Presentation Magyar Telekom Full Year 2010 results





Public targets achieved, some signs of recovery

Abbreviations: 3G: third generation, ARPU: average revenue per user, BB: broadband, CBC: call-by-call, CPS: carrier pre-selection, HQ: headquarters, HSDPA: high-speed downlink packet access, IC: interconnection, IP: internet protocol, IT: information technology, LTO: local telecommunication operator, MOU: minutes of use, NGN: next generation network, NRA: National Regulatory Authority, POP: point of presence, RIO: reference interconnection offer, RPC: revenue producing customer, SI: system integration, SIM: subscriber identity module, SMP: significant market power, Special influences: investigation- and headcount reduction-related expenses, Tetra: Terrestrial Trunked Radio, TWM: Total Workforce Management, UMTS: Universal Mobile Telecommunication System, VAS: value added services, VoCaTV: Voice over Cable TV, WiMax: Worldwide Interoperability for Microwave Access, WS: wholesale

HUF/EUR exchange rate: 276.5 (average 2010)

In the course of conducting their audit of the Company's 2005 financial statements, PricewaterhouseCoopers, the Company's auditors, identified two contracts the nature and business purposes of which were not readily apparent to them. In February 2006, the Company's Audit Committee retained White & Case, as its independent legal counsel, to conduct an internal investigation into whether the Company had made payments under those, or other contracts, potentially prohibited by U.S. laws or regulations, including the U.S. Foreign Corrupt Practices Act ("FCPA") or internal Company policy. The Company's Audit Committee also informed the United States Department of Justice ("DOJ"), the United States Securities and Exchange Commission ("SEC") and the Hungarian Financial Supervisory Authority of the internal investigation.

Based on the documentation and other evidence obtained by it, White & Case preliminarily concluded that there was reason to believe that four consulting contracts entered into in 2005 were entered into to serve improper objectives, and further found that during 2006 certain employees had destroyed evidence that was relevant to the investigation. White & Case also identified several contracts at our Macedonian subsidiary that warranted further review. In February 2007, our Board of Directors determined that those contracts should be reviewed and expanded the scope of the internal investigation to cover these additional contracts and any related or similarly questionable contracts or payments.

For further information about the internal and governmental investigations, please refer to the Company's quarterly reports for the first, second and third quarters of 2009 and the first and second quarter of 2010 furnished under cover of Form 6-K and the Company's annual report on Form 20-F for the year ended December 31, 2009.

On December 2, 2009, the Audit Committee provided the Company's Board of Directors with a "Report of Investigation to the Audit Committee of Magyar Telekom Plc." dated November 30, 2009 (the "Final Report"). The Audit Committee indicated that it considers that, with the delivery of the Final Report based on currently available facts, White & Case has completed its independent internal investigation.

The Final Report includes the following findings and conclusions, based upon the evidence available to the Audit Committee and its counsel: The information obtained by the Audit Committee and its counsel in the course of the investigation "demonstrates intentional misconduct and a lack of commitment to compliance at the most senior levels of Magyar Telekom, TCG, and Makedonski Telekom during the period under investigation."; As previously disclosed, with respect to Montenegrin contracts, there is "insufficient evidence to establish that the approximately EUR 7 million in expenditures served improper purposes." In the company and its relevant subsidiaries. As previously disclosed, the Company has already reclassified, in the Company's financial statements, the accounting treatment relating to certain of these contracts to more accurately account for these expenditures.; As previously disclosed, there is evidence that certain former employees intentionally destroyed documents relating to activities undertaken in Macedonia by the Company and its affiliates; Between 2000 and 2006 a small group of former senior executives at the Company and the contracts under which these expenditures were made were legitimate."; "The evidence shows that, contrary to their terms, a number of these contracts were undertaken to obtain specific regulatory and other benefits from the governments."; There is evidence that the remaining contracts were also illeditimate and created a pool of funds available for purposes other than those stated on the face of the agreements.";

- In entering into these contracts and approving expenditures under them, the former senior executives knowingly caused, structured, or approved transactions that shared most or all of the following characteristics:
- intentional circumvention of internal controls;
- false and misleading Company documents and records;
- lack of due diligence concerning, and failure to monitor performance of, contractors and agents in circumstances carrying a high risk of corruption;
- lack of evidence of performance; and
- expenditures that were not for the purposes stated in the contracts under which they were made, but rather were intended to obtain benefits for the Companies that could only be conferred by government action.

The Final Report states that "the Investigation did not uncover evidence showing receipt of payments by any Macedonian government officials." However, the Audit Committee's counsel did not have access to evidence that would allow it to identify the ultimate beneficiaries of these expenditures.

Nothing in the Final Report implicates any current senior executive or Board member of the Company in connection with any wrongdoing.

As previously disclosed, the Company has taken remedial measures to address issues previously identified by the independent investigation. These measures included steps designed to revise and enhance the Company's internal controls as well as the establishment of the Corporate Compliance Program.

Due to these measures, no modifications to the Corporate Compliance Program were viewed as necessary in response to the Final Report. This conclusion has been discussed with the Audit Committee and the Audit Committee has not made recommendations either relating to the Company's compliance program or internal controls.

The Company is continuing to assess the nature and scope of potential legal remedies available to the Company against individuals or entities that may have caused harm to the Company.

