

Magyar Telekom Telecommunications Public Limited Company

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

Subject:	Election of Members of the Board of Directors and determination of their remuneration
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Budapest, April 7, 2010

The General Meeting shall elect a new Board of Directors, as the mandate of Magyar Telekom Plc.'s Board of Directors terminates on the day of the AGM, April 7, 2010 in accordance with Sections 7.2. and 7.3. of the Articles of Association.

In accordance with the provisions of the Articles of Association the Board of Directors shall comprise minimum of six (6), and a maximum of eleven (11) members. The members of the Board of Directors shall be elected by the General Meeting. The assignment of the members of the Board of Directors lasts for a term of three years until May 31 of the third year subsequent to the date of the said General Meeting, provided that if the General Meeting in the third year is held prior to May 31, then their assignment lasts until the date of the General Meeting.

The Board of Directors proposes the following persons to be elected by the General Meeting with respect to agenda item no. 11. (Election of Members of the Board of Directors and determination of their remuneration):

1. **dr. Ferri Abolhassan**
2. **dr. István Földesi**
3. **Dietmar Frings**
4. **dr. Mihály Gálik**
5. **Guido Kerkhoff**
6. **Thilo Kusch**
7. **Christopher Mattheisen**
8. **dr. Klaus Nitschke**
9. **Frank Odzuck**
10. **dr. Ralph Rentschler**
11. **dr. Steffen Roehn**

Biographies of the candidates:

Dr. Ferri Abolhassan (born in 1964) in 1989 joined IBM in California and completed his doctoral work in Research & Development in massive parallel computing. From 1992 to 2000 worked at SAP Retail Solutions as a Sales Director and after as a Managing Director. From 2001 to 2004 he was Co-Chairman and CEO at IDS Scheer AG. Dr. Ferri Abolhassan at SAP AG was a member of top management, and filled the position of Executive Vice President. In 2008 he joined T-Systems International GmbH, in a position of Member of the Board of Directors T-Systems and Chief Systems Integration.

Dr. István Földesi. Dr. Földesi received a degree in economics in 1972 and graduated with a Ph.D. in 1974. He spent twenty years as a diplomat in London, Madrid and Washington D.C. At the end of the 1980s, he served as an advisor to the Prime Minister and participated in round table negotiations resulting in political and economic changes. In 1991, he became an advisor to the Organisation for Economic Co-operation and Development ("OECD"). He has been working as an international business advisor since 1992. From 1994 to 1999, Mr. Földesi was a member of the Board of Directors of Magyar Telekom and until 1996 he acted as Chairman of the Board. In 2003, he was reappointed as a member of the Board of Directors of Magyar Telekom.

Dietmar Frings (born in 1959) degreed in Business and Administration at Federal University for Applied Services in Mainz. From 1982 to 1986 Dietmar Frings worked in managing functions in Regional Office Branches at German Railways (Deutsche Bahn) and from 1986 to 1989 at Federal Ministry of Transport, finally as consultant of the Parliamentary State Secretary. He joined Deutsche Telekom in 1991 as a specialist for Human Resource issues, responsible for HR services, recruitment and organizational change at DT Headquarters. Subsequently, he took on several positions within HR. From 1998 to 2001, he was responsible for the Labor Relations Management in Germany within the HR Board Member Support Unit. After that, he was the Vice President and Head of the German Employers Association for eight years, at the same time being in charge of International Labor Relations. Dietmar Frings, Vice President and Head of the German Employer Association, has been appointed as Vice President Human Resources Compensation & Benefits and Labor Law, with effect from April 1, 2010. In his new function, he will have the Management responsibility for all international compensation & benefits and labor law issues.

