

Key financial figures of the Company, and Proposals of the Board of Directors and the Supervisory Board for the April 26, 2007 Annual General Meeting of Magyar Telekom Plc. in accordance with Hungarian Accounting Act and the Companies Act

The financial results of the Company in the 2006 fiscal year are as follows:¹

	Magyar Telekom Plc. (HAR)	Magyar Telekom Group (IFRS)
	In million HUF	
Total Assets	965,862	1,131,595
Long-term Assets	859,509	923,027
Current Assets	76,591	208,568
Common Stock	104,277	104,277
Total shareholders' equity	454,632	526,039
Long-term Liabilities	212,001	223,850
Short-term Liabilities	248,216	314,578
Sales Revenues	470,751	671,196
Profit for the year (IFRS)	-	87,464
Balance sheet result (HAR) (after the proposed dividends)	15,405	-

The Board of Directors proposes that the General Meeting should approve the 2006 Annual Report of Magyar Telekom Plc. prepared in line with the Hungarian Accounting Rules (HAR), inclusive of HUF 965.862 million Total Assets, and HUF 88.399 million After-tax Result.

The Board of Directors proposes that the General Meeting should approve that the Company shall disburse HUF 70 per each share of HUF 100 face value and HUF 7000 per each share of HUF 10000 face value as annual dividend for 2006.

The Company shall disburse as dividend on shares HUF 72.994 million from the After-tax Result and transfers the remaining HUF 15.405 million to profit reserve.

The Board of Directors proposes that the General Meeting should approve the 2006 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards, including Balance Sheet Total Assets of HUF 1.131.595 million and Profit after tax for year 2006: HUF 87.464 million (before the deduction of HUF 12.011 million attributable to minority interests).

¹ The published figures are audited.

The Supervisory Board continuously monitors the operations of the Company, and that of the whole Magyar Telekom Group, and based on its findings the SB proposes to the General Meeting to

- accept the report of Magyar Telekom on the 2006 business year,
- accept the financial statements of the Company with the net income as proposed by the Board,
- accept the proposal of the Board on the dividend payment, and
- accept the Management Report for 2006
- accept the Auditor's Report.

Resolution proposals of the EGM of Magyar Telekom Plc. to be held April 26, 2007:

1. The General Meeting approves the 2006 Consolidated Financial Statements of Magyar Telekom Group prepared according to the International Financial Reporting Standards, including Balance Sheet Total Assets of HUF 1.131.595 million and Profit after tax for year 2006 HUF 87.464million (before the deduction of HUF 12.011 million attributable to minority interests).
2. The General Meeting approves the 2006 Annual Report of the Company prepared according to the Hungarian Accounting Regulations (HAR), including Balance Sheet Total Assets of HUF 965.862 million and After-tax Net Income of HUF 88.399 million.
3. The General Meeting reviewed and approved the Management Report of the Board of Directors of Magyar Telekom on the financial year of 2006.
4. The General Meeting hereby evaluates the work of the board members of the Company and decides on granting the relief from liability for the board members of the Company with respect to the 2006 business year in accordance with Section 30 (5) of the Companies Act. The evaluation and the relief from liability granted by this resolution shall not apply to the liability of the board members arising from their gross negligence or wilful misconduct.
5. A dividend of HUF 70 per ordinary share (with a face value of HUF 100) and dividend of HUF 7.000 per preference share (with a face value of HUF 10.000) shall be paid to the shareholders from the profit of 2006.

After the deduction of HUF 72,993,782,050 to be disbursed as dividends from the after-tax profits of HUF 88,399,617,408 based on HAR figures, the Company shall allocate the remaining amount of HUF 15,405,835,358 as profit reserves.

May 24th 2007 shall be the first day of dividend disbursement.

On May 7, 2007 the Management Committee of Magyar Telekom Plc. shall publish a detailed announcement on the order of dividend disbursement in the following newspapers: Magyar Hírlap, Népszava, Világgazdaság and Magyar Tőkepiac, as well as on the homepage of the Company and the Budapest Stock Exchange.

In compliance with Magyar Telekom's assignment, KELER Ltd. shall disburse dividends.

6. The General Meeting approves the amendment of the Articles of Association as follows:

1.6.2. Other activities

40.30'03 Provision of steam and hot water

74.60'03 Investigation and security activities

6.2. Matters within the Exclusive Scope of Authority of the General Meeting

... decision on

(d) any merger into, consolidation with another company limited by shares or de-merger of the Company, or any termination, dissolution, liquidation, or transformation of the Company into another corporate form. In the process of transformation if the Board of Directors prepares the documents necessary for the transformation, the General Meeting of the Company – according to 71 (1) Section of the Companies Act - may adopt a final decision on the transformation with holding only one meeting. In this case, draft transformation asset balance- and asset inventory pertaining to the reference date specified by the Board of Directors, within the preceding six months, and approved by the auditor, shall be presented for the meeting.

All other provisions of the Articles of Association remain unchanged.

7. The General Meeting approves the amendment of the Rules of Procedure of the Supervisory Board as follows:

The following Sections shall be added to the Rules of Procedure of the Supervisory Board:

10. Miscellaneous

10.1 The Supervisory Board maintains an orientation program for new members of the Supervisory Board. The orientation program includes comprehensive information about the Company's business and operations, general information about the Supervisory Board and its committees, including a summary of members of the Supervisory Board compensation and benefits and a review of members of the Supervisory Board duties and responsibilities.

10.2 The Supervisory Board maintains a continuing education program for all members of the Supervisory Board. The Supervisory Board recognizes the importance of continuing education for its members and is committed to provide such education in order to improve the performance of the Supervisory Board. It is the responsibility of the Chairman of the Supervisory Board to advise the members of the Supervisory Board about their continuing education, including relevant leading-edge corporate governance issues. The members of the Supervisory Board are encouraged to participate in continuing Supervisory Board member education programs.

(The numbering of the remainder sections shall be amended accordingly.)

11. Annual Evaluation of the Supervisory Board

The Supervisory Board shall perform an annual comprehensive self-evaluation of its performance. This self-evaluation should include a review of the Supervisory Board's contribution as a whole and should specifically review areas in which the Supervisory Board believes a better contribution could be made. Its purpose is to increase the effectiveness of the Supervisory Board, not to target individual Supervisory Board members. The Supervisory Board shall meet annually to discuss the results of this critical self-evaluation.

Magyar Telekom Plc.