As previously announced, the DOJ, the SEC and the Ministry of Interior of the Republic of Macedonia have commenced investigations into certain of the Company's activities that were the subject of the internal investigation. Further, in relation to certain activities that were the subject of the internal investigation, the Hungarian Central Investigation into alleged corruption with the internal investigation in international relations and other alleged criminal offenses. Also, as previously announced, the Hungarian National Bureau of Investigation ("NBI") has begun a criminal investigation into alleged missappropriation of funds relating to payments made in connection with the Company's ongoing internal investigation and the possible misuse of personal data of employees in the context of the internal investigation. These governmental investigations are continuing, and the Company continues to cooperate with those investigations.

The Company, through its external legal counsel, has recently engaged in discussions with the DOJ and the SEC regarding the possibility of resolving their respective investigations as to the Company through negotiated settlements. The Company has not reached any agreement with either the DOJ or the SEC regarding resolution of their respective investigations, and discussions with both agencies are continuing. We may be unable to reach a negotiated settlement with either agency. Any resolution of the investigations could result in criminal or civil sanctions, including monetary penalties and/or disgorgement, against the Company or its affiliates, which could have a material effect on the Company's financial position, results of operations or cash flows, as well as require additional changes to its business practices and compliance programs. The Company cannot predict or estimate whether or when a resolution of the DOJ or SEC investigations will occur, or the terms, conditions, or other parameters of any such resolution, including the size of any monetary penalties or disgorgement, the final outcome of these investigations, or any impact such resolution may have on its financial statements or results of operations. Consequently, the Company has not made any provisions in its financial statements as of December 31, 2010 with respect to the investigations.

Magyar Telekom incurred HUF 2.3 bn expenses relating to the investigations in 2010, which are included in other operating expenses of Group Headquarters.

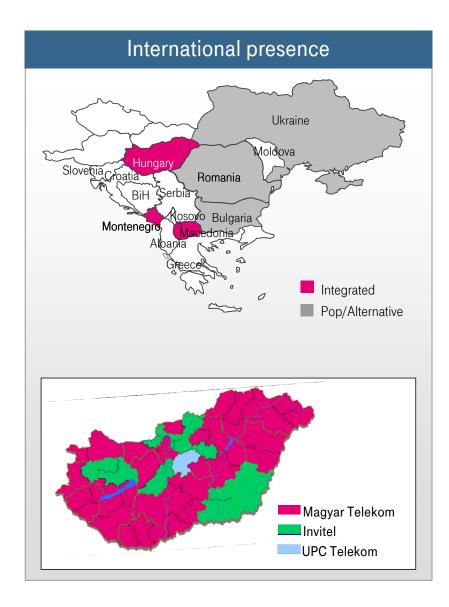
During the second quarter of 2010, Magyar Telekom became aware of misstatements at T-Mobile Macedonia relating to the recognition of certain deferred (prepaid) revenues and initiated an internal review. The Company has informed its Audit Committee, its independent external auditor, the DOJ and the SEC of the misstatements and that it was conducting an internal review.

Based on the final results of the internal review, the Company concluded that deferred prepaid revenues for the first and second quarters of 2010 and the years ended December 31, 2006, 2007, 2008 and 2009 were misstated. The final results of the internal review do not indicate that any amounts in periods before 2006 were misstated.

As previously announced, the Company extended its internal review to other accounts in relation to T-Mobile Macedonia. The Company has concluded this review and has not identified any material misstatements that would affect the interim and year-end financial statements of Maoyar Telekom for the current or prior periods.

In light of the amount of the misstatements and the lack of any indication that senior Magyar Telekom executives directed or knew of the misstatements, the Company has reached the conclusion that the misstatements were immaterial to the Company's previously reported consolidated financial statements and are immaterial to the Company's current consolidated financial statements and to its prior assessment that internal controls over financial reporting were effective. The Company adjusted the remaining balance sheet misstatement in the second quarter of 2010. In addition, the Company has initiated remedial actions to mitigate the risk of similar misstatement in the future, including actions related to personnel and steps to further improve the control environment.

Overview - Magyar Telekom Group at a glance



Integrated operations in Hungary, Macedonia and Montenegro

- leading telecommunications service provider in all three countries
- leading SI/IT service provider in Hungary

EUR 2.2bn market capitalization

Stock exchange listings

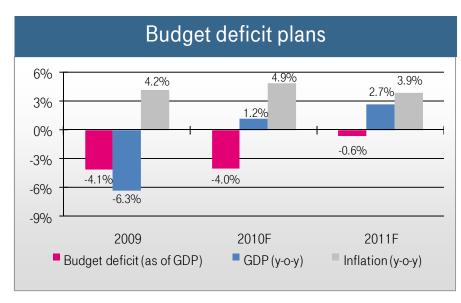
- primary listing on the Budapest Stock Exchange
- Level I ADR program, traded on the OTC Market

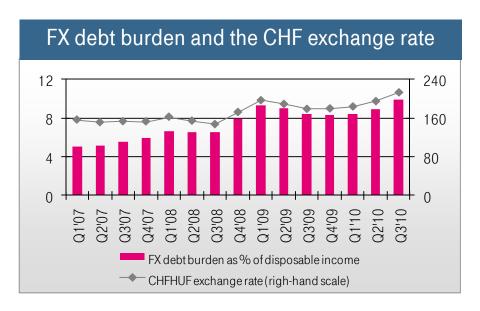
Majority owned by Deutsche Telekom (59.2%)

