



Annual General Meeting

of Telekomunikacja Polska S.A.

Warsaw, 24 April 2008

TRANSLATION

Attachment to the resolution no. 39/08
of TP S.A. Management Board
dated 18.03.2008

Announcement

of convocation of the Annual General Meeting
of Telekomunikacja Polska Spółka Akcyjna

The Management Board of Telekomunikacja Polska Spółka Akcyjna (hereinafter referred to as TP S.A.) with its registered seat in Warsaw, entered in the entrepreneurs register kept by the Regional Court for the Capital City of Warsaw, 12th Economic Division of the National Court Register, under the number 0000010681, acting pursuant to provisions of article 395 and article 399 § 1 of the Commercial Companies Code and § 12 clause 2 of the Articles of Association of TP S.A., convenes the Annual General Meeting to be held on April 24, 2008, 10:00 a.m., in Warsaw, in the premises of Telekomunikacja Polska Spółka Akcyjna at 18 Twarda Street, 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) review of:
 - a) the Management Board's report on the Company's activity and the Company's financial statement for the financial year 2007,
 - b) the Management Board's proposal concerning distribution of the Company's profit for the financial year 2007 and use of part of the financial means from the supplementary capital for distribution of the dividend,
 - c) the Supervisory Board's report from the results of an evaluation of the Management Board's report on the Company's activity, the financial statement for the financial year 2007 and the Management Board's motion on distribution of the Company's profit for 2007 and use part of the financial means from the supplementary capital for distribution of the dividend,
 - d) the Management Board's report on the activity of the Telekomunikacja Polska Group and the consolidated financial statement for the financial year 2007,
 - e) the Supervisory Board's report from the results of an evaluation of the Management Board's report on the activity of the Telekomunikacja Polska Group and of the consolidated financial statement for the financial year 2007,

- f) concise assessment of the Company's standing in 2007 made by the Supervisory Board and report from the Supervisory Board's activity in 2007.
- 7) passing resolutions on:
 - a) approval of the Management Board's report on the Company's activity in the financial year 2007,
 - b) approval of the Company's financial statement for the financial year 2007,
 - c) distribution of the Company's profit for the financial year 2007 and use of part of the financial means from the supplementary capital for distribution of the dividend,
 - d) distribution of the Company's profit from previous years,
 - e) approval of the Management Board's report on the activity of Telekomunikacja Polska Group in the financial year 2007,
 - f) approval of the consolidated financial statement for the financial year 2007, and
 - g) granting of approval of the performance by members of the Company's bodies of their duties in the financial year 2007;
- 8) passing a resolution on authorization for the Management Board to buy back the Company's own shares for the purpose of their redemption,
- 9) passing a resolution on the amendment to the Regulations of the General Meeting of Telekomunikacja Polska S.A.
- 10) changes in the Supervisory Board's composition,
- 11) closing of the Meeting.

The Company's shareholders, who deposit with the Company's registered seat in Warsaw, at 18 Twarda Street (main lounge – chancellery, from 8:00 a.m. to 4:00 p.m.) at least one week prior to the date of the General Meeting (that is till April 17, 2008) registered depository certificate issued by the entity maintaining the securities account pursuant to the provisions of the Act on Trading in Financial Instruments, including the number of shares and the statement that that the shares will not be issued prior to the end of the General Meeting, have the right to participate in the General Meeting.

Shareholders may participate in the General Meeting and exercise their right to vote in person or by proxy (or other representatives). The power of attorney shall be granted in writing, otherwise being void.

The list of shareholders eligible to participate in the General Meeting will be displayed in the Management Board's office, at the address and times of the day indicated above, for three weekdays before the date of the General Meeting.

Copies of the financial statements and opinions, including the auditor's report, as well as of the reports of the Management Board and Supervisory Board shall be given to shareholders, upon their request, within fifteen days before the date of the General Meeting.

Copies of other motions related to the matters included in the agenda will be given to shareholders within one week before the date of the General Meeting.

The persons eligible to participate in the General Meeting can register themselves and receive voting cards in front of the conference hall on April 24, 2008, from 09.30 a.m.

the Management Board of TP S.A.

point 6.

of the meeting agenda

review of:

- a) the Management Board's report on the Company's activity and the Company's financial statement for the financial year 2007,
- b) the Management Board's proposal concerning distribution of the Company's profit for the financial year 2007 and use of part of the financial means from the supplementary capital for distribution of the dividend,
- c) the Supervisory Board's report from the results of an evaluation of the Management Board's report on the Company's activity, the financial statement for the financial year 2007 and the Management Board's motion on distribution of the Company's profit for 2007 and use part of the financial means from the supplementary capital for distribution of the dividend,
- d) the Management Board's report on the activity of the Telekomunikacja Polska Group and the consolidated financial statement for the financial year 2007,
- e) the Supervisory Board's report from the results of an evaluation of the Management Board's report on the activity of the Telekomunikacja Polska Group and of the consolidated financial statement for the financial year 2007,
- f) concise assessment of the Company's standing in 2007 made by the Supervisory Board and report from the Supervisory Board's activity in 2007.

TRANSLATION

resolution no. 15/O/08

Of TPSA Management Board
Adopted by correspondence

dated 5.02.2008

on approval of the Management Board's report on the Company's activity in 2007 and the IFRS financial statement for the financial year 2007

On the basis of § 25 clause 4 of TP S.A. Articles of Association and § 6 clause 3 item 14 of TPSA Management Board Regulations (constituting an attachment to the resolution No. 204/05 of TPSA Management Board dated 13.12.2005) the following resolution is hereby adopted:

§ 1

TP SA Management Board approves the Management Board report on the Company's activity in 2007.

