



# Extraordinary General Assembly

of Telekomunikacja Polska SA

Warszawa, November 7, 2013

Attachment to resolution no. 84/13  
of TP S.A. Management Board  
dated 8 October 2013

## Announcement by the Management Board of Telekomunikacja Polska Spółka Akcyjna on the convening of an Extraordinary General Meeting

### I. Date, hour and venue of TP S.A. Extraordinary General Meeting and detailed agenda

The Management Board of Telekomunikacja Polska Spółka Akcyjna (hereinafter also referred to as "TP S.A." or the "Company") with its registered office in Warsaw, entered into the commercial register held by the District Court for the capital city of Warsaw, XII Commercial Division of the National Court Register under number 0000010681, acting pursuant to Article 399 § 1 of the Commercial Companies Code and § 12 par. 3 of TP S.A. Articles of Association, convenes an Extraordinary General Meeting for 7 November 2013 at 11.00 to take place in the Telekomunikacja Polska Spółka Akcyjna building at Aleje Jerozolimskie 160, building E, ground floor, the conference hall – K/CK.

The meeting agenda:

- 1) opening of the Extraordinary General Meeting.
- 2) election of the Chairman.
- 3) determining the validity of the Meeting and that it is capable of adopting binding resolutions,
- 4) approval of the agenda,
- 5) election of the Scrutiny Committee,
- 6) adoption of a resolution on the merger of the Company with Orange Polska sp. z o.o. and Polska Telefonia Komórkowa – Centertel sp. z o.o.,
- 7) adoption of a resolution on amending the Articles of Association,
- 8) adoption of a resolution on adoption of the unified text of the Articles of Association,
- 9) closing of the meeting.

In connection with the intended amendments to the Company's Articles of Association (point 7 of the meeting agenda), pursuant to Article 402 § 2 of the Commercial Companies Code, the resolutions effective to date and the wording of the planned changes to the TP S.A. Articles of Association are quoted herein below:

(1) - The previous wording of § 1 of the Articles of Association of TP S.A:

"The name of the Company shall be Telekomunikacja Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Telekomunikacja Polska S.A."

- wording of the planned amendment to § 1 of the Articles of Association of TP S.A:

"The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A."

(2) - the previous wording of § 6 clause 1 of the Articles of Association of TP S.A:

"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) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 5) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 6) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 7) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 8) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 9) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 10) Book publishing [PKD 58.11.Z];
- 11) Publishing of directories and mailing lists [PKD 58.12.Z];
- 12) Other publishing activities [PKD 58.19.Z];
- 13) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 14) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 15) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 16) Sound recording and music publishing activities [PKD 59.20.Z];
- 17) Television programming and broadcasting activities [PKD 60.20.Z];
- 18) Wired telecommunications activities [PKD 61.10.Z];
- 19) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 20) Satellite telecommunications activities [PKD 61.30.Z];
- 21) Other telecommunications activities [PKD 61.90.Z];
- 22) Computer programming activities [PKD 62.01.Z];
- 23) Computer consultancy activities [PKD 62.02.Z];
- 24) Computer facilities management activities [PKD 62.03.Z];
- 25) Other information technology and computer service activities [PKD 62.09.Z];
- 26) Data processing, hosting and related activities [PKD 63.11.Z];
- 27) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 28) Financial leasing [PKD 64.91.Z];
- 29) Activities of insurance agents and brokers [PKD 66.22.Z];
- 30) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 31) Business and other management consultancy activities [PKD 70.22.Z];
- 32) Architectural activities [PKD 71.11.Z];
- 33) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 34) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 35) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 36) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 37) Market research and public opinion polling [PKD 73.20.Z];
- 38) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 39) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];

- 40) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 41) Security systems service activities [PKD 80.20.Z].”

- wording of the planned change to § 6 clause 1 of the Articles of Association of TP S.A:

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

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 3) Repair of electronic and optical equipment [PKD 33.13.Z];
- 4) Repair of electrical equipment [PKD 33.14.Z];
- 5) Trade of electricity [PKD 35.14.Z];
- 6) Construction of utility projects for fluids [PKD 42.21.Z];
- 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 8) Electrical installation [PKD 43.21.Z];
- 9) Other construction installation [PKD 43.29.Z];
- 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 23) Book publishing [PKD 58.11.Z];
- 24) Publishing of directories and mailing lists [PKD 58.12.Z];
- 25) Publishing of newspapers [PKD 58.13.Z];
- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];

- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];
- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];
- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 60) Technical testing and analysis [PKD 71.20.B];
- 61) Research and experimental development on biotechnology [PKD 72.11.Z];
- 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 63) Advertising agencies [PKD 73.11.Z];
- 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 68) Market research and public opinion polling [PKD 73.20.Z];
- 69) Specialised design activities [PKD 74.10.Z];
- 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];

- 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
- 76) Other human resources provision [PKD 78.30.Z];
- 77) Other reservation service not elsewhere classified [PKD 79.90.C];
- 78) Private security activities other than security systems service activities [PKD 80.10.Z];
- 79) Security systems service activities [PKD 80.20.Z];
- 80) Investigation activities [PKD 80.30.Z];
- 81) Combined office administrative service activities [PKD 82.11.Z];
- 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 83) Activities of call centres [PKD 82.20.Z];
- 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 86) Sports and recreation education [PKD 85.51.Z];
- 87) Cultural education [PKD 85.52.Z];
- 88) Other education not elsewhere classified [PKD 85.59.B];
- 89) Educational support activities [PKD 85.60.Z];
- 90) Performing arts [PKD 90.01.Z];
- 91) Support activities to performing arts [PKD 90.02.Z];
- 92) Operation of sports facilities [PKD 93.11.Z];
- 93) Activities of sport clubs [PKD 93.12.Z];
- 94) Fitness facilities [PKD 93.13.Z];
- 95) Other sports activities [PKD 93.19.Z];
- 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 97) Repair and maintenance of communication equipment [PKD 95.12.Z]."

## II. Information concerning participation in the Extraordinary General Meeting of Shareholders of TP S.A.

### **1. Shareholders right to include specific items in the General Meeting agenda and to put forward draft resolutions**

- 1) By virtue of Article 401 § 1 of the Commercial Companies Code a Shareholder or Shareholders representing at least 1/20 of the share capital is or are entitled to demand that specific items be placed on the agenda of the General Meeting of Shareholders. The demand shall contain:
  - a) a justification or draft resolution concerning the proposed item on the agenda,
  - b) a current copy of the entry in the commercial register or other equivalent document confirming the entitlement to act on behalf of the applicant - for shareholders being legal entities or organisational units without a legal personality,
  - c) a document confirming sufficient shares are held to put forward the demand.

The demand shall be submitted no later than 21 days prior to the General Meeting date, i.e. by 17 October 2013 to the Company Management Board in writing at the TP S.A. office at: Aleje Jerozolimskie 160, 02-326 Warsaw or sent electronically to [pełnomocnictwo.wza@orange.com](mailto:pełnomocnictwo.wza@orange.com) (files in pdf format).

- 2) By virtue of Article 401 § 4 of the Commercial Companies Code a Shareholder or Shareholders representing at least 1/20 of the share capital entitled to participate in a General Meeting is or are entitled to put forward a draft resolution concerning issues on the General Meeting agenda or issues which are to be included in the agenda. Drafts shall be submitted no later than 3 days prior to the General Meeting date, i.e. by 4 November 2013 to the Company Management Board in writing at the TP S.A. office at: Aleje Jerozolimskie 160, 02-326 Warsaw or sent electronically to [pełnomocnictwo.wza@orange.com](mailto:pełnomocnictwo.wza@orange.com) (files in pdf format). Documents as referred to in points 1 b) and c) shall be attached to a demand containing the draft resolution.
- 3) By virtue of Article 401 § 5 of the Commercial Companies Code each Shareholder entitled to participate in the General Meeting of Shareholders can, during the General Meeting of Shareholders, put forward draft resolutions concerning items placed on the agenda.

## 2. Method for exercising voting rights by proxy

- 1) A Shareholder who is a natural person can participate in a General Meeting of Shareholders and can exercise the right to vote in person or through a proxy.  
  
A Shareholder who is not a natural person can participate in a General Meeting of Shareholders and can exercise the right to vote by a person authorised to submit a declaration on its behalf or through a proxy.
- 2) To be effective, the power of attorney should be drawn up in writing and attached to the General Meeting protocol or provided in an electronic format. A form with a template for the power of attorney entitling a proxy to exercise the voting right is available on the Company website: [www.orange.pl/inwestorzy](http://www.orange.pl/inwestorzy).
- 3) TP S.A. should be informed on granting a power of attorney in an electronic format no later than 3 days prior to the General Meeting date, i.e. by 4 p.m. on 4 November 2013 by electronic mail to [pełnomocnictwo.wza@orange.com](mailto:pełnomocnictwo.wza@orange.com), by way of sending a scan of the power of attorney, signed by the Shareholder or in the event of shareholders being other than natural persons, by persons authorised to represent the Shareholder.
- 4) TP S.A. will take appropriate action to identify a Shareholder and proxy in order to verify the validity of a power of attorney granted in electronic form. This verification may particularly involve a return question, in electronic form or by phone, to the Shareholder or proxy in order to confirm that the power of attorney has been granted, as well as its scope. TP S.A. stipulates that in such circumstances failure to provide an answer to questions posed as part of the verification will be treated as a failure to verify the power of attorney and shall constitute a basis for a refusal to allow the proxy to participate in the General Meeting.
- 5) The right to represent a Shareholder who is not a natural person should stem from the copy of an appropriate registry entry presented whilst compiling the list of attendance (submitted as an original or a photocopy certified as being a true copy by a notary), or appropriate powers of attorney. A person or persons granting the power of attorney on behalf of a Shareholder who is not a natural person should figure in the current copy of the register entry appropriate for the Shareholder.
- 6) A Board Member and Company employee may act as proxies at a General Meeting. If a proxy at a General Meeting of Shareholders is a member of the Supervisory Board, an employee of the Company or a member of the corporate bodies or an employee of a subsidiary of the Company, the power of attorney granted to him can entitle him to represent only at one General Meeting of Shareholders.

