

REPORT
on the activity of the Remuneration Committee
of the Supervisory Board of Telekomunikacja Polska S.A. in 2011

The Remuneration Committee was established by virtue of the Resolution of the TP Supervisory Board no. 385/04 dated June 16, 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 and Management Board on general remuneration policy of TP Group and to make recommendations on appointment, performance objectives, remuneration procedures and amounts to the Supervisory and Management Board.

Composition:

In 2011, the Remuneration Committee was composed of the following persons:

Chairman:

Ronald Freeman ("Independent Director") – until December 23, 2011

Members:

Olivier Barberot – until March 24, 2011
Wiesław Rożucki ("Independent Director")
Olaf Swantee – until October 12, 2011
Olivier Faure – from March 24, 2011 until July 11, 2011
Nathalie Clere – from July 12, 2011
Benoit Scheen – from October 13, 2011

The Secretary of the Committee was Jacek Kowalski, TP Management Board Member in charge of Human Resources.

Activity in 2011

In 2011, the Remuneration Committee held five meetings and in particular developed recommendations for Supervisory Board consideration focused on the following remuneration-related issues:

1. Benefits under the employment contract for the Management Board Members.
2. Discussion and approval of CEO proposal on new solution of Management Board Members motivational system.
3. Assessment of performance relative to objectives and decision on the bonus percentage for Management Board Members for H2 2010 and H1 2011.
4. Validation of objectives for Management Board Members for H2 2011 and H1 2012.
5. Discussion on overall level of remuneration of the Management Board members and direct reports of the CEO.

Jacek Kowalski
Secretary of the Remuneration Committee

March 29, 2012