

Resolution No.1
of the Annual General Meeting
of Netia S.A.
dated 2 June 2015
concerning election of the Chairman of the General Meeting

The Annual General Meeting, pursuant to Art. 409 § 1 of the Code of Commercial Companies and Partnerships, hereby appoints Ms. Katarzyna Szwarc as the Chairman of the General Meeting.

The number of shares with valid votes cast: 260,356,337, these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 224,929,260 votes "for" (86.3929 % of the votes present), 0 votes „against” and 35,427,077 votes “abstaining”.

Resolution No. 2
of the Annual General Meeting
of Netia S.A.
dated 2 June 2015
concerning the approval of the agenda of the Annual General Meeting

The Annual General Meeting hereby approves the agenda of the Annual General Meeting, announced on the Company's website on 6 May 2015 and in current report No. 23/2015 of the Company issued on 6 May 2015, amended by the current reports No. 26/2015 and 27/2015, as follows:

1. Opening of the Annual General Meeting.
2. Election of the chairman of the Annual General Meeting.
3. Statement that the Annual General Meeting was properly convened and that it may adopt resolutions.
4. Adoption of a resolution concerning approval of the agenda of the Annual General Meeting.
5. Review of the Management Board's report on the activities of the Company and the Netia Group for a financial year 2014, the stand-alone and consolidated financial statements of the Company for a financial year 2014 and the Supervisory Board's report for a financial year 2014.
6. Adoption of a resolution concerning approval of the Management Board's report on the activities of the Company for a financial year 2014.
7. Adoption of a resolution concerning approval of the Management Board's report on the activities of the Netia Group for a financial year 2014.
8. Adoption of a resolution concerning approval of the stand-alone financial statement of the Company for a financial year 2014.
9. Adoption of a resolution concerning approval of the consolidated financial statement of Netia Group for a financial year 2014.

10. Adoption of resolutions concerning the granting of approval of the performance of duties by individual members of the Management Board and the Company's Supervisory Board in 2014.
11. Adoption of a resolution concerning the allocation of the Company's profit for 2014 and covering the loss from the previous years created as the result of the companies' merger.
12. Presentation of the key elements of the plan of merging the Company with its wholly-owned subsidiary Netia Brand Management sp. z o.o.
13. Adoption of a resolution concerning the Company's merger with its wholly-owned subsidiary Netia Brand Management sp. z o.o.
14. Adoption of a resolution concerning the complementation of the Supervisory Board in the current term of office.
15. Adoption of a resolution concerning the repeal of Netia's Performance Stock Option Plan for the years 2010 – 2020 and an amendment in this respect to the Resolution No. 26 of the Annual General Meeting of Netia SA dated May 26, 2010 regarding the issuance of series 1 subscription warrants with the exclusion of pre-emptive rights and the conditional increase of the share capital of the Company with the exclusion of pre-emptive rights.
16. Closing of the Annual General Meeting.

The number of shares with valid votes cast: 260,356,337, these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 224,929,260 votes "for" (86.3929 % of the votes present), 0 votes „against” and 35,427,077 votes “abstaining”.

**Resolution No. 3
of the Annual General Meeting
of Netia S.A.
dated 2 June 2015**

concerning the approval of the Management Board's report on the Company's activities for a financial year 2014

§1

The Company's Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 1 of the Code of Commercial Companies and Partnerships, hereby approves the Management Board's report on the activities of the Company for 2014.

§2

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

The number of shares with valid votes cast: 260,356,337, these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,912,329 votes "for" (86.0023 % of the votes present), 35,427,077 votes „against” and 1,016,931 votes “abstaining”.

**Resolution No. 4
of the Annual General Meeting
of Netia S.A.**

dated 2 June 2015

concerning the approval of the Management Board's report on the Netia Group's activities for a financial year 2014

§1

The Company's Annual General Meeting, pursuant to Art. 393 point 1, Art. 395 § 2 point 1 in connection with Art. 395 § 5 of the Code of Commercial Companies and Partnerships, hereby approves the Management Board's report on the activities of the Netia Group for 2014.

§2

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

The number of shares with valid votes cast: 260,356,337, these shares constitute 74.79 % of Netia's share capital. The total number of valid votes: 260,356,337, including 223,912,329 votes "for" (86.0023 % of the votes present), 35,427,077 votes „against" and 1,016,931 votes "abstaining".