§ 2

TP SA Management Board accepts the Company's IFRS financial statements for the financial year 2007 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.

§ 3

The reports and statements, referred to in § 1 and § 2, have been included in attachment 1.

§ 4

1. TP SA Management Board decides to move to the General Meeting a motion for consideration and approval of the report and statements, referred to in § 1 and § 2.
2. TP SA Management Board decides to submit for evaluation to the Supervisory Board the report and statements, referred to in § 1 and § 2 for evaluation.
3. The draft of relevant General Meeting resolutions have been included in attachments 2 and 3.

§ 5

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

Maciej Witucki
Pierre Hamon
Jacek Kalfaur
Benoit Merel

**The Management Board's report on the activity
of Telekomunikacja Polska S.A.
and the financial statements for the financial year 2007**

(separate document)

TRANSLATION

resolution no. 29/08

of TP S.A. Management Board

dated 11.03.2008

on **Management Board's motion on distribution of the Company's profit for 2007 and use of part of the financial means from the supplementary capital for distribution of the dividend**

On the basis of § 25 clause 4 of TP S.A. Articles of Association the following resolution is hereby adopted:

§ 1

TP S.A. Management Board adopts the following motion on distribution of the Company's 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):

- 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. TP S.A. Management Board adopts a motion on use of 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) 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 proposed for distribution of the dividend is 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 is 1,50 PLN (in words: one zloty 50/100).

§ 3

1. TP SA Management Board decides to move to the General Meeting a motion on distribution of the Company's net profit for 2007, and use part of the financial means from the supplementary capital for distribution of the dividend, referred to in § 1 and § 2.
2. TP SA Management Board decides to submit to the Supervisory Board a motion, referred to in § 1 and § 2 for evaluation.
3. Draft of the relevant General Meeting resolution has been included in attachment 1.

§ 4

The Justification of the motion has been included in Attachment 2.

§ 5

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

Maciej Witucki
Roland Dubois
Jacek Kalaur

Attachment no. 2 to the resolution no. 29/08
of TP S.A. Management Board
dated 11.03.2008

Justification for proposal of distribution of profit for 2007

- 1) The proposed payment of the dividend in the amount of PLN 2 053 159 861,50 zł, an equivalent of PLN 1.50 per share is based on its policy to offer shareholders an attractive remuneration; the following parameters are taken into account:
 - the uncertainty of the regulatory environment
 - the intensification of competition in TP's markets
 - the resource flexibility needed to sustain profitable growth in the form of capital expenditure as well as value-enhancing acquisitions
 - the financial discipline needed to support at least the current rating.
- 2) We propose to distribute the net profit for the year 2007 in amount of PLN 16 829 492,79 to the reserve capital., with accordance to § 31 clause 1 of TP SA Articles of Association, which constitutes 2% of net profit for covering some losses and expenses incurred by the Company.

resolution no. 529/08

of the Supervisory Board of TP S.A.

dated 27 March 2008

on adoption of the Supervisory Board's report from results of an evaluation of the Management Board's report on the Company's activity, the financial statement for the financial year 2007 and the Management Board's motion on the distribution of the Company's profit for the financial year 2007, and use part of the financial means from supplementary capital for distribution of the dividend

Pursuant to article 382 § 3 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 Supervisory Board adopts TP SA Supervisory Board's Report from results of an evaluation of:

- the Management Board's report on the Company's activity,
- the financial statement for the financial year 2007 prepared in accordance with IFRS, and
- the motion of the Management Board on the distribution of profit for the financial year 2007, and use part of the financial means from supplementary capital for distribution of the dividend

included in attachment hereto, and decides to submit this report to the Annual General Meeting.

§ 2

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

1. Andrzej K. Koźmiński
2. Olivier Barberot
3. Michel Monzani
4. Antonio Anguita
5. Vivek Badrinath
6. Timothy Boatman
7. Jacques Champeaux
8. Ronald Freeman
9. Mirosław Gronicki
10. Stéphane Pallez
11. Georges Penalver
12. Jerzy Rajski
13. Wiesław Rozłucki

REPORT

of Telekomunikacja Polska SA Supervisory Board

from the results of an evaluation of the Management Board's report on the Company's activity and the financial statements for the financial year 2007 and the Management Board's motion on the distribution of the Company's profit for the financial year 2007, and use part of the financial means from supplementary capital for distribution of the dividend

The Company's Supervisory Board, acting pursuant to provisions of article 382 § 3 of the Commercial Companies Code, and § 23 clause 2 item 1 – 3 of TP SA Articles of Association, has examined and evaluated the following documents:

1. Management Board report on the Company's activity in the financial year 2007;
2. The Company's IFRS financial statements for the financial year 2007 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.
3. Resolution No. 15/O/08 of TP S.A. Management Board dated 5.02.2008 on approval of the Management Board's report on the Company's activity in 2007 and the IFRS financial statement for the financial year 2007.
4. Resolution No. 29/08 of TP S.A. Management Board dated 11.03.2008 on Management Board's motion on distribution of the Company's profit for 2007 and use of part of the financial means from the supplementary capital for distribution of the dividend.

