

RESOLUTION No. 1

OF THE EXTRAORDINARY GENERAL MEETING

MEDIATEL S.A. [JOINT STOCK], DATED SEPTEMBER 27th, 2010

regarding: appointment of the Chairman of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of MediaTel S.A., acting on the basis of art. 409, § 1 of the Commercial Companies Code and § 15, section 2 of the Company Articles of Association decides to appoint [***] a Chairman of the Extraordinary General Meeting

§2

The Resolution shall come into force on the date of its adoption.

RESOLUTION No. 2

OF THE EXTRAORDINARY GENERAL MEETING

MEDIATEL S.A. [JOINT STOCK], DATED SEPTEMBER 27th, 2010

regarding: appointment of the Vote Counting Committee

§1

The Extraordinary General Meeting of Mediatel S.A. decides to appoint the following persons members of the Vote Counting Committee;

- [***];

- [***];

- [***].

§2

The Resolution shall come into force on the date of its adoption.

RESOLUTION No. 3

OF THE EXTRAORDINARY GENERAL MEETING

MEDIATEL S.A. [JOINT STOCK], DATED SEPTEMBER 27th, 2010

regarding: adoption of the agenda of the Extraordinary General Meeting of MediaTel S.A.

§1

The Extraordinary General Meeting of MediaTel S.A. decides to adopt the following agenda of the Extraordinary General Meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Establishing that the Extraordinary General Meeting has been correctly convened and is capable of adopting resolutions.
4. Appointment of the Vote Counting Committee.
5. Adoption of the agenda of the Extraordinary General Meeting.
6. Adoption of resolutions regarding changes of the Company Supervisory Board members.
7. Adoption of a resolution on making the Supervisory Board responsible for authorizing the Extraordinary General Meeting to establish a separate remuneration for a Supervisory Board member delegated to autonomously specified supervisory activities.
8. Adoption of a resolution on changing the By-laws of the MediaTel S.A. General Meeting of Shareholders.
9. Adoption of a resolution on changing the By-laws of the Supervisory Board of MediaTel S.A.
10. Free conclusions.
11. Closing of the Extraordinary General Meeting.

§2

The Resolution shall come into force on the date of its adoption.

RESOLUTION No. 4

OF THE EXTRAORDINARY GENERAL MEETING

MEDIATEL S.A. [JOINT STOCK], DATED SEPTEMBER 27th, 2010

regarding: changes of the Supervisory Board members

§1

Based on § 19, section 5 of the Company Articles of Association, the Extraordinary General Meeting of MediaTel S.A. approves Marcin Kubit's appointment, to the position of the Supervisory Board Member, as of July 15th, 2010, by way of the Supervisory Board Resolution No. 4, dated July 14th, 2010.

§2

The Resolution shall come into force on the date of its adoption.

RESOLUTION No. 5

OF THE EXTRAORDINARY GENERAL MEETING

MEDIATEL S.A. [JOINT STOCK], DATED SEPTEMBER 27th, 2010

regarding: making the Supervisory Board responsible for authorizing the Extraordinary General Meeting to establish a separate remuneration for a Supervisory Board member delegated to autonomously perform specified supervisory activities.

§1

With reference to art. 390 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of MediaTel S.A., hereby, makes the Supervisory Board responsible for authorizing the Extraordinary General Meeting to establish a separate remuneration for Zbigniew Kazimierzak, a Member of the Supervisory Board, delegated to autonomously perform specified supervisory activities.

§2

The Resolution shall come into force on the date of its adoption.

RESOLUTION No. 6

OF THE EXTRAORDINARY GENERAL MEETING

MEDIATEL S.A. [JOINT STOCK], DATED SEPTEMBER 27th, 2010

regarding: changes of the By-laws of the General Meeting of Shareholders of MediaTel S.A.

§1

Based on § 15, section 3 of the Articles of Association of MediaTel S.A., the Extraordinary General Meeting decides to:

1. change the By-laws of the General Meeting of Shareholders of MediaTel S.A. in the following way:

1) § 2, section 1, subsection b) shall have the following new content:

„Shareholders may attend the GMS or exercise their right to vote, personally or by proxies; a proxy shall execute all rights of a Shareholder at the GMS, unless otherwise specified in the proxy; a proxy may grant a further proxy, if specified so in the proxy; a proxy may represent more than one Shareholder and vote differently based on each Shareholder’s shares; a Shareholder holding shares registered on more than one bonds account may appoint separate proxies for each account to execute rights from shares registered on them (Art. 412 CCC). Granting of a proxy authorizing the proxy to attend the GMS and to exercise the right to vote or revoking of a proxy shall be made in writing on paper or in electronic form. Granting or revoking of a proxy in electronic form shall not require a secure electronic signature verified by a valid, qualified certificate. Proxies granted electronically shall be sent by the constituents via e-mail to the address given in the announcement of convocation of the GMS (Art.4121 CCC); If a Shareholder’s proxy at the GMS is a member of the Management Board, a member of the Supervisory Board, a liquidator, and employee of the Company or a member of the Company bodies, or an employee of a subsidiary or cooperative of the Company, the proxy may authorize for representation only at one GMS. Such a proxy shall be obliged to disclose to the Shareholder any circumstances that cause or may cause conflict of interests and shall vote in accordance with the instructions provided by the Shareholder. Granting of further proxy shall be excluded (Art.4122 CCC),”;

2) § 2, section 1, subsection c) shall have the following new content:

“A Shareholder may vote as a proxy on the adoption of resolutions related to his liability with respect to the Company, including granting the acceptance of performance of the liabilities vis-a-vis the Company, releasing from liability or concerning a dispute between him and the Company, with a reservation that such a proxy may authorize for representation only at one GMS, the proxy shall be obliged to disclose to the Shareholder any circumstances that cause or may cause conflict of interests and shall vote in accordance with the instructions provided by the Shareholder. Granting of further proxy shall be excluded (Art. 413 CCC),”;

3) § 2, section 1, subsection d) „or liquidators” shall be added after the words „the Company governing bodies”;

4) § 3, section 2 shall have the following new content:

„The Management Board or other bodies entitled to convene the GMS shall convene the GMS in a place and at the time convenient for as many Shareholders as possible.”;

5) § 3, section 3 shall have the following new content:

„A Shareholder, in the event of placing a request to convene the GMS or to include specified issues into the agenda, shall attach the motivation of their request; whereas, in the event of including specified issues into the agenda of the next GMS, they shall attach the motivation of their request or a draft resolution regarding the proposed item of the agenda.”;

6) § 3, section 5 shall have the following new content:

„The announcement of the GMS shall specify where and how a person authorized to attend the GMS can receive a complete text of documentation which is to be presented at the GMS and draft resolutions or, if it is not planned to adopt any resolutions, comments of the Company Management Board or Supervisory Board on the issues included into the agenda of the GMS, or issues to be included into the agenda before the date of the GMS. Moreover, beginning on the date of the GMS convocation, the Company shall publish, on its web page, draft resolutions or if it is not planned to adopt any resolutions, comments of the Company Management Board or Supervisory Board on the issues, as described above.”;

7) § 4 section 1 shall have the following new content:

„Only those persons who became the Company Shareholders at least sixteen days before the date of the GMS (date of registration of their attendance at the GMS) shall be entitled to participate in the GMS.

1) persons authorized based on the registered shares and temporary certificates, and pledgees, and the users who have the right to vote shall be entitled to attend the GMS, provided that they are entered into the register of shares on the date of registration of their attendance at the GMS;

2) bearer shares having form of a document shall give the right to attend the GMS, provided that the share documents are submitted to the Company not later than on the date of registration of attendance at the GMS and will not be taken back before the end of the day. A statement issued as a confirmation of filing shares with a notary, bank or investment company, having their seats or branches on the territory of the European Union or in a country being party to the agreement on the European Economic Area may be submitted in place of shares, indicated in the announcement of convocation of the GMS.

