

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 Ms./Mr. [***] to the function of the Chairman of the Ordinary General Meeting.

§2

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

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

concerning: the election of the Vote Counting Committee of the Ordinary General Meeting of MediaTel S.A.

§1

The Ordinary General Meeting resolves to elect the following persons to the Vote Counting Committee:

- [***];
- [***];
- [***].

§2

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

RESOLUTION NO 3
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. Election of the Vote Counting Committee.
5. Adoption of the agenda.
6. 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.
7. 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.
8. Adoption of the resolution on the approval of the report of the Supervisory Board for 2009.
9. 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.
10. 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.

11. Adoption of the resolution on financing the losses of the Company sustained in 2009.
12. 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
13. Adoption of the resolution on amendments to the Company Articles of Association.
14. 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.
15. Any other business.
16. Closing of the Meeting.

§2

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

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. 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.

RESOLUTION NO 5
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.

RESOLUTION NO 6
OF THE ORDINARY GENERAL MEETING
MEDIA TEL 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.

RESOLUTION NO 7
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.

RESOLUTION NO 8
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.

RESOLUTION NO 9
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.

RESOLUTION NO 10
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 Marek Nowakowski, Member of the Management Board of MediaTel S.A.

§2

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

RESOLUTION NO 11
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 Jerzy Cegliński, Member of the Management Board of MediaTel S.A.

§2

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

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 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.

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 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.

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 Piotr Sieluk, Member of the Supervisory Board.

§2

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

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 Zbigniew Kazimierczak, Member of the Supervisory Board.

§2

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

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 Miroslaw Janisiewicz, Member of the Supervisory Board.

§2

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

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 Marcin Łolik, Member of the Supervisory Board.

§2

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

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 Dawid Sukacz, Member of the Supervisory Board.

§2

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

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 Albert Kuźmicz, Member of the Supervisory Board.

§2

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

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 Krzysztof Urbański, Member of the Supervisory Board.

§2

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

RESOLUTION NO 21
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.

RESOLUTION NO 22
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.

RESOLUTION NO 23
OF THE ORDINARY GENERAL MEETING
MEDIATEL S.A. OF 27 APRIL 2010

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

§1

Pursuant to the provisions of Art. 430 §1 and 431 § 1 of the Commercial Companies Code and §16 section 8 of the Articles of Association of Mediatel S.A., the Ordinary General Meeting of Shareholders hereby resolves as follows:

1. To increase the share capital of the Company by 3,520,000.00 PLN (say: three million five hundred twenty thousand PLN) that is from the amount of: 1,816,503.00 PLN (say: one million eight hundred sixteen thousand five hundred and three PLN) to the amount of 5,336,503.00 PLN (say: five million three hundred thirty six thousand five hundred three PLN).
2. The increase of the share capital of the Company as specified in section 1 shall be effected through the issue of 17,600,000 (seventeen million six hundred thousand) ordinary bearer shares series J of the nominal value of 0.20 PLN (say: twenty groszes) each (hereinafter referred to as: "shares series J").
3. The Management Board of the Company is hereby authorized to set the issue price of shares series J, however not lower than 15.00 PLN (say: fifteen zloties) per one share series J.
4. Shares series J give right to dividend on profit allocated to distribution for the accounting year ended on 2010.
5. Shares series J shall be fully paid in cash prior to the registration of the increase in the share capital.
6. Shares series J shall be issued by way of private subscription in accordance with Art. 421 § 2 section 1 of the Commercial Companies Code in the manner as follows: the Management Board, within 7 days as of the adoption of this resolution, shall submit to

the company under the business name- NARODOWY FUNDUSZ INWESTYCYJNY MIDAS SPÓŁKA AKCYJNA with the seat in Warsaw, ul. A. Jana Pawła II 29, 00-867 Warsaw, entered into the Commercial Register under entry KRS 0000025704, whose registration documents are maintained by the District Court for the city of Warsaw in Warsaw, XII Commercial Division of the National Court Register, an offer of acquisition of all 17,600,000 (say: seventeen million six hundred thousand) new shares series J for the issue price.

7. Should NARODOWY FUNDUSZ INWESTYCYJNY MIDAS SPÓŁKA AKCYJNA with the seat in Warsaw decline to accept the offer of acquisition of all 17,600,000 (say: seventeen million six hundred thousand) new shares series J by [***] 2010 (date of conclusion of the share acquisition agreement by way of private subscription), this resolution shall be deemed invalid.