Strategic priorities

- Save 4 Service (simplified and focused lean operation)
- maintain market leadership (maintain or increase market shares)
- focused innovation (add new services to increase share of wallet)

Market environment - Economic policy and regulation





Fiscal policy to focus on budget deficit management

- focus on meeting deficit targets agreed with international lenders (IMF, EU)
- increasing tax burden for certain sectors (banking, telecommunications, energy and retail)
- lower personal tax rates (flat rate tax was introduced)
- suspension of social security payment transfers to private pension funds - return to pure state system

Special tax levied on the telecommunications sector

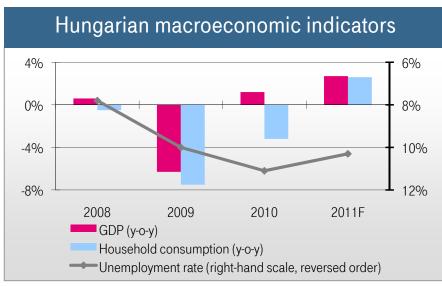
- annual tax of ca. HUF 61 billion for the sector over the 2010-2012 period
- Magyar Telekom's special tax liability was HUF 27 billion in 2010; however, 2010 corporate tax payment reduced by ca. HUF 1 billion as a consequence
- special tax is accounted for above EBITDA within the line: "Other OPEX"

Deteriorating FX rate has a significant effect on consumer spend

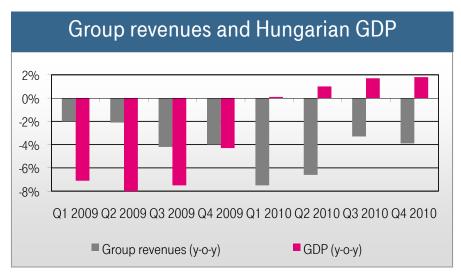
- 70% of household loans are FX denominated
- 20% of these households have Swiss franc denominated mortgage backed loans
- sustained forint depreciation has resulted in increasing debt burdens and negative impact on households' wealth

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Market environment - Impact on telecommunications



Source: Reuters Survey, Feb-2011, European Commission May-2010 forecasts



Economic indicators influence telecommunication spending in different ways

- despite a return to GDP growth in 2010, household consumption remains under pressure
- telecommunication spending is more closely correlated with employment and household consumption trends than GDP growth

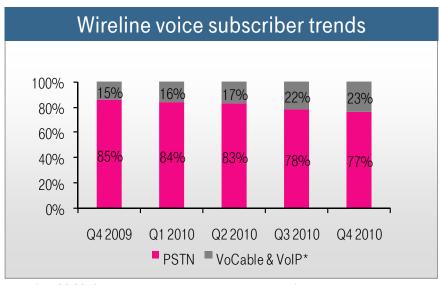
Improvement in the macroeconomic environment starting to feed through into higher telecommunications spend

- stabilizing GDP is starting to have a delayed positive impact
- churn levels have stabilized
- usage has stabilized and even increased in some services

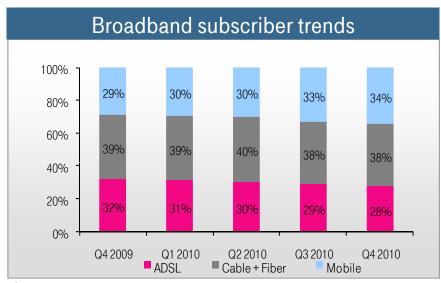
The sustainability of the recovery is uncertain though: weak labor market and tight credit conditions

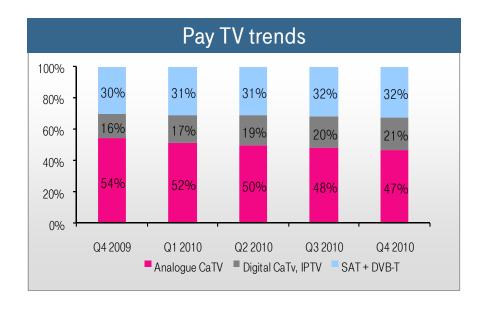
- unemployment expected to improve slightly in 2011
- contained wage and disposable income development
- continued relatively tight credit conditions and increasing debt burden on FX loans

Market environment – Infrastructure based-competition



^{*} Before Q3 2010 VoIP subscribers are not included in the figure





Competing infrastructures:

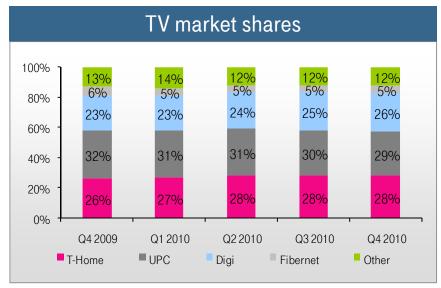
- Copper network: LTO structure, 80% of households served by Magyar Telekom
- Cable network: over 70% households covered (most of which have been upgraded to high-speed broadband)
- Mobile network: three quality networks with UMTS capability
- Fiber rollout: not just LTOs but other start-up/cable companies also rolling out fiber networks

