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Magyar Telekom Plc. Form 6-K December 07, 2006
FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934
Report on Form 6-K dated December 6, 2006
Magyar Telekom Plc. (Translation of registrant s name into English)
Budapest, 1013, Krisztina krt. 55, Hungary
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F X Form 40-F
Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.
Yes No X
If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82

21 December 2006. at 11.00 a.m.

Headquarters of Magyar Telekom

Budapest I., Krisztina krt. 55.

Written documents of Magyar Telekom Plc s

Extraordinary General Meeting of December 21st, 2006

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Magyar Telekom Telecommunications Public Limited Company	
Submission for Magyar Telekom Plc. s General Meeting	
Subject: Report of the Board of Directors on the management of the Company, the business policy of Magyar Telekom Group and report on the business operations and the financial situation of Magyar Teleko Group in 2005 according to the requirements of the Accounting Act.	m
Budapest, december, 2006	3

Magyar Telekom Telecommunications

Edgar Filing: Magyar Telekom Plc. - Form 6-K **Public Limited Company**

Consolidated Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2005

Prepared in accordance with

International Financial Reporting Standards (IFRS)

MAGYAR TELEKOM

CONSOLIDATED BALANCE SHEETS

	Notes	At December 31, HUF 2004	2005	USD 2005
		(in HUF millions)		(million USD) (unaudited) (note 2)
ASSETS				
Current assets				
Cash and cash equivalents	6	36,879	46,060	216
Other financial assets	7	576	1,817	9
Trade and other receivables	8	83,440	97,183	455
Current income tax receivable		3,549	452	2
Inventories	9	7,669	8,414	39
Assets held for disposal	10	3,063	2,302	11
Total current assets		135,176	156,228	732
Non current assets				
Property, plant and equipment net	11	571,090	580,736	2,719
Intangible assets net	12	298,351	319,797	1,497
Associates	14	5,750	5,020	23
Deferred taxes	26	12,527	14,966	70
Other non current assets	15	6,664	6,201	29
Total non current assets		894,382	926,720	4,338
Total assets		1,029,558	1,082,948	5,070
LIABILITIES				
Current liabilities				
Loans from related parties	17	60,000	74,648	350
Loans and other borrowings third party	17	34,538	43,602	204
Trade and other payables	18	109,921	119,464	559
Current income tax payable		52	1,472	7
Deferred revenue	19	1,502	918	4
Provision for liabilities and charges	20	15,537	6,817	32
Total current liabilities		221,550	246,921	1,156
Non current liabilities				
Loans from related parties	17	177,675	212,000	993
Loans and other borrowings third party	17	48,395	14,215	67
Deferred revenue	19	1,186	267	1
Deferred taxes	26	1,280	3,189	15
Provision for liabilities and charges	20	2,761	3,141	15
Other non current liabilities	18	47	5,521	26
Total non current liabilities		231,344	238,333	1,117
Total liabilities		452,894	485,254	2,273
EQUITY				
Shareholders equity				
Common stock		104,281	104,281	488
Additional paid in capital		27,382	27,382	128
Treasury stock		(3,842)	(1,926)	(9)
Cumulative translation adjustment		(3,026)	(420)	(2)
Retained earnings		391,772	398,250	1,864
Total shareholders equity		516,567	527,567	2,469
- com similaris equity		510,507	321,331	2,107

Minority interests	60,097	70,127	328
Total equity	576,664	597,694	2,797
Total liabilities and equity	1,029,558	1,082,948	5,070

These consolidated financial statements were authorized for issue by the Board of Directors on December 5, 2006 and signed on their behalf by:

Elek Straub Chairman and Chief Executive Officer Thilo Kusch Chief Financial Officer

The accompanying notes form an integral part of these consolidated financial statements.