§ 2

In view of the Company interest, the existing shareholders shall not be entitled to the subscription right with regard to shares series J. The opinion of the Management Board concerning the exclusion of subscription rights with regard to shares series J, prior submitted to the General Meeting of Shareholders, is hereby acknowledged. Copy of the opinion is enclosed with this resolution.

§ 3

1. The Ordinary General Meeting of Shareholders of Mediatel S.A. hereby resolves to admit the shares and rights to the shares series J to trading on the regulated market maintained by WSE in Warsaw.
2. Shares series J and rights thereto shall be dematerialized.
3. The Management Board is authorized to conclude, pursuant to Art. 5 of the Act of 29 July 2005 on Trading in Securities, agreements concerning the depositing of securities of shares series J and rights thereto in order to dematerialize them with the National Depository for Securities, Poland.

§ 4

1. The Ordinary General Meeting of Shareholders hereby grants the Management Board the authorization to specify the particulars of the issue of shares and to carry out any acts necessary to effect the issue of shares, their dematerialization and admission of

shares series J and rights thereto to trading on the regulated market maintained by WSE in Warsaw, and in particular to:

- a) to conclude with the company under business name NARODOWY FUNDUSZ INWESTYCYJNY MIDAS SPÓŁKA AKCYJNA with the seat in Warsaw the agreement for the subscription of shares series J,
- b) to file a motion for the admission of shares and rights to the shares series J to trading on the regulated market maintained by WSE in Warsaw
- c) to conclude with National Depository for Securities, in Warsaw, agreements for the registration of shares series J and rights thereto in the securities deposit,

§ 5

Because of the increase in the share capital the Ordinary General Meeting of Shareholders Mediatel S.A. hereby resolves to amend § 7 of the Articles of Association of the Company, which from now on shall have the wording as follows:

„§7

The share capital of the Company is 5,336,503 (say: five million three hundred thirty six thousand five hundred three PLN) and is divided into 26,682,515 (say: twenty six million six hundred eighty two thousands five hundred and fifteen) shares of the nominal value of 0.20 (say: twenty) groszes each, including:

- a) 625,000 (say: six hundred twenty five thousand) ordinary bearer shares series A, of the nominal value 20 (say: twenty) groszes each,
- b) 75,300 (say: seventy five thousand three hundred) ordinary bearer shares series B, of the nominal value 20 (say: twenty) groszes each,
- c) 35,000 (say: thirty five thousand) ordinary bearer shares series C, of the nominal value 20 (say: twenty) groszes each,
- d) 1,800,000 (say: one million eight hundred thousand) ordinary bearer shares series D, of the nominal value 20 (say: twenty) groszes each,
- e) 500,000 (say: five hundred thousand) ordinary bearer shares series E, of the nominal value 20 (say: twenty) groszes each,
- f) 300,000 (say: three hundred thousand) ordinary bearer shares series F, of the nominal value 20 (say: twenty) groszes each,
- g) 1,385,500 (say: one million eighty five thousand five hundred) ordinary bearer shares series G, of the nominal value 20 (say: twenty) groszes each,

- h) 3,921,715 (say: three million nine hundred twenty one thousand seven hundred fifteen) ordinary bearer shares series H, of the nominal value 20 (say: twenty) groszes each,
- i) 440,000 (say: four hundred forty thousand) ordinary bearer shares series I, of the nominal value 20 (say: twenty) groszes each,
- j) 17,600,000 (say: seventeen million six hundred thousand) ordinary bearer shares series J, of the nominal value 20 (say: twenty) groszes each."

§6

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

OIPNION OF THE MANAGEMENT BOARD ON NO SUBSCRIPTION RIGHTS TO SHARES SERIES J

Issue of shares series J effected to perform the provisions of the Contract of 16 March 2010 by and between Mediatel and Narodowy Fundusz Inwestycyjny Magna Polonia S.A. fund (hereinafter 'NFI Magna Polonia'), an entity dominant with respect to Mediatel, and the company under the business name Narodowy Fundusz Inwestycyjny Midas Spółka Akcyjna with the seat in Warsaw ((hereinafter 'NFI ') comprising: a preliminary sale-purchase agreement for the sale of shares in the share capital of CenterNet S.A. with the seat in Warsaw (hereinafter 'CenterNet'), a preliminary sale-purchase agreement for the subscription of the new issue shares in the share capital of Mediatel and the shareholders agreement (hereinafter 'the Agreement')

By virtue of the provisions of the Contract NFI Midas and Mediatel have undertaken to conclude a contract, which would provide for NFI Midas to subscribe for 17 600 000 new issue of shares of Mediatel at the nominal value not lower than 0.20 PLN per share and the issue price not lower than 15 PLN per share (preliminary share subscription agreement). Following the registration of the increase in the share capital of Mediatel, the shares acquired by NFI Midas shall represent 65.96% of Mediatel share capital.

