

**REGULATIONS**

**OF THE GENERAL MEETING**

**OF TELEKOMUNIKACJA POLSKA S.A.**

*Adopted through the resolution No. 38 of the Annual General Meeting of TP S.A. dated 23 April 2003,  
as amended by the resolution No. 37 of the Annual General Meeting of TP S.A. dated 24 April 2008*

**- uniform text -**

## **I. General Provisions**

### **§ 1**

The General Meeting shall be convened and conducted in the procedure and on the terms stipulated by the Code of Commercial Partnerships, Companies, TP S.A. Statute and these Regulations.

### **§ 2**

1. The following persons may take part in the General Meeting:
  - 1) Shareholders who have submitted to the Company inscribed deposit certificates at least one week before the date of the General Meeting and will not collect such certificates before the end of the Meeting;
  - 2) Members of the Management Board and of the Supervisory Board.
2. The Management Board may invite guests and experts to take part in the General Meeting as observers.

### **§ 3**

1. The shareholders may take part in the General Meeting and exercise the right of vote in person or by attorneys-in-fact (other representatives).
2. The power of attorney should be given in writing otherwise shall be void and shall be enclosed to the minutes of the General Meeting.
3. A Management Board member and a company employee may not act as attorneys-in-fact at the General Meeting.

## **II. Opening of Session and Election of Chairman**

### **§ 4**

The General Meeting shall be opened by the President of Supervisory Board or his deputy, and if they are not present by the President of Management Board or a person designated by the Management Board, and thereafter the Chairman shall be elected from among all those entitled to take part in the General Meeting.

### **§ 5**

1. Every person entitled to take part in the General Meeting has the right to candidate for the Chairman of General Meeting or to put forward to the minutes one candidate for the position of the Chairman of General Meeting.
2. The candidate who has been put forward shall be entered onto a list after submitting a statement to the minutes that he consents to candidate. The list of all candidates shall be drawn up by a person who has opened the General Meeting. The list is deemed closed upon being announced.
3. If only one candidate has been put forward this candidate shall become the Chairman of General Meeting if none of those entitled to voted raises an objection thereto.
4. The Chairman of General Meeting shall be elected by voting for each candidate in turn in an alphabetical order.
5. The person who has opened the General Meeting shall safeguard the proper conduct of voting, shall announce the name of the person elected for the Chairman of General Meeting and hand over direction over the session to that person.
6. The Chairman of General Meeting shall become the candidate who has received in the voting the largest simple majority of votes cast.
7. In the event that several candidates receive equal the largest simple majority of votes cast the person who has opened the General Meeting shall order a supplementary voting. The candidate who has received the largest simple majority of votes cast shall be deemed as elected.

### **III. Responsibilities of the Chairman**

#### **§ 6**

1. The Chairman of General Meeting shall direct the session in accordance with the agreed agenda, the law, the provisions of TP S.A. Statute and of this Regulations.
2. The Chairman of the General Meeting ensures an efficient conduct of the meeting and observance of the rights and interests of all shareholders. The chairman should counteract, in particular, the abuse of rights by the participants of the meeting and should guarantee that the rights of minority shareholders are respected.
3. The responsibilities of the Chairman of General Meeting comprise in particular:
  - 1) to ensure smooth and proper conduct of the session and voting,
  - 2) to give the floor,
  - 3) to give appropriate instructions to maintain order during the session,
  - 4) to order voting, to safeguard its proper conduct and to sign documents with the results of voting,
  - 5) to ensure that all issues on the agenda have been addressed,
  - 6) to give a final decision in procedural matters and in matters relating to the course of properly convened General Meeting.

#### **§ 7**

1. Promptly after election the Chairman of General Meeting shall sign an attendance list containing the names of those participating in the General Meeting, the number of shares submitted by each of them and the number of votes they are entitled to.
2. The attendance list shall be drawn up by person designated for that purpose by the Management Board.
3. The persons drawing the attendance list should:
  - 1) check identity of the shareholder or his attorney-in-fact (other representative) on the basis of an identity document or another credible document confirming the identity,
  - 2) check whether the shareholder is entitled to take part in the General Meeting,
  - 3) check whether the manner of shareholder's representation is correct; documents stating the right of representation (powers of attorney, extracts from appropriate registers, etc.) shall be enclosed to the minutes of General Meeting,
  - 4) obtain the signature of the shareholder or his attorney-in-fact (other representative) on the attendance list,
  - 5) issue to the shareholder or his attorney-in-fact (other representative) an appropriate magnetic card for voting or another document to be used for voting.
4. Appeals relating to the entitlement to take part in the General Meeting shall be addressed to the Chairman of General Meeting.
5. The attendance list should be exposed all the time during the continuance of the session of General Meeting until the latter is closed. The persons drawing up the attendance list are obliged to take down on an ongoing basis all changes in the attendance at the General Meeting stating also the moment when such changes have occurred.