Dr. Mihály Gálik. Dr. Gálik is a senior university lecturer with a Ph.D in economics. He spent nearly two decades in the media, working for Hungarian Radio, where he held several positions involving high responsibility, including that of Managing Director. Afterwards, his professional career has been linked to the Budapest University of Economics (currently called Corvinus University of Budapest). For three years, he was a senior lecturer, while in the last twelve years he headed several departments at the university. He is author of some 90 scientific publications including four textbooks. He was also a recipient of the Széchenyi Professor Scholarship (1998-2002). Since January 1, 2008, he has been a Professor and Head of the Media, Marketingcommunication and Telecommunications Department at the Corvinus University of Budapest.

Guido Kerkhoff. Mr. Kerkhoff holds a degree in Business Administration from Bielefeld/Saarbrücken, Germany. He started his career in 1995 as a corporate balance sheet and taxation specialist in VEW AG, Dortmund, Germany. In 1996, he moved to Bertelsmann AG, Gütersloh, heading the Group Accounting and Controlling department from 1998. In 2002, he joined Deutsche Telekom's Finance area at the Headquarters in Bonn. His positions developed over several leading positions to the head of Group Accounting and Controlling. Since March 1, 2009 he has been serving as a member of the Board of Management of Deutsche Telekom AG to manage the subsidiaries in South Eastern Europe.

Thilo Kusch. (born in 1965) Mr. Kusch studied communication engineering and business administration at Technische Universität Berlin. From 1989 to 1992, he successfully established and ran his own company selling PCs and PC network to residential and small business customers. From 1992 to 1998, he worked in a leading position in Arthur D. Little's Telecoms, IT, media and entertainment practice as a management consultant and from 1998 to 2001 he was telecommunications equity analyst with Dresdner Kleinwort Wasserstein. He joined Deutsche Telekom Group in 2001 as Senior Director in charge of IPO preparations and investor relations for T-Mobile International. Since April 2002 he was a Senior Executive Vice president of Deutsche Telekom, in charge of investor relations. He was appointed Chief Financial Officer of Magyar Telekom in September 2006.

Christopher Mattheisen. (born in 1961) Mr. Mattheisen studied economics at Indiana University Bloomington and at Columbia University. He first came to Hungary in 1990 to start a strategic planning and business consulting company. In 1993, in his capacity as a marketing manager of U.S. West International, Mr. Mattheisen helped launch various Hungarian, Polish and Czech mobile service operators. He worked as the marketing and sales director of TMH between 1993 and 1996. Between 1997 and 1999, he ran sales and marketing activities of MediaOne in London and later worked in Britain

as a business, sales and marketing director of BT's Cellnet. In September 2002, Mr. Mattheisen became Chief Officer of Residential Services of Magyar Telekom and in January 2005 Chief Officer of the Wireline Lines of Business ("T-Com", including Residential Services, Internet and Network divisions). From December 6, 2006, Mr. Mattheisen has been the Chief Executive Officer of Magyar Telekom, from December 21, 2006 he has been the Chairman of the Company's Board of Directors.

Dr. Klaus Nitschke was born in Hannover, Germany in 1961. He qualified with a diploma degree at the Cologne University, majoring in Biochemistry and Molecular Biology. Additionally he achieved a Bachelor of Arts degree from the Boston University and in 1992, a Ph.D degree as „Dr. rer nat.“ from the Max-Planck-Institute in Cologne His career started in 1992 as a Top Management Consultant for „Dicke & Associates Management Consultants“ (a McKinsey spin-off company). As one of the shareholders, he participated in 1999 with his partners in the decision to sell the company to Deloitte Consulting, where he continued to work for another year. From 2000 till 2002, he continued his career with Bertelsmann AG as COO of BOL AG (e-commerce book and CD retailer) and as Vice President, responsible for building up a Mobile Virtual Network Operator (MVNO). In 2002, Klaus Nitschke joined Deutsche Telekom (DTAG) where he has since had various management positions: He was first assigned as Area Manager for the DTAG central european subsidiaries MT (Hungary), HT (Croatia) and ST (Slovakia). From 2003-2005, as SEVP he lead the Strategy department of DTAG ´s fixed line business in Germany. From 2005-2009, he moved as a Managing Director to Berlin, building up a Product & Development unit which was later reintegrated into Deutsche Telekom. Focus of this entity is to this day to develop and run innovative non access internet services. Today, Klaus Nitschke is working in the DTAG General Headquarters. As SVP he is leading the South Eastern European Strategy and in addition, he is acting as Area Manager for the MT Group.