- 7) The proxy as referred to in point 6) is obliged to disclose to the Shareholder any circumstances indicating the existence or possibility of the existence of a conflict of interest. Granting of a further power of attorney is excluded.
- 8) The proxy as referred to in point 6) votes in accordance with instructions received from the Shareholder.

**3. Participation in the General Meeting of Shareholders using electronic means of communication.**

The Company does not provide the opportunity to participate in the General Meeting of Shareholders using electronic means of communication.

**4. Speaking during the General Meeting using electronic means of communication**

The company does not provide the opportunity to speak during the General Meeting using electronic means of communication.

**5. Voting by correspondence or using electronic means of communication.**

The Company does not provide the opportunity to vote by correspondence or using electronic means of communication.

**6. Day of registering participation in the General Meeting of Shareholders**

The day for registering participation at the General Meeting of Shareholders is 22 October 2013.

**7. The right to participate in the General Meeting of Shareholders**

- 1) Only those persons are entitled to participate in the General Meeting of Shareholder who on the General Meeting participation registration day, i.e. 22 October 2013 are TP S.A. shareholders. A personal certificate of entitlement to attend the General Meeting of Shareholders will be issued by the entity keeping a securities account, no later than by the first weekday after the participation registration date, i.e. 23 October 2013.
- 2) The list of Shareholders entitled to participate in the General Meeting shall be determined on the basis of information received from the National Depository for Securities (NDS). However, it is recommended that Shareholders hold a personal certificate of entitlement to attend the General Meeting of Shareholders issued by the entity keeping a securities account.
- 3) Shareholders will be permitted to participate in the General Meeting of Shareholders after showing proof of identity, and proxies after showing proof of identity and a power of attorney granted in written or electronic form. Representatives of legal persons or entities without a legal personality shall additionally present current copies from appropriate registers, indicating persons entitled to represent those entities.



### III. Access to documents

- 1) All information and documentation which is to be presented to the General Meeting together with draft resolutions will be available on the Company website [www.orange.pl/inwestorzy](http://www.orange.pl/inwestorzy) as of the day the General Meeting is convened.
- 2) As of 31 October 2013 a shareholder is entitled to demand copies of applications pertaining to issues on the agenda at: Aleje Jerozolimskie 160, 02-326 Warsaw.

point 6.  
of the meeting agenda

Adoption of a resolution on the merger of the Company with Orange Polska sp. z o.o. and Polska Telefonia  
Komórkowa – Centertel sp. z o.o.

## TRANSLATION

### resolution no. 75/13

of TP S.A. Management Board

of 9.09.2013

on the adoption of the merger plan with PTK-Centertel sp. z o.o. and Orange Polska sp. z o.o.

Pursuant to § 25.4 of TP S.A. Articles of Association, the following has been resolved:

#### § 1

The Management Board of the company operating under the business name Telekomunikacja Polska Spółka Akcyjna with its registered office in Warsaw, ul. Twarda 18, 00-105 Warsaw, REGON: 012100784, NIP: 5260250995, covered entirely with share capital amounting to 3.937.072.437 zł., entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000010681, hereinafter "TP", hereby approves the merger plan of TP as the acquiring company with Polska Telefonia Komórkowa - Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw and Orange Polska spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, as the target companies, through the merger by acquisition pursuant to Article 492 § 1 item 1 of the Act of 15 September 2000 - the Commercial Companies Code, which is attached to this resolution.

#### § 2

This resolution shall come into force on the day it has been adopted.

Appendix to resolution no. 75/13  
of TP S.A. Management Board  
dated 9.09.2013

## MERGER PLAN

prepared and agreed on 9 September 2013 in Warsaw between:

- (1) Telekomunikacja Polska Spółka Akcyjna with its registered office in Warsaw, ul. Twarda 18, 00-105 Warsaw, REGON: 012100784, NIP: 5260250995, covered entirely with share capital amounting to PLN 3,937,072,437, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000010681, as the acquiring company, hereinafter referred to as "TP",
- represented by its management board members: Maciej Witucki, Piotr Muszyński, Vincent Lobry, Jacques de Galzain and Jacek Kowalski;

and

- (2) Polska Telefonia Komórkowa – Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Skierniewicka 10A, 01-230 Warsaw, REGON: 010541739, NIP: 5270206872, with the share capital amounting to PLN 2,690,501,964, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 00000006107, as the target company, hereinafter referred to as "Centertel",
- represented by its management board members: Mariusz Gaca and Maciej Nowochoński,

and

- (3) Orange Polska spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Twarda 18 lok. 25.42, 00-105 Warsaw, REGON: 142855473, NIP: 5252504470, with the share capital amounting to PLN 5,000, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000380943, as the target company, hereinafter referred to as "Orange",
- represented by its management board member: Jacques de Galzain.

TP, Centertel and Orange are further jointly referred to as "Companies", and Centertel and Orange – as the "Target Companies".

### PREAMBLE

- 1.1 This merger plan between Telekomunikacja Polska Spółka Akcyjna with its registered office in Warsaw, Polska Telefonia Komórkowa – Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw and Orange Polska spółka z ograniczoną odpowiedzialnością with its registered office in

Warsaw (the "Merger Plan") has been agreed, approved and executed in accordance with Article 498 and 499 of the Act of 15 September 2000 - the Commercial Companies Code (the "CCC").

1.2 In order to:

- Simplify the management of companies;
- Cost savings through increased operational efficiency, as well as integrating and simplifying processes;
- develop convergent offers of fixed and mobile services and standardize customer service of merged companies,

TP, Centertel and Orange intend to merge pursuant to Article 492 § 1 item 1) of the CCC, by acquisition of all the assets of Orange and Centertel as the target companies by TP as the acquiring company (the "Merger").

1.3 In view of the fact that TP is a public company and, according to the provisions on public offering and the terms of placing of financial instruments in an organised system of trading and on public companies, it publishes semi – annual financial reports and makes them available to its shareholders, pursuant to Article 499 § 4 of the CCC TP is not obliged to attach to the merger plan an accounting statement drawn up for the purpose of merger, which according to Article 499 § 2 item 4 of the CCC is an obligatory attachment to the merger plan.

1.4 In view of the fact that TP holds 100% of shares in Target Companies, the contemplated merger shall be conducted:

1.4.1 without the share capital of TP being increased (Article 515 § 1 of the CCC), and

1.4.2 in the simplified manner (Article 516 § 1 in connection with Article 516 § 6 of the CCC).

CONSIDERING THE ABOVE, THE PARTIES HAVE AGREED THE FOLLOWING MERGER PLAN:

1 TYPES, BUSINESS NAMES AND REGISTERED OFFICES OF THE MERGING COMPANIES

1.1 Acquiring Company:

Telekomunikacja Polska Spółka Akcyjna, a joint-stock company with its registered office in Warsaw.

1.2 Target Companies:

1.2.1 Polska Telefonia Komórkowa - Centertel spółka z ograniczoną odpowiedzialnością, a limited liability company with its registered office in Warsaw;

1.2.2 Orange Polska spółka z ograniczoną odpowiedzialnością, a limited liability company with its registered office in Warsaw

2 METHOD OF MERGER

2.1 The Merger shall be performed by:

2.1.1 transfer to TP, as the only shareholder of the Target Companies, of all the assets of the Target Companies by way of universal succession, and

2.1.2 dissolution of the Target Companies without their liquidation, in accordance with Article 492 § 1 item 1 of the CCC.

2.2 As a result of the Merger, TP, as the Acquiring Company, shall enter, at the date of merger, into all the rights and obligations of the Target Companies, in accordance with Article 494 § 1 of the CCC.

2.3 In view of the fact, that TP, as the Acquiring Company, holds all the shares in the share capital of the Target Companies:

2.3.1 the merger shall be conducted without share capital increase of TP as the Acquiring Company, in accordance with Article 515 §1 of the CCC,

2.3.2 reports of the management boards of the Companies, referred to in Article 501 §1 of the CCC, shall not be drawn up, in accordance with Article 516 § 5 of the CCC in connection with Article 516 § 6 of the CCC,

2.3.3 the Merger Plan shall not be analysed by a court expert assigned by the district court, in accordance with Article 516 § 5 of the CCC in connection with Article 516 § 6 of the CCC,

2.3.4 the Merger Plan does not indicate information described in Article 499 § 1 items 2-4 of the CCC, in accordance with Article 516 § 5 of the CCC in connection with Article 516 § 6 of the CCC.

### **3 RIGHTS GRANTED BY TP AS THE ACQUIRING COMPANY TO THE SHAREHOLDERS HOLDING PRIVILEGES IN CENTERTEL AND ORANGE AS THE TARGET COMPANIES**

With regard to the Merger, TP, as the Acquiring Company, shall not grant any rights, described in Article 499 § 1 item 5 of the CCC to shareholders and persons holding privileges in Centertel and Orange as the Target Companies.

### **4 SPECIAL BENEFITS FOR MEMBERS OF THE GOVERNING BODIES OF THE COMPANIES AND OTHER PERSONS PARTICIPATING IN THE MERGER**

Neither TP, as the Acquiring Company, nor Centertel and Orange, as the Target Companies, shall grant special benefits, described in Article 499 § 1 item 6 CCC to the members of the governing bodies or other persons participating in the Merger.

### **5 AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF TP**

The Articles of Association of TP as the Acquiring Company shall be amended in respect of the objects of the company and the business name of TP as the Acquiring Company due to the Merger.

However, in view of the fact that the Merger shall be performed in accordance with Article 515 § 1 of the CCC, i.e. without increase of the share capital of TP as the Acquiring Company, the Articles of Association of TP shall not be amended in respect of the share capital.

