

BAYTEX ENERGY CORP.
Form 40-F
March 16, 2012

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 40-F

o **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

ý **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: December 31, 2011

Commission File Number: 001-32754

BAYTEX ENERGY CORP.

(Exact name of Registrant as specified in its charter)

Alberta
(Province or other jurisdiction of
incorporation or organization)

1381
(Primary standard industrial
classification code number,
if applicable)
2800, 520 - 3rd Avenue S.W.
Calgary, Alberta
T2P 0R3
(587) 952-3000

Not Applicable
(I.R.S. employer identification
number, if applicable)

(Address and telephone number of registrant's principle executive offices)

Baytex Energy USA Ltd.
600 17th St., Suite 1600 S.
Denver, CO 80202
(303) 825-2777

(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:

Common Shares

Name of each exchange on which registered:

New York Stock Exchange
Toronto Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this form:

ý Annual Information Form

ý Audited Annual Financial Statements

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

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117,892,573

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes No

The Annual Report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, the Registrant's Registration Statements under the Securities Act of 1933 on Form S-8 (File Nos. 333-163289 and 333-171568) and Form F-3 (File No. 333-171866) and the Registration Statement on Form F-10 and Form F-3 of the Company and Baytex Energy USA Ltd. (File Nos. 333-175796 and 333-175801).

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Annual Report on Form 40-F are forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") and Section 27A of the Securities Act of 1933, as amended. Please see "Special Note Regarding Forward-Looking Statements" on page 4 of the Annual Information Form, which is Exhibit 99.1 of this Annual Report on Form 40-F.

Principal Documents

The following documents are filed as part of this Annual Report on Form 40-F:

A. Annual Information Form

For the Registrant's Annual Information Form for the year ended December 31, 2011, see Exhibit 99.1 of this Annual Report on Form 40-F.

B. Audited Annual Financial Statements

For the Registrant's Audited Consolidated Financial Statements for the year ended December 31, 2011, including the report of its Independent Registered Chartered Accountants with respect thereto, see Exhibit 99.2 of this Annual Report on Form 40-F.

C. Management's Discussion and Analysis

For the Registrant's Management's Discussion and Analysis of the operating and financial results for the year ended December 31, 2011, see Exhibit 99.3 of this Annual Report on Form 40-F.

CONTROLS AND PROCEDURES

A. Certifications

The required disclosure is included in Exhibits 99.4, 99.5, 99.6 and 99.7 of this Annual Report on Form 40-F.

B. Disclosure Controls and Procedures

As of the year ended December 31, 2011, an internal evaluation was conducted under the supervision of and with the participation of the Registrant's management, including the President and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Registrant's "disclosure controls and procedures" as defined in Rule 13a-15(e) under Exchange Act. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded that the design and operation of the Registrant's disclosure controls and procedures were effective to ensure that the information required to be disclosed in the reports that the Registrant files or submits to the Securities and Exchange Commission is (i) recorded, processed, summarized and reported, within the required time periods; and (ii) accumulated and communicated to the Registrant's management, including the President and Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding the required disclosure.

It should be noted that while the President and Chief Executive Officer and the Chief Financial Officer believe that the Registrant's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that the Registrant's disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

C. Management's Annual Report on Internal Control Over Financial Reporting

Management's Annual Report on Internal Control Over Financial Reporting is included in the Management's Report that accompanies the Registrant's Audited Consolidated Financial Statements for

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the year ended December 31, 2011, filed as Exhibit 99.2 to this Annual Report on Form 40-F, and is incorporated herein by reference.

D. Attestation of Report of Independent Registered Chartered Accountants

The Attestation Report of the Registrant's Auditor is included in the Report of Independent Registered Chartered Accountants that accompanies the Registrant's Audited Consolidated Financial Statements for the year ended December 31, 2011, filed as Exhibit 99.2 of this Annual Report of Form 40-F, and is incorporated herein by reference.

E. Changes in Internal Control Over Financial Reporting

During the year ended December 31, 2011, there were no changes in the Registrant's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

AUDIT COMMITTEE FINANCIAL EXPERT

The Company's Board of Directors has determined that Mr. Naveen Dargan is an "audit committee financial expert" (as that term is defined in paragraph 8(b) of General Instruction B to Form 40-F) serving on its audit committee and is "independent" (as defined by the New York Stock Exchange corporate governance rules applicable to foreign private issuers). For a description of Mr. Dargan's relevant experience in financial matters, see the biographical description for Mr. Dargan under "Directors and Officers" in the Registrant's Annual Information Form for the year ended December 31, 2011, which is filed as Exhibit 99.1 to this Annual Report on Form 40-F.

CODE OF ETHICS

The Registrant has adopted a "code of ethics" (as that term is defined in paragraph 9(b) of General Instruction B to Form 40-F) ("Code of Ethics"), which is applicable to the directors, officers, employees and consultants of the Registrant and its affiliates (including, its principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions). The Code of Ethics is available on the Registrant's website at www.baytex.ab.ca.

In the past fiscal year, the Registrant has not amended any provision of its Code of Ethics that relates to any element of the code of ethics definition enumerated in paragraph (9)(b) of General Instruction B to Form 40-F, or granted any waiver, including an implicit waiver, from any provision of its Code of Ethics.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The required disclosure is included under the heading "Audit Committee Information External Auditor Service Fees" in the Registrant's Annual Information Form for the year ended December 31, 2011, filed as Exhibit 99.1 to this Annual Report on Form 40-F, and is incorporated herein by reference.

