



Nadzwyczajne Walne Zgromadzenie

Telekomunikacji Polskiej S.A.

Extraordinary General Meeting

of Telekomunikacja Polska SA

Warszawa, 13 października 2011 roku / October 13th, 2011

TRANSLATION

Appendix to resolution no. 89/11
of TP S.A. Management Board
of 6.09.2011

Announcement of the Management Board of Telekomunikacja Polska S.A. about the Extraordinary General Meeting

I. Date time and venue of the Extraordinary General Meeting and detailed Agenda

The Management Board of Telekomunikacja Polska Spółka Akcyjna (hereinafter referred to as TP S.A. or the Company) with its registered seat in Warsaw, entered in the companies' register maintained by the Regional Court for the Capital City of Warsaw, 12th Business Division of the National Court Register, under the number 0000010681, acting pursuant to provisions of article 399 § 1 of the Commercial Companies Code and § 12 clause 2 of the Articles of Association of TP S.A., convenes the Extraordinary General Meeting to be held on October 13, 2011, 1:00 p.m., in Warsaw, in the premises of Telekomunikacja Polska Spółka Akcyjna at ul. Twarda 18, 3rd floor, conference room.

Agenda:

- 1) opening of the Meeting;
- 2) election of the Chairman;
- 3) statement that the Meeting is valid and capable to adopt resolutions;
- 4) adoption of the agenda;
- 5) election of the Scrutiny Commission;
- 6) adoption a resolution on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption,
- 7) Changes in the Supervisory Board's composition,
- 8) closing of the Meeting.

II. Information on participation rights in the General Meeting of TP S.A. ('GM')

1. Shareholder's right to request for certain issues to be put on the General Meeting's agenda and to table draft resolutions

- 1) Pursuant to art. 401 § 1 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital have the right to put issues on the GM agenda. The request shall contain the following:
 - a) the justification or a draft resolution on the proposed item,
 - b) an updated office copy of the entries in the companies' register or any other equivalent document confirming representation to act in the petitioner's name – regards the shareholders that are legal persons or entities that have no legal personality,
 - c) a document confirming ownership of such number of shares that authorises to place the request.

The request shall be filed with the Management Board in writing at the Company's registered office at ul. Twarda 18, 00-105 Warsaw, or send it by e-mail to the address pełnomocnictwo.wza@telekomunikacja.pl (pdf file), at least 21 days prior to the date of the General Meeting, i.e., on September 22, 2011 at the latest.

- 2) Pursuant to art. 401 § 4 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital and authorised to participate in the GM have the right to table draft resolutions on issues on the GM agenda or those to be put on the agenda. The drafts shall be filed with the Management Board in writing at the Company's registered office at Twarda 18, 00-105 Warsaw, or send it by e-mail to the address pełnomocnictwo.wza@telekomunikacja.pl (pdf file), not later than 3 days prior to the GM, i.e., on October 10, 2011 at the latest. The request with the draft resolution shall be accompanied by the documents mentioned in 1b) and 1c).
- 3) Pursuant to art. 401 § 5 of the Commercial Companies Code, each Shareholder authorised to participate in the GM may, during the GM, table draft resolutions on the issues that have been put on the agenda.

2. Exercise of their voting right by the proxy holder

- 1) A Shareholder being natural person may participate in the GM and exercise his/her voting right in person or by a proxy holder.

A Shareholder not being natural person may participate in the GM and exercise its voting right through a person authorised to make statements of will in its name or by a proxy holder.
- 2) The proxy shall be made in writing, otherwise null and void, and it shall be appended to the GM minutes or made in electronic form. The form of the proxy authorising to exercise the voting right by a proxy holder is available at the Company's web side www.tp-ir.pl.
- 3) TP S.A. shall be notified about a proxy in electronic form at least 3 days prior to the GM, i.e., on 10 October 2011 at 4 p.m at the latest by e-mail at pełnomocnictwo.wza@telekomunikacja.pl by sending a scan of proxy signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent such Shareholder.
- 4) TP S.A. shall take relevant steps to identify the Shareholder and the proxy holder in order to verify the validity of the proxy made in electronic form. The verification may mean a feedback by e-mail or by telephone asking the Shareholder and/or the proxy holder to confirm the representation and the scope of the proxy. TP S.A. thereby represents that any failure to respond to such verification shall be treated as failure to grant proxy and shall give grounds for such proxy holder to be denied access to the GM.
- 5) The right to represent a Shareholder not being a natural person shall be derived from an office copy of the relevant register (placed in original or in a copy confirmed by notary) or from the proxy, to be presented when checking the attendance list. A person/persons granting proxy on behalf of the Shareholder that is not natural person shall be entered in the updated office copy of the relevant register.
- 6) A management board member and an employee of the Company may act as proxy holders at the General Meeting. If a management board member or a supervisory board member or an employee of the Company or a member of a subsidiary's bodies or its employee is a proxy holder at the General Meeting, the proxy may authorise to represent exclusively at a single General Meeting.
- 7) The proxy holder, referred to in item 6) shall notify the Shareholder about any circumstances that indicate or may indicate a conflict of interest. Further representation shall be forbidden.

- 8) The proxy holder, referred to in item 6) shall vote in line with the instructions received from the Shareholder.

3. The possibility and mode of participating in the General Meeting by means of electronic communication

The Company does not allow for participation in the General Meetings by means of electronic communication.

4. The method of speaking at the GM by means of electronic communication

The Company does not allow for speaking at the General Meeting by means of electronic communication.

5. The procedure for casting votes by correspondence or by electronic means

The Company does not allow for executing the voting right by correspondence or by means of electronic communication.