### **IV. Statement that the General Meeting has been Properly Convened**

#### **§ 8**

After the Chairman of General Meeting has been elected and the attendance list has been signed the Chairman of General Meeting shall state that the Meeting has been properly convened and is capable to adopt resolutions, shall present the agenda and order the election of the Scrutiny Commission.

## **V. Election of Scrutiny Commission**

### **§ 9**

1. The Scrutiny Commission composed of 3 to 5 members shall be elected from among person entitled to take part in the General Meeting.
2. Every person entitled to take part in the General Meeting has the right to put forward to the minutes candidates for the Commission. Designated persons should consent to candidate. The election shall be made by voting for each candidate in turn in alphabetical order. The candidates who have received the largest simple majority of votes cast shall be deemed as elected, bearing in mind a set number of Scrutiny Commission members.
3. The Scrutiny Commission shall elect the Chairman from among themselves.
4. The Scrutiny Commission has to safeguard the proper conduct of voting, to check and determine the results of voting and to give the latter to the Chairman of General Meeting as well as to perform other activities relating to the voting.
5. If anything incorrect is found in the way voting is conducted the Scrutiny Commission has to inform promptly the Chairman of General Meeting thereof.
6. Documents with the results of each voting shall be signed by all Scrutiny Commission members and by the Chairman of General Meeting.

## **VI. Sessions**

### **§ 10**

1. The Chairman of General Meeting does not have the right to remove the matters from the agenda or to change the sequence of the matters put on the agenda without consent of the General Meeting.
2. No resolution may be adopted in matters which have not been put on the agenda unless the whole share capital is represented at the General Meeting and none of those present has objected to the adoption of the resolution.
3. A motion to convene the Extraordinary General Meeting and motions of procedural nature may be adopted even though they have not been put on the agenda.

### **§ 11**

1. After each subsequent matter on the agenda has been presented the Chairman of General Meeting shall open a discussion giving floor to speakers in the sequence in which they have submitted their willingness to speak. Upon the consent of the General Meeting several points from the agenda may be discussed jointly.
2. The Chairman of General Meeting may give floor to Management Board members and Supervisory Board members without paying attention to the sequence.
3. The Chairman of General Meeting may order that willingness to take part in discussion be submitted in writing giving name and surname of the person, and in the event of attorneys-in-fact (other representatives) of shareholders giving also the name and surname or business name of the principal.
4. If there are many persons declaring their willingness to take part in the discussion over a given point on the agenda the Chairman of General Meeting may decide that the number of speakers be limited.

### **§ 12**

1. The participants may rise to speak only in the matters which have been put on the agenda and are considered at the moment.
2. When every point on the agenda is considered each shareholder has the right to one speech of 5 minutes and a reply of 5 minutes.
3. The Chairman of General Meeting has the right to reprimand a speaker who diverts from the subject matter of the discussion or exceeds the agreed time as stipulated by sec. 2.

The Chairman of General Meeting may order that the speakers who do not comply with his reprimand leave the floor.

4. Each speech in the discussion over a particular draft resolution should be finished with an explicitly expressed standpoint whether the speaker is for or against this draft resolution.

### **§ 13**

Each shareholder has the right to ask questions in every matter on the agenda.

### **§ 14**

The shareholder has the right to object against a decision of the Chairman of General Meeting. The General Meeting shall decide in a resolution whether the decision of the Chairman be upheld or reversed.

### **§ 15**

1. Every shareholder has the right to suggest amendments and supplements to draft resolutions, which are covered by the agenda of General Meeting, by the time of closing the discussion over the point on the agenda referring to the draft resolution with which the suggestion is concerned.
2. The suggestions along with short justification should be submitted to the hands of the Chairman of General Meeting in writing, separately for each draft resolution, giving the name and surname (business name) of the shareholder or his attorney-in-fact (other representative).

### **§ 16**

The Chairman of General Meeting has the right to give the floor to invited guests and experts.

### **§ 17**

1. In procedural matters the Chairman of General Meeting may give the floor to speakers without paying attention to the sequence. A motion in a procedural matter may be put forward by every person entitled to take part in General Meeting.
2. As motions in procedural matters shall be treated motions relating to the manner of discussing and voting, and in particular to:
  - 1) limitation, adjourning or closing the discussion,
  - 2) closing the list of candidates for Chairman of General Meeting,
  - 3) closing the list of speakers,
  - 4) limitation of speech duration,
  - 5) manner of directing the session,
  - 6) ordering a recess in the session,
  - 7) sequence in which the motions are to be adopted.
3. Discussion over the motions in procedural matters should be opened directly after the motions have been put forward.
4. The Chairman of General Meeting may finish the discussion and order voting on the motion in the procedural matter.

## **VII. Adoption of Resolutions**

### **§ 18**

Subject to situations set forth in the Code of Commercial Partnerships and Companies and in TP S.A. Statute resolutions of the General Meeting shall be adopted by a simple majority of votes cast.

