

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF MEDIATEL S.A., WITH ITS SEAT
IN WARSAW, OF CONVENING AN EXTRAORDINARY GENERAL MEETING**

**I. DATE, TIME AND PLACE OF THE EXTRAORDINARY GENERAL MEETING,
DETAILED AGENDA AND PROPOSED CHANGES TO THE COMPANY ARTICLES OF
ASSOCIATION.**

1. Date, time and place

The Management Board of Mediatel S.A. (joint-stock company), with its seat in Warsaw („**Company**”), acting on the basis of art. 399 § 1 and art. 402¹ i 402² of Commercial Companies Code („**CCC**”) convenes an Extraordinary General Meeting on February 3rd, 2011 at 11:00 hrs which will take place in the Company seat, address: Al. Jerozolimskie 65/79, 00-697 Warsaw.

2. Detailed agenda of the Extraordinary General Meeting of the Company

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Establishing that the Extraordinary General Meeting has been correctly convened and is capable of adopting resolutions.
4. Appointment of the Vote Counting Committee.
5. Adoption of the agenda of the Extraordinary General Meeting.
6. Adoption of resolutions regarding changes of the Company Supervisory Board members.
7. Free conclusions.
8. Closing of the Extraordinary General Meeting.

**II. PRECISE DESCRIPTION OF THE PROCEDURES RELATED TO ATTENDANCE AT THE
EXTRAORDINARY GENERAL MEETING AND EXERCISING THE RIGHT TO VOTE**

1. A shareholder's right of requesting to include specified issues into the agenda of the Extraordinary General Meeting.

A shareholder or shareholders of the Company, representing at least one twentieth of the share capital, may request to include specified issues into the agenda of the scheduled Extraordinary General Meeting. The request shall be submitted to the Management Board not later than twenty one days before the scheduled date of the meeting, i.e. until January 13th, 2011. The request shall include its motivation or a draft resolution regarding the proposed item of the agenda. The request shall be submitted:

- a) in writing, to the Company seat address: Al. Jerozolimskie 65/79, 00-697, Warsaw, or
- b) electronically, to the Company mail address: wza@mediatel.pl

A shareholder or shareholders of the Company placing a request shall prove that they hold a proper number of shares as of the date of submitting the request, by attaching a relevant deposit certificate or certificates.

Moreover, a shareholder or shareholders being a legal entity or organizational units not being legal entities but possessing legal capacity shall send:

- a) a copy of an entry into the register in which the shareholder is recorded, or
- b) a copy of another document confirming authorization of persons acting on behalf of such a subject;
- c) copies of identity cards or other identity documents of persons acting on behalf of such a subject.

In case of shareholders sending their requests electronically, the documents shall be send to the Company e-mail address, given above (eg. PDF).

2. A shareholder's right to submit draft resolutions regarding items included into the agenda of the Extraordinary General Meeting or issues that are to be included into the agenda before the scheduled date of the Extraordinary General Meeting.

A shareholder or shareholders of the Company, representing at least one twentieth of the share capital may, before the date of the Extraordinary General Meeting, submit:

- a) in writing to the Company seat address: Al. Jerozolimskie 65/79, (00-697) Warszawa lub
- b) electronically to the Company e-mail address: wza@mediatel.pl

draft resolutions regarding items included into the agenda of the Extraordinary General Meeting or issues that are to be included into the agenda. The Company immediately publishes the draft resolutions on the website.

A shareholder or shareholders of the Company submitting draft resolutions shall prove that they hold a proper number of shares as of the date of submitting the request, by attaching a relevant deposit certificate or certificates.

Moreover, a shareholder or shareholders being a legal entity or organizational units not being legal entities but possessing legal capacity shall send:

- a) a copy of an entry into the register in which the shareholder is recorded, or
- b) a copy of another document confirming authorization of persons acting on behalf of such a subject;
- c) copies of identity cards or other identity documents of persons acting on behalf of such a subject.

In case of shareholders sending their requests electronically, the documents shall be send to the Company e-mail address, given above (e.g. PDF).

3. A shareholder's right to submit draft resolutions regarding items included in the agenda during the Extraordinary General Meeting.

Each shareholder of the Company, authorized to attend the Extraordinary General Meeting, may during the Extraordinary General Meeting submit draft resolutions regarding issues included in the agenda.

4. Information on exercising the right to vote by a proxy, including in particular, the forms used in case of voting via a proxy, and on notifying the Company about an appointed proxy via electronic communication means.

- a) General rules of attending the Extraordinary General Meeting and exercising the right to vote via a proxy:
- i. A shareholder of the Company may attend the Extraordinary General Meeting and exercise his right to vote via a proxy.
 - ii. A proxy executes all rights of the Company shareholder at the Extraordinary General Meeting, unless otherwise specified in the proxy.
 - iii. A proxy may grant a further proxy, if specified so in the proxy.
 - iv. A proxy may represent more than one shareholder and vote differently based on each shareholder's shares.
 - v. A shareholder of the Company having shares recorded on more than one bonds account may appoint separate proxies to execute rights based on shares on each bonds account.
 - vi. Regulations regarding execution of the right to vote via a proxy shall apply in case of executing the right to vote via another representative.
 - vii. A proxy authorizing the proxy to attend a meeting and execute the right to vote via a proxy shall be granted in writing on paper or electronically.

The forms used to vote via a proxy are available on the Company website www.mediatel.pl, as of the date of convening the Extraordinary General Meeting.

b) Principles for granting a proxy electronically.

The Company shareholders („**Constituents**”) granting proxies electronically shall notify the Company about a granted proxy by sending an e-mail to the Company e-mail address: wza@mediatel.pl

A Constituent shall include the following information in the notification:

- i.) telephone number and e-mail address for contacts with the Constituent,
- ii.) telephone number and e-mail address for contacts with the proxy.