3) upon the motion of a person authorized based on the dematerialized bearer shares, filed not earlier than after the announcement of convocation of the GMS and not later than on the first business day after registration of attendance at the GMS, the subject handling the bonds account shall issue a personal certificate regarding the right of attendance at the GMS, based on the rules specified by the applicable law. Regulations regarding trading in financial instruments may be indicated in other documents equivalent to the indicated certificate.

A list of persons authorized to attend the GMS based on the bearer shares shall be drawn up by the Company on the basis of the shares submitted to the Company according to p. 2) and a register created by a subject handling bonds deposit in compliance with the regulations on trading in financial instruments, based on the registers submitted not later than twenty one days before the date of the GMS by the authorized subjects, in accordance with the above mentioned regulation on trading in financial instruments.”;

8) § 4 section 2 shall have the following new content:

„A proxy authorizing the proxy to act in the name of a Shareholder shall be attached to the book of minutes.”;

9) in § 4, section 4, the existing wording „in a written proxy” shall be replaced by „in an adequate proxy”;

10) in § 6, section 4 shall be deleted;

11) § 15, section 5 shall have the following new content:

“A Shareholder raising an objection to a resolution, shall make a statement that he has voted against the resolution and briefly justify his reasons.”;

12) § 16, section 2 shall have the following new content:

“Secret voting shall be ordered by the Chairman of the GMS in the events specified in the binding legal provisions, provisions of the Articles of Association or upon a request of at least one of the Shareholders present or represented at the GMS.”;

13) in § 16, section 4 with the following content shall be added:

„A shareholder may vote differently based on each of the held shares.”;

14) § 17, p. 1 shall have the following new content:

“The number of members of the Supervisory Board shall be determined by the GMS by way of a resolution adopted by simple majority of votes.”;

15) In § 17, the last sentence of p. 5, shall be deleted;

16) § 20, section 3 shall have the following new content:

“The minutes shall state the correctness of convening the GMS and its capacity to adopt resolutions and shall list all adopted resolutions, providing the following information for each resolution: number of shares based on which votes were casted, percentage of those shares in the share capital, total number of valid votes, number of votes “for”, “against” and “abstaining”, and objections raised. The list of attendance signed by the participants of the GMS shall be attached to the minutes. The proof of convocation of the GMS shall be attached by the Management Board to the book of minutes.”;

17) in § 20, section 4 shall be deleted and the existing section 5 shall change its number to 4;

18) § 23, section 3 shall have the following new content:

„Any change of the By-laws shall come into force as of the date of the next GMS, unless the change is connected with the new, absolutely mandatory regulations entering into force, and with this respect the changes shall come into force as of the effective date of the adequate regulations.”.

2. to adopt a consolidated text of the By-laws of the General Meeting of Shareholders of MediaTel S.A. containing changes described in section 1, with the following content:

**“BY-LAWS
OF THE GENERAL MEETING OF SHAREHOLDERS
MEDIATEL S.A. [JOINT STOCK]**

§1.

These by-laws specify the procedure of holding General Meetings of Shareholders of „MEDIATEL” Spółka Akcyjna [joint stock] (hereinafter referred to as 'the Company').

§2.

1. A General Meeting of Shareholders (hereinafter referred to as the GMS) is held in compliance with the binding legal provisions, including those of the Commercial Companies Code (hereinafter referred to as CCC), the Articles of Association, and these by-laws subject to good practices adopted in joint stock companies, and in particular in strict compliance with the following articles of CCC in force:
 - a) resolutions may not be passed on matters outside the agenda unless the entire share capital is represented at the GMS and none of the shareholders objects to the adoption of such a resolution. A motion for an Extraordinary Meeting of Shareholders to be convened and a motion on a point of order may be approved of, even if they have not been included in the agenda (Art. 404 CCC); the GMS is valid irrespectively of the number of shares represented, the GMS may decide to adjourn the meeting by the majority of 2/3 of votes; the meeting may, in total, not be adjourned for more than thirty days (Art. 408 CCC),
 - b) Shareholders may attend the GMS and exercise their right to vote, personally or by proxies; a proxy shall execute all rights of a Shareholder at the GMS, unless otherwise specified in the proxy; a proxy may grant a further proxy, if specified so in the proxy; a proxy may represent more than one Shareholder and vote differently based on each Shareholder's shares; a Shareholder holding shares located on more than one bonds account may appoint separate proxies for each account to execute rights from shares located on them (Art. 412 CCC). Granting of a proxy authorizing the proxy to attend the GMS and to exercise the right to vote or revoking of a proxy shall be made in writing on paper or in electronic form. Granting or revoking of a proxy in electronic form shall not require a secure electronic signature verified by a valid, qualified certificate. Proxies granted electronically shall be sent by the constituents via e-mail to the address given in the announcement of convocation of the GMS (Art.4121 CCC); If a Shareholder's proxy at the GMS is a member of the Management Board, a member of the Supervisory Board, a liquidator, and employee of the Company or a member of the Company bodies, or an employee of a subsidiary or cooperative of the Company, the proxy may authorize for representation only at one GMS. Such a proxy shall be obliged to disclose to the Shareholder

any circumstances that cause or may cause conflict of interests and shall vote in accordance with the instructions provided by the Shareholder. Granting of further proxy shall be excluded (Art.4122 CCC),

- c) a Shareholder may vote as a proxy on the adoption of resolutions related to his liability with respect to the Company, in relation to any issues, including granting the acceptance of performance of the liabilities vis-a-vis the Company, releasing from liability or concerning a dispute between him and the Company, with a reservation that such a proxy may authorize for representation only at one GMS, the proxy shall be obliged to disclose to the Shareholder any circumstances that cause or may cause conflict of interests and shall vote in accordance with the instructions provided by the Shareholder. Granting of further proxy shall be excluded (Art. 413 CCC),
 - d) voting is open, secret voting is held over the elections and motions for the dismissal of the members of the Company governing bodies or liquidators for holding them liable as well as over human resource related issues; further, a secret voting shall be held upon a request of at least one Shareholder who is present or represented at the GMS, the GSM may adopt a resolution on abrogation of the secrecy of voting in the elections of the members of committees appointed by the GMS (Art. 420 CCC).
2. Whenever in these By-laws the following expressions are used:
- a) the Supervisory Board or the Management Board, then they shall mean a respective governing body of the Company,
 - b) a Shareholder, then it shall mean a shareholder of the Company or a group of shareholders of the Company entitled to take part in the GMS or their authorized proxies.

§ 3.

1. The GMS shall take place in Warsaw.
2. The Management Board or other bodies entitled to convene the GMS shall convene the GMS in a place and at the time convenient for as many Shareholders as possible.
3. Shareholders, in the event of placing a request to convene the GMS or to include specified issues into the agenda, shall attach the motivation of their request; whereas, in the event of including specified issues into the agenda of the next GMS, they shall attach the motivation of their request or a draft resolution regarding the proposed item of the agenda.
4. The Meeting of Shareholders convened upon the request of the Shareholders shall Take place at the date indicated in the request, and should this prove excessively burdensome, within possibly the shortest period after such a date.
5. The announcement of the GMS shall specify where and how a person authorized to attend the GMS can receive a complete text of documentation which is to be presented at the GMS and draft resolutions or, if it is not planned to adopt any resolutions, comments of the Company Management Board or Supervisory Board on the issues included into the agenda of the GMS, or issues to be included into the agenda before the date of the GMS. Moreover, beginning on the date of the GMS convocation, the Company shall publish, on its web page, draft resolutions or if it is

not planned to adopt any resolutions, comments of the Company Management Board or Supervisory Board on the issues, as described above.

