

**LSE - Current report (32/2011)**

**Telekomunikacja Polska S.A.**

**17 March 2011**

Pursuant to art. 38, clause 1, item 3 of the Decree of the Minister of Finance of 19 February 2009 on current and periodic information disclosed by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws of 2009 No. 33, item 259, with amendments) the Management Board of Telekomunikacja Polska S.A. ("TP S.A.", "Company") submits drafts of the resolutions to be adopted on the Ordinary Annual General Meeting to be held on April 14, 2011.

**Draft Resolution...**

**of the Annual General Meeting of Telekomunikacja Polska S.A. dated 14 April 2011  
on approval of the Management Board's report on the Company's activity in 2010**

On the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 13 item 1 of TPSA Articles of Association, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Management Board's report on the Company's activity in 2010.

§ 2

The resolution comes into force on the day of its adoption.

**Draft resolution...**

**of the Annual General Meeting of Telekomunikacja Polska S.A. dated 14 April 2011  
on approval of the Company's IFRS financial statement for 2010**

On the basis of art. 53 clause 1 of the Accountancy Act and art. 393 item 1, art. 395 § 2 item 1 of the Commercial Companies Code and § 13 item 1 of TPSA Articles of Association, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Company's IFRS financial statements for 2010 that include:

- 1) balance sheet as at 31.12.2010, with the balance sheet total of PLN 28 617 million (in words: PLN twenty eight billion six hundred seventeen million),
- 2) profit and loss account for 2010 showing a net profit of PLN 1 023 million (in words: PLN one billion twenty three million),
- 3) change in equity for 2010 showing a decrease in equity by PLN 996 million (in words: PLN nine hundred ninety six million),
- 4) cash flow account showing an increase in net cash and cash equivalents by PLN 272 million (in words: PLN two hundred seventy two million),
- 5) notes to the financial statement.

§ 2

The resolution comes into force on the day of its adoption.

**Draft resolution...**

**of the Annual General Meeting of Telekomunikacja Polska S.A. dated 14 April 2011**

**on distribution of the Company profit for the year 2010 and use part of the financial means from the supplementary capital for distribution of the dividend**

On the basis of art. 395 § 2 item 2 of Commercial Companies Code and § 13 item 2 of TP S.A. Articles of Association the following resolution is hereby adopted:

§ 1

Net profit for the year 2010 of PLN 1,022,864,161.36 (in words: one billion twenty two million eight hundred and sixty four thousand one hundred and sixty one zlotys 36/100) shall be distributed in the following way:

- 1) for a dividend - PLN 1,002,406,878.13 (in words: one billion two million four hundred and six thousand eight hundred and seventy eight zlotys 13/100),
- 2) to the reserve capital - PLN 20,457,283.23 (in words: twenty million four hundred and fifty seven thousand two hundred and eighty three zlotys 23/100).

§ 2

1. Part of the financial means from the supplementary capital in an amount of PLN 1,001,066,653.37 (in words: one billion one million sixty six thousand six hundred and fifty three zlotys 37/100) shall be used for distribution of the dividend together with an amount destined for distribution of the dividend from the Company's net profit for the financial year 2010, referred to in § 1 item 1.
2. Total amount destined for distribution of the dividend shall be PLN 2,003,473,531.50 (in words: two billion three million four hundred and seventy three thousand five hundred and thirty one zlotys 50/100), what means that amount of the dividend per one share shall be 1.50 PLN (in words: one zloty 50/100).

§ 3

Persons being the Company's shareholders on ..... 2011 (the dividend day) shall be entitled to the dividend.

§ 4

The dividend shall be paid on..... 2011.

§ 5

The resolution comes into force on the day of its adoption.

**Draft resolution...**

**of the Annual General Meeting of Telekomunikacja Polska S.A. dated 14 April 2011  
on distribution of the Company's profit from previous years**

On the basis of art. 395 § 2 item 2 of the Commercial Companies Code and § 13 item 2 of TP SA Articles of Association, the following is hereby adopted:

§ 1

The Company's profit from previous years in the amount of PLN 1,023,000.00 (in words: one million twenty three thousand zlotys 00/100), disclosed in the Company's financial statements for 2010 is distributed in the following way:

1. to the supplementary capital – PLN 1,002,540.00 (in words: one million two thousand five hundred and forty zlotys 00/100),
2. to the reserve capital - PLN 20,460.00 (in words: twenty thousand four hundred and sixty zlotys 00/100).

§ 2

The resolution comes into force on the day of its adoption.

