

UNIFORM WORDING OF THE STATUTE OF NETIA S.A.

I. GENERAL PROVISIONS

§ 1

The name of the Company shall be “Netia” Spółka Akcyjna. The Company may use an abbreviation of its name: “NETIA” S.A. The seat of the Company shall be the Capital City of Warsaw.

§ 2

The Company may establish divisions, branches, plants and representative offices and other entities, and may also participate in other companies in Poland and abroad.

§ 3

The scope of activity of the Company shall be:

- a) design, manufacture and use of internal (company internal and other) telecommunication systems;
- b) design and introduction of new telecommunication designs and techniques;
- c) provision of telecommunication services within the scope of internal (company internal and other) telecommunication systems;
- d) manufacturing and leasing of telecommunication equipment;
- e) conducting domestic trade;
- f) conducting imports in connection with services offered by the Company, its shareholders and business partners;
- g) conducting exports of services provided by the Company;
- h) export and import of telecommunication equipment;
- i) rendering telecommunication services;
- j) export and import shall not include goods, the trade of which requires a concession;
- k) organizing and implementing commercial undertakings individually or together with other entities, including undertakings within the scope of construction for housing purposes, including the sale, rental and management of buildings and parts thereof;
- l) undertaking and managing commercial ventures by means of holdings and equity stakes held by the Company, including granting and obtaining loans and guarantees as part of the holding structure;
- m) granting loans and credit facilities to entities whose shares the Company holds directly or indirectly.

§ 4

The founders of the Company are:

- 1) INTERNATIONAL COMMUNICATION TECHNOLOGIES Inc., with its seat in Los Angeles, USA;
- 2) GRUPA INWESTYCYJNA NYWIG Sp. z o.o., with its seat in Warsaw;
- 3) PROMACO Sp. z o.o., with its seat in Warsaw;
- 4) UNITRONEX CORP., with its seat in Wooddale, Illinois, USA;
- 5) TOWARZYSTWO ROZWOJU TELEKOMUNIKACJI, with its seat in Warsaw;

- 6) METRONEX S.A., with its seat in Warsaw;
- 7) Andrzej Radziwiński;
- 8) Aleksander Szwarc;
- 9) Donald Mucha;
- 10) Krzysztof Korba;
- 11) Jacek Słowakiewicz;
- 12) Marian Benda;
- 13) Janina Kopacka;
- 14) Leopold Benda;
- 15) Edward Jędrzejowicz;
- 16) Andrzej Wawrzeńczak;
- 17) Ryszard Lewandowski;
- 18) Grzegorz Górski;
- 19) Zbigniew Przybyszewski;
- 20) Bogusław Chmielewski;
- 21) Jan Drobiecki;
- 22) Władysław Baliński;
- 23) Janusz Błaszczak;
- 24) Jerzy Dygdoń;
- 25) Grzegorz Figlarz;
- 26) Tadeusz Gruszka;
- 27) Zbigniew Hayder;
- 28) Roman Jarocki;
- 29) Jerzy Kantorski;
- 30) Anna Kasowicz;
- 31) Marian Kołosiński;
- 32) Janusz Krzysztofiński;
- 33) Zofia Ledwoś;
- 34) Andrzej Piątkowski;
- 35) Stanisława Sobierańska;
- 36) Elżbieta Zandecka;
- 37) Andrzej Wadecki;
- 38) Frederic Henri Chapus.

II. SHARE CAPITAL AND SHARES

§ 5

The Company's share capital consists of series A, series A1, and series B shares, as well as series K shares issued within the conditional capital, of a nominal value of PLN 1 (in words: one) each.

Series A, A1 and B shares constitute the share capital amounting to PLN 384,222,774 (in words: three hundred eighty four million two hundred twenty two hundred seven hundred seventy four), divided as follows:

- (a) 1,000 ordinary registered series A shares;
- (b) 1,000 preferred registered series A1 shares;
- (c) 384,220,774 ordinary bearer series B shares.