6. The GMS may be revoked due to the force majeure or obvious irrelevancy of its holding with the observance of the same procedure provided for the convocation of the GMS. If the GMS has been convened upon a request filed by the Supervisory Board or a Shareholder, the revocation shall require their prior written consent.
7. The date set for the GMS may be changed with the observance of the procedure provided for its convocation even if the proposed agenda shall remain the same.

§ 4.

1. Only those persons who became the Company Shareholders at least sixteen days before the date of the GMS (date of registration of their attendance at the GMS) shall be entitled to participate in the GMS.
 - 4) persons authorized based on the registered shares and temporary certificates, and pledgees, and the users who have the right to vote shall be entitled to attend the GMS, provided that they are entered into the register of shares on the date of registration of their attendance at the GMS;
 - 5) bearers shares having form of a document shall give the right to attend the GMS, provided that the share documents are submitted to the Company not later than on the date of registration of attendance at the GMS and will not be taken back before the end of the day. A statement issued as a confirmation of filing shares with a notary, bank or investment company, having their seats or branches on the territory of the European Union or in a country being party to the agreement on the European Economic Area may be submitted in place of shares, indicated in the announcement of convocation of the GMS.
 - 6) upon the request of a person authorized based on the dematerialized registered shares, reported not earlier than after the announcement of convocation of the GMS and not later than on the first business day after registration of attendance at the GMS, the subject handling the bonds account shall issue a personal certificate regarding the right of attendance at the GMS, based on the rules specified by the applicable law. Regulations regarding trading in financial instruments may be indicated in other documents equivalent to the indicated certificate.

A list of persons authorized to attend the GMS based on the bearer shares shall be drawn up by the Company on the basis of the shares submitted to the Company according to p. 2) and a register created by a subject handling bonds deposit in compliance with the regulations on trading in financial instruments, based on the registers submitted not later than twenty one days before the date of the GMS by the authorized subjects, in accordance with the above mentioned regulation on trading in financial instruments.

2. A proxy authorizing the proxy to act in the name of a Shareholder shall be attached to the book of minutes.
3. A proxy made in a foreign language shall be translated into Polish by a certified translator.
4. Proxies of legal persons are obliged to submit current and valid copies of their acts of incorporation issued by a proper registration office, specifying the persons authorized

to represent those legal persons. Persons not specified in the copy must be authorized separately in an adequate proxy.

5. Members of the Management Board and the Supervisory Board should also attend the GMS.
6. If the agenda includes the financial issues of the Company, an expert auditor of the Company shall also be invited to take part in the GMS.
7. Other experts or other participants invited by the Management Board, the Supervisory Board or the body convening the GMS may also take part in the GMS.

§5.

The GMS shall have the powers to decide on all matters related to the Company business, reserved for the competence of the GMS in accordance with the provisions of the CCC and the Articles of Association of the Company.

§6.

1. The GMS shall be opened by the Chairman of the Supervisory Board or one of the Members of the Supervisory Board. In the event of their absence, the GMS shall be opened by a Member of the Management Board.
2. The person opening the GMS shall forthwith carry out the elections of the Chairman of the GMS, abstaining himself from any formal or substantial decision making.
3. The person opening the GMS shall propose a candidate for the Chairman of the GMS elected from the persons authorized to participate and vote at the GMS. The Chairman is elected in the secret voting. In the event the Shareholders propose other candidates for a Chairman, the person opening the GMS shall hold voting over each of the candidates in the alphabetic order of their surnames and announce the results afterwards. That candidate who has consented for standing as candidate and who has received the greatest number of votes shall be elected Chairman of the GMS.

§7.

1. The Chairman shall ensure the efficient progression of the GMS with the observance of rights and interests of all the Shareholders and shall counter-act the abuse of rights by the Shareholders by applying the principle of equal treatment of the Shareholders (Art. 20 CCC).
2. The following are in particular the obligations and powers of the Chairman of the GMS:
 - a) giving the floor to the attendants of the GMS,
 - b) should this prove necessary - drafting a list of respective discussion participants and specifying the maximum time for their floor taking,
 - c) depriving the participants of the GMS of taking the floor, in particular if the points raised by them concern the issues outside the motion for taking the floor or if they concern the issues outside the agenda, infringe the law or principles of good conduct in community or prove an obstacle to the efficient progression of the GMS,
 - d) vote holding and supervising its proper process,
 - e) announcing the voting results,
 - f) stating whether respective resolutions have been adopted or not and announcing them,

- g) recessing the meeting for short breaks,
 - h) deciding in the event of ambiguous formulations in the by-laws,
 - i) cooperating with the notary taking the minutes,
 - j) making other decisions related to the procedure.
3. Without the consent of the GMS the Chairman may not remove or change the order of the points on the agenda.
 4. Any authorized to vote attendant of the GMS may appeal against the decision of the Chairman of the GMS. Such an appeal shall be resolved by the GMS by way of a resolution on the abrogation of the decision of the Chairman of the GMS.
 5. The Chairman of the GMS may avail himself of the services of lawyers or other experts present at the GMS.

§8.

1. Following the elections of the Chairman it is ordered that an attendance list is made and exposed during the GMS after signing. The attendance list may be supplemented Or corrected respectively to the changes in the composition of the attendants of the GMS. Any changes shall be approved of by the Chairman of the GMS.
2. The following information shall be comprised in the attendance list:
 - a) name and surname of the participant of the GMS,
 - b) whether the participant of the GMS is a Shareholder or his representative, in which case the representative shall indicate the name and surname or the business name of the Shareholder he represents,
 - c) number of shares the participant of the GMS holds,
 - d) number of votes the participant of the GMS is entitled to,
 - e) signature of the participant of the GMS on the attendance list.

§9.

1. Next, the Chairman of the GMS, having established the GSM has been correctly convened and is capable of adopting resolutions, shall hold open voting over the draft agenda consistent with that published in the announcement on the convocation of the GMS.
2. The GMS may adopt a resolution on the removal of certain points from the agenda or on the change of order of those points. A resolution on the removal of points from the GMS which were previously comprised in the agenda, for its validity, shall require the majority of 3/4 of the votes (three fourths) provided the Shareholders present represent at least 50% of the Company share capital, except where the removal of points is moved by the Management Board of the Company, then the adoption of the resolution shall require the absolute majority of the votes cast. A motion for refraining from investigating into a matter comprised in the agenda shall require a detailed justification, including the indication of reasons significant for the subject matter. Voting over the resolution on such a case is open.
3. The GMS may not adopt a resolution on the removal of points from the agenda nor on refraining from investigating into a matter without the consent of the Shareholders who moved to include the point/matter into the agenda.
4. In the event specified in § 4 section 7 the Chairman of the GMS shall inform the attendants about the presence of experts at the GMS.

§10.

The GMS shall appoint the committees, the appointment of which has been comprised in the agenda. In justified cases the GMS may refrain from the appointment of the committee or appoint other committees.

§11.

1. The tasks of the Mandate-Election Committee shall include: ensuring that the attendants of the GMS are the entitled Shareholders in person or their duly authorized proxies as well as approving candidates for the members of the governing bodies of the Company.
2. If the Shareholders holding at least 10% of the share capital represented at the GMS file such a motion, then the Mandate-Election Committee consisting of at least 3 members shall check the attendance list. One of the Mandate-Election Committee member shall be elected from those raising the said motion.