OFF-BALANCE SHEET ARRANGEMENTS

The Registrant does not have any "off-balance sheet arrangements" (as that term is defined in paragraph 11(ii) of General Instruction B to Form 40-F) that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The required disclosure is included under the heading "Liquidity and Capital Resources Contractual Obligations" in the Registrant's Management's Discussion and Analysis of the operating and financial results for the year ended December 31, 2011, filed as Exhibit 99.3 to this Annual Report on Form 40-F, and is incorporated herein by reference.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Company has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Company's Audit Committee members consist of Mr. N. Dargan, Mr. R.E.T. (Rusty) Goepel, and Mr. G. Melchin.

UNDERTAKING

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

- (1) The Registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.
 - (2) Any change to the name or address of a Registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the Registrant.
-

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized on March 15, 2012.

BAYTEX ENERGY CORP.

By: /s/ W. DEREK AYLESWORTH

Name: W. Derek Aylesworth

Title: Chief Financial Officer

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Exhibit No.	Document
99.1	Annual Information Form of the Registrant for the fiscal year ended December 31, 2011.
99.2	Audited Consolidated Financial Statements of the Registrant for the year ended December 31, 2011 together with the Auditors' Report thereon.
99.3	Management's Discussion and Analysis of the operating and financial results of the Registrant for the year ended December 31, 2011.
99.4	Certification of Chief Executive Officer under Section 302 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.5	Certification of Chief Financial Officer under Section 302 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.6	Certification of Chief Executive Officer under Section 906 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.7	Certification of Chief Financial Officer under Section 906 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.8	Consent of Deloitte & Touche LLP, Independent Registered Chartered Accountants.
99.9	Consent of Sproule Associates Limited, independent engineers.

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eight:bold;">Sep 30, 2002

Sep 30, 2003

Sep 30, 2002 -
Sep 30, 2003
% change

(Unaudited)

(Unaudited)

ASSETS

Current assets

Cash and cash equivalents

14 537

19 977

	37.4
%	
Financial investments	
	349
	349
	0.0
%	
Receivables	
	91 432
	93 172
	1.9
%	
Inventories	
	12 035
	11 174
	(7.2
)%	
Assets held for disposal	

2 100

3 563

69.7

%

Total current assets

120 453

128 235

6.5

%

Property, plant and equipment

640 597

618 172

11

	(3.5)
)%	
Intangible assets	
	297 116
	287 177
	(3.3)
)%	
Associates and other long term investments	
	7 125
	6 794
	(4.6)
)%	
Total fixed assets	
	944 838
	912 143
	(3.5)
)%	

Other non current assets

13 535

14 205

5.0

%

Total assets

1 078 826

1 054 583

(2.2

)%

LIABILITIES AND SHAREHOLDERS EQUITY

Loans and other borrowings

242 032

186 531

(22.9

)%

Trade and other payables

95 804

96 747

1.0

%

Deferred revenue

2 845

2 164

(23.9

)%

Provisions for liabilities and charges

4 330

6 688

54.5

%

Total current liabilities

345 011

292 130

(15.3

)%

Loans and other borrowings

157 201

137 092

(12.8

)%

Deferred revenue

5 413

2 964

(45.2

)%

16

Deferred tax liability

3 358

1 924

(42.7

)%

Other non current liabilities

3 925

415

(89.4

)%

Total non current liabilities

169 897

142 395

(16.2

)%

Minority interests

56 840

67 295

18.4

%

Shareholders equity

Common stock

104 226

104 281

0.1

%

Additional paid in capital

26 953

27 382

1.6

%

Treasury stock

(4 651

)

(3 842

)

(17.4

)%

Retained earnings

380 550

	424 942
	11.7
%	
Total shareholders' equity	
	507 078
	552 763
	9.0
%	
Total liabilities and shareholders' equity	
	1 078 826
	1 054 583
	(2.2)
	20

)%

MATÁV

Consolidated Income Statements - IFRS

(HUF million)

	9 months ended Sep 30,		% change
	2002 (Unaudited)	2003 (Unaudited)	
Revenues			
Subscriptions, connections and other charges	73 823	73 405	(0.6)%
Domestic traffic revenue	89 475	85 622	(4.3)%
Other usage	11 501	9 152	(20.4)%
Domestic telecommunications services	174 799	168 179	(3.8)%
International traffic revenues	21 005	17 177	(18.2)%
Mobile telecommunications services	130 938	147 945	13.0%
Revenues from international activities	49 702	51 190	3.0%
Leased lines and data transmission	25 133	28 565	13.7%
Other revenues	36 769	39 032	6.2%
Total revenues	438 346	452 088	3.1%
Employee related expenses	(60 800)	(63 260)	4.0%
Depreciation and amortization	(88 097)	(93 301)	5.9%
Payments to other network operators	(60 722)	(63 287)	4.2%
Cost of telecommunications equipment sales	(28 617)	(28 236)	(1.3)%
Other operating expenses	(99 179)	(102 391)	3.2%
Total operating expenses	(337 415)	(350 475)	3.9%
Operating profit	100 931	101 613	0.7%
Net interest and other charges	(20 080)	(28 548)	42.2%
Share of associates results before income tax	353	354	0.3%
Profit before income tax	81 204	73 419	(9.6)%