**Resolution No. 5
of the Annual General Meeting
of Netia S.A.**

dated 2 June 2015

concerning the approval of the Company's financial statement for a financial year 2014

§1

The Company's Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 1 of the Code of Commercial Companies and Partnerships, based on the reports and opinions presented by the expert auditor, hereby approves the Company's financial statement for 2014, which consists of:

- a) the statement of financial position with total assets of PLN 3.362.200 thousand (three billion three hundred and sixty two million two hundred thousand);
- b) the income statement showing a net profit of PLN 275.646.261,47 (two hundred and seventy five million six hundred and forty six thousand two hundred and sixty one zloty forty seven groszy);
- c) the statement of comprehensive income showing a total comprehensive income of PLN 282.501 thousand (two hundred and eighty two million five hundred and one thousand);
- d) statement of changes in equity representing an increase of PLN 130.465 thousand (one hundred and thirty million four hundred and sixty five thousand);
- e) statement of cash flows representing an increase of cash and cash equivalents of PLN 147.700 thousand (one hundred and forty seven million seven hundred thousand); and
- f) notes to the financial statements concerning the adopted accounting policies, and other disclosures.

§2

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

The number of shares with valid votes cast: 260,356,337, these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,912,329 votes "for" (86.0023 % of the votes present), 35,427,077 votes „against" and 1,016,931 votes "abstaining".

**Resolution No. 6
of the Annual General Meeting
of Netia S.A.
dated 2 June 2015**

concerning the approval of the Netia Group's financial statement for a financial year 2014

§1

The Company's Annual General Meeting, pursuant to Art. 393 point 1, Art. 395 § 2 point 1 in connection with Art. 395 § 5 of the Code of Commercial Companies and Partnerships, based on the report and opinions presented by the expert auditor, hereby approves the Netia Group's consolidated financial statement for 2014, which consists of:

- a) the consolidated statement of financial position with total assets of PLN 2.890.698 thousand (two billion eight hundred and ninety thousand six hundred and ninety eight thousand);
- b) the consolidated income statement representing net profit of PLN 174.833 thousand (one hundred and seventy four million eight hundred and thirty three thousand);
- c) the consolidated statement of comprehensive income showing a total comprehensive income of PLN 181.636 thousand (one hundred and eighty one million six hundred and thirty six thousand);
- d) the consolidated statement of changes in equity representing an increase of PLN 38.113 thousand (thirty eight million one hundred and thirteen thousand);
- e) consolidated statement of cash flows representing an increase of cash and cash equivalents of PLN 113.818 thousand (one hundred and thirteen million eight hundred and eighteen thousand); and
- f) notes to the consolidated financial statements concerning the adopted accounting policies, and other disclosures.

§2

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

The number of shares with valid votes cast: 260,356,337, these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,912,329 votes "for" (86.0023 % of the votes present), 35,427,077 votes „against" and 1,016,931 votes "abstaining".

**Resolution No. 7
of the Annual General Meeting
of Netia S.A.
dated 2 June 2015**

*concerning the acknowledgment of the fulfilment of the Supervisory Board Chairman's duties
performed by George Karaplis in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges George Karaplis's fulfilment of his Supervisory Board Chairman duties performed during 2014, i.e. from 1 January to 15 May 2014.

§2

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

The number of shares with valid votes cast: 260,356,337, these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 134,815,733 votes "for" (51.7812 % of the votes present), 56,407,500 votes „against" and 69,133,104 votes "abstaining".

**Resolution No. 8
of the Annual General Meeting
of Netia SA
dated 2 June 2015**

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Raimondo Eggink in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Raimondo Eggink's fulfilment of his Supervisory Board member duties performed during 2014, i.e. from 1 January to 21 May 2014.

§2

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

The number of shares with valid votes cast: 260,356,337, these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 155,796,156 votes "for", (59.8396% of the votes present), 0 votes "against", 104,560,181 votes "abstaining".

Resolution No. 9
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Tadeusz Radzimiński in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Tadeusz Radzimiński's fulfilment of his Supervisory Board member duties performed during 2014, i.e. from 1 January to 31 December 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,912,329 votes „for” (86.0023% of the votes present), 0 votes „against” and 36,444,008 votes “abstaining”.

Resolution No. 10
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Jerome de Vitry in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Jerome de Vitry's fulfilment of his Supervisory Board member duties performed during 2014, i.e. from 1 January to 21 May 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 191,222,233 votes “for”, (73.4464% of the votes present), 0 votes “against”, 69,134,104 votes “abstaining”.

Resolution No. 11
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning acknowledgment of the fulfilment of the Supervisory Board member's duties performed
by Stan Abbeloos in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Stan Abbeloos's fulfilment of his Supervisory Board member duties performed during 2014, i.e. from 1 January to 16 May 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,906,329 votes „for” (86.0000% of the votes present), 0 votes „against” and 36,450,008 votes “abstaining”.