§12.

1. The GMS may appoint members of the Vote Counting Committee from those participants of the GMS who are entitled to vote. The GMS shall decide upon the number of members of the Vote Counting Committee.
2. The members shall be elected in the secret voting. The GMS may adopt a resolution on the abrogation of the secrecy of voting.
3. If the number of the proposed candidates to the Vote Counting Committee equals the number set by the GMS, then voting may be held by the block vote, i.e. all candidates are voted for or against at one voting session unless an objection has been raised therein. In such a case each candidate is voted for or against in sequence following the alphabetic order of their surnames.
4. The Vote Counting Committee shall hold voting and ensure that votes are cast in compliance with the CCC and the Articles of Association of the Company and prepare a separate report on each voting, specifying the total number of votes cast, the number of votes 'for', 'against' or 'abstaining'. Any irregularities in the voting shall be reported by the Vote Counting Committee to the Chairman of the GMS.
5. The result of voting shall be announced by the Chairman of the GMS. In case electric means are applied at voting, the Vote Counting Committee shall supervise the process and prepare a report on voting on the basis of printouts.
6. Reports comprising the results of voting held prior to the elections of the Vote Counting Committee shall be signed immediately after the elections by all the members of the Committee. Reports comprising the results of voting held after the elections of the Vote Counting Committee shall be signed by all the members of the Committee immediately after the votes have been counted.

§13.

The Resolution Committee shall present the draft resolutions on the basis of their content, which was prior made known to the Shareholders, and on the basis of written motions executed by the proposing them Shareholders attending the GMS. Draft resolutions shall be so formulated that the subject matter of the decision could be appealed against by the Shareholders.

§14.

1. The Chairman of the GMS shall decide on giving the floor to respective speakers following the agenda and the list of speakers, prepared by him.
2. In any formal matters or matters concerning the points of order, the Chairman of the GMS may decide on giving the floor without the observance of the order of speakers. Motions deemed points of order are those concerning the meeting procedure, and in particular: those concerning the order of holding the meeting, adjourning the meeting, time restrictions imposed on the statements of the shareholders, order of motions to be voted over, ordering voting without the possibility to raise objections, adjournment or closing the discussion or ballot paper. Voting over points of order may only concern matters connected with the procedures of holding the GMS. Resolutions which might affect the exercise of rights by the Shareholders may not be voted over in the same manner as the points of order.
3. Each of the participants of the GMS may voice his opinion on matters included in the agenda and currently being under discussion.
4. The Chairman of the GMS may give the floor to the Chairman of the Supervisory Board, the President of the Management Board, Members of the Management Board and invited experts without the observance of the set order of speakers.
5. The meeting may be adjourned upon a resolution of the GMS adopted by the majority of 2/3 of the votes. The meeting may, in total, not be adjourned for more than thirty days.
6. The provision of section 5 shall not apply to short breaks ordered by the Chairman of the GMS. Breaks ordered in that manner may not be ordered in view to pose an obstacle to the exercise of rights by the Shareholders.
7. Motions for the changes in the draft resolutions must be submitted to the Chairman of the GMS in writing.
8. If a motion on changing the draft resolution by way of an amendment has been submitted, then the amendment shall be voted over prior to the voting over the entire draft resolution.
9. If several motions comprising different proposals and concerning the same matter have been submitted, the Chairman of the GMS shall decide upon their merit and hold the voting in the order from the most to the least significant. Motions contradictory to an approved motion may not be voted over.
10. Having closed the discussion over a respective point of the agenda, the Chairman of the GMS shall order voting over the draft resolution.
11. The draft resolution shall be read prior to voting. Referring the attendants to the text they have received prior to the GMS is admissible if the text is long and none of the attendants has raised an objection.
12. The Management Board shall answer the questions asked by a Shareholder, entitled to vote, following the principles resulting from the statutory obligations to give information concerning the joint stock companies.
13. Shareholders may receive explanations and information from the Members of the Supervisory Board or an expert auditor of the Company if this proves necessary to resolve the matter discussed at the GMS.

§15.

1. Resolutions of the GMS shall be adopted by the absolute majority of votes unless the provisions of the binding laws or the provisions of the Articles of Association of the Company provide otherwise.
2. Absolute majority of the votes shall mean more than 50% of votes cast for the resolution. At the calculation of the absolute majority of votes, the total number of votes cast, the number of votes “against” and the number of votes “abstaining” shall be taken into account.
3. Whenever the binding legal provisions or the provisions of the Articles of Association of the Company shall require that particular conditions be met for the adoption of a respective resolution, e.g. a set % of the share capital must be represented, then, prior to voting, the Chairman of the GMS shall state and announce the capacity of the GMS to adopt such a resolution and state the majority required for its adoption.
4. Having received the results of voting, the Chairman of the GMS shall inform the attendants about the number of votes cast for the resolution, the number of votes cast against the resolution and the number of votes “abstaining”. Further, he shall state whether the resolution has been adopted.
5. A Shareholder raising an objection to a resolution, shall make a statement that he has voted against the resolution and briefly justify his reason.

§16.

1. The voting is open.
2. Secret voting shall be ordered by the Chairman of the GMS in the events specified in the binding legal provisions, provisions of the Articles of Association or upon a request of at least one of the Shareholders present or represented at the GMS.
3. Electronic means of carrying out voting may be applied.
4. A shareholder may vote differently based on each of the held shares.

§17.

The GMS shall appoint the Members of the Supervisory Board with the observance of the following principles:

1. The number of members of the Supervisory Board shall be determined by the GMS by way of a resolution adopted by simple majority of votes.
2. Each of the attendants of the GMS shall be entitled to propose one or several candidates for the Members of the Supervisory Board. Such a proposal shall comprise:
 - a) name and surname of the proponent, and if necessary, name and surname of the shareholder(s) he/she represents,
 - b) name and surname of the candidate and his CV in brief.
3. Further, the candidate shall make a statement that he consents to standing as candidate. Such a statement shall be made, prior to the elections, in writing or orally and, in the latter case, recorded in the minutes.
4. The Chairman of the GMS or the Mandate-Election Committee, if such has been appointed by the GMS, shall receive written notifications of the candidates, the number of which shall equal or exceed the number of mandates, and after closing the list of candidates, they shall prepare the list in the alphabetic order of the

candidates' surnames. If the number of candidates is lower than the number of mandates, the list of candidates may not be closed.

5. Members of the Supervisory Board shall be elected in secret voting. If the number of the proposed candidates equals the number of mandates to be filled, then voting may be held by the block vote, i.e. all the candidates are voted for or against at one voting session unless an objection has been raised therein. In the event of an objection raised, voting shall be held following the general principles.
6. A vote cast is deemed valid if it is cast for such a number of candidates which is equal or lower than the number of mandates. If a Shareholder casts a vote for a number of candidates exceeding the number of mandates, then his votes shall be deemed invalid.
7. The election of a candidate for a Member of the Supervisory Board shall only be valid, if he has obtained an absolute majority of votes. Those candidates who have received the greatest number of votes in sequence shall become Members of the Supervisory Board.
8. The Chairman of the GMS may order supplementary elections if:
 - a) not all the mandates in the Supervisory Board have been filled due to the inadequate number of candidates obtaining the absolute majority of votes; in such a case the Chairman of the GMS shall draft a list of candidates for the vacant mandates with the reservation that candidates who previously failed to obtain the mandatory majority of votes may not stand as candidates again,
 - b) if two or more candidates receive the absolute majority of the same number of votes and thus, the number of candidates exceeds the number of mandates in the Supervisory Board, then, in such an event, one of the candidates obtaining equal number of votes in the first voting session shall be elected.
9. Upon a motion filed by the Shareholders representing at least one fifth of the share capital, the election of the Members of the Supervisory Board shall be carried out by way of voting in separate groups. A motion therein should be submitted to the Management Board in writing within the right time allowing for the inclusion of the motion in the agenda of the GMS. In the event motions for the elections of the Supervisory Board by way of voting in separate groups and motions for the election of the Supervisory Board by way of ordinary procedure have been submitted with respect to one and the same GMS, then the Supervisory Board shall be elected by way of voting in separate groups as such voting would give more powers to the minority Shareholders.
10. Prior to the elections of the Members of the Supervisory Board held by the GMS by way of voting in separate groups, the Chairman of the GMS shall inform the attendants about the number of those present, number of shares held by the present Shareholders and number of shares required to form a group capable of electing a Member of the Supervisory Board.
11. The procedure of the elections of the Members of the Supervisory Board by way of voting in separate groups shall be managed by the Chairman of the GMS.