§ 5A

1. The conditional share capital of the Company shall be up to 18,373,785 (eighteen million, three hundred and seventy-three thousand, seven hundred and eighty-five) ordinary bearer series "K" shares.
2. The holders of series "K" shares shall participate in dividends payable by the Company, provided that the series "K" shares are issued to the Shareholders of the Company on or before the record day for the dividend payments set forth in the relevant resolution of the Annual General Meeting.
3. The pre-emptive rights of the Company's current Shareholders with respect to series "K" shares shall be excluded.
4. The right to acquire up to 18,373,785 (eighteen million, three hundred and seventy-three thousand, seven hundred and eighty-five) ordinary bearer series "K" shares shall be granted to the employees, consultants, and board members of the Company and its subsidiaries pursuant to a performance stock option plan to be adopted for the Netia Group by the Company's Supervisory Board; this right may be implemented by executing the priority right to subscribe for the shares (warrant) attached to the bonds with the priority right to acquire shares issued by the Company based on Resolution No. 2 of the General Shareholders' Meeting of April 4, 2002 (the "Bonds").
5. The priority rights to acquire series "K" shares (warrants) may be exercised not later than on December 31, 2012, unless, subject to the Supervisory Board's approval, the Management Board shortens the period for the execution of the priority right to acquire series "K" shares (warrant) pursuant to a performance stock option plan to be adopted by the Company's Supervisory Board for the Netia Group.
6. Subject to: (i) the provisions of the performance stock option plan to be adopted by the Company's Supervisory Board for the Netia Group, (ii) the provisions of Resolution No. 2 of the General Shareholders' Meeting of April 4, 2002 concerning the issue of Bonds with a priority right to acquire shares, as well as the detailed terms and conditions of the Bond issue set forth on the basis of that Resolution and (iii) the approval of the Company's Supervisory Board; the Company's Management Board shall be authorised to:
 - a) determine the detailed terms and conditions for subscribing for series "K" shares and the division of series "K" shares into tranches;
 - b) determine the issue prices of series "K" shares separately for each tranche;
 - c) execute agreements with entities authorized to accept subscriptions for shares, and to determine the places and dates of the subscription for series "K" shares;
 - d) execute agreements, whether or not providing for a contractual fee, aimed at securing a successful subscription for series "K" shares, for the benefit of the entities referred to in § 5A section 4 of the Company's Statute, in particular, a trust deed and/or any standby or firm-commitment underwriting agreement(s).
7. The purpose of establishing the conditional share capital is to grant the right to acquire series "K" shares to the employees, consultants and board members of the Company and its subsidiaries who will be entitled to acquire such shares pursuant to the performance stock option plan to be adopted by the Company's Supervisory Board for the Netia Group.

§ 5B

1. Shares of the Company may be redeemed based on a resolution of the General Shareholders' Meeting.
2. The Company may redeem its shares only upon the consent of the shareholder (voluntary redemption).
3. The General Shareholders' Meeting may authorise the Management Board to purchase the Company's shares from the shareholders for the sake of their future redemption.

§ 6

1. Shares of the Company may be registered shares and bearer shares.
2. Bearer shares may not be transformed into registered shares.
3. Preferred registered series A1 shares shall give their holders such rights as defined in § 15.2 of the Statute. The transfer of any preferred registered series A1 shares shall result in the loss of the preferences referred to in § 15.2 of this Statute. Registered series A1 shares may be transformed into bearer shares.

§ 7

The share capital may be increased by way of an issue of registered or bearer shares against cash and in-kind contributions or by increasing the nominal value of existing shares.

III. OTHER CAPITAL AND FUNDS

§ 8

1. Besides the share capital the Company establishes the following capital and funds:
 - a) the spare capital;
 - b) the reserve capital;
 - c) the employee social benefits fund.
2. Other funds may be established under resolutions of the General Shareholders' Meetings.
3. The Company may issue bonds, including convertible bonds and other securities within the scope allowed by the applicable provisions of law.

IV. COMPANY AUTHORITIES

§ 9

The bodies of the Company shall be:

1. the General Shareholders' Meeting;
2. the Supervisory Board;
3. the Management Board.

§ 10

The Management Board shall convene the Annual Shareholders' Meeting not later than six (6) months following the end of the financial year.

