

Extraordinary General Meeting of Magyar Telekom Telecommunications Public Limited Company

MINUTES

Of the Extraordinary General Meeting of **Magyar Telekom Telecommunications Public Limited Company** (registered seat: 1013 Budapest, Krisztina krt. 55.), held on November 6, 2006 10.00 a.m. at the headquarters of Magyar Telekom Nyrt. (Budapest I., Krisztina krt. 55.).

Way of organizing the General Meeting: participation in person.

Participants: as set out in the attached attendance sheet .

The Chairman of the Board of Directors of Magyar Telekom Nyrt., Mr. **Elek Straub** opens the continuation of the suspended October 9, 2006 General Meeting at 10:00 a.m.

Greets shareholders and invitees.

Announces that pursuant to the provisions of Section 6.12. of the Articles of Association, he will chair the General Meeting himself.

Informs the General Meeting that pursuant to Section 6.17.1 of the Articles of Association, votes will be cast via computer, and tallied electronically. Informs the General Meeting that he shall read out the result of voting himself, on the basis of the counted votes to appear on the computer screen.

Requests Mr. György Kató, present on behalf of LINEÁR Kft., to describe the essence and method of computer voting.

Subsequent to the informative provided by Mr. György Kató the Chairman makes known that holders of voting shares or their proxies representing 63,35 percent, altogether 659.001.655 votes out of altogether 10.040.311.656 pieces of common shares are present, therefore constitutes a quorum.

The **Chairman** states that the General Meeting has been convened in compliance with the relevant provisions of law and the provisions of the Articles of Association. The convocation of the continuation of a suspended General Meeting is subject to separate rules therefore the Company is not obliged to publish a new announcement. Consequently, the Company only published some information on the most important issues of the continued GM to the shareholders.

On the basis of the proxy instruments submitted to the Company, the Chairman states that proxies represent the shareholders legally. Shareholders present but not registered in the Stock Register or not holding an owner's certificate may participate at the General Meeting as observers however can not exercise the right of vote.

The Chairman requests the participants to agree to that the proceedings of the General Meeting will be recorded on tape.

In lack of any remarks or motions the Chairman puts the proposal to the vote. The voting ratio necessary for adopting this resolution is **simple majority**.

Resolution No. 1/2006 (XI. 6.)

The General Meeting agrees to that the proceedings of the Meeting shall be recorded on tape.

The General Meeting adopts this Resolution with 642.620.713 affirmative votes, 0 negative votes, and 10 abstentions.

The **Chairman** makes the proposal to elect dr. Tibor Székelyhídi, Magyar Telekom Nyrt.'s Deputy Director (Head of Corporate Legal Affairs Dept.) as Keeper of the Minutes. Besides, he suggests that Mr. Jürgen Schäfer representative of MagyarCom Holding GmbH should authenticate the Minutes.

In lack of any remarks or motions the Chairman puts the proposal to the vote. The voting ratio necessary for adopting this resolution is **simple majority**.

Resolution No. 2/2006 (XI. 6.)

The General Meeting elects dr. Tibor Székelyhídi Keeper of the Minutes in addition to electing Mr. Jürgen Schäfer, representative of MagyarCom Holding GmbH authenticator of the Minutes.

The General Meeting adopts this Resolution with 641.943.050 affirmative votes, 0 negative votes, and 740.000 abstentions.

The Chairman informs the shareholders that it is not possible to adopt any resolutions on the issues not included in the agenda published as part of the October 9 EGM Announcement. The GM has made the relevant decision regarding the first three agenda items at the October 9, 2006 Extraordinary General Meeting. The remaining agenda items are to be decided upon at this GM. The Chairman makes known that no further agenda items can be included because not all the shareholders are present.

He proposes that the GM should begin with the fourth item on the agenda and approve the following order for discussing the rest of the items on the agenda:

4. Election of the members of the Board of Directors
5. Election of the members of the Supervisory Board
6. Election of the members of the Audit Committee
7. Miscellaneous

In lack of any remarks or motions the Chairman puts the proposal to the vote. The voting ratio necessary for adopting this resolution is **simple majority**.

Resolution No. 3/2006 (XI. 6.)

