

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF THE COMPANY UNDER THE NAME OF MEDIATEL
S.A. WITH ITS REGISTERED OFFICE IN WARSAW ON CONVOCAION OF THE ORDINARY GENERAL
MEETING**

**I. DATE, TIME AND PLACE OF THE ORDINARY GENERAL MEETING, DETAILED AGENDA AND THE
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

1. Date, time and place

The Management Board of the Company under the name of Mediatel Spółka Akcyjna with its registered office in Warsaw ("**Company**"), pursuant to Article 399 § 1 and Articles 402¹ and 402² of the Commercial Companies Code ("**CCC**"), hereby convenes the Ordinary General Meeting to be held on 27th April 2010 at 11:00 at the registered office of the Company at the address: ul. Bitwy Warszawskiej 1920 r. 7A, 02-366 Warszawa.

2. Detailed Agenda of the Ordinary General Meeting of the Company.

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Ascertainment of the validity of the General Meeting and capacity thereof for adoption of the resolutions.
4. The election of the Vote Counting Committee.
5. Approval of the Agenda of the General Meeting.
6. Review of the Management Board Report on the operations of the Company and Mediatel S.A. Capital Group for the accounting year 2009, the individual financial statement for the accounting year 2009 and the consolidated financial statement of

Mediatel S.A. Capital Group for the accounting year 2009 as well as the Supervisory Board Report for the accounting year 2009.

7. Adoption of resolutions approving the Management Board Report on the operations of the Company and Mediatel S.A. Capital Group for the accounting year 2009, the individual financial statement for the accounting year 2009 and the consolidated financial statement of Mediatel S.A. Capital Group for the accounting year 2009.
8. Adoption of resolutions approving the Supervisory Board Report for the accounting year 2009.
9. Adoption of the resolution on granting individual members of the Management Board of the Company an approval of the performance of their duties in the accounting year 2009.
10. Adoption of the resolution on granting individual members of the Supervisory Board of the Company an approval of the performance of their duties in the accounting year 2009.
11. Adoption of the resolution on financing the loss of the Company in the accounting year 2009.
12. Adoption of the resolution on the increase of the share capital by the issue of shares of series J subscribed through private subscription with the exemption of the subscription right of the existing shareholders and on admission of shares and rights to shares of J series to trading on the regulated market maintained by the Warsaw Stock Exchange and on amendment of the Articles of Association.
13. Adoption of the resolution on amendments to the Articles of Association.
14. Adoption of the resolution authorizing the Supervisory Board to work out the consolidated text of the Company's Articles of Association.
15. Any other business.
16. Closing of the Meeting.

3. Proposed amendments to the Company's Articles of Association

The Management Board hereby publishes the existing and the proposed wording of the amendments to the Articles of Association.

1) § 7 of the Memorandum, which reads:

„§ 7

The Company's share capital amounts to PLN 1,816,503.00 billion (read: one million eight hundred and sixteen thousand five hundred and three) and is divided into 9,082,515 (read: nine million and eighty two thousand five hundred and fifteen) shares of nominal value 20 (say: twenty) groszes each, including:

- a) 625,000 (say: six hundred and twenty five thousand) ordinary bearer shares of series A of the nominal value of 20 (say: twenty) groszes each;
- b) 75,300 (say: seventy five thousand three hundred) ordinary bearer shares of series B of the nominal value of 20 (say: twenty) groszes each;
- c) 35,000 (say: thirty five thousand) ordinary bearer shares of series C of the nominal value of 20 (say: twenty) groszes each;
- d) 1,800,000 (say: one million eight hundred thousand) ordinary bearer shares of series D of the nominal value of 20 (say: twenty) groszes each;
- e) 500,000 (say: five hundred thousand) ordinary bearer shares of series E of the nominal value of 20 (say: twenty) groszes each;
- f) 300,000 (say: three hundred thousand) ordinary bearer shares of series F of the nominal value of 20 (say: twenty) groszes each;
- g) 1,385,500 (say: one million three hundred and eighty five thousand five hundred) ordinary bearer shares of series G of the nominal value of 20 (say: twenty) groszes each;
- h) 3,921,715 (say: three million nine hundred and twenty one thousand seven hundred and fifteen) ordinary bearer shares of series H of the nominal value of 20 (say: twenty) groszes each;
- i) 440,000 (say: four hundred and forty thousand) ordinary bearer shares of series I of the nominal value of 20 (say: twenty) groszes each;”

shall be replaced by the following wording:

