

LSE – Current Report (43/2009)
Telekomunikacja Polska S.A., (TPSA) – Warsaw, Poland
31 March 2009

Pursuant to art. 38, clause 1, item 1 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) the Management Board of Telekomunikacja Polska S.A. (hereinafter referred to as “TP S.A”, “the Company”), acting pursuant to provisions of article 395 and article 399 § 1 of the Commercial Companies Code and § 12 clause 2 of the Articles of Association of TP S.A., convenes the Annual General Meeting to be held on April 23, 2009, 10:00 a.m., in Warsaw, in the premises of Telekomunikacja Polska Spółka Akcyjna at 18 Twarda Street, 3rd floor, conference room.

Agenda:

- 1) opening of the Meeting;
- 2) election of the Chairman;
- 3) statement that the Meeting is valid and capable to adopt resolutions;
- 4) adoption of the agenda;
- 5) election of the Scrutiny Commission;
- 6) review of:
 - a) the Management Board's report on the Company's activity and the Company's financial statement for the financial year 2008,
 - b) the Management Board's proposal concerning distribution of the Company's profit for the financial year 2008 and use of part of the financial means from the supplementary capital for distribution of the dividend,
 - c) the Supervisory Board's report from the results of an assessment of the Management Board's report on the Company's activity, the financial statement for the financial year 2008 and the Management Board's motion on distribution of the Company's profit for 2008 and use part of the financial means from the supplementary capital for distribution of the dividend,
 - d) the Management Board's report on the activity of the Telekomunikacja Polska Group and the consolidated financial statement for the financial year 2008,
 - e) the Supervisory Board's report from the results of an assessment of the Management Board's report on the activity of the Telekomunikacja Polska Group and of the consolidated financial statement for the financial year 2008,
 - f) concise assessment of the Company's standing in 2008 made by the Supervisory Board and the report from the Supervisory Board's activity in 2008.
- 7) passing the resolutions on:
 - a) approval of the Management Board's report on the Company's activity in the financial year 2008,
 - b) approval of the Company's financial statement for the financial year 2008,
 - c) distribution of the Company's profit for the financial year 2008 and use of part of the financial means from the supplementary capital for distribution of the dividend,
 - d) approval of the Management Board's report on the activity of Telekomunikacja Polska Group in the financial year 2008,

- e) approval of the consolidated financial statement for the financial year 2008, and
 - f) granting approval of the performance by members of the Company's bodies of their duties in the financial year 2008.
- 8) passing the resolutions on:
- a) the amendments to the Articles of Association,
 - b) drawing up the unified text of the Articles of Association
- 9) changes in the Supervisory Board's composition,
- 10) closing of the Meeting.

In consideration of the intended amendments to the Articles of Association of TP S.A. (item 8 of the agenda), in accordance with art. 402 § 2 of the Commercial Companies Code, both the current wording and draft amendments to the Articles of Association of TP S.A. are presented below:

(1) - Current wording of § 6 clause 1 of the Articles of Association:

“1. The objects of the Company shall be as follows:

- a. PKD: 64.20.A Fixed telephony and telegraphy
- b. PKD: 64.20.B Mobile telephony
- c. PKD: 64.20.C Data transmission and data communications
- d. PKD: 64.20.D Radio-communication
- e. PKD: 64.20.E. Radio-diffusion
- f. PKD: 64.20.F Cable television
- g. PKD: 64.20.G Other telecommunications services
- h. PKD: 22.11.Z Book publishing
- i. PKD: 72.40.Z Activity relating to databases
- j. PKD: 73.10.G Research and development work in technical sciences
- k. PKD: 74.13.Z Market and public opinion research
- l. PKD: 74.40.Z Advertising
- m. PKD: 45.21.D Execution of general construction work involving pipelines, power lines and local telecommunication lines.
- n. PKD: 45.31.D Other electrical systems
- o. PKD: 74.60.Z Investigative, detective and security activity
- p. PKD: 45.31.B Construction of electrical signalling systems
- q. PKD: 71.34.Z Rental of other machinery and equipment
- r. PKD: 45.21.C General construction work involving pipelines, power lines, electro-traction lines and transmission telecommunication lines
- s. PKD: 52.48.A Retail sale of furniture, office equipment, computers and telecommunication equipment
- t. PKD: 72.10.Z Computer equipment consultancy
- u. PKD: 74.84.B Other commercial activity not classified elsewhere
- v. PKD: 74.20.A Construction design, town and technological planning
- w. PKD: 72.30.Z Data processing
- x. PKD: 72.60.Z Other IT activity
- y. PKD: 32.20.A Production of broadcasting equipment and telephones for fixed line telephony and telegraphy, excluding services
- z. PKD: 80.42.B Continuous education of adults and other forms of education not classified elsewhere
- aa. PKD: 74.12 Z Accounting and bookkeeping activities
- bb. PKD: 22.22.Z Other printing activity, not classified elsewhere

- cc. PKD:74.14 A Consulting to the extent of carrying on business activity and management
- dd. PKD: 92.20.Z Radio and television activity.”

