

Information background for the election of the members of the Board of Directors and Supervisory Board of Matáv Rt.

This is to inform our esteemed shareholders that the following proposals have been received to agenda items 6 and 7 (election of the members of the Board of Directors and the Supervisory Board):

For the members of the Board of Directors:

- *Dr. István Földesi* nominating party: *Minister of Informatics and Telecommunications*
- *Dr. Mihály Patai* nominating party: *Hungarian institutional investor*
- *Dr. György Surányi* nominating party: *Hungarian institutional investor*
- *Elek Straub* nominating party: *MagyarCom GmbH*
- *Achim Berg* nominating party: *MagyarCom GmbH*
- *Michael Günther* nominating party: *MagyarCom GmbH*
- *Dr. Klaus Hartmann* nominating party: *MagyarCom GmbH*
- *Horst Hermann* nominating party: *MagyarCom GmbH*
- *Dr. Ralph Rentschler* nominating party: *MagyarCom GmbH*

For the members of the Supervisory Board

- *Attila Csizmadia* nominating party: *Minister of Informatics and Telecommunications*
- *Dr. László Pap* nominating party: *Hungarian institutional investor*
- *Péter Vermes* nominating party: *Matáv Rt. Central Workers' Council*
- *Gellért Kadlót* nominating party: *Matáv Rt. Central Workers' Council*
- *Géza Böhm* nominating party: *Matáv Rt. Central Workers' Council*
- *Arne Freund* nominating party: *MagyarCom GmbH*
- *Wolfgang Hauptmann* nominating party: *MagyarCom GmbH*
- *Joachim Kregel* nominating party: *MagyarCom GmbH*
- *Dr. Klaus Nitschke* nominating party: *MagyarCom GmbH*
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Curriculum Vitae of proposed members of the Board of Directors

Dr. István Földesi (55)

Spent twenty years in diplomatic service as Attaché, then Counsellor on economic policy, at the embassies of Hungary in London, Madrid and Washington.

Up to 1988, Assistant Under-Secretary, Science and Technology, Ministry of Foreign Affairs

1988 to 1990: Advisor to the Prime Minister

1989 to 1992: Deputy Assistant Under-Secretary, International Relations, Ministry of Foreign Affairs

Since 1992, he has worked as an international business consultant

1993 to 1994: Vice-Chairman, Central Europe, IMPAC (US management consultants)

1994 to 1995: Vice-Chairman, East Coast, IMPAC

1994 to 1999: Member of Matáv Ltd.'s Board of Directors

1994 to 1996: Chairman of Matáv Ltd.'s Board of Directors.

Elected member of the Board of Directors again on April 25, 2003.

Dr. Mihály Patai (50)

Dr. Patai graduated from the Budapest University of Economics in 1976, and became Dr. Univ. in 1979.

He started to work as a credit clerk at the National Bank of Hungary in 1976, and joined the Financial Research Institute in 1978. Between 1982 and 1988 he served as division chief at the Ministry of Finance and became Deputy Head of Department of International Finance.

He continued his career at the World Bank, Washington DC in 1988 as assistant to the executive director.

In 1993 he became managing director of Kereskedelmi Bank Ltd. in charge of International and Foreign Exchange Operations.

He has been CEO and Chairman of the Board of Hungária Biztosító Ltd. (Insurance Company Ltd.) since 1996.

He has been on the Board of Directors of Matáv Ltd. since 1998.

Dr. György Surányi (50)

Dr. György Surányi graduated from the Budapest University of Economics in 1977, obtained a doctor's degree in 1979 and a Ph.D. in 1986. In 1996, he was awarded Dr. Habil. degree at the Budapest University of Economics.

From 1977 till 1986, he was staff employee then department head at the Financial Research Institute, subsequently consultant for the World Bank (Washington D.C.).

In 1988-1989 he was advisor to the first deputy of the prime minister, and an alternate governor representing Hungary in the World Bank Board of Governors.

In 1989-1990 he was vice-president of the National Planning Office, then until 1991, president of the National Bank of Hungary and governor representing Hungary in the Board of Governors of the IMF.

From 1992 till 1995, CEO of CIB Bank. Between 1995 and 2001, again president of the National Bank of Hungary.

From May 2001, Head of Central and East European Region of the Banca Intesa Group, chairman of the Board of Directors of CIB Bank.

Professor of the Budapest University of Economics and the Central European University.

Mr. Elek Straub (59)

Head of IT Department at the Ministry of Labour in 1970-1980. From 1980, Head of IT Division, later Vice President at the Central Statistical Office, and Government Advisor, heading the IT Development Committee of Hungarian Government.

In 1990, he became Country General Manager of IBM Hungary. CEO of Matáv, Member of the Management Committee since 1995, Chairman of the Executive Committee since 1996. Member on the Board of Directors since June 7th 1995, Chairman of the Board since January 31st 1996.