### **§ 19**

The shareholder may not vote, either in person or by an attorney-in-fact (other representative) or as an attorney-in-fact of other person, for adoption of resolutions relating to his liability against the Company, for whatever reasons, including granting him vote of acceptance, releasing him from liability against the Company or dispute between him and the Company.

## **§ 20**

1. Subject to sec. 2 voting shall be open.
2. Voting by secret ballot shall be ordered:
  - 1) during election of and on motions for revoking members of Company authorities or receivers,
  - 2) on motions for holding liable members of Company authorities or receivers,
  - 3) in personal matters,
  - 4) if at least one of the shareholders present or represented at the General Meeting demands so.

## **§ 21**

1. After closing discussion on each point on the agenda and before the voting is commenced the Chairman of General Meeting announces which motions have been put forward and determines the sequence in which they shall be voted on. Voting on motions is made in the sequence in which the motions have been put forward.
2. Voting may be made with the help of cards for voting or a computer system for casting and counting the votes which ensures that the quantity of votes cast conforms to the number of held shares as well as eliminates, if voting is by secret ballot, the possibility to identify how individual shareholders have voted.
3. Before voting is commenced the Chairman of General Meeting or a person designated by him shall provide detailed instructions relating to the manner in which voting will be conducted.

## **VIII. Election of Supervisory Board Members**

### **§ 22**

1. Candidates for Supervisory Board members shall be put forward to the minutes orally along with a justification.
2. The suggested candidate for a Supervisory Board member shall be entered onto a list after giving a statement to the minutes, in writing or orally, that he consents to candidate.
3. The list of suggested candidates for Supervisory Board members shall be drawn up by the Chairman of General Meeting in an alphabetical order. The list is deemed as closed upon having been announced.

### **§ 23**

1. Supervisory Board members are elected by voting for each candidate in turn in an alphabetical order.
2. The candidates who have received the largest simple majority of votes cast shall be deemed as elected for Supervisory Board members, bearing in mind the number of Supervisory Board members as stipulated by TP S.A. Statute.

## **IX. Election of Supervisory Board Members by Voting in Separate Groups**

### **§ 24**

1. Upon the motion of shareholders representing at least one fifth of the share capital the Supervisory Board should be elected on the coming General Meeting by voting in separate groups, even if TP S.A. Statute provides for another manner of appointing the Supervisory Board.
2. The motion for electing Supervisory Board members by voting in separate groups shall be submitted to the Management Board in writing within a time limit which enables placing on the agenda of the General Meeting the election of Supervisory Board members by voting in separate groups.
3. The election of Supervisory Board members by voting in separate groups shall be provided for in the agenda presented in the announcement that the General Meeting is to be convened.

4. It is allowed to combine several motions for electing Supervisory Board members by voting in separate groups into one motion if the shareholders who have made such motions do not represent one fifth of the share capital so that they could present jointly on the General Meeting over one fifth of the share capital.
5. Groups of shareholders shall be created for the purpose of electing Supervisory Board members. It is allowed to create so many groups how many places are available to be filled in the Supervisory Board. The part of Supervisory Board which is appointed by an entity (entities) provided for in a separate statutory act shall not be taken into account.
6. The minimum of shares required in order to create a group is determined by dividing the number of shares represented on the General Meeting by the number of places in the Supervisory Board which remain to be filled.
7. A group of shareholders has the right to elect so many Supervisory Board members how many times the number of shares represented by the group exceeds the minimum referred to in sec. 6.
8. The surplus number of shares in a given group which exceeds the minimum, or the multiplicity of the minimum, referred to in sec. 6 does not entitle the group to elect one more Supervisory Board member.
9. It is allowed to combine the groups for the purpose of electing together Supervisory Board member(s).
10. A simple majority of votes cast shall decide about the election of a Supervisory Board member within one group.
11. A shareholder may belong to only one voting group.
12. A resolution about electing Supervisory Board member(s) by a given group shall be recorded by a notary.

## **X. Final Provisions**

### **§ 25**

1. After all points on the agenda have been addressed the Chairman of General Meeting shall announce that the Meeting is closed.
2. To the matters not regulated by these Regulations the provisions of the Code of Commercial Partnerships and Companies and the provisions of TP S.A. Statute shall apply.

### **§ 26**

The following shall be no longer in force:

- 1) Resolution no. 1 of General Meeting of Telekomunikacja Polska S.A. dated 17 June 1999 on the adoption of the Regulations for TP S.A. General Meeting,
- 2) Resolution no. 4 of Extraordinary General Meeting of Telekomunikacja Polska S.A. dated 29 August 2002 on amendment of the Regulations for General Meeting of Shareholders,
- 3) Resolution no. 4 of Extraordinary General Meeting of Telekomunikacja Polska S.A. dated 29 August 2002 on amendment of the Regulations for General Meeting of Shareholders,
- 4) Resolution no. 5 of Extraordinary General Meeting of Telekomunikacja Polska S.A. dated 29 August 2000 on the adoption of a combined text of the Regulations for General Meeting of Shareholders.