Having analysed the above mentioned documents and taking into consideration the opinion and report of an independent auditor on examination of TP SA financial statement for the year as at December 31, 2007, the Supervisory Board states as follows:

The Management Board's report on the Company's activity and the financial statement for the financial year 2007 are in compliance with books and documents, and remain in conformity with the factual status and mandatory legal provisions, especially the accountancy act dated September 29, 1994.

TP SA Supervisory Board recommends the Annual General Meeting:

- Approve the Management Board's report on the Company's activity and the financial statement for the financial year 2007;
- Adopt a resolution on distribution of the Company's profit for the financial year 2007, and use part of the financial means from supplementary capital for distribution of the dividend, according to the motion of the Management Board included in the Resolution No. 15/O/08 dated 5.02.2008;
- Grant approval of the performance by the members of the Management Board of their duties in 2007.

TRANSLATION

resolution no. 16/O/08

Of TPSA Management Board
Adopted by correspondence

dated 5.02.2008

on approval of the Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2007 and IFRS consolidated financial statement for 2007

On the basis of § 25 clause 4 of TP S.A. Articles of Association and § 6 clause 3 item 14 of TP SA Management Board Regulations (constituting an attachment to the resolution No. 204/05 of TP SA Management Board dated 13.12.2005) the following resolution is hereby adopted:

§ 1

TP SA Management Board approves the Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2007.

§ 2

TP SA Management Board approves the IFRS consolidated financial statement for 2007, 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.

§ 3

The reports and statements, referred to in § 1 and § 2, have been included in attachment 1.

§ 4

1. TP SA Management Board decides to move to the General Meeting a motion for consideration and approval of the report and statements, referred to in § 1 and § 2.
2. TP SA Management Board decides to submit for evaluation to the Supervisory Board the report and statements, referred to in § 1 and § 2 for evaluation.
3. The drafts of relevant General Meeting resolutions have been included in attachments 2 and 3.

§ 5

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

Maciej Witucki
Pierre Hamon
Jacek Kałaur
Benoit Merel

**The Management Board's report on the activity
of Telekomunikacja Polska Group and consolidated
financial statements for the financial year 2007**

(separate document)

resolution no. 531/08

of the Supervisory Board of TP S.A.

dated 27 March 2008

on acceptance of the report of the Supervisory Board from results of the assessment of the report of the Management Board on the activity of Telekomunikacja Polska Group and the consolidated financial statement for the financial year 2007

Pursuant to article 382 § 3 of the Commercial Companies Code, and § 2 clause 2 item 1 - 3 of the Articles of Association of TP S.A., the following is resolved:

§ 1

The Supervisory Board accepts the report of the Supervisory Board of TP SA from results of the assessment of the report of the Management Board on the activity of Telekomunikacja Polska Group and IFRS consolidated financial statement for the financial year 2007, included in attachment hereto, and decides to submit this report to the Annual General Meeting.

§ 2

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

1. Andrzej K. Koźmiński
2. Olivier Barberot
3. Michel Monzani
4. Antonio Anguita
5. Vivek Badrinath
6. Timothy Boatman
7. Jacques Champeaux
8. Ronald Freeman
9. Mirosław Gronicki
10. Stéphane Pallez
11. Georges Penalver
12. Jerzy Rajski
13. Wiesław Rozłucki

Attachment

*to the Supervisory Board Resolution
No. 531/08 dated 27 March 2008*

REPORT

of TP SA Supervisory Board

**from results of the assessment of the report of the Management Board on the activity
of Telekomunikacja Polska Group, and the consolidated financial statement for the financial
year 2007**

The Company's Supervisory Board, acting pursuant to provisions of article 382 § 3 of the Commercial Companies Code, and § 23 clause 2 item 1 – 3 of TP SA Articles of Association, has examined and assessed the following documents:

1. The Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2007;
2. The IFRS consolidated financial statement for 2007, 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.
3. Resolution No. 16/O/08 of TP S.A. Management Board dated 5.02.2008 on approval of the Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2007 and IFRS consolidated financial statement for 2007.

Having analysed the abovementioned documents and taking into consideration the opinion and report of an independent auditor on examination of the consolidated financial statement for the year as at December 31, 2007, the Supervisory Board states as follows:

The Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2007 and the consolidated IFRS financial statement for the financial year 2007 are in compliance with books and documents, and remain in conformity with the factual status and mandatory legal provisions, especially the accountancy act dated September 29, 1994.

TP SA Supervisory Board recommends General Meeting approve the Management Board report on the activity of Telekomunikacja Polska Group in the financial year 2007 and the consolidated IFRS financial statement for the financial year 2007.

Resolution no. 533/08

of the Supervisory Board of TP S.A.

dated 27 March 2008

on adoption of the concise assessment by the Supervisory Board of TP Group standing in 2007, including an assessment of the internal control system and the significant risks management system

Pursuant to article 382 § 1 of the Commercial Companies Code, § 23 clause 2 item 12 of the Articles of Association of TP S.A. and recommendation no. III.1.1. of the Code of Best Practices for WSE Listed Companies, the following is resolved:

§ 1

The Supervisory Board adopts the concise assessment by the Supervisory Board of TP Group standing in 2007, including an assessment of the internal control system and the significant risks management system and decides to submit this assessment to the Annual General Meeting.

