

**Resolutions of the Annual General Meeting of Matáv Magyar Távközlési  
Részvénytársaság held on April 27, 2005**

**RESOLUTION No. 1/2005 (04 27)**

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

*The General Meeting adopts this Resolution with 676 419 503 affirmative votes, 0 negative votes, and 0 abstentions.*

**RESOLUTION No. 2/2005 (04 27)**

**The General Meeting elects Dr. Tibor Székelyhídi Keeper of the Minutes in addition to electing Dr. Reinhold Echter, representative of MagyarCom authenticator of the Minutes.**

*The General Meeting adopts this Resolution with 704 304 665 affirmative votes, 0 negative votes, and 0 abstentions*

**RESOLUTION No. 3/2005 (04 27)**

**The General Meeting approves the agenda of the Meeting as follows:**

- 1 Report of the Board of Directors on the management of the Company, the business policy of Matáv Group and report on the business operations and the financial situation of Matáv Group in 2004 according to the requirements of the Accounting Act**
- 2 Report of the Board of Directors on the business operations of the Company in 2004, presentation of the report of the Supervisory Board and the Auditor**
- 3 Proposal of the Board of Directors for the use of the profit after tax earned in 2004**
- 4 Modification of the Articles of Associations of the Company**
- 5 Election of Member of the Board of Directors**
- 6 Election of Members of the Supervisory Board**
- 7 Determination of the remuneration of the members of the Supervisory Board**
- 8 Miscellaneous**

*The General Meeting adopts this Resolution with 704 304 665 affirmative votes, 0 negative votes, and 0 abstentions.*

1. Report of the Board of Directors on the management of the Company, the business policy of Matáv Group and report on the business operations and the financial situation of Matáv Group in 2004 according to the requirements of the Accounting Act.

**RESOLUTION No. 4/2005 (04 27)**

**The General Meeting approves the 2004 Consolidated Annual Report of Matáv Group prepared according to Hungarian Accounting Rules (HAR), including**

<b>1 028 Billion and 120</b>	<b>Million HUF balance sheet total assets and</b>
<b>41 Billion and 961</b>	<b>Million HUF after-tax net income (before the deduction of 9 Billion and 446 Million HUF to be disbursed for minority shareholders).</b>

*The General Meeting adopts this Resolution with 702 645 023 affirmative votes, 2 125 negative votes and 1 657 517 abstentions.*

2. Report of the Board of Directors on the business operations of the Company in 2004, presentation of the report of the Supervisory Board and the Auditor

**RESOLUTION No. 5/2005 (04 27)**

**The General Meeting approves the 2004 Annual Report of the Company prepared according to Hungarian Accounting Rules (HAR), including  
balance sheet total assets of HUF 910 Billion and 300 Million and  
after-tax net income of HUF 39 Billion and 028 Million.**

The General Meeting adopts this Resolution with 702 638 648 affirmative votes, 8 500 negative votes and 1 657 517 abstentions.

3. Proposal of the Board of Directors for the use of the profit after tax earned in 2004

**RESOLUTION No. 6/2005 (04 27)**

**The General Meeting resolves to disburse HUF 70 dividend per each registered share of HUF 100 face value and HUF 7,000 per share of HUF 10,000 face value preferential share to the owners for the year 2004. The Company will use HUF 33 Billion 625 Million 402 Thousand and 954 from the profit reserves for the purpose of disbursing HUF 72 Billion 653 Million 819 Thousand since its after-tax profit is HUF 39 Billion 028 Million 416 Thousand and 046.**

**June 1<sup>st</sup>, 2005 shall be the first day of disbursement of dividends. In compliance with Matáv Ltd.'s assignment, KELER Ltd. (Budapest, VII., Asbóth u. 9-11.) shall disburse dividends claimed.**

**On May 12<sup>nd</sup>, 2005, the Board of Directors of Matáv Ltd. shall publish a detailed announcement on the order of the disbursement of dividends in the following newspapers: Magyar Hírlap, Napi Gazdaság, Népszabadság, Magyar Tőkepiac in addition to the web-site of the Company and the Budapest Stock Exchange.**

The General Meeting adopts this Resolution with 704 236 015 affirmative votes, 2 375 negative votes and 66 275 abstentions.

4. Modification of the Articles of Associations of the Company

**RESOLUTION No. 7/2005 (04 27)**

**The General Meeting approves the amendments of the Articles of Associations set forth in the Annex.**

**Annex**

1. Section 1.4.(a) of the Articles of Association shall be added with the following:  
**1051 Budapest, Petőfi Sándor u. 17-19.**

2. Section 1.6.2. of the Articles of Associations (Other activities) shall be added as follows:

- 7486'03 Call center activities**
- 5523'03 Other provision of lodgings**
- 5510'03 Hotel services**
- 5552'03 Catering**
- 5530'03 Restaurants**

Other provisions of the Articles of Associations remain unchanged.

The General Meeting adopts this Resolution with 678 833 184 affirmative votes, 25 387 081 negative votes and 84 400 abstentions.

#### 5. Election of Member of the Board of Directors

##### **RESOLUTION No. 8/2005 (04 27)**

**The General Meeting elects Mr. Gerhard Viktor Mischke as Member of Matáv Ltd.'s Board of Directors from this day until May 31, 2007.**

The General Meeting adopts this Resolution with 703 341 289 affirmative votes, 1 000 negative votes and 962 376 abstentions.

#### 6. Election of Members of the Supervisory Board

##### **RESOLUTION No. 9/2005 (04 27)**

**The General Meeting elects dr. Thomas Knoll as Member of Matáv Ltd.'s Supervisory Board to serve from this day until May 31, 2007.**

The General Meeting adopts this Resolution with 703 340 289 affirmative votes, 5 975 negative votes and 86 000 abstentions.

##### **RESOLUTION No. 10/2005 (04 27)**

**The General Meeting elects Mr. Wolfgang Kniese as Member of Matáv Ltd.'s Supervisory Board to serve from this day until May 31, 2007.**

The General Meeting adopts this Resolution with 703 340 289 affirmative votes, 3 125 negative votes and 88 850 abstentions.

##### **RESOLUTION No. 11/2005 (04 27)**

**The General Meeting elects Dr. Ádám Farkas as Member of Matáv Ltd.'s Supervisory Board to serve from this day until May 31, 2007.**

The General Meeting adopts this Resolution with 703 343 139 affirmative votes, 3 475 negative votes and 85 650 abstentions.

##### **RESOLUTION No. 12/2005 (04 27)**

**The General Meeting elects Mr. György Varjú as Member of Matáv Rt.'s Supervisory Board to serve from this day until May 31, 2007.**

The General Meeting adopts this Resolution with 703 343 489 affirmative votes, 3 125 negative votes and 85 650 abstentions.

7. Determination of the remuneration of the members of the Supervisory Board

**RESOLUTION 13/2005 (IV. 27.)**

**The General Meeting leaves the fee of the members of the Supervisory Board unchanged, as established in Y2003.**

**The Chairman of the Audit Committee of the Supervisory Board shall receive an extra award of 100% of the fee established for the members of the SB while the members of the Audit Committee shall receive an extra award of 50% of the respective fee.**

*The General Meeting adopts this Resolution with 704 202 490 affirmative votes, 7 575 negative votes and 94 600 abstentions.*