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## **MATÁV ANNOUNCES ANNUAL GENERAL MEETING RESOLUTIONS**

**BUDAPEST – April 27, 2005 – Matáv (NYSE: MTA.N and BSE: MTAV.BU), the leading Hungarian telecommunications service provider held its Annual General Meeting today. The General Meeting heard and approved the report of the Board of Directors on the management of the Company, on Matáv Group’s business policy and financial status and also approved the Annual Reports, prepared in compliance with the Accounting Act, on the 2004 business performance of the Matáv Group and Matáv Rt.**

With total assets of 1,028,120 million HUF and profit after tax of 41,961 million HUF (before deduction of 9,446 million HUF due to the minority shareholders), the Annual General Meeting approved the 2004 Consolidated Annual Report of the Matáv Group prepared in compliance with the Hungarian Accounting Rules (HAR).

With total assets of 910,300 million HUF and profit after tax of 39,028 million HUF, the AGM approved the Consolidated Annual Report of Matáv Rt. prepared in compliance with the Hungarian Accounting Rules (HAR).

The AGM also approved the reports of the Supervisory Board and the Auditor.

The AGM voted on the use of 2004 profit after tax and decided that the Company will pay to shareholders a 70 HUF dividend per ordinary share of 100 HUF par value; that is, a total of 72,653,819,000 HUF for the business year 2004. For the payment of dividends the Company will use all the profit after tax earned in 2004 and will provide the remaining amount of 33,625,402,954 HUF from retained earnings. The starting date of dividend payment will be June 1, 2005. On May 12, 2005 the Company will publish a detailed announcement on the dividend payment process.

Following Achim Berg’s resignation of his Board membership on the day of the Annual General Meeting, the shareholders elected a new Board member, Gerhard Viktor Mischke. His mandate – similarly to other members of the Board – will last until the day of the AGM closing the business year 2006 but not later than May 31, 2007.

The AGM increased the number of members of the Supervisory Board from 9 to 12 in order for Matáv to meet both the special requirements concerning the composition of Audit Committees of companies listed on the New York Stock Exchange (NYSE) and the relevant provisions of Hungary’s legal regulations.

As one of the Supervisory Board members elected last year, Joachim Kregel, resigned his mandate on September 30, 2004, the shareholders elected four new members. The newly elected members of Matáv’s Supervisory Board are Dr. Ádám Farkas, Wolfgang Kniese, Dr. Thomas Knoll, György Varju. Their mandate, similarly to other members of the Supervisory Board, will last until the day of the AGM closing the business year 2006 but not later than May 31, 2007.

The AGM left the remuneration of the Supervisory Board members established in 2003 unchanged, while it approved that the Chairman of the Audit Committee of the Supervisory Board shall receive an additional award of 100% of the fee established for the Supervisory Board members. Audit Committee members shall receive an additional award of 50% of the respective fee.

The AGM approved amendments to the Company's Articles of Association, which involved supplements to the lists of premises and activities.

This investor release contains forward-looking statements. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. These statements are based on current plans, estimates and projections, and therefore should not have undue reliance placed upon on them. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors are described in, among other things, our Annual Report on Form 20-F for the year ended December 31, 2003 filed with the U.S. Securities and Exchange Commission.