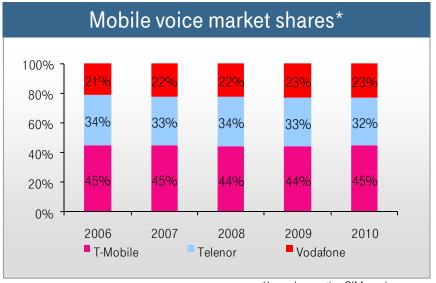
Strong infrastructure based competition with triple play services offered on copper, fiber, cable and mobile networks

Source: NRA

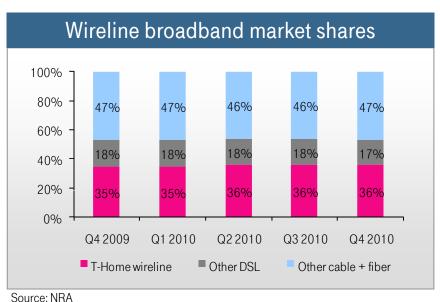
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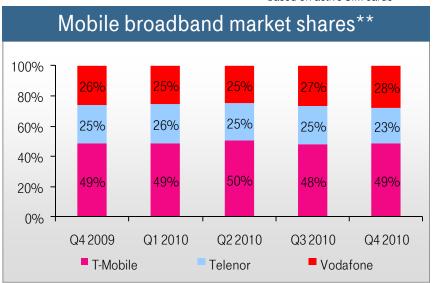
Strong positions in all segments of the Hungarian market







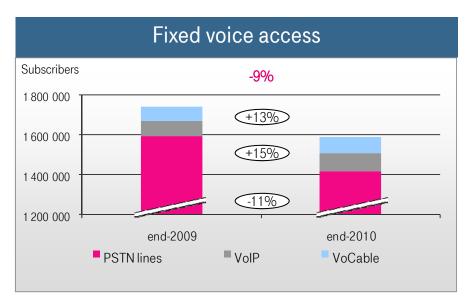


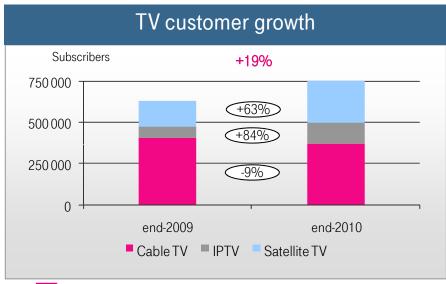


**based on traffic generating subs.

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xPlay and bundling as growth driver & retention tool in the residential segment





Strong focus on multi-Play and bundling on all networks (fixed line, cable and mobile)



- new packages include improved VoIP solutions
- ratio of xPlay customers ~43%
- launch of quadruple play packages by adding mobile voice service as well (ca. 30,000 customers)
- energy and insurance bundling to retain customers

Increasing number of TV customers

- TV service is the best retention tool in Hungary
- number of TV customers reached 750,000, increasing market share and stable market position
- retention benefit: 78% of TV customers are 2Play or 3Play package subscribers

Infrastructure development to remain competitive

- over 1 million households reached with HSI capable network
- 75% population-based 3G coverage, best 3G network in the country

Market environment – Technology trends

Mobile broadband and TV innovation attract large proportion of R&D investment

Mobile broadband

- technology is changing rapidly (3G, LTE)
- new devices launched (iPhone4, iPad, Samsung Galaxy)
- smartphones priced below EUR 100 expected soon
- growth potential for Hungary as smartphone penetration is still low (~5%)
- ca. 30% of new phone sales in Hungary are smartphones

TV innovation

- interactive TV is gaining momentum on high speed IP networks
- unique offer: IPTV service on EuroDocsis 3.0
- hybrid set top boxes (Sat TV together with fixed broadband capability) to enter the market
- web TV



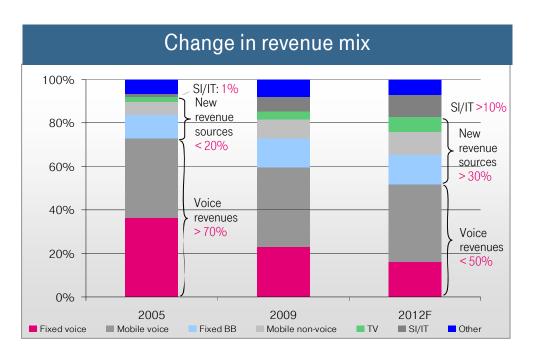


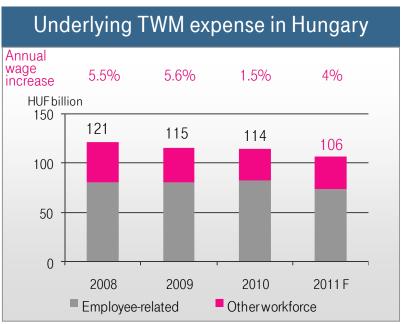






Changing trends require continued efficiency improvements





Dynamic change in revenue mix

- continued decline of voice revenues
- pronounced growth in revenues from non-traditional services such as SI/IT and energy retail

New revenue sources have lower EBITDA margin

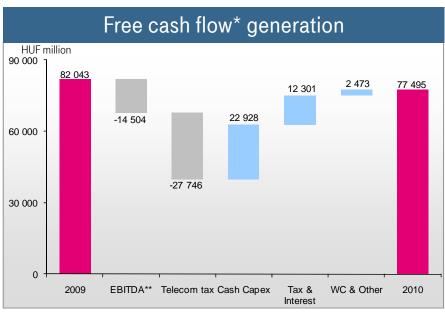
 pressures on profitability eased by efficiency improvement measures

