Attachment
to the Supervisory Board Resolution
No. 610/10 dated 25.03.2010

REPORT

on the activity of the Supervisory Board of Telekomunikacja Polska S.A. and its committees in 2009

I. TP S.A. SUPERVISORY BOARD COMPOSITION:
Supervisory Board composition as on January 1, 2009:

1. Prof. Andrzej K. Koźmiński -	Chairman
2. Olivier Barberot -	Deputy Chairman and Chairman of the Strategy Committee
3. Olivier Faure -	Secretary
4. Antonio Anguita -	Board Member
5. Vivek Badrinath -	Board Member
6. Timothy Boatman -	Board Member and Chairman of the Audit Committee
7. Jacques Champeaux -	Board Member
8. Ronald Freeman -	Board Member and Chairman of the Remuneration Committee
9. Dr. Mirosław Gronicki -	Board Member
10. Stéphane Pallez -	Board Member
11. Georges Penalver -	Board Member
12. Prof. Jerzy Rajski -	Board Member
13. Dr. Wiesław Rozłucki -	Board Member

In 2009, composition of the Supervisory Board changed as follows:

- on 16 January 2009, the mandate of Mr. Olivier Faure expired. On the same day, Mr. Olivier Faure was appointed by the Extraordinary General Meeting as a Member of the Supervisory Board.

- on 23 April 2009, the mandates of Messrs. Andrzej K. Koźmiński, Olivier Barberot, Vivek Badrinath, Stéphane Pallez, Georges Penalver, Jerzy Rajski and Wiesław Rozłucki expired. On the same day, Messrs. Vivek Badrinath, Olivier Barberot, Andrzej K. Koźmiński, Marie-Christine Lambert, Jerzy Rajski, Raoul Roverato and Wiesław Rozłucki were appointed by the Extraordinary General Meeting as Members of the Supervisory Board.

Supervisory Board composition as on 31 December 2009:

1. Prof. Andrzej K. Koźmiński -	Chairman
2. Olivier Barberot -	Deputy Chairman and Chairman of the Strategy Committee
3. Olivier Faure -	Secretary
4. Antonio Anguita -	Board Member
5. Vivek Badrinath -	Board Member
6. Timothy Boatman -	Board Member and Chairman of the Audit Committee
7. Jacques Champeaux -	Board Member
8. Ronald Freeman -	Board Member and Chairman of the Remuneration Committee
9. Dr. Mirosław Gronicki -	Board Member
10. Marie-Christine Lambert -	Board Member
12. Prof. Jerzy Rajski -	Board Member
11. Raoul Roverato -	Board Member

13. Dr. Wiesław Rozłucki - Board Member

At present, TP has six independent members in the Supervisory Board, namely Messrs. Prof. Andrzej K. Koźmiński, Timothy Boatman, Ronald Freeman, Dr. Mirosław Gronicki, Prof. Jerzy Rajski, and Dr. Wiesław Rozłucki.

Three permanent committees operate within the Supervisory Board composed, as at 31 December 2009, of:

Audit Committee: Timothy Boatman – Chairman, Ronald Freeman, Olivier Faure and Marie-Christine Lambert - members;

Remuneration Committee: Ronald Freeman - Chairman, Olivier Barberot, Jacques Champeaux and Wiesław Rozłucki - members;

Strategy Committee – Olivier Barberot - Chairman, Jacques Champeaux, Olivier Faure, Mirosław Gronicki and Jerzy Rajski - members.

II. OPERATION

The Supervisory Board, acting according to the provisions of the Commercial Companies Code and the Company's Articles of Association, exercised permanent supervision over the Company's operations in all fields of its activities.

The Supervisory Board fulfilled in 2009 duties resulting from the provisions of the Commercial Companies Code:

1. Evaluated the Management Board's report on TP SA operations and the financial statements for the financial year 2008 and the Management Board's recommendation for distribution of the Company's profit,
2. Evaluated the Management Board's report on TP SA Capital Group's operations and the consolidated financial statements for the financial year 2008,
3. Filed with the General Shareholders' Meeting reports presenting results of the above-mentioned evaluation.

The Supervisory Board took due care in order to assure that the Management Board's reports and the financial statements were in compliance with the law.

The Supervisory Board also executed its rights and obligations arising from the Company's Articles of Association and Best Practices, of which the following should be mentioned:

1) appointments of members of the Management Board,
2) recommendations of motions addressed to the General Meeting, including motion for amendment of the Articles of Association,
3) selection of an independent auditor to audit the Company's financial statements,
4) preparing an opinion on TP SA and TP Group budget,
5) supervision of the realisation of TP Group's operating and financial objectives,
6) expressing an opinion on financial commitments exceeding the amount of 100 M €,
7) concise assessment of TP Group situation.

