

Magyar Telekom Telecommunications Public Limited Company

Submission and resolution proposal  
to the General Meeting of Magyar Telekom Plc.

Subject:	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.
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Budapest, April 7, 2010

Magyar Telekom Telecommunications Public Limited Company  
Audit Committee

**Proposal of the Audit Committee of Magyar Telekom Plc.  
for the General Meeting of the Company**

**in relation to the election and determination of the remuneration of the auditor of the Company, and  
the designation of the auditor who will be personally responsible for the audit of the Company and  
designation of the deputy auditor**

The Audit Committee, having reviewed and evaluated the performance, qualifications, internal quality-control system and independence of the independent external auditor of Magyar Telekom Plc. (the "Company"), submits the following resolution proposal to the General Meeting in relation to the election and determination of the remuneration of the independent external auditor of the Company, and the designation of the natural person auditor personally responsible for carrying out the audit and the deputy auditor:

**"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 Hegedűsné 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 Hegedűsné 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)."**

Budapest, March 5, 2010

In representation of the Audit Committee of Magyar Telekom Plc.:

Dr. János Illéssy

Chairman of the Audit Committee