Headcount reduction in 2011

- 300+ employee redundancies at the parent company by end-2011
- severance-related expenses of HUF 3.5bn (majority was accounted for in Q4 2010)
- 4% wage increase for parent company employees from July 2011

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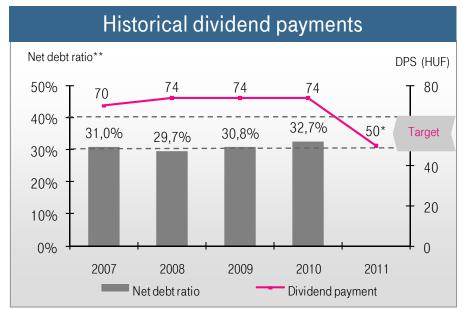
Free cash flow generation and dividend policy



^{*}defined as Operating CF + Investing CF adjusted for proceeds from/payments for other financial assets

Strong cash flow generation in 2010

- despite the advance payment of special telecoms tax,
 FCF was down by only HUF 5bn
- FCF was helped by:
 - lower interest payments, due to lower interest rates
 - cut in CAPEX (-10% y-o-y)
 - significant decrease in adjustments to cash purchases



^{*} BoD proposal, subject to AGM approval

The Board of Directors proposes a dividend of HUF 50 per share from 2010 earnings for approval to the AGM

Dividend policy driven by targeted balance sheet structure

- keep net debt ratio within 30-40% range
- maintain a flexible balance sheet in case valuecreating acquisition opportunities arise

Dividend yield of 9%***

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^{**}excluding special influences and the telecom tax

^{**} net debt / (net debt + total equity)

^{***}yield calculation is based on the share price of HUF 554 (February 24, 2011)

Public targets for 2010 and 2011

2010 public targets and results

2011 public targets

Revenue

6-8% decline (prev. 5-7%)

-5.3%

- recessionary impacts, pressure on consumer spending
- intense competition
- saturated core markets

3-5% decline

- intense competition partly offset by slightly improving macroeconomic environment
- further decrease in governmental revenues
- 2010 comparable figure: HUF 609,579 million

Underlying EBITDA*

*Excluding special influences and telecom tax

7-9% decline (prev. 5-7%)

-5.5%

- negative trends in high margin voice revenues
- partly offset by cost cutting initiatives
- EBITDA margin kept almost flat at 40.7%

4-6% decline

- new revenue streams with lower EBITDA margin
- negative impact on EBITDA from governmental cost saving measures
- 2010 comparable figure: HUF 248,304 million

Capex

approx. 10% decline (prev. 5%)

-9.9%

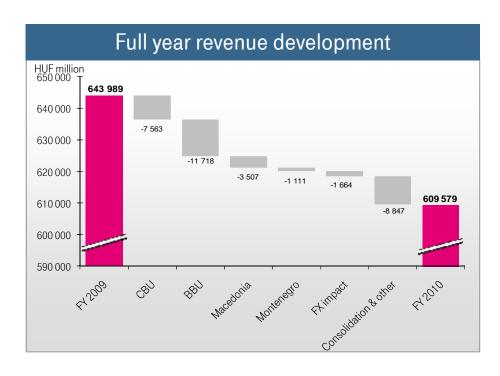
 further CAPEX cut necessary to protect cash flow generation

approximately 5% decline

2010 comparable figure: HUF 91,762 million

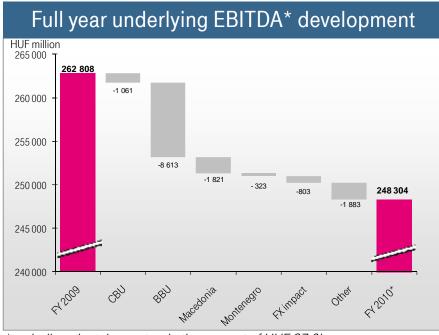


2010 results - Business Unit analysis



5.3% revenue decline driven by recession, competition and regulation

- CBU revenues declined primarily due to continuing intense competition and depressed household consumption
- BBU revenues down driven by decline in both private and public sector spending
- international revenues were negatively impacted by unfavorable FX impact

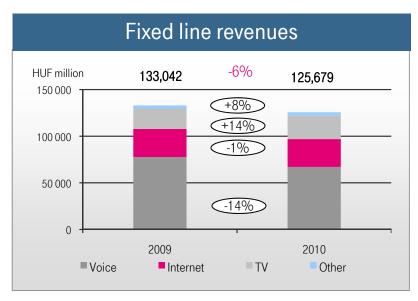


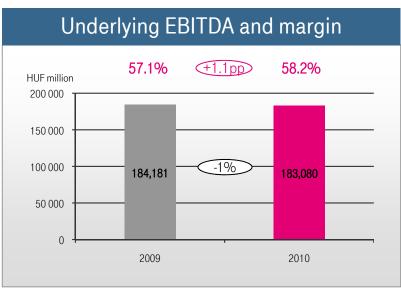
*excluding the telecom tax in the amount of HUF 27.0bn

