



Quarterly Financial Report

Containing:

- Independent auditor's review report
- Interim condensed consolidated financial statements as at and for the nine-month period ended September 30, 2014

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N E T I A



Report on review of interim financial statements

To the Shareholders and the Supervisory Board of Netia S.A.

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Netia S.A. and its subsidiaries (the 'Group') as of September 30, 2014 and the related interim condensed consolidated income statement, statements of comprehensive income, changes in equity and cash flows for the nine-month period then ended and notes, comprising a summary of significant accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 34 "Interim financial reporting". Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, 'Review of interim financial information performed by the independent auditor of the entity'. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with International Accounting Standard 34 "Interim financial reporting".


PricewaterhouseCoopers Sp. z o.o.

November 5, 2014

Warsaw, Poland

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NETIA S.A.
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As at and for the nine-month period ended September 30, 2014

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NETIA S.A.
INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
as at September 30, 2014

(All amounts in thousands, except as otherwise stated)

		September 30, 2014 (PLN)	December 31, 2013 (PLN)	Convenience Translation September 30, 2014 (EUR)
	Note			
ASSETS				
Non-current assets				
Property, plant and equipment	5	1,847,661	1,956,680	442,500
Intangible assets	6	488,036	538,340	116,881
Investment property		26,765	27,142	6,410
Deferred income tax assets	14	92,977	92,501	22,267
Available for sale financial assets		116	116	28
Prepaid expenses and accrued income		7,521	5,544	1,801
Derivative financial instruments.....	8	-	326	-
Total non-current assets		2,463,076	2,620,649	589,887
Current assets				
Inventories		2,243	2,664	537
Trade and other receivables		178,508	191,000	42,751
Current income tax receivables		316	5,258	76
Prepaid expenses and accrued income		21,979	24,638	5,264
Derivative financial instruments.....	8	1,070	33	256
Financial assets at fair value through profit and loss		25	25	6
Restricted cash		-	13	-
Cash and short term deposits	7	86,324	93,356	20,674
Total current assets		290,465	316,987	69,564
Total assets		2,753,541	2,937,636	659,451

Adam Sawicki
President of the Company

Paweł Szymański
Member of the Management Board
Chief Financial Officer

Warsaw, Poland
November 5, 2014

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

NETIA S.A.
INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT'D)
as at September 30, 2014

(All amounts in thousands, except as otherwise stated)

	Note	September 30, 2014 (PLN)	December 31, 2013 (PLN)	Convenience Translation September 30, 2014 (EUR)
EQUITY				
Share capital	9	347,911	347,911	83,322
Supplementary capital		1,605,090	1,720,488	384,406
Retained earnings		66,420	82,313	15,907
Other components of equity		56,526	53,792	13,538
Total equity		2,075,947	2,204,504	497,173
LIABILITIES				
Non-current liabilities				
Borrowings.....	10	237,001	257,211	56,759
Provisions.....		1,508	1,876	361
Deferred income tax liability	14	14,319	17,746	3,429
Deferred income.....		31,004	34,175	7,425
Derivative financial instruments.....	8	2,700	2,587	647
Other long term liabilities.....		3,426	3,143	821
Total non-current liabilities		289,958	316,738	69,442
Current liabilities				
Trade and other payables.....		197,687	231,718	47,345
Derivative financial instruments.....	8	5,088	6,449	1,219
Borrowings.....	10	133,454	126,866	31,961
Current income tax liabilities.....		247	57	59
Provisions.....		13,651	11,265	3,269
Deferred income.....		37,509	40,039	8,983
Total current liabilities		387,636	416,394	92,836
Total liabilities		677,594	733,132	162,278
Total equity and liabilities		2,753,541	2,937,636	659,451

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

NETIA S.A.
INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT
for the nine-month period ended September 30, 2014

(All amounts in thousands, except as otherwise stated)

	Note	Three-month period ended September 30, 2014 (PLN)	Nine-month period ended September 30, 2014 (PLN)	Three-month period ended September 30, 2013 (PLN)	Nine-month period ended September 30, 2013 (PLN)	Convenience Translation Nine-month period ended September 30, 2014 (EUR)
CONDENSED CONSOLIDATED INCOME STATEMENT						
Revenue		413,407	1,269,939	457,076	1,425,258	304,141
Cost of sales.....		(287,971)	(872,178)	(300,972)	(952,510)	(208,880)
Gross profit		125,436	397,761	156,104	472,748	95,261
Selling and distribution costs.....		(81,322)	(234,500)	(87,565)	(270,463)	(56,161)
General and administration costs.....		(45,960)	(136,729)	(40,997)	(129,600)	(32,746)
Other income.....		2,813	12,441	3,259	8,257	2,979
Other expenses.....	11	(340)	(3,779)	(563)	(1,657)	(905)
Other gains/(losses), net.....	12	2,485	2,826	2,588	7,253	677
Operating profit		3,112	38,020	32,826	86,538	9,105
Finance income.....	13	1,174	3,124	566	3,680	748
Finance costs.....	13	(7,561)	(18,966)	(8,389)	(26,848)	(4,542)
Profit/ (loss) before income tax		(3,275)	22,178	25,003	63,370	5,311
Income tax charge.....	14	(1,141)	(7,346)	(10,937)	(27,576)	(1,759)
Profit/ (loss)		(4,416)	14,832	14,066	35,794	3,552
Profit/ (loss) attributable to owners of the Company		(4,416)	14,832	14,066	35,794	3,552
Earnings per share (expressed in PLN per share)						
- basic.....		(0.02)	0.04	0.04	0.10	0.01
- diluted.....		(0.02)	0.04	0.04	0.10	0.01

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

NETIA S.A.
INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for the nine-month period ended September 30, 2014

(All amounts in thousands, except as otherwise stated)

	Note	Three-month period ended September 30, 2014 (PLN)	Nine-month period ended September 30, 2014 (PLN)	Three-month period ended September 30, 2013 (PLN)	Nine-month period ended September 30, 2013 (PLN)	Convenience Translation Nine-month period ended September 30, 2013 (EUR)
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME						
Profit / (loss)		(4,416)	14,832	14,066	35,794	3,552
Interest rate cash flow hedges	8	(965)	(985)	752	3,022	(236)
Foreign exchange rate cash flow hedges (equipment and construction contracts)	8	1,119	1,488	(1,186)	1,812	356
Income tax relating to components of other comprehensive income		13	(97)	88	(939)	(23)
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods		167	406	(346)	3,895	97
TOTAL COMPREHENSIVE INCOME/ (LOSS)		(4,249)	15,238	13,720	39,689	3,649

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

NETIA S.A.
INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the nine-month period ended September 30, 2014

(All amounts in thousands, except as otherwise stated)

Note	Share capital (PLN)	Supplementary capital (PLN)	Retained earnings (PLN)	Other components of equity			Total (PLN)
				Employee share option scheme (PLN)	Hedging reserve (PLN)	Other reserve (PLN)	
Balance as at January 1, 2014	347,911	1,720,488	82,313	21,573	(6,151)	38,370	2,204,504
Profit for the period	-	-	14,832	-	-	-	14,832
Other comprehensive income	-	-	-	-	406	-	406
Total comprehensive income	-	-	14,832	-	406	-	15,238
Dividend	-	(115,398)	(30,725)	-	-	-	(146,123)
<i>Employee share option scheme:</i>							
- value of services provided	-	-	-	2,328	-	-	2,328
Balance as at September 30, 2014	347,911	1,605,090	66,420	23,901	(5,745)	38,370	2,075,947

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

NETIA S.A.
INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the nine-month period ended September 30, 2014

(All amounts in thousands, except as otherwise stated)

Note	<u>Other components of equity</u>							Total (PLN)
	Share capital (PLN)	Treasury shares (PLN)	Supplementary capital (PLN)	Retained earnings (PLN)	Employee share option scheme (PLN)	Hedging reserve (PLN)	Other reserve (PLN)	
Balance as at January 1, 2013	386,281	(106,814)	2,060,076	(62,432)	19,173	(9,764)	9,775	2,296,295
Profit for the period	-	-	-	35,794	-	-	-	35,794
Other comprehensive income	-	-	-	-	-	3,895	-	3,895
Total comprehensive income.....	-	-	-	35,794	-	3,895	-	39,689
Coverage of Netia's 2012 net loss	-	-	(84,400)	94,175	-	-	(9,775)	-
Coverage of Netia's loss on merger	-	-	(4,176)	4,176	-	-	-	-
Repurchase of own shares	-	(144,198)	-	-	-	-	-	(144,198)
<i>Employee share option scheme:</i> - value of services provided	-	-	-	-	1,958	-	-	1,958
Balance as at September 30, 2013	386,281	(251,012)	1,971,500	71,713	21,131	(5,869)	-	2,193,744

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

NETIA S.A.
INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
for the nine-month period ended September 30, 2014

(All amounts in thousands, except as otherwise stated)

	Note	Nine-month period ended September 30, 2014 (PLN)	Nine-month period ended September 30, 2013 (PLN)	Convenience Translation Nine-month period ended September 30, 2014 (EUR)
Cash flows from operating activities:				
Profit		14,832	35,794	3,552
Adjustments for:				
Depreciation and amortization	5,6	317,249	330,983	75,976
Impairment charges for specific individual assets	5,6	3,779	1,440	905
Deferred income tax (benefit)/charge	14	(4,001)	14,898	(959)
Interest expense and fees charged on bank loans	13	18,631	23,741	4,462
Other interest charged		87	210	21
Share-based compensation	9	(753)	2,627	(180)
Fair value losses/ (gains) on financial assets / liabilities		-	(7)	-
Fair value gains on derivative financial instruments	8	(1,442)	(424)	(345)
Foreign exchange (gains)/ losses		(22)	44	(5)
Loss/(gain) on disposal of fixed assets		3,257	(66)	780
Gain on sale of subsidiary	13	(286)	-	(68)
Changes in working capital	16	7,480	35,925	1,793
Net cash provided by operating activities		358,811	445,165	85,932
Cash flows from investing activities:				
Purchase of fixed assets and computer software		(188,699)	(184,146)	(45,192)
Proceeds from sale of fixed assets		563	855	135
Sale of subsidiary, net of cash	4	322	-	77
Receipts from treasury notes		-	50	-
Net cash used in investing activities		(187,814)	(183,241)	(44,980)
Cash flows from financing activities:				
Government grants received		1,157	601	277
Dividend paid	15	(146,123)	-	(34,996)
Transfer from restricted cash		-	2,051	-
Proceeds from borrowings	10	50,000	50,000	11,975
Loan payments	10	(65,000)	(115,000)	(15,567)
Payments of interests, fees and interest rate swap settlements relating to bank loans		(17,680)	(46,539)	(4,234)
Repurchase of own shares		-	(144,198)	-
Finance lease payments		(405)	(1,815)	(97)
Net cash used in financing activities		(178,051)	(254,900)	(42,642)
Net change in cash and cash equivalents		(7,054)	7,024	(1,690)
Exchange (gains)/ losses on cash and cash equivalents		22	(44)	5
Cash and cash equivalents at beginning of period		93,356	123,951	22,359
Cash and cash equivalents at end of period	7	86,324	130,931	20,674

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

NETIA S.A.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
as at and for the nine-month period ended September 30, 2014

(All amounts in thousands, except as otherwise stated)

1. The Company and the Netia Group

Netia S.A. (the "Company" or "Netia") was formed in 1990 as a limited liability company under the laws of Poland and was transformed into a joint stock company in 1992. In 2003 a general meeting of shareholders adopted a resolution changing the Company's name from Netia Holdings S.A. to Netia S.A. The Company is incorporated and domiciled in Poland with its registered office located at ul. Poleczki 13, 02-822 Warsaw, Poland. The parent company is entered in the Register of Entrepreneurs kept by the District Court, XIII Economic Department of the National Court Register, Entry No. KRS 0000041649. The parent company was granted statistical REGON number 011566374. The parent company and other Group entities have an unlimited period of operation.