§ 2

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

1. Andrzej K. Koźmiński
2. Olivier Barberot
3. Michel Monzani
4. Antonio Anguita
5. Vivek Badrinath
6. Timothy Boatman
7. Jacques Champeaux
8. Ronald Freeman
9. Mirosław Gronicki
10. Stéphane Pallez
11. Georges Penalver
12. Jerzy Rajski
13. Wiesław Rozłucki

CONCISE ASSESSMENT OF THE GROUP'S STANDING IN 2007

PREPARED BY TP S.A. SUPERVISORY BOARD

This document is the Supervisory Board assessment of TP Group performance in 2007 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 2007 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 2007, the Supervisory Board focused on the following issues:

- Group's 2007 financial results and performance compared to the budget;
- The budget for 2008;
- Review of the strategy assessment conducted by the Management of the Company;
- Group's position vis a vis the regulatory environment in Poland;
- Changes in the Company's Management Board;
- Company's shareholders remuneration;
- Assessment of internal control and risk management established by the Management;
- Incentive Program for TP Group Top Managers.

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 some 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 2007, the Group developed and launched a range of innovative and convergent products and services to contain churn in both fixed and mobile telephony. TP Group also significantly increased coverage for high speed mobile data transmission and also focused on the promotion of ADSL services, particularly encouraging customers to use higher speed options as a basis for further offers of content and multimedia services.

Furthermore, several major initiatives were proposed and/or implemented by management, in particular:

- Preparation and announcement of the 2007-2010 TP Group Strategic Direction;
- Acceleration of TP and PTK operational integration;
- Implementation of the Incentive Program for TP Group Top Managers;
- Execution of the 2007 Share Buy-back Program;
- Continuation of the Social Agreement implementation which determines principles in regards to the major employee-related issues;
- Initiation of the Warsaw real estate projects, including announcement of tender for providing cost efficient headquarter facility (TP Miasteczko) and successful disposal of certain real estate projects;
- Completion of negotiation and signature of the preliminary agreement to dispose shares in Ditel, directory business.

Fixed-line

During 2007, TP continued to pursue the strategy of compensating lower revenue from fixed voice services with growth in Internet services. TP Management has implemented new customer loyalty voice tariffs plans which allow the Company to show good resilience in voice in terms of both its market share and average revenue per line. Despite the slower market growth in 2007 and price

pressure caused by the implementation of Bitstream Access contracts, TP has successfully defended its market share in broadband subscriber additions, overall volume and value. Continued efforts by Management in this regard are needed in 2008.

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. It notes with satisfaction that in an increasingly competitive market environment, PTK Centertel, operating under the Orange brand, remained the leading force for innovation in 2007, competing principally on the quality of its products and services and the transparency and simplicity of its tariff structures. Mobile segment completed a highly successful 2007. Orange consolidated its market leadership in both volume and value. Total number of customer added in 2007 exceeded the guidance given by the Management.

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 increasing competitive pressure and responding to targets approved by the Supervisory Board, the Group's key strategic goals in 2007 were:

- to optimise operating expenses through further rationalization of TP Group's businesses;
- to improve efficiency of the investment processes so as to optimise capex investments and its prioritization based on payback period and revenue generating capabilities;
- to promote growth areas (mobile, broadband, content);
- to introduce innovative and convergent services in mobile and fixed-line;
- to continue customer-centric operating principles;
- to continue to concentrate on improving the TP Group image with its customers;
- to ensure efficiency of IT as a key lever for business flexibility;
- to deliver a return to shareholders which is a reasonable reflection of the Group's financial position and market expectations;
- to promote predictable regulation according to the European Regulatory Framework and consistent with comparable benchmarks;
- to enhance internal control and risk management measures;
- to optimize the management structure and decision making processes by limiting reporting layers and management span;
- to optimize the real estate portfolio;
- to perform an in-depth strategic exercise to analyze further development of the Group;
- to review potential for internal / external growth within appropriate investment criteria.

In 2007, the Management met its guidance on number of mobile customers, revenue growth and gross operating margin ("GOM"). GOM rate stands at 42.3% of revenues despite the fact that the Group recorded in 2007 an additional PLN 244 million of provisions for claims and litigations, risks and other charges. Number of broadband customers increased by 25.8% and reach the level of 2.15 million which was slightly below the Management 2007 guidance of 2.2 million. Capital expenditure was at the level of 20.2% of revenue above the initial objectives between 16% to 19% as a result of acceleration of its investment program in the fourth quarter ahead of 2008 original plans. Also, Net Free Cash Flow generation has been healthy, ending at over 3.3 billion PLN, or 18.2% of revenue. The key Management's commitments in regards to initiatives fuelling growth and maintaining cost control and rebalancing resources have been delivered, including, accelerating broadband access penetration, accelerating number of mobile customers, introducing new convergent products and reallocating funds to growth area. Innovative products, services successfully launched and other investments made in 2007 will help to mitigate the erosion of future fixed voice revenues.

In 2007, the Management Board of the Company has followed the Supervisory Board recommendation and developed the details of the shareholder's remuneration which is based on the policy to offer TP shareholders an attractive remuneration which takes into account the following:

- the uncertainty of the regulatory environment;

- the intensification of competition in the Group's markets;
- the resource flexibility needed to sustain profitable growth in the form of capital expenditure as well as value-enhancing acquisitions;
- the financial discipline needed to support the current rating at BBB+/Baa1.

TP Management Board has proposed an ordinary dividend of PLN 2,053 million payable in cash in the first half of 2008 and PLN 700 million share buy-back of the Company's own shares for the purpose of their redemption. That proposal obtained a positive opinion of the Supervisory Board on 27 March 2008 and is subject to approval by the General Assembly of TP shareholders.