Throughout 2009 the Supervisory Board and its permanent committees focused on the following issues:

- Group's financial results and performance compared to the budget,
- Group's strategy in an increasingly competitive market and the global crisis,
- Arrangement with the President of the UKE,
- changes in the Management Board of the Company,
- EMTN bonds issuance programme,
- cost optimisation programme,
- customer satisfaction,
- Group's Real Estate optimization program.

The Supervisory Board met 10 times in 2009. The Board adopted 38 resolutions, of which 1 in writing (by correspondence).

The Supervisory Board used in its operations the opinions of the Audit Committee, the Remuneration Committee and the Strategy Committee.

Reports of the Audit, Remuneration and Strategy committees on theirs activities in 2009 are attached as Attachments 1, 2 and 3 respectively.

The Supervisory Board formulated a number of recommendations, remarks and motions for the Management Board, referring to different aspects of the company's operations.

The Supervisory Board was abreast with examination of the execution of resolutions and recommendations, analysing information of the Management Board presented on subsequent meetings.

III. EVALUATION OF THE WORK OF THE SUPERVISORY BOARD
Having in mind the above operations, the Supervisory Board is of the opinion that in 2009, showing due diligence, it exercised the supervision over all areas of the activities of Telekomunikacja Polska. Involvement of each Supervisory Board's member in supervision over a number of significant projects carried out by the Company enabled early consideration of risk and recommendations being made to the Management Board.

CONCISE ASSESSMENT OF THE GROUP'S STANDING IN 2009
PREPARED BY TP S.A. SUPERVISORY BOARD

This document is the Supervisory Board assessment of TP Group performance in 2009 in accordance with recommendation no. III.1.1 of the Code of Best Practices for WSE Listed Companies, introduced by the Warsaw Stock Exchange. The assessment is based on the 2009 Financial Results of the Group (the Company and its subsidiaries), as well as, on information obtained by the Supervisory Board during conducting of its statutory tasks.

Throughout 2009, the Supervisory Board focused on the following issues:

a) Group's financial results and performance compared to the budget,
b) Group's strategy in an increasingly competitive market and the global crisis,
c) Arrangement with the President of the UKE,
d) Changes in the Management Board of the Company,
e) EMTN bonds issuance programme,
f) Cost optimisation programme,
g) Customer satisfaction,
h) Group's Real Estate optimization program.

The Supervisory Board, through the work of its committees and all its members (including six independent), was actively engaged in the process of evaluation of the most important initiatives, having in mind the interest of all the Group's shareholders. In addition, it maintained oversight of the Group's operational and financial goals through management reporting at its quarterly meetings and was able, through the Audit Committee, to review and challenge the control, risk management and budgeting function performed by the Management.

TP Group operational review

In 2009, the Group continued to develop and launch a range of innovative and convergent products and services to maintain its market position and contain churn in both fixed and mobile telephony. In particular, the TV offer has proved to be a success, with TP's TV customer base tripled to reach ~372k subscribers. At the end of 2009, over 16% of TP retail broadband subscribers have also taken up TP TV offer. TP Group continued to make investments in developing the CDMA network to enable to broadband transmission in the areas where it is otherwise difficult and in expansion of the UMTS/HSPA network to provide customers with the highest service quality. This contributed to growth of the Group total broadband customer base, which was up by 8.4% in comparison to 2008.

In October 2009, the Group has signed an Arrangement with the President of the Office of Electronic Communications. This is a groundbreaking arrangement, both for TP Group and for the Polish telecommunication market. It creates a more predictable and investment-supportive regulatory conditions for the Group. It also improves the perspectives for infrastructure development on the Polish telecommunication market and stimulates fair competition. Based on this arrangement, TP has launched a country-wide investment program up to 1.2 million broadband access lines, including roughly 1 million lines with speed of at least 6mbps. The Company estimates that the total capital expenditure of this investment program could amount to ~3 billion polish zloty.

Fixed-line

TP Group's fixed business remained under strong regulatory and competitive pressure. TP Group continued to pursue the strategy of compensating lower revenue from fixed voice services with growth in Internet services. TP continued to promote new voice tariff plans, aimed at loyalising customers and optimising retention offers. The Company has also made significant improvements to its satellite TV offer, bringing its functionality on par with IPTV. TP has also made improvements to its broadband offering, with the launch of the 10mbps and 20mbps broadband options, matching the customer requirements and the offers of CATV competitors.

Mobile

The Supervisory Board monitored the development of the Group's mobile business with keen interest especially in the light of negative trends in fixed line revenues, and with an eye on likely future convergent trends. Apart of the regulatory decisions, which have taken their toll on market development, the mobile market has been hit by aggressive price competition driven by the new entrant. However, the Supervisory Board notes with satisfaction that in an increasingly competitive market environment, PTK Centertel, operating under the Orange brand, remained the leading force for innovation in 2009, competing principally on the quality of its products and services and the transparency and simplicity of its tariff structures. Despite the aggressive price competition, the mobile business has been able to grow its post-paid customer base by 7.4%, reflecting the value approach of PTK Centertel.

