

RESOLUTION NO 1
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: the election of the Chairman of the Ordinary General Meeting of MediaTel S.A.

§1

Acting compliant with Art. 409 §1 of the Commercial Companies Code and §15 section 2 of the Company Articles of Association, the Ordinary General Meeting of MediaTel S.A. resolves on the election of Mr. Piotr Brzeski to the function of the Chairman of the Ordinary General Meeting.

§2

The resolution comes into force as of the date of adoption.

The resolution was adopted unanimously in secret voting.

Upon a motion of the Chairman, the Ordinary General Meeting of Shareholders unanimously deleted the point on the agenda concerning the election of the Vote Counting Committee.

RESOLUTION NO 2
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: the approval of the agenda of the Ordinary General Meeting of MediaTel S.A.

§1

The Ordinary General Meeting of MediaTel S.A. resolves on the approval of the following agenda of the Ordinary General Meeting:

1. Opening of the Meeting
2. Election of the Chairman of the Meeting.
3. Ascertainment of the validity of the General Meeting and capacity thereof for adoption of the resolutions
4. Adoption of the agenda.
5. Review of the reports of the Management Board on the operations of the Company and MediaTel S.A. capital group for the accounting year of 2009, the individual financial statement of the Company for the accounting year of 2009, the consolidated financial statement of MediaTel S.A. capital group for 2009, and the report of the Supervisory Board for 2009.

6. Adoption of the resolutions concerning the approval of the reports of the Management Board on the operations of the Company and MediaTel S.A. capital group for the accounting year of 2009, the individual financial statement of the Company for the accounting year of 2009 and the consolidated financial statement of MediaTel S.A. capital group for 2009.
7. Adoption of the resolution on the approval of the report of the Supervisory Board for 2009.
8. Adoption of the resolutions on granting the approval of performance to respective members of the Management Board of the Company with respect to the performance of their duties in 2009.
9. Adoption of the resolutions on granting the approval of performance to respective members of the Supervisory Board of the Company with respect to the performance of their duties in 2009.
10. Adoption of the resolution on financing the losses of the Company sustained in 2009.
11. Adoption of the resolution on the increase of share capital by issue of shares series J by way of private subscription excluding the subscription rights of the existing shareholders and the admission of the shares and rights to the shares series J to trading on the regulated market maintained by WSE in Warsaw and amendments to the Company Articles of Association
12. Adoption of the resolution on amendments to the Company Articles of Association.
13. Adoption of the resolution on the authorization of the Supervisory Board to work out the consolidated text of the Articles of Association of the Company.
14. Any other business.
15. Closing of the Meeting.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 3
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: the approval of the report of the Management Board on the operations of MediaTel S.A. for the accounting year from 1 January 2009 to 31 December 2009

§1

Pursuant to the provisions of Art. 393 section 1) and Art. 395 §2 section 1) of the Commercial Companies Code and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves on the approval of the report of the Company's Management Board for the accounting year from 1 January 2009 to 31 December 2009.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 4
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: the approval of the report of the Management Board on the operations of MediaTel S.A. Capital Group for the accounting year from 1 January 2009 to 31 December 2009.

§1

Pursuant to the provisions of Art. 395 §5 of the Commercial Companies Code, the Ordinary General Meeting of MediaTel S.A. resolves on the approval of the report of the Management Board on the MediaTel S.A. Capital Group operations for the accounting year from 1 January 2009 to 31 December 2009.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this

6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

**RESOLUTION NO 5
OF THE ORDINARY GENERAL MEETING
MEDIATEL S.A. OF 27 APRIL 2010**

concerning: the approval of the individual financial statement of MediaTel S.A. for the accounting year from 1 January 2009 to 31 December 2009

§1

Pursuant to the provisions of Art. 393 section 1) and Art. 395 §2 section 1) of the Commercial Companies Code and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves on the approval of the individual financial statement of the Company for the accounting year from 1 January 2009 to 31 December 2009, consisting in particular of the following:

- a) the balance sheet as for 31 December 2009, disclosing the following amounts on assets and liabilities side: 83,557,813.94 PLN (say: eighty three million five hundred seven thousand eight hundred thirteen PLN and 94 groszes),
- b) profit and loss accounts showing a net loss in the amount of: 1,174,813.85 PLN (say: one million one hundred seventy four thousand eight hundred thirteen PLN and 85 groszes),
- c) the cash flow, disclosing a decrease in cash and cash equivalents by the amount of PLN 4,237,275.11 PLN (say: four million two hundred thirty seven thousand two hundred seventy five PLN and 11 groszes),
- d) the summary of changes in equity, disclosing a decrease in equity by the amount of PLN 2,835,681.10 (say: two million eight hundred thirty five thousand six hundred eighty one zloties and ten groszes),

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 6
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: the approval of the consolidated financial statement of MediaTel S.A. Capital Group for the accounting year from 1 January 2009 to 31 December 2009.

§1

Pursuant to the provisions of Art. 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of MediaTel S.A. resolves on the approval of the consolidated financial statement of MediaTel S.A. Capital Group, for the accounting year from 1 January 2009 to 31 December 2009, consisting in particular of the following:

- a) the consolidated balance sheet as for 31 December 2009, disclosing the following amounts on assets and liabilities side: 84,573,549.33 PLN (say: eighty four million five hundred seventy three thousand five hundred forty nine PLN and 33 groszes),
- b) the consolidated profit and loss account disclosing the net financial profit of 5,116,105.20 PLN (say: five million one hundred sixteen thousand one hundred five PLN and 20 groszes),
- c) the consolidated cash flow statement, disclosing a decrease in cash and cash equivalents by the amount of 5,013,390.00 PLN (say: five million thirteen thousand ninety PLN and 0 groszes),
- d) the summary of changes in consolidated equity, disclosing, as at 31 December 2009, an increase in equity by the amount of PLN 3,835,904.33 (say: three million eight hundred thirty five thousand nine hundred four PLN and 33 groszes).