Conclusions and 2008 recommendations

Despite increased competition across all segments as well as intensifying regulatory pressure, TP Group has delivered satisfactory results in 2007. The Supervisory Board believes TP's Management Board has made the appropriate efforts to attain the 2007 objectives. Moreover, the Group, with its integrated offers and investments made at the end of 2008, is in strong position to continue creating and exploiting the new opportunities available on the Polish market.

In the Supervisory Board's opinion, in 2008 the Group should focus its activities to achieve further steps in implementation of the 2007-2010 TP Group Strategic directions, in particular:

- strengthen cross-selling of services to drive increase in ARPU and improve customer retention and customer satisfaction;
- further integrate fixed and mobile units and ensure efficiency from integrated business processes;
- optimize operating expenses through further rationalization of the Group's operations and processes;
- further optimize Capex spending based on sound investment criteria in order to support the growth;
- achieve the target of generating Net Free Cash Flow between 18% and 20% of revenue
- intensify the Group balance sheet optimization to improve return on assets base, including optimization of the real estate portfolio;
- continue IT systems transformation and integration with CRM systems to improve quality of service and shorten time to market for new products;
- improve and build the Group's position in adjacent sectors through disciplined M&A processes and appropriate investment criteria;
- 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.

Assessment of the Group's internal control and 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 include the following procedures:

- An internal audit function, which reports directly to the Management Board. The internal audit programme is annually reviewed by the Audit Committee which also analyses the Group's Internal Audit reports. In order to promote an appropriate independent outlook for the Internal Audit Department, Management Board decisions regarding the appointment and remuneration of the Head of the Internal Audit Department require, since 2005, an opinion of the Audit and Remuneration Committees.
- The Group conducts ongoing assessments of the quality of risk management and control. As part of this process, a Risk Map which identifies and classifies the Group's financial and non-

financial risks is maintained. This Map was developed as a self-assessment exercise, but also includes findings from the risk assessment project carried out with the support of external experts.

- Procedures were implemented in order to identify, report and monitor significant risks (i.e. legal, regulatory, environmental and operational) effectively on an ongoing basis. It provides a framework for the Internal Audit Department's ongoing risk-controlling activities.

The Audit Committee has noted with satisfaction further development of the Group's Risk Map prepared by the Management in 2007. Management should pursue its efforts in order to fully implement the results of such analysis into day-to-day operations.

In 2007, 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 remediated 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 2007. Continued efforts by Management in this regard are also needed in 2008.

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 successively implemented.

Resolution no. 534/08

of the Supervisory Board of TP S.A.

dated 27 March 2008

on adoption of the Report on activity the Supervisory Board of Telekomunikacja Polska S.A. and its committees in 2007

Pursuant to article 382 § 1 of the Commercial Companies Code and § 23 clause 1 of the Articles of Association of TP S.A., the following is resolved:

§ 1

The Supervisory Board adopts the Report on activity of the Supervisory Board of Telekomunikacja Polska SA and its committees in 2007 and decides to submit this assessment to the Annual General Meeting.

§ 2

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

1. Andrzej K. Koźmiński
2. Olivier Barberot
3. Michel Monzani
4. Antonio Anguita
5. Vivek Badrinath
6. Timothy Boatman
7. Jacques Champeaux
8. Ronald Freeman
9. Mirosław Gronicki
10. Stéphane Pallez
11. Georges Penalver
12. Jerzy Rajski
13. Wiesław Rozłucki

Attachment

to the Supervisory Board Resolution

No. 534/08 dated 27.03.2008

REPORT

**on the activity of the Supervisory Board of Telekomunikacja Polska S.A.
and its committees in 2007**

I. TP S.A. SUPERVISORY BOARD COMPOSITION:

Supervisory Board composition as on January 1, 2007:

1. Andrzej K. Koźmiński - Chairman
2. Olivier Barberot - Deputy Chairman
3. Michel Monzani - Secretary
4. Vivek Badrinath - Member
5. Julien Billot - Member
6. Timothy Boatman - Member
7. Jacques Champeaux - Member
8. Tadeusz Han - Member
9. Stéphane Pallez - Member
10. Georges Penalver - Member
11. Jerzy Rajski - Member
12. Wiesław Rożucki - Member
13. Andrew Seton - Member

In 2007, composition of the Supervisory Board changed as follows:

On 6 April 2007, Mr. Julien Billot resigned from his position on the Supervisory Board. On the same day, Mr. Antonio Anguita was appointed by the Extraordinary General Meeting as a Member of the Supervisory Board.

On 7 May 2007, Mr. Tadeusz Han resigned from his position on the Supervisory Board.

On 10 May 2007, the mandates of Messrs. Michel Monzani and Jacques Champeaux expired. On the same day, Messrs. Philippe Andres, Jacques Champeaux and Michel Monzani were appointed by the Annual General Meeting as Members of the Supervisory Board.

On 20 September 2007, Messrs. Philippe Andres and Andrew Seton resigned from their positions on the Supervisory Board. On the same day, Messrs. Ronald Freeman and Mirosław Gronicki were appointed by the Supervisory Board as Members of the Supervisory Board.

On 28 November 2007, the mandates of Messrs. Ronald Freeman and Mirosław Gronicki expired. On the same day, Messrs. Ronald Freeman and Mirosław Gronicki were appointed by the Extraordinary General Meeting as Members of the Supervisory Board.