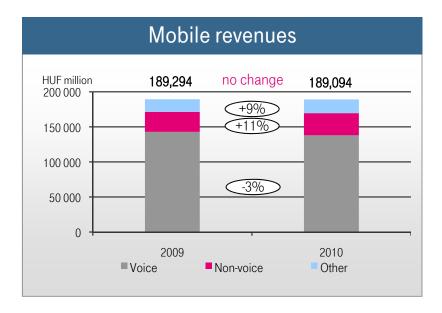
5.5% EBITDA decline, excluding SI and telecom tax, driven by changing revenue mix and economic recession

- business unit results under pressure due to further erosion of traditional voice revenues
- cost cutting measures to mitigate margin pressure
- FX negatively impacted the financial result of international subsidiaries

Consumer Services Business Unit (CBU) - Financial performance







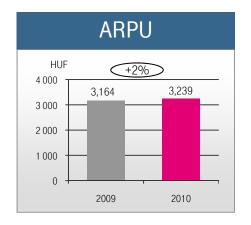
Revenue decline principally driven by recession

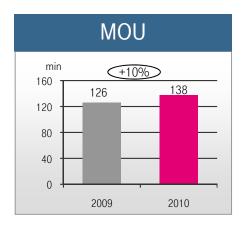
- depressed consumer spending and intense competition remain the most significant negative drivers
- voice migration towards IP-based solution
- internet revenues down due to price reductions
- regulatory impacts on mobile revenues (two cuts in mobile termination rates and roaming tariffs)

Improvement in EBITDA margin

significant cost reductions helped to offset the negative revenue trend

CBU - mobile operations





Mobile voice market shows some signs of improvement

- churn levels are declining but still above pre-crisis levels
- customer numbers increased moderately
- higher usage, stabilized ARPU

Tariff erosion: average voice revenue per minute decline of 9%

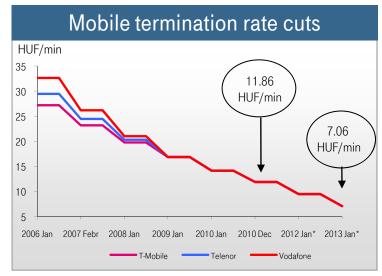
- more price conscious package selection
- wide use of closed-user-group services
- annual cuts in mobile termination rates
- EU-regulated roaming tariffs

Mobile internet development

- leading market position with 49% market share
- number of T-Mobile's subscribers exceeded 624,000 at the end of 2010
- 3G/HSDPA network covering ~75% of population

Mobile termination rate regulation

- current rates are 12 HUF/min from December 2010
- further cuts: 20% from 2012, 25% from 2013

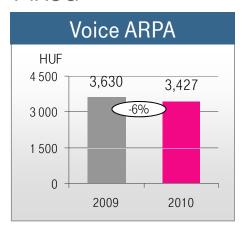


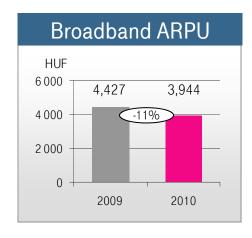
*draft resolution, final resolution is expected to be published in May 2011

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CBU KPIs

Fixed

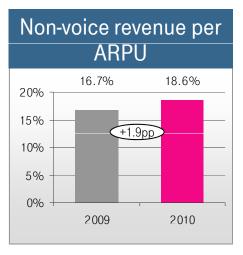




Fixed & mobile broadband

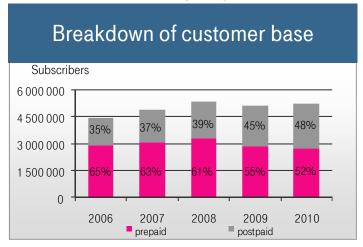


Mobile

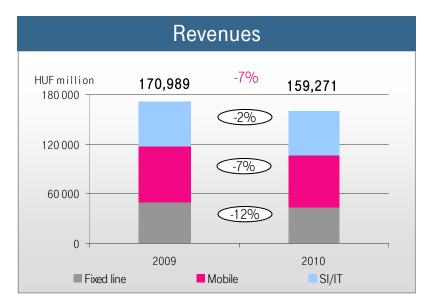


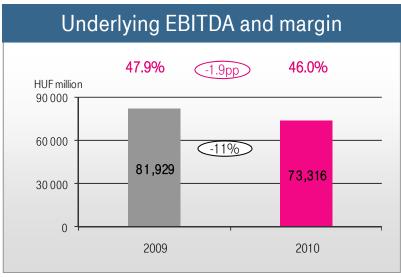


T-Mobile Hungary



Business Services Business Unit (BBU) - Financial performance





Falling voice and data revenues

- strong pressure on clients to renegotiate contract terms
- high churn among fixed voice, data and internet customers
- continued pressure on mobile tariffs resulting in lower ARPU level
- Governmental measures negatively affecting revenues and EBITDA