MAGYAR TELEKOM

CONSOLIDATED INCOME STATEMENTS

	Notes	For the year ended December 31, HUF Notes 2003 2004 2005				
		(in HUF millions, eamounts)	xcept per share		(million USD) (unaudited) (note 2)	
Fixed line services	21	358,655	334,174	331,062	1,550	
Mobile services	22	248,597	267,264	289,635	1,356	
Total revenues		607,252	601,438	620,697	2,906	
Employee related expenses	23	(97.020	(109,497)	(02.792	(424	
Employee related expenses	23	(87,920)		(92,783)	(434)	
Depreciation and amortization		(128,334)	(137,666)	(114,686)	(537)	
Payments to other network operators		(84,449)	(87,580)	(89,097)	(417)	
Cost of telecommunications equipment sales		(40,811)	(40,971)	(37,221)	(174)	
Other operating expenses net	24	(143,674)	(140,460)	(153,522)	(720)	
Total operating expenses		(485,188)	(516,174)	(487,309)	(2,282)	
Operating profit		122,064	85,264	133,388	624	
Net financial expenses	25	(40,002)	(36,146)	(31,288)	(146)	
Share of associates profits/losses after tax	14	795	1,896	330	1	
Profit before income tax		82,857	51,014	102,430	479	
Income tax	26	(13,517)	(7,687)	(13,511)	(63)	
Profit for the year		69,340	43,327	88,919	416	
Attributable to:						
Equity holders of the Company (Net income)		57,475	34,641	78,564	368	
Minority interests		11,865	8,686	10,355	48	
·		69,340	43,327	88,919	416	
Earnings per share (EPS) information:						
Profit attributable to the equity holders of the						
Company		57,475	34,641	78,564	368	
Weighted average number of common stock outstanding						
(thousands) used for basic EPS		1,037,912	1,037,912	1,038,803		
Average number of dilutive share options (thousands)		122	318	417		
Weighted average number of common stock outstanding						
(thousands) used for diluted EPS		1,038,034	1,038,230	1,039,220		
Basic earnings per share (HUF and USD)		55.38	33.38	75.63	0.35	
Diluted earnings per share (HUF and USD)		55.37	33.37	75.60	0.35	

The accompanying notes form an integral part of these consolidated financial statements.

MAGYAR TELEKOM

CONSOLIDATED CASHFLOW STATEMENTS

For the year ended December 31, HUF Notes 2003 2004 2005

(in HUF millions)

USD 2005 (million USD) (unaudited) (note 2)

Cashflows from operating activities									
	07	240 407		224 (01		226.027		1 110	
Cash generated from operations	27	240,497	\	234,681	`	236,937	`	1,110	
Interest paid		(30,063)	(34,030)	(31,078)	(146	
Income tax paid		(12,318)	(10,900)	(4,523)	(21	
Net cashflows from operating activities		198,116		189,751		201,336		943	
Cashflows from investing activities									
Purchase of tangible and intangible assets	13	(90,788)	(91,748)	(103,587)	(485	,
Purchase of subsidiaries and business units	5	(7,992)	(17,273)	(35,927)	(168	,
Cash acquired through business combinations	5	61	,	16	,	1,866	,	9	ĺ
Interest received	Ü	908		1,452		2,195		10	
Dividend received		575		2,633		1,729		8	
Proceeds from / (payments for) other financial assets net		266		43		(371)	(2	,
Proceeds from disposal of non current assets		2,269		4,090		2,529		12	
Net cashflows from investing activities		(94,701)	(100,787)	(131,566)	(616	`
- G									
Cashflows from financing activities									
Dividends paid to shareholders and minority interest		(23,507)	(78,294)	(84,551)	(396	
Proceeds from loans and other borrowings		192,057		338,680		263,329		1,233	
Repayment of loans and other borrowings		(260,583)	(332,481)	(242,595)	(1,136	
Purchase of treasury stock		(3,842)	-		-		-	
Proceeds from sale of treasury stock		3,842		-		1,969		9	
Other		(2)	-		-		-	
Net cashflows from financing activities		(92,035)	(72,095)	(61,848)	(290	
Effect of foreign exchange rate changes on cash and cash									
		1.901		(2,122	`	1.259		6	
equivalents		1,901		(2,122)	1,239		U	
Change in cash and cash equivalents		13,281		14,747		9,181		43	
Cook and only animalists having in a face		0.051		22 122		26.970		172	
Cash and cash equivalents, beginning of year		8,851		22,132		36,879		173	
Cash and cash equivalents, end of year	6	22,132		36,879		46,060		216	

The accompanying notes form an integral part of these consolidated financial statements.