The interim condensed consolidated financial statements of Netia S.A. for the nine-month period ended September 30, 2014 comprising the Company and its subsidiaries, were approved for issuance by the Company's Management Board on November 5, 2014 and were subject to a review by an independent auditor.

The Company and its subsidiaries (together, the "Netia Group") is the largest alternative fixed-line telecommunication operator in Poland. The Netia Group provides various voice telephony, data transmission, television, mobile voice and broadband services. The Group's services are provided to customers by two sales organizations. The business-to-business ("B2B") sales force targets large corporates, small and medium sized enterprises ("SMEs") and other telecommunication operators and the business-to-consumer ("B2C") sales force targets residential and small business customers.

Between inception and 2005, services were principally provided over copper access networks built by the Netia Group. Starting from 2006, the Netia Group has also been providing voice and broadband services using WIMAX technology running over 3.6 – 3.8 GHz frequencies that were acquired by the Group in 2005.

Taking advantage of the opportunities arising from changes in the regulatory environment, the Company concluded a bitstream access agreement ("BSA") with Orange Polska SA (formerly Telekomunikacja Polska SA or "TP SA") and commercially launched its broadband Internet access services over Orange Polska SA's network in January 2007. During 2007 the Company began offering Netia voice services to Orange Polska SA customers including the arrangement whereby the customer pays a monthly fee to Netia as well as the hitherto call by call charges. Netia pays a line rental fee to Orange Polska SA under the Wholesale Line Rental (WLR) administrative decision issued by the telecommunications regulator (Urząd Komunikacji Elektronicznej, "UKE"). During 2008 Netia began to install its own equipment in the Orange Polska SA network nodes using a form of regulated access called Local Loop Unbundling (LLU) and began connecting customers using this form of regulated access.

In September 2008 the Company acquired Tele2 Polska Sp. z o.o. ("Tele2 Polska", merged with Netia in February 2009), a company providing voice and broadband services Poland-wide on the basis of regulated access to the Orange Polska SA network, including call by call, WLR and BSA.

The Netia Group also expanded the footprint of its own network and broadband customer base by acquiring local fast ethernet operators. Since the beginning of 2007, the Netia Group acquired 37 (not in thousands) such operators with a total of 129,808 (not in thousands) active customers. Additionally, the Netia Group acquired 10,723 (not in thousands) customers and related local access networks from other Ethernet operators without purchasing shares in incorporated companies.

To further broaden Netia's product offer, including convergent services, Netia started offering mobile services in September 2008. Netia provides its mobile service based on a Mobile Service Provider Agreement with P4 Sp. z o.o. ("P4"), enabling Netia to buy mobile services wholesale from P4 and resell them as Netia branded mobile services. In the third quarter of 2009, the scope of this cooperation was expanded to cover mobile broadband services as well as mobile handset based voice and data services.

Netia introduced television services into its offering during 2011 and is gradually upgrading its copper and ethernet access networks using VDSL and fibre to the building (FTTB) technology to deliver faster broadband. The upgraded networks better support high bandwidth services such as television and related content services.

In December 2011 Netia acquired Telefonía DIALOG S.A. ("Dialog", which was transformed into Telefonía DIALOG Sp. z o.o. on April 30, 2012) with its subsidiaries Avista Media Sp. z o.o. ("Avista", merged with Dialog in July 2012) and Petrotel Sp. z o.o. ("Petrotel") (together, the "Dialog Group") and Crowley Data Poland Sp. z o.o. ("Crowley", later CDP Netia Sp. z o.o., merged with Netia in August 2012), two other Polish alternative operators, which increased materially the size of the Netia Group. Dialog and Petrotel provide a similar range of telecommunication services to Netia and serve business and residential customers. Crowley was providing telecommunications services exclusively to business customers. Avista was providing call center services mainly for Dialog.

In 2013 Netia acquired a cable TV network covering 446,000 (not in thousands) homes passed in Warsaw and Kraków from UPC Polska Sp. z o.o. (UPC). The network was acquired without any retail subscribers. Netia integrates it with its existing network and offer similar TV, broadband and fixed voice telephony services as are offered over its copper and fiber networks.

Until February 2014 the Netia Group was also engaged in the installation and supply of specialized mobile radio communication services (public trunking) in Poland through its subsidiary UNI-Net Poland Sp. z o.o. (established in May 2009 through a corporate separation from UNI-Net Sp. z o.o. and sold in 2014).

The Company's ordinary shares have been listed on the Warsaw Stock Exchange ("WSE") since July 2000. The Company is subject to periodic reporting requirements under the Polish regulations regarding reporting for companies listed on the WSE.

NETIA S.A.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
as at and for the nine-month period ended September 30, 2014

(All amounts in thousands, except as otherwise stated)

Going concern

As at September 30, 2014, the Group's equity amounted to PLN 2,075,947 and the Netia Group had negative net working capital of PLN 97,171 inclusive of cash available of PLN 86,324. As at September 30, 2014 the Netia Group had senior secured debt of PLN 370,455. In addition, the Netia Group had a further PLN 150,000 of undrawn senior secured debt facilities available for the financing of capital expenditures and operating expenses of the Netia Group and for payments to shareholders of the Company. Netia's operations were free cash flow generative in 2013 and in the nine-month period ended September 30, 2014 and Management expects this to continue over the medium term. Based on this position, the Management does not believe that events or conditions exist which may cast significant doubt on the Company's ability to continue as a going concern.

2. Summary of significant accounting policies

Basis of preparation

Following European Union regulations, commencing January 1, 2005 Netia as a public company in Poland prepares consolidated financial statements, as required by the Accounting Act of September 29, 1994 (Journal of Laws of 2013, No. 330 with later amendments, "the Accounting Act") in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU"). As of November 5, 2014, in light of the current process of IFRS endorsement in the EU and the nature of the Netia Group's activities, there is no difference between IFRS applied by the Netia Group and IFRS endorsed by the EU.

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34"). The accounting policies used in the preparation of the interim condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended December 31, 2013, except for new accounting standards adopted as of January 1, 2014. These interim condensed consolidated financial statements do not include all the information and disclosures required in complete sets of financial statements and should be read in conjunction with the audited December 31, 2013 consolidated financial statements and the related notes.

Items included in the financial statements of each of the Netia Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Polish Złoty ("PLN"), which is the Company's functional and presentation currency.

All Euro amounts shown as supplementary information in the consolidated financial statements have been translated from PLN only as a matter of arithmetic computation using the official rate of the National Bank of Poland at September 30, 2014 of PLN 4.1755 to EUR 1.00. These amounts are included for the convenience of the reader only. Such translation should not be construed as a representation that the PLN amounts have been or could be converted into Euros at this or any other rate.

The consolidated financial statements are prepared under the historic cost convention as modified by the revaluation of available-for-sale financial assets and financial assets and financial liabilities at fair value through profit and loss. However, until December 31, 1996, Poland was considered to be a hyperinflationary economy. The consolidated financial statements for the periods through that date were prepared under the historical cost convention as adjusted for the effects of inflation in accordance with IAS 29, "Financial Reporting in Hyperinflationary Economies". The inflated values in PLN at December 31, 1996 for balance sheet items became the new historical basis for subsequent periods.

The preparation of financial statements in conformity with IFRS as adopted by the EU requires the use of certain critical accounting estimates. The areas where assumptions and estimates are significant to the interim condensed consolidated financial statements include property, plant and equipment and intangible assets (estimation of the recoverable amount and economic useful lives) and deferred income tax (estimation of future taxable profits).

Costs that arise unevenly during the financial year are anticipated or deferred in the interim consolidated financial statements only if it would be also appropriate to anticipate or defer such costs at the end of the financial year.

Neither the Company's nor the Netia Group's activities are subject to any significant seasonal or cyclical trends of operations.

Changes in estimates

In the nine-month period ended September 30, 2014 the Netia Group reassessed the useful lives of its software, fixed telecommunication network, telecommunications equipment and machinery and equipment and in consequence, for certain non-current assets the remaining period over which they will be depreciated was extended or shortened and depreciation rates were changed accordingly.