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Income tax expense	(14 077)	(11 579)	(17.7)%
Profit after income tax	67 127	61 840	(7.9)%
Minority interest	(8 951)	(10 055)	12.3%
Net income	58 176	51 785	(11.0)%

MATÁV

Consolidated Cash Flow Statement - IFRS

(HUF million)

	9 months ended Sep 30,		% change
	2002 (Unaudited)	2003 (Unaudited)	
Cash flow from operating activities			
Operating profit	100 931	101 613	0.7%
Depreciation and amortization of fixed assets	88 097	93 301	5.9%
Change in working capital	(13 711)	(1 007)	(92.7)%
Amortization of deferred income	(2 361)	(2 050)	(13.2)%
Interest paid	(21 648)	(23 381)	8.0%
Commissions and bank charges	(2 108)	(2 052)	(2.7)%
Net income tax paid	(5 076)	(7 608)	49.9%
Other items	2 114	(5 765)	n.m.
Net cash from operating activities	146 238	153 051	4.7%
Cash flow from investing activities			
Capital expenditure on tangible and intangible assets	(70 504)	(57 697)	(18.2)%
Purchase of subsidiaries and investments	(13 746)	(5 861)	(57.4)%
Cash acquired through acquisitions	317	61	(80.8)%
Interest received	822	598	(27.3)%
Dividends received	815	575	(29.4)%
Net change in financial assets	(22)	98	n.m.
Proceeds from disposal of fixed assets	1 004	714	(28.9)%
Net cash flow utilized in investing activities	(81 314)	(61 512)	(24.4)%
Cash flow from financing activities			
Dividends paid to shareholders and minority interest	(11 434)	(23 506)	105.6%
Net repayments of borrowings	(48 909)	(57 988)	18.6%
Proceeds from issue of common stock	4 488	0	(100.0)%
Purchase of treasury stock	(4 488)	0	(100.0)%
Other	0	0	n.a.
Net cash flow utilized in financing activities	(60 343)	(81 494)	35.1%
Translation differences on cash and cash equivalents	(161)	1 081	n.m.
Change in cash and cash equivalents	4 420	11 126	151.7%
Cash and cash equivalents at beginning of year	10 117	8 851	(12.5)%

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Cash and cash equivalents at end of year	14 537	19 977	37.4%
Change in cash and cash equivalents	4 420	11 126	151.7%

Summary of key operating statistics

	Sep 30, 2002	Sep 30, 2003	% change
EBITDA margin	43.1%	43.1%	n.a.
Operating margin	23.0%	22.5%	n.a.
Net income margin	13.3%	11.5%	n.a.
ROA	7.1%	6.5%	n.a.
Net debt to total capital	40.5%	32.8%	n.a.
Number of closing lines			
Residential	2 075 569	2 015 251	(2.9)%
Business	286 444	261 401	(8.7)%
Payphone	37 146	31 666	(14.8)%
ISDN channels	502 418	527 894	5.1%
Total lines	2 901 577	2 836 212	(2.3)%
Digitalization of exchanges with ISDN	86.4%	87.8%	n.a.
Penetration	38.7%	37.8%	n.a.
Fixed line employees (closing full equivalent, Matáv Rt.)	9 260	8 281	(10.6)%
Total no of employees (closing full equivalent)	16 268	15 175	(6.7)%
Lines per fixed line employees	313.3	342.5	9.3%
Lines per fixed line employees at Matáv Rt. + Emitel	311.5	339.3	8.9%
Traffic in minutes (thousands) at Matáv Rt.			
Domestic	6 771 578	5 953 664	(12.1)%
International outgoing	115 588	104 390	(9.7)%
Emitel line numbers incl. ISDN channels	79 735	78 308	(1.8)%
Emitel domestic traffic (thousand minutes)	140 354	115 225	(17.9)%
Emitel international outgoing traffic (thousand minutes)	1 936	1 708	(11.8)%
Westel 0660 RPCs (Revenue Producing Customers)	28 321	0	(100.0)%
Westel RPCs (Revenue Producing Customers)	3 124 193	3 590 164	14.9%
Total cellular RPCs	3 152 514	3 590 164	13.9%
Westel s MOU	120	112	(6.7)%
Westel s ARPU (Average Traffic Rev./RPC/Month)	5 814	5 278	(9.2)%
Westel s overall churn	14.5%	22.7%	n.a.
Managed leased lines (FLEX-Com connections) *	12 410	11 578	n.a.
ADSL lines	26 351	72 351	174.6%
Internet subscribers	142 606	184 855	29.6%
Cable television customers	325 989	351 512	7.8%

* Please note that from January 1, 2003, FlexCom connections are reported from the billing system, rather than from our technical datawarehouse. Due to the difference in measurements, figures prior to and after January 1, 2003 are not comparable.

**Analysis of the Financial Statements
for 3Q03 (nine months ended September 30, 2003)**

Exchange rate information

The Euro strengthened by 4.7% against the Hungarian Forint year on year (from 243.28 HUF/EUR on September 30, 2002 to 254.61 HUF/EUR on September 30, 2003). From the year-end 2002, the Euro strengthened by 7.9% against the Hungarian Forint (from 235.90 HUF/EUR on December 31, 2002 to 254.61 HUF/EUR on September 30, 2003). The average HUF/EUR rate increased from 244.10 in 3Q2002 to 251.47 in 3Q2003.

