

Ref: point 12 of the agenda:

The Chairman proposed adoption of the resolution of the content as proposed at this Ordinary General Meeting of by a Company Shareholder - NFI Magna Polonia S.A.:

Resolution no 1
of the Ordinary General Meeting of Shareholders of Mediatel S.A.
of 6 May 2010

concerning: changes to the Articles of Association

§ 1

1. Pursuant to Art. 430 §1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Mediatel S.A. hereby resolves to change the Articles of Association of the Company in the following way:

1) §7b of the Articles of Association of the Company shall from now on have the following wording:

1. *The Management Board shall be empowered until 26 May 2011, to increase the share capital by the amount not exceeding 1,362,377 (one million three hundred sixty two thousand three hundred seventy seven) PLN (authorised capital). The Management Board may exercise its powers via one or several increases in the share capital, provided prior the consent of the Supervisory Board has been granted by way of a resolution, following the review of particular investment needs of the Company.*
2. *Provided that the Supervisory Board has prior expressed its consent by way of a resolution, the Management Board shall be authorised to issue subscription warrants specified in Art. 453 § 2 of the Commercial Companies Code with the term of exercising the right falling to 26 May 2011 at the latest, where the Management Board shall be authorised to issue the warrants within one or several issues, including the subscription for shares or take up of shares of the Company within the authorised capital, excluding the preference rights.*
3. *With the consent of the Supervisory Board, the Management Board may revoke the preference rights of the shareholders with regard to:*
 - (a) *shares issued within each increase in the share capital within authorised capital;*
 - (b) *subscription warrants specified in section 2 hereof.*
4. *Subject to section 8 above, unless the provisions of the Commercial Companies Code shall provide otherwise, the Management Board shall decide on all the matters connected with the increase of the share capital within the authorised capital and issue*

the subscription warrants specified in section 2 hereof, the Management Board shall in particular be authorised to:

a) conclude contracts concerning investment underwriting or firm commitment or any other contracts aiming at successful issue of securities issued within the authorised capital, as well as conclude contracts, by virtue of which, outside the territory of Poland, safekeeping receipts can be issued in connection with the said securities subject to the generally binding legal provisions;

b) adopt resolutions and other acts concerning the dematerialisation of shares, the preference rights, rights to shares and subscription warrants and conclude contracts with the National Depository for Securities for the registration of shares, preference rights, rights to shares and subscription warrants subject to the generally binding legal provisions;

c) adopt resolutions and other acts concerning the issue of shares or subscription warrants by way of private subscription or by way of public offering and concerning the application for admission and marketing of shares, preference rights, rights to shares and subscription warrants on the regulated market subject to the generally binding legal provisions;

5. The Management Board may distribute the shares issued within the authorised capital for the contributions in cash or in kind. The resolutions of the Management Board on determining the issue price and distribution of shares issued within the authorised capital shall require the consent of the Supervisory Board.

6. The Management Board shall be authorised to conclude contracts for the registration of financial instruments issued by the Company in the depository kept by National Depository for Securities.

2) §12 the Articles of Association of the Company shall from now on have the following wording:

„§ 12

- 1. The General Meeting of Shareholders shall be convened as an ordinary or extraordinary meeting.*
- 2. The Management Board shall convene the Ordinary General Meeting of Shareholders by the end of 30 June of the year following the accounting year at the latest.*

3. *The Management Board shall convene the Extraordinary General Meeting of Shareholders on its own initiative or upon a request of the Supervisory Board or shareholders representing at least 5% of the initial capital.*
 4. *The Management Board shall convene the Extraordinary General Meeting of Shareholders within 2 weeks of the motion filing date, as specified in section 3 hereof.*
 5. *The Supervisory Board shall convene the General Meeting of Shareholders:*
 - a) *if the Management Board has not convened the Ordinary General Meeting of Shareholders within the legally binding dates;*
 - b) *if despite filing the motion specified in section 3 hereof, the Management Board has not convened the Extraordinary General Meeting of Shareholders within dates specified in section 4 hereof,*
 - c) *and always if it shall deem it necessary to convene the General Meeting of Shareholders.*
 6. *Shareholders representing at least 50% of share capital or exercising at least 50% of total votes in the Company may convene the Extraordinary General Meeting of Shareholders . The Shareholders shall elect the chairman of the Meeting.*
2. All the other provisions of the Articles of Association shall remain in force.

§ 2

The change of the Articles of Association, which consists in extending the powers of the Management Board with the power to issue subscription warrants, entitling to issue the subscription for or take up of the shares of the Company issued within the authorised capital, excluding the preference rights, of the contents as specified in § 1, is adopted in order to provide the Management Board with an efficient tool for carrying out the increase in the share capital, which, under fast changing market growth or decline shall increase the flexibility of management of the Company resources and shall allow for financing investments and capital outlay as planned by the Company.

§ 3

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

The Chairman declared that in voting over the resolution, valid votes were cast under 6,957,937 shares, which represented 76.61% of the share capital, where out of 6,957,937 valid votes cast - 5,990,000 votes were 'for', there were no votes 'against' and 967,937 were the abstaining votes. Therefore the above mentioned resolution was adopted.

Ref: point 13 of the agenda:

Moving to point 13 on the agenda, the Chairman proposed adoption of the resolution of the following contents:

**Resolution no 2
of the Ordinary General Meeting of Shareholders of Mediatel S.A.
of 6 May 2010**

*concerning: the authorization of the Supervisory Board to work out the consolidated text of the
Articles of Association of the Company.*

§ 1

Pursuant to Art. 430 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Mediatel S.A. hereby authorizes the Supervisory Board of the Company to work out the consolidated text of the Articles of Association of the Company following the changes adopted by way of resolutions passed by the Ordinary General Meeting of Shareholders.

§ 2

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

The Chairman declared that in voting over the resolution, valid votes were cast under 6,957,937 shares, which represented 76.61% of the share capital, where out of 6,957,937 valid votes cast - 6,957,937 votes were 'for', there were no votes 'against' nor any abstaining votes. Therefore the above mentioned resolution was adopted.