NETIA S.A.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
as at and for the nine-month period ended September 30, 2014

(All amounts in thousands, except as otherwise stated)

The following table summarizes main changes in these estimates:

Non-current assets	Main changes in the period of depreciation	Decrease in the depreciation charge recognized in current period (PLN)	Relevant increase in the depreciation charge for the remaining useful life (PLN)
Software	- useful lives of certain assets were shortened until the end of 2014	11	(11)
Fixed telecommunications network	- useful lives of certain assets were extended until the end of 2019 or 2024 and useful lives of certain assets were shortened until the end of 2014	(1,808)	1,808
Telecommunications equipment	- useful lives of certain assets were extended until the end of 2015, 2017 and 2019 and useful lives of certain assets were shortened until the end of 2014	(4,205)	4,205
Machinery and equipment	- useful lives of certain assets were extended until the end of 2014 and 2015	(420)	420
Office equipment	- useful lives of certain assets were extended until the end of 2015 and 2017 and useful lives of certain assets were shortened until the end of 2014	(25)	25
Total impact		(6,447)	6,447

New standards, interpretations and amendments to existing standards

Adoption of new accounting standards, interpretations and amendments

In 2014 Netia Group has adopted following new accounting standards, interpretations and amendments to existing standards:

- IFRS 10 "Consolidated Financial Statements", which supersedes IAS 27 and SIC-12 "Consolidation – Special Purpose Entities", effective for annual periods beginning on or after 1 January 2013. IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when entity controls one or more other entities. In the EU effective at the latest for annual periods beginning on or after January 1, 2014.
- Amendments to IFRS 10, IFRS 11 and IFRS 12 "Transition Guidance" - effective for financial years beginning on or after 1 January 2013. In the EU effective at the latest for annual periods beginning on or after January 1, 2014.
- IFRS 12 "Disclosure of Interests in Other Entities" effective for annual periods beginning on or after 1 January 2013. IFRS 12 applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity. In the EU effective at the latest for annual periods beginning on or after January 1, 2014.
- IFRS 11 "Joint Arrangements" effective for annual periods beginning on or after 1 January 2013. IFRS 11 establishes principles for financial reporting by parties to a joint arrangement and supersedes IAS 31 "Interests in Joint Ventures" and SIC-13 "Jointly Controlled Entities – Non-Monetary Contributions by Venturers". In the EU effective at the latest for annual periods beginning on or after January 1, 2014.
- Amendments to IAS 27 reissued as IAS 27 "Separate Financial Statements", effective for annual periods beginning on or after 1 January 2013. Consolidation requirements previously forming part of IAS 27 (2008) have been revised and are now contained in IFRS 10. In the EU effective at the latest for annual periods beginning on or after January 1, 2014.
- Amendments to IAS 28 reissued as IAS 28 "Investments in associates and Joint Ventures", effective for annual periods beginning on or after 1 January 2013. The amendments were issued for conforming changes based on the issuance of IFRS 10, IFRS 11 and IFRS 12. In the EU effective at the latest for annual periods beginning on or after January 1, 2014.
- Amendments to IAS 32 "Financial Instruments: Presentation: Offsetting Financial Assets and Financial Liabilities". In the EU effective for annual periods beginning on or after 1 January 2014.
- Amendments to IFRS 10, IFRS 12 and IAS 27 "Investment Entities" (issued on 31 October 2012) – effective for financial years beginning on or after 1 January 2014.
- Amendments to IAS 36 "Recoverable Amounts Disclosures for Non-Financial Assets" (issued on 29 May 2013) – effective for financial years beginning on or after 1 January 2014.
- Amendments to IAS 39 "Novation of Derivatives and Continuation of Hedge Accounting" (issued on 27 June 2013) – effective for financial years beginning on or after 1 January 2014.

The adoption of the above new accounting standards, interpretations and amendments did not have a significant impact on these interim condensed financial statements.

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Standards, interpretations and amendments to published standards that are not yet effective

The following new standards, amendments to standards and interpretations have been issued but are not effective for 2014 and have not been adopted early:

- IFRS 9 "Financial Instruments", effective date postponed by IASB without proposing potential deadline for endorsement. IFRS 9 is the Phase 1 of the Board's project to replace IAS 39. IFRS 9 improves and simplifies the approach for classification and measurement of financial assets compared with the requirements of IAS 39. This standard has not yet been endorsed by the EU.
- IFRIC 21 "Leases" – effective for financial years beginning on or after 1 January 2014.
- Amendments to IAS 19 Defined Benefit Plans: Employee Contributions (issued on 21 November 2013) – effective for financial years beginning on or after 1 July 2014. The amendments have not yet been endorsed by the EU.
- Annual Improvements to IFRSs 2010-2012 – some amendments effective for financial years beginning on or after 1 July 2014 and some effective prospectively for transactions occurring on or after 1 July 2014. The amendments have not yet been endorsed by the EU.
- Annual Improvements to IFRSs 2011-2013 – effective for financial years beginning on or after 1 July 2014. The amendments have not yet been endorsed by the EU.
- IFRS 14 Regulatory Deferral Accounts – effective for financial years beginning on or after 1 January 2016. The amendments have not yet been endorsed by the EU.
- Amendments to IAS 16 and IAS 38 "Clarification of Acceptable Methods of Depreciation and Amortisation"– effective for financial years beginning on or after 1 January 2016. The amendments have not yet been endorsed by the EU.
- Amendments to IFRS 11 "Accounting for Acquisitions of Interests in Joint Operations – effective for financial years beginning on or after 1 January 2016. The amendments have not yet been endorsed by the EU.
- IFRS 15 "Revenue from Contracts with Customers" – effective for financial years beginning on or after 1 January 2017. This standard has not yet been endorsed by the EU.
- Amendments to IAS 16 and IAS 41 "Agriculture: Bearer Plants"– effective for financial years beginning on or after 1 January 2016. The amendments have not yet been endorsed by the EU.
- Amendments to IAS 27 "Equity Method in Separate Financial Statements"– effective for financial years beginning on or after 1 January 2016. The amendments have not yet been endorsed by the EU.
- Amendments to IFRS 10 and IAS 28 "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"– effective for financial years beginning on or after 1 January 2016. The amendments have not yet been endorsed by the EU.
- Annual Improvements to IFRSs 2012-2014 – effective for financial years beginning on or after 1 January 2016. The amendments have not yet been endorsed by the EU.

Management is currently assessing the impact of the above standards and interpretations on the Netia Group's operations.

3. Segment information

Following a sales force reorganization that was effective from July 1, 2013, for management purposes the Netia Group is organized into business units based on their customer segments, and has two reportable operating segments, as follows:

- Business-to-consumer ("B2C"),
- Business-to business ("B2B").

Starting from the third quarter of 2013 the Netia Group modified retrospectively the presentation of its operating segments, which were reorganized into two main divisions: B2B (comprising the previous Corporate and Carrier segments and the SME component of the previous SOHO/SME segment) and B2C (comprising the previous Residential segment and the SOHO component of previous SOHO/SME segment). Moreover, the previous Corporate segment and SME sub-segments are now presented jointly as a new Business sub-segment. The previous segments monitored by the Management were as follows:

- Home, i.e. residential clients,
- SOHO / SME, i.e. small and medium enterprises,
- Corporate, i.e. large enterprises,
- Carriers, i.e. other telecom service providers.

Management monitors the operating results of its customer segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on EBITDA (defined as operating profit / (loss) excluding depreciation and amortization) and Adjusted EBITDA (defined as operating profit / (loss) excluding depreciation and amortization as well as significant one-off transactions) which is derived from the information in the consolidated financial statements. The Netia Group financing (including finance costs and finance income) and income taxes are managed on a group basis and are not allocated to operating segments. As Netia considers its network to be a single cash generating unit, non-current assets are not acquired by individual operating segments, but shared between them. In order to produce operating profit ("EBIT") for each segment, depreciation and amortization from the shared assets also has to be allocated. The Company uses expected future cash flows from each segment as a basis to allocate depreciation and amortization. The resulting allocations can be volatile between periods, but unlike EBITDA, Management does not place reliance on these segment EBIT results for decision making purposes.

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Group subsidiaries Petrotel and Uni-Net (sold on February 6, 2014) are assigned to the unallocated segment as they operate as separate organizations from the rest of the Netia Group. No operating segments have been aggregated to form the above reportable operating segments.

With effect from the beginning of the second quarter of 2014, the Netia Group began operating as two functionally organised business units serving the B2B and B2C customer segments, both supported by a single network organisation and support functions. This reorganisation was reflected retrospectively in the segment information presented below. Whilst revenue trends have been not materially affected, costs have shifted from the unallocated segment to the business units, resulting in significant changes to the Adjusted EBITDA margins of each segment.

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The following tables present revenue and profit / (loss) information regarding the Netia Group's operating segments for the nine-month and the three-month periods ended September 30, 2014 and 2013, respectively:

	B2C	B2B	Total reportable segments	Unallocated	Total
	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)
Nine-month period ended September 30, 2014					
Revenue from external customers	731,297	518,761	1,250,058	19,881	1,269,939
Adjusted EBITDA	176,760	216,402	393,162	(13,363)	379,799
Restructuring costs	-	-	-	(12,535)	(12,535)
Integration costs	-	-	-	(6,133)	(6,133)
Impairment loss	-	-	-	(2,503)	(2,503)
Project "Netia Lajt"	-	-	-	(1,607)	(1,607)
Reorganization costs	-	-	-	(1,378)	(1,378)
Settlement with Orange Polska SA	-	-	-	(274)	(274)
Expenses incurred on mergers and acquisitions	-	-	-	(100)	(100)
EBITDA	176,760	216,402	393,162	(37,893)	355,269
Depreciation and Amortization	(85,417)	(189,237)	(274,654)	(42,595)	(317,249)
Operating profit / (loss)	91,343	27,165	118,508	(80,488)	38,020
Finance income/ (costs), net	-	-	-	(15,842)	(15,842)
Income tax charge	-	-	-	(7,346)	(7,346)
Profit / (Loss)	91,343	27,165	118,508	(103,676)	14,832
Capital expenditure	76,279	73,210	149,489	16,801	166,290

	B2C	B2B	Total reportable segments	Unallocated	Total
	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)
Nine-month period ended September 30, 2013*					
Revenue from external customers	835,101	568,899	1,404,000	21,258	1,425,258
Adjusted EBITDA	194,701	244,174	438,875	(12,206)	426,669
Restructuring costs	-	-	-	(2,850)	(2,850)
Integration costs	-	-	-	(5,817)	(5,817)
Impairment loss	-	-	-	(431)	(431)
Expenses incurred on mergers and acquisitions	-	-	-	(200)	(200)
USO provision	-	-	-	150	150
EBITDA	194,701	244,174	438,875	(21,354)	417,521
Depreciation and Amortization	(85,868)	(201,315)	(287,183)	(43,800)	(330,983)
Operating profit / (loss)	108,833	42,859	151,692	(65,154)	86,538
Finance income/ (costs), net	-	-	-	(23,168)	(23,168)
Income tax charge	-	-	-	(27,576)	(27,576)
Profit / (Loss)	108,833	42,859	151,692	(115,898)	35,794
Capital expenditure	72,170	74,207	146,377	25,302	171,679

* The comparative segment information was adjusted to reflect the functional reorganization. As a result, as compared to previously reported, EBITDA for the nine-month period ended September 30, 2013 in B2C and B2B segments decreased by PLN 27,258 and PLN 47,058, respectively and revenue from external customers for the nine-month period ended September 30, 2013 in B2C and B2B segments increased by PLN 2,048 and PLN 1,209, respectively.

