

LSE – Current Report 62/2012
Telekomunikacja Polska S.A., (TPSA) – Warsaw, Poland
April 26, 2012

Pursuant to art. 56, clause 1, item 1 of the Law of July 29, 2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies (Journal of Laws of 2005, No. 184, item 1539 with amendments), the Management Board of Telekomunikacja Polska S.A. hereby provides selected financial and operating data related to the activities of Telekomunikacja Polska Group (“Group”, “Orange Polska”, “TP Group”) for the 1Q 2012.

Orange Polska reports satisfactory results for 1Q 2012
and reiterates its full year guidance

1Q highlights

- **revenue decline limited to -3.4% year-on-year, compared to -4.1% in 2011**
 - **excluding regulatory impact revenues declined only by -2.3%**
 - **mobile segment revenue up +0.3% year-on-year, (+2.5% excl. regulatory impact)**
- **mobile customers up by 1.3% year-on-year, despite intensifying competition**
- **broadband customer base up 2.2% since last year, stimulated by the new 3P offer, which gained 112,000 clients to-date (57,000 adds in 1Q)**
- **fixed services rebranded to Orange and convergent offer “Orange Open” launched**
- **2.1% decrease of the cost base¹ helped EBITDA to reach 34.8% margin, despite adverse FX impact of 0.8 p.p.**
- **solid net income at PLN 242mn, 46% up year-on-year,**
- **1Q net free cash flow at PLN 252mn, objective for 2012 reiterated: at least 2bn²**

Key figures (PLN million) IFRS	1Q 2012	1Q 2011 proforma³	Change
revenue	3,521	3,646	-3.4%
fixed line segment ⁴	1,927	2,037	-5.4%
mobile segment ⁴	1,861	1,856	+0.3%
EBITDA	1,224	1,301	-5.9%
EBITDA (as a % of revenue)	34.8%	35.7%	-0.9pp
net income	242	166	+45.8%
net free cash flow ⁵ (reported)	252	395	-36.2%

commenting on Orange Polska 1Q 2012 performance, Mr. Maciej Witucki, President of the Board and Chief Executive Officer, said:

“The positive developments of the first quarter are promising for the future of Orange Polska. Our efforts in all fields of activity today allow us to report satisfactory financial results. The revenue dynamic has continued to improve and our cost optimisation program once again delivered good results that are reflected in our EBITDA. Despite the turbulent market, we have stayed away from pure price competition and pursued market strategy based on quality of customer care, bundling and convergence. Results from the sale of our bundled triple-play offers have been encouraging, thus confirming market demand. We have recently initiated a set of actions that will be instrumental to our market success in 2012. Together with the rebranding of our fixed activities to Orange, we have launched a revolutionary product that is going to be a game-changer for the Polish market: Orange Open is a fully convergent telecommunications and media package that includes both fixed voice, broadband and television, but also mobile data and mobile telephony. We now are equipped

¹ cost base up to EBITDA including interconnect, adjusted for deconsolidation of Emitel and Paytel

² excluding €550mn payment to DPTG, exceptional items, and change in consolidation scope

³ adjusted for deconsolidation of Emitel and Paytel

⁴ segments as defined in Telekomunikacja Polska Group Consolidated Financial Statement

⁵ excluding €550mn payment to DPTG

with the best offer in Poland and supported by a great global brand and I truly believe that this will allow Orange Polska to succeed in 2012.”

Financial Review

(Unless otherwise stated, all references to 2011 hereafter are stated in pro-forma⁶ 2011 financial statements)

revenue decline limited to 3.4% year-on-year vs. -4.1% in 2011

According to Group's estimates, the value of the Polish telecom market increased by 0.4% in 1Q, compared to a 0.5% year-on-year decline in 2011. This positive change was predominantly driven by the mobile market, which rose by 2.6% year-on-year, despite MTR cuts⁷, as it was driven up by increasing number of customers and growing popularity of mobile data solutions. Fixed market continued to adversely impact the market evolution and declined by 2.1% year-on-year.