Mr. Achim Berg (40)

After studying management information systems, he began his professional career with the French computer manufacturer and systems integrator Bull AG. He has since held further positions as Sales Director for the PC systems manufacturer DELL Computer GmbH, Managing Director, Germany, of Fujitsu Siemens Computers GmbH and Chairman of the Board of the software company guideguide. He was appointed to the T-Com Board of Management on 1 May 2002 and has since been responsible for Marketing and Sales in Deutsche Telekom AG's fixed network division.

Mr. Michael Günther (59)

Michael Guenther, born in November 1944 in Leipzig, is Member of the Board of Management of T-Mobile International AG, responsible for Joint Venture Management, since September 2001. Before this, he was Chief Financial Officer of T-Mobile International AG since February 2000. After completing a business traineeship with Osram GmbH in Berlin, Michael Guenther studied business administration at the Universities of Berlin and Hamburg. He began his professional career in 1971 with Philips where he was Chief Financial Officer in various fields until 1993.

Between 1987 and 1993, he was a Member of the Board of Management of Philips Kommunikations Industrie AG in Nuremberg, responsible for Controlling, Finance, Accounting and Information Technology.

In 1994, Michael Guenther moved to DeTeSystems in Frankfurt to become Chief Financial Officer. He joined Deutsche Telekom AG in 1996 where he was responsible for the affairs of business customers as Head of Finance and Controlling before moving to T-Mobile. Between September 1997 and August 2000, Michael Guenther was Chief Financial Officer of the T-Mobile International's German subsidiary T-Mobile.

He has been Member of the Board of Matáv Ltd. since April 2002.

Dr. Klaus Hartmann (42)

Dr. Klaus Hartmann graduated with a PhD in Economics. He also holds an MBA of the University of Birmingham.

Prior to his employment with Deutsche Telekom, Dr. Hartmann worked for Arthur Andersen in Germany, and as treasurer and operational controller for a subsidiary company of the BICC Group.

Dr. Hartmann joined Deutsche Telekom in 1995 as Manager International Capital Markets, and became Corporate Treasurer of Global One, a joint venture of Deutsche Telekom, France Telekom and Sprint in 1997.

He returned to Deutsche Telekom's Headquarters in Bonn, acting as Senior Advisor to the CFO in April 2000.

He has been Matáv's Chief Financial Officer since November 2000.

Mr. Horst Hermann (49)

Horst Hermann joined Deutsche Telekom as an operations manager in the Telecommunications Office in Bonn in 1978 being in charge for various technical projects. In 1990 he joined Headquarters of Deutsche Telekom for Corporate Strategy and Regulatory Policy.

From 1994 until 1996 he had the responsibilities of an Assistant Managing Director of Business Development and Finance in Deutsche Telekom`s regional Headquarters in Singapore.

From 1996 until 1998 Horst Hermann was responsible for Strategic Planning in Deutsche Telekom`s Headquarters again.

In April 1998 he joined MATAV being in charge for Strategy, Business Development and M&A. On January 1st, 2002 he was promoted to Chief Officer Strategy and International, being also responsible for Portfolio Management and Matav`s Group policy for content and Media. In 2003 he was appointed Senior Executive Vice President at T-Com being responsible for International Business.

He has been Member and Vice-Chairman of the Board of Matáv Ltd. since April 2003.

Dr. Ralph Rentschler (41)

Dr. Ralph Rentschler is Member of the Management Board of T-Com responsible for finance.

From April, 2002, he was Member of Supervisory Board of Matáv Ltd. He has been Member of the Board since April 2003.

In February 2001 Rentschler became head of Group Controlling. Prior to that he was Commercial Manager of the Brand Optics Division at Carl Zeiss where he managed Accounting, Controlling, Data Processing and Purchasing.

Rentschler was head of Group Controlling and the Planning and Reporting Departments at Carl Zeiss from 1992 to 1997 . His area of responsibility included production and investment controlling, controlling of affiliated companies, M & A as well as strategic planning. He was also responsible for accounting of various factories.

After studying economics and gaining a doctorate he worked for four years for Robert Bosch GmbH as an expert advisor on business principles and methods. His areas of responsibility included in particular investment analysis and cost accounting

Curriculum Vitae of proposed member of the Supervisory Board

Mr. Attila Csizmadia (54)

Education: telecommunications engineer. From 1968 to 1983 he joined the Budapest Telephone Directorate as a technician, then took up various managerial posts. In 1983 he became senior staff member at the General Directorate of the Hungarian Post. From 1986 to 1990 he was senior staff member and Head of Telecommunications Department at the National Planning Office. From 1990 he worked as Head of Department and advisor in the Ministry of Finance. He also took part in the work of various inter-departmental committees and consulting bodies dealing with IT and communications issues.