The U.S. Dollar depreciated by 11.8% against the Hungarian Forint year on year (from 247.36 HUF/USD on September 30, 2002 to 218.23 HUF/USD on September 30, 2003). From the year-end 2002 to September 30, 2003, the U.S. Dollar depreciated by 3.1% against the Hungarian Forint (from 225.16 HUF/USD to 218.23 HUF/USD).

Analysis of group income statements

Revenues

Revenues from subscriptions, connections and other charges decreased by 0.6% in the first three quarters of 2003 compared to the same period in 2002. Revenues from connection fees declined, which resulted from the lower number of ISDN gross additions. This decrease was partially offset by higher revenues from analog connection fees due to increased analog gross additions. Other charges decreased as well mainly as a result of decreased usage of televoting. The lower amount from telephone sets rental revenues also contributed to the decrease. These decreases were partly offset by analog subscription fee increases from September 1, 2002 and from February 1, 2003. The ISDN subscription fee revenue also increased in 3Q2003 compared to 3Q2002 due to the higher number of average ISDN connections. In addition, revenues from subscription fees for optional tariff packages increased as well. By September 30, 2003, over 1.3 million of lines are subscribed for using customized tariff packages.

Domestic traffic revenue in 3Q2003 amounted to HUF 85.6 bn, compared to HUF 89.5 bn in 3Q2002. This decrease mainly resulted from the 12.0% decline in domestic minutes at Matáv. This decrease was partly offset by price changes on September 1, 2002 and on February 1, 2003.

Revenues from other usage for the first three quarters of 2003 decreased by 20.4% compared to the same period in 2002. This decrease was mainly attributable to lower fees paid to Matáv by LTOs and mobiles for long distance and international usage. The decrease is also attributable to a lesser extent to a change in mix of calls in LTO relation (there was less international and more domestic traffic termination, which has a lower per minute interconnection rate) as well as to the overall decrease of interconnection traffic through Matáv's network.

International traffic revenues decreased to HUF 17.2 bn for the nine months ended September 30, 2003, compared to HUF 21.0 bn for the same period in 2002. Both outgoing and incoming international revenue show a decrease mainly because of traffic as well as price decreases. Outgoing international traffic measured in minutes decreased by 9.7% at Matáv, while incoming international minutes decreased by 3.9%. Various discounts provided to subscribers of optional tariff packages (Rhythm, Says a Lot, Chat, Halving) also contributed to the lower international revenues. Incoming international traffic revenues were also negatively affected by the stronger HUF against the SDR year over

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year (HUF/SDR average exchange rates decreased by approximately 7% in the first three quarters of 2003 compared to the same period in 2002).

Revenues from mobile telecommunications services amounted to HUF 147.9 bn for the first three quarters of 2003, compared to HUF 130.9 bn for the nine months ended September 30, 2002 (a 13.0% increase). The growth mainly resulted from the 22.8% higher Westel average customer base. Prepaid customers accounted for

approximately 82.5% of gross additions in the first three quarters of 2003 and represent 74.4% of total Westel customers as of September 30, 2003.

Increases in the mobile customer base were partly offset by decreased usage per subscriber. Westel's average usage per customer per month measured in MOU decreased by 6.7% from 120 minutes in 3Q2002 to 112 minutes in 3Q2003. The decreasing MOU is due to the increasing proportion of the prepaid customer base, which has lower minutes of usage than regular subscribers.

Westel's average revenue per user (ARPU) decreased by 9.2%, from HUF 5,814 in 3Q2002 to HUF 5,278 in 3Q2003 due to the dilution of customer base as the ARPU of the newly acquired prepaid customers is relatively low.

Within mobile telecommunications services, enhanced services show the highest increase with approximately 30% growth year over year, which represents 10.8% of the ARPU in the first three quarters of 2003. This revenue includes primarily short message service (SMS) and multimedia messaging service (MMS).

Pursuant to the relevant provisions of Decree no. 9/2003 and Decree no. 10/2003, issued by the Ministry of Informatics and Telecommunications at the end of June 2003 and also in accordance with the decision of the Telecommunications Arbitration Council published on July 8, 2003 with regards to the regulation of interconnect charges applicable by Westel for fixed to mobile calls terminating on its network, the relevant interconnect charges were required to be decreased by 10% effective from September 1, 2003 and there is no retrospective impact of these changes.

Revenues from international activities show revenues of MakTel, our subsidiary acquired in 2001. Revenues from international activities increased and reached HUF 51.2 bn in the first three quarters of 2003. Subscriptions, connections and other charges increased due to price increases as well as volume changes: fixed line subscribers increased by 5.7% year over year. Revenues from mobile telecommunications services grew as well due to the 44% higher customer base year over year, partly offset by lower MOU. Revenues from data transmission and leased lines also increased due to a growth in Internet revenues resulting from increased number of customers. These increases were partially offset by lower outgoing international traffic revenues resulting from decreased usage as well as lower prices and lower incoming international revenues due to strengthening of the MKD against the SDR.

Revenues from leased lines and data transmission grew to HUF 28.6 bn for 3Q2003, compared to HUF 25.1 bn for the same period in 2002. This growth was due to the strong increase in the number of ADSL and Internet subscribers. The number of ADSL subscribers grew to 72,351 (from 26,351 at the end of the first three quarters of 2002) and the number of Internet connections grew by 29.6% to 184,855 at period-end. The proportion of higher revenue generating leased line and broadband Internet customers significantly grew within the customer base, which also contributed to the revenue growth.