§11

The General Meetings of the Shareholders shall be convened by an announcement on the company's website and in the manner defined for disclosing current information in compliance with the relevant regulations governing public offering and the terms of

introducing financial instruments to organised trading and on public companies or otherwise as will be provided in a relevant time and on relevant conditions as provided by applicable provisions of law.

§ 12

1. Unless the provisions of the Commercial Companies Code or this Statute provide otherwise, resolutions of the General Shareholders' Meeting shall be adopted by an absolute majority of votes cast (abstentions shall be counted as votes cast).
2. Resolutions on a Company merger, Company dissolution or transfer of the Company's enterprise or a material part thereof shall be adopted by a 3/4 majority of the votes cast.
3. Resolutions on withdrawing the Company's shares from public trading, or on de-listing the Company's shares from the Warsaw Stock Exchange, or on a merger having the same effects, shall be adopted by a 4/5 majority of the votes cast. Those voting must represent at least 1/2 of the Company's share capital.

§ 13

1. Resolutions of the General Shareholders' Meeting shall be required in matters provided for in the Commercial Companies Code, and in particular regarding decisions on the division and distribution of profit. No approval of the General Shareholders' Meeting is required for the purchase or sale of the ownership or the perpetual usufruct right to real estate or any share in such rights, irrespective of the value of such transaction.
2. The Management Board shall submit proposed General Shareholders' Meeting resolutions for a prior opinion of the Supervisory Board of the Company. Such draft resolutions shall be delivered to Supervisory Board members not later than 10 (ten) days prior to the scheduled date of the General Shareholders' Meeting. If the Supervisory Board fails to give its opinion on any proposed resolution at least one (1) day before the scheduled date of the General Shareholders' Meeting, the Supervisory Board shall be deemed to have not given its opinion. A negative opinion or the lack of an opinion of the Supervisory Board shall not hinder the adoption of such resolution by the General Shareholders' Meeting.

§ 14

1. The Shareholders may participate in the General Meeting of the Shareholders and exercise their right to vote in person or through proxies.
2. The General Meeting of the Shareholders may adopt the by-laws of the General Meeting of the Shareholders which specify the rules governing the operation of the General Meeting of the Shareholders.
3. The Shareholders may participate in the General Meeting of the Shareholders via electronic communications means. The Management Board of the Company is authorized to determine the detailed rules of such manner of shareholder participation in the General Meeting of the Shareholders including the requirements and restrictions necessary to identify the shareholders and provide safety of electronic communication.

§ 15

1. The Supervisory Board shall consist of up to nine (9) members. Except as otherwise provided in this Section, members of the Supervisory Board shall be appointed and dismissed by the General Shareholders' Meeting for a term of office of five (5) years.
2. One (1) member of the Supervisory Board shall be appointed and dismissed by the holders of series A1 shares; provided that such privilege has not expired pursuant to § 6.3 above and, following such expiry, such member shall be elected by the General Shareholders' Meeting and shall qualify as an Independent Member (as defined below).

3. At all times at least two (2) of the Supervisory Board members shall be “independent members” (the “Independent Member”). An “Independent Member” is a person who: (i) is not an executive officer of the Company or any of its subsidiaries or of any Affiliate of the Company, and is not a member of the immediate family (or does not have a similar relationship) with any such person; (ii) does not have a business or professional relationship with the Company or any of its subsidiaries that is material to the Company or such person; (iii) does not have an ongoing business or professional relationship with the Company or any of its subsidiaries, whether or not material in an economic sense, which involves continued dealings with management of the Company such as the relationship between the Company and its investment bankers or legal counsel; (iv) is not an employee of the Company or any of its subsidiaries or of any Affiliate of the Company or is not a member of the immediate family (or does not have a similar relationship) with any such person; (v) is not an employee of any shareholder or any Affiliate of any shareholder holding more than 5 (five) % of issued share capital of the Company or any of its subsidiaries or of any Affiliate of the Company or is not a member of the immediate family (or does not have a similar relationship) with any such person; or (vi) does not have a business or professional relationship with any shareholder or any Affiliate of any shareholder holding more than 5 (five) % of issued share capital of the Company or any of its subsidiaries that could have significant impact on the ability of such person to make impartial decisions.