From 1991 to 1992 and in 1994 he was member of the Supervisory Board of Matáv Ltd.

Elected member of the Supervisory Board again on April 25, 2003.

Dr. László Pap (60)

Professor László Pap graduated from the Technical University of Budapest, Faculty of Electrical Engineering, Branch of Telecommunications. He became Dr. Univ. and Ph.D. in 1980, and Doctor of Sciences in 1992. In 2001 he has been elected as a Correspondent Member of the Hungarian Academy of Sciences.

He has been Head of Dept. of Telecommunications, Budapest University of Technology and Economics since 1992, Vice-Rector of the University.

He obtained numerous patents for his inventions.

Among others, he is Vice-President of the Scientific Society of Infocommunications, Chairman of the Telecommunications Systems Committee of the Hungarian Academy of Sciences, member of the Editorial Board of the periodicals World of Nature and Wireless Networks, and member of the Hungarian Space Research Committee.

He has been Member (Vice-Chairman) on the Supervisory Board of Matáv Ltd. since 1998 and Chairman of the Supervisory Board since April 2000.

Mr. Péter Vermes (56)

Mr. Vermes became a qualified technician in 1972, graduated as a telecommunications engineer in 1975 and as teacher of technical sciences in 1978. Between 1972 and 1986, he worked for the Budapest Regional Directorate and between 1986 and 1997 for the Long-Distance Telecom Directorate. He currently works for the Operations and Maintenance Directorate. He has been Chairman of Matáv's Central Workers' Council since 1993. He was elected as the employees' representative on the Supervisory Board in 1995 for the first time.

Mr. Gellért Kadlót (55)

He has worked with Matáv, and its legal predecessor, respectively, since 1970, focusing on operations, then on development. Currently, he coordinates cooperation between local telecommunications operators and Matáv, within the Domestic Carriers Division.

Since 1996, he has been the Chairman of the Workers' Council of the Domestic Carriers Division.

From April 2002 he has been employees' representative in the Supervisory Board of Matáv Ltd.

Mr. Géza Bóhm (52)

He has worked with Matáv, and its legal predecessor, respectively, since 1970; his functions have been foreman, administrator in charge of transmission investment, SDH project leader.

He has been officer of the Workers' Council since he was elected in 1993; and since March 2002, he has been the Chairman of the Trade Union of Hungarian Telecommunications Employees.

From April 2002 he has been employees' representative in the Supervisory Board of Matáv Ltd.

Mr. Arne Freund (36)

Education: Engineering degree, Industrial Economics

Arne Freund took responsibility for T-Com Controlling in July, 2002 as Senior Executive Vice President.

After having studied Industrial Economics at the Technical University of Berlin he joined Deutsche Telekom in 1995 and worked for 5 years with Group Controlling in several positions.

From July, 2000 to July, 2002 Arne Freund was in charge of Board Support for the Chief Financial Officer of Deutsche Telekom Group.

He has been Member of Matáv Ltd's Supervisory Board since April 2003.

Mr. Wolfgang Hauptmann (42)

In July, 2002 Wolfgang Hauptmann became Head of Alliance Management, T-Com, International Business. He joined Deutsche Telekom in 1992.

Education: Electrical engineer. In 1992 he became Head of Department, Branch Office Mannheim. From 1994 he worked as a Project Manager of the International Division, Deutsche Telekom AG then from 2000 he became Head of Region Western Europe.

He has been Member of Matáv Ltd's Supervisory Board since April 2003.

Mr. Joachim Kregel (51)

Mr. Joachim Kregel is an economist.

He studied economics and business administration at the University of Bochum.

Afterwards, he held various positions at Deutsche Unilever GmbH and Otto Versand GmbH & Co. in Hamburg.

Between 1992 and 1995, he headed the Audit Department of Kaufhof Holding AG in Cologne.

He has been head of Group Auditing at Deutsche Telekom AG in Bonn since 1996. In his capacity, he is also a member of the Group Committee for Organizational Projects and of the Central Consulting Committee.

Mr. Joachim Kregel is a member of various committees within the German Institute of Internal Audit (IIR: Deutsches Institut für Interne Revision).

He has been Member of Matáv Ltd's Supervisory Board since Oktober 27th, 2000.

Dr. Klaus Nitschke (43)

04/2002 – today Deutsche Telekom Head of International Marketing

Responsible to improve the operational performance of the Central European affiliate companies of T-Com



09/2000 – 03/2002 Bertelsmann eCommerce Group (BeCG), Hamburg, New York City:

Chief Operating Officer and from 02/2001 Vice President Mobile

Having finished his studies he gained professional experience at consulting companies in the fields of value based company management, strategic development, company mergers and acquisitions.

He has been Member of Matáv Ltd's Supervisory Board since April 2001.