VAT (excluding the audit of internal controls as required by the Sarbanes-Oxley Act of 2002), to be the Auditor's annual compensation for the year 2008, 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).

**2. Summary to Agenda Item 2 (Report of the Board of Directors on the management of Magyar Telekom Plc., on the business operation, on the business policy and on the financial situation of the company and Magyar Telekom Group in 2009)**

The financial results of the Company and the Group in the 2009 fiscal year are as follows:

	in million HUF	
	Magyar Telekom Plc. (HAR)	Magyar Telekom Group (IFRS)
Total Assets	968,412	1,166,377
Non current Assets	835,103	917,011
Current Assets	100,098	249,366
Common Stock	104,274	104,275
Total shareholders' equity	432,054	-
Total equity of owners of the parent	-	538,480
Non current Liabilities	291,056	322,634
Current Liabilities	177,538	238,323
Revenues	475,269	643,989
Profit for the year (IFRS)	-	93,253
Balance sheet net income (HAR) (before the proposed dividends)	74,227	-
Balance sheet net income (HAR) (after the proposed dividends)	0	-

**Key data of the report of the Board of Directors**

- The changing trends require continued efficiency improvements – agreement with trade unions in September 2009 about 400+ redundancies at the parent company by the end of 2010.
- Strong infrastructure based competition; 3Play services are available through copper, fiber, cable, and mobile networks.
- Strong positions across all segments of the Hungarian market.
- Continued pressure on telecommunications spending expected in 2010.
- 2009 results: 3.1% revenue decline driven by recession, regulation and competition; 4% underlying EBITDA decline driven by changing revenue mix and economic recession.
- Consumer Services Business Unit – fixed operations: 3Play as growth engine and retention tool in the residential segment: 5-year new generation access roll out plan to cover ~30% or ~1,2 million households with bandwidth up to 100 Mbit/s.
- Consumer Services Business Unit mobile operations: recessionary impacts felt in the market, the consequences of which are decline in customer numbers and tariff erosion.
- Business Services Business Unit: characterized by falling voice revenues and growth in SI/IT revenues.
- There is intense competition in the telecommunications market in Macedonia and Montenegro, which has negative effect on the revenues.
- The Board of Directors proposes HUF 74 dividend per share after 2009 earnings for approval to the Annual General Meeting; based on the proposal, May 7th, 2010 shall be the first day of dividend disbursement.

**Key data of the report of the Supervisory Board:**

According to its report the Supervisory Board recommends to the General Meeting to:

- approve the Y2009 Consolidated Financial Statements of the Magyar Telekom Group prepared according to the International Financial Reporting Standards (IFRS) with the Balance Sheet Total Assets and Profit after tax as proposed by the Board of Directors and the Audit Committee,

- approve the Y2009 Annual Report of the Company prepared according to the Hungarian Accounting Regulations (HAR) with the Balance Sheet Total Assets and After-tax Net Income as proposed by the Board of Directors and the Audit Committee,
- accept the proposal of the Board of Directors on the dividend payment,
- approve the Corporate Governance Report for 2009.

**3. Summary to Agenda Item 3 (Decision on the approval of the 2009 consolidated annual financial statements of the Company prescribed by the Accounting Act according to the requirements of the International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor)**

According to Section 302. § e) of the Act on Business Associations (hereinafter: Gt.) and Section 6.2. (i) of the Articles of Association it is the exclusive competence of the General Meeting to approve the financial statements of the Company prepared according to the Accounting Act.

**Resolution proposal:**

The General Meeting approves the 2009 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards (IFRS), as endorsed by the EU including Balance Sheet Total Assets of HUF 1,166,377 million and Profit for the year of HUF 93,253 million.

**4. Summary to Agenda Item 4 (Decision on the approval of the 2009 annual stand alone financial statements of the Company prepared in accordance with requirements of the Accounting Act (HAR); presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor)**

According to Section 302. § e) of the Gt. and 6.2. (i) of the Articles of Association it is the exclusive competence of the General Meeting to approve the report of the Company prepared according to the Accounting Act.

**Resolution proposal:**

The General Meeting approves the Y2009 Annual Report of the Company prepared according to the Hungarian Accounting Regulations (HAR), including Balance Sheet Total Assets of HUF 968,412 million and After-tax Net Income of HUF 74,227 million.

**5. Summary to Agenda Item 5 (Proposal of the Board of Directors for the use of the profit after tax earned in 2009; presentation of the relevant report of the Supervisory Board, the Audit Committee and the Auditor; decision on the use of the profit after tax earned in 2009)**

According to Section 220. (3) of the Gt. and 6.2. (i) of the Articles it is the exclusive competence of the General Meeting to decide on the use of the profit after tax.

**Resolution proposal:**

A dividend of HUF 74 per ordinary share (with a face value of HUF 100) shall be paid to the shareholders from the profit of 2009.

The HUF 77,051,686,148 to be disbursed as dividends shall be paid from the after-tax profits of HUF 74,227,074,181 based on HAR figures and the remaining amount of HUF 2,824,611,967 shall be paid from retained earnings.