The information on the conclusion of the Contract and the provisions thereto was provided by Mediatel S.A. in the current report of 16 March 2010.

As a result of the conclusion of the final contracts, Mediatel S.A. will acquire 100% of shares in CenterNet S.A., which shall create the platform for the provision of telecommunications services of complementary nature comprising mobile television as well as landline and mobile access to the Internet. The provision of such comprehensive services requires the two entities to integrate or be related through capital, this will be effected through the transactions of the acquisition of shares of CenterNet S.A. followed

by the acquisition of the new issue of shares by NFI Midas S.A. For the services provided by the two entities to be successful, the Companies will have to effectively use and put together the competences of Mediatel S.A. and CenterNet S.A as well as those of NFI Midas S.A. and NFI Magna Polonia S.A.

In view of the above stated, the Management Board of Mediatel S.A. is of the opinion that the exclusion of the subscription rights of the existing shareholders with regard to shares series J is fully grounded.

RESOLUTION NO 24
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 2010

concerning: amendments to the Articles of Association

§1

Pursuant to Art. 430 §1 Commercial Companies Code, the Ordinary General Meeting of Shareholders hereby resolves to amend the Articles of Association of the Company in the way as follows:

- 1) §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 10% 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 failed to convene the Ordinary General Meeting of Shareholders 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."

- 2) §17 the Articles of Association of the Company shall from now on have the following wording:

„§ 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 in 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."

§2

All the other provisions of the Articles of Association shall remain in force.

§3

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

RESOLUTION NO 25
OF THE ORDINARY GENERAL MEETING
MEDIA TEL S.A. OF 27 APRIL 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.

Justification to draft resolutions

Acting in compliance with the principle specified in section II.5 of the 'Code of Best Practices for WSE Listed Companies', the Management Board of Mediatel S.A. (hereinafter 'Mediatel, the 'Company') hereby presents the justification to draft resolutions, except for justification to resolutions concerning formal or procedural matters and standard resolutions adopted in the course of the General Meeting of Shareholders of the Company convened for 27 April 2010.

Justification to draft resolution no 23 concerning 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 admission of the shares and rights to the shares series J to trading on the regulated market run by WSE in Warsaw and amendments to the Company Articles of Association

Shares series J were issued to perform the provisions of the Contract of 16 March 2010 by and between Mediatel and Narodowy Fundusz Inwestycyjny Magna Polonia S.A. fund (hereinafter 'NFI Magna Polonia'), an entity dominant with respect to Mediatel, and the company under the business name Narodowy Fundusz Inwestycyjny Midas Spółka Akcyjna with the seat in Warsaw (hereinafter 'NFI Midas') comprising: a preliminary sale-purchase agreement for the sale of shares in the share capital of CenterNet S.A. with the seat in Warsaw, a preliminary sale-purchase agreement for the subscription of the new issue of shares in the share capital of Mediatel and the shareholders agreement.

By virtue of the provisions of the Contract NFI Midas and Mediatel have undertaken to conclude a contract, which would provide for NFI Midas to subscribe for 17 600 000 new issue of shares of Mediatel at the nominal value of 0.20 PLN per share and the issue price not lower than 15 PLN per share (preliminary share subscription agreement). Following the registration of the increase in the share capital of Mediatel, the shares acquired by NFI Midas shall represent 65.96% of Mediatel share capital.

Amendment of the Articles of Association of the Company comprised in § 5 of the draft resolution no 23 is the result of the adoption of resolutions effecting the change in the amount of share capital of the Company.

Justification to the draft resolution no 24 concerning amendments to the Articles of Association of the Company

The Articles of Association were amended following the changes in the provisions of the Act of 15 September 2000 - Commercial Companies Code, effected by virtue the provisions of the Act of 5 December 2008 on changes to the Act - Commercial Companies Code and the Act on Trading in Securities (Journal of Laws of 2009 no 13, item 69) and subsequent necessity to adapt the provisions of the Articles of Association of the Company to the binding legal provisions.

Amendment of § 17 of the Articles of Association of Mediatel results from the implementation of the provisions of the aforementioned contract. It introduces pursuant to Art. 411 § 3 of Commercial Companies Code restriction on the voting right of shareholders holding over 15% votes in the Company on certain issues.