Resolution No. 12
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Nicolas Maguin in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Nicolas Maguin's fulfilment of his Supervisory Board member duties performed during 2014, i.e. from 1 January to 21 May 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital. The total number of valid votes: 260,356,337, including 259,333,406 votes „for” (99.6071% of the votes present), 0 votes „against” and 1,022,931 votes “abstaining”.

Resolution No. 13
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Ewa Pawluczuk in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Ewa Pawluczuk's fulfilment of her Supervisory Board member duties performed during 2014, i.e. from 1 January to 21 May 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,912,329 votes „for” (86.0023% of the votes present), 0 votes „against” and 36,444,008 votes “abstaining”.

Resolution No. 14
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board Vice-Chairman's duties
performed by Jacek Czernuszenko in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Jacek Czernuszenko's fulfilment of his Supervisory Board Vice-Chairman duties performed during 2014, i.e. from 1 January to 16 August 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 259,333,406 votes „for” (99.6071% of the votes present), 0 votes „against” and 1,022,931 votes “abstaining”.

Resolution No. 15
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Bogusław Kułakowski in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Bogusław Kułakowski's fulfilment of his Supervisory Board member duties performed during 2014, i.e. from 13 January to 21 May 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,906,329 votes „for” (86.0000% of the votes present), 0 votes „against” and 36,450,008 votes “abstaining”.

Resolution No. 16
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board Chairman's duties
performed by Zbigniew Jakubas in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Zbigniew Jakubas's fulfilment of his Supervisory Board Chairman duties performed during 2014, i.e. from 21 May to 31 December 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,912,329 votes „for” (86.0023% of the votes present), 35,427,077 votes „against” and 1,016,931 votes “abstaining”.

Resolution No. 17
of the Annual General Meeting
of Netia SA
dated 2 June 2015

concerning the acknowledgment of the fulfilment of the Supervisory Board Vice-Chairman's duties performed by Cezary Smorszczewski in 2014

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Cezary Smorszczewski's fulfilment of his Supervisory Board Vice-Chairman duties performed during 2014, i.e. from 21 May to 31 December 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,906,329 votes „for” (86.0000% of the votes present), 35,427,077 votes „against” and 1,022,931 votes “abstaining”.

Resolution No. 18
of the Annual General Meeting
of Netia SA
dated 2 June 2015

concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties performed by Katarzyna Iwuć in 2014

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Katarzyna Iwuć's fulfilment of her Supervisory Board member duties performed during 2014, i.e. from 21 May to 31 December 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,912,329 votes „for” (86.0023% of the votes present), 35,427,077 votes „against” and 1,016,931 votes “abstaining”.

Resolution No. 19
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Przemysław Głębocki in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Przemysław Głębocki's fulfilment of his Supervisory Board member duties performed during 2014, i.e. from 21 May to 31 December 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,911,329 votes „for” (86.0019% of the votes present), 35,427,077 votes „against” and 1,017,931 votes “abstaining”.

Resolution No. 20
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Supervisory Board member's duties
performed by Mirosław Godlewski in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Mirosław Godlewski's fulfilment of his Supervisory Board member duties performed during 2014, i.e. from 1 September to 31 December 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,906,329 votes „for” (86.0000% of the votes present), 35,427,077 votes „against” and 1,022,931 votes “abstaining”.

Resolution No. 21
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the President of the Management Board's
duties performed by Mirosław Godlewski in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Mirosław Godlewski's fulfilment of the President of the Management Board duties performed during 2014, i.e. from 1 January to 30 May 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,906,329 votes „for” (86.0000% of the votes present), 35,427,077 votes „against” and 1,022,931 votes “abstaining”.

Resolution No. 22
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Management Board member's duties
performed by Jonathan Eastick in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Jonathan Eastick's fulfilment of his Management Board member duties performed during 2014, i.e. from 1 January to 31 August 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 259,334,406 votes „for” (99.6075% of the votes present), 0 votes „against” and 1,021,931 votes “abstaining”.

Resolution No. 23
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Management Board member's duties
performed by Tom Ruhan in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Tom Ruhan's fulfilment of his Management Board member duties performed during 2014, i.e. from 1 January to 1 August 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 259,338,406 votes „for” (99.6090% of the votes present), 0 votes „against” and 1,017,931 votes “abstaining”.

