

**Draft Resolution
of the Extraordinary General Meeting of Shareholders
of Netia SA**

on merger

1. The Extraordinary General Shareholders' Meeting of Netia SA (hereinafter „Netia“) hereby resolves to merge Netia with Pro Futuro SA its wholly owned subsidiary (hereinafter the „Company“) which is entered into the register of entrepreneurs kept by the District Court for the Capital City of Warsaw, Commercial Court XII Division of the National Court Register under the number 0000008220.
2. The merger shall be done in the manner as provided in Article 492, §1, subsection 1) of the Commercial Companies Code through transfer of all the Company's assets to Netia (merger by acquisition) without any increase of Netia's share capital, in accordance with Article 515, §1 of the Commercial Companies Code and without amending Netia's Statute.
3. Netia's Extraordinary General Shareholders' Meeting hereby approves the Terms of Merger attached herewith.