**Draft resolution...**

**of the Annual General Meeting of Telekomunikacja Polska S.A. dated 14 April 2011  
on approval of the Management Board report on the activity  
of Telekomunikacja Polska Group in the financial year 2010**

On the basis of art. 63c clause 4 of the Accountancy Act and art. 395 § 5 of the Commercial Companies Code and § 13.1 of TP SA Articles of Association, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2010.

§ 2

The resolution comes into force on the day of its adoption.

**Draft resolution...**

**of the Annual General Meeting of Telekomunikacja Polska S.A. dated 14 April 2011  
on approval of IFRS consolidated financial statement for 2010**

On the basis of art. 63c clause 4 of the Accountancy Act and art. 395 § 5 of the Commercial Companies Code and § 13.1 of TP SA Articles of Association the following resolution is hereby adopted:

§ 1

The General Meeting approves the IFRS consolidated financial statements for 2010, that include:

- 1) consolidated balance sheet as at 31.12.2010, showing the balance sheet total of PLN 28 873 million (in words: PLN twenty eight billion eight hundred seventy three million),
- 2) consolidated profit and loss account for 2010 showing consolidated a net profit after taxation of PLN 108 million (in words: PLN one hundred eight million), including a net profit attributable to equity holders of TP S.A. of PLN 107 million (in words: PLN one hundred seven million),

- 3) changes in total consolidated equity for 2010 showing a decrease in total consolidated equity by PLN 1 919 million (in words: PLN one billion nine hundred nineteen million), including a decrease of equity attributable to equity holders of TP S.A. by PLN 1 919 million (in words: PLN one billion nine hundred nineteen million),
- 4) consolidated cash flow statement showing an increase in net cash and cash equivalents by PLN 229 million (in words: PLN two hundred twenty nine million),
- 5) notes to consolidated financial statement.

§ 2

The resolution comes into force on the day of its adoption.

**Draft Resolution ... of Annual General Meeting of Telekomunikacja Polska S.A dated 14 April 2011  
on granting of approval of the performance by Mr/s. .... of his/er duties as  
a member of the Company's Supervisory Board in financial year 2010**

Pursuant to article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code and § 13.3 of the Articles of Association of Telekomunikacja Polska SA (hereinafter referred to as the Company), the following is resolved:

The approval of the performance by Mr/s. .... of his/er duties as a member of the Company's Supervisory Board in financial year 2010 is granted.

The resolution enters into force on the day of its adoption.

**Draft Resolution ...**

**of Annual General Meeting of Telekomunikacja Polska S.A dated 14 April 2011**

**on granting of approval of the performance by Mr. .... of his duties as  
a member of the Company's Management Board in financial year 2010**

Pursuant to article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code and § 13.3 of the Articles of Association of Telekomunikacja Polska SA (hereinafter referred to as the Company), the following is resolved:

The approval of the performance by Mr. .... of his duties as a member of the Company's Management Board in financial year 2010 is granted.

The resolution enters into force on the day of its adoption.

**Draft Resolution ...**

**of Annual General Meeting of Telekomunikacja Polska S.A dated 14 April 2011**

**on amending of the Resolution No. 39 of TP S.A. General Meeting dated 28 April 2006 on the  
conditional increase in the share capital of the Company**

pursuant to Art. 448 of the Commercial Companies Code and § 13 point 12 of the Company's Articles of Association, the following is hereby adopted:

§ 1

Amend § 5 of Resolution No. 39 of TP S.A. General Meeting dated 28 April 2006 on the conditional increase in the share capital of the Company by giving it a new wording:

*“Series B shares shall participate in the dividend on the following terms:*

- 1. In the event that series B shares are recorded on the securities account no later than on the dividend date in the meaning of the Commercial Companies Code, series B shares shall participate in the profit for the preceding financial year, i.e. from 1 January of the financial year immediately preceding the year in which they were recorded on the securities account.*
- 2. In the event that series B shares are recorded on the securities account after the dividend date, series B shares shall participate in the profit starting from 1 January of the financial year in which they were recorded on the securities account.”*

§ 2

The resolution comes into force on the day of its adoption.

**Draft Resolution nr ...**

**of Annual General Meeting of Telekomunikacja Polska S.A dated 14 April 2011**

**on appointment/removal of Mr/s. .... to/from the Company's Supervisory Board**

Pursuant to article 385 of the Commercial Companies Code and § 13.9 of the Articles of Association of Telekomunikacja Polska SA (hereinafter referred to as the Company), the following is resolved:

Mr/s. .... is appointed/removed to/from the Company's Supervisory Board.

The resolution enters into force on the day of its adoption.

End.