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	B2C	B2B	Total reportable segments	Unallocated	Total
	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)
Three-month period ended September 30, 2014					
Revenue from external customers	234,214	171,648	405,862	7,545	413,407
Adjusted EBITDA	51,147	72,643	123,790	(3,537)	120,253
Restructuring costs	-	-	-	(6,856)	(6,856)
Integration costs	-	-	-	(1,720)	(1,720)
Project "Netia Lajt"	-	-	-	(1,607)	(1,607)
Reorganization costs	-	-	-	(246)	(246)
Settlement with Orange Polska SA	-	-	-	(274)	(274)
Expenses incurred on mergers and acquisitions	-	-	-	(60)	(60)
EBITDA	51,147	72,643	123,790	(14,300)	109,490
Depreciation and Amortization	(28,634)	(63,436)	(92,070)	(14,308)	(106,378)
Operating profit / (loss)	22,513	9,207	31,720	(28,608)	3,112
Finance income/ (costs), net	-	-	-	(6,387)	(6,387)
Income tax charge	-	-	-	(1,141)	(1,141)
Profit / (Loss)	22,513	9,207	31,720	(36,136)	(4,416)
Capital expenditure	27,865	23,094	50,959	4,243	55,202
Three-month period ended September 30, 2013**					
Revenue from external customers	270,798	179,778	450,576	6,500	457,076
Adjusted EBITDA	66,816	81,556	148,372	(4,249)	144,123
Restructuring costs	-	-	-	(668)	(668)
Integration costs	-	-	-	(1,032)	(1,032)
Expenses incurred on mergers and acquisitions	-	-	-	(81)	(81)
USO provision	-	-	-	150	150
EBITDA	66,816	81,556	148,372	(5,880)	142,492
Depreciation and Amortization	(28,508)	(66,837)	(95,345)	(14,321)	(109,666)
Operating profit / (loss)	38,308	14,719	53,027	(20,201)	32,826
Finance income/ (costs), net	-	-	-	(7,823)	(7,823)
Income tax charge	-	-	-	(10,937)	(10,937)
Profit / (Loss)	38,308	14,719	53,027	(38,961)	14,066
Capital expenditure	29,192	25,272	54,464	9,424	63,888

** The comparative segment information was adjusted to reflect the functional reorganization. As a result, as compared to previously reported, EBITDA for the three-month period ended September 30, 2013 in B2C and B2B segments decreased by PLN 9,084 and PLN 15,464, respectively and revenue from external customers for the three-month period ended September 30, 2013 in B2C and B2B segments increased by PLN 775 and PLN 458, respectively.

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Unallocated revenues comprise mainly revenues from Petrotel and the Uni-Net radio communication business. A reconciliation of earnings before interest and tax ("EBIT") for reportable segments to profit is provided as follows:

	Three-month period ended September 30, 2014	Nine-month period ended September 30, 2014	Three-month period ended September 30, 2013	Nine-month period ended September 30, 2013
	(PLN)	(PLN)	(PLN)	(PLN)
Operating profit for reportable segments	31,720	118,508	53,027	151,692
Operating profit for Petrotel business.....	1,335	2,637	425	2,907
Operating profit/ (loss) for the Uni-Net radio communication business.....	-	25	(70)	(604)
General fixed costs (incl. administration, IT, professional services).....	(6,982)	(22,431)	(7,073)	(22,512)
Restructuring costs	(6,856)	(12,535)	(668)	(2,850)
Integration costs	(1,720)	(6,133)	(1,032)	(5,817)
Other operating income/ (expenses).....	(2,036)	(5,337)	584	1,638
Depreciation and amortization of unallocated assets (excluding Petrotel and Uni-Net	(12,349)	(36,714)	(12,367)	(37,916)
Finance income/(costs), net.....	(6,387)	(15,842)	(7,823)	(23,168)
Income tax charge.....	(1,141)	(7,346)	(10,937)	(27,576)
Profit / (Loss).....	(4,416)	14,832	14,066	35,794

The Netia Group operates in one geographical area, which is the territory of Poland.

4. Significant one-off transactions recorded in the current interim period

Sale of Uni-Net

On February 6, 2014 the Company's subsidiary Internetia Holding Sp. z o.o. sold all shares in Uni-Net Poland Sp. z o.o. constituting 100% of the shares in the share capital of Uni-Net and representing 100% of the votes at the meetings of the shareholders of Uni-Net for PLN 1,476 (PLN 322 net of cash sold). The gain realized by Netia Group amounts to PLN 286 (see Note 13).

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5. Property, plant and equipment

Current period:

	Buildings	Land	Fixed telecommunications network	Telecommunications equipment	Machinery and equipment	Office furniture and equipment	Vehicles	Fixed assets under construction	Total
	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)
Gross book value as at January 1, 2014	112,678	10,583	2,602,216	2,473,961	147,040	90,932	1,533	122,898	5,561,841
Additions	-	-	55	15	8	99	-	140,988	141,165
Transfers	267	-	44,420	79,591	4,268	2,208	-	(130,754)	-
Sale of Uni-Net	(752)	-	(11)	(5,829)	(965)	(542)	-	-	(8,099)
Disposals	(407)	-	(1,542)	(10,311)	(1,270)	(22,962)	(366)	(456)	(37,314)
Other movements	(134)	-	51	3,596	(3,515)	2	-	-	-
Gross book value as at September 30, 2014	111,652	10,583	2,645,189	2,541,023	145,566	69,737	1,167	132,676	5,657,593
Accumulated depreciation as at January 1, 2014	44,579	-	1,199,083	1,529,348	94,853	69,256	1,362	-	2,938,481
Depreciation expense	4,787	-	103,965	121,321	6,976	6,835	119	-	244,003
Sale of Uni-Net	(671)	-	(10)	(5,453)	(855)	(538)	-	-	(7,527)
Disposals	(342)	-	(276)	(6,637)	(1,031)	(20,973)	(330)	-	(29,589)
Other movements	(48)	-	(22)	3,832	(3,759)	(3)	-	-	-
Accumulated depreciation as at September 30, 2014	48,305	-	1,302,740	1,642,411	96,184	54,577	1,151	-	3,145,368
Accumulated impairment as at January 1, 2014	6,746	-	359,458	272,452	14,311	4,368	16	9,329	666,680
Impairment charge for specific assets	-	-	-	-	-	-	-	1,276	1,276
Sale of Uni-Net	(73)	-	(1)	(264)	(110)	(4)	-	(1)	(453)
Disposals	(47)	-	(20)	(635)	(186)	(1,646)	-	(546)	(3,080)
Other movements	-	-	10	(180)	167	3	-	141	141
Accumulated impairment as at September 30, 2014	6,626	-	359,447	271,373	14,182	2,721	16	10,199	664,564
Net book value as at January 1, 2014	61,353	10,583	1,043,675	672,161	37,876	17,308	155	113,569	1,956,680
Net book value as at September 30, 2014	56,721	10,583	983,002	627,239	35,200	12,439	-	122,477	1,847,661

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5. Property, plant and equipment (cont'd)

Comparative period:

	Buildings	Land	Fixed telecommunications network	Telecommunications equipment	Machinery and equipment	Office furniture and equipment	Vehicles	Fixed assets under construction	Total
	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)	(PLN)
Gross book value as at January 1, 2013	116,625	7,860	2,515,679	2,388,304	137,503	88,958	2,173	113,786	5,370,888
Additions	-	-	-	587	101	451	-	133,590	134,729
Purchase of operational networks.....	-	-	6,979	175	-	-	-	-	7,154
Transfers	264	9	41,469	74,066	3,392	4,215	-	(123,415)	-
Disposals	(6)	-	(409)	(3,224)	(260)	(4,278)	(659)	(158)	(8,994)
Other movements	(18)	-	7,221	(8,717)	1,928	(469)	55	-	-
Gross book value as at September 30, 2013	116,865	7,869	2,570,939	2,451,191	142,664	88,877	1,569	123,803	5,503,777
Accumulated depreciation as at January 1, 2013	41,120	-	1,059,797	1,380,467	84,589	66,393	1,536	-	2,633,902
Depreciation expense	4,996	-	103,073	126,633	7,024	6,395	348	-	248,469
Disposals	(1)	-	(108)	(1,969)	(177)	(3,905)	(562)	-	(6,722)
Other movements	(9)	-	733	(1,733)	1,093	(105)	21	-	-
Accumulated depreciation as at September 30, 2013	46,106	-	1,163,495	1,503,398	92,529	68,778	1,343	-	2,875,649
Accumulated impairment as at January 1, 2013	7,322	-	359,456	277,100	13,980	4,720	18	8,086	670,682
Impairment charge for specific assets.....	-	-	-	-	-	-	-	1,009	1,009
Impairment charge for assets.....	73	-	1	231	110	4	-	7	426
Disposals	-	-	(24)	(1)	(26)	(342)	-	(756)	(1,149)
Other movements	-	-	(162)	(73)	228	7	-	-	-
Accumulated impairment as at September 30, 2013	7,395	-	359,271	277,257	14,292	4,389	18	8,346	670,968
Net book value as at January 1, 2013.....	68,183	7,860	1,096,426	730,737	38,934	17,845	619	105,700	2,066,304
Net book value as at September 30, 2013.....	63,364	7,869	1,048,173	670,536	35,843	15,710	208	115,457	1,957,160

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6. Intangible assets

	Licences					Computer software costs				Total (PLN)
	Goodwill (PLN)	Trademark/ other (PLN)	Local telecommunication licenses / permits (PLN)	Data communications and internet licenses / permits (PLN)	Domestic long-distance licenses / permits (PLN)	WiMAX licenses (PLN)	Computer software (PLN)	Capital work in progress (PLN)	Customer relationships (PLN)	
Gross book value as at January 1, 2014	359,904	18,310	432,823	7,417	107,354	20,329	476,482	14,844	226,233	1,663,696
Additions.....	-	-	-	-	-	-	208	24,917	-	25,125
Transfers.....	-	-	-	-	-	-	32,485	(32,485)	-	-
Sale of Uni-Net	-	-	-	-	-	-	(412)	-	-	(412)
Disposals	-	-	-	-	-	-	(2,114)	-	-	(2,114)
Gross book value as at September 30, 2014	359,904	18,310	432,823	7,417	107,354	20,329	506,649	7,276	226,233	1,686,295
Accumulated amortization as at January 1, 2014	-	13,483	291,051	1,539	76,052	9,456	335,762	-	140,375	867,718
Amortization expense	-	1,579	13,984	-	5,513	1,057	28,040	-	22,696	72,869
Sale of Uni-Net	-	-	-	-	-	-	(406)	-	-	(406)
Disposals	-	-	-	-	-	-	(1,929)	-	-	(1,929)
Accumulated amortization as at September 30, 2014	-	15,062	305,035	1,539	81,565	10,513	361,467	-	163,071	938,252
Accumulated impairment as at January 1, 2014.....	79,203	-	115,549	5,878	13,231	974	42,604	-	199	257,638
Impairment charge for assets *.....	-	2,503	-	-	-	-	-	-	-	2,503
Sale of Uni-Net	-	-	-	-	-	-	(5)	-	-	(5)
Disposals	-	-	-	-	-	-	(129)	-	-	(129)
Accumulated impairment as at September 30, 2014.....	79,203	2,503	115,549	5,878	13,231	974	42,470	-	199	260,007
Net book value as at January 1, 2014	280,701	4,827	26,223	-	18,071	9,899	98,116	14,844	85,659	538,340
Net book value as September 30, 2014.....	280,701	745	12,239	-	12,558	8,842	102,712	7,276	62,963	488,036

Current period:

* The impairment charge of PLN 2,503 was recorded upon the decision to discontinue using Dialog's trademark.