May 7<sup>th</sup>, 2010 shall be the first day of dividend disbursement. The record date shall be April 30<sup>th</sup>, 2010.

On April 21<sup>st</sup>, 2010, the Board of Directors of Magyar Telekom Plc. shall publish a detailed announcement on the order of dividend disbursement on the homepage of the Company and the Budapest Stock Exchange. In compliance with Magyar Telekom's assignment, KELER Ltd. shall disburse dividends.

## **6. Summary to Agenda Item 6 (Authorization of the Board of Directors to purchase ordinary Magyar Telekom shares)**

The Board of Directors proposes to the General Meeting giving the authorization for purchasing treasury shares.

### **Resolution proposal:**

The General Meeting authorizes the Board of Directors to purchase a total of up to 104,274,254 ordinary shares (with a face value of HUF 100 each) of Magyar Telekom Plc. The purpose of the authorization is to be able to supplement Magyar Telekom's current shareholder remuneration policy to be more in line with international practice. At the same time the Board of Directors believes dividend should remain the main method for shareholder remuneration.

The authorization will be valid for 18 months starting from the date of approval of this General Meeting resolution. The shares to be purchased on the basis of this authorization may not at any time account for more than 10% of the share capital of Magyar Telekom Plc.

The shares can be purchased through the stock exchange. The equivalent value per share paid by Magyar Telekom Plc. may not be more than 5% above the market price of the share determined by the opening auction on the trading day at the Budapest Stock Exchange. The minimum value to be paid for one share is HUF 1.

The authorization may be exercised in full or in part, and the purchase can be carried out in partial tranches spread over various purchase dates within the authorization period until the maximum purchase volume has been reached.

## **7. Summary to Agenda Item 7 (Decision on the approval of the Corporate Governance and Management Report)**

According to Section 312 of the Gt. if the shares of the Company are listed in the Budapest Stock Exchange the Board of Directors, together with the report prepared according to the Accounting Act, shall submit the corporate governance report to the General Meeting.

(Extract: the Corporate Governance and Management Report contains among others: (i) brief presentation of the operation of the Board of Directors, and a description of the division of responsibility and duties between the Board and the executive management, (ii) introduction of the members of the Board of Directors, the Supervisory Board and the executive management, description of the structure of committees, (iii) number of meetings held in the relevant period by the Board of Directors, Supervisory Board and committees, (iv) presentation of viewpoints considered when evaluating the work of the Board of Directors, the Supervisory Board, the executive management, (v) report on the operation of different committees, (vi) presentation of the system of internal controls and the evaluation of the activity in the relevant period, report on the efficiency and effectiveness of risk management procedures, (vii) information on whether the auditor has carried out any activities not related to auditing, (viii) synoptic presentation of the company's disclosure policy, and its policy on trading by insiders, (ix) synoptic demonstration of the methods of exercising shareholders' rights, (x) brief presentation of the rules on the conducting of the General Meeting, (xi) remuneration statement and, (xii) declaration of the Company on compliance with the Corporate Governance Recommendations.)

### **Resolution proposal:**

The General Meeting has reviewed and approves the Corporate Governance and Management Report Y2009 of the Company.

## **8. Summary to Agenda Item 8 (Decision on granting relief from liability to the members of the Board of Directors)**

According to Section 6.2. (r) of the Articles it is the exclusive competence of the General Meeting to decide on the grant of relief.

**Resolution proposal:**

The General Meeting of Magyar Telekom Plc. - having evaluated the work in the previous financial year of the Board members of the Company - hereby decides to grant the relief from liability for the members of the Board of the Company with respect to the 2009 business year in accordance with Section 30 (5) of the Companies Act. By granting this relief, the General Meeting confirms that the members of the Board have performed their work in 2009 by giving priority to the interests of the Company. The relief from liability granted by this resolution shall be cancelled in the event of a subsequent binding court ruling declaring the information based on which the relief of liability was granted was false or insufficient.

**9. Summary to Agenda Item 9 (Decision on the amendments of the Articles of Association of Magyar Telekom Plc.: 1.4 Sites and Branch Offices of the Company; 1.6.2. Other activities; 1.8. Legal Succession (1.8.4. and 1.8.5.); 2.4. Transfer of Shares (b), (c); 5.1. Mandatory Dissemination of Information; 6.2. Matters within the Exclusive scope of Authority of the General Meeting (I); 6.3. Passing Resolutions; 6.6. Occurrence and Agenda of a General Meeting; 6.8. Notice of General Meetings; 6.9. Supplements of the agenda of a General Meeting; 6.11. Quorum; 6.12. Opening the General Meeting; 6.14. Election of the Officials of the General Meeting; 6.18. Passing Resolutions; 6.19. Minutes of the General Meeting (6.19.1.); 7.2. Members of the Board of Directors; 7.4.1.: The Board of Directors (I); 8.2. Members of the Supervisory Board (8.2.1.); and 15.5. Miscellaneous)**

According to Section 231 (2) of the Companies Act and 6.2 (a) of the Articles of the Association it is the exclusive competence of the General Meeting to decide on the amendment of the Articles of Association.