Supervisory Board composition as on 31 December 2007:

1. Prof. Andrzej K. Koźmiński - Chairman
2. Olivier Barberot - Deputy Chairman and Chairman of the Strategy Committee
3. Michel Monzani - 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

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 2007, of:

- **Audit Committee:** Timothy Boatman – Chairman, Ronald Freeman, Michel Monzani and Stéphane Pallez - members;
- **Remuneration Committee:** Ronald Freeman - Chairman, Olivier Barberot, Jacques Champeaux and Wiesław Rozłucki - members;
- **Strategy Committee** – Olivier Barberot - Chairman, Jacques Champeaux, Mirosław Gronicki, Michel Monzani 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 2007 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 2006 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 2006,
3. Filed with the General Shareholders' Meeting reports presenting results of the above-mentioned evaluation.

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 referring to contracting loans exceeding the amount of 100 M €,
- 7) Assessment of TP Group situation,
- 8) Appointments of members of the Supervisory Board.

Throughout 2007 the Supervisory Board and its permanent committees focused on the following issues:

- a. Group's financial results and performance;
- b. Group's strategy in an increasingly competitive market;
- c. Group's position vis a vis the regulatory environment in Poland;
- d. Changes in the Management Board of the Company;
- e. Company's shareholders' remuneration;
- f. Share Buyback Program;
- g. Group's approach to internal control, including risk management;
- h. Customer satisfaction;
- i. Group's Real Estate optimization program;
- j. Incentive Program for TP Group Top Managers.

The Supervisory Board met 7 times in 2007. The Board adopted 41 resolutions, of which 8 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 their activities in 2007 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 position that in 2007, 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 detection of the risk, its assessment connected with professional recommendations being made to the Management Board.

REPORT
on the activity of the Audit Committee
of the Supervisory Board of Telekomunikacja Polska S.A. in 2007

The Audit Committee was established by virtue of the Resolution of the TP Supervisory Board no. 324/V/2002 dated 14 June 2002 regarding the establishment of the Audit Committee as consultative body acting under the Supervisory Board.

The task of the Committee is to advise the Supervisory Board on the proper implementation of budget, financial reporting and internal control principles in the TP Group and to liaise with the auditors of TP Group.

Composition

In 2007, the Audit Committee was composed of the following persons:

Chairman: Mr. Timothy Boatman ("Independent Director")

Members: Mr. Andrew Seton ("Independent Director") – resigned on September 20 2007
Mr. Ronald Freeman ("Independent Director") – appointed on November 2 2007
Mr. Michel Monzani
Ms. Stéphane Pallez

The Secretary of the Committee was: Mr. Herve Langer

Activity in 2007

The TP Group Audit Committee held 14 meetings in 2007, out of which 9 were regular meetings and 5 dedicated ad-hoc meetings, and in particular performed the following:

- reviewed the Company's and Group's financial statements, notably the relevance and consistency of the accounting methods used by the Company and the TP Capital Group,
- reviewed the TP risk management system and, in particular, the way risks were assessed by the Management,
- reviewed the Group's 2008 budget and addressed recommendations on it to the Supervisory Board;
- reviewed reports from the Executive Managers of the Group, from the Head of Internal Audit and from the external Auditors. It kept under review the scope and the results of the audits, the cost-effectiveness, independence and objectivity of the auditors and reported its conclusions to the Supervisory Board;
- reviewed the Group's system of internal control and risk management as reported by the Management Board. The Audit Committee received reports from Management on action plans in response to comments on internal controls from the internal and external auditors.
- reviewed preparation and implementation of the Group's anti-fraud and whistle-blowing programmes;
- reviewed implementation of internal control systems within the framework of the Sarbanes-Oxley Programme led at France Telecom group level;
- reviewed the 2007 cash distribution policy proposed by the Management and addressed recommendations to the Supervisory Board on it.

In the year under review, the Audit Committee, especially its two independent members, reviewed and approved related party transactions and received reports on them from the Company's Internal Audit.

Timothy Boatman
Chairman of the Audit Committee of the Supervisory Board

27 March 2008

Attachment No. 2

*to TP SA Supervisory Board Report
on activities in 2007*

REPORT
on the activity of the Remuneration Committee
of the Supervisory Board of Telekomunikacja Polska S.A. in 2007

The Remuneration Committee was established by virtue of the Resolution of the TP Supervisory Board no. 385/04 dated 16 June 2004 regarding TP S.A. Supervisory Board's Remuneration Committee establishment as consultative body acting under the Supervisory Board.

The task of the Committee is to advise the Supervisory Board and Management Board on general remuneration policy of TP Group and to make recommendations on appointments to the Management Board.

Composition:

In 2007, the Remuneration Committee was composed of the following persons:

Chairman:

Andrew Seton ("Independent Director") – resigned on September 20, 2007
Ronald Freeman ("Independent Director") – appointed on November 2, 2007

Members:

Olivier Barberot – appointed on March 1, 2007
Jacques Champeaux
Michel Monzani – resigned on March 1, 2007
Wiesław Rozłucki ("Independent Director") – appointed on March 1, 2007

Activity in 2007:

The Remuneration Committee held 10 meetings in 2007 and in particular focused on the following issues:

1. Nomination of new members of the Management Board;
2. the Management Board members MBO targets and performance;
3. new standard of the Management Board terms of contract;
4. Directors & Officers insurance policies;
5. TP Stock Option Plan;
6. France Telecom Profit Sharing Plan.