12. If the Members of the Supervisory Board are elected by way of voting in separate groups, a separate group capable of electing one Member of the Supervisory Board can be formed by such number of shares which is the result of dividing the total number of shares represented by the number of Members of the Supervisory Board to be elected; such a group does not participate in the elections of other Members of the Supervisory Board. Persons representing at the GMS a multiple of such a number of shares which is the result of dividing the total number of shares represented by the number of Members of the Supervisory Board to be elected can form a separate group capable of electing a respective multiple number of the Members of the Supervisory Board. If a group is formed, then the Chairman or members of the Mandate-Election Committee, provided such a committee has been appointed by the GMS, shall receive a list of Shareholders forming a group, supervise the registration of respective groups and receive notifications on candidates proposed by these groups. The said list shall comprise full names or business names of the Shareholders, number of the shares represented and signatures of the Shareholders. The body convening the GMS shall ensure that a formed group can meet to hold the elections in a separate meeting room.
13. If, at the elections of the Members of the Supervisory Board by way of voting in separate groups, there are vacancies in the Supervisory Board which have not been filled by way of this type of voting, then they shall be filled by way of voting of all the Shareholders whose votes have not been cast at the elections held by way of voting in separate groups. In this type of voting one share carries one vote.
14. Candidates shall be deemed elected to the Supervisory Board if, either by way of voting in separate groups or by voting of the Shareholders whose votes have not been cast at the elections by voting in separate groups, they obtain at least 50% of the votes cast. If subsequent voting sessions fail to fill all the mandates, the candidate who has received the smallest number of votes shall be removed from the list.
15. If, following the resolution on the elections of the Members of the Supervisory Board by way of voting in separate groups, at least one group capable of electing a member of the Supervisory Board fails to be formed, the elections shall not be held.
16. The moment at least one member of the Supervisory Board is elected, in accordance with the provisions of the sections 9-14, the mandates of all the previous Members of the Supervisory Board shall expire ahead of time of their term of office.

§18.

1. A motion for dismissal of one or several Members of the Supervisory Board shall contain the statement of reasons. Dismissal of each of the Members of the Supervisory Board is voted over separately.
2. Absolute majority of votes shall be required for a dismissal of a Member of the Supervisory Board.

§19.

When all the matters included in the agenda have been discussed, the Chairman of the GMS shall announce closing of the meeting.

§20.

1. The Chairman of the GMS shall be obliged to check the minutes and sign them in possibly the shortest time.
2. Resolutions of the GMS shall be recorded by a notary otherwise they shall be deemed null and void.
3. The minutes shall state the correctness of convening the GMS and its capacity to adopt resolutions and shall list all adopted resolutions, providing the following information for each resolution: number of shares based on which votes were casted, percentage of those shares in the share capital, total number of valid votes, number of votes “for”, “against” and “abstaining”, and objections raised. The list of attendance signed by the participants of the GMS shall be attached to the minutes. The proof of convocation of the GMS shall be attached by the Management Board to the book of minutes.
4. The Management Board shall attach a copy of the minutes, a proof of convocation of the GMS and the proxies granted by the Shareholders to the book of minutes. Shareholders May review the book of minutes and demand that copies of resolutions certified by the Management Board be issued to them.

§21.

Legal services, the services of a notary as well as technical and organizational services required at the GMS shall be ensured by the body convening the GMS.

§22.

Any matters concerning the debating sessions which have not been regulated hereby shall be settled by the attendants of the GMS by way of voting.

§23.

1. The Management Board shall make the by-laws available to the Shareholders, in the way adequate to their needs, in particular directly before holding a GMS, before its opening or during the GMS.
2. Adoption, change or dismissal of the by-laws shall require for its validity the majority of 3/4 (three fourths) of the votes cast.
3. Any change of the By-laws shall come into force as of the date of the next GMS, unless the change is connected with the new absolutely mandatory regulations entering into force, and with this respect the changes shall come into force as of the effective date of the adequate regulations.”

§2

The Resolution shall come into force on the date of its adoption.

RESOLUTION No. 7
OF THE EXTRAORDINARY GENERAL MEETING
MEDIATEL S.A. [JOINT STOCK], DATED SEPTEMBER 27th, 2010

regarding: changes of the By-laws of the Supervisory Board of MediaTel S.A.

§1

Based on Art. 391, § 3 of the Commercial Companies Code and § 16, p. 9, and § 17, section 3 of the Articles of Association of MediaTel S.A., the Extraordinary General Meeting of MediaTel S.A. decides upon the following:

1. to change the By-laws of the Supervisory Board of MediaTel S.A. in the following way:

1) § 2, section 1 shall have the following new content:

„The Supervisory Board shall consist of 5 to 11 members elected by the General Meeting of Shareholders.”;

2) § 2, section 4 shall have the following new content:

“At its first meeting the Supervisory Board shall elect, from among its members, the Chairman, Vice-Chairman and, if needed, Secretary. The Supervisory Board may also delegate the duty of taking the minutes to a person from outside of the Supervisory Board.”;

3) in § 5, section 1, the wording „by way of a resolution” shall be deleted;

4) § 14, section 1 shall have the following new content:

“The Supervisory Board may adopt resolutions in writing via written voting over a draft resolution served upon all the members of the Supervisory Board. Adoption of resolutions, based on this procedure, shall not apply to election of the Chairman of the Supervisory Board, appointment of a member of the Supervisory Board and revocation, and suspension of these persons in their activities.”;

5) § 17, section 7, subsection b) shall have the following new content:

“convene the General Meeting of Shareholders, if the Management Board fails to do so on a settled date, or the Extraordinary General Meeting, if it is advisable;”;

6) after § 17, a new § 17¹ shall be added with the following content:

1. “1. The Supervisory Board may appoint committees (permanent or ad hoc) acting as support and advisory bodies of the Supervisory Board.

2. 2. In case when the Supervisory Board consists of more than five members, the Board shall be obliged to appoint the Audit Committee, according to the provisions of the Act on expert auditors and their self-government, subjects authorized to audit reports and on public supervision.”

7) after § 17¹, a new § 17² shall be added with the following content:

1. „1. Creation and dissolution of the Audit Committee:

1) The Committee shall be appointed by a resolution of the Supervisory Board from among its members, the resolution shall specify the number of the Committee members (not fewer than 3), indicate the Chairman controlling the works of the Committee and its Independent Member(s). At least one Committee member should meet the requirements of independence and poses qualifications in the area of accountancy or financial auditing.