Other revenues amounted to HUF 39.0 bn for the first nine months of 2003, compared to HUF 36.8 bn for the same period in 2002. Other revenues include equipment sales, construction, maintenance, cable television, audiotex, telex, telegraph and miscellaneous revenues. The increase in this category is mainly due to the growth in cable TV revenue resulting from the increase in average number of cable TV subscribers and price increases. Equipment sales revenue increase, which also contributed to the growth, is due to higher phoneset upgrades at Westel.

Operating Expenses

Employee related expenses for the first three quarters of 2003 amounted to HUF 63.3 bn, compared to HUF 60.8 bn for the same period in 2002 (an increase of 4.0%). The main driver of the increase is the 7.0% average wage rate increase at Matáv Rt. from April 1, 2003. In addition, employee related expenses increased strongly at Westel mainly due to wage rate increases.

These increases were partly offset by a decrease in the group headcount figure, which fell from 16,268 on September 30, 2002 to 15,175 on September 30, 2003. Efficiency improvements continued, and resulted in an increased number of lines per fixed line employee, 339.3 at the end of September 2003, compared to 311.5 a year earlier.

Depreciation and amortization increased by 5.9% reaching HUF 93.3 bn in 3Q2003, compared to HUF 88.1 bn for the same period in 2002. This increase is due to higher level of gross assets, mainly base stations at Westel.

Payments to other network operators for 3Q2003 reached HUF 63.3 bn, compared to HUF 60.7 bn for the same period in 2002. The increase was mainly due to the 11.6% increase in domestic network access charges, mainly driven by Westel's outpayments to other GSM service providers and payments made by Matáv Rt. to Internet Service Providers (ISPs). This increase was partly offset by a 12.6% decrease in international network access charges driven by the stronger HUF against the SDR, lower average settlement rates with foreign service providers as well as lower outgoing traffic at Matáv Rt. International outpayments decreased at MakTel as well due to lower outgoing traffic, decreased settlement rates and stronger MKD against the SDR.

The cost of telecommunications equipment sales for the first three quarters of 2003 was HUF 28.2 bn, compared to HUF 28.6 bn for the same period in 2002. This decrease is mainly due to lower gross additions at Westel, partly offset by the cost of significantly increased level of upgrades.

Other operating expenses increased by 3.2% year over year. Other operating expenses include materials, maintenance, marketing, service fees, outsourcing expenses, energy and consultancy. Marketing expenses showed the highest increase mainly at Matáv Rt. due to intensive advertising activity in 2003 to introduce new tariff packages. Agency fees also increased as a result of increased subcontracted services at Axelero group. These increases were partly offset by decrease in consultancy fees, telephone book publishing costs and various other expenses in 3Q2003 compared to 3Q2002.

Operating Profit

Operating margin for the nine months ended September 30, 2003 was 22.5%, while operating margin for the same period in 2002 was 23.0%.

Net Interest and Other Charges

Net interest and other charges were HUF 28.5 bn for 3Q2003, compared to HUF 20.1 bn for 3Q2002. Net interest and other charges increased significantly due to the HUF 10.6 bn increase in net foreign exchange loss. This change in net foreign exchange loss resulted mainly from the weakening of the HUF. Net interest and other charges include HUF 5.9 bn net FX loss, HUF 21.3 bn interest expense, HUF 2.0 bn commissions and other charges and HUF 0.7 bn interest and financial income.

Share of associates results

Share of associates results amounted to HUF 354 million for the first three quarters of 2003, compared to HUF 353 million for the same period in 2002, reflecting improved performance of Hunsat, which was offset by the lower results of M-RTL.

Income tax

Income tax expense decreased from HUF 14.1 bn for 3Q2002 to HUF 11.6 bn for 3Q2003, mainly at Matáv Rt., resulting from the decreased profit before tax, and, to a lower extent, from tax incentives for broadband investments. This was partly offset by higher profit before tax of Westel and MakTel.

Minority Interest

Minority interest for the first nine months of 2003 was HUF 10.1 bn, compared to HUF 9.0 bn for the same period in 2002. This 12.3% increase results from the improved performance of MakTel.

Analysis of segmented income statements

The sum of the financial results of the three segments presented below does not equal to the group financial results because of intersegment eliminations.

Fixed line segment

Fixed line segment includes Matáv Rt. and its consolidated subsidiaries, other than MakTel, MobiMak, Stonebridge, Telemacedónia, Westel and Westel 0660.

HUF millions	3Q2002	3Q2003	Change (%)
Revenues	252,084	245,449	(2.6)
EBITDA	96,944	93,172	(3.9)
Operating profit	44,318	39,896	(10.0)

Revenues from the fixed line segment showed a slight decrease year over year. Matáv's domestic fixed voice business experienced a 4.0% decline due to usage decreases. International revenues declined by 18.1% due to lower outgoing and incoming traffic as well as the stronger HUF against the SDR. Leased line and data transmission services increased by 14.6% in the first three quarters of 2003 compared to the first nine months of 2002. Leased line and data transmission revenue growth was driven by strong volume increases in the number of ADSL and Internet customers.

