

**LSE - Current report (56/2008),  
Telekomunikacja Polska S.A.  
9 April 2008**

Pursuant to art. 39, clause 1, item 3 of the Decree of the Minister of Finance of 19 October 2005 on current and periodic information disclosed by issuers of securities (Journal of Laws of 2005 no. 209, item 1744) the Management Board of Telekomunikacja Polska S.A. ("TP SA", "the Company") submits drafts of the resolutions to be adopted during the Annual General Meeting, summoned for April 24, 2008.

**Draft Resolution nr ...  
of Annual General Meeting of Telekomunikacja Polska S.A dated ...  
on approval of the Management Board's report on the Company's activity in 2007**

On the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 13 item 1 of TPSA Articles of Association, the following resolution is hereby adopted:

§ 1

The Management Board's report on the Company's activity in 2007 is approved.

§ 2

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

**Draft Resolution nr ...  
of Annual General Meeting of Telekomunikacja Polska S.A dated ...  
on approval of the Company's IFRS financial statement for 2007**

On the basis of art. 393 item 1, art. 395 § 2 item 1 and § 5 of the Commercial Companies Code and § 13 item 1 of TPSA Articles of Association, the following resolution is hereby adopted:

§ 1

The Company's IFRS financial statements for 2007 is approved, including:

- 1) balance sheet as at 31.12.2007, with the balance sheet total of PLN 27 899 million (in words: PLN twenty seven billion eight hundred ninety nine million),
- 2) profit and loss account for 2007 showing a net profit of PLN 841 million (in words: PLN eight hundred forty one million),
- 3) change in equity for 2007 showing a decrease in equity by PLN 1 769 million (in words: PLN one billion seven hundred sixty nine million),
- 4) cash flow account showing a decrease in net cash by PLN 147 million (in words: PLN one hundred forty seven million),
- 5) notes to the financial statement.

§ 2

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

**Draft Resolution nr ...  
of Annual General Meeting of Telekomunikacja Polska S.A dated ...  
on distribution of the Company profit for the year 2007 and use part of the financial means from  
the supplementary capital for distribution of the dividend**

On the basis of art. 395 § 2 item 2 of Commercial Companies Code and § 13 item 2 of TP S.A. Articles of Association the following resolution is hereby adopted:

**§ 1**

Net profit for the year 2007 of PLN 841 474 639,92 (in words: PLN eight hundred forty one million four hundred seventy four thousand six hundred thirty nine of zlotys 92/100) shall be distributed in the following way:

- 1) Dividend - PLN 824 645 147,13 (in words: PLN eight hundred twenty four million six hundred forty five thousand one hundred forty seven of zlotys 13/100),
- 2) Reserve capital - PLN 16 829 492,79 (in words: PLN sixteen million eight hundred twenty nine thousand four hundred ninety two of zlotys 79/100),

**§ 2**

1. Part of the financial means from the supplementary capital in an amount of PLN 1 228 514 714,37 (in words: PLN one billion two hundred twenty eight million five hundred fourteen thousand seven hundred fourteen of zlotys 37/100) shall be used for distribution of the dividend together with an amount destined for distribution of the dividend from the Company net profit for the financial year 2007, referred to in § 1 item 1.
2. Total amount destined for distribution of the dividend shall be PLN 2 053 159 861,50 (in words: PLN two billion fifty three million one hundred fifty nine thousand eight hundred sixty one of zlotys 50/100), what means that amount of the dividend per one share shall be 1,50 PLN (in words: one zloty 50/100).

**§ 3**

Persons being the Company's shareholders on ..... 2008 (the dividend day) shall be entitled to the dividend.

**§ 4**

The dividend shall be paid on..... 2008.

**§ 5**

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

**Draft Resolution nr ...  
of Annual General Meeting of Telekomunikacja Polska S.A dated ...  
on distribution of the Company's profit from previous years**

On the basis of art. 395 § 2 item 2 of the Commercial Companies Code and § 13 item 2 of TP SA Articles of Association, the following is hereby adopted:

**§ 1**

The Company's profit from previous years in the amount of PLN 21 918 000,00 (in words: PLN twenty one million nine hundred eighteen thousand of zlotys 00/100), disclosed in the Company's financial statement for 2007 is distributed in the following way:

1. to the supplementary capital – PLN 21 479 640,00 (in words: PLN twenty one million four hundred seventy nine thousand six hundred forty of zlotys 00/100),
2. to the reserve capital - PLN 438 360,00 (in words: PLN four hundred thirty eight thousand three hundred sixty of zlotys 00/100).