Ronald Freeman
Chairman of TP S.A. Supervisory Board's Remuneration Committee

27 March 2008

Attachment No. 3

*to TP SA Supervisory Board Report
on activities in 2007*

REPORT

**on the activity of the Strategy Committee
of the Supervisory Board of Telekomunikacja Polska S.A. in 2007**

The Strategy Committee was established by virtue of the Resolution of the TP Supervisory Board no. 417/05 dated 15th June 2005 regarding TP S.A. Supervisory Board's Strategy Committee establishment as consultative body acting under the Supervisory Board.

The task of the Committee is to advise the Supervisory Board and Management Board on the strategic plans for TP Group, in particular concerning strategic agreements and alliances, technical and industrial co-operation as well as significant acquisitions and sales of assets.

Composition:

In 2007, the Strategy Committee was composed of the following persons:

Chairman: Olivier Barberot

Members: Jacques Champeaux – appointed on December 13, 2007
Miroslaw Gronicki – appointed on November 2, 2007
Michel Monzani
Jerzy Rajski

Activity in 2007:

The first half of year 2007 was a period of intensive work on the mid-term strategy for TP Group. The Committee was closely co-operating with the Management Board in the preparatory process: discussing the status and the progress of the preparation of TP Group 2007-2010 Strategy and providing expertise in the reviews of particular strategic initiatives and suggestions concerning areas requiring further analysis.

The Committee gathered four times in 2007, with final meeting in July being two-day workshop aimed at full review of TP Group strategy.

Olivier Barberot
Chairman of TP S.A. Supervisory Board's Strategy Committee

27 March 2008

point 7.

of the meeting agenda

passing resolutions on:

- a) approval of the Management Board's report on the Company's activity in the financial year 2007,
- b) approval of the Company's financial statement for the financial year 2007,
- c) distribution of the Company's profit for the financial year 2007 and use of part of the financial means from the supplementary capital for distribution of the dividend,
- d) distribution of the Company's profit from previous years,
- e) approval of the Management Board's report on the activity of Telekomunikacja Polska Group in the financial year 2007,
- f) approval of the consolidated financial statement for the financial year 2007, and
- g) granting of approval of the performance by members of the Company's bodies of their duties in the financial year 2007;

Attachment no. 2 to the resolution no. 15/O/08
of TP S.A. Management Board
dated 5.02.2008

resolution no. ...
of the 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.

Attachment no. 3 to the resolution no. 15/O/08
of TP S.A. Management Board
dated 5.02.2008

resolution no. ...
of the 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.

Attachment no. 1 to the resolution no. 29/08
of TP S.A. Management Board
dated 11.03.2008

resolution no. ...
of the 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.

TRANSLATION

resolution no. 30/08

of TP S.A. Management Board

dated 11.03.2008

on Management Board motion on distribution of the Company's profit from previous years

On the basis of § 25 clause 4 of TP SA Articles of Association the following resolution is hereby adopted:

§ 1

TP SA Management Board adopts the following motion on distribution of 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 :

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

1. TP SA Management Board decides to move a motion to the General Meeting on distribution of the profit from previous years, referred to in § 1.
2. TP SA Management Board decides to submit a motion, referred to in §1 to the Supervisory Board, for its evaluation.
3. Draft of relevant resolution has been included in attachment 1.

§ 3

The Justification of the motion have been included in attachment 2.

§ 4

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

Maciej Witucki
Roland Dubois
Jacek Kalaur

Attachment no. 2 to the resolution no. 30/08
of TP S.A. Management Board
dated 11.03.2008

Justification

Total amount of undistributed profit from previous years to be transferred to reserve capital amounts to PLN 21 918 000,00 and comprises of PLN 22 000 000,00 of donations to Fundacja Grupy TP described below net of PLN 82 000,00 corresponding to the adjustment eliminating differences between recognition of certain entries in Oracle accounting system and Magnitude reporting system.

In accordance with auditors' recommendation accepted by the Company, from 1st January 2007 donations to Fundacja Grupy TP are presented in the financial statements as costs of the period in which TP decided to assign cash assets for this purpose.

As a result, in 2007 PLN 22 000 000,00 was recorded as a cost with corresponding entry in retained earnings. The amount is equal to donation to Fundacja Grupy TP from distribution of the Company's profit for the year 2006, approved by Annual General Meeting. As result PLN 22 000 000,00 should be transfer from retained earnings to reserve capital.

TRANSLATION

Resolution no. 530/08

of the Supervisory Board of TP S.A.

dated 27 March 2008

on expressing an opinion on TP SA Management Board's motion addressed to the Annual General Meeting on distribution of the Company's profit from previous years

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

§ 1

The Supervisory Board expresses a positive opinion on the Management Board's motion addressed to the Annual General Meeting and expressed in the Management Board's resolution No. 30/08 dated 11.03.2008, and recommends the General Meeting adopt a resolution on distribution of the Company's profit from previous years.

§ 2

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

1. Andrzej K. Koźmiński
2. Olivier Barberot
3. Michel Monzani
4. Antonio Anguita
5. Vivek Badrinath
6. Timothy Boatman
7. Jacques Champeaux
8. Ronald Freeman
9. Mirosław Gronicki
10. Stéphane Pallez
11. Georges Penalver
12. Jerzy Rajski
13. Wiesław Rozlucky

Attachment no. 1 to the resolution no. 30/08
of TP S.A. Management Board
dated 11.03.2008

resolution no. ...
of the 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.