„§ 7

„The Company’s share capital amounts to PLN 5,336,503 (say: five million three hundred and thirty six thousand five hundred and three) and is divided into 26,682,515 (say: twenty six million six hundred and eighty two thousand five hundred and fifteen) shares of the nominal value of 20 (say: twenty) groszes each, including:

- a) 625,000 (say: six hundred and twenty five thousand) ordinary bearer shares of series A of the nominal value of 20 (say: twenty) groszes each;
- b) 75,300 (say: seventy five thousand three hundred) ordinary bearer shares of series B of the nominal value of 20 (say: twenty) groszes each;
- c) 35,000 (say: thirty five thousand) ordinary bearer shares of series C of the nominal value of 20 (say: twenty) groszes each;
- d) 1,800,000 (say: one million eight hundred thousand) ordinary bearer shares of series D of nominal value of 20 (say: twenty) groszes each;
- e) 500,000 (say: five hundred thousand) ordinary bearer shares of series E of the nominal value of 20 (say: twenty) groszes each;
- f) 300,000 (say: three hundred thousand) ordinary bearer shares of series F of the nominal value of 20 (say: twenty) groszes each;
- g) 1,385,500 (say: one million three hundred and eighty five thousand five hundred) ordinary bearer shares of series G of the nominal value of 20 (say: twenty) groszes each;
- h) 3,921,715 (say: three million nine hundred and twenty one thousand seven hundred and fifteen) ordinary bearer shares of series H of the nominal value of 20 (say: twenty) groszes each;
- i) 440,000 (say: four hundred and forty thousand) ordinary bearer shares of series I of the nominal value of 20 (say: twenty) groszes each;
- j) 17,600,000 (say: seventeen million six hundred thousand) ordinary bearer shares of series J of the nominal value of 20 (say: twenty) groszes each;

2) § 12 of the Articles of Association, which reads:

„§ 12

1. The General Meeting shall be convened as ordinary or extraordinary general meeting.
2. The General Meeting shall be convened by the Management Board on its own initiative or upon written motion of the Supervisory Board or on the motion of the shareholders representing at least 10 % of the share capital.
3. The convocation of the General Meeting upon motion of the Supervisory Board or Shareholders should take place within two business weeks from the motion submission date.
4. The Supervisory Board shall convene the General Meeting:
 - a) if the Management Board fails to convene the Ordinary General Meeting within the prescribed time limit,
 - b) if despite submission of the motion referred to in section 2, the Management Board fails to convene the Ordinary General Meeting within the prescribed time limit referred to in section 3.”

shall be replaced by the following wording:

„§ 12

1. The General Meeting shall be convened as ordinary or extraordinary general meeting.
2. The Ordinary General Meeting shall be convened by the Management Board by 30th June of the year following the accounting year, at the latest.
3. The Extraordinary General Meeting shall be convened by the Management Board on its own initiative or upon motion of the Supervisory Board or the shareholders representing at least one twentieth of the share capital.
4. The Management Board shall convene the Extraordinary General Meeting within two weeks of the submission date of the motion referred to in section 3.
5. The Supervisory Board shall convene the General Meeting:
 - a) if the Management Board fails to convene the Ordinary General Meeting within the prescribed time limit,

- b) If despite submission of the motion referred to in section 3, the Management Board fails to convene the Extraordinary General Meeting within the prescribed time limit referred to in section 4.
 - c) and always if it deems that the convocation of the Extraordinary General Meeting is necessary.
6. Shareholders representing at least half of the share capital or at least half of the overall number of votes in the company may convene an Extraordinary General Meeting. The Chairman of the said General Meeting shall be appointed by the Shareholders.”