The decline of Group's 1Q revenues was contained to 3.4% year-on-year as compared to -4.1% in 2011. Excluding the regulatory impact, Group's top line fell by 2.3%. Revenues from fixed line business decreased by 5.4% year-on-year, which was partially offset by the strong 2.5% pre-regulatory growth of the mobile segment.

EBITDA margin at 34.8%, reflecting lower revenues and adverse FX impact

Group's EBITDA amounted to PLN 1 224mn and stood at a 34.8% margin; down by 0.9 p.p. compared to prior year. This results from a PLN 84mn decline of the revenue (pre-regulatory), as well as from the PLN -28mn negative impact related to depreciation of the Polish Złoty. Excluding the aforementioned currency impact, 1Q EBITDA would have stood at 35.6% margin, at a similar level to last year. Thanks to strict cost control policy, the cost base⁸ was down by 2.1% year-on-year.

solid net income at PLN 242mn, up by 76mn year-on-year, benefitting from lower depreciation

At PLN 242mn, Group's net income was up by 46% or PLN 76mn year-on-year. This robust growth was achieved as the effect of only slightly lower EBITDA was offset by a smaller depreciation charge (down by PLN 146mn year-on-year). The latter is a combination of an underlying trend of decline and also less accelerated depreciation than a year ago. Furthermore, net income also benefitted from a PLN 23mn year-on-year decrease in net financial costs thanks to lower debt.

net free cash flow at PLN 252mn⁹, full-year 2012 objective reiterated

Group's Net Free Cash Flow⁹ for 1Q stood at PLN 252mn, compared to PLN 395mn reported a year ago. Net cash from operating activities (before income tax paid and change in working capital) amounted to PLN 1,205mn and was lower by PLN 36mn versus the previous year, due to lower EBITDA. It was coupled with a PLN 231mn negative impact of higher working capital requirement, which rose by PLN 69mn in 2012 against a PLN 162mn decrease in 1Q 2011. This was then partially offset by a PLN 71mn year-on-year less cash outflows to capital expenditure suppliers and by lower tax paid (by PLN 53mn).

⁶ adjusted for deconsolidation of Emitel and Paytel

⁷ July 2011: voice MTR lowered from PLN 0.1677 to PLN 0.1520 and SMS MTR lowered to PLN 0.07 from PLN 0.08 and January 2012: SMS MTR lowered to PLN 0.06 from PLN 0.07

⁸ cost base up to EBITDA, including interconnect, adjusted for deconsolidation of Emitel and Paytel

⁹ NCF for 1Q 2012 excluding EUR 550 mn payment to DPTG

1Q 2012: mobile segment review

- revenue up by 0.3% year-on-year, or + 2.5% excluding regulatory impact
- stable mobile EBITDA margin, at 28.1%
- customer base up 1.3% since last year, despite intensifying competition
- Orange value leadership strengthened with stable market share at 30.3%,
- dedicated mobile broadband subscriptions up by 34% year-on-year,
- 40% of 1Q post-paid sales and retentions generated by smartphone devices vs. 28% in 1Q 2011
 - number of smartphones increased by 30.8% year-on-year reaching 2.3mn
- unlimited voice offers included in the new convergent “Orange Open” package

Key figures

Mobile line indicators	1Q 2012	1Q 2011	change
Revenue (PLN million)	1,861	1,856	+0.3%
Number of total customers ¹⁰ (000's)	14,612	14,419	+1.3%
Number of post-paid customers (000's)	6,927	6,962	-0.5%
Number of prepaid customers (000's)	7,685	7,457	+3.1%
Number of mobile broadband access (000's)	800	599	+33.6%
EBITDA margin (as a % of revenue)	28.1%	28.2%	-0.1 pp

Mobile segment revenues have increased by 0.3% year-on-year, as compared to a 0.1% decline in 2011. The year-on-year dynamics have improved despite a PLN -42mn regulatory impact of SMS and voice MTR cuts. Excluding this regulatory impact, mobile revenues grew by 2.5% year-on-year, driven by an increasing number of customers (+1.3% or 193,000 year-on-year), resilient retail ARPU, and continued growth of equipment and other revenues (PLN 24mn year-on-year). The number of smartphones grew by 31% since last year reaching 2.3mn, as its share in post-paid sales and retentions has been systematically increasing – it reached 40% in 1Q 2012. The uptake of smartphones continued to have positive impact on postpaid data ARPU, which rose by 20% year-on year and stood at 11% of overall postpaid ARPU.