### **6 MANDATORY APPENDICES TO THE MERGER PLAN**

In accordance with Article 499 §2 of the CCC the following shall be attached to the Merger Plan:

- Draft resolution of general meeting of Centertel as the target company on the merger (Appendix No. 1);
- Draft resolution of general meeting of TP as the acquiring company on the merger (Appendix No. 2);
- Draft resolution of general meeting of Orange as the target company on the merger (Appendix No.3);
- Specification of the value of assets of Centertel as the target company as at 31 August 2013 (Appendix No.4);
- Specification of the value of assets of Orange as target company as at 31 August 2013 (Appendix No.5);
- Declaration of Centertel as the target company on the state of the company's accounts for the purposes of the merger as at 31 August 2013 (Appendix No.6);
- Declaration of Orange as the target company on the state of the company's accounts for the purposes of the merger as at 31 August 2013 (Appendix No.7);
- Draft amendments to the Articles of Association of TP as the acquiring company (Appendix No. 8).

For Telekomunikacja Polska Spółka Akcyjna:

\_\_\_\_\_  
Maciej Witucki

\_\_\_\_\_  
Piotr Muszyński

\_\_\_\_\_  
Vincent Lobry

\_\_\_\_\_  
Jacques de Galzain

\_\_\_\_\_  
Jacek Kowalski

For Polska Telefonia Komórkowa – Centertel sp. z o.o.:

\_\_\_\_\_  
Mariusz Gaca

\_\_\_\_\_  
Maciej Nowohoński

For Orange Polska sp. z o.o.:

\_\_\_\_\_  
Jacques de Galzain

Appendix No. 1 to the Merger Plan of Telekomunikacja Polska S.A.,  
PTK – Centertel sp. z o.o. and Orange Polska sp. z o.o

Draft of

Resolution No. [●]

of Extraordinary Shareholders' Meeting

of Polska Telefonia Komórkowa – Centertel spółka z ograniczoną odpowiedzialnością with  
its registered office in Warsaw

on the merger of Telekomunikacja Polska S.A. with PTK – Centertel sp. z o.o. and Orange  
Polska sp. z o.o.

Pursuant to Article 506 § 1 of the Commercial Companies Code (the "CCC") it is resolved as follows:

§ 1

"Extraordinary Shareholders' Meeting of Polska Telefonia Komórkowa – Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw ("Centertel") resolves to merger pursuant to Article 492 § 1 item 1 of the CCC Centertel as the Target Company with a company operating under the business name Telekomunikacja Polska S.A. with its registered office in Warsaw, ul. Twarda 18, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000010681 (the "Acquiring Company"), as the acquiring company, and Orange Polska spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Twarda 18 lok. 25.42, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court of the capital city for Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000380943 ("Orange Polska"), as the target company, (Centertel oraz Orange Polska are hereinafter jointly referred to as the "Target Companies"), by transfer of all of the assets of the Target Companies to the Acquiring Company being the sole shareholder of the Target Companies."

§ 2

"The Extraordinary Shareholders' Meeting of Centertel resolves to approve the merger plan agreed between the Acquiring Company and the Target Companies on 9 September 2013 (the "Merger Plan"), constituting an Attachment No. 1 to this protocol, and to the content of all appendices to the Merger Plan."

§ 3

"The Extraordinary Shareholders' Meeting of Centertel resolves to approve the amendments to the Articles of Association of the Acquiring Company in the following scope:

- I. § 1 of the Articles of Association shall have the following new wording:



„The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A.”

II. § 6 Section 1 of the Articles of Association shall have the following new wording:

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

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 3) Repair of electronic and optical equipment [PKD 33.13.Z];
- 4) Repair of electrical equipment [PKD 33.14.Z];
- 5) Trade of electricity [PKD 35.14.Z];
- 6) Construction of utility projects for fluids [PKD 42.21.Z];
- 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 8) Electrical installation [PKD 43.21.Z];
- 9) Other construction installation [PKD 43.29.Z];
- 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 23) Book publishing [PKD 58.11.Z];

- 24) Publishing of directories and mailing lists [PKD 58.12.Z]
- 25) Publishing of newspapers [PKD 58.13.Z];
- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];
- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];
- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];
- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];

- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 60) Technical testing and analysis [PKD 71.20.B];
- 61) Research and experimental development on biotechnology [PKD 72.11.Z];
- 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 63) Advertising agencies [PKD 73.11.Z];
- 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 68) Market research and public opinion polling [PKD 73.20.Z];
- 69) Specialised design activities [PKD 74.10.Z];
- 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];

- 76) Other human resources provision [PKD 78.30.Z];
- 77) Other reservation service not elsewhere classified [PKD 79.90.C];
- 78) Private security activities other than security systems service activities [PKD 80.10.Z];
- 79) Security systems service activities [PKD 80.20.Z];
- 80) Investigation activities [PKD 80.30.Z];
- 81) Combined office administrative service activities [PKD 82.11.Z];
- 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 83) Activities of call centres [PKD 82.20.Z];
- 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 86) Sports and recreation education [PKD 85.51.Z];
- 87) Cultural education [PKD 85.52.Z];
- 88) Other education not elsewhere classified [PKD 85.59.B];
- 89) Educational support activities [PKD 85.60.Z];
- 90) Performing arts [PKD 90.01.Z];
- 91) Support activities to performing arts [PKD 90.02.Z];
- 92) Operation of sports facilities [PKD 93.11.Z];
- 93) Activities of sport clubs [PKD 93.12.Z];
- 94) Fitness facilities [PKD 93.13.Z];
- 95) Other sports activities [PKD 93.19.Z];
- 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 97) Repair and maintenance of communication equipment [PKD 95.12.Z]."

#### § 4

"The Extraordinary Shareholders' Meeting of Centertel resolves that the merger shall be performed in accordance with the Merger Plan, in particular:

- the merger of the Acquiring Company with the Target Companies shall be performed in accordance with simplified procedure stipulated in Article 515 § 1 of the CCC in connection with Article 516 § 6 of the CCC, i.e. without the increase of the share capital of the Acquiring Company due to the fact that the Acquiring Company holds 100 % shares in the Target Companies;

- the shareholders and persons holding privileges in the Acquiring Company shall not be granted any rights stipulated in Article 499 § 1 item 5) of the CCC;
- neither members of governing bodies of merging companies, nor any other persons participating in the merger shall be granted any special benefits, stipulated in art. 499 § 1 item 6) of the CCC".

Appendix No. 2 to the Merger Plan of Telekomunikacja Polska S.A.,  
PTK – Centertel sp. z o.o. and Orange Polska sp. z o.o.

Draft of  
Resolution No. [•]  
of Extraordinary Shareholders' Assembly  
of Telekomunikacja Polska S.A. with its registered office in Warsaw  
on the merger of Telekomunikacja Polska S.A. with PTK – Centertel sp. z o.o. and Orange Polska  
sp. z o.o.

Pursuant to Article 506 § 1 of the Commercial Companies Code (the "CCC") it is resolved as follows:

§ 1

"The Extraordinary Shareholders' Meeting of Telekomunikacja Polska S.A. with its registered office in Warsaw (the "Acquiring Company") resolves to merge pursuant to Article 492 § 1 item 1 of the CCC the Acquiring Company with a company under the business name Polska Telefonii Komórkowa – Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Skierniewicka 10A, 01-230 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Department, under KRS No. 0000006107("Centertel"), as the target company, and Orange Polska spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Twarda 18 lok. 25.42, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000380943("Orange Polska"), as the target company, (Centertel and Orange Polska are hereinafter jointly referred to as the "Target Companies"), by transfer of all of the assets of the Target Companies to the Acquiring Company being the sole shareholder of the Target Companies."

§ 2

"Extraordinary Shareholders' Meeting of the Acquiring Company resolves to approve the merger plan agreed between the Acquiring Company and the Target Companies on 9 September 2013 (the "Merger Plan"), constituting an Attachment No. 1 to this protocol, and to the content of all appendices to the Merger Plan."

§ 3

"The Extraordinary Shareholders' Meeting of Acquiring Company resolves to approve the amendments to the Articles of Association of the Acquiring Company in the following scope:

I. § 1 of the Articles of Association shall have the following new wording:

"The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A."

II. § 6 Section 1 of the Articles of Association shall have the following new wording:

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

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 3) Repair of electronic and optical equipment [PKD 33.13.Z];
- 4) Repair of electrical equipment [PKD 33.14.Z];
- 5) Trade of electricity [PKD 35.14.Z];
- 6) Construction of utility projects for fluids [PKD 42.21.Z];
- 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 8) Electrical installation [PKD 43.21.Z];
- 9) Other construction installation [PKD 43.29.Z];
- 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 23) Book publishing [PKD 58.11.Z];
- 24) Publishing of directories and mailing lists [PKD 58.12.Z];
- 25) Publishing of newspapers [PKD 58.13.Z];

- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];
- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];
- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];
- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];



- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 60) Technical testing and analysis [PKD 71.20.B];
- 61) Research and experimental development on biotechnology [PKD 72.11.Z];
- 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 63) Advertising agencies [PKD 73.11.Z];
- 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 68) Market research and public opinion polling [PKD 73.20.Z];
- 69) Specialised design activities [PKD 74.10.Z];
- 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
- 76) Other human resources provision [PKD 78.30.Z];
- 77) Other reservation service not elsewhere classified [PKD 79.90.C];

- 78) Private security activities other than security systems service activities [PKD 80.10.Z];
- 79) Security systems service activities [PKD 80.20.Z];
- 80) Investigation activities [PKD 80.30.Z];
- 81) Combined office administrative service activities [PKD 82.11.Z];
- 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 83) Activities of call centres [PKD 82.20.Z];
- 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 86) Sports and recreation education [PKD 85.51.Z];
- 87) Cultural education [PKD 85.52.Z];
- 88) Other education not elsewhere classified [PKD 85.59.B];
- 89) Educational support activities [PKD 85.60.Z];
- 90) Performing arts [PKD 90.01.Z];
- 91) Support activities to performing arts [PKD 90.02.Z];
- 92) Operation of sports facilities [PKD 93.11.Z];
- 93) Activities of sport clubs [PKD 93.12.Z];
- 94) Fitness facilities [PKD 93.13.Z];
- 95) Other sports activities [PKD 93.19.Z];
- 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 97) Repair and maintenance of communication equipment [PKD 95.12.Z].”