A constituent shall attach the following documents, in electronic format, to the notification:

- i.) content (text) of the proxy,
- ii.) a copy of the identity card or other identity document of the Constituent.

In case a legal entity or an organizational unit not being a legal entity acts as a Constituent, the shareholder shall attach the following documents, in electronic format, to the notification:

- a) a copy of an entry into the register in which the Constituent is recorded, or
- b) a copy of another document confirming authorization of persons acting on behalf of the Constituent,
- c) copies of identity cards or other identity documents of persons acting on behalf of such a subject.

The above principles shall apply respectively to notify the Company, via e-mail, about cancellation of a proxy.

Notification about granting or cancelling a proxy, via e-mail, shall be delivered not later than until 14:00 hrs on the day preceding the date of the Extraordinary General Meeting

A proxy authorized to attend the Extraordinary General Meeting and execute the right to vote shall be obliged to present, at the moment of checking the attendance list at the Extraordinary General Meeting, the originals or copies, authenticated by a notary, of the aforementioned documents.

Furthermore, at the moment of checking the attendance list, a proxy shall be obliged to present the identity card or another identity document and, in case a legal entity or another organizational unit not being a legal entity, acts as a proxy, to present:

- i.) a copy of an entry into the register in which the proxy is recorded, or
- ii.) a copy of another document confirming authorization of persons acting on behalf of the proxy,
- iii.) copies of identity cards or other identity documents of persons acting on behalf of such a subject.

NOTE:

If a shareholder's proxy at the Extraordinary General Meeting is a member of the Management Board, a Member of the Supervisory Board, an employee of the Company or a member of the Company bodies, or an employee of a subsidiary, the proxy may authorize for representation only at one General Meeting of Shareholders. Such a proxy shall be obliged to disclose to the shareholder any circumstances that cause or may cause conflict of interests.

Granting of further proxy shall be excluded.

The aforementioned proxy shall vote in accordance with the instructions provided by the Constituent.

Granting of a proxy in electronic form shall not require a secure electronic signature verified by a valid, qualified certificate.

- c) Verification of validity of a proxy granted in electronic form and identification of a shareholder (Constituent) and a proxy.

In order to verify validity of a proxy granted electronically and to identify a shareholder (Constituent) and a proxy, after having received a notification about a proxy being granted in electronic form, the Company shall be authorized to contact the shareholder (Constituent) and the proxy by phone or via e-mail.

The Company may take other, allowed by the law, actions helping to identify a shareholder (Constituent) and a proxy in order to verify validity of a proxy granted electronically. The actions shall be proportionate to the purpose.

5. Possibility and methods of participating in the General Meeting of Shareholders using electronic communication means.

The Company Articles of Association exclude the possibility of taking the floor during the General Meeting of Shareholders using electronic communication means.

6. Method of taking the floor during the Extraordinary General Meeting using electronic communication means.

The Company Articles of Association exclude the possibility of taking the floor during the Extraordinary General Meeting using electronic communication means.

7. Method of executing the right to vote by sending letters or using electronic communication means.

The Company Articles of Association exclude the possibility of executing the right to vote by sending letters or using electronic communication means.

8. Date of registration of attendance at the General Meeting of Shareholders, stipulated in art. 406¹ CCC.

January 18th, 2011 is the **Date of Registration** of attendance at the Extraordinary General Meeting.

9. Right to attend the Extraordinary General Meeting

Only those persons who became the Company shareholders at least sixteen days before the date of the Extraordinary General Meeting (“**Date of Registration**”), i.e. January 18th, 2011, shall be entitled to participate in the General Meeting of Shareholders.

During the period when the Company shares, which are in the pledge or utilization, are recorded in a bonds account kept by a subject authorized in accordance with the regulations regarding trading in financial instruments, the shareholder shall be entitled to execute the right to vote based on those shares.

Note:

In order to be admitted to attend the Extraordinary General Meeting a shareholder, authorized based on the dematerialized bearers shares, shall, not earlier than after announcement of convening the Extraordinary General Meeting (i.e. not earlier than January 7th, 2011) and not later than on the first business day after the Date of Registration of attendance at the Extraordinary General Meeting (i.e. not later than January 19th, 2011), request the subject keeping the bonds account to issue a personal certificate regarding the right of attendance at the Extraordinary General Meeting.

10. List of shareholders

A list of persons authorized to attend the Extraordinary General Meeting, based on the bearer shares, shall be drawn up by the Company based on the register provided by Krajowy Depozyt Papierów Wartościowych S.A. (National Bonds Deposit), created on the basis of personal certificates issued by the subjects keeping bonds accounts, regarding the right to attend the Extraordinary General Meeting.

The list of shareholders shall be made available to the Company shareholders in the Company seat, address: Al. Jerozolimskie 65/79, 00-697 Warsaw, three business days before the date of the Extraordinary General Meeting.

Shareholders may request to send them the list of shareholders, free of charge, via e-mail, giving an e-mail address to which the list should be sent.

11. Information on where and how a person authorized to attend the Extraordinary General Meeting can get a complete documentation which is to be presented at the Extraordinary General Meeting and draft resolutions.

Persons authorized to attend the Extraordinary General Meeting can get a complete documentation which is to be presented at the Extraordinary General Meeting and draft resolutions in the Company seat, address: Al. Jerozolimskie 65/79, 00-697 Warsaw or from the Company website: www.mediatel.pl

12. Website address where the information regarding the Extraordinary General Meeting shall be made available.

Any information regarding the Extraordinary General Meeting is available on the Company website: www.mediatel.pl.