- 2) Dissolution of the Committee shall take place in a situation of adopting an adequate resolution regarding the Committee dissolution by the Supervisory Board.
2. Methods of operating of the Audit Committee:
 - 1) the Committee meetings shall take place at least once in a quarter, before publishing financial statements by the Company.
 - 2) the Chairman of the Committee may invite to the meetings: members of the Supervisory or Management Board, employees of the Company, expert auditors of the Company and other persons.
 - 3) decisions of the Committee shall be taken by simple majority of votes. In case of a voting, with equal number of votes „for” and „against”, the Chairman shall have the casting vote. The decisions may have form of postulates, recommendations, evaluations or reports. They shall be drawn up in writing and, after being signed by the Committee members, promptly submitted to the Chairman of the Supervisory Board.
 - 4) Members of the Committee may participate in the Committee meetings and vote on resolutions, personally or remotely via direct communications means.
 - 5) the Committee meetings shall be convened by the Chairman. The members of the Committee shall be notified about convening a meeting not later than 5 (five) days before its date and, in urgent matters, not later than 1 (one) day before the meeting.
 - 6) The Chairman of the Committee may appoint the Secretary of the Committee, whose tasks shall comprise, in particular, in preparation of the agenda, distribution of documents and taking minutes of the Committee meetings.
3. The tasks of the Audit Committee shall comprise in advising the Supervisory Board on proper implementation of principles of budgetary and financial reporting and on internal control of the Company and MediaTel S.A. Capital Group, and in cooperation with expert auditors of the Company. The Committee shall be, in particular, responsible for:
 - 1) monitoring work of the Company expert auditors and providing the Supervisory Board with recommendations with respect to the selection, appointment or dismissal, remuneration for expert auditors of the Company;
 - 2) discussions with the Company expert auditors, before commencement of each annual audit of the financial statement, about the audit nature and scope, and monitoring of coordination of works between the Company expert auditors;
 - 3) reviewing periodic and annual financial statements of the Company (separate and consolidated);
 - 4) discussing any problems or reservations which may result from the financial reports audit;

- 5) analyzing the letters of expert auditors addressed to the Management Board, impartiality and objectivity of an audit conducted by expert auditors and replies of the Management Board;
 - 6) review of the internal control system of the Company and MediaTel S.A. Capital Group (including financial, operational and administrative control mechanisms, compliance with regulations, risk assessment;
 - 7) annual reviews of agreements, transactions and arrangements between the Company and its subsidiaries;
 - 8) analysis of the reports prepared by internal auditors of the Company and general comments of other internal analysts, and the Management Board's answers to those comments, together with checking impartiality of the internal expert auditors;
 - 9) annual review of the internal audit program, coordination of works of the internal auditors and examining conditions of operations of the internal auditors;
 - 10) cooperation with the Company organizational units responsible for audit and control, and periodic assessment of their work;
 - 11) considering any other issues indicated by the Committee Or the Supervisory Board;
 - 12) notifying the Supervisory Board on any significant issues within the area of the Committee activities.
4. The Audit Committee shall submit a report on their operations to the Supervisory Board, once in a half a year, on the date of approving the annual and midyear statements.
5. Rights of the Committee:
- 1) The Committee shall be entitled to:
 - a) examining any operations of the Company, in terms of the Committee's tasks;
 - b) request any information, reports and explanations from the Management Board and employees of the Company; review books and documents, and directly check financial situation of the Company, and control operations of subsidiaries;
 - c) request, if needed, the Company Management Board to have surveys or opinions prepared by the experts.
 - 2) The Company employees shall be obliged to cooperate with the Committee in so far as it is necessary for the Committee to execute its tasks."

2. adopt a consolidated text of the By-laws of the Supervisory Board of MediaTel S.A., including the changes described in section 1, with the following content:

**“BY-LAWS
OF THE SUPERVISORY BOARD**

MEDIATEL Spółka Akcyjna [joint stock company]

I. General Provisions.

§ 1.

1. The Supervisory Board of MEDIATEL S.A. shall act in compliance with the provisions of the Commercial Companies' Code, resolutions of the General Meeting of Shareholders and these by-laws.
2. The Supervisory Board shall act as a body of permanent supervision and control of the Company.
3. The Supervisory Board shall act collectively, this, however, shall not preclude the possibility of permanent or temporary delegation of supervisory and control tasks to respective Members of the Supervisory Board.

§ 2

1. The Supervisory Board shall consist of 5 to 11 members elected by the General Meeting of Shareholders.
2. Number of the Members of the Supervisory Board shall be determined by the General Meeting of Shareholders by way of a resolution adopted by simple majority of votes.
3. The Supervisory Board shall act on the basis of the by-laws adopted by the General Meeting of Shareholders.
4. At its first meeting the Supervisory Board shall elect, from among its members, the Chairman, Vice-Chairman and, if needed, Secretary. The Supervisory Board may also delegate the duty of taking the minutes to a person from outside of the Supervisory Board.
5. Members of the Supervisory Board shall be appointed for a joint three year term of office. Mandates of a Member of the Supervisory Board appointed at the beginning and of the one co-opted during the term of office of the Supervisory Board shall expire at the same time, i.e. at the expiry of the term of office.
6. It is admissible to appoint the same persons for Members of the Supervisory Board in consecutive terms of office.
7. A Member of the Supervisory Board is obliged to submit to the Management Board information relating to his economic, family and other relations with a shareholder holding shares which represent 5% or more of the total number of votes at the General Meeting of Shareholders, which might exert influence on his opinion in a matter to be settled by the Supervisory Board.

II. Work Organization of the Supervisory Board

a. Convocation of the Meetings of the Supervisory Board

§3.

Meetings of the Supervisory Board are convened in accordance with the work schedule of the Supervisory Board unless there is a necessity to hold an additional meeting or to hold an adjourned meeting, with the reservation that the meetings of the Supervisory Board shall be held at least once a quarter.

§ 4.

1. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board. In the event of the absence of the Chairman of the Supervisory Board, the meetings shall be convened by the authorized by the Chairman Member of

the Supervisory Board. Meetings of the Supervisory Board shall be convened with the observance of at least a 7 day notice period via the invitations comprising the agenda, served upon the attendants by means of all the available means of distant communication, including electronic mail. Receipt of any documents shall be confirmed by Members of the Supervisory Board. In particularly justified cases resolutions of the Supervisory Board may be adopted in writing. A meeting of the Supervisory Board may also be held without the observance of the formal procedure of its convocation if all the Members of the Supervisory Board consent to it on the day of the meeting at the latest and confirm it in writing or by signing the attendance list.

2. A notification about the meeting of the Supervisory Board shall be attached with documents related to the matters included in the agenda.
3. The Secretary of the Supervisory Board shall be liable for the correct preparation of the documentation of the Supervisory Board.
4. Members of the Supervisory Board are obliged to submit to the Secretary of the Supervisory Board and the Management Board of the Company their current addresses for correspondence. Should they fail to do so, correspondence served to their previously indicated addresses shall be deemed as served.

§ 5.

1. The Chairman of the Supervisory Board or a Member of the Supervisory Board, authorized by the Chairman, shall be obliged to convene a meeting of the Supervisory Board upon a motion filed by the Management Board or upon a motion filed by at least one third of the Members of the Supervisory Board.
2. The body moving for the convocation of the meeting of the Supervisory Board shall attach their motion with the draft agenda of the proposed meeting.
3. In the event specified in section 1, the meeting of the Supervisory Board shall take place within 14 (say: fourteen) days as of the day of filing the motion.

b. Agenda of the Meeting of the Supervisory Board

§ 6.