3) § 17 of the Memorandum, which reads:

„§ 17

1. The Supervisory Board shall consist of 5 to 11 members, including the Chairman, elected by the General Meeting.
2. The number of members of the Supervisory Board shall be defined by the General Meeting by virtue of the resolution adopted by ordinary majority of votes.
3. The Supervisory Board shall act in accordance with the Regulations adopted by the General Meeting of the Shareholders. The company publishes the content of the Regulations of the Supervisory Board in the manner envisioned for public companies”.

shall be replaced by the following:

„§ 17

1. The Supervisory Board of the Company shall consist of 5 (five) members appointed by the virtue of a resolution of the General Meeting, subject to provisions of this paragraph.
2. Pursuant to the provisions of Article 411 § 3 of the Commercial Companies Code, the shareholder who holds shares representing more than 15% of the overall number of votes in the Company, with regard to issues of:
 - 1) appointment of a Member of the Supervisory Board, including by way of group voting,
 - 2) dismissal of a member of the Supervisory Board,
 - 3) dismissal of a member of the Management Board,
 - 4) suspension of a member of the Management Board,
 - 5) granting approval of performance to a Member of the Supervisory or Management Board,
 - 6) amendments to the articles of association within the scope specified herein,

- shall be able to exercise his/her voting right attached to shares which represent more than 15% of all votes in the Company in such a manner that with respect to all of those shares one (1) vote may be exercised in all.

3. The Supervisory Board shall act in compliance with the rules adopted by the General Meeting of Shareholders. Contents of the rules for the Supervisory Board shall be published following the procedure provided for the listed companies”.

II. PRECISE DESCRIPTION OF PROCEDURES REGARDING THE PARTICIPATION IN THE ORDINARY GENERAL MEETING AND EXECUTION OF THE VOTING RIGHT

1. Shareholder's right to demand certain issues to be included in the agenda of the General Meeting.

A shareholder or shareholders of the Company representing at least one twentieth of the Company's share capital may demand certain issues to be included in the agenda of the impending Ordinary General Meeting. The request should be submitted to the Management Board not later than twenty one days prior to the designated date of the meeting i.e. by 6th April 2010. The request shall contain the substantiation or a draft resolution of the proposed issue to be included in the agenda. The request may be submitted:

- a) in writing, at the registered office of the Company at the address: ul. Bitwy Warszawskiej 1920 r 7A, 02-366 Warszawa.
- b) or by electronic means to the Company's e-mail address: wza@mediatel.pl

A shareholder or shareholders of the Company submitting the request shall prove the possession of the appropriate number of shares as of the request submission date and attach a deposit certificate or deposit certificates to the request.

In addition, a shareholder or shareholders who act as legal persons or organizational entities, which are not legal persons but have legal capacity shall send:

- a) a copy of an excerpt from the register, in which a given shareholder is entered or
- b) a copy of another document confirming authorization of the persons acting on behalf of such an entity,

- c) the copies of identity cards or other identity documents of persons acting on behalf of such an entity.

In case of shareholders submitting a request in the electronic form, the documents should be sent to the aforementioned e-mail address of the Company in the electronic format (e.g. PDF).

2. The shareholder's right to submit draft resolutions regarding the issues included in the agenda of the General Meeting or issues to be included in the agenda before the date of the General Meeting.

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

- a) in writing, at the registered office of the Company at the address: ul. Bitwy Warszawskiej 1920 r 7A, 02-366 Warszawa.
 - b) or by electronic means to the Company's e-mail address: wza@mediatel.pl
- draft resolutions regarding the issues included in the agenda of the Ordinary General Meeting or issues to be included in the agenda of the General Meeting. The Company publishes draft resolutions on its website.

A shareholder or shareholders of the Company submitting draft resolutions shall prove the possession of the appropriate number of shares as of the request submission date and attach a deposit certificate or deposit certificates to the request.