MAGYAR TELEKOM

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

							Minority interest	Total equity					
	Shares of common stock (a)	Common stock	Additional paid in capital	Treasur stock	y	translati	Cumulative translation adjustment		slation earnings (i)		22202	equity	
Balance at December 31, 2002	1,042,811,600	104,281	27,382	(4,488)	(4,348)	393,317	59,436	575,580			
Dividend (g)								(18,682)	(18,682)		
Dividend declared to minority													
interest (h)									(4,796) (4,796)		
Business combinations (b)				4.400				(646	(2,424	/ (/)		
Sale of treasury stock (c) Purchase of treasury stock (c)				4,488 (3,842	`			(646)	3,842	1		
Cumulative Translation				(3,842)					(3,842)		
Adjustment						5,173			6,193	11,366			
Profit for the year						3,173		57,475	11,865	69,340			
Tront for the year								31,413	11,003	07,540			
Balance at December 31, 2003	1,042,811,600	104,281	27,382	(3,842)	825		431,464	70,274	630,384			
Dividend (g)								(72,654)	(72,654)		
Dividend declared to minority													
interest (h)									(5,651) (5,651)		
Business combinations (b)									(9,109) (9,109)		
Purchase of investment in													
T-Systems Hungary (d)								(1,679)	(1,679)		
Cumulative Translation													
Adjustment						(3,851)	24.644	(4,103	/ \ /)		
Profit for the year								34,641	8,686	43,327			
Balance at December 31, 2004													
as reported	1,042,811,600	104,281	27,382	(3,842)	(3,026)	391,772	60,097	576,664			
Effect of adoption of changes in IAS 39 net of tax													
(note 2(e))								(733)	(733)		
Balance at December 31, 2004													
as restated	1,042,811,600	104,281	27,382	(3,842)	(3,026)	391,039	60,097	575,931			
Dividend (g)								(72,654)	(72,654)		
Dividend declared to minority									(11.010	\ (11.012	,		
interest (h)									(11,913) (11,913)		
Business combinations (b) Sale of Telit to									9,447	9,447			
DeTe Immobilien (d)								495		495			
TSI s capital injection in TSH								7/3		7/3			
(d)								669		669			
Sale of treasury stock (e)				1,916				53		1,969			
Effect of fair value of share													
based payments (f) Cumulative Translation								84		84			
Adjustment						2,606			2,141	4,747			
Profit for the year						2,000		78,564	10,355	88,919			
Tront for the year								70,504	10,555	00,717			
Balance at December 31, 2005	1,042,811,600	104,281	27,382	(1,926)	(420)	398,250	70,127	597,694			
Of which treasury stock	(2,456,659)											
C1													

Shares of common stock outstanding at December 31,

2005 1,040,354,941

The accompanying notes form an integral part of these consolidated financial statements.

MAGYAR TELEKOM

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (notes)

- (a) In addition to the 1,042,811,600 issued shares of common stock (nominal value of HUF 100), total shareholders equity includes one Series B preference share at the nominal value of HUF 10,000 at December 31, 2005. This Series B share is held by the Ministry of Informatics and Communications, and bestows certain rights on its owner, including access to information, and the appointment of a Director. This share may only be held by the Government or its nominee. The number of authorized shares on December 31, 2005 is 1,054,911,600.
- (b) Business combinations include the change in minority interests due to acquisitions. In case of new acquisitions where Magyar Telekom acquires a less than 100 percent stake, minority interests increase. Minority interests decrease where Magyar Telekom acquires further share of ownership in subsidiaries already consolidated.
- (c) Due to statutory requirements the Company sold and repurchased its 4,900,000 shares of common stock in 2003 for HUF 3,842 million, which resulted in a loss of HUF 646 million recognized in retained earnings.

(d) Related party transactions

In 2004 Magyar Telekom acquired a 49% share of ownership in T-Systems Hungary (TSH), since which time TSH is an associate of Magyar Telekom Group. As both Magyar Telekom and TSH belong to the Deutsche Telekom group, the ultimate parent of Magyar Telekom, the transaction is considered as being between entities under common control. As a result, the difference between the carrying value of this investment in T-Systems International s books (HUF 1,751 million) and the purchase price (HUF 3,430 million) was accounted for directly against the retained earnings of the Group.

In 2005 Magyar Telekom sold its investment in Telit Rt., the real estate outsourcing company of Magyar Telekom to DeTe Immobilien, a Deutsche Telekom group member. As the transaction took place between entities under common control, the gain on the sale of the investment was recognized directly in retained earnings.

In 2005 T-Systems International (TSI) forgave a loan given to T-Systems Hungary (TSH) in an amount of HUF 1,366 million of which HUF 669 appears as an increase in Magyar Telekom s share of TSH s net assets on equity consolidation as TSH is an associated company of the Group. As all three parties are part of the Deutsche Telekom group and the transaction took place between entities under common control, the increase in Magyar Telekom s investment in TSH was recognized directly in retained earnings.

