

LSE – Current Report 29/2013
Telekomunikacja Polska S.A., (TPSA) – Warsaw, Poland
15 March 2013

Pursuant to art. 38, clause 1, item 1 of the Decree of the Minister of Finance of 19 February 2009 on current and periodic information disclosed by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws of 2009 No. 33, item 259, with amendments) the Management Board of Telekomunikacja Polska S.A., informs about summoning the Annual General Meeting.

Announcement of the Management Board of Telekomunikacja Polska S.A. on the Annual General Assembly

I. Date time and venue of the Annual General Assembly and detailed Agenda

The Management Board of Telekomunikacja Polska Spółka Akcyjna (hereinafter referred to as TP S.A. or the Company) with its registered seat in Warsaw, entered in the companies' register maintained by the Regional Court for the Capital City of Warsaw, 12th Business Division of the National Court Register, under the number 0000010681, acting pursuant to provisions of article 399 § 1 of the Commercial Companies Code and § 12 clause 2 of the Articles of Association of TP S.A., convenes the Annual General Assembly to be held on April 11, 2013, 10:00 a.m., in Warsaw, in the premises of Telekomunikacja Polska Spółka Akcyjna at ul. Twarda 18, 3rd floor, conference room.

Agenda:

- 1) Opening of the Assembly;
- 2) Election of the Chairman;
- 3) Statement that the Assembly 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 Report on the Company's operations and the Company Financial Statements for the financial year 2012,
 - b) the Management Board's motion concerning distribution of the Company's profit for the financial year 2012,
 - c) the Supervisory Board Report on assessment of the Management Board Report on the Company's operations, the Financial Statements for the financial year 2012 and the Management Board motion on distribution of the Company's profit,
 - d) the Management Board Report on the operations of the Telekomunikacja Polska Group and the consolidated Financial Statements for the financial year 2012,
 - e) the Supervisory Board Report on assessment of the Management Board Report on the operations of the Telekomunikacja Polska Group and the consolidated Financial Statements for the financial year 2012,
 - f) report on the Supervisory Board's activities and concise assessment of the Company's in 2012.
- 7) Adoption of the following resolutions:
 - a) approval of the Management Board Report on the Company's activity in the financial year 2012,
 - b) approval of the Company's Financial Statements for the financial year 2012,
 - c) distribution of the Company's profit for the financial year 2012,
 - d) approval of the Management Board Report on the operations of Telekomunikacja Polska Group in the financial year 2012,
 - e) approval of the consolidated Financial Statements for the financial year 2012, and

- f) granting approval of performance of their duties as members of the Company bodies in the financial year 2012.
- 8) Adoption of the resolution on amendment of the Resolution No. 6 of TP S.A. General Assembly dated 21 September 2006 on rules of remuneration for the members of the Supervisory Board
- 9) Adoption of the resolution on redemption of the Company's shares;
- 10) Adoption of the resolution on reduction of the Company's share capital by way of amendment to the Articles of Association;
- 11) Adoption of the resolution on amendment of the Company's Articles of Association.
- 12) Adoption of the resolution on the unified text of the Articles of Association.
- 13) Changes in the Supervisory Board's composition,
- 14) Closing of the Assembly.

- (1) In consideration of the intended reduction of the Company's share capital (item 10 of the agenda), in accordance with art. 455 § 2 of the Commercial Companies Code the purpose of the reduction, the amount by which the share capital is to be reduced, as well as the method of the reduction of the Company's share capital:

Reduction of the share capital is realization of the purpose for which, by means of the resolution no. 3 of TP S.A. Extraordinary General Meeting dated October 13, 2011, the program on acquisition of the Company's own shares for the purpose of their redemption was adopted, what arises from art. 3 of the Commission Regulation (EC) No. 2273/2003 dated December 22, 2003.

The share capital shall be reduced by 69,874,626 (sixty nine million eight hundred and seventy four thousand six hundred and twenty six) zlotys by redemption of 23,291,542 (twenty three million two hundred and ninety one thousand five hundred and forty two) shares, acquired within the abovementioned program.

In consideration of the intended amendment to the Articles of Association of TP S.A. (item 10 of the agenda), in accordance with art. 402 § 2 of the Commercial Companies Code, both the current wording and draft amendments to the Articles of Association of TP S.A. are presented below:

- Current wording of § 7 clauses 1 and 2 of the Articles of Association:

"1. The share capital shall be composed of:

- a) 1,335,649,021 (one billion three hundred and thirty five million six hundred and forty nine thousand and twenty one) ordinary A-series bearer shares of nominal value of PLN 3 (three zlotys) each, and*
- b) no more than 7,113,000 (seven million one hundred and thirteen thousand) ordinary B-series bearer shares of nominal value of PLN 3 (three zlotys) each.*

2. The share capital of the Company amounts to a maximum of PLN 4,028,286,063 (four billion and twenty eight million two hundred and eighty six thousand and sixty three zlotys), including the conditionally increased share capital of the Company amounting to a maximum of PLN 21,339,000 (twenty one million three hundred and thirty nine thousand zlotys)."