1Q mobile segment EBITDA was stable year-on-year and stood at a 28.1% margin, compared to 28.2% in 1Q 2011, as the 7% rise in commercial expenses has been compensated by savings in other cost areas.

¹⁰ excluding NMT

1Q 2012: fixed segment review

- revenue down by 5.4% year-on-year vs. -6.6% in 2011, helped by growth in wholesale and ICT related projects
- EBITDA margin at 36.4%, versus 37.6% in 2011, reflecting mainly lower voice revenue
- rebound in broadband confirmed: customer base up 2.2% year-on-year
- TV customer base up by 14.9% year-on-year reaching 663,000 subscribers
 - pay-TV back to growth thanks to 19,000 subscribers of “n” offer added in 1Q
- commercial success of 3P offer “Funpack”- 57,000 new activations in 1Q drives customer base to 112,000
- rebranding of all fixed line offers to boost marketing and facilitate convergence

Key figures

Fixed line indicators	1Q 2012	1Q 2011	Change
Revenue pro-forma ¹¹ (PLN million)	1,927	2,037	-5.4%
Number of retail fixed lines (000's) ¹²	5,484	6,194	-11.5%
Number of retail broadband accesses (000's)	2,348	2,297	+2.2%
Number of TV customers (000's)	663	577	14.9%
EBITDA margin (as a % of revenue)	36.4%	38.5%	-1.3 pp

Fixed segment revenues evolution has improved slightly since 2011, with top line falling by 5.4% year-on-year compared to a 6.6% decline in 2011. The revenues decrease continued to be mainly attributable to the erosion of the number of fixed lines, which decreased by 210,000 in 1Q - as fixed to mobile substitution remains a material factor. On the other hand, the top line was supported by a PLN 60mn increase in revenues linked with wholesale and ICT.

Fixed line segment's EBITDA margin stood at 36.4% as compared to 38.5% in 1Q 2011. The decrease is predominantly related to the erosion of the top-line.

commenting on 1Q results, Mr Jacques de Galzain, Orange Polska Chief Financial Officer said:

“The first quarter delivered satisfactory financial results, which allows us to reiterate the outlook and guidance we gave in February for 2012. Revenues dynamic continued to improve and the decrease was contained to 3.4%, reflecting strong performance in mobile. Despite negative forex impact, the EBITDA margin is under control, benefitting from our cost optimization program. This program will continue to be a priority for the Group and we will not cease our efforts to generate new efficiencies. Despite the 550 million euro settlement with DPTG, our balance sheet remains strong: with net gearing at a safe level of 22%, and net debt to EBITDA at 0.8. We have continued with our share buy-back program and to this date, have repurchased above PLN 320 million since the program was launched. The environment remains more challenging than ever, but we are confident that we have the right organization and the right products in place to secure robust cash generation and attractive remuneration for our shareholders.”

¹¹adjusted for deconsolidation of Emitel and Paytel

¹²including Orange WLR and Orange WLL

Forward-looking statement

This press release contains forward-looking statements, including, but not limited to, statements regarding anticipated future events and financial performance with respect to our operations. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words like 'believe', 'expect', 'anticipate', 'estimated', 'project', 'plan', 'pro forma' and 'intend' or future or conditional verbs such as 'will,' 'would,' or 'may.' Factors that could cause actual results to differ materially from expected results include, but are not limited to, those set forth in our Registration Statement, as filed with the Polish securities and exchange commission, the competitive environment in which we operate, changes in general economic conditions and changes in the Polish and/or global financial and/or capital markets. Forward-looking statements represent management's views as of the date they are made, and we assume no obligation to update any forward-looking statements for actual events occurring after that date. You are cautioned not to place undue reliance on our forward-looking statements.