#### § 4

“The Extraordinary Shareholders’ Meeting of the Acquiring Company, resolves that the merger shall be performed in accordance with the Merger Plan, in particular:

- the merger of the Acquiring Company with the Target Companies shall be performed in accordance with simplified procedure stipulated in Article 515 § 1 of the CCC in connection with Article 516 § 6 of the CCC, i.e. without the increase of the share capital of the Acquiring Company due to the fact that the Acquiring Company holds 100 % shares in the Target Companies;
- the shareholders and persons holding privileges in the Acquiring Company shall not be granted any rights stipulated in Article 499 § 1 item 5) of the CCC;
- neither members of governing bodies of merging companies, nor any other persons participating in the merger shall be granted any special benefits, stipulated in art. 499 § 1 item 6) of the CCC”.

Appendix No. 3 to the Merger Plan of Telekomunikacja Polska S.A.,  
PTK – Centertel sp. z o.o. and Orange Polska sp. z o.o

Draft of

Resolution No. [●]

of Extraordinary Shareholders' Meeting

of Orange Polska spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw  
on the merger of Telekomunikacja Polska S.A. with PTK – Centertel sp. z o.o. and Orange Polska  
sp. z o.o.

Pursuant to Article 506 § 1 of the Commercial Companies Code (the "CCC") it is resolved as follows:

§ 1

"The Extraordinary Shareholders' Meeting of Orange Polska spółka z ograniczoną odpowiedzialnością with its seat in Warsaw ("Orange Polska") resolves to merger pursuant to Article 492 § 1 item 1 of Orange Polska as target company with a company operating under the business name Telekomunikacja Polska S.A. with its registered office in Warsaw, ul. Twarda 18, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000010681 (the "Acquiring Company"), as the acquiring company and Polska Telefonia Komórkowa - Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Skierniewicka 10A, 01-230 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Department, under KRS No. 0000006107, ("Centertel"), as target company, (Centertel and Orange Polska are hereinafter jointly referred to as the "Target Companies"), by transfer of all of the assets of the Target Companies to the Acquiring Company being the sole shareholder of the Target Companies."

§ 2

"The Extraordinary Shareholders' Meeting of Orange Polska resolves to approve the merger plan agreed between the Acquiring Company and the Target Companies on 9 September 2013 (the "Merger Plan"), constituting an **Attachment No. 1** to this protocol, and to the content of all appendices to the Merger Plan."

§ 3

"The Extraordinary Shareholders' Meeting of Orange Polska resolves to approve the amendments to the Articles of Association of the Acquiring Company in the following scope:

- I. § 1 of the Articles of Association shall have the following new wording:

„The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A.”

II. § 6 Section 1 of the Articles of Association shall have the following new wording:

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

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 3) Repair of electronic and optical equipment [PKD 33.13.Z];
- 4) Repair of electrical equipment [PKD 33.14.Z];
- 5) Trade of electricity [PKD 35.14.Z];
- 6) Construction of utility projects for fluids [PKD 42.21.Z];
- 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 8) Electrical installation [PKD 43.21.Z];
- 9) Other construction installation [PKD 43.29.Z];
- 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 23) Book publishing [PKD 58.11.Z];

- 24) Publishing of directories and mailing lists [PKD 58.12.Z]
- 25) Publishing of newspapers [PKD 58.13.Z];
- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];
- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];
- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];
- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];

- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 60) Technical testing and analysis [PKD 71.20.B];
- 61) Research and experimental development on biotechnology [PKD 72.11.Z];
- 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 63) Advertising agencies [PKD 73.11.Z];
- 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 68) Market research and public opinion polling [PKD 73.20.Z];
- 69) Specialised design activities [PKD 74.10.Z];
- 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];

- 76) Other human resources provision [PKD 78.30.Z];
- 77) Other reservation service not elsewhere classified [PKD 79.90.C];
- 78) Private security activities other than security systems service activities [PKD 80.10.Z];
- 79) Security systems service activities [PKD 80.20.Z];
- 80) Investigation activities [PKD 80.30.Z];
- 81) Combined office administrative service activities [PKD 82.11.Z];
- 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 83) Activities of call centres [PKD 82.20.Z];
- 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 86) Sports and recreation education [PKD 85.51.Z];
- 87) Cultural education [PKD 85.52.Z];
- 88) Other education not elsewhere classified [PKD 85.59.B];
- 89) Educational support activities [PKD 85.60.Z];
- 90) Performing arts [PKD 90.01.Z];
- 91) Support activities to performing arts [PKD 90.02.Z];
- 92) Operation of sports facilities [PKD 93.11.Z];
- 93) Activities of sport clubs [PKD 93.12.Z];
- 94) Fitness facilities [PKD 93.13.Z];
- 95) Other sports activities [PKD 93.19.Z];
- 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 97) Repair and maintenance of communication equipment [PKD 95.12.Z]."

#### § 4

"The Extraordinary Shareholders' Meeting of Orange Polska resolves that the merger shall be performed in accordance with the Merger Plan, in particular:

- the merger of the Acquiring Company with the Target Companies shall be performed in accordance with simplified procedure stipulated in Article 515 § 1 of the CCC in connection with Article 516 § 6 of the CCC, i.e. without the increase of the share capital of the Acquiring Company due to the fact that the Acquiring Company holds 100 % shares in the Target Companies;

- the shareholders and persons holding privileges in the Acquiring Company shall not be granted any rights stipulated in Article 499 § 1 item 5) of the CCC;
- neither members of governing bodies of merging companies, nor any other persons participating in the merger shall be granted any special benefits, stipulated in art. 499 § 1 item 6) of the CCC”.



Appendix No. 4 to the Merger Plan of Telekomunikacja Polska S.A., PTK – Centertel sp. z o.o.  
and Orange Polska sp. z o.o.

Specification of the value of assets of Polska Telefonia Komórkowa - Centertel spółka z ograniczoną  
odpowiedzialnością as of 31 August 2013

The Management Board of the company operating under the business name Polska Telefonia Komórkowa - Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Skierniewicka 10A, 01-230 Warsaw, REGON: 010541739, NIP: 5270206872, with the share capital amounting to PLN 2,690,501,964, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000006107, hereinafter "Centertel", declares for and on behalf of Centertel, pursuant to Article 499 § 2 item 3 of the Act of 15 September 2000 - the Commercial Companies Code (the "CCC"), as follows:

In connection with the intended merger pursuant to Article 492 § 1 item 1 of the CCC of Centertel as the target company with the company operating under the business name Telekomunikacja Polska Spółka Akcyjna with its registered office in Warsaw, ul. Twarda 18, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000010681, as the acquiring company, on the basis of the balance sheet drawn up as of 31 August 2013, pursuant to Article 499 § 2 item 3 of the CCC, the following asset valuation of Centertel as at 31 August 2013 has been determined:

- (i) The total assets amount to PLN 6.087.627.000 (in words: six billion eighty seven million six hundred twenty seven thousand zlotys);
- (ii) Total liabilities and provisions for liabilities amounts to PLN 2.534.804.000 (in words: two billion five hundred thirty four million eight hundred four thousand zlotys);
- (iii) The net assets amount to PLN 3.552.823.000 (in words: three billion five hundred fifty two million eight hundred twenty three thousand zlotys);

The above balance drawn up as of 31 August 2013 constitutes an attachment to this specification.

Warsaw, 9 September 2013

For Polska Telefonia Komórkowa - Centertel sp. z o.o.:

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Mariusz Gaca

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Maciej Nowohoński

Appendix No. 5 to the Merger Plan of Telekomunikacja Polska S.A., PTK – Centertel sp. z o.o.  
and Orange Polska sp. z o.o.

Specification of the value of assets of Orange Polska spółka z ograniczoną odpowiedzialnością as of 31  
August 2013

The Management Board of the company operating under the business name **Orange Polska spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, ul. Twarda 18 lok. 25.42, 00-105 Warsaw, REGON: 142855473, NIP: 5252504470, with the share capital amounting to PLN 5,000, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000380943, hereinafter "**Orange Polska**", declares for and on behalf of Orange Polska, pursuant to Article 499 § 2 item 3 of the Act of 15 September 2000 - the Commercial Companies Code (the "CCC"), as follows:

In connection with the intended merger pursuant to Article 492 § 1 item 1 of the CCC of Orange Polska as the target company with the company operating under the business name Telekomunikacja Polska Spółka Akcyjna with its registered office in Warsaw, ul. Twarda 18, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000010681, as the acquiring company, on the basis of the balance sheet drawn up as of 31 August 2013, pursuant to Article 499 § 2 item 3 of the CCC, the following asset valuation of Orange Polska as of 31 August 2013 has been determined:

- (i) The total assets amount to PLN 134.000 (in words: one hundred thirty four thousand zlotys);
- (ii) Total liabilities and provisions for liabilities amounts to PLN 13.000 (in words: thirteen thousand zlotys);
- (iii) The net assets amount to PLN 121.000 (in words: one hundred twenty one thousand zlotys);

The above balance drawn up as of 31 August 2013 constitutes an attachment to this specification.

Warsaw, 9 September 2013

For Orange Polska sp. z o.o.:

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Jacques de Galzain

Appendix No. 6 to the Merger Plan of Telekomunikacja Polska S.A., PTK – Centertel sp. z o.o.  
and Orange Polska sp. z o.o.

Declaration of Polska Telefonia Komórkowa - Centertel spółka z ograniczoną odpowiedzialnością as the  
target company on the state of the company's accounts for the purposes of the merger

The Management Board of the company operating under the business name Polska Telefonia Komórkowa - Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Skierniewicka 10A, 01-230 Warsaw, REGON: 010541739, NIP: 5270206872, with the share capital amounting to PLN 2,690,501,964, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000006107, hereinafter "Centertel", declares for and on behalf of Centertel, pursuant to Article 499 § 2 item 4 of the Act of 15 September 2000 - the Commercial Companies Code (the "CCC"), as follows:

In connection with the intended merger pursuant to Article 492 § 1 item 1 of the CCC of Centertel as the target company with the company operating under the business name Telekomunikacja Polska Spółka Akcyjna with its registered office in Warsaw, ul. Twarda 18, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000010681, as the acquiring company, on the basis of the balance sheet drawn up as of 31 August 2013, pursuant to Article 499 § 2 item 4 and § 3 of the CCC, the following value of the assets of Centertel as of 31 August 2013 has been determined:

- (i) The balance sheet total of the assets and liabilities is PLN 6.087.627.000 (in words: six billion eighty seven million six hundred twenty seven thousand zlotys);

The above balance sheet drawn up as of 31 August 2013 constitutes an attachment to this declaration.