- (e) In 2005 Magyar Telekom s CEO and other managers exercised some of their share options, and the Company used its treasury shares reserved for the option programs. As a result of these transactions, the Company sold 2,443,341 of its treasury shares to the CEO and other managers at the fixed option prices. On the sale of the treasury shares the Company recognized a gain of HUF 53 million, which was recognized in retained earnings. For more details on the programs see note 28.
- (f) In 2005 Magyar Telekom adopted IFRS 2 Share-based payment, which requires the Company to recognize the cost of the equity-settled share-based payments against retained earnings. In 2005 the Company accounted for HUF 84 million of such expenses. For more details see note 28.
- (g) In 2005 Magyar Telekom Plc. declared and paid HUF 70 dividend per share (HUF 70 in 2004, HUF 18 in 2003).
- (h) The dividend declared to minority interest almost entirely reflects the dividend declared by Maktel, Magyar Telekom s Macedonian subsidiary to its minority shareholders.

(i) The distributable reserves of the Company under Hungarian law at December 31, 2005 amounted to approximately

HUF 282,000 million (HUF 283,000 million at December 31, 2004).

The accompanying notes form an integral part of these consolidated financial statements.

Investigation into certain consultancy contracts

On February 13, 2006, the Company announced that it was investigating certain contracts to determine whether they were entered into in violation of Company policy or applicable law or regulation. Concerns regarding two consultancy contracts entered into by one of the Company s subsidiaries were initially raised by the Company s auditors. As a result of the investigation, two additional consultancy contracts, which were entered into by the Company, have been called into question. The total amount of the four contracts under investigation is around HUF 2 billion. Concerns have also arisen regarding destruction by certain employees of electronic documents obstructing the investigation. As a consequence of the investigation, the Company had suspended a number of employees who have since resigned. The investigation, which is being conducted by an independent law firm and supervised by the Audit Committee, is still ongoing.

Although the investigation has not been finalized, based on the independent investigators—findings and conclusions to date, these contracts were entered into without full compliance with internal company procedures regarding the entry of such contracts. Moreover, sufficient evidence could not be obtained that adequate value was received under these contracts. In its 2005 preliminary results announcement the Company had capitalized the HUF 1.12 billion payment made related to two of these contracts. As a result of the findings of the investigation, the Company has expensed the total amount of the HUF 2 billion paid under these four contracts, and discloses these expenses under the caption—Other operating expenses—net.—See Note 23. This has resulted in a commensurate effect on, among others, taxes, minority interest and net income when compared to what was reported in the Company—s 2005 preliminary results announcement.

The Company has already implemented certain remedial measures designed to enhance its control procedures with respect to the entry into consultancy contracts, including the introduction of a new governance model and replacement of the Board of Directors at Crnogorski Telekom and termination of work contracts with employees initiating data deletions interfering with the investigation.

The Company s Board of Directors also approved on November 8, 2006 a more extensive program of remedial actions, which it expects to implement in the near future. These decisions include structural and procedural changes in relation to mergers and acquisitions and procurement as well as a new internal control regime. The Company s Board of Directors also decided on December 5, 2006 on certain additional enhancements of internal controls and the implementation thereof.

As a result of the delays in finalizing its 2005 financial statements as a result of the investigation, the Company and some of its subsidiaries have failed and may fail to meet certain deadlines prescribed by the Hungarian and other applicable laws and regulations for preparing and filing audited annual results and holding annual general meetings. The Company has already been fined HUF 12 million as a consequence of such delays. The Company has notified the Hungarian Financial Supervisory Authority, the U.S. Securities and Exchange Commission and the U.S. Department of Justice of the investigation and is in contact with these authorities regarding the investigation and has responded to a number of

inquiries these authorities have raised.

Magyar Telekom Telecommunications Company Plc.

Submission

for Magyar Telekom Plc. s General Meeting

Subject: Report of the Board of Directors on the business operations of the Company in 2005

Budapest, December, 2006

Magyar Telekom Plc.

MAGYAR TELEKOM TELECOMMUNICATIONS

PUBLIC LIMITED COMPANY

BALANCE SHEET AND PROFIT AND LOSS STATEMENT

TO THE 2005 ANNUAL REPORT

Magyar Telekom Plc.