Orange Polska 1Q 2012 results presentation

Thursday 26th April 2012

Venue address:
Telekomunikacja Polska S.A.
ul. Twarda 18
00-105 Warsaw
Poland

Registration: 10.30 CET
Start: 11.00 CET

The presentation will also be available [via a live webcast](#) on our website and via a live conference call:

Time:
11:00 (Warsaw)
10:00 (London)
05:00 (New York)

Conference title:
TP SA Q1 2012 Results

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Telekomunikacja Polska Group Consolidated

amounts in PLN millions	2011								2012
	1Q		2Q		3Q		4Q		1Q
	as reported	pro forma*	as reported	pro forma*	as reported	pro forma*	as reported	pro forma*	as reported
profit & loss statement									
revenues									
fixed line telephony services	1 190	1 190	1 141	1 141	1 134	1 134	1 104	1 104	1 055
retail revenue (subscriptions and traffic)	915	915	858	858	836	836	810	810	765
wholesale revenue incl. interconnection	272	272	280	280	296	296	291	291	289
Payphone revenue	3	3	3	3	2	2	2	2	1
Other	0	0	0	0	0	0	1	1	0
mobile telephony services	1 691	1 691	1 779	1 779	1 783	1 783	1 757	1 757	1 689
voice traffic revenue	990	990	1 054	1 054	1 057	1 057	1 011	1 011	942
interconnection revenue	301	301	320	320	301	301	314	314	308
messaging services and content	369	369	376	376	389	389	404	404	407
Other	31	31	29	29	36	36	28	28	32
data services	624	616	610	603	599	599	600	600	594
leased lines	71	63	71	64	63	63	64	64	61
data transmission	165	165	158	158	158	158	161	161	157
dial-up	1	1	0	1	1	1	0	0	0
broadband and TV revenue	387	387	381	381	377	377	375	375	376
radio communications	58	0	55	0	0	0	0	0	0
sales of goods and other	166	149	205	188	163	161	263	261	183
Total revenue,net	3 729	3 646	3 790	3 711	3 679	3 677	3 724	3 722	3 521
Y-o-Y growth**	-3,7%	n/a	-4,9%	n/a	-3,8%	n/a	-4,0%	n/a	-3,4%
** growth in revenues is calculated based on proforma figures									
labour expenses	(556)	(531)	(531)	(510)	(477)	(476)	(467)	(466)	(552)
o/w profit-sharing	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(3)
o/w share-based compensation	0	0	0	0	0	0	0	0	0
external purchases	(1 703)	(1 694)	(1 767)	(1 759)	(1 676)	(1 674)	(1 866)	(1 865)	(1 743)
- interconnection costs	(475)	(474)	(492)	(492)	(474)	(474)	(469)	(469)	(447)
- network and IT	(215)	(208)	(221)	(214)	(219)	(219)	(221)	(221)	(226)
- commercial expenses	(605)	(604)	(608)	(607)	(588)	(586)	(692)	(691)	(641)
- content costs	(32)	(32)	(49)	(49)	(29)	(29)	(30)	(30)	(34)
- Other external purchases	(376)	(376)	(397)	(397)	(366)	(366)	(454)	(454)	(395)
other operating incomes & expenses	(130)	(125)	(546)	(541)	(130)	(130)	(188)	(190)	(10)
- o/w dispute with DPTG							(35)	(35)	
restructuring costs	0	0	0	0	0	0	(172)	(172)	0
gain/loss on disposals of assets	5	5	10	10	6	6	11	11	8
disposal of shares			1 188		0		(5)		
EBITDA	1 345	1 301	2 144	911	1 402	1 403	1 037	1 040	1 224
% of revenues	36,1%	35,7%	56,6%	24,5%	38,1%	38,2%	27,8%	27,9%	34,8%
restated EBITDA***	1 345	1 301	1 414	1 369	1 402	1 403	1 249	1 247	1 224
% of revenues	36,1%	35,7%	37,3%	36,9%	38,1%	38,2%	33,5%	33,5%	34,8%
depreciation & amortisation	(978)	(964)	(989)	(989)	(900)	(900)	(836)	(836)	(817)
impairment of fixed assets			(4)	(4)	(2)	(2)	(3)	(3)	(4)
share of profit of investments accounted for using the equity method							1	1	1
EBIT	367	337	1 151	(82)	500	501	199	202	404
% of revenues	9,8%	9,2%	30,4%	-2,2%	13,6%	13,6%	5,3%	5,4%	11,5%
financial result	(131)	(131)	(89)	(89)	(111)	(111)	(101)	(101)	(108)
- interest expenses, net	(116)	(116)	(77)	(77)	(68)	(68)	(78)	(78)	(100)
- foreign exchanges gains (losses)	5	5	7	7	(8)	(8)	3	3	9
- discounting expenses	(20)	(20)	(19)	(19)	(35)	(35)	(26)	(26)	(17)
income tax	(47)	(40)	(67)	(61)	(13)	(13)	260	260	(54)
consolidated net income after tax	189	166	995	(232)	376	377	358	361	242