6. The record date

September 27, 2011 shall be the record date.

7. The right to participate in the General Meeting

- 1) Only the persons being TP S.A. shareholders as of the record date, i.e., September 27, 2011, shall have the right to participate in the General Meeting. Personal certificate of entitlement to attend the General Meeting is issued by the entity operating a securities account, not later than in the first business day after the day of registration, i.e. the September 28, 2011.
- 2) The list of Shareholders authorised to participate in the General Meeting shall be made pursuant to the data received from the National Securities Depository (KDPW). It is however recommended that the Shareholders had bearer certificates of their right to participate in the General Meeting issued by the entity maintaining the securities account.
- 3) Shareholders shall be allowed to take part in the GM on producing their identity document, while proxy holders shall be allowed to take part in the GM on producing their identity document and the proxy made in writing or by electronic means. Representatives of legal persons or entities not having legal personality shall additionally produce updated office copies of relevant registers with persons authorised to represent the entities entered in it.

III. Access to documentation

- 1) Any information and documents to be presented to the General Meeting together with draft resolutions, shall be placed at the Company's web side www.tp-ir.pl beginning on the day the General Meeting has been convened.
- 2) Beginning on September 28, 2011, a Shareholder shall have the right to request a copy of motions on the issues on agenda.

punkt 6.

point 6.

porządku obrad
of the meeting agenda

6. Podjęcie uchwały w sprawie upoważnienia Zarządu Spółki do nabycia akcji własnych w celu umorzenia

6. Adopting a resolution on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption

TRANSLATION

resolution no. 90/11

of TP S.A. Management Board

dated 6.09.2011

on moving to the Extraordinary General Meeting for adoption of a resolution on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption

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

§ 1

TP S.A. Management Board decides to move to the General Meeting for adoption of the resolutions on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption.

§ 2

TP S.A. Management Board decided to submit to the Supervisory Board the motion, referred to in § 1, to obtain its opinion in accordance with § 23 clause 2 item 7 of TP SA Articles of Association.

§ 3

Draft resolution of the Annual General Meeting, referred to in § 1 item 1 constitutes Attachment no. 1 to hereby resolution.

§ 4

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

Maciej Witucki
Vincent Lobry
Piotr Muszyński
Jacques de Galzain
Jacek Kowalski

Resolution no. 664/11

of the Supervisory Board
of Telekomunikacja Polska SA

Dated 4 October 2011

on issuing of an opinion on TP SA Management Board's application addressed to the Extraordinary General Meeting with respect to adoption of a resolution on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption

Pursuant to § 23.2.7 of TP S.A. Articles of Association the following is resolved:

§ 1

The Supervisory Board issues a positive opinion on Management Board's motion addressed to the Extraordinary General Meeting, expressed in the resolution No. 90/11 dated 06.09.2011, and recommends the General Meeting to adopt the resolution on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption.

§ 2

The resolution shall enter into force on the day of adoption.

TRANSLATION

Attachment to the resolution no. 90/11
of TP S.A. Management Board
dated 6.09.2011

resolution no. ...

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

dated

on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption

On the basis of art. 362 § 1 item 5 and art. 396 § 5 of the Commercial Companies Code, and § 8 of TP S.A. Articles of Association, the following is hereby adopted:

§ 1

1. The Management Board is hereby authorized to buy back the Company's own shares for the purpose of their redemption on the terms and in the process set out in this resolution (hereinafter the "Program") and to take all actions necessary to buy back the shares of the Company.
2. The Company will purchase its own shares, under the following conditions:
 - (a) total number of acquired shares shall not attain the number of shares vesting the right to exercise 10 % of the total number of votes at the general meeting existing on the day of adopting hereby resolution;
 - (b) total amount of funds allocated to the Program shall not exceed PLN 800,000,000 (in words: eight hundred million zlotys);
 - (c) the Management Board is authorized to perform the Program until December 31, 2012, however not later than all funds allocated to the Program are used. The first and the last date of the buyback Program should be specified by the Management Board and provided to the public in a manner set out in clause 5.
3. Funds allocated to the Program shall derive exclusively from the supplementary capital created out of profits which may be allocated for payment of the dividend. The Management Board is authorized to use funds from the supplementary capital of the Company.
4. The Management Board is authorized to determine, after having obtained the Supervisory Board opinion, detail terms of the Program and carry out the acquisition of the Company's own shares for their redemption in accordance with provisions of Commission Regulation (EC) No 2273/2003 of 22 December 2003.
5. The Management Board shall make the statutory public announcements required under Article 56 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies prior to the commencement of the Program.

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6. Upon completion of the buyback process concluding the performance of the provisions hereof, the Management Board shall convene the General Meeting of the Company that will adopt resolutions on redeeming the treasury shares and decreasing the Company's share capital.
7. In pursuance of the Company's interests, and after having obtained the Supervisory Board opinion, the Management Board may:
 - (a) terminate the Program prior to the date set out in clause 2(c); or
 - (b) forgo the Program.
8. If any of the decisions referred to in clause 7 is made, the Management Board shall publish it in a manner set forth in clause 5.
9. Management Board is authorize to make any decision and to take any action leading to execute the Program.

§ 2

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

punkt 7.

point 7.

porządku obrad
of the meeting agenda

zmiany w składzie Rady Nadzorczej
changes in the Supervisory Board's composition

resolution no. ...
of the Annual General Meeting
of Telekomunikacja Polska SA

dated 13 October 2011

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

Pursuant to article 385 of the Commercial Companies Code and § 13.9 of the Articles of Association of Telekomunikacja Polska SA (hereinafter referred to as the Company), the following is resolved:

§ 1

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

§ 2

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