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6. Intangible assets (cont'd)

Comparative period:

	Licences					Computer software costs				Total (PLN)
	Goodwill (PLN)	Trademark/ other (PLN)	Local telecommunication licenses / permits (PLN)	Data communications and internet licenses / permits (PLN)	Domestic long-distance licenses / permits (PLN)	WiMAX licenses (PLN)	Computer software (PLN)	Capital work in progress (PLN)	Customer relationships (PLN)	
Gross book value as at January 1, 2013	359,904	18,266	432,823	7,417	107,354	20,329	437,725	6,200	226,233	1,616,251
Additions.....	-	-	-	-	-	-	11	29,785	-	29,796
Transfers.....	-	44	-	-	-	-	29,816	(29,860)	-	-
Disposals.....	-	-	-	-	-	-	(446)	-	-	(446)
Gross book value as at September 30, 2013	359,904	18,310	432,823	7,417	107,354	20,329	467,106	6,125	226,233	1,645,601
Accumulated amortization as at January 1, 2013	-	8,969	271,194	1,539	68,701	8,047	298,245	-	104,450	761,145
Amortization expense	-	3,402	15,196	-	5,513	1,056	28,595	-	28,049	81,811
Disposals.....	-	-	-	-	-	-	(411)	-	-	(411)
Accumulated amortization as at September 30, 2013	-	12,371	286,390	1,539	74,214	9,103	326,429	-	132,499	842,545
Accumulated impairment as at January 1, 2013.....	79,203	-	115,549	5,878	13,231	974	42,617	-	199	257,651
Impairment charge for assets	-	-	-	-	-	-	5	-	-	5
Disposals.....	-	-	-	-	-	-	(18)	-	-	(18)
Accumulated impairment as at September 30, 2013.....	79,203	-	115,549	5,878	13,231	974	42,604	-	199	257,638
Net book value as at January 1, 2013	280,701	9,297	46,080	-	25,422	11,308	96,863	6,200	121,584	597,455
Net book value as at September 30, 2013.....	280,701	5,939	30,884	-	19,909	10,252	98,073	6,125	93,535	545,418

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7. Cash, short term deposits and restricted cash

	September 30, 2014	December 31, 2013
	(PLN)	(PLN)
Cash and short term deposits.....	86,324	93,356
Restricted cash.....	-	13

As at December 31, 2013, restricted cash in the amount of PLN 13 represented collateral securing payments to vendors.

8. Financial instruments

Derivative financial instruments

	September 30, 2014	December 31, 2013
	(PLN)	(PLN)
Derivative financial assets:		
Forward contracts	1,070	-
Interest rate swap contracts	-	359
	1,070	359
Of which:		
Current.....	1,070	33
Non-current.....	-	326
Derivative financial liabilities:		
Forward contracts	420	2,295
Interest rate swap contracts	7,368	6,741
	7,788	9,036
Of which:		
Current.....	5,088	6,449
Non-current.....	2,700	2,587

Forward contracts

In order to mitigate the currency risk related to the planned payments to be made under equipment and construction contracts which are indexed to foreign currencies the Company entered into several forward transactions to purchase USD and EUR for periods consistent with currency transaction exposures, generally up to 12 months. For these forward contracts hedge accounting was applied. Net fair value gains on forward contracts recognized in the hedging reserve in equity as of September 30, 2014 amounted to PLN 275 (PLN 221, net of tax). Net fair value gains on forward contracts recognized in other comprehensive income on these contracts in the nine-month period ended September 30, 2014 amounted to PLN 1,488 (PLN 1,204, net of tax). During the nine-month period ended September 30, 2014, PLN 993 of net cash losses on closed forward contracts were capitalized, and the ineffective portion of open forward contracts of PLN 14 was recorded as finance costs.

Furthermore, in order to mitigate the currency risk related to the planned payments to be made under commercial contracts associated with various types of operating expense which are linked to foreign currency, the Company entered into several forward transactions to purchase USD and EUR for periods consistent with currency transaction exposures, generally up to 12 months. For these forward contracts hedge accounting was not applied. During the nine-month period ended September 30, 2014, PLN 1,442 of fair value gains on open forward contracts were recorded as finance income.

Interests rate risk hedging instruments

In 2012 the Company entered into interest rate swap ("IRS") contracts hedging interest rate risk associated with interest payments in the amount of fifty per cent of all amounts projected to be outstanding under the Term Loan and in 2013 the Company entered into further interest rate swap contracts increasing the hedged interest rate risk to seventy five per cent of all amounts projected to be outstanding under the Term Loan (See Note 11 Borrowings). On July 23, 2014 the Company entered into interest rate swap contracts hedging interest rate risk associated with interest payments in the amount of seventy five per cent of all amounts projected to be outstanding under the Additional Loan Facility (See Note 11 Borrowings). For these IRS contracts hedge accounting was applied. As at September 30, 2014 net fair value losses on IRS contracts recognized in the hedging reserve in equity amounted to PLN 7,367 (PLN 5,967, net of tax). Net fair value losses on IRS contracts recognized in other comprehensive income in the nine-month period ended September 30, 2014 amounted to PLN 985 (PLN 798, net of tax). During the nine-month period ended September 30, 2014, PLN 3,297 of net realized cash losses and PLN 2 of fair value losses on IRS contracts increased interest costs.

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9. Shareholders' equity

Share capital (not in thousands)

At September 30, 2014, and December 31, 2013, the Company's share capital consisted of 347,909,774 ordinary shares and 1,000 series A1 shares with a par value of PLN 1 per share. Each ordinary share has one vote at the shareholders' meeting. The holder of 1,000 series A1 shares has the right to nominate one member of the Supervisory Board. The majority of votes of the Supervisory Board elect the Management Board. All shares issued by the Company were fully paid and registered in the National Court Registry by the date of signing these consolidated financial statements.

Distributable reserves

In accordance with the Polish Code of Commercial Companies of 15 September 2000 (Journal of Laws of 2000, No. 94, item 1037 as amended) only those reserves, which relate to net profits of individual companies shown in their statutory financial statements, are available for distribution to shareholders. As at September 30, 2014, the distributable reserves of Netia S.A. amounted to PLN 181,671.

Stock options (not in thousands)

On May 26, 2010, the Annual Shareholders Meeting resolved to adopt a set of rules ("New Plan"), to be administered by the Company's Supervisory Board until 26 May 2020, for the issuing of up to 27,253,674 share options to the Management Board and employees of Netia Group, each option authorising its holder to receive up to half of one series L share for a subscription price equal to the nominal value of the shares in the Company i.e. PLN 1, such subscription price to be paid by the Company or its subsidiaries. The options will be granted by the Supervisory Board in tranches. Each tranche of the options will be exercised within the periods established by the Supervisory Board, however, not earlier than three years following the date of the grant thereof. In order to satisfy the claims arising from the exercise of the options under the New Plan, the Shareholders Meeting resolved to authorize the issuance of up to 13,626,837 series L shares.

As at September 30, 2014 and December 31, 2013, the total number of options approved by the Supervisory Board and issued under the New Plan was 14,398,992 and 10,991,000, respectively. Out of these approved options 5,664,669 options were outstanding as at September 30, 2014 and 7,322,068 were outstanding as at December 31, 2013. As at September 30, 2014, the remaining contractual life of the outstanding options was 5.7 years. The outstanding options are exercisable until May 26, 2020. Upon exercise of the options, Netia will issue to each exercising participant the number of shares representing such participant's financial gain resulting from the exercise of the options, being the difference between the market price of the Company's shares as of the date of exercise of the options and the strike price of the options, limited to half of one series L share for each option exercised. The participant will not be required to pay the strike price.

On June 28, 2013 the Supervisory Board of Netia adopted a resolution on decreasing by PLN 0.16 the strike price of all existing options issued to the Management Board members and the employees of the Company and its subsidiaries in connection with the New Plan. This decrease of the strike price of all the existing options granted to the participants of the New Plan was necessary to neutralize the impact of the acquisition by the Company on May 28, 2013 of 16,012,630 of its shares for the price of PLN 8 per share in the performance of the share buy-back program conducted by the Company. The purchase by the Company of its own shares on the terms described above had a proforma impact on the market value of the Company's shares equivalent to a dividend payment and therefore it resulted in a decrease of the market value of the Company's shares and a corresponding decrease of the value of all the existing options granted to the participants of the New Plan. The plan makes specific provisions for the reduction of strike prices to neutralize the effect of dividend payments on the value of the plan and, furthermore, authorizes the Supervisory Board to make adjustments to the plan to neutralize the impact of unusual or one-off events, such as this repurchase of shares.

On June 17, 2014, as a result of a dividend payment (see Note 15), the strike prices of all outstanding options decreased by PLN 0.42. The new strike prices of the options range between PLN 4.12 and PLN 5.58.

The Company recognizes the cost of share-based awards to employees (including share options) over the vesting period and the fair value of options is determined using a binomial pricing model and taking into account business performance criteria in the financial year in which the options were granted. The cost of New Plan options recorded in the six-month periods ended September 30, 2014 and 2013 amounted to PLN 2,328 thousands and PLN 1,958 thousands, respectively.