1. Time and venue as well as the agenda of the meeting of the Supervisory Board and the persons invited shall be determined by the Chairman of the Supervisory Board, or the Secretary of the Supervisory Board if authorized to do so by the Chairman.
2. The agenda shall comprise matters specified in the draft agenda as well as those specified in § 5 section 2.
3. Every Member of the Supervisory Board may submit to the Chairman of the Supervisory Board, or the Secretary of the Supervisory Board authorized by the Chairman to set the agenda, a motion for an inclusion of a matter into the agenda of the next meeting of the Supervisory Board.

c. Meetings of the Supervisory Board

§ 7.

1. Meetings of the Supervisory Board shall take place in the seat of the Company.
2. In exceptional cases meetings may take place in a different place selected by the person authorized to convene such a meeting.

§ 8.

The Management Board of the Company or other persons may be invited to a meeting of the Supervisory Board if necessary. Such invited persons shall act in advisory capacity.

§ 9.

A Member of the Supervisory Board, who may not participate in the meeting in person, shall notify the Chairman of the Supervisory Board or the Secretary of the Supervisory Board about it and state the reasons.

§ 10.

1. A meeting of the Supervisory Board shall be chaired by the Chairman of the Supervisory Board or the Secretary of the Supervisory Board. The person opening the meeting shall state the correctness of its convocation and its capacity to adopt resolutions.
2. Having introduced a matter of a given point on the agenda and having received explanations of the Members of the Supervisory Board, if any such explanations are made, the Chairman of the meeting shall start the discussion giving floor to respective Members of the Supervisory Board in sequence of their submissions. Provided the Members of the Supervisory Board consent to it, the discussion may be held over several points of the agenda simultaneously.
3. Having reviewed each of the filed points, Members of the Supervisory Board may, by way of discussion, evaluate draft resolutions, file motions concerning the amendment or change or file motions on their own draft resolutions.
4. With respect to any formal matters the Chairman may decide on giving the floor without the observance of the order of speakers. Motions concerning the procedures of holding the meeting, voting or adjourning the meeting shall be deemed motions on formal matters.
5. Motions and statements to be recorded in the minutes may be made orally. Upon a request of the Chairman, motions and statements shall be made in writing.
6. Meetings of the Supervisory Board may be held by means of distant communication means, including electronic mail, in the manner allowing for the communication between all the participants. The place of stay of the Chairman of the meeting shall be deemed the venue of that meeting.

d. Adopting Resolutions

§ 11.

1. Resolutions on matters outside the agenda may be adopted provided that all the Members of the Supervisory Board attend the meeting and none has raised an objection.
2. Motions on formal issues may be adopted even if not included in the agenda.

§ 12.

1. Resolutions of the Supervisory Board shall be adopted by way of open voting unless one of the Members attending the meeting requests secret voting.
2. Secret voting shall be ordered at elections and over motions for the dismissal of members of the governing bodies of the Company and for holding them liable for any damage caused as well as over personal cases.

§ 13.

1. Resolutions of the Supervisory Board shall be adopted by absolute majority of votes. The Chairman of the Supervisory Board shall have a casting vote in the event of equal number of votes cast 'for' and 'against'.
2. A Member of the Supervisory Board shall not vote over a resolution concerning him personally.
3. Prior to the adoption of the final resolution, voting over amendments and motions shall be held in sequence of their filing. In the event of motions filed being at variance with the proposed amendments, the sequence of voting shall be determined following the principle that motions of the greatest merit shall have priority at voting.
4. Upon a request filed by any Member of the Supervisory Board, the Supervisory Board shall be obliged to perform the supervisory acts set in such a request for supervision, set in the provisions of the Commercial Companies Code, with the reservation that the Member of the Supervisory Board filing such a request shall be delegated to control the performance of such acts.

§ 14.

1. The Supervisory Board may adopt resolutions in writing via written voting over a draft resolution served upon all the members of the Supervisory Board. Adoption of resolutions, based on this procedure, shall not apply to election of the Chairman of the Supervisory Board, appointment of a member of the Supervisory Board and revocation, and suspension of these persons in their activities.
2. To resolutions adopted by way of written voting, the provisions of § 13 section 1-3 shall apply.

e. Minutes of the Meetings of the Supervisory Board

§ 15.

1. Minutes of the meetings of the Supervisory Board shall be taken by the Secretary of the Supervisory Board or any other person appointed by the Chairman (a minute taker).
2. The minutes shall contain:
 - number,
 - time and venue of the meeting,
 - the agenda,
 - statement of the validity of the meeting,
 - attendance list (names and surnames of the Members of the Supervisory Board present, names and surnames of the Members of the Supervisory Board absent with the reasons of their absence, names and surnames of the invited persons),
 - contents of resolutions and their respective numbers,
 - the results of voting (number of votes cast for a resolution, number of votes cast against a resolution and number of votes abstaining) as well as the manner of voting (statement whether a resolution was adopted in open or secret voting),
 - contents of the raised, dissenting opinions on voting,
 - contents of the raised objections.
3. The minutes shall be signed by the Chairman and the minute taker.
4. The minutes shall be read and approved of at the next meeting. Copies of the minutes shall be served upon the Members of the Supervisory Board. A Member of the

Supervisory Board may demand that the records in the minutes be corrected at the latest until their approval.

5. Minutes of the meetings of the Supervisory Board shall be maintained in the form of a book of minutes, kept by the Secretary of the Supervisory Board in the seat of the Company.

§ 16.

1. Members of the Supervisory Board shall perform their duties personally, with the reservation that the Supervisory Board may, at the expense of the Company, and upon permission of the Management Board, engage experts and advisers also from outside of the Company.
2. Any scope of services (including administrative services, technical services, legal advisory services, financial services and other) rendered to the Supervisory Board shall be ensured by the Management Board of the Company.
3. Costs of the operations of the Supervisory Board shall be borne by the Company.

III. Powers of the Supervisory Board

§ 17.

1. The Supervisory Board shall act as a body of permanent supervision and control of the Company.
2. The Supervisory Board is represented outside of the Company by the Chairman of the Supervisory Board, and in the event of his absence, by the Secretary of the Supervisory Board.
3. Except for matters regulated by the provisions of the Commercial Companies Code, the Supervisory Board shall in particular be empowered to:
 1. temporarily delegate the duties of the Management Board to a Member or Members of the Supervisory Board in the event a Member of the Management Board or all the Members of the Management Board, including the President, shall be suspended or dismissed or in the event when the Management Board may not perform its duties for other reasons;
 2. grant permission for the Company to make dispositions, encumbrances or for the Company to undertake to make dispositions, encumbrances of the assets of the Company of the value exceeding 15,000,000.00 (say: fifteen million) PLN at one time or in total in the period of consecutive 12 (say: twelve) months, subject to sections 3 and 4 below;
 3. grant permission for the acquisition of shares or bonds of other business entities or any other title of the Company to a share in other business entities provided that the transaction value exceeds 2,500,000.00 (say: two million and five hundred thousand) PLN;
 4. grant permission for the sale of the Company assets of the value exceeding 10% of the net value of the Company assets at one time transaction within the period of 12 months;
 5. approve of the annual budget of the Company on the basis of the draft submitted by the Management Board;
 6. voice opinion on distribution and allocation of net profit or on means of financing losses;