Warsaw, 9 September 2013

For Polska Telefonia Komórkowa - Centertel sp. z o.o.:

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Mariusz Gaca

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Maciej Nowohoński

**STATEMENT OF FINANCIAL POSITION of**  
**Polska Telefonia Komórkowa - Centertel Sp. z o.o.**

(in PLN thousands)

	<i>At 31 August 2013</i>
<b>ASSETS</b>	
Intangible assets	1 429 338
Property, plant and equipment	2 442 743
Interests in joint ventures and investments in subsidiaries and associates	15 168
Deferred tax assets	277 695
<b>Total non-current assets</b>	<b>4 164 944</b>
Inventories	143 595
Trade receivables	725 008
Loans and receivables excluding trade receivables	842 622
Income tax assets	1 562
Other assets	10 760
Prepaid expenses	101 187
Cash and cash equivalents	97 949
<b>Total current assets</b>	<b>1 922 683</b>
<b>TOTAL ASSETS</b>	<b>6 087 627</b>
<b>EQUITY AND LIABILITIES</b>	
Share capital	2 690 502
Other reserves	12 513
Retained earnings	849 808
<b>Total equity</b>	<b>3 552 823</b>
UMTS licence payable	837 994
Employee benefits	5 326
Provisions	132 021
<b>Total non-current liabilities</b>	<b>975 341</b>
Trade payables, excluding UMTS licence payable	1 019 490
UMTS licence payable	63 669
Employee benefits	23 109
Provisions	61 287
Other liabilities	13 569
Deferred income	378 339
<b>Total current liabilities</b>	<b>1 559 463</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>6 087 627</b>

Appendix No. 7 to the Merger Plan of Telekomunikacja Polska S.A., PTK – Centertel sp. z o.o.  
and Orange Polska sp. z o.o.

Declaration of Orange Polska spółka z ograniczoną odpowiedzialnością as the target company on the  
state of the company's accounts for the purposes of the merger

The Management Board of the company operating under the business name Orange Polska spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Twarda 18 lok. 25.42, 00-105 Warsaw, REGON: 142855473, NIP: 5252504470, with the share capital amounting to PLN 5,000, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000380943, hereinafter "Orange Polska", declares for and on behalf of Orange Polska, pursuant to Article 499 § 2 item 4 of the Act of 15 September 2000 - the Commercial Companies Code (the "CCC"), as follows:

In connection with the intended merger pursuant to Article 492 § 1 item 1 of the CCC of Orange Polska as the target company with the company operating under the business name Telekomunikacja Polska Spółka Akcyjna with its registered office in Warsaw, ul. Twarda 18, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000010681, as the acquiring company, on the basis of the balance sheet drawn up as of 31 August 2013, pursuant to Article 499 2 item 4 and 3 of the CCC, the following value of the assets of Orange Polska as of 31 August 2013 has been determined:

- (i) The balance sheet total of the assets and liabilities is PLN 134 000 (in words: one hundred thirty four thousand zlotys);

The above balance sheet drawn up as of 31 August 2013 constitutes an attachment to this declaration.

Warsaw, 9 September 2013

For Orange Polska sp. z o.o.:

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Jacques de Galzain

# STATEMENT OF FINANCIAL POSITION of Orange Polska Sp. z o.o.

(in PLN thousands)

	At 31 August 2013
<b>ASSETS</b>	
Intangible assets	
Property, plant and equipment	
Investments in subsidiaries	
Financial assets available for sale	
Deferred tax assets	1
<b>Total non-current assets</b>	<b>1</b>
Inventories	
Trade receivables	
Income tax assets	
Other assets	38
Loans and receivables excluding trade receivables	
Cash and cash equivalents	95
<b>Total current assets</b>	<b>133</b>
<b>TOTAL ASSETS</b>	<b>134</b>
<b>EQUITY AND LIABILITIES</b>	
Share capital	5
Other reserves	158
Retained earnings	(42)
<b>Total equity</b>	<b>121</b>
Financial liabilities at fair value through profit or loss	
Employee benefits	
Provisions	
Deferred tax liabilities	
<b>Total non-current liabilities</b>	
Financial liabilities at fair value through profit or loss	
Trade payables	13
Employee benefits	
Provisions	
Income tax payable	
Other liabilities	
<b>Total current liabilities</b>	<b>13</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>134</b>

Appendix No. 8 to the Merger Plan of Telekomunikacja Polska S.A.,  
PTK – Centertel sp. z o.o. and Orange Polska sp. z o.o.

Draft of amendments to the Articles of Association of the Acquiring Company

- 1 § 1 of the Articles of Association shall have the following new wording:

„The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A.”

- 2 § 6 Section 1 of the Articles of Association shall have the following new wording:

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

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 3) Repair of electronic and optical equipment [PKD 33.13.Z];
- 4) Repair of electrical equipment [PKD 33.14.Z];
- 5) Trade of electricity [PKD 35.14.Z];
- 6) Construction of utility projects for fluids [PKD 42.21.Z];
- 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 8) Electrical installation [PKD 43.21.Z];
- 9) Other construction installation [PKD 43.29.Z];
- 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];

- 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 23) Book publishing [PKD 58.11.Z];
- 24) Publishing of directories and mailing lists [PKD 58.12.Z]
- 25) Publishing of newspapers [PKD 58.13.Z];
- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];
- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];



- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];
- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 60) Technical testing and analysis [PKD 71.20.B];
- 61) Research and experimental development on biotechnology [PKD 72.11.Z];
- 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 63) Advertising agencies [PKD 73.11.Z];
- 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 68) Market research and public opinion polling [PKD 73.20.Z];
- 69) Specialised design activities [PKD 74.10.Z];
- 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];

- 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
- 76) Other human resources provision [PKD 78.30.Z];
- 77) Other reservation service not elsewhere classified [PKD 79.90.C];
- 78) Private security activities other than security systems service activities [PKD 80.10.Z];
- 79) Security systems service activities [PKD 80.20.Z];
- 80) Investigation activities [PKD 80.30.Z];
- 81) Combined office administrative service activities [PKD 82.11.Z];
- 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 83) Activities of call centres [PKD 82.20.Z];
- 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 86) Sports and recreation education [PKD 85.51.Z];
- 87) Cultural education [PKD 85.52.Z];
- 88) Other education not elsewhere classified [PKD 85.59.B];
- 89) Educational support activities [PKD 85.60.Z];
- 90) Performing arts [PKD 90.01.Z];
- 91) Support activities to performing arts [PKD 90.02.Z];
- 92) Operation of sports facilities [PKD 93.11.Z];
- 93) Activities of sport clubs [PKD 93.12.Z];
- 94) Fitness facilities [PKD 93.13.Z];
- 95) Other sports activities [PKD 93.19.Z];
- 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 97) Repair and maintenance of communication equipment [PKD 95.12.Z]."

**resolution no. 85/13**  
of the TP S.A. Management Board

**dated** 8 October 2013

**on** a motion to the Extraordinary General Meeting to adopt resolutions on a merger and on amending the Articles of Association

Pursuant to § 25 par. 4 of the TP S.A. Articles of Association, it is resolved as follows:

**§ 1**

The TP S.A. Management Board resolves to approach the Extraordinary General Meeting with a motion on:

- 1) adoption of a resolution on the merger of the Company with Orange Polska sp. z o.o. and Polska Telefonia Komórkowa – Centertel sp. z o.o.,
- 2) adoption of a resolution on amending the Articles of Association,
- 3) adoption of a resolution on adoption of the unified text of the Articles of Association.

**§ 2**

The TP S.A. Management Board resolves to present the motions referred to in § 1 to the Supervisory Board in order to obtain its opinion pursuant to § 23 par. 2 pt. 7 of the Articles of Association of TP S.A.

**§ 3**

1. A justification of the motion referred to in § 1 pt. 1 constitutes Attachment No. 1 to this resolution.
2. Drafts of the relevant resolutions of the Extraordinary General Meeting, as referred to in § 1, constitute Attachments No. 2, 3 and 4 to this resolution.

**§ 4**

This resolution comes into effect on the day it is adopted.

Attachment no. 1 to resolution no. 85/13  
of TP S.A. Management Board  
dated 8 October 2013

## Justification of the motion to adopt resolutions on a merger and on amending the Articles of Association

The adoption of resolutions of the Extraordinary General Meeting as specified in Resolution No. 85/13 of the Telekomunikacja Polska S.A. Management Board dated 8 October 2013 is necessary due to the intended merger of Telekomunikacja Polska S.A. with Orange Polska sp. z o.o. with its registered office in Warsaw and Polska Telefonia Komórkowa-Centertel sp. z o.o. with its registered office in Warsaw (the "**Merger**"). The Merger will be effected in order to (i) simplify the management of the above companies; (ii) achieve cost cutting through operational effectiveness growth, as well as the integration and simplification of processes; and (iii) develop convergent offers combining fixed line and mobile services and unify service provision for customers of the merging companies.

The planned Merger is to be carried out in accordance with Article 492 § 1 pt. 1) of the Commercial Companies Code ("CCC"), i.e. through a transfer of all of the assets of Orange Polska sp. z o.o. and Polska Telefonia Komórkowa-Centertel sp. z o.o. (the "**Target Companies**") to Telekomunikacja Polska S.A. As Telekomunikacja Polska S.A. holds 100 per cent of the shares in the share capital of the Target Companies, the Merger will be carried out:

- (i) without the share capital of Telekomunikacja Polska S.A. being increased (Article 515 § 1 of the CCC), and,
- (ii) in the simplified manner (Article 516 § 1 read together with Article 516 § 6 of the CCC).

The adoption of a resolution by the Extraordinary General Meeting on the merger of Telekomunikacja Polska S.A. with the Target Companies is necessary pursuant to Article 506 § 1 and 2 of the CCC. The Merger will require an amendment of the Articles of Association of Telekomunikacja Polska S.A. pertaining to its business name and objects of the company, which justifies the adoption of resolutions by the Extraordinary General Meeting on amending the Articles of Association and on adoption of the unified text of the Articles of Association.