Resolution No. 24
of the Annual General Meeting
of Netia SA
dated 2 June 2015

*concerning the acknowledgment of the fulfilment of the Management Board member's duties
performed by Mirosław Suszek in 2014*

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Mirosław Suszek's fulfilment of his Management Board member duties performed during 2014, i.e. from 1 January to 31 July 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 259,339,406 votes „for” (99.6094% of the votes present), 0 votes „against” and 1,016,931 votes “abstaining”.

Resolution No. 25
of the Annual General Meeting
of Netia SA
dated 2 June 2015

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Tomasz Szopa in 2014

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Tomasz Szopa's fulfilment of his Management Board member duties performed during 2014, i.e. from 3 February to 31 July 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,907,329 votes „for” (86.0003% of the votes present), 35,427,077 votes „against” and 1,021,931 votes “abstaining”.

Resolution No. 26
of the Annual General Meeting
of Netia SA
dated 2 June 2015

concerning the acknowledgment of the fulfilment of the President of the Management Board's duties performed by Adam Sawicki in 2014

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Adam Sawicki's fulfilment of the President of the Management Board duties performed during 2014, i.e. from 2 June to 31 December 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,911,329 votes „for” (86.0019% of the votes present), 35,427,077 votes „against” and 1,017,931 votes “abstaining”.

Resolution No. 27
of the Annual General Meeting
of Netia SA
dated 2 June 2015

concerning the acknowledgment of the fulfilment of the Management Board member's duties performed by Paweł Szymański in 2014

§1

The Annual General Meeting, pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Code of Commercial Companies and Partnerships, hereby acknowledges Paweł Szymański's fulfilment of his Management Board member duties performed during 2014, i.e. from 1 September to 31 December 2014.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 223,911,329 votes „for” (86.0019% of the votes present), 35,427,077 votes „against” and 1,017,931 votes “abstaining”.

Resolution No. 28
of the Annual General Meeting
of Netia SA
dated 2 June 2015

concerning the allocation of the Company's profit for 2014 and the cover the loss from the previous years created as the result of the companies merger

§1

The Annual General Meeting, pursuant to Art. 395 § 2 point 2 of the Code of Commercial Companies and Partnerships, hereby resolves to allocate the total net profit for the fiscal year 2014 in the following way:

1. The Annual General Meeting adopts the dividend in the amount of 0.60 (sixty groszy) PLN per one share of the Company. The total amount of the dividend is 208,859,415.00 PLN (two hundred and eight million eight hundred fifty nine thousand four hundred and fifteen zloty null groszy) plus the amount resulting from the product of the dividend per one share and the number of the series L shares to be issued within the conditional share capital, on condition that series L shares will be issued before the dividend day.
2. The Company's Annual General Meeting designates the dividend day at 12 June 2015 and the dividend payment day at 26 June 2015.
3. The remaining part of the net profit for the fiscal year 2014 in the amount not greater than 66,786,846.47 (sixty six million and seven hundred eighty six thousand and eight hundred forty six zloty and forty seven groszy) the Company's Annual General Meeting designates for the Company's supplementary capital.

4. The undistributed financial result from the previous years (the loss) created as the result of the merger of the subsidiaries and the Company during the financial year 2014 in the amount of 11,977,901.22 (eleven million nine hundred and seventy seven thousand nine hundred and one zloty twenty two groszy) the Company's Annual General Meeting decides to cover in full from the reserve capital created on the basis of the resolution no 19 of the Company's Annual General Meeting dated 28 June 2013.

§2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 245,890,105 votes „for” (94.4437% of the votes present), 1,000 votes „against” and 14,465,232 votes “abstaining”.

**Resolution No. 29
of the Annual General Meeting
of Netia SA
dated 2 June 2015
concerning the merger**

§1

1. The Annual General Meeting of Netia S.A. (hereinafter: 'Netia') hereby resolves to merge Netia with *Netia Brand Management sp. z o.o. with its registered seat in Warsaw, Taśmowa street 7A, 02-677 Warsaw*, its wholly owned subsidiary company (hereinafter: 'Company') that is entered into the register of entrepreneurs, registry files kept by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register under the following KRS number: 0000383776.
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, without exchange of shares and without amending Netia's articles of association.
3. The Annual General Meeting hereby approves the Terms of Merger attached herewith.

§2

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

Attachment: Terms of Merger dated 26 March 2015

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 224,929,260 votes „for” (86.3929% of the votes present), 0 votes „against” and 35,427,077 votes “abstaining”.

