



# **Nadzwyczajne Walne Zgromadzenie**

**Telekomunikacji Polskiej S.A.**

## **Extraordinary General Meeting**

**of Telekomunikacja Polska SA**

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Warszawa, 16 stycznia 2009 roku / January 16<sup>th</sup>, 2009

# TRANSLATION

**Attachment** to the resolution no. 141/O/08  
of TP S.A. Management Board  
dated 15.12.2008

## Announcement

on convocation of the Extraordinary General Meeting  
of Telekomunikacja Polska Spółka Akcyjna

The Management Board of Telekomunikacja Polska Spółka Akcyjna (hereinafter referred to as TP S.A.) with its registered seat in Warsaw, entered in the entrepreneurs register kept by the Regional Court for the Capital City of Warsaw, 12th Economic Division of the National Court Register, under the number 0000010681, acting pursuant to provisions of article 399 § 1 of the Commercial Companies Code, § 12 clause 3 of the Articles of Association of TP S.A. and § 1 clause 6 of the resolution no. 36 of TP S.A. Annual General Meeting dated April 24, 2008, convenes the Extraordinary General Meeting to be held on January 16, 2009 at 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) adopting a resolution on redemption of the Company's shares;
- 7) adopting a resolution on reduction of the Company's share capital by way of amendment to the Articles of Association;
- 8) composition of the Supervisory Board;
- 9) closing of the Meeting.

In consideration of the intended reduction of the Company's share capital (item 7 of the agenda), in accordance with art. 455 § 2 of the Commercial Companies Code the purpose of the reduction, the amount by which the share capital is to be reduced, as well as the method of the reduction of the Company's share capital:

Reduction of the share capital is realization of the purpose for which, by means of the resolution no. 36 of TP S.A. Annual General Meeting dated April 24, 2008, the program on acquisition of the Company's own shares for the purpose of their redemption was adopted, what arises from art. 3 of the Commission Regulation (EC) No. 2273/2003 dated December 22, 2003.

The share capital is to be reduced by 99,372,660 (ninety nine million three hundred and seventy two thousand six hundred and sixty) zlotys by redemption of 33,124,220 (thirty three million one hundred and twenty four thousand two hundred and twenty) shares, acquired within the program, referred to in above.

In consideration of the intended amendment to the Articles of Association of TP S.A. (item 7 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 § 7 clauses 1 and 2 of the Articles of Association:

*"1. The share capital shall be composed of:*

- a) 1,368,773,241 (one billion three hundred and sixty eight million seven hundred and seventy three thousand two hundred and forty 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 4,127,658,723 (four billion one hundred and twenty seven million six hundred and fifty eight thousand seven hundred and twenty 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)."*

(2) Proposed wording of § 7 clauses 1 and 2 of the Articles of Association:

*"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 4.028.286.063zł (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)."*

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 January 9, 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 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 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 January 16, 2009, from 9.30 a.m.

*The Management Board of TP S.A.*

**punkty 6. i 7.**  
**points 6. and 7.**

**porządku obrad**  
of the meeting agenda

**6. Podjęcie uchwały w sprawie umorzenia akcji Spółki**

6. Adopting a resolution on redemption of the Company's shares

**7. Podjęcie uchwały w sprawie obniżenia kapitału zakładowego Spółki w drodze zmiany Statutu**

7. Adopting a resolution on reduction of the Company's share capital by way of amendment to the Articles of Association

# **TRANSLATION**

## **resolution no. 140/08**

of TP S.A. Management Board

**dated 9.12.2008**

**on a motion to the Extraordinary General Meeting to adopt the resolutions on redemption of the Company's shares, and reduction of the Company's share capital by way of an amendment to the Articles of Association**

Pursuant to § 25 clause 4 of TP S.A. Articles of Association, the following resolution is hereby adopted:

### **§ 1**

TP S.A. Management Board decides to table a motion to the Extraordinary General Meeting for adoption of the resolutions on:

- 1) redemption of the Company's shares, and
- 2) reduction of the Company's share capital by way of an amendment to the Articles of Association.

### **§ 2**

TP S.A. Management Board decides to table the motion, referred to in § 1 to the Supervisory Board for its opinion in accordance with § 23 clause 2 item 7 of TP S.A. Articles of Association.

### **§ 3**

1. Reasons to the motion, referred to in § 1 constitute the Attachment no. 1 to hereby resolution.
2. Draft resolutions of the Extraordinary General Meeting, referred to in § 1 constitute the Attachment no. 2 and Attachment no. 3 respectively to hereby resolution.