# resolution no. 28/13

of TP S.A. Supervisory Board

dated October 17, 2013

on expressing an opinion on the merger of Telekomunikacja Polska S.A. with Orange Polska sp. z o.o. and Polska Telefonia Komórkowa - Centertel sp. z o.o.

Pursuant to § 23 clause 1 and clause 2 item 7 of TP S.A. Articles of Association, the following is hereby resolved:

## § 1

TP S.A. Supervisory Board expresses a positive opinion on the decision of the TP S.A. Management Board on approval of the merger plan with PTK – Centertel sp. z o.o. and Orange Polska sp. z o.o. expressed in the Resolution No. 75/13 dated September 9, 2013 and on the motion of the TP S.A. Management Board expressed in the resolution no. 85/13 dated October 8 2013 on a motion to the Extraordinary General Meeting to adopt resolutions on a merger and on amending the Articles of Association.

## § 2

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

1. Maciej Witucki
2. Andrzej K. Koźmiński
3. Benoit Scheen
4. Marc Ricau
5. Timothy Boatman
6. Henryka Bochniarz
7. Jean-Marie Culpin
8. Eric Debroeck
9. Mirosław Gronicki
10. Sławomir Lachowski
11. Marie-Christine Lambert
12. Pierre Louette
13. Gervais Pellissier
14. Gérard Ries
15. Wiesław Rozłucki

Attachment no. 2 to resolution no. 85/13  
of TP S.A. Management Board  
dated 8 October 2013

Resolution No.1  
of Extraordinary General Meeting  
of Telekomunikacja Polska S.A. with its registered office in  
Warsaw  
on the merger of the Company with Orange Polska sp. z o.o.  
and Polska Telefonia Komórkowa – Centertel sp. z o.o.

Pursuant to Article 506 § 1 of the Commercial Companies Code (the "CCC") it is resolved as follows:

§ 1

The Extraordinary General Meeting of Telekomunikacja Polska S.A. with its registered office in Warsaw (the "Acquiring Company") resolves to merge pursuant to Article 492 § 1 item 1 of the CCC the Acquiring Company with a company under the business name Polska Telefonia Komórkowa - Centertel spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Skierniewicka 10A, 01-230 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Department, under KRS No. 0000006107 ("Centertel"), as the target company, and Orange Polska spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, ul. Twarda 18 lok. 25.42, 00-105 Warsaw, entered in the commercial register of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division, under KRS No. 0000380943 ("Orange Polska"), as the target company, (Centertel and Orange Polska are hereinafter jointly referred to as the "Target Companies"), by transfer of all of the assets of the Target Companies to the Acquiring Company being the sole shareholder of the Target Companies.

§ 2

Extraordinary General Meeting of the Acquiring Company resolves to approve the merger plan agreed between the Acquiring Company and the Target Companies on 9 September 2013 (the "Merger Plan"), constituting an Attachment No. 1 to this protocol, and to the content of all appendices to the Merger Plan.

### § 3

Extraordinary General Meeting of Acquiring Company resolves to approve the amendments to the Articles of Association of the Acquiring Company in the following scope:

I. § 1 of the Articles of Association shall have the following new wording:

„The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A."

II. § 6 Section 1 of the Articles of Association shall have the following new wording:

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

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 3) Repair of electronic and optical equipment [PKD 33.13.Z];
- 4) Repair of electrical equipment [PKD 33.14.Z];
- 5) Trade of electricity [PKD 35.14.Z];
- 6) Construction of utility projects for fluids [PKD 42.21.Z];
- 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 8) Electrical installation [PKD 43.21.Z];
- 9) Other construction installation [PKD 43.29.Z];
- 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];

- 23) Book publishing [PKD 58.11.Z];
- 24) Publishing of directories and mailing lists [PKD 58.12.Z];
- 25) Publishing of newspapers [PKD 58.13.Z];
- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];
- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];
- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];
- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];



- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 60) Technical testing and analysis [PKD 71.20.B];
- 61) Research and experimental development on biotechnology [PKD 72.11.Z];
- 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 63) Advertising agencies [PKD 73.11.Z];
- 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 68) Market research and public opinion polling [PKD 73.20.Z];
- 69) Specialised design activities [PKD 74.10.Z];
- 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];

- 76) Other human resources provision [PKD 78.30.Z];
- 77) Other reservation service not elsewhere classified [PKD 79.90.C];
- 78) Private security activities other than security systems service activities [PKD 80.10.Z];
- 79) Security systems service activities [PKD 80.20.Z];
- 80) Investigation activities [PKD 80.30.Z];
- 81) Combined office administrative service activities [PKD 82.11.Z];
- 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 83) Activities of call centres [PKD 82.20.Z];
- 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 86) Sports and recreation education [PKD 85.51.Z];
- 87) Cultural education [PKD 85.52.Z];
- 88) Other education not elsewhere classified [PKD 85.59.B];
- 89) Educational support activities [PKD 85.60.Z];
- 90) Performing arts [PKD 90.01.Z];
- 91) Support activities to performing arts [PKD 90.02.Z];
- 92) Operation of sports facilities [PKD 93.11.Z];
- 93) Activities of sport clubs [PKD 93.12.Z];
- 94) Fitness facilities [PKD 93.13.Z];
- 95) Other sports activities [PKD 93.19.Z];
- 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 97) Repair and maintenance of communication equipment [PKD 95.12.Z]."

#### § 4

Extraordinary General Meeting of the Acquiring Company, resolves that the merger shall be performed in accordance with the Merger Plan, in particular:

- the merger of the Acquiring Company with the Target Companies shall be performed in accordance with simplified procedure stipulated in Article 515 § 1 of the CCC in connection with Article 516 § 6 of the CCC, i.e. without the increase of the share capital of the Acquiring Company due to the fact that the Acquiring Company holds 100 % shares in the Target Companies;
- the shareholders and persons holding privileges in the Acquiring Company shall not be granted any rights stipulated in Article 499 § 1 item 5) of the CCC;

- neither members of governing bodies of merging companies, nor any other persons participating in the merger shall be granted any special benefits, stipulated in art. 499 § 1 item 6) of the CCC.

point 7.  
of the meeting agenda

Adoption of a resolution on amending the Articles of Association

Attachment no. 3 to resolution no. 85/13  
of TP S.A. Management Board  
dated 8 October 2013

**Resolution No.2**  
**of Extraordinary General Meeting**  
**of Telekomunikacja Polska S.A. with its registered office in**  
**Warsaw**  
**on amending the Articles of Association**

Pursuant to Article 430 § 1 of the Commercial Companies Code (the "CCC") the following amendments to the Articles of Association of Telekomunikacja Polska S.A. are resolved:

**§ 1**

§ 1 of the Articles of Association shall have the following new wording:

„The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A.”

**§ 2**

§ 6 clause 1 of the Articles of Association shall have the following new wording:

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

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 3) Repair of electronic and optical equipment [PKD 33.13.Z];
- 4) Repair of electrical equipment [PKD 33.14.Z];
- 5) Trade of electricity [PKD 35.14.Z];
- 6) Construction of utility projects for fluids [PKD 42.21.Z];
- 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 8) Electrical installation [PKD 43.21.Z];
- 9) Other construction installation [PKD 43.29.Z];
- 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];

- 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 23) Book publishing [PKD 58.11.Z];
- 24) Publishing of directories and mailing lists [PKD 58.12.Z];
- 25) Publishing of newspapers [PKD 58.13.Z];
- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];
- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];
- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];

- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 60) Technical testing and analysis [PKD 71.20.B];
- 61) Research and experimental development on biotechnology [PKD 72.11.Z];
- 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 63) Advertising agencies [PKD 73.11.Z];
- 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 68) Market research and public opinion polling [PKD 73.20.Z];
- 69) Specialised design activities [PKD 74.10.Z];
- 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
- 76) Other human resources provision [PKD 78.30.Z];
- 77) Other reservation service not elsewhere classified [PKD 79.90.C];
- 78) Private security activities other than security systems service activities [PKD 80.10.Z];
- 79) Security systems service activities [PKD 80.20.Z];
- 80) Investigation activities [PKD 80.30.Z];
- 81) Combined office administrative service activities [PKD 82.11.Z];
- 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 83) Activities of call centres [PKD 82.20.Z];
- 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];

- 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 86) Sports and recreation education [PKD 85.51.Z];
- 87) Cultural education [PKD 85.52.Z];
- 88) Other education not elsewhere classified [PKD 85.59.B];
- 89) Educational support activities [PKD 85.60.Z];
- 90) Performing arts [PKD 90.01.Z];
- 91) Support activities to performing arts [PKD 90.02.Z];
- 92) Operation of sports facilities [PKD 93.11.Z];
- 93) Activities of sport clubs [PKD 93.12.Z];
- 94) Fitness facilities [PKD 93.13.Z];
- 95) Other sports activities [PKD 93.19.Z];
- 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 97) Repair and maintenance of communication equipment [PKD 95.12.Z]."



point 8.  
of the meeting agenda

Adoption of a resolution on adoption of the unified text of the Articles of Association

Attachment no. 4 to resolution no. 85/13  
of TP S.A. Management Board  
dated 8 October 2013

Resolution No.3  
of Extraordinary General Meeting  
of Telekomunikacja Polska S.A. with its registered office in  
Warsaw  
on the adoption of the unified text of the Articles of Association

§ 1

The following unified text of Articles of Association of Telekomunikacja Polska S.A. is resolved:

ARTICLES OF ASSOCIATION  
OF  
ORANGE POLSKA S.A.

- *unified text* -

## I. GENERAL PROVISIONS

### § 1

The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A.

### § 2

1. The seat of the Company shall be in the capital city of Warsaw.
2. The Company has been established for an indefinite period of time.

### § 3

The Company shall conduct its activities in accordance with the provisions of the Commercial Companies Code and other regulations.

