

GENERAL INVITATION TO TENDER

Magyar Telekom Telecommunications Plc. (1013 Budapest, Krisztina krt. 55.), on behalf of which Magyar Telekom Plc. Group Real Estate Services Directorate – Asset and property management group (1117 Budapest, Szerémi út 4., postal address: 1117 Budapest, Kaposvár utca 5-7., hereinafter referred to as: Tenderer) and based on commission the STRABAG Property and Facility Services Zrt. (1134 Budapest, Váci út 45., Átrium Park, Building D., 5th Floor, hereinafter referred to as Contractor) are acting, intends to alienate the real estates specified in file [ingatlanablazat.xls](#) (i.e. **Real Estate List**) published on the website <http://www.strabag-pfs.hu> within the frame of open tender via sales and purchase agreements.

I. Method, deadline and assessment of the bids

In case of real estates listed in the **Real Estate List** referred to above individual purchase offers can be submitted. Bulk purchase in portfolio is excluded in each case, but simultaneous bids can be submitted for several real estates. Purchase offers for the real estates can be submitted by private and legal persons, business organizations without legal personality, individual entrepreneurs and other organizations, whose right to acquire property is not restricted by the law, or they meet any condition the purchase may be subject to (hereinafter: Bidder).

Deadlines for submitting the bids in the year 2010 are the following (intervals between the individual submission deadlines are hereinafter referred to as Bidding Periods):

- 1. The first deadline for submitting the bids was expired, the next is:**
- 2. The second deadline for submitting the bids was expired, the next is:**
- 3. The third deadline for submitting the bids was expired, the next is:**
- 4. September 17th 2010, Friday, 12 a.m.**
- 5. November 05th 2010, Friday, 12 a.m.**
- 6. December 17th 2010, Friday, 12 a.m.**

Valid bids until the submission deadlines can only be submitted for real estates included in the **Real Estate List** contained in the [ingatlanablazat.xls](#) from the third working day of the given Bidding Period (exception for real estates with accepted binding offers).

One printed and duly signed counterpart of the bids – with a binding period following the date of the written tender notification – must be submitted to the Tenderer in closed envelope, in printed form to the following address:

Magyar Telekom Plc. Group Real Estate Services Directorate
Asset and property management group
1117 Budapest, Szerémi út 4. (2. floor, 211. office)
Lajos Tamás Somogyi, Head of Department

Please in each case indicate on the envelope the identifiers of the real estate to be purchased – and only the following data: Serial number – address of the real estate – topographical number of real estate – according to the appropriate reference data of the **Real Estate List**.

Bids submitted via post must be sent to the following postal address:

Magyar Telekom Plc. Group Real Estate Services Directorate
Asset and property management group
1117 Budapest, Kaposvár utca 5-7.
Lajos Tamás Somogyi, Head of Department

in a double envelope, indicating the label “Real Estate sales Tender” on the external envelope. Bids submitted late or by any other way than specified in this document will be disqualified without specifying additional deadline for the completion of the deficiencies.

The Tenderer is entitled to request the bids also in electronic format during any phase of any Bidding Period. The Tenderer announces preliminary notification for the bidders regarding the method and conditions of electronic submission on the website <http://www.strabag-pfs.hu>.

Bids submitted by the submission deadlines indicated in Section 2 **will be evaluated within 15 working days**. Results of the evaluation – or if necessary, the date of the closed tender – will be communicated to

all bidders within 5 working days as of the evaluation. **The Tenderer will conclude the sales and purchase agreement with the Bidder,**

- Offering the highest purchase price and the most favorable payment conditions for the real estate, and
- Whose offer is the most favorable regarding the purchase price or – in case of building rental - the rental fees for the fixed first, second and third optional and additional pre-rental period, as well as all other rental conditions.

In case of bids containing in total several identical conditions, the Tenderer – solely according to its business interests and sales opportunities – determines the date of the closed tender. The Tenderer – at its sole discretion – may also conduct the tender in electronic (Internet-based) form. The Tenderer notifies the concerned bidders regarding the date, place and detailed rules of the tender in letter.

Further pre-conditions of participating in the closed tender are that the bidder must assume an additional binding period of 30 calendar days for the submitted bids and must pay the bidding bail upon request. The winner of the closed tender will be the bidder – should all other conditions be equivalent – offering the highest purchase price for the given real estate.

In case if contracting with the winning bidder fails due to the fault of the bidder, the Tenderer is also entitled to contract with the bidder submitting the next best offer, solely according to its business interests and sales opportunities.

Preparation of the draft purchase contract – or the draft rental agreement in case of building rental – is the task of the winning bidder at its own expense, based on the preliminary contract templates provided by the Tenderer. The contracts have to be concluded within 30 days as of the receipt of the notification on the winning bid – following the required joint contractual coordination.

II. Real estates with additional sales or bidding conditions

In case of the real estates included in the **Real Estate List** contained in the file [ingatlantablazat.xls](#) and marked with “Pre-emption right”, the Tenderer notifies the bidders that besides the best bidding conditions submitted for the individual real estates – even if they were formulated during the subsequent closed tender – employees of the Tenderer have a pre-emption right during the 5-day additional bidding period starting after the assessment of the submitted bids and the notification of the bidders or the date of the closed tender.