Attachment no. 2 to the resolution no. 16/O/08
of TP S.A. Management Board
dated 5.02.2008

resolution no. ...
of the 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.

Attachment no. 3 to the resolution no. 16/O/08
of TP S.A. Management Board
dated 5.02.2008

resolution no. ...
of the 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.

**List of persons performing the functions of TP S.A. Management Board's Members
in the financial year of 2007**

1. Maciej Witucki - President
2. Pierre Hamon - Member
3. Jacek Kałaur - Member
4. Konrad Kobylecki - Member (until 29 March 2007)
5. Iwona Kossmann - Member (since 29 March 2007)
6. Benoit Merel - Member
7. Jean-Marc Vignolles - Member (until 29 March 2007)

**List of persons performing the functions of TP S.A. Supervisory Board's Members
in the financial year of 2007**

1. Andrzej K. Koźmiński - Chairman
2. Olivier Barberot - Deputy Chairman
3. Michel Monzani - Secretary
4. Philippe Andres - Member (since 10 May until 20 September 2007)
5. Antonio Anguita - Member (since 6 April 2007)
6. Vivek Badrinath - Member
7. Julien Billot - Member (until 6 April 2007)
8. Timothy Boatman - Member
9. Jacques Champeaux - Member
10. Ronald Freeman - Member (since 20 September 2007)
11. Mirosław Gronicki - Member (since 20 September 2007)
12. Tadeusz Han - Member (until 7 May 2007)
13. Stéphane Pallez - Member
14. Georges Penalver - Member
15. Jerzy Rajski - Member
16. Wiesław Rozłucki - Member
17. Andrew Seton - Member (until 20 September 2007)

resolution no. ...

of the Annual General Meeting of TP S.A.

dated 24 April 2008

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.

resolution no. ...

of the Annual General Meeting of TP S.A.

dated 24 April 2008

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.

point 8.

of the meeting agenda

passing 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. 31/08

of TP S.A. Management Board

dated 11.03.2008

on moving to the Annual 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 Annual 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
Roland Dubois
Jacek Kałaur

TRANSLATION

Resolution no. 532/08

of the Supervisory Board of TP S.A.

dated 27.03.2008

on expressing an opinion on TP SA Management Board's motion addressed to the Annual 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 clause 2 item 7 of TP S.A. Articles of Association, the following is resolved:

§ 1

The Supervisory Board issues a positive opinion on the Management Board's motion addressed to the Annual General Meeting, expressed in the resolution No. 31/08 dated 11.03.2008, and recommends the General Meeting 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 enters into force on the day of its adoption.

1. Andrzej K. Koźmiński
2. Olivier Barberot
3. Michel Monzani
4. Antonio Anguita
5. Vivek Badrinath
6. Timothy Boatman
7. Jacques Champeaux
8. Ronald Freeman
9. Mirosław Gronicki
10. Stéphane Pallez
11. Georges Penalver
12. Jerzy Rajski
13. Wiesław Rozłucki

TRANSLATION

Attachment no. 1 to the resolution no. 31/08
of TP S.A. Management Board
dated 11.03.2008

resolution no. ...

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

dated April 24, 2008

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.

TRANSLATION

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.

Point 9.

of the meeting agenda

passing a resolution on the amendment to the Regulations of the General Meeting of Telekomunikacja Polska S.A.

TRANSLATION

resolution no. 36/08

of TP S.A. Management Board

dated 18.03.2008

on moving to the Annual General Meeting for adoption of a resolution on amendment to the Regulations of the General Meeting of Telekomunikacja Polska S.A.

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 Annual General Meeting for adoption of the resolutions on amendment to the Regulations of the General Meeting of Telekomunikacja Polska S.A.

§ 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

Roland Dubois

Jacek Kałaur

TRANSLATION

Resolution no. 535/08

of the Supervisory Board of TP S.A.

dated 27.03.2008

on expressing an opinion on TP SA Management Board's motion addressed to the Annual General Meeting with respect to adoption of a resolution on amendment to the Regulations of the General Meeting of Telekomunikacja Polska S.A.

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

§ 1

The Supervisory Board issues a positive opinion on the Management Board's motion addressed to the Annual General Meeting, expressed in the resolution No. 36/08 dated 18.03.2008, and recommends the Annual General Meeting adopt the resolution on amendment to the Regulations of the General Meeting of Telekomunikacja Polska S.A.

§ 2

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

1. Andrzej K. Koźmiński
2. Olivier Barberot
3. Michel Monzani
4. Antonio Anguita
5. Vivek Badrinath
6. Timothy Boatman
7. Jacques Champeaux
8. Ronald Freeman
9. Mirosław Gronicki
10. Stéphane Pallez
11. Georges Penalver
12. Jerzy Rajski
13. Wiesław Rozłucki

TRANSLATION

Attachment no. 1 to the resolution no. 36/08
of TP S.A. Management Board
dated 18.03.2008

resolution no. ...

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

dated April 24, 2008

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.

Point 10.

of the meeting agenda

changes in the Supervisory Board's composition

resolution no. ...

of the Annual General Meeting of TP S.A.

dated 24 April 2008

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

Pursuant to article 385 of the Corporate Code and § 13 item 9 of the Articles of Association of TP S.A., 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.