### § 4

1. The State Treasury is the founder of the Company.
2. The Company was created as a result of the transformation of an organised part of a state enterprise called: Polish Post, Telegraph and Telephone.

### § 5

1. The activity of the Company shall be conducted in the Republic of Poland and abroad.
2. Within its area of activity the Company may establish branch offices and representative offices in Poland and abroad as well as hold interests in and establish companies and participate in other organisations.

## II. OBJECTS OF THE COMPANY

### § 6

1. The objects of the Company shall be as follows:
  - 1) Manufacture of communication equipment [PKD 26.30.Z];
  - 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
  - 3) Repair of electronic and optical equipment [PKD 33.13.Z];
  - 4) Repair of electrical equipment [PKD 33.14.Z];
  - 5) Trade of electricity [PKD 35.14.Z];
  - 6) Construction of utility projects for fluids [PKD 42.21.Z];
  - 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
  - 8) Electrical installation [PKD 43.21.Z];
  - 9) Other construction installation [PKD 43.29.Z];
  - 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
  - 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
  - 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
  - 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
  - 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
  - 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
  - 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
  - 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
  - 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
  - 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];

- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 23) Book publishing [PKD 58.11.Z];
- 24) Publishing of directories and mailing lists [PKD 58.12.Z];
- 25) Publishing of newspapers [PKD 58.13.Z];
- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];
- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];
- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];
- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];

- 60) Technical testing and analysis [PKD 71.20.B];
  - 61) Research and experimental development on biotechnology [PKD 72.11.Z];
  - 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
  - 63) Advertising agencies [PKD 73.11.Z];
  - 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
  - 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
  - 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
  - 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
  - 68) Market research and public opinion polling [PKD 73.20.Z];
  - 69) Specialised design activities [PKD 74.10.Z];
  - 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
  - 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
  - 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
  - 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
  - 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
  - 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
  - 76) Other human resources provision [PKD 78.30.Z];
  - 77) Other reservation service not elsewhere classified [PKD 79.90.C];
  - 78) Private security activities other than security systems service activities [PKD 80.10.Z];
  - 79) Security systems service activities [PKD 80.20.Z];
  - 80) Investigation activities [PKD 80.30.Z];
  - 81) Combined office administrative service activities [PKD 82.11.Z];
  - 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
  - 83) Activities of call centres [PKD 82.20.Z];
  - 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
  - 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
  - 86) Sports and recreation education [PKD 85.51.Z];
  - 87) Cultural education [PKD 85.52.Z];
  - 88) Other education not elsewhere classified [PKD 85.59.B];
  - 89) Educational support activities [PKD 85.60.Z];
  - 90) Performing arts [PKD 90.01.Z];
  - 91) Support activities to performing arts [PKD 90.02.Z];
  - 92) Operation of sports facilities [PKD 93.11.Z];
  - 93) Activities of sport clubs [PKD 93.12.Z];
  - 94) Fitness facilities [PKD 93.13.Z];
  - 95) Other sports activities [PKD 93.19.Z];
  - 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
  - 97) Repair and maintenance of communication equipment [PKD 95.12.Z].
2. The Company also performs tasks related to national defence and security within the scope defined by law.

### III. SHARE CAPITAL

#### § 7

1. The share capital shall be composed of:
  - a) 1,312,357,479 (one billion three hundred twelve million three hundred fifty seven thousand and four hundred seventy nine) 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 3.958.411.437 zł (three billion and nine hundred fifty eight million four hundred eleven thousand and four hundred thirty seven), 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 conditional share capital shall be established for the purpose of enabling the exercise of the right to subscribe, with priority over the existing shareholders, for no more than 7,113,000 (seven million one hundred and thirteen thousand) ordinary B-series bearer shares, which right is only vested in the holders of bonds with pre-emption right, issued in accordance with Resolution No. 38 of the General Assembly as of 28 April 2006, and allocated to the employees and executives of the Company and its subsidiaries, in accordance with the terms and conditions of the Incentive Program for the TP Group Management.

#### § 8

1. The Company's shares may be redeemed upon the shareholder's consent through purchase thereof by the Company (voluntary redemption).
2. The voluntary redemption of shares shall require a resolution by the General Assembly of Shareholders, which, in particular, shall define the amount of remuneration to which the shareholder is entitled for the redeemed shares or the justification behind the redemption of shares without remuneration.
3. Resolution on redemption of shares may be preceded by agreements with the shareholders whose shares are to be redeemed. Such agreements shall be executed following a resolution of the General Assembly of Shareholders authorising the Management Board to execute such agreements within the scheme of repurchase for the purpose of redemption. The agreements shall specify the number of shares being purchased and the remuneration for those shares. The remuneration shall be agreed by the parties and take into consideration the criteria specified in article 5 of Commission Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments.
4. In a case of shares purchased within repurchase schemes, redemption of the Company's own shares shall take place during such scheme or after its completion and shall apply to all the shares within such scheme.

#### § 9

1. The General Assembly of Shareholders may adopt a resolution on the increase of the initial capital by issuing new shares or by increasing the nominal value of shares.
2. The initial capital may also be increased by transferring funds from legal reserve capital or other reserve capital in the amount set out in a resolution of the General Assembly of Shareholders.

#### § 10

The Company may issue convertible bonds.

#### IV. GOVERNING BODIES OF THE COMPANY

##### § 11

The governing bodies of the Company shall be:

- 1) the General Assembly;
- 2) the Supervisory Board;
- 3) the Management Board.

#### 1. GENERAL ASSEMBLY

##### § 12

1. There shall be Annual General Assembly and Extraordinary General Assemblies.
2. The Annual General Assembly shall be convened by the Management Board or by the Supervisory Board, if the Management Board fails to convene it within the period set out by the law. The Annual General Assembly shall take place not later than six months after the end of each financial year.
3. An Extraordinary General Assembly shall be convened by:
  - 1) the Management Board upon its own initiative or upon a written motion of the Supervisory Board or shareholder(s) representing at least 5% of the share capital,
  - 2) the Supervisory Board, if it is necessary in its opinion,
  - 3) a shareholder(s) representing at least half of the share capital or at least half of total votes in the Company.
4. An Extraordinary General Assembly convened upon a motion of the Supervisory Board or the shareholders representing at least 5% of the share capital shall be convened within two weeks from the date of the motion.

##### § 13

The following matters shall in particular be within the competence of the General Assembly:

- 1) review and approval of the financial statement and report on the Company's activity in the previous financial year;
- 2) distribution of profits or coverage of losses;
- 3) confirming proper execution of duties by the members of the Boards of the Company;
- 4) change of the objects of the Company;
- 5) amendment to the Articles of Association, including an increase or reduction of the share capital;
- 6) merger or change of the legal form of the Company;
- 7) dissolution and winding-up of the Company;
- 8) issuance of convertible bonds or first option bonds;
- 9) appointment and removal of the members of the Supervisory Board;
- 10) any decision on claims for compensation of damages suffered in the course of the Company's establishment or during the execution of managerial or supervisory functions;
- 11) transfer or lease of the Company's business or its organised part or the grant of usufruct thereon;
- 12) other matters set out in the Commercial Companies Code, other mandatory provisions or herein, excluding purchase and acquisition of real estate, the right of perpetual usufruct or a share in real estate, which lie within the competence of the Management Board and do not require passing a resolution by the General Assembly of Shareholders.



#### § 14

1. The agenda of the General Assembly shall be determined by the body or entity that had convened the General Assembly. If the General Assembly is convened upon the motion, referred to in § 12 clause 3 item 1) the Management Board shall include on the agenda the matters indicated by the shareholder(s) requesting the meeting.
2. The Supervisory Board or the shareholders representing at least 5% of the share capital may request that particular matters be included on the agenda of the next General Assembly. The request shall be submitted to the Management Board in writing or by electronic means at least 21 days prior to the General Assembly. The request shall be accompanied by a justification or a draft resolution regarding the proposed item.
3. Any matters to be resolved by the General Assembly shall first be presented by the Management Board to the Supervisory Board for its opinion.

#### § 15

The General Assemblies shall take place in Warsaw.

#### § 16

The General Assembly shall be valid regardless of the number of shares being represented.

#### § 17

1. The resolutions of the General Assembly shall be adopted by a simple majority of votes cast, unless the Commercial Companies Code or these Articles of Association provide otherwise.
2. The voting at the General Assembly shall be open. A secret ballot shall be used at elections or upon motions for removal of the members of the Company's Boards or liquidators, for calling them to account for their actions or in personal matters. A secret ballot shall also be used whenever requested by at least one of the Shareholders or their representatives present at the General Assembly.

#### § 18

1. A General Assembly shall be opened by the Chairman of the Supervisory Board or his deputy, and in their absence, by the President of the Management Board or a person appointed by the Management Board. Afterwards, a chairman of the General Assembly shall be elected from among persons eligible to attend the meeting.
2. The General Assembly shall adopt its by-laws setting out the detailed procedures for holding the Assembly.

### 2. SUPERVISORY BOARD

#### § 19

1. The Supervisory Board shall consist of between 9 (nine) and 16 (sixteen) members at least 1/3 of whom will be independent members. Subject to clause 7, the members of the Supervisory Board shall be appointed and removed by the General Assembly.
2. The General Assembly may determine the fixed, minimum or maximum number of members of the Supervisory Board within the range specified in clause 1 above.
3. A member of the Supervisory Board shall have the relevant education, professional and practical experience and high morals and shall be able to devote all time required to properly perform the function on the Supervisory Board.
4. The independent members of the Supervisory Board shall satisfy the following conditions:
  - 1) not to be, or have been for the previous five years a member of the Management Board of the Company, or its dominant or subsidiary company and not to belong to senior management of such entities,

- 2) not to be, or have been within the previous five years an employee of the Company, or its dominant or subsidiary company,
  - 3) not to receive, or have received, significant additional remuneration or any pecuniary performance from the Company, or its dominant or subsidiary company apart from a fee received as a member of the Supervisory Board,
  - 4) not to be or to represent in any way, particularly as a management board's member, a supervisory board's member or senior employee, of a dominant shareholder,
  - 5) not to have, or have had within the previous year, a significant business relationship (as a significant supplier of goods or services, including financial, legal, advisory or consulting services, or significant customer) with the Company or an associated company, either directly or as a partner, significant shareholder, director or senior employee of an entity having such a relationship,
  - 6) not to be, or have been within the previous three years an external auditor of the Company, or its dominant or subsidiary company or an employee of such auditor,
  - 7) not to be a member of a management board in a company in which a member of the Management Board of the Company is a member of the supervisory board,
  - 8) not to have served on the Supervisory Board of the Company for more than twelve years from the date of the first appointment,
  - 9) not to have, or have had family connections with a member of the Management Board of the Company, senior employee of the Company, or a dominant shareholder.
5. Subject to clause 7, the term of office of each member of the Supervisory Board shall be three years.
  6. The mandate of a member of the Supervisory Board shall expire at the latest on the date of the General Assembly 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.
  7. In case the mandate of a member of the Supervisory Board expires for reasons other than the end of its term of office or dismissal from the Supervisory Board, the rest of the members of the Supervisory Board may appoint, by a majority of two thirds of the votes cast, a new member of the Supervisory Board. The mandate of such newly appointed member shall expire on the date of the next General Assembly held not earlier than five (5) weeks after the appointment.
  8. Number of members of the Supervisory Board appointed in accordance with clause 7 shall not exceed 3 persons.