7. appoint, suspend or dismiss the President of the Management Board, and upon a motion of the President of Management Board, appoint, suspend or dismiss the Members of the Management Board;
 8. set remuneration for the Members of the Management Board, paid by the Company under any title, and to represent the Company in agreements and disputes with the Members of the Management Board, including granting permission for engagement of a Member of the Management Board in competitive business;
 9. adopt work regulations of the Management Board;
 10. appoint an expert auditor to audit the financial statement of the Company;
 11. adopt, for internal purposes of the Company, by way of a resolution, a consolidated text of the Articles of Association of the Company;
 12. subject to sections 5 and 6 thereof, grant permission for the conclusion of agreements by the Company with an affiliated company or for the amendment of the agreements concluded with an affiliated company (affiliated in the meaning of the provisions of the Public Trading in Securities Act and executory provisions based on the Act).
4. At the Annual General Meeting of Shareholders the Supervisory Board shall submit their report on the Company standing.
 5. In the event of:
 - a) agreements specified in section 3 subsection 12 thereof - upon a motion filed by the Management Board, the Supervisory Board may grant permission for the conclusion of this type of agreements, specifying the term of the validity of their permission;
 - b) loan agreements, subsidies, warranty and suretyship concluded by and between the Company and its subsidiaries or its affiliated entities in the meaning of the Accounting Act - the Supervisory Board may grant a general permission on the basis of yearly or long-term plans of financing the entities, submitted to the Supervisory Board by the Management Board, specifying the term of the validity of their permission - such term shall not be shorter than one year.
 6. Permission of the Supervisory Board, referred to in section 3, subsection 8 thereof shall not be required if:
 - a) consideration constitutes remuneration due under the remuneration regulations required by the provisions of the labor law or by the resolutions of the General Meeting of Shareholders;
 - b) the agreement is concluded on the basis of the resolution of the General Meeting of Shareholders.
 7. Within its powers, the Supervisory Board shall be empowered to:
 - a) demand that the Management Board of the Company shall forthwith abandon its operations which infringe the law, the Articles of Association or the Company interest;
 - b) convene the General Meeting of Shareholders, if the Management Board fails to do so on a settled date, or the Extraordinary General Meeting, if it is advisable ;

- c) suspend a Member of the Management Board for important reasons;
 - d) temporarily delegate the duties of the Member of the Management Board to a Member of the Supervisory Board;
 - e) appeal to court against resolutions of the General Meeting of Shareholders if they are adopted in the breach of the law or the provisions of the Articles of Association of the Company.
8. Within exercising its powers, specified in sections 1 and 3, the Supervisory Board shall be entitled to control the entire scope of the Company operations, and in particular:
- a) demand that the Management Board and the Company employees submitted documentation and other materials concerning the Company operations;
 - b) supervise files and documentation of the Company;
 - c) audit the Company assets, control the financial operations of the Company;
 - d) demand that necessary experts' opinions be made and investigate into matters falling within the scope of their supervision;
 - e) demand that the Management Board or the employees of the Company submit the required reports and explanations.
9. The Chairman of the Supervisory Board or an authorized by him Member of the Supervisory Board shall be entitled to attend the meetings of the Management Board of the Company.
10. The Supervisory Board shall be entitled to file motions concerning matters within its duties and powers with the General Meeting of Shareholders.

§ 17¹.

1. The Supervisory Board may appoint committees (permanent or ad hoc) acting as support and advisory bodies of the Supervisory Board.
2. In case when the Supervisory Board consists of more than five members, the Board shall be obliged to appoint the Audit Committee, according to the provisions of the Act on expert auditors and their self-government, subjects authorized to audit reports and on public supervision.

§ 17².

1. Creation and dissolution of the Audit Committee:
 - 1) The Committee shall be appointed by a resolution of the Supervisory Board from among its members, the resolution shall specify the number of the Committee members (not fewer than 3), indicate the Chairman controlling the works of the Committee and its Independent Member(s). At least one Committee member should meet the requirements of independence and poses qualifications in the area of accountancy or financial auditing.
 - 2) Dissolution of the Committee shall take place in a situation of adopting an adequate resolution regarding the Committee dissolution by the Supervisory Board.
2. Methods of operating of the Audit Committee:
 - 1) the Committee meetings shall take place at least once in a quarter, before publishing financial statements by the Company.

- 2) the Chairman of the Committee may invite to the meetings: members of the Supervisory or Management Board, employees of the Company, expert auditors of the Company and other persons.
 - 3) decisions of the Committee shall be taken by simple majority of votes. In case of a voting, with equal number of votes „for” and „against”, the Chairman shall have the casting vote. The decisions may have form of postulates, recommendations, evaluations or reports. They shall be drawn up in writing and, after being signed by the Committee members, promptly submitted to the Chairman of the Supervisory Board.
 - 4) Members of the Committee may participate in the Committee meetings and vote on resolutions, personally or remotely via direct communications means.
 - 5) the Committee meetings shall be convened by the Chairman. The members of the Committee shall be notified about convening a meeting not later than 5 (five) days before its date and, in urgent matters, not later than 1 (one) day before the meeting.
 - 6) The Chairman of the Committee may appoint the Secretary of the Committee, whose tasks shall comprise, in particular, in preparation of the agenda, distribution of documents and taking minutes of the Committee meetings.
3. The tasks of the Audit Committee shall comprise in advising the Supervisory Board on proper implementation of principles of budgetary and financial reporting and on internal control of the Company and MediaTel S.A. Capital Group, and in cooperation with expert auditors of the Company. The Committee shall be, in particular, responsible for:
- 1) monitoring work of the Company expert auditors and providing the Supervisory Board with recommendations with respect to the selection, appointment or dismissal, remuneration for expert auditors of the Company;
 - 2) discussions with the Company expert auditors, before commencement of each annual audit of the financial statement, about the audit nature and scope, and monitoring of coordination of works between the Company expert auditors;
 - 3) reviewing periodic and annual financial statements of the Company (separate and consolidated);
 - 4) discussing any problems or reservations which may result from the financial reports audit;
 - 5) analyzing the letters of expert auditors addressed to the Management Board, impartiality and objectivity of an audit conducted by expert auditors and replies of the Management Board;
 - 6) review of the internal control system of the Company and MediaTel S.A. Capital Group (including financial, operational and administrative control mechanisms, compliance with regulations, risk assessment);
 - 7) annual reviews of agreements, transactions and arrangements between the Company and its subsidiaries;
 - 8) analysis of the reports prepared by internal auditors of the Company and general comments of other internal analysts, and the Management Board’s answers to

- those comments, together with checking impartiality of the internal expert auditors;
- 9) annual review of the internal audit program, coordination of works of the internal auditors and examining conditions of operations of the internal auditors; -----
 - 10) cooperation with the Company organizational units responsible for audit and control, and periodic assessment of their work;
 - 11) considering any other issues indicated by the Committee or the Supervisory Board; -
 - 12) notifying the Supervisory Board on any significant issues within the area of the Committee activities.
4. The Audit Committee shall submit a report on their operations to the Supervisory Board, once in a half a year, on the date of approving the annual and midyear statements.
 5. Rights of the Committee:
 - 1) The Committee shall be entitled to:
 - a) examining any operations of the Company, in terms of the Committee's tasks;
 - b) request any information, reports and explanations from the Management Board and employees of the Company; review books and documents, and directly check financial situation of the Company, and control operations of subsidiaries;
 - c) request, if needed, the Company Management Board to have surveys or opinions prepared by the experts.
 - 2) The Company employees shall be obliged to cooperate with the Committee, in so far as it is necessary for the Committee to execute its tasks.”

§ 18.

Members of the Supervisory Board delegated to permanent, individual supervision shall be obliged to observe the same principles as the Members of the Management Board, i.e. no competition, restricted participation in competitive businesses, except for the participation of the Members of the Supervisory Board in the governing bodies of the directly or indirectly equity related business entities.

§ 19.

Members of the Supervisory Board shall perform their duties against remuneration in the amount set by the General Meeting of Shareholders.

§2

The resolution shall come into force on the date of its adoption.