

**REPORT**  
**on the activity of the Remuneration Committee**  
**of the Supervisory Board of Telekomunikacja Polska S.A. in 2010**

The Remuneration Committee was established by virtue of the Resolution of the TP Supervisory Board no. 385/04 dated 16 June 2004 regarding TP S.A. Supervisory Board's Remuneration Committee establishment as consultative body acting under the Supervisory Board.

The task of the Committee is to advise the Supervisory and Management Board on general remuneration policy of TP Group and to make recommendations on appointment, performance objectives, remuneration procedures and amounts to the Supervisory and Management Board.

**Composition:**

In 2010, the Remuneration Committee was composed of the following persons:

**until April 22, 2010**

Chairman:  
Ronald Freeman ("Independent Director")  
Members:  
Olivier Barberot  
Jacques Champeaux  
Wiesław Rożłucki ("Independent Director")

**from April 23, 2010**

Chairman:  
Ronald Freeman ("Independent Director")  
Members:  
Olivier Barberot  
Wiesław Rożłucki ("Independent Director")  
Olaf Swantee

The Secretary of the Committee was Jacek Kowalski, TP Group Executive Director in charge of Human Resources (from January 27, 2011 TP Management Board Member in charge of Human Resources).

**Activity in 2010:**

The Remuneration Committee held four meetings in 2010 and in particular developed recommendations for Supervisory Board consideration focused on the following remuneration-related issues:

1. Benefits under the employment contract for the Management Board Members.
2. Discussion of CEO proposal on new solution of Management Board Members motivational system - to be decided on March 24, 2011.
3. Assessment of performance relative to objectives and decision on the bonus percentage for Management Board Members for H2 2009 and H1 2010.
4. Validation of objectives for Management Board Members for 2010 and H1 2011.

Ronald Freeman  
Chairman of TP S.A. Supervisory Board's Remuneration Committee

24 March 2011