* pro forma accounts adjusted for de-consolidation of Emitel and Paytel, disposed on 22/06/2011 and 27/01/2012, respectively.

*** 4Q 2011 excluding PLN -172mn restructuring provision, PLN -35mn increase in DPTG provision, PLN -5mn additional costs on Emitel disposal; 2011 additionally excluding PLN 1.2bn gain on Emitel disposal and a PLN -0.46bn provision for EC fine (both recognised in 2Q).

Key operational performance indicators for Group

Fixed Voice	2011				2012
	1Q	2Q	3Q	4Q	1Q
customer base					
Main lines (thousands)					
POTS	5 163	5 007	4 849	4 638	4 365
ISDN	856	840	821	807	780
WLR PTK	111	117	120	124	127
WLL PTK	34	40	47	54	61
VoIP first line	30	34	39	71	152
Total retail main lines	6 194	6 038	5 875	5 694	5 484
WLR (external to Group)	1 373	1 396	1 419	1 470	1 512
ARPU per month					
Retail fixed voice ARPU from POTS/ISDN (in PLN)	48,8	47,3	47,3	47,5	46,8
fixed voice market					
Fixed voice penetration (in households) ¹	52,7%	52,0%	51,5%	51,1%	50,6%
Local access market in Poland-estimated (in million)					
	9,7	9,6	9,5	9,5	9,4
Fixed voice market share (%)¹					
Group retail local access ^{1,2}	63,8%	62,9%	61,6%	60,0%	58,4%
Value market share ¹	67,9%	66,7%	66,6%	65,9%	64,7%
Fixed Broadband and TV					
customer base					
Broadband access lines (thousands)					
ADSL ³ & SDI	2 143	2 148	2 157	2 157	2 151
VDSL			1	6	11
CDMA	154	163	174	183	186
Group retail broadband - total	2 297	2 311	2 332	2 346	2 348
Bitstream access (external to TP Group)	375	373	366	366	367
LLU	149	162	178	186	186
TV client base					
IPTV	113	111	109	110	113
DTH (TV over Satellite)	464	482	506	527	550
TV client base (thousands)	577	592	615	636	663
o/w customers with pay TV packages ⁴	153	154	143	139	142
-o/w 'n' packages			7	24	43
3P services (TV+BB+VoIP)	27	29	32	55	112
ARPU per month					
Group ARPU - Broadband & TV (in PLN)	56,3	55,1	54,1	53,4	53,3
broadband market⁵					
B2C Broadband penetration (in households) ⁵	44,2%	44,6%	44,8%	45,3%	45,7%
Total broadband market customers - estimated (in '000) ⁵	6 606	6 681	6 757	6 879	6 952
Group net adds market share ⁵	10,1%	19,3%	27,4%	11,6%	2,5%
Group volume market share (in %) ⁵	34,8%	34,6%	34,5%	34,1%	33,8%
Group value market share (in %) ⁵	42,5%	41,2%	40,7%	40,0%	39,5%