**§ 2**

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

**Draft Resolution nr ...**

**of Annual General Meeting of Telekomunikacja Polska S.A dated ...**

**on approval of the Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2007**

On the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 13 item 1 of TP SA Articles of Association, the following resolution is hereby adopted:

**§ 1**

The Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2007 is approved.

**§ 2**

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

**Draft Resolution nr ...**

**of Annual General Meeting of Telekomunikacja Polska S.A dated ...**

**on approval of IFRS consolidated financial statement for 2007**

On the basis of art. 393 item 1, art. 395 § 2 item 1 and § 5 of the Commercial Companies Code and § 13 item 1 of TP SA Articles of Association, the following resolution is hereby adopted:

**§ 1**

The IFRS consolidated financial statement for 2007 is approved, including:

- 1) consolidated balance sheet as at 31.12.2007, showing the balance sheet total of PLN 32 422 million (in words: PLN thirty two billion forty hundred twenty two million),
- 2) consolidated profit and loss account for 2007 showing consolidated a net profit after taxation of PLN 2 275 million (in words: PLN two billion two hundred seventy five million), including a net profit attributable to equity holders of TP S.A. of PLN 2 273 million (in words: PLN two billion two hundred seventy three million),
- 3) changes in total consolidated equity for 2007 showing a decrease in total consolidated equity by PLN 330 million (in words: PLN three hundred thirty million), including a decrease of equity attributable to equity holders of TP S.A. by PLN 330 million (in words: PLN three hundred thirty million),
- 4) consolidated cash flow statement showing a decrease in net cash by PLN 40 million (in words: PLN forty million),
- 5) notes to consolidated financial statement.

**§ 2**

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

**Draft Resolution nr ...**

**of the Annual General Meeting of Telekomunikacja Polska S.A dated ....**

**on granting of approval of the performance by Mr./Mrs. .... of his duties as a member of the Company's Management Board in financial year 2007**

Pursuant to article 393 § 1 of the Commercial Companies Code, and § 23 clause 2 item 1 - 3 of the Articles of Association of TP S.A., the following is resolved:

## § 1

The approval of the performance by Mr./Mrs. .... of his duties as a member of the Management Board of Telekomunikacja Polska S.A. in financial year 2007 is granted.

## § 2

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

### **Draft Resolution nr ...**

**of the Annual General Meeting of Telekomunikacja Polska S.A dated ...**

**on granting of approval of the performance by Mr./Mrs. .... of his duties as a member of the Company's Supervisory Board in financial year 2007**

Pursuant to article 393 § 1 of the Commercial Companies Code, and § 23 clause 2 item 1-3 of the Articles of Association of TP S.A., the following is resolved:

## § 1

The approval of the performance by Mrs./Mr. .... of his duties as a member of the Management Board of Telekomunikacja Polska S.A. in financial year 2007 is granted.

## § 2

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

### **Draft Resolution nr ...**

**of Annual 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 5% 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 700,000,000 (in words: seven hundred million zlotys);
  - c) the Management Board is authorized to perform the Program until December 31, 2008, 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.
6. Upon completion of the buyback process concluding the performance of the provisions hereof, the Management Board shall convene the Extraordinary 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

**Draft Resolution nr ...  
of Annual General Meting of Telekomunikacja Polska S.A dated ...  
on amendment to the Regulations of the General Meeting of Telekomunikacja Polska S.A.**

On the basis of § 18 clause 2 of TP S.A. Articles of Association, the following is hereby adopted:

## § 1

§ 15 of the Regulations of the General Meeting of Telekomunikacja Polska S.A. shall be amended to read as follows:

*"1. Shareholder who motions for the inclusion of an issue on the agenda of the General Meeting, including a motion to take an issue off the agenda, shall provide grounds enabling an informed decision on the resolution.*

*2. 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.*

*3. The suggestions referred to above under 2, 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)."*

## § 2

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