

Resolution proposals of the EGM of Magyar Telekom Plc. to be held June 29, 2007

1. The General Meeting approves the amendments of Sections 2.1, 2.3, 2.4, 2.5, 2.6, 4.2, 4.5, 4.6, 6.2, 6.4, 6.11, 6.18, 11.1, 11.4 and 12 in Magyar Telekom Plc's Articles of Association pursuant to the Act on abolishment of priority voting share (golden share) to be granted to the state, the modifications of Section 8.7. regarding the status of the Audit Committee and the deletion of Section 15.5 and Annex 1.
2. The General Meeting accepts the independent auditor's report on the draft merger balance sheets and draft merger inventories of the companies to be transformed and the draft merger balance sheet and draft merger inventory of the successor Magyar Telekom Plc., the exchange rate of shares, the draft Demerger Agreement, the draft Upstream Merger Agreement and the written reports prepared by the senior officers, and the auditor's statement that the planned transformation will not endanger the satisfaction of creditors claims towards the company.
3. The General Meeting acknowledges the Supervisory Board's opinion about the opening draft merger balance sheets and draft merger inventories of Magyar Telekom Plc., T-Online Hungary Ltd. and Emitel Ltd. and the draft merger balance sheet and draft merger inventory of the successor Magyar Telekom Plc.
4. The General Meeting accepts the written reports of the senior officers of the companies to be transformed prepared according to Article 279 (2) of Act IV of 2006 on business associations on the necessity of the secession and merge of the access business line of T-Online Hungary Ltd. into Magyar Telekom Plc. and the upstream merger of Emitel Ltd. into Magyar Telekom based on legal and financial considerations.
5. The General Meeting determines that HUF 366 (say three hundred and sixty-six forints) for each ordinary share held will be paid to the persons who do not wish to participate as shareholders in the successor business association. The General Meeting approves the method of settlement with the persons who do not wish to participate as shareholders in the successor business association with the content laid down in the announcement published by the company on May 29, 2007 and assigns the Board of Directors to execute it.
6. */If any shareholder wish to depart the company./* The General Meeting establishes that on the basis of the shareholders' valid Declarations of Shareholder's Leaving delivered to Magyar Telekom (as defined in the announcement published by the company on May 29, 2007) and the valid Declarations of Shareholder's Leaving made at this General Meeting that the number of persons who do not wish to participate as shareholders in the successor Magyar Telekom is who hold shares.

/If there will be no shareholder who wish to leave the above resolution will not be adopted, but the minutes will contain the following wording.

As a result of a counting carried out at the General Meeting the Chairman establishes that no valid Declaration of Shareholder's Leaving was received by Magyar Telekom Plc. (as defined in the announcement published by the company on May 29, 2007) and none of the shareholders registered in the Register of Shares made at this General Meeting a Declaration of Shareholder's Leaving laid

down in a private document with full probative force. This means that none of the shareholders will leave Magyar Telekom Plc. being the predecessor company./

7. The General Meeting approves the draft merger balance sheet and draft merger inventory of Magyar Telekom Plc. being the successor company. /If any of the shareholders leaves the company then with the modification that the versions included in the documents submitted to the General Meeting were corrected with the assets paid to the shareholders who do not wish to participate in the successor company.

In line with the above the General Meeting establishes that the successor Magyar Telekom Plc.'s equity is reduced with the share of registered capital to be paid to the shareholders who do not wish to participate in the successor company that is proportionate to the number of shares held by them, therefore the equity will amount to HUF (say forints) consisting of HUF (say forints) cash and HUF (say forints) non-cash contribution, and the number of Series A ordinary shares of HUF 100 (say one hundred forints) face value is reduced with the number of ordinary shares held by these shareholders (..... shares). *If none of the shareholders wishes to leave naturally the above resolution will consist of only the first sentence./*

8. The General Meeting decides on the secession and merger of the access business line of T-Online Hungary Ltd. into Magyar Telekom Plc. and the upstream merger of Emitel Ltd. into Magyar Telekom. The transformation will enter into force through registration by the Registration Court. The General Meeting identifies September 30, 2007 as the planned date of entry into force of the transformation. The General Meeting approves the Demerger Agreement and the Upstream Merger Agreement in the form enclosed to the submission and authorizes Chairman-CEO Christopher Mattheisen and CFO Thilo Kusch to sign the agreements.
9. The General Meeting acknowledges that Emitel Ltd.'s Board of Directors and Supervisory Board members resign from their offices. The General Meeting declares that Magyar Telekom Plc.'s Board and Supervisory Board members will hold their office as Board or Supervisory Board members of the successor company with unchanged conditions and remuneration.

10. The General Meeting decides that the successor Magyar Telekom Plc.'s Articles of Association will be amended (that will enter into force through registration of the merger by the Registration Court) as follows:

Section 1.4 will show the property located at 6722 Szeged, Tisza Lajos krt. 41. as branch office; and Section 1.8.2 will include the following wording: 1.8.2. Magyar Telekom Telecommunications Public Limited Company is the general successor in respect of the demerged corporate assets of T-Online Hungary Internet Service Provider Private Company Limited (registered office: 1117 Budapest, Neumann J. u 1/b.; Corporate Registry No.: 01-10-044389) that was merged into the Company on June 29, 2007.

1.8.3. Magyar Telekom Public Limited Company is the general successor of EMITEL Telecommunications Company Limited (registered office: 6722 Szeged, Tisza Lajos krt. 41., Corporate Registry No.: 06-10-000154).

(If any of the shareholders leaves the company, with reference to General Meeting Resolution No. ..., Sections 1.7 and 2.1 will be deleted and replaced by the following wording.)

1.7. The Company's equity

The Company's equity amounts to HUF (say forints) consisting of HUF (say forints) cash and HUF 58,266,189,000 (say fifty-eight billion, two hundred and sixty-six million, one hundred and eighty-nine thousand forints) non-cash contribution.

2.1. Shares

*The Company's equity consists ofSeries A registered ordinary shares of HUF 100 face value.
The Company's shares are shares produced in dematerialized form.
Dematerialized share means a registered share without serial number where the name of the shareholder and other data used for clear identification are shown on the securities account.*

The General Meeting requests the company's senior legal counsel to submit to the Metropolitan Court of Budapest as Registration Court the Articles of Association updated with the amendments approved at this General Meeting.