In this Statute: “Affiliate” shall mean any firm, company or corporation which, directly or indirectly, controls, is controlled by or is under common control of the Company; a “subsidiary” shall mean an entity in which the Company holds more than 50% (fifty) of the voting stock or has the right to appoint at least 50% (fifty) of the members of the management board or supervisory board (or similar governing or supervisory authority) of such entity; an “Executive Officer” shall mean members of the Management Board of the Company, liquidators, chief accountant of the Company, in-house legal counsel and all persons responsible for managing the Company and reporting directly to the Management Board.

4. The Chairperson and the Vice-Chairperson of the Supervisory Board shall be elected by the Supervisory Board from amongst the members of the Supervisory Board in a simple majority vote. The Vice-Chairperson of the Supervisory Board shall perform the functions of the Chairperson of the Supervisory Board set forth in this Statute in case the mandate of the Chairperson of the Supervisory Board expires for any reason until a new Chairperson of the Supervisory Board is elected, as well as during their illness or when they are temporarily unable to fulfill their duties. The Chairperson shall have the casting vote in the event of a deadlock among the members of the Supervisory Board. In addition, the Chairperson shall have the right to call and preside over meetings of the Supervisory Board and other procedural rights normally associated with such office.
5. Meetings of the Supervisory Board shall be convened at least once every quarter. The Chairperson shall also convene meetings of the Supervisory Board at the written request of the Management Board of the Company or any member of the Supervisory Board.
6. The members of the Supervisory Board may be remunerated for serving as Supervisory Board members. The General Shareholders’ Meeting should adopt the *Rules of Remunerating Supervisory Board Members*.

§ 16

1. The powers of the Supervisory Board shall include general supervision of the activities of the Company. Resolutions of the Supervisory Board shall be required in matters provided for in the Commercial Companies Code and Paragraph 3 of this Section.
2. Save as prescribed otherwise in this Statute all resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast in favour of such resolution (abstentions being counted as votes cast).
3. Subject to the provisions of paragraph 16.4 below, a resolution of the Supervisory Board shall be required in the following matters:

- a) presentation to the Company's General Shareholders' Meeting of a written report on the results of the Supervisory Board's examination of:
 - i. the financial statements;
 - ii. the Management Board report; and
 - iii. the Management Board's recommendations with respect to the distribution of profits or coverage of losses.
- b) the issuance of by-laws for the Management Board and the appointment and removal of the members of the Management Board, setting or changing the compensation and defining other terms and conditions of employment of the Management Board members, as well as setting and changing any incentive plan for the Management Board members and other key employees;
- c) approval of business plans and budgets for the Company;
- d) granting consent for any transaction whose value exceeds the PLN equivalent of EUR 1,250,000 in a single or a series of related transactions, or in the course of one (1) year in the case of agreements entered into for unlimited duration or for periods longer than one (1) year;
- e) making any investments in or financing the activities of companies whose core and actual scope of business activity does not include telecommunications activity;
- f) consent to the commencement, settlement, assignment, compromise or release of any claim of or against the Company in excess of the PLN equivalent of EUR 600,000 in a single or series of related acts or the equivalent amount in PLN or other currencies;
- g) consent to the adoption of a performance stock option plan in accordance with § 5A of this Statute;
- h) appointment of the expert auditor to audit the Company's financial statements;
- i) subject to §16.5 below and provided that the value of the Company's obligations exceeds the PLN equivalent of EUR 100,000, the conclusion by the Company of any contracts with an Affiliate (as defined below). For the purposes of this subsection, an "Affiliate" shall mean: (i) a member of the Management Board or Supervisory Board of the Company or the cousin or relative of up to the second degree of such member, or an entity controlled by such person or their cousin or relative of up to the second degree; (ii) a shareholder holding shares entitling it to at least 5% of votes at the General Meeting; or (iii) an entity controlled by, controlling or under common control with the persons listed under (i) and (ii); (iv) an entity in which the Company has, directly or indirectly, any equity stakes or voting powers. "Control" shall mean the possibility of exerting influence, whether direct or indirect, on the management or business policy of the controlled entity through holding voting shares in such entity, under a shareholders' agreement, an agreement for official receivership of votes (*umowa syndykowania głosów*) or in any other similar manner, even if not connected with a written agreement. For the purposes of the above definition, "control" shall not apply to any companies controlled by Netia S.A.