In addition, a shareholder or shareholders who act as legal persons or organizational entities, which are not legal persons but have legal capacity shall send:

- a) a copy of an excerpt from the register, in which a given shareholder is entered or
- b) a copy of another document confirming authorization of the persons acting on behalf of such an entity,

- c) the copies of identity cards or other identity documents of persons acting on behalf of such an entity.

In case of shareholders submitting draft resolutions in the electronic form, the documents should be sent to the aforementioned e-mail address of the Company in the electronic format (e.g. PDF).

3. Shareholder's right to submit draft resolutions regarding the issues included in the agenda during the General Meeting.

Any of the Company's Shareholders entitled to participate in the Ordinary General Meeting may during the Ordinary General Meeting submit draft resolutions regarding the issues introduced in the agenda.

4. Information on exercising the voting right by a proxy, including in particular the forms used by a proxy during voting and on notifying the Company about appointment of a proxy, by means of electronic communication.

- a) General rules of participation in the Ordinary General Meeting and exercising of the voting right by a proxy
 - i.) A shareholder of the Company may participate in the Ordinary General Meeting and exercise the voting right by a proxy.
 - ii.) A proxy shall be entitled to exercise all rights of the shareholder of the Company during the Ordinary General Meeting, unless the power of attorney provides otherwise.
 - iii.) A proxy may grant further power of attorney if the power of attorney provides so.
 - iv.) A proxy may represent more than one shareholder of the Company and vote in a different way with respect to shares of each of the represented shareholders of the Company.

- v.) A Shareholder of the Company who holds shares on more than one Securities Trading Account may appoint separate proxies to execute the voting rights attached to shares held on each of the accounts.
- vi.) The regulations on exercising of the voting right by a proxy shall apply to exercising of the voting right by another representative.
- vii.) A power of attorney authorizing participation in the General Meeting and exercising the voting right by a proxy shall be issued in writing or in electronic form.

The forms facilitating exercising the voting right by a proxy are available from the date of convocation of the Ordinary General Meeting on the Company's website at the address: www.mediatel.pl

b) The rules of granting the power of attorney in the electronic form

Shareholders of the Company ("Principals") who grant the power of attorney in the electronic form shall notify the Company of granting the power of attorney by e-mail to the Company's e-mail address: wza@mediatel.pl

In the notice, the Principal shall include:

- i.) telephone number and e-mail address for the purpose of contacting the Principal,
- ii.) Proxy's telephone number and email address for the purpose of contacting the Proxy.

The Shareholder shall enclose (in the electronic format) to the notice:

- i.) the contents (text) of the power of attorney,
- ii.) a copy of the identity card or another identity document of the Principal.

If the Principal is a legal person or another organizational entity which is not a legal person, the Shareholder shall enclose (in the electronic format) to the notice:

- a) a copy of an excerpt from the register, in which a given Principal is entered or

- b) a copy of another document confirming authorization of the persons acting on behalf of the Principal,
- c) the copies of identity cards or other identity documents of persons acting on behalf of such an entity.

The foregoing rules shall apply to the notification of the Company by electronic communication about cancellation of a power of attorney.

The notification on granting or on cancellation of a power of attorney sent by electronic communication should be given not later than by 14.00 o'clock on the day preceding the date of commencement of the Ordinary General Meeting.

A proxy duly authorized to participate and exercise the voting right in the Ordinary General Meeting shall be obliged to present, during the preparation of the Ordinary General Meeting attendance list, the originals or notary certified copies of the documents, referred to above in this paragraph.

Furthermore, during the preparation of the Ordinary General Meeting attendance list, a proxy shall be obliged to present an identity card or another identity document, and if the Proxy is a legal person or another organizational entity which is not a legal person,

- i.) an excerpt from the register, in which a given Proxy is entered or
- ii.) another document confirming authorization of the persons acting on behalf of the Proxy,
- iii.) the copies of identity cards or other identity documents of persons acting on behalf of such an entity.