In the nine-month periods ended September 30, 2014 and 2013 the following changes took place in the number of options granted under the New Plan:

Options	Nine-month period ended September 30, 2014		Nine-month period ended September 30, 2013 (restated*)	
	Average current strike price	Options	Average current strike price	Options
At the beginning of the period.....	4.69	7,322,068	5.28	5,405,404
Granted.....	4.64	3,407,992	4.12	3,669,000
Exercised.....	4.65	(1,096,719)	-	-
Terminated/cancelled.....	4.44	(3,968,672)	5.46	(1,407,658)
At the end of the period.....	4.84	5,664,669	4.69	7,666,746

* average strike price has been decreased by PLN 0.42 since previously reported

The New Plan participants are entitled to exercise their stock options on the condition that they continue their engagement with the Netia Group until the vesting date of the stock options (subject to change of control events and the termination of their engagement by the Netia Group without material cause) and the fulfilment of the business criteria set by the Supervisory Board for each year of the New Plan. In the event of termination by the Company, unvested options are retained prorata to the period worked during the vesting period. The proportion of the stock options exercised versus the number of stock options granted shall be equal to the lower of: 100% or the actual performance of the objectives set out as part of the performance criteria approved by the Supervisory Board and applicable in the financial year in which the stock

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options were granted. Each year, within the period following the publication of the financial statements of the Company for the previous financial year and prior to the date of the Annual General Meeting of the Company, the Supervisory Board adopts a conditional resolution in which it determines the performance level of the business criteria for the previous financial year. The resolution of the Supervisory Board enters into force upon the approval of the financial statements of the Company and the Netia Group by the Annual General Meeting of the Company.

A conditional resolution of Supervisory Board regarding the performance criteria for the 3,653,000 options granted in 2011 was taken on April 25, 2012 and the performance level was determined at 58.9%. The resolution of the Supervisory Board came into force on June 19, 2012 and resulted in cancellation of 41.1% options granted in 2011.

A conditional resolution of the Supervisory Board regarding the performance criteria for the 3,669,000 options granted in 2012 was taken on February 26, 2013 and the performance level was determined at 68.6%. The resolution of the Supervisory Board came into force on June 28, 2013 and resulted in the cancellation of 31.4 % of options granted in 2012.

A conditional resolution of Supervisory Board regarding the performance criteria for the 3,669,000 options granted in 2013 was taken on March 6, 2014 and the performance level was determined at 50.0%. The resolution of the Supervisory Board came into force on May 21, 2014 and resulted in the cancellation of 50.0 % of options granted in 2013.

A resolution of Supervisory Board regarding the performance criteria for the 3,407,992 options granted in 2014 is to be made in 2015. The Management estimates that the performance level shall approximate 50% and this judgment was applied when recognising the cost of the plan in 2014.

10. Borrowings

	September 30, 2014	December 31, 2013
	(PLN)	(PLN)
Bank loans	370,455	384,077
	370,455	384,077
Of which:		
Current	133,454	126,866
Non-current	237,001	257,211

Bank loans

On September 29, 2011, Netia and Interneta Sp. z o.o. (the "Borrowers") executed a loan agreement (the "Agreement") with Rabobank Polska S.A. (the "Facility Agent"), BNP Paribas S.A., BRE Bank S.A., Raiffeisen Bank Polska S.A. and Raiffeisen Bank International AG (jointly with the Facility Agent, the "Lenders"), whereunder the Lenders agreed to extend to the Borrowers a term facility maturing in five years with a total of PLN 650,000, designated for the Company to acquire 19,598,000 (not in thousands) shares in Dialog, constituting 100% of its share capital, and a PLN 50,000 revolving facility for general operating purposes. The term loan was drawn on December 16, 2011 and the revolving loan was drawn on December 15, 2011. According to the agreement, the term loan is to be repaid in 10 equal semi-annual instalments of PLN 65,000 each. The maturity date falls on November 30, 2016. The revolving loan was repaid in full on March 15, 2012. In 2012 the Company repaid PLN 130,000 of instalments, further PLN 130,000 was repaid in 2013 and PLN 65,000 in 2014. On March 7, 2013 the Company again drew down the revolving loan of PLN 50,000, repaying it in full once more on July 8, 2013 and then cancelled the revolving facility on July 9, 2013.

As at September 30, 2014, the value of these outstanding loans at amortised cost was PLN 321,168.

On June 20, 2013, the Company and Interneta Sp. z o.o. (the "Original Guarantor"), Netia Brand Management Sp. z o.o. (the "Additional Guarantor") and Dialog (the "Additional Guarantor") executed an annex to the Agreement with the Lenders under which the Lenders agreed to extend to the Borrower an additional PLN 200,000 amortising five year term facility, designated for the financing of capital expenditures and operating expenses of the Netia Group and for payments to shareholders of the Company (the "Additional Loan Facility"). The Additional Loan Facility can be drawn until December 20, 2014. According to the annex, the terms and conditions of the Additional Loan Facility including the interest and margin are essentially the same as set forth in the Loan Agreement. To secure the Lenders' claims under or related to the Additional Loan Facility the Borrower and the Guarantors agreed to establish in favour of the Lenders mortgages, registered pledges and to make relevant representations on submission to enforcement.

On June 26, 2014, the Company drew down PLN 50,000 under the Additional Loan Facility. As at September 30, 2014 the value of this outstanding term loan at amortised cost was PLN 49,287.

Management has decided that PLN 150,000 of senior secured debt facilities will remain undrawn and corresponding transactions costs and commitment fees of PLN 2,685 were recognized in the income statement as finance cost during the nine-month period ended September 30, 2014.

The term loans accrue annual interest at the rate of 3M WIBOR plus a margin established depending on the level of debt relative to the Group's profitability. The terms and conditions of the Agreement comply with market practice and are not different from the terms and conditions generally applied to such types of agreements. The borrowing is measured at amortized cost using an effective interest rate, which as of September 30, 2014 was 5.1%. Total transaction costs included in the calculation of the effective interest rate amounted to PLN 11,839.

To secure the Lender's claims under or related to the Agreement, the Borrowers agreed to establish in favour of the Lenders mortgages, financial and registered pledges and to grant relevant submissions to execution. The repayment of the loan is secured by the following the mortgage over certain Company's rights of perpetual usufruct at ul. Poleczki 13 in Warsaw, registered pledge over collection of movables and rights of the Company and registered and financial pledges over shares in Interneta sp. z o.o., Netia Brand Management sp. z o.o., Telefonía Dialog sp. z o.o. and Petrotel sp. z o.o. Additionally, Interneta sp. z o.o., Netia Brand Management Sp. z o.o. and Telefonía Dialog sp. z o.o., each of

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them, established security in the form of registered pledges over collection of movables and rights and granted the submission to execution for the benefit of each of the Lender. The maximum secured amount with respect to the applicable pledges, mortgages and submission to executions does not exceed PLN 1,476,750.

On March 8, 2012, Netia entered into an overdraft credit facility agreement with BRE Bank S.A. of PLN 50,000. The facility may be disbursed for general operating purposes of the Company. The Company is entitled to become indebted under the overdraft credit facility agreement in the period between March 12, 2012 and May 29, 2015. The terms and conditions of the agreement comply with market practice and are not different from the terms and conditions generally applied to such types of agreements. The Company had no outstanding balance under the overdraft credit as at September 30, 2014.

11. Other expenses

	Nine-month period ended September 30, 2014	Nine-month period ended September 30, 2013
	(PLN)	(PLN)
Impairment charges for specific individual fixed and intangible assets (see Note 5, 6).....	(3,779)	(1,441)
Other	-	(216)
	<u>(3,779)</u>	<u>(1,657)</u>

12. Other gains /(losses) , net

	Nine-month period ended September 30, 2014	Nine-month period ended September 30, 2013
	(PLN)	(PLN)
Gain on sale of impaired receivables	3,584	8,023
Gain/ (loss) on sale of fixed assets.....	51	(604)
Net foreign exchange losses.....	(809)	(166)
	<u>2,826</u>	<u>7,253</u>

13. Financial income and financial expense

Financial income

	Nine-month period ended September 30, 2014	Nine-month period ended September 30, 2013
	(PLN)	(PLN)
Interest income on cash and cash equivalents.....	1,396	3,227
Gain on sale of Uni-Net.....	286	-
Fair value gains on open forward contracts hedging commercial exposures (see Note 8)	1,442	445
Income on financial asset valuation.....	-	7
Amortization of held to maturity investments	-	1
	<u>3,124</u>	<u>3,680</u>

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Financial expense

	Nine-month period ended September 30, 2014	Nine-month period ended September 30, 2013
	(PLN)	(PLN)
Interests and fees charged on bank loans	(15,945)	(23,741)
Fees charged on undrawn loan facility	(2,685)	-
Interests and fees charged on overdraft	(95)	(131)
Interests accrued on PON grants provision	-	(1,973)
Amortization of finance lease liability	(67)	(133)
Amortization of provisions	(20)	(77)
Net foreign exchange losses	(66)	(737)
Fair value losses on other open forward contracts	-	(21)
Ineffective portion of cash flow hedges (see Note 8)	(14)	(21)
Other finance costs	(74)	(14)
	(18,966)	(26,848)

14. Corporate income tax

	Nine-month period ended September 30, 2014	Nine-month period ended September 30, 2013
	(PLN)	(PLN)
Current income tax	(11,347)	(12,678)
Deferred income tax benefit/(charge), net	4,001	(14,898)
Income tax charge	(7,346)	(27,576)

The deferred income tax calculation is based upon the probability that future taxable profit will be available against which temporary differences, unused tax losses and unused tax credits can be utilized. That calculation is based upon Management's estimates, which are subject to considerable uncertainty and the actual outcome may differ. These estimates may be altered to reflect changes in the economic, technological and competitive environment in which the Netia Group operates.

As of December 31, 2013 the Management updated its previous year's assessment regarding the recognition of deferred income tax. The new assessment concluded that the Netia Group expects that future taxable profits will be generated based on the 2014 budget and long term business plan covering the period until 2018. Management's assessment also considered factors such as: the stability and trend of past earnings, the nature of the business and industry, and the economic environment in which the Netia Group is located.

As at September 30, 2014 Netia Group had net deferred income tax asset of PLN 78,658. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. Deferred income tax liabilities of PLN 14,319 presented in the consolidated statement of the financial position as of September 30, 2014 relate to net deferred income tax liabilities recognized in Netia and one of its subsidiaries (after intercompany eliminations).