The General Meeting, in line with the draft resolution, approves the agenda of the continued Meeting as follows:

- 4. Election of Members of the Board of Directors**
- 5. Election of Members of the Supervisory Board**
- 6. Election of Members of the Audit Committee**
- 7. Miscellaneous**

The General Meeting adopts this Resolution with 642.683.050 affirmative votes, 0 negative votes, and 0 abstentions.

The Chairman opens the discussion of the fourth agenda item:

4. Election of members of the Board of Directors

The Chairman announces that two members – dr. Mihály Patai from May 23, 2006 and dr. György Surányi from October 9, 2006 - resigned from their membership in Magyar Telekom Nyrt.'s Board of Directors, therefore it is necessary to elect new Board members to maintain the proper operation of the Company.

Chairman informs the shareholders that the Board of Directors shall consist of 10 members in the future. The proposed candidates for the election of the members of the Board of Directors to act for the same duration as the other members of the Board - until May 31, 2007 or if a relevant Annual General Meeting is held prior to this date until the date of the said GM.

The Chairman proposes Mr. Thilo Kusch, dr Mihály Gálik and Mr. Frank Odzuck to be elected as members of the Board of Directors. He reads out loud the CV of the candidates.

He announces that before opening the floor for discussion on the agenda, given the number of shareholders present, he exercises his right provided in Section 6.13. (f) of the Articles of Association, and limits the time of contribution to **three minutes** per shareholder. He requests shareholders to consider the above-mentioned limit at each item on the agenda, to ensure reasonable time management. The Chairman opens the discussion of the agenda item and requests shareholders to ask questions or make comments.

In lack of remarks or motions the Chairman puts the proposal to the vote, the candidates are voted upon one-by-one, in the order of their nomination. The voting ratio necessary for adopting these resolutions is **simple majority**.

Resolution No. 4/2006 (XI. 6.)

The General Meeting elects Thilo Kusch to the members of the Board of Directors of Magyar Telekom Nyrt. – under the same conditions as for the members today - until May 31, 2007.

The General Meeting adopts this Resolution with 657.701.523 affirmative votes, 87.950 negative votes, and 1.212.182 abstentions.

Resolution No. 5/2006 (XI. 6.)

The General Meeting elects dr. Mihály Gálik to the members of the Board of Directors of Magyar Telekom Nyrt. – under the same conditions as for the members today - until May 31, 2007.

The General Meeting adopts this Resolution with 657.701.523 affirmative votes, 87.950 negative votes, and 1.212.182 abstentions.

Resolution No. 6/2006 (XI. 6.)

The General Meeting elects Frank Odzuck to the members of the Board of Directors of Magyar Telekom Nyrt. – under the same conditions as for the members today - until May 31, 2007.

The General Meeting adopts this Resolution with 657.701.523 affirmative votes, 87.950 negative votes, and 1.212.182 abstentions.

5. Election of members of the Supervisory Board

The Chairman announces that the Chairman of the Supervisory Board submitted to the Board of Magyar Telekom Nyrt. the resignation statements of Arne Freund, Wolfgang Hauptmann, Wolfgang Kniese and Dr. Klaus Nitschke members of the Supervisory Board therefore four new members have to be elected. The Chairman informs the GM that the above members resigned as of today with respect to Section 309 of the new Companies Act that requires that the majority of the SB must be comprised of independent persons. The mandate of the new members covers the same period as the other members of the SB - until May 31, 2007 or if a relevant Annual General Meeting is held prior to this date until the date of the said GM.

The Chairman informs the shareholders of the list of candidates to be members of the Supervisory Board and reads out loud their CVs. He proposes to elect these persons to the Supervisory Board of Magyar Telekom Nyrt. until May 31, 2007: dr György Szapáry, dr János Illéssy, dr Sándor Kerekes and Konrad Kreuzer. He informs the shareholders that dr György Szapáry, due to his current duties and responsibilities may only start working in the Supervisory Board from March 1, 2007.

In lack of remarks or motions the Chairman puts the proposal to the vote, the candidates are voted upon one-by-one, in the order of their nomination. The voting ratio necessary for adopting these resolutions is **simple majority**.

Resolution No. 7/2006 (XI. 6.)

The General Meeting elects dr György Szapáry to the members of the Supervisory Board of Magyar Telekom Nyrt. – under the same conditions as for the members today - from March 1, 2007 until May 31, 2007.

The General Meeting adopts this Resolution with 657.701.098 affirmative votes, 87.375 negative votes, and 1.213.182 abstentions.