Operating profit of the fixed line segment decreased by 10.0%. Within operating expenses payments to other network operators and cost of telecommunications equipment sales decreased. These decreases were partly offset by slight increases in employee related expenses as well as depreciation and amortization expenses.

Mobile segment

Mobile segment includes Westel and Westel 0660 and the goodwill amortization arising from their consolidation.

HUF millions	3Q2002	3Q2003	Change (%)
Revenues	170,680	187,711	10.0
EBITDA	65,830	72,874	10.7
Operating profit	39,727	43,484	9.5

Revenues in the mobile segment increased by 10.0% in the first three quarters of 2003 compared to the same period in 2002 due to strong increases in the number of mobile customers. Westel's customer base surged 14.9% to 3,590,164 subscribers, including 2,669,493 prepaid customers by September 30, 2003. Average monthly usage per Westel subscriber decreased by 6.7% from 120 minutes in 3Q2002 to 112 minutes in 3Q2003. Mobile penetration reached 74.8% in Hungary and Westel accounts for 47.4% market share in the very competitive mobile market.

Operating profit shows a 9.5% increase. While revenues grew by HUF 17.0 bn, operating expenses increased only by HUF 13.3 bn year over year.

International segment

International segment includes the operations of MakTel, MobiMak, Stonebridge, Telemacedonia, and the goodwill amortization arising from the consolidation of MakTel.

HUF millions	3Q2002	3Q2003	Change (%)
Revenues	49,839	51,412	3.2
EBITDA	26,254	28,868	10.0
Operating profit	16,886	18,233	8.0

MakTel's fixed line subscribers increased by 5.7%, reaching 615,390 at September 30, 2003. Mobile subscribers increased by a significant 43.9% to 459,586, and its Internet subscribers reached 45,324 by September 30, 2003 from 29,455 a year earlier.

Revenues from the international segment increased and reached HUF 51.4 bn at September 30, 2003. Domestic traffic revenues and revenues from subscription fees increased, mainly due to price increases as tariff rebalancing occurred in May 2003. Lower international outgoing traffic revenues resulted from decreased usage as well as from lower prices. International incoming traffic revenues decreased as well, mainly due to stronger MKD against the SDR. Mobile revenues showed an increase due to the 44% higher mobile customer base. The increase in the number of mobile subscribers was partly offset by lower MOU. Equipment sales revenues decreased significantly due to the lower number of mobile gross additions.

Total operating expenses remained stable, mainly because of decreases in cost of telecommunications equipment sales and other operating expenses, which were offset by increased employee related expenses and higher depreciation.

In 2003, MakTel reviewed the useful life of its property, plant and equipment. The review resulted in generally shorter useful lives for mainly telecommunications equipment than applied earlier and, as a consequence, the monthly depreciation charge increased by approximately HUF 200 million from May 1, 2003.

Minority interest increased by 12.5% to HUF 10.0 bn in the first three quarters of 2003. It mainly represents the share of income accruing to the minority owners of MakTel and Stonebridge. Minority interest is not calculated on the amortization relating to the goodwill acquired by Matáv Rt.

Analysis of group balance sheets

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Total assets and total shareholders' equity and liabilities as of September 30, 2002 were HUF 1,078.8 bn. Total assets and total shareholders' equity and liabilities amounted to HUF 1,054.6 bn as of September 30, 2003.

Loans and other borrowings

The current portion of loans and other borrowings decreased by 22.9% from September 30, 2002 to HUF 186.5 bn at September 30, 2003, and also the non-current loans and other borrowing decreased by 12.8% during the same period. These changes result mainly because of the loan taken in December 2001 to finance the acquisition of Westel became due in August 2003 and was partly repaid.

At September 30, 2003, approximately 95% of the loan portfolio was HUF denominated, while 5% was foreign currency denominated. At the end of the first three quarters of 2003, 44.0 % of the loans bore floating interest rates. The gearing ratio defined as net debt divided by net debt plus equity plus minority interest was 32.8% at September 30, 2003.

To increase the fix part of the HUF loan portfolio, the existing loan agreement with a disbursed amount of EUR 301.5 million to finance the acquisition of MakTel (swapped to HUF 73,675 million as of February 4, 2002), and with a variable interest rate was partly replaced with a new fixed interest HUF loan, concerning a principal amount of (the HUF equivalent of) EUR 50 million as of July 15, 2002. Meanwhile Matáv decreased the EUR notional amount of EUR 301.5 million swap and EUR 301.5 million loan by EUR 50 million so as the outstanding amount under both to be EUR 251.5 million as from the effective date of July 15, 2002. The counterparty in the transaction is Deutsche Telekom. The new HUF loan amount shall be charged interest at a fixed rate of 9.92% per annum. This EUR 50 million part of the EUR 301.5 million loan has been converted into HUF 12,218 million, by using the fixed EUR/HUF exchange rate of one EUR to 244.36 HUF (which was applied in the EUR/HUF swap).

To further increase the fix part of the HUF loan portfolio, the remaining part of the EUR 301.5 million loan agreement (EUR 251.5 million), which was swapped to HUF as of February 4, 2002, was replaced with fixed interest HUF loan as of November 4, 2002. Meanwhile the EUR 301.5 million swap and the EUR 301.5 million loan agreements were terminated. The counterparty of the transaction is Deutsche Telekom. The EUR loan amount has been converted into HUF 61,457 million by using the fixed EUR/HUF exchange rate of one EUR to 244.36 HUF (which was applied in the EUR/HUF swap), and has been added to the HUF 12,218 million resulting a HUF 73,675 million fix loan amount. The HUF 73,675 million loan agreement shall be charged interest at fixed rate of 9.3585% per annum.