³ includes PTK based on BSA

⁴ includes TP's M-, L - packages, Orange Sport and HBO

⁵ company's estimation

Mobile Segment	2011				2012
	1Q	2Q	3Q	4Q	1Q
customer base					
Mobile customer base (thousands)					
Post-paid	6 962	6 967	6 972	6 977	6 927
Pre-paid	7 457	7 568	7 641	7 681	7 685
Total¹	14 419	14 535	14 613	14 658	14 612
MVNOs customers	73	78	83	87	88
Dedicated mobile broadband subscription client base (thousands) ²	599	645	691	741	800
Number of smartphones (thousands)	1 725	1 804	1 881	2 103	2 256
ARPU					
Monthly mobile customer ARPU in quarter (PLN)					
post-paid	62,7	66,1	65,3	64,5	62,0
pre-paid	17,5	18,0	18,1	18,0	16,8
Blended	39,4	41,1	40,7	40,1	38,3
Retail ARPU (PLN)	31,8	33,2	33,3	32,6	31,1
Wholesale ARPU (PLN)	7,5	8,0	7,3	7,5	7,2
Voice ARPU (PLN)					
post-paid	47,5	50,4	49,5	47,7	45,2
pre-paid	12,1	13,1	13,0	12,7	12,4
Blended	29,2	31,0	30,4	29,4	27,7
Data ARPU (PLN)					
post-paid	5,5	5,7	6,1	6,3	6,6
pre-paid	0,4	0,4	0,4	0,5	0,6
Blended	2,9	2,9	3,2	3,2	3,4
SMS&MMS and other ARPU (PLN)					
post-paid	9,7	10,0	9,7	10,5	10,2
pre-paid	5,0	4,6	4,7	4,8	3,8
Blended	7,3	7,2	7,1	7,5	7,2
volumes & churn					
AUPU (in minutes)					
post-paid	229,0	236,3	236,6	235,9	236,5
pre-paid	92,6	96,7	97,5	93,7	92,3
Blended	158,6	163,9	164,0	161,4	160,8
Quarterly mobile customer churn rate (%)					
post-paid	3,8	3,4	3,5	4,0	3,9
pre-paid	14,3	15,8	17,2	16,1	16,7
subsidies					
SAC (PLN)					
post-paid	562,1	559,3	577,2	565,4	627,2
pre-paid	8,5	9,2	8,5	10,4	9,0
Blended	140,2	124,9	114,4	134,1	132,5
SRC (PLN)	563,7	542,1	555,6	591,4	628,8
network coverage					
Group 2G coverage in % of population:	99,6%	99,6%	99,6%	99,6%	99,6%
Group 3G coverage in % of population:	60,9%	61,9%	61,9%	62,4%	62,6%
Mobile market					
Market penetration rate for mobile network services	125,8%	127,1%	129,3%	132,7%	134,9%
Group mobile market share in volume	30,1%	30,0%	29,7%	29,0%	28,5%
Group mobile market share in value ³	31,0%	31,3%	30,7%	30,4%	30,3%

¹ excluding NMT

² includes Business Everywhere and Orange Free

³ company's estimation

Employment structure of Group Full time positions (end of period)	2011				2012
	1Q	2Q	3Q	4Q	1Q
TP SA	15 210	15 020	14 886	14 854	14 885
Other (incl Orange Customer Service)	7 732	6 741*	6 628	6 673	6 540
Total fixed line	22 941	21 761	21 514	21 527	21 425
PTK Centertel	2 157	2 122	1 743**	1 743	1 750
Other	420	456	477	534	542
Total mobile segment	2 577	2 578	2 220	2 278	2 292
Group	25 519	24 339	23 734	23 805	23 716

*excluding Emitel's headcount amounting to 941 employees

** excluding 344 employees transferred to NetWorkS! JV

Terms used:

Churn rate – The number of customers who disconnect from a network in a given period, divided by the weighted average number of customers in the same period

ARPU – Average Revenue Per User

AUPU – Average Minutes of use Per User

LLU - Local Loop Unbundling

MTR - Mobile Termination Rates

SAC – Subscribers Acquisition Cost

SRC - Subscribers Retention Cost

WLR – Wholesale Line Rental

WLL - Wireless Local Loop - a term for the use of a wireless communications, the "first mile"