Resolution No. 8/2006 (XI. 6.)

The General Meeting elects dr János Illéssy to the members of the Supervisory Board of Magyar Telekom Nyrt. – under the same conditions as for the members today - until May 31, 2007.

The General Meeting adopts this Resolution with 657.701.098 affirmative votes, 87.375 negative votes, and 1.213.182 abstentions.

Resolution No. 9/2006 (XI. 6.)

The General Meeting elects dr Sándor Kerekes to the members of the Supervisory Board of Magyar Telekom Nyrt. – under the same conditions as for the members today - until May 31, 2007.

The General Meeting adopts this Resolution with 657.701.088 affirmative votes, 87.375 negative votes, and 1.213.192 abstentions.

Resolution No. 10/2006 (XI. 6.)

The General Meeting elects Konrad Kreuzer to the members of the Supervisory Board of Magyar Telekom Nyrt. – under the same conditions as for the members today - until May 31, 2007.

The General Meeting adopts this Resolution with 657.701.088 affirmative votes, 87.285 negative votes, and 1.213.282 abstentions.

6. Election of members of the Audit Committee

The Chairman informs the General Meeting that in line with the provisions of the new Companies Act and the amendments of the Articles – approved at this GM – an Audit Committee has to be established at the Company, the members of which are shall be elected form the members of the Supervisory Board. The Chairman informs the GM that the mandate of the five new members covers the same period as the other members of the SB – i.e. until May 31, 2007 or if a relevant Annual General Meeting is held prior to this date until the date of the said GM.

The Chairman proposes to elect to the Audit Committee of Magyar Telekom Nyrt. until May 31, 2007: dr Ádám Farkas, László Pap, dr György Szapáry, dr János Illéssy and dr Sándor Kerekes and makes known their CVs. He informs the shareholders that dr. György Szapáry, due to his current duties and responsibilities may only start working in the Audit Committee from March 1, 2007.

In lack of remarks or motions the Chairman puts the proposal to the vote, the candidates are voted upon one-by-one, in the order of their nomination. The voting ratio necessary for adopting these resolutions is **simple majority**.

Resolution No. 11/2006 (XI. 6.)

The General Meeting elects dr Ádám Farkas to the members of the Audit Committee of Magyar Telekom Nyrt. until May 31, 2007.

The General Meeting adopts this Resolution with 657.713.603 affirmative votes, 83.370 negative votes, and 1.204.682 abstentions.

Resolution No. 12/2006 (XI. 6.)

The General Meeting elects dr László Pap to the members of the Audit Committee of Magyar Telekom Nyrt. until May 31, 2007.

The General Meeting adopts this Resolution with 657.713.593 affirmative votes, 83.370 negative votes, and 1.204.692 abstentions.

Resolution No. 13/2006 (XI. 6.)

The General Meeting elects dr János Illéssy to the members of the Audit Committee of Magyar Telekom Nyrt. until May 31, 2007.

The General Meeting adopts this Resolution with 657.713.593 affirmative votes, 83.380 negative votes, and 1.204.682 abstentions.

Resolution No. 14/2006 (XI. 6.)

The General Meeting elects dr György Szapáry to the members of the Audit Committee of Magyar Telekom Nyrt. from March 1, 2007 until May 31, 2007.

The General Meeting adopts this Resolution with 657.713.593 affirmative votes, 83.380 negative votes, and 1.204.682 abstentions.

Resolution No. 15/2006 (XI. 6.)

The General Meeting elects dr Sándor Kerekes to the members of the Audit Committee of Magyar Telekom Nyrt. until May 31, 2007.

The General Meeting adopts this Resolution with 657.713.593 affirmative votes, 83.370 negative votes, and 1.204.692 abstentions.

7. Miscellaneous

The Chairman informs the General Meeting that in the framework of the agenda item "Miscellaneous", briefings and proposals are possible to be made, but no new item can be put on the agenda aside from those that were published.

The Chairman thanks the shareholders for their work and adjourned the meeting at ...

Dated as above.

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Elek Straub
Chairman of the General Meeting

.....
Dr. Tibor Székelyhídi
Minute Keeper

.....
Jürgen Schäfer
Authenticator

Countersigned by:

.....
Dr. Péter Dankó
General Counsel
In-house certificate No.:13058