	September 30, 2014	December 31, 2013
	(PLN)	(PLN)
Deferred income tax assets	92,977	92,501
Deferred income tax liabilities	14,319	17,746
Deferred income tax assets, net	78,658	74,755

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Deferred income tax assets and liabilities recognized on temporary deductible and taxable differences, without taking into consideration the offsetting of balances, are as follows:

	September 30, 2014 (PLN)	December 31, 2013 (PLN)
Deferred income tax assets:		
- Deferred income tax assets to be recovered after more than 12 months.....	78,047	86,975
- Deferred income tax assets to be recovered within 12 months.....	57,412	50,869
	<u>135,459</u>	<u>137,844</u>
Deferred income tax liabilities:		
- Deferred income tax liabilities to be recovered after more than 12 months.....	17,876	20,068
- Deferred income tax liabilities to be recovered within 12 months.....	38,925	43,021
	<u>56,801</u>	<u>63,089</u>
Deferred income tax assets, net.....	<u>78,658</u>	<u>74,755</u>

The deferred income tax assets and liabilities consist of the following items:

	September 30 2014 (PLN)	December 31, 2013 (PLN)
Deferred income tax assets:		
- Tax losses.....	40,927	50,879
- Accrued expenses.....	23,370	17,907
- Impairment provisions for receivables.....	6,937	7,386
- Depreciation and impairment.....	62,618	59,534
- Forward and IRS contracts.....	1,480	1,717
- Other.....	127	421
	<u>135,459</u>	<u>137,844</u>
Deferred income tax liabilities:		
- Depreciation and impairment.....	44,682	49,810
- Accrued revenue.....	5,545	5,909
- Interest.....	296	443
- Forward contracts.....	203	68
- Other.....	6,075	6,859
	<u>56,801</u>	<u>63,089</u>
Deferred income tax assets, net.....	<u>78,658</u>	<u>74,755</u>

Deferred income tax recognized in equity as at September 30, 2014 in the amount of PLN 97 relates to the hedging reserve. The deferred income tax recognized in equity as at December 31, 2013 in an amount of PLN 849 related to movements in the hedging reserve and actuarial gains recognised in other comprehensive income.

Deferred income tax assets are recognized for deductible temporary differences and tax loss carry-forwards to the extent that the realization of the related tax benefit through the future taxable profits is probable. As of September 30, 2014, the Netia Group had total net deductible temporary differences of PLN 792,289 and unutilised tax loss carry-forwards of PLN 215,405 (total potential deferred income tax asset net of PLN 191,462).

Furthermore, due to the lack of conclusive evidence of future taxable profits, the Netia Group did not recognize deferred income tax assets of PLN 112,804, relating to deductible temporary differences of PLN 593,705 as follows:

	Timing differences (PLN)	Potential deferred income tax asset (PLN)
Depreciation and impairment.....	568,905	108,092
Trademark.....	10,154	1,929
Deferred income.....	6,917	1,314
Other.....	7,729	1,469
	<u>593,705</u>	<u>112,804</u>

The Polish tax system has restrictive provisions for grouping of tax losses for multiple legal entities under common control, such as those of the Netia Group. Thus, each of the Company's subsidiaries may only utilize its own tax losses to offset taxable income in subsequent years. Losses are not indexed to inflation. Tax losses are permitted to be utilized over five years with a 50% utilization restriction per annum.

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15. Dividends per share

Management proposed a dividend payment in respect to the financial year ended December 31, 2013 of PLN 0.42 per share amounting to PLN 146,123. The Annual General Shareholders' Meeting of Netia S.A. held on May 21, 2014 resolved to allocate the total net profit for the fiscal year 2013 in the amount of PLN 30,725 and the part of the supplementary capital of PLN 115,398 for the dividend payment for the Company's shareholders. The dividend payment was made on June 17, 2014.

In accordance with the approved distribution policy, the Management Board proposed and the shareholders granted (by approval of resolution 22 at the annual General Shareholders' Meeting held on May 21, 2014) an authorisation to the Company's Management Board to purchase its own shares for the purpose of their redemption pursuant to the procedure set forth in Art. 362 § 1 point 5 of the Commercial Companies Code (the "Program"). The Annual General Meeting of the Company assigned for the execution of the Program the total amount of up to PLN 200,000 from the supplementary capitals created out of profits in the previous years.

During the execution of the Program the Company may purchase shares in the total amount not exceeding 20% of the Company's share capital in the amount determined as of the last day of the Program execution and the maximum price for the shares in the Company under the Program cannot be higher than 5.50 PLN per share not in thousands).

The Management Board must start the Program within a term not longer than two years from the approval of the Program and after the Supervisory Board approval for beginning the Program.

Netia's distributable reserves are disclosed in Note 9.

16. Supplemental disclosures to consolidated cash flow statement

Changes in working capital components:

	Nine-month period ended September 30, 2014 (PLN)	Nine-month period ended September 30, 2013 (PLN)
Receivables	17,112	53,825
Inventories	395	51
Prepaid expenses.....	(1,804)	9,993
Provisions, accruals and payables ¹	(2,535)	(29,666)
Restricted cash.....	13	199
Deferred income	(5,701)	1,523
	7,480	35,925
<i>Out of which:</i>		
<i>Change in long -term position.....</i>	<i>(4,689)</i>	<i>(189)</i>

¹ This position excludes movements in investment payables.

Supplemental disclosures to operating activities:

	Nine-month period ended September 30, 2014 (PLN)	Nine-month period ended September 30, 2013 (PLN)
Income taxes paid	(6,483)	(11,627)
Interest received	1,396	3,227

17. The Management Board and Supervisory Board

Management Board

On November 21, 2013 the Supervisory Board appointed Mr. Tomasz Szopa as member of the Management Board, effective February 3, 2014.

On February 19, 2014, the President of the Company's Management Board, Mirosław Godlewski, in agreement with the Supervisory Board, decided to stand-down but agreed to stay in his position while the Supervisory Board identified his replacement, but not longer than until August 31, 2014.

On April 22, 2014 the Supervisory Board of the Company appointed Mr. Adam Sawicki as President of the Company's Management Board and Chief Executive Officer, effective June 2, 2014. As a result, Mr. Godlewski left the Company's Management Board on May 30, 2014.

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On May 14, 2014 Mr. Mirosław Suszek, resigned from his position on the Company's Management Board with effect from July 31, 2014.

On July 31, 2014, Mr. Tomasz Szopa resigned from his position on the Company's Management Board with immediate effect, but continues to be employed by the Netia Group in his position of Managing Director of the B2C Business Unit.

On August 1, 2014, Mr. Tom Ruhan resigned from his position on the Company's Management Board with immediate effect and left the Netia Group.

On August 27, 2014, Mr. Jonathan Eastick resigned from his position as the Company's Management Board member and Chief Financial Officer with effect from August 31, 2014.

On August 27, 2014, the Supervisory Board of the Company appointed Mr. Paweł Szymański to the position of the Company's Management Board Member and Chief Financial Officer with effect from September 1, 2014.

Due to the above changes as at September 30, 2014 the Company's Management Board consisted of the following members:

- Adam Sawicki – President,
- Paweł Szymański – Chief Financial Officer.

Supervisory Board

On January 13, 2014 the Extraordinary General Meeting of the Company appointed Mr. Bogusław Kułakowski as an independent member of the Supervisory Board.

Mr. George Karaplis resigned from his position as a chairman of the Supervisory Board of the Company with the effect from May 15, 2014.

Mr. Stan Abbeeloos resigned from his position as a member of the Supervisory Board of the Company with the effect from May 16, 2014.

Mr. Nicolas Maguin's and Ms. Ewa Pawluczuk's term of office expired on May 21, 2014.

On May 21, 2014 the Ordinary General Meeting of the Company resolved that the Supervisory Board will consist of up to seven members. The Ordinary General Meeting of the Company dismissed from the Supervisory Board the following persons: Mr. Jacek Czernuszenko, Mr. Raimondo Eggink, Mr. Bogusław Kułakowski and Mr. Jerome de Vitry and appointed to Netia's Supervisory Board the following individuals: Mr. Jacek Czernuszenko, Mr. Przemysław Głębocki, Mr. Mirosław Godlewski (effective September 1, 2014), Ms. Katarzyna Iwuć, Mr. Zbigniew Jakubas and Mr. Cezary Smorszczewski.

On August 16, 2014, Mr. Jacek Czernuszenko resigned from his position as a member of the Company's Supervisory Board with immediate effect.

Due to the above change as at September 30, 2014 the Company's Supervisory Board consisted of the following members:

- Zbigniew Jakubas - Chairman,
- Cezary Smorszczewski - Vice-chairman
- Przemysław Głębocki,
- Mirosław Godlewski
- Katarzyna Iwuć,
- Tadeusz Radziwiński.

18. Related party transactions

Options granted to members of the Management Board (not in thousands)

As at September 30, 2014 and December 31, 2013 the total number of options held by members of the Company's Management Board under the New Plan was 400,000 and 3,078,578, respectively, none of which had vested as of September 30, 2014 and December 31, 2013. Strike price for the options granted to the Management is 4.86 per share (after strike price reductions by PLN 0,42 in 2014). The market price of the Company's shares as at September 30, 2014 was PLN 5.59 per share.

The movements in the number of options held by members of the Company's Management Board in the nine-month periods ended September 30, 2014 and September 30, 2013 are presented below:

Options	Nine-month period ended September 30, 2014	Nine-month period ended September 30, 2013
At the beginning of the period.....	3,585,701	2,402,351
Granted.....	1,635,992	1,725,000
Terminated/Cancelled.....	(1,549,768)	(541,650)
Resignation from Management Board.....	(3,271,925)	-
At the end of the period.....	400,000	3,585,701

As at September 30, 2014 Mr. Adam Sawicki - the Company's President of the Management Board - held 400,000 options, none of which had vested.

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Number of options held by members of the Supervisory Board (not in thousands)

As at September 30, 2014 Mr. Mirosław Godlewski - a member of the Company's Supervisory Board - held 658,807 options, none of which had vested.

Number of shares held by members of the Management Board (not in thousands)

As at September 30, 2014, the Company's President of the Management Board, Mr. Adam Sawicki held 40,000 shares of the Company.

Restricted Stock Units (not in thousands)

As at December 31, 2013, the total number of Restricted Stock Units ("RSU") granted to the members of the Company's Supervisory Board was 760,000. RSUs entitled the holder to receive additional cash remuneration equal to the value of restricted stock units, which corresponds to the market price of the Company's shares. The vesting period for the RSU ranged from 12 to 36 months after the grant date.