4. No resolution of the Supervisory Board shall be required with regards to:

- 1) the matters defined in section 16.3.d)-f) and 16.3 i) if they relate to:
 - a) the sale of services and products of the Company as well as sale of obsolete equipment within the ordinary course of business; or
 - b) expenditures within the scope of the Company's current business plan or budget approved by the Supervisory Board; or
- 2) transactions made with companies in which the Company holds, directly or indirectly, more than 50% of votes and shares in the share capital or making investments in such companies.

5. Supervisory Board resolutions on the matters described in section 16.3.i) above (the conclusion by the Company of an agreement with an Affiliate) shall require the approval of at least one of the Independent Members.

§ 17

1. Meetings of the Supervisory Board shall be convened by written notices sent to each member of the Supervisory Board informing them of the date, the time, the venue and the agenda, at least seven (7) days prior to the scheduled meeting date. Meetings of the Supervisory Board may be held without being formally convened if all the members of the Supervisory Board agree to holding such a meeting and to the proposed agenda. Written notice of a Supervisory Board meeting shall be deemed to include a notice sent by electronic mail to the address indicated by the given Supervisory Board member.
2. Resolutions of the Supervisory Board may be adopted in writing or by means of direct communication media (such as telephone, video conferencing) in a manner allowing mutual communication between all the members of the Supervisory Board present. Resolutions adopted during such conference shall be effective if the minutes including such resolutions are then signed by each member of the Supervisory Board participating in such meeting. Members of the Supervisory Board may also vote on Supervisory Board resolutions in writing via another member of the Supervisory Board.
3. Resolutions of the Supervisory Board shall only be valid if a quorum is present at such meeting. The quorum shall consist of a majority of the total number of Supervisory Board members.
4. The rules governing the operation of the Supervisory Board shall be specified in the By-laws of the Supervisory Board, which shall be adopted by the Supervisory Board. The By-laws of the Supervisory Board may provide for the establishment of Supervisory Board committees from among the Supervisory Board members.
5. Reasonable out-of pocket expenses incurred by members of the Supervisory Board in connection with attending meetings and fulfilling other obligation as board members, shall be reimbursed by the Company.

§ 18

1. The Management Board of the Company shall consist up to 10 (ten) members. The number of Management Board members shall be determined by the Supervisory Board.
2. Management Board members shall be appointed and dismissed by the Supervisory Board for a term of office of five (5) years.
3. The Management Board shall manage the activities of the Company, shall adopt resolutions necessary for performance of tasks and shall represent the Company before courts, authorities, offices and third parties.
4. The Management Board shall handle the matters, which are not within the exclusive competence of the General Shareholders' Meeting or the Supervisory Board.
5. Resolutions of the Management Board shall be adopted by a simple majority of votes.
6. Two members of the Management Board acting together or one member of the Management Board acting together with a commercial proxy (*prokurent*) shall be authorised to make declarations on behalf of the Company.
7. Reasonable out-of-pocket expenses incurred by members of the Management Board in connection with attending meetings and fulfilling other obligation as board members, shall be reimbursed by the Company.
8. The Supervisory Board may specify the rules governing the operation of the Management Board in the By-laws of the Management Board.

V. FINAL PROVISIONS

§ 19

1. Liquidation and dissolution of the Company shall be undertaken in cases provided for by law or pursuant to a resolution of the General Shareholders' Meeting.
2. Liquidators shall be members of the Management Board unless the General Shareholders' Meeting appoints other liquidators.

§ 20

In any and all matters not provided for in this Statute, the provisions of the Commercial Companies Code and other provisions of Polish law shall apply.

§ 21

The Company was established by transformation into a joint stock company of "R.P. Telekom" Spółka z ograniczoną odpowiedzialnością, the Shareholders of which were the founders listed in Section 4.