## § 20

1. The members of the Supervisory Board shall elect from among their number the Chairman of the Supervisory Board, one or more deputies of the Chairman and the Secretary of the Supervisory Board.
2. The activities of the Supervisory Board shall be managed by the Chairman of the Supervisory Board, and when absent, by the Chairman's Deputy.
3. The Chairman of the Supervisory Board shall convene the meetings of the Supervisory Board and shall chair such meetings. When the Chairman is absent, the meeting may be convened and chaired by the Deputy. When the Chairman and the Deputy are absent, the meeting shall be chaired by the Supervisory Board Secretary or a Supervisory Board member named by the Chairman.
4. When the mandate of the Chairman of the Supervisory Board should expire, the meeting shall be convened and opened, respectively, by the Deputy or, when absent, by the Supervisory Board Secretary or by the Supervisory Board member who has been holding the function for the longest time and such meeting shall be chaired by the above named until a new Chairman is appointed.

5. The Supervisory Board may dismiss the Chairman, the Deputy Chairman and the Secretary of the Supervisory Board from their positions at any time.

#### § 21

1. The Supervisory Board shall hold meetings at least once a quarter.
2. The Management Board or a member of the Supervisory Board may request a meeting of the Supervisory Board to be convened, specifying the proposed agenda for the meeting. The Chairman of the Supervisory Board shall convene the meeting within two weeks from the date of the motion. If the Chairman of the Supervisory Board fails to convene the meeting within two weeks from the date of the motion, the mover of the motion may convene the meeting himself, specifying the date, the place and the proposed agenda.

#### § 22

1. The Supervisory Board may adopt resolutions if all members of the Supervisory Board have been invited to the meeting.
2. The Supervisory Board may adopt resolutions only in the matters set out in the invitation, unless all members of the Supervisory Board consent to the taking of such resolution.
3. Unless these Articles of Association provide otherwise, the Supervisory Board shall pass its resolutions by a simple majority of the votes cast provided that at least one-half of the total number of members are present at the meeting. In the case of a tied vote, the Chairman shall have a casting vote.
4. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting a vote in writing via another member of the Supervisory Board. Casting a vote in writing shall not apply to issues added to the agenda during the meeting of the Supervisory Board.
5. The Supervisory Board may adopt resolutions in a written form or by using means of direct remote communication. Such resolution shall be valid if all members of the Supervisory Board have been informed about the content of a draft resolution.
6. Adoption of resolutions under the procedure defined in clauses 4 and 5 above shall not apply to the election of the Chairman, deputy Chairman and the Secretary of the Supervisory Board, appointment of the Member of the Management Board as well as dismissal and suspension of such persons.
7. The Supervisory Board shall adopt and amend its by-laws which describe in detail the procedures of operation of the Supervisory Board by a simple majority of the votes cast.

#### § 23

1. The Supervisory Board shall be responsible for permanent supervision over the Company's activity (including activity led through controlled subsidiaries).
2. The powers of the Supervisory Board shall include in particular:
  - 1) evaluation of annual financial statements of the Company;
  - 2) evaluation of the Management Board's report on Company's activities and motions of the Management Board regarding distribution of profits or covering of losses;
  - 3) submitting a written report on the results of the evaluations referred to in items 1 and 2 above to the General Assembly;
  - 4) appointing, dismissing and suspending for important reasons a member of the Management Board or the entire Management Board;
  - 5) designating a member or members of the Supervisory Board to temporarily perform the duties of Management Board members in the case the Management Board members are suspended or otherwise unable to perform their duties;

- 6) determining the terms of remuneration of the Management Board and fixing the remuneration of members of the Management Board;
  - 7) stating an opinion on motions submitted by or via the Management Board to the General Assembly;
  - 8) appointing an auditor to examine financial statements of the Company;
  - 9) stating an opinion on annual and long-term business plans of the Company and its annual budget;
  - 10) stating an opinion on incurring liabilities in excess of the equivalent of EURO 100,000,000;
  - 11) stating an opinion on disposal of the Company's assets in excess of the equivalent of EURO 100,000,000;
  - 12) submitting a concise evaluation of the Company's standing to the General Assembly;
  - 13) dealing with other matters set out in the Commercial Companies Code or herein.
3. Members of the Supervisory Board are obliged to ensure that the Company and consolidated financial statements and the report on the activities of the group meet the requirements of the provisions of law on accountancy.
  4. The members of the Supervisory Board shall exercise their rights and perform their duties in person.
  5. The remuneration of the members of the Supervisory Board shall be determined by the General Assembly.

### 3. THE MANAGEMENT BOARD

#### § 24

1. The Management Board shall consist of between 3 and 10 members, including the President of the Management Board.
2. The term of office of each member of the Management Board shall be three years.
3. The President and other members of the Management Board shall be appointed and removed by the Supervisory Board.
4. The resolutions of the Supervisory Board regarding the appointment of the President or other members of the Management Board shall be adopted by a simple majority of the votes cast.
5. The mandates of the Management Board members shall expire at the latest on the date of the General Assembly 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.
6. Members of the Management Board may be at any time removed or suspended for important reasons by the Supervisory Board before the expiration of their term of office.
7. If the number of the members of the Management Board falls below the minimum set out herein, the Supervisory Board shall within two weeks hold a meeting to appoint additional members of the Management Board. The resolutions of the Management Board taken in the meantime shall be valid.

#### § 25

1. The Management Board shall manage the Company's affairs, administer its assets and represent the Company towards third parties.
2. The operations of the Management Board shall be headed by the President of the Management Board, who represents the employer towards all employees of the Company.
3. The President of the Management Board or, in the event of his absence, another member of the Management Board appointed by him shall chair meetings of the Management Board.

4. The Management Board shall be responsible for any matters relating to the Company's affairs which, under the Commercial Companies Code or these Articles of Association, do not fall within the competence of the General Assembly of Shareholders or the Supervisory Board.
5. The detailed procedures of operation of the Management Board shall be set out in by-laws adopted by the Management Board.
6. By means of a resolution of the Management Board, certain Company's matters may be assigned to particular members of the Management Board to be handled by themselves.
7. Resolutions of the Management Board may be adopted if all members of the Management Board have been informed about the meeting in a proper manner. The resolutions of the Management Board shall be passed by a majority vote of the entire Management Board.

#### § 26

1. The President of the Management Board acting jointly with another member of the Management Board shall be empowered to represent the Company.
2. The Company may appoint attorneys to perform a particular action or particular types of action, as well as appoint proxies.
3. The provisions of clause 1 above shall not prejudice the power to represent the Company which may be granted to a commercial proxy.

#### § 27

In any agreements or disputes between the Company and members of the Management Board, the Company shall be represented by a delegated member of the Supervisory Board.

### V. THE OPERATIONS OF THE COMPANY

#### § 28

The financial year of the Company shall be the calendar year.

#### § 29

Within 3 (three) months after the end of a financial year the Management Board shall prepare the financial statements of the Company as of the last day of the financial year, as well as a detailed report on the Company's activity in that year and submit them to the Supervisory Board within a time frame enabling fulfilment of duties imposed by the relevant regulations.

#### § 30

1. The General Assembly shall decide on the distribution of the Company's net profit, taking into account any deductions from the net profit required by law.
2. The resolution of the General Assembly on the distribution of the annual profit among Shareholders shall designate the dividend payment date and the ex-dividend date. The dividend payment date shall be no later than within six months from the date of such resolution.
3. Management Board of the Company is entitled to pay the shareholders an advance on the dividends expected at the end of the financial year if the company has sufficient funds for such payment, after prior receipt of the Supervisory Board's consent.

#### § 31

1. The Company shall create the following capital:
  - 1) share capital;
  - 2) supplementary capital;
  - 3) reserve capital;
  - 4) special-purpose funds; and
  - 5) other funds required by law.

2. Supplementary capital shall be created by annual contributions from the net profit in an amount of at least 8% of the profit until the supplementary capital reaches one-third of the total amount of the share capital. The amount of contributions shall be determined by the General Assembly. The General Assembly may decide to continue making contributions to the supplementary capital despite the fact that it has exceeded one-third of the total amount of the share capital.
3. The reserve capital shall be created by annual contributions from the net profit in an amount of at least 2% of the profit up to the amount determined by the General Assembly. The reserve capital shall be created independently from the supplementary capital and shall be used for the coverage of losses or expenses of the Company. The reserve capital may be also created from designated revenues of the Company, unless prohibited by the law.
4. A resolution of the General Assembly may also designate and use special purpose funds at the beginning of and at the end of a financial year.
5. The General Assembly shall decide on the use of the supplementary capital, reserve capital and special-purpose funds. The use of special-purpose funds may be also determined by the Management Board in accordance with the regulations adopted by the General Assembly.

## VI. FINAL PROVISIONS

### § 32

Any notice of the Company about the General Assembly having been convened shall be disclosed at the Company's premises at places accessible to the employees.