**Resolution No. 30
of the Annual General Meeting
of Netia SA
dated 2 June 2015**

concerning the complementation of the Supervisory Board in the current term of office

The Company’s Annual General Meeting, pursuant to Art. 385 of the Code of Commercial Companies and Partnerships and Art. 15 § 1 of the Company’s Statute, and in connection with Resolution No. 24 of the Company’s Annual General Meeting of May 21, 2014, hereby resolves the following:

§ 1

To appoint Mr. Adam Biedrzycki as a member of the Supervisory Board of Netia SA in the current term of office, as an independent Supervisory Board member.

§ 2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia’s share capital.

The total number of valid votes: 260,356,337, including 248,647,356 votes „for” (95.5027% of the votes present), 11.708.981 votes „against” and 0 votes “abstaining”.

**Resolution No. 31
of the Annual General Meeting
of Netia SA
dated 2 June 2015**

concerning the complementation of the Supervisory Board in the current term of office

The Company’s Annual General Meeting, pursuant to Art. 385 of the Code of Commercial Companies and Partnerships and Art. 15 § 1 of the Company’s Statute, and in connection with Resolution No. 24 of the Company’s Annual General Meeting of May 21, 2014, hereby resolves the following:

§ 1

To appoint Mr. Grzegorz Zambrzycki as a member of the Supervisory Board of Netia SA in the current term of office.

§ 2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia’s share capital.

The total number of valid votes: 260,356,337, including 186,035,924 votes „for” (71.4543% of the votes present), 47,136,058 votes „against” and 27,184.355 votes “abstaining”.

Resolution No. 32
of the Annual General Meeting
of Netia SA
dated 2 June 2015

concerning the complementation of the Supervisory Board in the current term of office

The Company's Annual General Meeting, pursuant to Art. 385 of the Code of Commercial Companies and Partnerships and Art. 15 § 1 of the Company's Statute, and in connection with Resolution No. 24 of the Company's Annual General Meeting of May 21, 2014, hereby resolves the following:

§ 1

To appoint Ms. Bogusława Matuszewska as a member of the Supervisory Board of Netia SA in the current term of office, as an independent Supervisory Board member.

§ 2

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 186,035,924 votes „for” (71.4543% of the votes present), 47,136,058 votes „against” and 27,184,355 votes “abstaining”.

Resolution No. 33
of the Annual General Meeting
of Netia SA
dated 2 June 2015

concerning a repeal of Netia's Performance Stock Option Plan for the years 2010 – 2020 and an amendment in this respect to the Resolution No. 26 of the Annual General Meeting of Netia SA dated May 26, 2010 regarding the issuance of series 1 subscription warrants with the exclusion of pre-emptive rights and the conditional increase of the share capital of the Company with the exclusion of pre-emptive rights

§ 1

The Company's Annual General Meeting, pursuant to Art. 453 §2 and §3 of the Code of Commercial Companies and Partnerships and Art. 13 § 1 of the Company's Statute, in connection with §1 sec. 2 and sec. 3 of the Resolution No. 4/2015 of the Company's Supervisory Board of March 10, 2015, hereby repeals the *Netia's Performance Stock Option Plan for the years 2010 – 2020, indicated in §1 sec. 1, sec. 2 and sec. 3 of the Resolution No. 26 of the Annual General Meeting of Netia S.A. of May 26, 2010, regarding the issuance of series 1 subscription warrants with the exclusion of pre-emptive rights and the conditional increase of the share capital of the Company with the exclusion of pre-emptive rights*, with reservation that the rights of the Participants of the Netia's Performance Stock Option Plan for the years 2010 – 2020, who have been granted with Options before June 2, 2015, and that the rights of the holders of the Series 1 Warrants shall be maintained, and that the provisions of the Netia's Performance Stock Option Plan for the years 2010 – 2020 being in force before this resolution, shall remain in force regarding to the rights of the abovementioned Persons.

§ 2

The Company's Annual General Meeting, pursuant to Art. 453 §2 and §3 of the Code of Commercial Companies and Partnerships and Art. 13 § 1 of the Company's Statute, hereby amends the provisions of the Resolution No. 26 of the Annual General Meeting of May 26, 2010, concerning the issuance of series 1 subscription warrants with the exclusion of pre-emptive rights and the conditional increase of the share capital of the Company with the exclusion of pre-emptive rights, as follows: in §1 after sec. 8 sec. 8a shall be inserted in the following wording: "*Series 1 Warrants shall be issued for the Options granted not later than on June 2, 2015.*"

§ 3

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

The number of shares with valid votes cast: 260,356,337 these shares constitute 74.79 % of Netia's share capital.

The total number of valid votes: 260,356,337, including 214,447,709 votes „for” (82.3670% of the votes present), 10,481,551 votes „against” and 35,427,077 votes “abstaining”.