

Magyar Telekom Telecommunications Public Limited Company

Submission

for Magyar Telekom Plc.'s Extraordinary General Meeting

Subject:	Decision on the amendment of the Articles of Association of the Company (1.4. (a) Sites of the Company; 1.4. (b) Branch Offices of the Company; 1.8. Legal succession; 1.7. Share capital of the Company; 2.1. Shares; 15.2. Notices, 15.5. Miscellaneous)
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Budapest, June 29, 2009

Regarding the decision on the merger the Board proposes the amendment of the Articles of Association of the legal successor Magyar Telekom Nyrt. as follows in line with the provisions of the Merger Agreement.

1.) **1.4. (a) Sites of the Company**

The following new sites are to be included in the Articles:

*1089 Budapest, Baross u. 133.
1133 Budapest, Kórház u. 6-12.
1152 Budapest, Szilaspark u. 10.
1182 Budapest, Üllői út 661.
1148 Budapest, Örs vezér tere 48.
1033 Budapest, Vöröskereszt u. 11.*

(b) Branch Offices of the Company:

The following new branch offices are to be included in the Articles:

*5600 Békéscsaba, Andrássy u. 44.
5600 Békéscsaba, Andrássy u. 51.
6721 Szeged, Csongrádi sgt. 12.
6723 Szeged, Etelka sor 1.
2030 Érd, Bajcsy Zsilinszky u. 158.
2500 Esztergom, Aradi vértanúk tere 2.*

2.) Section **1.8.** ("Legal succession") of the Articles of Association of the Recipient company is supplemented with the following subsections:

1.8.4. A Magyar Telekom Távközlési Nyilvánosan Működő Részvénytársaság shall be the general legal successor of T-Kábel Magyarország Kábeltelevíziós Szolgáltató Korlátolt Felelősségű Társaság (registered seat: 1089 Budapest, Baross u. 133., Cg. 01-09-674638).

1.8.5. A Magyar Telekom Távközlési Nyilvánosan Működő Részvénytársaság shall be the general legal successor of Dél-Vonal Informatikai Fejlesztő és Szolgáltató Korlátolt Felelősségű Társaság (registered seat: 1089 Budapest, Baross u. 133., Cg. 01-09-908030).

3.) Section **1.7.** ("Share capital of the company") and **2.1.** ("Shares") of the Articles of Association of the legal Successor company is amended due to the decrease of the share capital as a result of the settlement with departing shareholders who do not wish to remain the shareholders of the legal successor company (*if there will be no departing shareholders the General Meeting does not vote on this resolution proposal*).

1.7. Share capital of the Company

The share capital of the Company is HUF [.....]/(that is [.....]) comprised of HUF [.....]/(that is [.....] forint) cash contribution and HUF 58 266 189 000, (that is fifty eight billion two hundred and sixty six million one hundred and eighty nine thousand forint) in-kind contribution.

2.1. Shares

The total share capital of the Company is comprised of [.....] „A” series registered shares, each with the face value of HUF 100.

The shares of the Company are dematerialized shares.

Dematerialized shares are registered shares that have no serial number and the name of the owner as well as other identification data are contained in the securities account.

- 4.) In Section 15.2. („Notices”) the name of the website of the Company shall be amended therefore the text is amended as follows:

„Notices and advertisements of the Company shall be published on the home page of the Company (www.telekom.hu) 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 ("Cégekötöny") in cases required by applicable law.”

- 5.) The amendment of Section 15.5. („Miscellaneous”) of the Articles of Association of the Recipient is of technical nature and the text is amended as follows:

„In line with Resolution [...]/2009 of the General Meeting this Articles of Association shall supersede and replace the former Articles of Association of the Company. Consequently, on the effective date of this amendment of the Articles of Association, all prior versions of the Articles of Association and all resolutions of the Company inconsistent with these Articles of Association shall have no effect. Issues not regulated herein shall be subject to the provisions of the Company Act and other relevant laws.”

The new Articles of Association effective after registering the merger is the Annex of the submission prepared to the Agenda item 12. The amendments are indicated with track changes.

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

Resolution proposal:

“10.1. In line with the submission the General Meeting adopts the amendment of Section 1.4. of the Articles of Association.”

“10.2. In line with the submission the General Meeting adopts the amendment of Section 1.8. of the Articles of Association.”

“10.3. In line with the submission the General Meeting adopts the amendment of Section 1.7. and 2.1. of the Articles of Association.”

“10.4. In line with the submission the General Meeting adopts the amendment of Section 15.2. of the Articles of Association.”

“10.5. In line with the submission the General Meeting adopts the amendment of Section 15.5. of the Articles of Association.”