

**LSE - Current report (1/2009),
Telekomunikacja Polska S.A.
3 January 2009**

Pursuant to art. 39, clause 1, item 3 of the Decree of the Minister of Finance of 19 October 2005 on current and periodic information disclosed by issuers of securities (Journal of Laws of 2005 no. 209, item 1744) the Management Board of Telekomunikacja Polska S.A. ("TP S.A.", "the Company") submits drafts of the resolutions to be adopted on the Extraordinary General Meeting to be held on January 16, 2009.

Draft

Resolution No. _____
of TPSA Extraordinary General Meeting
dated
on redemption of the Company's shares

On the basis of art. 359 § 2 of the Commercial Companies Code, § 8 of TP SA Articles of Association the following is hereby adopted:

§ 1

1. The Extraordinary General Meeting redeems 33,124,220 (thirty three million one hundred and twenty four thousand two hundred and twenty) ordinary A-series bearer shares acquired by the Company within the program on acquisition of the Company's own shares for the purpose of their redemption, adopted by means of the resolution no 36 of TP SA Annual General Meeting dated April 24, 2008 on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption ("Program").
2. Total amount of consideration the Company paid off for the shares to be redeemed within the Program was PLN 699,999,989 (six hundred and ninety nine million nine hundred and ninety nine thousand nine hundred and eighty nine zlotys).
3. The shares shall be redeemed concurrently with reduction of the Company's share capital.

§ 2

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

Draft

Resolution No. _____
of TPSA Extraordinary General Meeting
dated
on reduction of the Company's share capital by way of amendment to the Articles of Association

On the basis of art. 430 § 1, art. 455 § 1 in connection with art. 360 § 1 and § 2 item 2) of the Commercial Companies Code, and § 13 item 5 of TP SA Articles of Association the following is hereby adopted:

§ 1

1. With regard to the adoption by the Extraordinary General Meeting of the resolution no. [*] dated January 16, 2009 on redemption of the Company's shares, the Company's share capital shall be

redeemed from 4,106,319,723 (four billion one hundred and six million three hundred and nineteen thousand seven hundred and twenty three) zlotys to 4,006,947,063 (four billion and six million nine hundred and forty seven thousand and sixty three) zlotys i.e. by 99,372,660 (ninety nine million three hundred and seventy two thousand six hundred and sixty) zlotys.

2. The share capital is reduced by redemption of 33,124,220 (thirty three million one hundred and twenty four thousand two hundred and twenty) ordinary A-series bearer shares acquired by the Company within the program on acquisition of the Company's own shares for the purpose of their redemption, adopted by means of the resolution no. 36 of TP SA Annual General Meeting dated April 24, 2008 on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption ("Program").
3. Reduction of the share capital is realization of the purpose for which the Program was adopted, in accordance with art. 3 of the Commission Regulation (EC) No. 2273/2003 dated December 22, 2003.

§ 2

In TP SA Articles of Association § 7 clauses 1 and 2 shall be amended to read as follows:

"1. The share capital shall be composed of:

- a) 1.335.649.021 (one billion three hundred and thirty five million six hundred and forty nine thousand and twenty one) ordinary A-series bearer shares of nominal value of PLN 3 (three zlotys) each, and
- b) no more than 7,113,000 (seven million one hundred and thirteen thousand) ordinary B-series bearer shares of nominal value of PLN 3 (three zlotys) each.

2. The share capital of the Company amounts to a maximum of PLN 4.028.286.063 (four billion and twenty eight million two hundred and eighty six thousand and sixty three zlotys), including the conditionally increased share capital of the Company amounting to a maximum of PLN 21,339,000 (twenty one million three hundred and thirty nine thousand zlotys)."

§ 3

The resolution comes into force on the day of its adoption with the effective date of the day of registration of the share capital reduction by the registry court.

Draft

Resolution No. _____

of TPSA Extraordinary General Meeting

dated

on appointment / removal of Mr/s to / from the Company's

Supervisory Board

Pursuant to art. 385 of the Corporate Code and §13 item 9 of TPSA Articles of Association, the following resolution has been adopted:

§ 1

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

§ 2

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