On July 4, 2003 Matáv signed a HUF 126.6 bn loan agreement with Deutsche Telekom to refinance EUR 525 million from the expiring EUR 920 million loan which was taken to finance the remaining 49 percent of Westel. The maturity of the loan is August 20, 2004 and became effective as of August 14, 2003 as the Westel loan expired. HUF 76.6 billion tranche of the loan shall be charged interest at 9.168% per annum, while the interest of the HUF 50 billion tranche of the loan for the first interest period is subject to 3 month BUBOR plus a margin of 55 basis points. The implied exchange rate of the loan is 241.23 HUF/EUR, which corresponds to the average exchange rate of the cross currency swaps executed in 2002 and 2003 to hedge the foreign exchange exposure of the EUR 920 million loan.

Minority interest

Minority interest increased by 18.4% from September 30, 2002 to HUF 67.3 bn at September 30, 2003. This increase was mainly due to the improved results of MakTel.

Retained earnings

Retained earnings increased by 11.7% from September 30, 2002 to HUF 424.9 bn at September 30, 2003. This increase was due to net income.

Analysis of group cash flow

Net cash from operating activities increased by 4.7% compared to the first nine months of 2002, and amounted to HUF 153.1 bn in the first three quarters of 2003.

Net cash flow utilized in investing activities decreased by HUF 19,802 million because of the decrease in capital expenditure on tangible and intangible assets predominantly at MakTel as well as decrease in change of payables relating to capital expenditures at Matáv Rt. The decrease was also attributable to a significant decrease in purchase of investments and subsidiaries.

Net cash flow utilized in financing activities amounted to minus HUF 60,343 million in the first three quarters of 2002, compared to minus HUF 81,494 million in the same period in 2003. While in the first nine months of 2002, Matáv repaid a net HUF 48,909 million loan, in the same period of 2003 it repaid a net HUF 57,988 million. In the first three quarters of 2003 Matáv paid dividends to its shareholders in an amount of HUF 23,506 million, a 105.6% increase compared to the same period of 2002. This significant growth is due to the increase in dividend per share from HUF 11 for the year 2001 to HUF 18 for the year 2002 at Matáv Rt. as well as to the payment of dividends by MakTel in 2003.

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Company name: Matáv Rt.
 Company address: H-1013 Budapest Krisztina krt. 55.
 Sector: Telecommunications
 Reporting period: December 31, 2002 September 30, 2003

Telephone:36-1-458-04-24
 Fax:36-1-458-04-43
 E-mail address:investor.relations@ln.matav.hu
 Investor Relations manager:Szabolcs Czenthe

PK1. General information about financial data

	Yes	No
Audited	<input type="radio"/>	<input checked="" type="radio"/>
Consolidated	<input checked="" type="radio"/>	<input type="radio"/>

Accounting principles Hungarian IFRS Other

PK2. Consolidated Companies with direct ownership of Matáv Rt.

Name	Equity / Registered Capital (mHUF)	Interest held (direct and indirect)	Voting right	Classification
Stonebridge	mEUR 349	89.51%	89.51%	L
Westel Mobil Távközlési Rt.	8,031	100.00%	100.00%	L
Matávcom	6,158	100.00%	100.00%	L
Axelero	1,700	100.00%	100.00%	L
InvesTel	4,862	100.00%	100.00%	L
Emitel	3,110	100.00%	100.00%	L
Westel Rádiótelefon	1,610	100.00%	100.00%	L
Egertel	1,425	100.00%	100.00%	L
MatávkábelTV	920	100.00%	100.00%	L
EPT	777	97.20%	97.20%	L
Cardnet	58	72.00%	72.00%	L
Tele-Data	39	50.99%	50.99%	L
ProMoKom	21	100.00%	100.00%	L
BCN	3	100.00%	100.00%	L
Telemacedónia Rt.	mEUR 0.01	88.03%	88.03%	L

PK6. Significant off-balance sheet items

Description	(HUF million) Value
Future finance lease obligations	324
Future obligations from rental and operating lease contracts	7,551
Future obligation from capex contracts	15,966

TSZ2/1. Changes in the headcount (number of persons) employed

	End of reference period	Current period opening	Current period closing
Company	9,260	9,153	8,281
Group	16,268	16,114	15,175

TSZ2/2. Changes in the headcount (number of persons) employed in full time by the company/group

-

	Start of the business year	End of the I. quarter	End of the II. quarter	End of the III. quarter	End of the business year
Company	9,153	8,421	8,342	8,281	
Group	16,114	15,277	15,227	15,175	

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RS1. Ownership Structure, Ratio of Holdings and Votes