BALANCE SHEET AS OF DECEMBER 31, 2005

(All amounts in millions of HUF)

ASSETS

	Note	December 31, 2004	Self-revision	December 31, 2005
A. FIXED ASSETS AND FINANCIAL INVESTMENTS		816,037	-8	842,373
I. Intangible assets	4	185,679	-3	180,411
Capitalised costs of foundation and restructuring		0	0	0
Capitalised costs of research and development		0	0	0
Rights		1,138	0	18,238
Intellectual property		13,837	-3	1,558
Goodwill		170,704	0	160,615
Advance payments on intangible assets		0	0	0
II. Tangible assets	5	357,632	-5	338,114
Land and buildings and related rights		207,039	39	204,716
- Land		2,404	27	2,298
- Buildings		40,968	5	39,334
- Telecommunication network		153,829	3	153,969
- Other properties		8,385	3	8,108
- Real estate related rights		1,453	1	1,007
Technical equipment, machinery and vehicles		134,085	133	117,730
- Telecommunication equipment and machinery		133,112	133	116,718
- Other technical equipment, machinery and vehicles		973	0	1,012
Other equipment and vehicles		8,042	49	6,290
Construction-in-progress, renovation		8,466	-226	9,378
Advance payments on construction-in-progress		0	0	0
III. Financial investments		272,726	0	323,848
Non current investments in affiliated companies	6	188,994	0	230,147
Non current loans granted to affiliated companies	7	79,000	0	89,141
Other investments	8	20	0	0
Other non current loans granted	9	4,712	0	4,560
Non current bonds and other securities		0	0	0
B. <u>CURRENT ASSETS</u>		83,100	175	70,773
I. Inventories	10	2,235	-8	2,862
Raw materials	10	1,291	0	884
Work in progress and semi-finished products		0	0	0
Finished products		0	0	0
Goods available for sale		944	-8	1,978
Advance payments on inventories		0	0	0
II. Receivables		76,137	183	64,312
Accounts receivable	11	18,671	82	22,225
Receivables from affiliated companies	12	50,208	0	36,410
Bills receivable		0	0	0
Receivables from other related companies		30	98	36
Other receivables	13	7,228	3	5,641
		.,	-	-,

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III. Securities	14	3,842	0	1,926
Investments in affiliated companies		0	0	0
Other investments		0	0	0
Treasury stock, quotas		3,842	0	1,926
Marketable securities		0	0	0
IV. Liquid assets		886	0	1,673
Cash and cheques		3	0	5
Bank deposits		883		1,668
C. <u>PREPAYMENTS</u>	15	11,163	-14	10,320
Accrued income		10,754	-14	9,960
Prepayments for costs and expenses		409	0	360
Deferred expenses		0	0	0
TOTAL ASSETS		910,300	153	923,466

Budapest, December 5, 2006

Straub Elek Chairman and Chief Executive Officer Thilo Kusch Chief Financial Officer

The supplement forms an integral part of these financial statements.

Magyar Telekom Plc.

BALANCE SHEET AS OF DECEMBER 31, 2005

(All amounts in millions of HUF)

<u>LIABILITIES AND OWNER S EQUITY</u>

	Note	December 31, 2004	Self-revision	December 31, 2005
D. SHAREHOLDER S EQUITY	16	371,724	186	440,000
		,		,
I. Common stock		104,281	0	104,281
- of this treasury stock at par value		490	0	246
II. Unpaid share capital (-)		0	0	0
III. Capital reserves		52,837	0	52,837
IV. Retained earnings		210,764	0	212,866
V. Restricted reserves		3,842	0	1,926
VI. Valuation reserves		0	0	0
VII. Net income		0	186	68,090
E. <u>PROVISIONS</u>	17	13,516	0	4,307
Provision for expected obligations		13,345	0	4,183
Provision for expected expenses		165	0	124
Other provisions		6	0	0
F. <u>LIABILITIES</u>		498,406	184	454,331
I. Subordinated liabilities		0	0	0
II. Non current liabilities		225,068	0	230,605
Non current credits		0	0	0
Convertible bonds		0	0	0
Debt from issuance of bonds		127	0	124
Investment and development loans	18	47,266	0	13,125
Other non current loans		0	0	0
Non current liabilities to affiliated companies		0	0	0
Non current liabilities to other affiliated				
companies	19	177,675	0	212,000
Other non current liabilities		0	0	5,356
III. Current liabilities		273,338	184	223,726
Current loans		72	0	71

⁻ of this convertible bonds