- Proposed wording of § 7 clauses 1 and 2 of the Articles of Association:

"1. The share capital shall be composed of:

- a) 1,312,357,479 (one billion three hundred and twelve million three hundred and fifty seven thousand four hundred and seventy nine) ordinary A-series bearer shares of nominal value of PLN 3 (three zlotys) each, and*
- b) no more than 7,113,000 (seven million one hundred and thirteen thousand) ordinary B-series bearer shares of nominal value of PLN 3 (three zlotys) each.*

2. The share capital of the Company amounts to a maximum of PLN 3,958,411,437 (three billion nine hundred and fifty eight million four hundred and eleven thousand four hundred and thirty

seven), including the conditionally increased share capital of the Company amounting to a maximum of PLN 21,339,000 (twenty one million three hundred and thirty nine thousand zlotys).”

(2) In consideration of the intended amendments to the Articles of Association of TP S.A. (item 11 on the agenda), in accordance with art. 402 § 2 of the Commercial Companies Code, both the current wording and draft amendments to the Articles of Association of TP S.A. are presented below:

- Current wording of § 23 clause 2 item 1 of the Articles of Association:

”1) evaluation of financial statements of the Company ”,

- Proposed wording of § 23 clause 2 item 1 of the Articles of Association:

”1) evaluation of annual financial statements of the Company”.

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

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

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

The request shall be filed with the Management Board in writing at the Company's registered office at ul. Twarda 18, 00-105 Warsaw, or send it by e-mail to the address pełnomocnictwo.wza@orange.com (pdf file), at least 21 days prior to the date of the General Assembly, i.e., on March 21, 2013 at the latest.

- 2) Pursuant to art. 401 § 4 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital and authorised to participate in the GA have the right to table draft resolutions on issues on the GA agenda or those to be put on the agenda. The drafts shall be filed with the Management Board in writing at the Company's registered office at Twarda 18, 00-105 Warsaw, or send it by e-mail to the address pełnomocnictwo.wza@orange.com (pdf file), not later than 3 days prior to the GA, i.e., on April 8, 2013 at the latest. The request with the draft resolution shall be accompanied by the documents mentioned in 1b) and 1c).
- 3) Pursuant to art. 401 § 5 of the Commercial Companies Code, each Shareholder authorised to participate in the GA may, during the GA, table draft resolutions on the issues that have been put on the agenda.

2. Exercise of their voting right by the proxy holder

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

A Shareholder not being natural person may participate in the GA and exercise its voting right through a person authorised to make statements of will in its name or by a proxy holder.

- 2) The proxy shall be made in writing, otherwise null and void, and it shall be appended to the GA minutes or made in electronic form. The form of the proxy authorising to exercise the voting right by a proxy holder is available at the Company's web side www.orange.pl/investors.
- 3) TP S.A. shall be notified about a proxy in electronic form at least 3 days prior to the GA, i.e., on April 8, 2013 at 4 p.m at the latest by e-mail at pelnomocnictwo.wza@orange.com by sending a scan of proxy signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent such Shareholder.
- 4) TP S.A. shall take relevant steps to identify the Shareholder and the proxy holder in order to verify the validity of the proxy made in electronic form. The verification may mean a feedback by e-mail or by telephone asking the Shareholder and/or the proxy holder to confirm the representation and the scope of the proxy. TP S.A. thereby represents that any failure to respond to such verification shall be treated as failure to grant proxy and shall give grounds for such proxy holder to be denied access to the GA.
- 5) The right to represent a Shareholder not being a natural person shall be derived from an office copy of the relevant register (placed in original or in a copy confirmed by notary) or from the proxy, to be presented when checking the attendance list. A person/persons granting proxy on behalf of the Shareholder that is not natural person shall be entered in the updated office copy of the relevant register.
- 6) A management board member and an employee of the Company may act as proxy holders at the General Assembly. If a management board member or a supervisory board member or an employee of the Company or a member of a subsidiary's bodies or its employee is a proxy holder at the General Assembly, the proxy may authorise to represent exclusively at a single General Assembly.
- 7) The proxy holder, referred to in item 6) shall notify the Shareholder about any circumstances that indicate or may indicate a conflict of interest. Further representation shall be forbidden.
- 8) The proxy holder, referred to in item 6) shall vote in line with the instructions received from the Shareholder.

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

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

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

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

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

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

6. The record date

March 26, 2013 shall be the record date

7. The right to participate in the General Assembly

- 1) Only the persons being TP S.A. shareholders as of the record date, i.e., March 26, 2013, shall have the right to participate in the General Meeting. Personal certificate of entitlement to attend the General Meeting is issued by the entity operating a securities account, not later than in the first business day after the day of registration, i.e. March 27, 2013.
- 2) The list of Shareholders authorised to participate in the General Assembly shall be made pursuant to the data received from the National Securities Depository (KDPW). It is however recommended that the Shareholders had bearer certificates of their right to participate in the General Assembly issued by the entity maintaining the securities account.
- 3) Shareholders shall be allowed to take part in the GA on producing their identity document, while proxy holders shall be allowed to take part in the GA on producing their identity document and the proxy made in writing or by electronic means. Representatives of legal persons or entities not having legal personality shall additionally produce updated office copies of relevant registers with persons authorised to represent the entities entered in it.

III. Access to documentation

- 1) Any information and documents to be presented to the General Assembly together with draft resolutions, shall be placed at the Company's web side www.orange.pl/investors beginning on the day the General Assembly has been convened.
- 2) Beginning on April 4, 2013, a Shareholder shall have the right to request a copy of motions on the issues on agenda.