Description of owners	Total equity					
	Ownership ratio %	Year Opening (January 1 st , 2003) Voting right %	No. of shares	Ownership ratio %	Closing (September 30 th , 2003) Voting right %	No. of shares
Domestic institution/company	14.43	14.50	150,470,142	13.99	14.06	145,893,373
Foreign institution/company	83.61	84.00	871,868,446	84.06	84.45	876,547,136
Domestic individual	0.02	0.02	236,337	0.02	0.02	206,905
Foreign individual	0.00	0.00	200	0.00	0.00	200
Employees, senior officers	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Treasury Shares	0.47	0.00	4,900,000	0.47	0.00	4,900,000
Government Institutions	0.15	0.15	1,577,210	0.15	0.15	1,608,085
International Development Institutions	1.29	1.30	13,495,276	1.29	1.30	13,495,276
Not registered	0.03	0.03	263,989	0.02	0.02	160,625
B Share	0.00	0.00	1	0.00	0.00	1
T O T A L	100.00	100.00	1,042,811,601	100.00	100.00	1,042,811,601

RS2. Volume (qty) of treasury shares held in the year under review

	1, January	31, March	30, June	30, September	31, December
Company	4,900,000	4,900,000	4,900,000	4,900,000	
Subsidiaries	0	0	0	0	
TOTAL	4,900,000	4,900,000	4,900,000	4,900,000	

RS3. List and description of shareholders with more than 5% (at the end of period)

Name	Nationality	Activity	Quantity	Interest (%)	Voting right (%)	Remarks
MagyarCom Holding GmbH	Foreign	Institutional	617,478,081	59.21	59.49	Strategic owner
Morgan Guaranty Trust Co.	Foreign	Depository	135,061,300	12.95	13.01	ADR Depository

ST1. Extraordinary reports published in the period under review

Date	Subject matter, brief summary
January 9, 2003	Matáv tariffs to be changed on February 1, 2003
February 14, 2003	Matáv announces full year 2002 results

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March 18, 2003	Continuing dividend payments within Matáv Group
March 21, 2003	Matáv's Board of Directors approved new dividend policy and made a proposal for the General Meeting to pay a dividend of HUF 18 per share
March 24, 2003	Invitation to the Annual General Meeting of Matáv to be held on April 25, 2003
April 3, 2003	Matáv announces that Westel held its General Meeting and passed a resolution electing members of the Board of Directors
April 18, 2003	Matáv announces that MakTel held its Annual General Meeting and made a decision on dividend payment
April 23, 2003	Agreement on discontinuation of analog mobile services
April 25, 2003	Matáv announces that Soros elects to exercise its put option in Stonebridge
April 25, 2003	Resolutions of the Annual General Meeting of Matáv
May 12, 2003	Announcement on the procedure of dividend payment
May 22, 2003	Regulator approves Matáv's LRIC based reference interconnection and leased line offer
June 19, 2003	Regulator approves Matáv's LRIC based reference unbundling offer
July 1, 2003	Matáv announces treasury stock transactions
July 7, 2003	Matáv to refinance its loan expiring in August 2003
August 14, 2003	Matáv announces first half 2003 results
October 6, 2003	Matáv Internet subsidiary appoints new CEO
October 15, 2003	Matáv and CosmoTelco agreed on the extension of CosmoTelco's call option for 10% of Stonebridge

Matáv Rt. publishes its announcements in Magyar Tőkepiac.

There was no significant change in the organizational structure.

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TSZ3. Senior officers, strategic employees

Type(1)	Name	Position	Beginning of assignment	End / termination of assignment	No. of shares held
			July 17, 1995		
SEBM	Elek Straub	Chairman-CEO Board Member	May 24, 1995		76,338
BM	Dr. Sándor Csányi	Board Member	April 27, 2000		0
BM	Dr. Mihály Patai	Board Member	April 28, 1998		58,190
BM	Dr. István Földesi	Board Member	April 25, 2003		0
BM	Michael Günther	Board Member	April 26, 2002		0
BM	Horst Hermann	Board Member	April 25, 2003		400
BM	Jan Geldmacher	Board Member	April 26, 2002		0
BM	Dr. Ralph Rentschler	Board Member	April 25, 2003		0
SEBM	Dr. Klaus Hartmann	Chief Financial Officer Board Member	December 5, 2000	April 27, 2000	5,000
SBM	Dr. László Pap	Supervisory Board Chairman	May 26, 1997		0
SBM	Attila Csizmadia	Supervisory Board Member	April 25, 2003		6,272
SBM	Gellért Kadlót	Supervisory Board Member	April 26, 2002		700
SBM	Péter Vermes	Supervisory Board Member	June 27, 1995		8,800
SBM	Géza Böhm	Supervisory Board Member	April 26, 2002		0
SBM	Dr. Klaus Nitschke	Supervisory Board Member	April 26, 2002		0
SBM	Wolfgang Hauptmann	Supervisory Board Member	April 25, 2003		0
SBM	Arne Freund	Supervisory Board Member	April 25, 2003		0
SBM	Joachim Kregel	Supervisory Board Member	April 27, 2001		0
SE	Dr. Tamás Pásztory	Chief Human Resources and Legal Officer	February 1, 1996		0
SE	Manfred Ohl	Chief Technical Officer and Chief Officer, Network Systems	January 1, 1999		0
SE	László Bodnár	Chief Services and Logistics Officer	March 16, 1999		881
SE	Zoltán Tankó	Business Services LOB Chief Officer	January 1, 2002		1,100
SE	Christopher Mattheisen	Residential Services LOB Chief Officer	September 1, 2002		0
Own share property					
TOTAL:					157,681

(1) Strategic Employee (SE), Board Member (BM), Supervisory Board Member (SBM)

Members of the Board of Directors and Supervisory Board serve until the date of the Annual General Meeting concluding the business year of 2003.