**Resolution proposals:**

The General Meeting approves the amendment of Section 1.4. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 1.6.2. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 1.8.4. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 1.8.5. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 2.4. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 5.1. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.2. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.3. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.6. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.8 of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.9. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.11. of the Articles of Association according to the submission.

The General Meeting approves the amendment of 6.12. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.14. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.18. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 6.19.1. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 7.2. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 7.4.1.(l) of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 8.2.1. of the Articles of Association according to the submission.

The General Meeting approves the amendment of Section 15.5. of the Articles of Association according to the submission.

#### **10. Summary to Agenda Item 10 (Decision on the modification of the Rules of Procedure of the Supervisory Board)**

The Supervisory Board establishes its own Rules of Procedure that is approved by the General Meeting. (Amended Sections on the basis of the modification of Gt.: 5.4. and 5.5.)

##### **Resolution proposal:**

The General Meeting approves the amended and restated Rules of Procedure of the Supervisory Board with the modifications set out in the submission.

#### **11. Summary to Agenda Item 11 (Election of Members of the Board of Directors and determination of their remuneration)**

The General Meeting shall elect a new Board of Directors, as the mandate of Magyar Telekom Plc.'s Board of Directors terminates on the day of the AGM, April 7, 2010 in accordance with Sections 7.2. and 7.3. of the Articles of Association.



### Resolution proposals:

The General Meeting elects dr. Ferri Abolhassan to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. István Földesi to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Dietmar Frings to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting in the third year is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Mihály Gálik to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Guido Kerkhoff to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Thilo Kusch to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Christopher Mattheisen to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Klaus Nitschke to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Frank Odzuck to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Ralph Rentschler to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Steffen Roehn to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting in the third year is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting determines the remuneration of the members of the Board Directors as follows:

Chairman of the Board Directors:	HUF 546,000 /month
Members of the Board Directors:	HUF 364,000 /month

## **12. Summary to Agenda Item 12 (Election of Members of the Supervisory Board and determination of their remuneration)**

The General Meeting shall elect a new Supervisory Board, as the mandate of Magyar Telekom Plc.'s Supervisory Board members terminates on the day of the AGM, April 7, 2010 in accordance with Sections 8.2.1. and 8.2.5. of the Articles of Association.

### **Resolution proposals:**

The General Meeting elects dr. János Bitó to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Attila Bujdosó to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. János Illéssy to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting in the third year is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Sándor Kerekes to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Konrad Kreuzer to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Tamás Lichnovszky to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Martin Meffert to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. László Pap to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Károly Salamon to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mrs. Zsoltné Varga to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. György Varju to the members of the Supervisory Board of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting determines the remuneration of the members of the Supervisory Board as follows:

Chairman of the Supervisory Board:	HUF 448,000 /month
Members of the Supervisory Board:	HUF 294,000 /month

### **13. Summary to Agenda Item 13 (Election of Members of the Audit Committee and determination of their remuneration)**

The General Meeting shall elect a new Audit Committee, as the mandate of Magyar Telekom Plc.'s Audit Committee members terminates on the day of the AGM, April 7, 2010 in accordance with Sections 8.2.1. and 8.7.1. of the Articles of Association.

#### **Resolution proposals:**

The General Meeting elects dr. János Bitó to the members of the Audit Committee of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. János Illéssy to the members of the Audit Committee of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Sándor Kerekes to the members of the Audit Committee of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. László Pap to the members of the Audit Committee of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Károly Salamon to the members of the Audit Committee of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting determines the remuneration of the members of the Audit Committee as follows:

Chairman of the Audit Committee:	HUF 440,000 /month
Members of the Audit Committee:	HUF 220,000 /month

### **14. Summary to Agenda Item 14 (Election of the Company's Auditor and determination of its remuneration. Designation of the Auditor who will be personally responsible for the audit of the Company and designation of the deputy auditor.)**

With respect to the election of the Company's independent external Auditor and determination of its remuneration, the designation of the Auditor who will be personally responsible for the audit of the Company and the designation of the deputy auditor, the Audit Committee proposes to pass the following resolution.

#### **Resolution proposals:**

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 Hegedúsné 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 2010, i.e. for the period ending May 31<sup>st</sup> 2011 or if the Annual General Meeting closing the 2010 fiscal year will be held prior to May 31<sup>st</sup> 2011 then on the date thereof.

In the event that Márta Hegedúsné 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 89,700,000 + VAT + max 5% related costs + VAT (excluding the audit of internal controls as required by the Sarbanes-Oxley Act of 2002), 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).

**Summary of the shares and voting rights existing at the time of convening the Annual General Meeting:**

Magyar Telekom "A" series ordinary shares: 1,042,742,543

Voting rights: 1,042,742,543 (including 1,503,541 non voting treasury shares)

Magyar Telekom Plc.