Frank Odzuck. (born in 1959) Mr. Odzuck obtained an economist degree in 1983 in Budapest. He was the managing director of the Hungarian operations of Eduscho and Eduscho-Tchibo for 8 years and later the managing director of Nestlé-Schöller Hungary Ltd. Since 2003, he has been the CEO of Zwack Unicum Plc., listed on the Budapest Stock Exchange. The company, producing and marketing a genuine "Hungaricum", is one of the best-known international companies in Hungary (Underberg, Diageo).

Dr. Ralph Rentschler. (born in 1960) After receiving a doctorate degree in economics, Dr. Rentschler worked for four years for Robert Bosch GmbH as an expert advisor on business principles and methods. His areas of responsibility included investment analysis and cost accounting. He was Head of Group Controlling and Planning and Reporting Departments at Carl Zeiss from 1992 to 1997. His areas of responsibility included production and investment controlling, controlling of affiliated companies, M&A and strategic planning. Later he became Commercial Manager of Brand Optics Division at Carl Zeiss, where he managed Accounting, Controlling, Data Processing and Purchasing. Dr. Rentschler joined Deutsche Telekom in 2001 and became CFO of the group wide Fixed Net division With July 2009 Dr. Rentschler has taken over the position as the Financial Director of the new based Board Division Southern and Eastern Europe additionally to his position as the CFO of the fixed net business.

Dr. Steffen Roehn. (born in 1964) Dr. Roehn graduated in Physics from the Universities of Kaiserslautern, Karlsruhe and Mainz. In 1991, he achieved a PhD degree at the European research facility CERN (Geneva) and the Imperial College (London). After his graduation, Dr. Roehn acted as consultant for Gemini Consulting, advising the telecommunications and consumer goods industry branches. Subsequently, he was employed as a quality manager by Credit Suisse. In 1996, he moved to the international Diebold Management Consulting, where he became a partner and member of the Board responsible for TIME practice. In January 2000, he was appointed CEO of the Diebold Group. Dr. Roehn

joined Deutsche Telekom in 2000 as IT Director of T-Mobile Deutschland. In 2006 he was appointed Member of the Executive Committee of T-Mobile International. Since May 2009 Dr. Roehn is the Chief Information Officer (CIO) of Deutsche Telekom Group.

Resolution proposal:

The General Meeting elects dr. Ferri Abolhassan to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. István Földesi to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Dietmar Frings to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting in the third year is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Mihály Gálik to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Guido Kerkhoff to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Thilo Kusch to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Christopher Mattheisen to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Klaus Nitschke to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects Mr. Frank Odzuck to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Ralph Rentschler to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The General Meeting elects dr. Steffen Roehn to the members of the Board of Directors of Magyar Telekom Plc. until May 31, 2013, provided that if the General Meeting in the third year is held prior to May 31 of the year in which such mandate expires, then their assignment lasts until the date of the General Meeting.

The remuneration of the Board of Directors was last determined in 2007 for Magyar Telekom Plc. The Remuneration Committee makes proposal regarding the remuneration of the Board of Directors for the General Meeting in accordance with Section 2.1. of the Rules of Procedure of the Remuneration Committee.

The Remuneration Committee proposes the following resolution proposal to the General Meeting:

Resolution proposal:

The General Meeting determines the remuneration of the members of the Board Directors as follows:

Chairman of the Board Directors: HUF 546,000 /month

Members of the Board Directors: HUF 364,000 /month