

Wording of resolutions adopted by Netia's Ordinary Shareholders' Meeting on May 7, 2008:

**Resolution No. 2
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the approval of the Management Board's reports on the Company's and the Netia Group's activities for 2007, the Company's financial statements for 2007 and the Netia Group's consolidated financial statements for 2007

Based on the report and opinions presented by the expert auditor Ernst&Young Audit sp. z o.o., the Company's Annual General Meeting hereby approves:

1. the Management Board's reports on the activities of the Company and of the Netia Group for 2007;
2. the Company's financial statements for 2007, which consist of:
 - a) the balance sheet with total assets of PLN 2,290,573 thousand (two billion, two hundred and ninety million, five hundred and seventy-three thousand);
 - b) the income statement showing a net loss of PLN 73,217 thousand (seventy-three million, two hundred and seventeen thousand),
 - c) statement of changes in the shareholders' equity representing a decrease of PLN 60,197 thousand (sixty million, one hundred and ninety-seven thousand),
 - d) cash flow statement representing a net decrease of cash and cash equivalents of PLN 91,731 thousand (ninety-one million, seven hundred and thirty-one thousand), and
 - e) notes to the financial statements concerning the adopted accounting policies, and other disclosures; and
3. the Netia Group's consolidated financial statements for 2007, which consist of:
 - a) the consolidated balance sheet with total assets of PLN 2,070,651 thousand (two billion, seventy million, six hundred and fifty-one thousand),
 - b) the consolidated income statement representing a net loss of PLN 268,881 thousand (two hundred and sixty-eight million, eight hundred and eighty-one thousand),
 - c) the consolidated statement of changes in shareholders' equity representing a decrease of PLN 223,631 thousand (two hundred and twenty-three million, six hundred and thirty-one thousand);
 - d) consolidated cash flow statement representing a net decrease of cash and cash equivalents of 85,311 thousand (eighty-five million, three hundred and eleven thousand), and

- e) notes to the financial statements concerning the adopted accounting policies, and other disclosures.

**Resolution No. 3
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

*concerning acknowledgment of the fulfilment of the Supervisory Board Chairman's duties
performed by Alicja Józefa Kornasiewicz in 2007*

The Ordinary General Shareholders' Meeting hereby acknowledges Alicja Józefa Kornasiewicz's fulfilment of his Supervisory Board Chairman duties performed during 2007.

**Resolution No. 4
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

*concerning acknowledgment of the fulfilment of the Supervisory Board Chairman's duties
performed by Wojciech Sobieraj in 2007*

The Ordinary General Shareholders' Meeting hereby acknowledges Wojciech Sobieraj's fulfilment of his Supervisory Board Chairman duties performed during 2007.

**Resolution No. 5
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Raimondo Eggink in 2007*

The Ordinary General Shareholders' Meeting hereby acknowledges Raimondo Eggink's fulfilment of his Supervisory Board member duties performed during 2007.

**Resolution No. 6
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Bruce McInroy in 2007*

The Ordinary General Shareholders' Meeting hereby acknowledges Bruce McInroy's fulfilment of his Supervisory Board member duties performed during 2007.

**Resolution No. 7
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw**

dated May 7, 2008

concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties performed by Constantine Gonticas in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Constantine Gonticas's fulfilment of his Supervisory Board member duties performed during 2007.

**Resolution No. 8
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties performed by Pantelis Tzortzakis in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Pantelis Tzortzakis's fulfilment of his Supervisory Board member duties performed during 2007.

**Resolution No. 9
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties performed by Andrzej Radzimiński in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Andrzej Radzimiński's fulfilment of his Supervisory Board member duties performed during 2007.

**Resolution No. 10
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties performed by Tadeusz Radzimiński in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Tadeusz Radzimiński's fulfilment of his Supervisory Board member duties performed during 2007.

**Resolution No. 11
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties performed by Bogusław Piotr Kasprzyk in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Bogusław Piotr Kasprzyk's fulfilment of his Supervisory Board member duties performed during 2007.

**Resolution No. 12
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the President of the Management Board's duties performed by Mirosław Godlewski in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Mirosław Godlewski's fulfilment of the President of the Management Board duties performed during 2007.

**Resolution No. 13
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Tom Ruhan in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Tom Ruhan's fulfilment of his Management Board member duties performed during 2007.

**Resolution No. 14
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Piotr Czapski in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Piotr Czapski's fulfilment of his Management Board member duties performed during 2007.

**Resolution No. 15
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Bertrand Le Guern in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Bertrand Le Guern's fulfilment of his Management Board member duties performed during 2007.

**Resolution No. 16
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw**

dated May 7, 2008

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Paul Kearney in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Paul Kearney's fulfilment of his Management Board member duties performed during 2007.

**Resolution No. 17
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Paweł Karłowski in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Paweł Karłowski's fulfilment of his Management Board member duties performed during 2007.

**Resolution No. 18
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Piotr Buława in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Piotr Buława's fulfilment of his Management Board member duties performed during 2007.

**Resolution No. 19
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Jonathan Eastick in 2007

The Ordinary General Shareholders' Meeting hereby acknowledges Jonathan Eastick's fulfilment of his Management Board member duties performed during 2007.

**Resolution No. 20
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the coverage of losses for 2007

The Ordinary General Shareholders' Meeting hereby resolves that the net loss of PLN 73,217 thousand (seventy-three million, two hundred and seventeen thousand) incurred by the

Company in 2007 and PLN 11,692 thousand (eleven million, six hundred and ninety-two thousand) of the uncovered loss from previous years resulting from a merger of a subsidiary with the Company during the financial year of 2007 will be covered in full by crediting the part of the Company's supplementary capital towards these losses.

**Resolution No. 21
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning the Netia S.A. merger with Świat Internet S.A..

1. The Ordinary General Shareholders' Meeting of Netia SA (hereinafter „Netia”) hereby resolves to merge Netia with Świat Internet 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, XIII Commercial Division of the National Court Register under the number 0000033562.
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. The Ordinary General Shareholders' Meeting of Netia S.A. hereby approves the Terms of Merger attached herewith.

“Merger Plan of Netia S.A and Świat Internet S.A.
dated 27 November 2007

- a. The merger applies to the publicly listed company Netia Spółka Akcyjna with its registered seat in Warsaw (hereinafter “Netia”) and its single shareholder company Świat Internet S.A. with its registered seat in Warsaw (hereinafter “Company”).
- b. The merger shall be carried out pursuant to Article 492, §1, subsection 1 of the Commercial Companies Code (hereinafter the “CCC”) in relation to Article 515, §1 of the CCC through the transfer of the Company's (the acquired company) assets to Netia (the acquiring company) without any increase in Netia's share capital, without any share exchanges and without amending Netia's Statute.
- c. As the merger shall not involve an exchange of the Companies' shares into Netia's shares, the information required under Article 499, §1, subsections 2 – 4 of the CCC has been omitted as unnecessary.
- d. The merger shall not result in any of the rights referred to in Article 499 §1 subsection 5 of the CCC being granted, nor any special benefits as referred to in Article 499 §1 subsection 6 of the CCC.”

**Resolution No. 22
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning appointment of the member of the Supervisory Board

The Ordinary General Shareholders' Meeting appoints Mr. Jerome de Vitry to the Supervisory Board of the Company.

**Resolution No. 23
of the Ordinary General Shareholders' Meeting
of Netia SA with its registered seat in Warsaw
dated May 7, 2008**

concerning appointment of the member of the Supervisory Board

The Ordinary General Shareholders' Meeting appoints Mr. Marek Gul to the Supervisory Board of the Company.