

Magyar Telekom Ltd. announces resolutions of the Extraordinary General Meeting of T-Mobile Hungary Ltd. held on December 19, 2005

Resolution No. 9/2005. of the General Meeting

The General Meeting approves the declaration of the independent auditor regarding the draft asset balances- and asset inventories of the merging companies, the draft asset balance- and asset inventory of the legal successor company, the auditor's declaration on the draft Merger Agreement, the written report of the Board of Directors as well as the auditor's statement that the planned merger will not risk the satisfaction of creditors' claims towards the company.

Resolution No. 10/2005. of the General Meeting

The General Meeting approves the Supervisory Board's statement on the draft merging asset balances- and asset inventories of Magyar Telekom Ltd. and T-Mobile Hungary Ltd. as well as the draft asset balance- and asset inventory of the legal successor Magyar Telekom Ltd.

Resolution No. 11/2005. of the General Meeting

The General Meeting approves the written report of the Board of Directors, prepared according to Article 76 (3) of Act CXLIV of 1997 on Business Associations - attached herein – on the necessity of the merger of Magyar Telekom Ltd. and T-Mobile Hungary Ltd., with taking all legal and economic aspects into account.

Resolution No. 12/2005. of the General Meeting

The EGM resolves that the asset proportion to be paid for the entire share package of Egertel Rt. – not wishing to become the shareholder of the legal successor company – is HUF 1.302.365 (that is one million three hundred and two thousand three hundred and sixty five). The General Meeting approves the settlement method to be applied in case of shareholders that do not wish to enter the legal successor company and assigns the Board of Directors to execute its provisions.

Resolution No. 13/2005. of the General Meeting

The General Meeting approves the draft merger asset balance and asset inventory of the legal predecessor T-Mobile Hungary Ltd.

Resolution No. 14/2005. of the General Meeting

The General Meeting resolves the upstream merger of Magyar Telekom Ltd. and T-Mobile Hungary Ltd. in a way that T-Mobile Hungary Ltd. merges into Magyar Telekom Ltd. The merger enters into force when registered by the Court of Registry. The General Meeting approves the Merger Agreement and empowers Klára Armuth and dr. Zsigmond Bodnár members of the Board of Directors, to sign the said agreement. The General Meeting empowers the Board of Directors to request the Municipal Court, acting as Court of Registry, that the cassation of the company from the Company Registry may take place simultaneously with the registry of the merger in a way that the date of the cassation be the same as the date of making the resolution on the approval of the merger.