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 7
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: the approval of the report of the Supervisory Board of MediaTel S.A. for the accounting year 2009.

§1

Pursuant to the provisions of Art. 395 §5 of the Commercial Companies Code and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves on the approval of the report of the Supervisory Board submitted compliant with Art. 382 §3 of the Commercial Companies Code, and concerning the evaluation of the report of the Management Board on the operations of the Company and Mediatel S.A. Capital Group for the accounting year of 2009, the individual financial statement of the Company for the accounting year from 1 January 2009 to 31 December 2009 and the consolidated financial statement of MediaTel S.A. Capital Group, for the accounting year from 1 January 2009 to 31 December 2009 and the motion of the Management Board concerning the financing of losses sustained in 2009.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 8
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Management Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Marcin Kubit, the President of the Management Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 9 OF THE ORDINARY GENERAL MEETING MEDIATEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Management Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Marek Nowakowski, Member of the Management Board of MediaTel S.A.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 10 OF THE ORDINARY GENERAL MEETING MEDIATEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Management Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his

duties in his term of office in the accounting year of 2009 to Jerzy Cegliński, Member of the Management Board of MediaTel S.A.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

**RESOLUTION NO 11
OF THE ORDINARY GENERAL MEETING
MEDIATEL S.A. OF 27 APRIL 2010**

concerning: granting the approval of performance to Member of the Management Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Jacek Niedziałkowski, Member of the Management Board of MediaTel S.A.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 12
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Management Board with respect to the performance of her duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of her duties in her term of office in the accounting year of 2009 to Iwona Rytel, Member of the Management Board of MediaTel S.A.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 13
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Supervisory Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Piotr Sieluk, Member of the Supervisory Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this

6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 14
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Supervisory Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Zbigniew Kazimierczak, Member of the Supervisory Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 15
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Supervisory Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Mirosław Janisiewicz, Member of the Supervisory Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 16
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Supervisory Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Marcin Łolik, Member of the Supervisory Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 17
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Supervisory Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Dawid Sukacz, Member of the Supervisory Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 18

OF THE ORDINARY GENERAL MEETING

MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Supervisory Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Albert Kuźmicz, Member of the Supervisory Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 19

OF THE ORDINARY GENERAL MEETING

MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Supervisory Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his

duties in his term of office in the accounting year of 2009 to Krzysztof Urbański, Member of the Supervisory Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

**RESOLUTION NO 20
OF THE ORDINARY GENERAL MEETING**

MEDIA TEL S.A. OF 27 APRIL 2010

concerning: granting the approval of performance to Member of the Supervisory Board with respect to the performance of his duties in 2009.

§1

Pursuant to Art. 393 section 1) and Art. 395 §2 section 3) of the Commercial Companies Code, and §16 section 1 of the Articles of Association of MediaTel S.A., the Ordinary General Meeting of MediaTel S.A. resolves to grant the approval of performance of his duties in his term of office in the accounting year of 2009 to Piotr Nadolski, Member of the Supervisory Board.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 21
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: financing the Company losses for the accounting year from 1 January 2009 to 31 December 2009.

§1

Pursuant to Art. 395 § 2 section 2) and Art. 396 § 5 of the Commercial companies Code and § 16 section 1) of the Articles of Association of MediaTel SA, the Ordinary General Meeting of Shareholders resolves to finance the Company loss disclosed in the individual financial statement of the Company for the accounting year from 1 January 2009 to 31 December 2009 in the way as follows:

to finance the total net loss in the amount of 1,174,813.85 PLN (say: one million one hundred seventy four thousand thirteen PLN and 85 groszes) out of the supplementary capital of the Company.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

RESOLUTION NO 22
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: abstain from voting over point 11 of the agenda of the Ordinary General Meeting of 27 April 2010.

§ 1

Pursuant to Art. 402 §2 of the Commercial Companies Code, the Ordinary General Meeting of MediaTel S.A. resolves to abstain from voting over point 11 of the agenda, that is to abstain from voting over the resolution concerning adoption of the resolution on the increase of share capital by issue of shares series J by way of private subscription excluding the subscription rights of the existing shareholders and the admission of the shares and

rights to the shares series J to trading on the regulated market maintained by WSE in Warsaw and amendments to the Company Articles of Association

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.

The Chairman moved, upon a motion raised by a shareholder – NFI Magna Polonia S.A. to adopt a resolution to adjourn the meeting, of the contents as proposed by the shareholder during today's Ordinary Meeting of Shareholders.

RESOLUTION NO 23
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010
concerning: adjourning the Meeting

§1

Ordinary Meeting of Shareholders hereby resolves to adjourn the Meeting till 6 May 2010, at 11:00, the same venue.

§2

The resolution comes into force as of the date of adoption.

In voting over the resolution, 6,957,937 valid votes were cast, the votes represented 76.61% of the share capital, where valid votes cast amounted to 6,957,937 in this 6,957,937 votes were cast 'for', there were no votes cast 'against' nor abstaining votes. In view of the above stated the resolution was adopted.