### **§ 4**

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

1. Maciej Witucki
2. Roland Dubois
3. Jacek Kałaur
4. Piotr Muszyński
5. Ireneusz Piecuch
6. Richard Shearer

# TRANSLATION

**Attachment no. 1** to the resolution no. 140/08  
of TP S.A. Management Board  
dated 9.12.2008

## **Reasons**

TP S.A. Management Board motion tables at the forthcoming Extraordinary General Meeting for adoption of the resolutions on:

- 1) redemption of the Company's shares
- 2) reduction of the Company's share capital by way of amendment to the Articles of Association.

Redemption of the shares together with reduction of the Company's share capital is a final stage of the share buy back program adopted by means of the resolution no. 36 of the 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").

On the basis of the resolution no. 86/08 of TP S.A. Management Board dated July 15, 2008 on determining detailed terms of program on buy back of the Company's own shares for the purpose of their redemption ("Resolution"), TP S.A. began to buy back its own shares.

Within the Program i.e. from August 05, 2008 till November 25, 2008, the Company acquired in total 33,124,220 own shares, what constitutes 2,42% of the Company's share capital.

With regard to the termination of buy back of the Company's own shares, TP S.A. Management Board pursuant to the obligation imposed by § 1 clause 6 of the Resolution motion tables at the Extraordinary General Meeting for adoption of the resolutions on redemption of the Company's own shares and on reduction of the share capital.

# TRANSLATION

## **Resolution no. 566/08**

of the Supervisory Board of TP S.A.

**dated 18 December 2008**

**on expressing an opinion on TP S.A. Management Board motion tabled to the General Meeting with respect to adoption of the resolutions on redemption of the Company's shares and on reduction of the Company's share capital by way of amendment to the Articles of Association**

Pursuant to § 23 clause 2 item 7 of TP S.A. Articles of Association, the following is resolved:

### **§ 1**

The Supervisory Board expresses a positive opinion on TP S.A. Management Board motion tabled to the Extraordinary General Meeting, expressed in the resolution No. 140/08 dated 9 December 2008, and recommends the Extraordinary General Meeting to adopt the resolutions on:

- 1) redemption of the Company's shares, and
- 2) reduction of the Company's share capital by way of amendment to the Articles of Association.

### **§ 2**

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

1. Andrzej K. Koźmiński
2. Olivier Barberot
3. Olivier Faure
4. Antonio Anguita
5. Vivek Badrinath
6. Timothy Boatman
7. Jacques Champeaux
8. Ronald Freeman
9. Mirosław Gronicki
10. Stéphane Pallez
11. Georges Penalver
12. Jerzy Rajski
13. Wiesław Rozłucki

# TRANSLATION

**Attachment no. 2** to the resolution no. 140/08  
of TP S.A. Management Board  
dated 9.12.2008

## **resolution no. ...**

of the Extraordinary General Meeting  
of Telekomunikacja Polska S.A.

**Dated**

**on redemption of the Company's shares**

On the basis of art. 359 § 2 of the Commercial Companies Code, § 8 of TP S.A. 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 S.A. 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 699,999,988.59 (six hundred and ninety nine million nine hundred and ninety nine thousand nine hundred and eighty eight zlotys 59/100).
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.



# TRANSLATION

**Attachment no. 3** to the resolution no. 140/08  
of TP S.A. Management Board  
dated 9.12.2008

## **resolution no. ...**

of the Extraordinary General Meeting  
of Telekomunikacja Polska S.A.

**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 S.A. 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 [\*] 2008 on redemption of the Company's shares, the Company's share capital shall be reduced from PLN 4,106,319,723 (four billion one hundred and six million three hundred and nineteen thousand seven hundred and twenty three zlotys) to PLN 4,006,947,063 (four billion and six million nine hundred and forty seven thousand and sixty three zlotys) i.e. by PLN 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 S.A. 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 S.A. 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.

**punkt 8.**

**point 8.**

**porządku obrad**  
of the meeting agenda

**zmiany w składzie Rady Nadzorczej**

changes in the composition of the Supervisory Board

**resolution no. ...**  
of the Extraordinary General Meeting of TP S.A.

**dated 16 January 2009**

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

Pursuant to article 385 of the Corporate Code and § 13 item 9 of the Articles of Association of TP S.A., the following is resolved:

**§ 1**

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

**§ 2**

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