

**Attachment No. 2**

*to TP SA Supervisory Board Report  
on activities in 2009*

**REPORT**

**on the activity of the Remuneration Committee  
of the Supervisory Board of Telekomunikacja Polska S.A. in 2009**

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 appointment and remuneration procedures and amounts to the Management Board.

**Composition:**

In 2009, the Remuneration Committee was composed of the following persons:

Chairman:

Ronald Freeman ("Independent Director")

Members:

Olivier Barberot  
Jacques Champeaux  
Wiesław Rozłucki ("Independent Director")

The Secretary of the Committee was Jacek Kałaur.

**Activity in 2009:**

The Remuneration Committee held 3 meetings in 2009 and in particular developed recommendations for Supervisory Board consideration focused on the following remuneration-related issues:

1. Changes in the composition of the Management Board (resignation of Ireneusz Piecuch, Richard Shearer, Grażyna Piotrowska-Oliwa, Jacek Kałaur), nomination of new Management Board Members (Vincent Lobry as Vice-President in charge of Marketing & Strategy) and PTK Centertel President (Mariusz Gaca); Piotr Muszyński has been nominated as Vice-President in charge of Operations.
2. Remuneration of Management Board Members, including consideration of remuneration benchmarks from third party sources, tax and forex effects on remuneration when required by remuneration contracts and adjusting remuneration criteria and amounts to reflect changes in the professional responsibilities of management board members.
3. Assessment of MBO-based bonuses for Management Board Members for H2 2008 and H1 2009.
4. Validation of MBO targets for Management Board Members for H2 2009.

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

25 March 2010