Employee bids submitted during the above 5-day additional bidding period are assessed by the Tenderer within no more than 3 working days. The best winning bidder is notified in writing within an additional 3 working days on the contracting or on the fact that the Tenderer will conclude the purchase contract with its employee, pursuant to the formerly winning sales and purchase conditions.

Employees of the Tenderer may submit bids for the real estates offered for sale also during the bidding periods, but in this case it is forbidden to indicate that they are employees of the Tenderer; this would result in automatic disqualification in the given bidding period.

Should more than one employee of the Tenderer submit bids during the additional bidding period with the same purchase conditions, the winning bidder will be selected in a closed tender. In such cases, the assessment period of 3 working days indicated in the above section 2 will be prolonged by an additional 5 working day.

During the bidding periods, persons submitting bids shall automatically accept the conditions and rules of procedure related to the above pre-emptive right.

III. Basic contractual and payment conditions

The Tenderer will accept the bids as valid based on the indication of one of the purchase price payment conditions specified below, but it is also possible to specify individual payment conditions more favorable for the tenderer.

Payment versions “A) and B)” can be selected for real estate sales were signed in the information sheet of every real estate.

Version A:

- 10 percent advance from the purchase price – which will be regarded as a deposit after signing the contract – within 10 calendar days as of the acceptance of the bid, i.e. the receipt of the corresponding notification of the tenderer,
- The remaining 90 percent of the purchase price shall be paid within 15 calendar days as of the conclusion of the sales and purchase contract.

Version B:

- 10 percent advance from the purchase price – which will be regarded as a deposit after signing the contract – within 10 calendar days as of the acceptance of the bid, i.e. the receipt of the corresponding notification of the tenderer,
- The remaining 90 percent of the purchase price shall be paid within 45 calendar days as of the conclusion of the sales and purchase contract, with the provision of an adequate financial guarantee, i.e. a bank guarantee or other collateral deemed equivalent by the tenderer for the remaining 90 percent of the purchase price, which collateral has to remain valid for at least 15 days after the expiry of the 45-day payment term indicated above. In case if this payment method is selected, the contract can only be signed, if the financial guarantee referred to above is presented to the tenderer.

In case of building rental, the bidder shall specify the amount of the offered rental fee in EUR/month/m² taking the following conditions into consideration:

- Amount of the rental fee is fixed for the first year and the indicated optional rental periods;
- Only the inflation rate can be followed up to the consumer inflation rate specified by the European Monetary Union (as published by EUROSTAT).

In the course of concluding the sales and purchase contract, the Tenderer shall act pursuant to the provisions of the Civil Code and conditions the acceptance of the following terms:

- The payment deadline is the day, when the deposit and the purchase price are credited to the seller's bank account,
- The final invoice is issued after the whole purchase price is settled and the real estate is handed over to the buyer,
- The seller retains the ownership of the real estate until the whole purchase price is paid,
- The buyer may not request even partial handover of the real estate until the whole purchase price is paid,
- In case of late payment, after the expiry of the 15-day additional deadline, the seller becomes entitled to unilaterally withdraw from the contract and to apply the legal consequences related to the deposit.

IV. Mandatory elements of the bids and additional information

The bid must contain:

- In case of business organizations: the proper name, postal address and telephone number of the bidder, name of the executive of the organization, registered address of the company, the company registration number, tax identification number, specimen signatures of the signatories of the bid, as well as a company extract not older than 30 days and potentially their e-mail addresses,
- In case if the bidder is a private person: name, place and date of birth, mother's name, place of residence, postal address, tax identification number, personal ID number, telephone number and potentially his/her e-mail address,
- Indication of the purchase price in Hungarian forints (HUF) together with the indication of the VAT,
- The specific rental fee and payment construction for the real estates potentially rented back by the Tenderer, broken down by rental periods (fixed and optional, EUR/month/m²) for the real estates indicated for renting back in the **Real Estate List**,
- Explicit statement of the bidder that he/she accepts all payment, tendering and other contractual terms and conditions and acknowledges them as binding for the bidder,
- Explicit statement of the bidder on selecting payment version A or B or offering an individual payment construction more favorable to the Tenderer.

In case if the above conditions are not met or met with deficiencies, or if the requested data are supplied inaccurately or deficiently, the Tenderer is entitled to declare the bid of the concerned bidder invalid, without specifying a deadline for the completion of the deficiencies.

The **Real estate information brochure** related to the real estates contained in the **Real Estate List** included in the file **ingatlantablazat.xls** can only be downloaded from the website <http://www.strabag-pfs.hu> after preliminary user/bidder data registration (with the data specified in Section 1 and 2 of Article 1). The real estates can be visited before the expiry of the bidding period based on separate written application, coordination and mutual agreement on the date (the request shall be indicated on the telephone number and e-mail address indicated below), only following the download of the Real estate information brochure.

The Tenderer reserves the right to declare this request for proposal – considering its current business interests – inefficient for any real estate and any bidding period, even in case of bids in full compliance with the conditions specified in the request for proposal.

This general invitation to tender has been prepared in English and Hungarian languages. In interpreting this invitation the Hungarian version shall prevail.

Contact for further information:

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