- Proposed wording of § 6 clause 1 of the Articles of Association:

“1. The objects of the Company shall be as follows:

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 3) Electrical installation [PKD 43.21.Z];
- 4) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 5) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 6) Book publishing [PKD 58.11.Z];
- 7) Publishing of directories and mailing lists [PKD 58.12.Z];
- 8) Other publishing activities [PKD 58.19.Z];
- 9) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 10) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 11) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 12) Sound recording and music publishing activities [PKD 59.20.Z];
- 13) Television programming and broadcasting activities [PKD 60.20.Z];
- 14) Wired telecommunications activities [PKD 61.10.Z];
- 15) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 16) Satellite telecommunications activities [PKD 61.30.Z];
- 17) Other telecommunications activities [PKD 61.90.Z];
- 18) Computer programming activities [PKD 62.01.Z];
- 19) Computer consultancy activities [PKD 62.02.Z];
- 20) Computer facilities management activities [PKD 62.03.Z];
- 21) Other information technology and computer service activities [PKD 62.09.Z];
- 22) Data processing, hosting and related activities [PKD 63.11.Z];
- 23) Activities of insurance agents and brokers [PKD 66.22.Z];
- 24) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 25) Business and other management consultancy activities [PKD 70.22.Z];
- 26) Architectural activities [PKD 71.11.Z];
- 27) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 28) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 29) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 30) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 31) Market research and public opinion polling [PKD 73.20.Z];
- 32) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 33) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 34) Security systems service activities [PKD 80.20.Z].”

(2) - Current wording of § 19 clause 6 of the Articles of Association:

“6. The mandate of a member of the Supervisory Board shall expire at the latest on the date of the General Meeting which approves the financial statements for the last full financial year of his or her service as a member of the Supervisory Board. The mandate of a member of the Supervisory Board shall expire also as a result of the death, resignation or removal of such a member of the Supervisory Board.”

- Proposed wording of § 19 clause 6 of the Articles of Association:

“6. The mandate of a member of the Supervisory Board shall expire at the latest on the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Supervisory Board. The mandate of a member of the Supervisory Board shall also expire as a result of the death, resignation or removal of such a member of the Supervisory Board.”

(3) - Current wording of § 24 clause 5 of the Articles of Association:

“5. The mandates of the Management Board members shall expire at the latest on the date of the General Meeting of Shareholders which approves the financial statements for the last year of his or her service as a member of the

Management Board. The mandates of the Management Board members shall expire also on the day of their death, resignation or removal from the Management Board.”

- Proposed wording of § 24 clause 5 of the Articles of Association:

“5. The mandate of a member of the Management Board shall expire at the latest on the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Management Board. The mandate of a member of the Management Board shall also expire as a result of the death, resignation or removal of such a member of the Management Board.”

The Company’s shareholders, who deposit with the Company’s registered seat in Warsaw, at 18 Twarda Street (main lounge – chancellery, from 8:00 a.m. to 4:00 p.m.) at least one week prior to the date of the General Meeting (that is till April 16, 2009) registered depository certificate issued by the entity maintaining the securities account pursuant to the provisions of the Act on Trading in Financial Instruments, including the number of shares and the statement that that the shares will not be issued prior to the end of the General Meeting, have the right to participate in the General Meeting.

Shareholders may participate in the General Meeting and exercise their right to vote in person or by proxy (or other representatives). The power of attorney shall be granted in writing, otherwise being void.

The list of shareholders eligible to participate in the General Meeting will be displayed in the Management Board's office, at the address and times of the day indicated above, for three weekdays before the date of the General Meeting.

Copies of the financial statements and opinions, including the auditor's report, as well as of the reports of the Management Board and Supervisory Board shall be given to shareholders, upon their request, within fifteen days before the date of the General Meeting.

Copies of other motions related to the matters included in the agenda will be given to shareholders within one week before the date of the General Meeting.

The persons eligible to participate in the General Meeting can register themselves and receive voting cards in front of the conference hall on April 23, 2009, from 09.30 a.m.