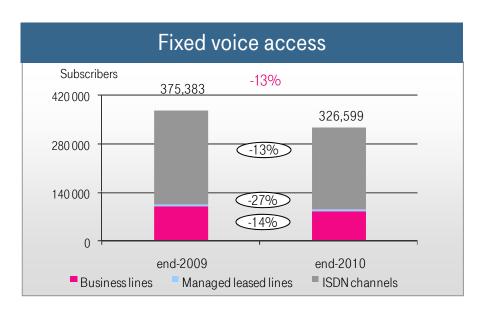
Decrease in SI/IT revenues

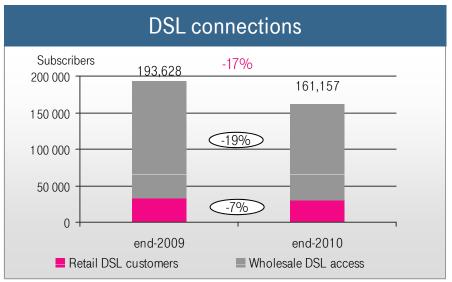
- leading market position maintained
- project-driven business, fluctuations in quarterly revenues
- selected private sector projects delayed/cancelled due to cost restrictions

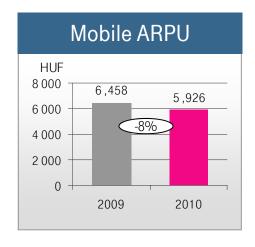
Change in revenue mix puts pressure on EBITDA margin

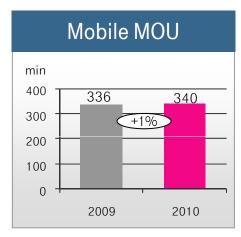
- ratio of lower-margin SI/IT revenues is continuously increasing, while high-margin voice revenues are declining
- due to their lower capex-intensity, SI/IT services have similar return characteristics
- despite cost control measures, 2010 EBITDA margin decreased due to structural pressures

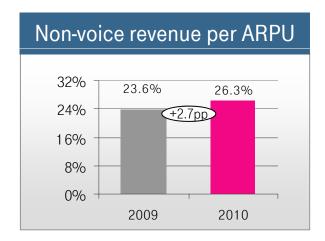
BBU KPIs



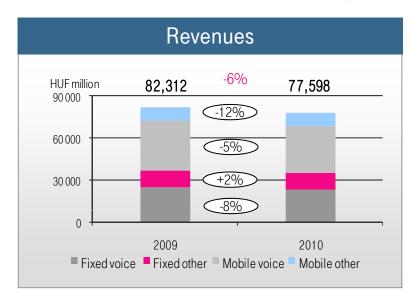


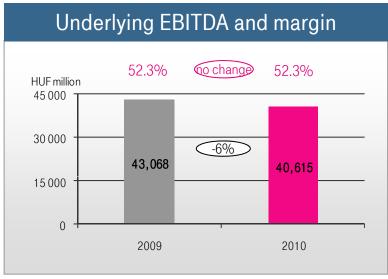






Macedonia - Financial performance





Results slightly negatively impacted by FX trend

- HUF strengthened on average by 1.5% to the Macedonian Denar in 2010
- excluding FX impact, revenues and EBITDA were down by 4% and 5%, respectively

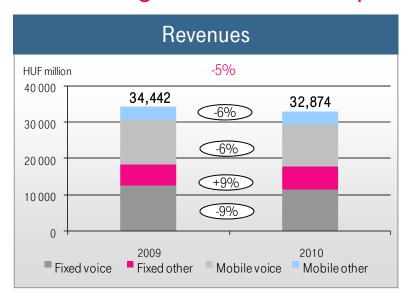
Increasing fixed line revenues

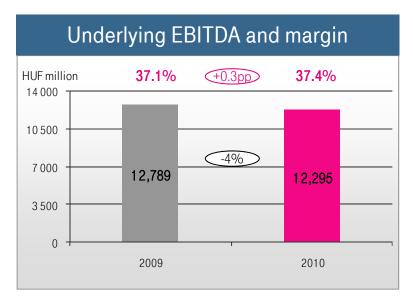
- decreasing fixed retail voice revenues due to competition from altnets and cable companies and strong mobile substitution
- higher wholesale voice revenues driven by higher incoming traffic and higher prices for international traffic termination
- increasing demand for 2Play/3Play packages
- positive contribution from broadband and TV revenues

Mobile competition intensified further

- lower number of subscribers and competition-driven tariff reductions
- postpaid share within RPC up 2ppt YTD to 32.3%
- MOU at 135 in 2010 (up by 11.6%)
- ARPU of HUF 2,690 for 2010 (~EUR 9.6)

Montenegro – Financial performance





Results negatively impacted by FX trend

- HUF strengthened on average by 1.4% to the Euro in 2010
- excluding FX impact, both revenues and EBITDA were down by 3%

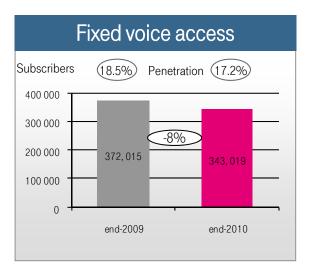
Fixed voice revenues under pressure

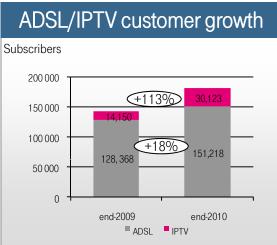
- deterioration in retail voice revenues driven by high mobile substitution
- lower international incoming traffic volume affecting wholesale voice revenues
- growing internet and TV revenues thanks to strong increases in the number of ADSL and IPTV customers