By continuing to operate at the forefront of new technology, Orange is able to provide its clients a wide range of the most up-to-date offers on the market, with particular focus on further development of mobile data transmission based on UMTS technology.

TP Group financial overview

Facing unprecedented regulatory and competitive pressure, the Group's key strategic goals in 2009 were to:

- strengthen promotion of integrated services to increase ARPU and improve customer retention and customer satisfaction;
- further integrate fixed and mobile units and gain efficiency from integrated business processes;
- further rationalize Group's operations and processes in order to optimize operating expenses
- further optimize Capex spending based on sound investment criteria in without hampering the growth;
- generate Net Free Cash Flow of at least PLN 3billion
- intensify the Group's balance sheet optimization to improve return on assets base, including optimalization of the real estate portfolio;
- improve quality of service and shorten time to market for new products by continuing IT systems transformation and integration with CRM systems;
- deliver an attractive return to shareholders keeping in mind conditions set up in the shareholder remuneration policy;
- promote predictable regulations according to the European Regulatory Framework and consistent with comparable benchmarks;
- further enhance internal control and risk management measures.

In 2009, despite a high decline of the market value, as well as the unexpected deterioration of the Polish Zloty, the Management met its guidance, set on Capex as percentage of revenue and Net Free Cash Flow. It was possible thanks to careful prioritisation of the Capex projects, aligning then with market demand, as well as thanks to sound effects of the 2009 Cost Optimisation Programme. Delivering on the Net Free Cash Flow of PLN 3.2billion in spite of the challenging market and

macroeconomic conditions has yet again proved the resilience of TP Group business model to adverse external factors.
TP Group has followed on the Supervisory Board recommendations and continued its progress in terms of the financing activity. Throughout 2009, the Company has been able to reduce its net debt by roughly PLN 1billion, thus bringing its net gearing to ~21%. It has improved its gross debt structure by increasing the share of bonds to ~68%, thus also extending the average maturity to 3.3 years. Coupled with a strong liquidity position and an effective hedging policy, this has enabled TP to maintain its valuable credit rating of A3/BBB+ with a stable outlook, thus making its balance sheet one of the safest in the sector.

TP Management Board has proposed an ordinary dividend of PLN 2,003 million, an equivalent of PLN 1.5 per share, payable in cash in the first half of 2010. That proposal obtained a positive opinion of the Supervisory Board and is subject to approval by the General Assembly of TP shareholders.

Conclusions and 2010 recommendations

Despite increased competition across all segments as well as intense regulatory pressure, TP Group has delivered satisfactory results in 2009. The Supervisory Board believes TP's Management Board has made the appropriate efforts to reach the 2009 objectives. Moreover, the Group, with its integrated offers and the new broadband investment program, is in a strong position to continue creating and exploiting the new opportunities on the Polish market.

The Supervisory Board's opinion is that in 2010 the Group should focus its activities to implement the newly announced medium term action plan and also to:

- Monitor business performance closely so as to be able to react quickly to unfavourable trading conditions caused by the current worldwide economic difficulties;
- Strive for leadership in value on fixed voice, mobile and broadband markets;
- Increase customer satisfaction and loyalty;
- Monitor TP Group EBITDA margin, with particular reference to the mobile segment
- Monitor capital expenditure, with a specific focus on the spend and efficiency of the broadband investment program, which was launched in connection with the Arrangement with the Regulator
- Mitigate foreign exchange effect on commercial expenses, financial costs and capital expenditure;
- Further optimize operating cost base;
- Maintain financial stability;
- Generate Net Free Cash Flow of at least PLN 2billion;
- Successfully implement the Arrangement with the Regulator
- Deliver an attractive return to shareholders keeping in mind conditions set up in the shareholder remuneration policy;
- Further enhance internal control and risk management measures.

Assessment of the Group's internal control including risk management

The Supervisory Board is responsible for reviewing the effectiveness of the Group's system of internal control and risk management established by the Management Board. Such a system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The key elements of this system of internal control, including risk management were presented in the Management Board's Report on the Activity of Telekomunikacja Polska Group for 2009, published on February 23rd 2010.
In 2009, the Group again completed a comprehensive assessment of its processes of internal control over financial reporting within the framework of Sarbanes-Oxley Program of France Telecom Group. Main deficiencies both in design and in effectiveness of the internal control have been either identified and corrected or appropriate action points have been launched. As a result of the assessment, the Management concluded that there were no weaknesses that would materially impact the internal control over the financial reporting at 31 December 2009. Continued efforts by Management in this regard are also needed in 2010.

The external auditors report to the Management Board and also to the Audit Committee on control deficiencies which they identified during their financial statements audit. Their recommendations are being implemented.