NOTE:

If a proxy at the Ordinary General Meeting is a member of the Management Board of the Company, member of the Supervisory Board, Company employee or a member of the subsidiary's bodies or a subsidiary's employee, the power of attorney shall authorize the proxy to represent the shareholder at only one Ordinary General Meeting. The proxy is

obliged to inform the shareholder of any circumstances implying the existing or possible conflict of interests. Any further power of attorneys shall be exempted.

The proxy referred to in sentence one shall vote in accordance with the instructions issued by the Principal.

Electronic power of attorney shall not require to be enclosed with a secure electronic signature, verified by means of a qualified certificate.

Verification of validity of the power of attorney issued in the electronic form and identification of the shareholder (principal) and proxy

To verify the validity of the power of attorney issued in the electronic form and to identify the shareholder (principal) and proxy, upon a receipt of the notification on award of the power of attorney issued in the electronic form, the Company will be entitled to contact the shareholder (Principal) and the proxy by phone or by e-mail.

The Company may undertake other legally permissible measures targeted at identification of the shareholder (Principal) and the proxy in order to verify the validity of the power of attorney issued in the electronic form. The measures shall be proportional to the objective.

5. The possibility and manner of participation in the General Meeting by means of electronic communication

The Articles of Association do not provide for the possibility of participation in the General Meeting by means of electronic communication.

6. The manner of speaking during the General Meeting by means of electronic communication

The Articles of Association do not provide for the possibility of speaking during the General Meeting by means of electronic communication.

7. The manner of exercising the right to vote during the General Meeting by correspondence or by means of electronic communication

The Articles of Association do not provide for the possibility of exercising the right to vote during the General Meeting by correspondence or by means of electronic communication.

8. Date of registration for participation in the General Meeting as referred to in Article 406¹ of the Commercial Companies Code.

The date of registration in the Ordinary General Meeting shall be 11th April 2010.

9. The right to participate in the Ordinary General Meeting

The right to participate in the Ordinary General Meeting shall only be awarded to persons who were shareholders of the Company for at least sixteen days prior to the date of the General Meeting (“Date of registration”) i.e. 11th April 2010.

In the period, when the Company’s shares subject to pledge or usufruct are entered on the securities trading account maintained by an entity entitled thereto in accordance with the provisions on financial instruments trading, the voting right attached to the shares is vested in the shareholder.

Note:

In order to authorize the participation in the Ordinary General Meeting, a shareholder entitled under dematerialized bearer shares shall not earlier than upon notification on

summoning of the General Meeting (i.e. not earlier than on 29th March 2010) and not later than on the first day following the date of registration for participation in the Ordinary General Meeting (i.e. not later than on 12th April) request the entity which maintains the securities trading account to issue a personal certificate of the right to attend the Ordinary General Meeting.

10. List of shareholders

The list of persons entitled to participate in the Ordinary General Meeting under bearer shares is drawn up by the Company pursuant to the register handed over by the National Depository for Securities Joint Stock Company and prepared based on the personal certificates of the right to participate in the Ordinary General Meeting, issued by the entities maintaining securities trading accounts.

The list of shareholders will be made available to the shareholders of the Company at the registered office of the Company at the address: ul. Bitwy Warszawskiej 1920 r. 7A, 02-366 Warszawa, three business days prior to the date of the Ordinary General Meeting.

The Shareholders will be able to request the list of shareholders to be sent to them free of charge by e-mail to the indicated e-mail address.

11. The indication of the place and manner in which the person entitled to participate in the Ordinary General Meeting may obtain the full text of the documentation to be presented to the Ordinary General Meeting and the draft resolutions.

The persons entitled to participate in the Ordinary General Meeting may obtain the full text of the documentation to be presented to the Ordinary General Meeting and the draft resolutions at the Company's registered office at the address: ul. Bitwy Warszawskiej 1920 r. 7A, 02-366 Warszawa or on the Company's website: www.mediatel.pl

12. Indication of the Company's website, on which the information regarding the Ordinary General Meeting will be available.

Any information regarding the Ordinary General Meeting will be available on the Company's website: www.mediatel.pl