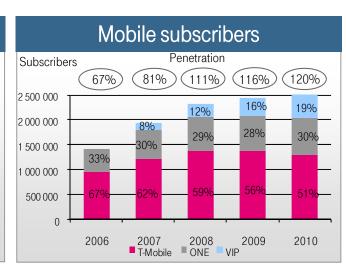
Mobile revenue erosion driven by strong competition

- intense competition resulting in lower tariff levels
- focus on the post-paid segment, postaid share grew to 23.7% (up by 4.1 pp)
- MOU at 105 in 2010 (up by 10%)
- ARPU of HUF 2,430 in 2010 (~EUR 9)

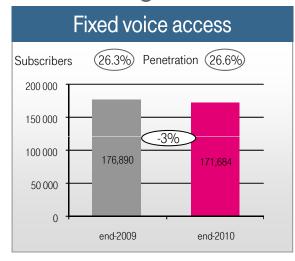
International KPIs Macedonia

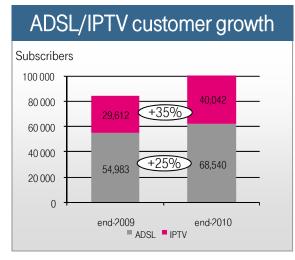


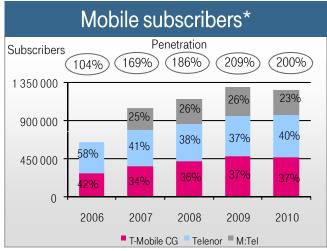




Montenegro







*Data based on the active SIM cards published by the Montenegrin Telecom Agency

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Magyar Telekom - Consolidated Income Statement

HUF million	2009 FY	2010 FY	Change
Fixed line revenues	274 080	249 633	-8,9%
Mobile revenues	325 996	315 173	-3,3%
System Integration/Information Technology revenues	43 913	44 773	2,0%
Revenues	643 989	609 579	-5,3%
Total expenses directly related to revenues	(160 576)	(157 427)	-2,0%
Employee-related expenses	(101 918)	(93 884)	-7,9%
Depreciation and amortization	(101 920)	(100 872)	-1,0%
Other operating expenses - net	(135 305)	(148 750)	9,9%
Total operating expenses	(499 719)	(500 933)	0,2%
Operating profit	147 133	112 094	-23,8%
Net financial expenses	(32 813)	(28 113)	-14,3%
Share of associates' profits	(109)	(27)	-75,2%
Profit before income tax	114 211	83 954	-26,5%
Income tax	(20 958)	(6 583)	-68,6%
Profit for the period	93 253	77 371	-17,0%
Minority interests	15 635	12 993	-16,9%
Equity holders of the Company (Net income)	77 618	64 378	-17,1%

Magyar Telekom - Consolidated Balance Sheet

HUF million	31 Dec 2009	31 Dec 2010	Change
Current assets	249 366	200 574	-19,6%
Cash and cash equivalents	34 270	15 841	-53,8%
Other current financial assets	87 611	56 560	-35,4%
Non current assets	917 011	908 432	-0,9%
Property, plant and equipment - net	550 745	549 752	-0,2%
Intangible assets - net	335 615	332 993	-0,8%
Total assets	1 166 377	1 109 006	-4,9%
Equity	605 420	594 712	-1,8%
Current liabilites	238 323	246 817	3,6%
Financial liabilities to related parties	62 898	72 208	14,8%
Other financial liabilities	35 193	46 587	32,4%
Non current liabilites	322 634	267 477	-17,1%
Financial liabilities to related parties	266 998	234 164	-12,3%
Other financial liabilities	26 221	8 828	-66,3%
Total equity and liabilites	1 166 377	1 109 006	-4,9%

Magyar Telekom - Consolidated Cashflow Statement

HUF million	2009 FY	2010 FY	Change
Net cash generated from operating activities	193 795	164 670	-15,0%
Investments in tangible and intangible assets	(101 866)	(91 762)	-9,9%
Adjustments to cash purchases	(8 362)	4 462	-153,4%
Purchase of subsidiaries and business units	(5 193)	(1 534)	-70,5%
Cash acquired through business combinations	460	6	-
Proceeds from / (Payments for) other financial assets - net	(18 547)	34 327	-
Proceeds from disposal of subsidiaries	2 074	780	-
Proceeds from disposal of PPE and intangible assets	1 135	873	-23,1%
let cash used in investing activities	(130 299)	(52 848)	-59,4%
Dividends paid to shareholders and minority interest	(93 640)	(91 819)	-1,9%
Net payments of loans and other borrowings	(2 920)	(38 748)	1227,0%
Other	0	(22)	-
Net cash used in financing activities	(96 560)	(130 589)	35,2%
Free cash flow	82 043	77 495	-5,5%

For further questions please contact the IR department:

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In addition to figures prepared in accordance with IFRS, Magyar Telekom also presents non-GAAP financial performance measures, including, among others, EBITDA, EBITDA margin, underlying EBITDA, underlying EBITDA margin and net debt. These non-GAAP measures should be considered in addition to, but not as a substitute for, the information prepared in accordance with IFRS. Non-GAAP financial performance measures are not subject to IFRS or any other generally accepted accounting principles. Other companies may define these terms in different ways. For further information relevant to the interpretation of these terms, please refer to the chapter "Reconciliation of pro forma figures", which is posted on Magyar Telekom's Investor Relations webpage at www.telekom.hu/investor_relations.