On May 21, 2014, Annual Shareholders Meeting approved changes of the rules of remunerating the Supervisory Board members dated April 9, 2009. These changes withdrew remuneration by Restricted Stock Units with immediate effect.

Due to their dismissal from the Supervisory Board (see Note 17) as of May 21, 2014 and the termination of Restricted Stock Unit remuneration in accordance with the rules on remuneration with Restricted Stock Units adopted on July 26, 2010, all Supervisory Board's member became authorized to exercise immediately their vested and unvested RSU's.

Changes in the number of RSU's held by members of the Company's Supervisory Board in the nine-month period ended September 30, 2014 are presented below:

	December 31, 2013	RSUs granted	RSUs terminated	RSUs exercised	September 30, 2014
Stan Abbeloos.....	95,000	-	(30,000)	(65,000)	-
Jacek Czernuszenko.....	65,000	-	-	(65,000)	-
Raimondo Eggink.....	110,000	-	-	(110,000)	-
George Karaplis.....	80,000	-	(30,000)	(50,000)	-
Bogusław Kułakowski	-	50,000	-	(50,000)	-
Nicolas Maguin.....	110,000	-	-	(110,000)	-
Ewa Pawluczuk.....	110,000	-	-	(110,000)	-
Tadeusz Radzimiński.....	110,000	-	-	(110,000)	-
Jerome de Vitry.....	80,000	-	-	(80,000)	-
Total RSU	760,000	50,000	(60,000)	(750,000)	-

The Company recognized the cost of cash-settled share-based payment transactions (including RSU) over the vesting period by accruing cost provisions pro-rata to elapsed time and the market price of the Company's shares. The cost of RSU recorded in the nine-month period ended September 30, 2014 amounted to PLN 966 thousands (PLN 897 thousands in the nine-month period ended September 30, 2013). Cash payments concerning exercised RSU's amounted to PLN 4,048 thousands in the six-month period ended June 2014 (PLN 227 thousands in the comparable period in 2013).

Management Board remuneration

Compensation and related costs associated with members of the Company's Management Board during the nine-month periods ended September 30, 2014 and 2013 amounted to PLN 4,256 and PLN 4,639, respectively. In addition, the gross cost of share-based payments in the amounts of PLN 1,262 and PLN 1,005 was recognized in the respective periods.

In addition, amounts paid and payable to former Management Board members in the course of termination of their employment relationship with the Netia Group during the nine-month periods ended September 30, 2014 and 2013 amounted to PLN 3,753 and nil, respectively.

Compensation and related costs associated with members of the Management Boards of the Company's subsidiaries during the nine-month periods ended September 30, 2014 and 2013 amounted to PLN 220 and PLN 603, respectively. These amounts were paid to certain employees of the Netia Group who are neither past nor present members of the Management Board of Netia S.A.

Supervisory Board remuneration

Compensation and related costs associated with members of the Company's Supervisory Board during the nine-month periods ended September 30, 2014 and 2013 amounted to PLN 558 and PLN 691, respectively.

Compensation and related costs associated with members of the Supervisory Boards of the Company's subsidiaries during the nine-month periods ended September 30, 2014 and 2013 amounted to PLN nil and PLN 2, respectively.

Incidental expenses of the Supervisory Board Members reimbursed by the Company amounted to PLN 113 and PLN 192 during the nine-month periods ended September 30, 2014 and 2013, respectively, and mainly related to travel and accommodation.

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Other transactions with related parties

During the nine-month periods ended September 30, 2014 and 2013, respectively the Netia Group has not been a party to any other material transactions, or proposed transactions, apart from transactions mentioned above, in which any member of the key management personnel or close members of their families, had or was to have a direct or indirect material interest.

19. Commitments

Capital commitments

Capital expenditures contracted for at the balance sheet date but not recognized in the consolidated financial statements amounted to PLN 38,720 as at September 30, 2014 and PLN 14,634 as at December 31, 2013 of which, PLN 6,824 and PLN 1,639 respectively, related to the planned acquisition of intangible assets.

20. Contingencies

Universal services

The telecommunications law stipulates that the obligation to provide universal service should be designated by the President of UKE following completion of a tender procedure. The President of UKE issued a decision designating Orange Polska SA to provide universal service until May 8, 2011. Telecommunications undertakings, whose relevant annual revenue from telecommunications activity exceeds PLN 4,000, are obliged to participate in financing of the universal service obligation. The exact participation amount of a telecommunications undertaking obliged to pay subsidy will be established by virtue of the President of UKE decision and cannot exceed 1% of revenues of a given telecommunications undertaking in a given calendar year.

Orange Polska SA filed with the President of UKE applications for awarding subsidy towards incurred costs of universal service provision. The applications cover subsidy towards costs incurred in the period from May 8, 2006, until May 8, 2011, i.e. the whole period of obligation to provide universal service by Orange Polska SA. The total amount claimed by Orange Polska SA on all applications for 2006-2011 was PLN 1,106,994. The last application was filed by Orange Polska SA on 29 June 2012 and included a request for subsidy for the period from January 1 to May 8, 2011 in the amount of PLN 33,837.

In May 2011, the President of UKE issued decisions by virtue of which Orange Polska SA was awarded subsidies towards incurred costs of several services falling within the scope of universal service as follows:

in 2006 - amounting to PLN 745 - due to provision of facilities for customers with disabilities
in 2007 - amounting to PLN 1,269 - due to provision of facilities for customers with disabilities
in 2008 - amounting to PLN 1,830 - due to provision of facilities for customers with disabilities
in 2009 - amounting to PLN 63,150 - due to provision of facilities for customers with disabilities as well as provision of telephone services with use of public pay phones.

Following Orange Polska SA requesting the Regulator to reconsider her decisions, on September 7, 2011, the President of UKE upheld the decisions awarding subsidies towards incurred costs of universal service for years 2006-2009.

On January 10, 2012, the President of UKE issued decisions by virtue of which Orange Polska SA was awarded subsidies towards incurred costs of several services falling within the scope of universal service for 2010 amounting to PLN 55,102 due to provision of facilities for customers with disabilities as well as provision of telephone services with use of public pay phones. Following reconsideration of the case on a basis of the Orange Polska SA requesting the Regulator upheld this decision by the decision issued on April 11, 2012.

Orange Polska SA appealed the decisions of the President of UKE to the Voivodship Administrative Court (further "WSA"). WSA dismissed the complaints of Orange Polska SA against the decisions granting the subsidies towards costs of provision of universal service in 2006 - 2010 and Orange Polska SA has appealed the WSA decisions to the Supreme Administrative Court (further "NSA").

On December 5, 2013 NSA repealed the judgments of the WSA dismissing the appeals about granting Orange Polska SA subsidies for the years 2006 and 2007 and remanded both cases for reconsideration to the WSA. On July 17, 2014 WSA repealed the decisions of the President of UKE. KIGEiT submitted a cassation complaint to the NSA against WSA judgments repealing the decisions of the President of UKE.

On May 13, 2014 the NSA repealed the judgments of the WSA dismissing the Orange Polska S.A. complaints on the decisions of the President of UKE granting Orange Polska SAsubsidies for providing the universal service for the years 2008 and 2009 and remanded the case for the reconsideration to the WSA.

On October 2, 2014 NSA repealed WSA judgments receding Orange Polska S.A. complaint about granting Orange Polska S.A. subsidies for the universal services for the year 2010 and remanded the case back to the WSA.

Although the Management Board is convinced of the validity of the issued decisions, cannot assure that decisions for the years 2006 - 2009 will be finally maintained and the amount of the Netia Group's share in the subsidy to the universal service cost will not be increased. The Management Board cannot assure that the judgement of the WSA dismissing the Orange Polska S.A. complaint for the subsidies for the 2010 year will be maintained by the NSA and as the consequence the share of the Netia Group companies in the cost of the universal service for the year 2010 will not be increased above the current estimate.

In total, Orange Polska SA was awarded PLN 122,096 for the provision of universal service within the years 2006-2010.

On September 20, 2013 the President of UKE, after re-consideration of the case, issued a decision granting Orange Polska SA subsidy towards costs of provision of universal service in the period from January 1, 2011 till May 8, 2011 amounting to 14,903 PLN.

On October 21, 2013 KIGEiT appealed against the abovementioned decision to the WSA. On September 17, 2014 WSA repealed the

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decision. While the Management Board is convinced of the defective nature of the issued decision, it cannot assure that a subsidy for 2011 shall not be finally granted.

On March 20, 2014 the President of UKE issued a decision establishing that enterprises are obliged to subsidise the cost of universal service for the year 2006 by contributing in the amount of 0,0018992546 % of their 2006 revenues. Netia and Dialog sent to the President of UKE a request to reconsider the decision. After reconsidering the case, the index for 2006 was set on the level 0,0018499671% of the income. Should the rate be finally upheld, the provision which was made to cover the potential Netia Group companies' share in the subsidy for universal service provided in 2006 would be sufficient.

The exact amount of share in the subsidies to costs of universal services to be payable by each telecommunications undertaking requires the President of UKE to issue individual decisions. Until the date of approval of these consolidated financial statements of the Netia Group, the Company has received no such decisions.

The Management estimates the total amount of potential obligation of Companies of the Netia Group to subsidise the cost of USO at PLN 7,006. This estimate takes into account their market shares in 2006 – 2011 and decisions of the President of UKE, in which the amounts of subsidies towards the costs of providing universal service in years 2006 – 2011 were granted in the total amount of PLN 136,999. The Companies of the Netia Group have made a provision for this amount to cover potential obligations under the subsidy for universal service provided in the years 2006 – 2011.

Should Orange Polska SA prevail in any of the aforementioned litigation, the USO liability in respect to 2006 – 2011 could still rise materially above the amount provided to date.

On the basis of the full amount of subsidies claimed by Orange Polska SA and of the Company's estimations concerning revenues of telecommunications services providers that may participate in subsidies towards universal services, the amount of subsidy towards universal service that might conceivably be claimed by Orange Polska SA from the Netia Group amounts to approximately PLN 54,002 for the period from 2006 until 2011 inclusive as follows:

	<u>Maximum subsidies</u>	<u>Provision</u>
	<i>PLN</i>	<i>PLN</i>
2006	6,293	34
2007	10,862	63
2008	9,202	80
2009	11,964	3,199
2010	13,888	2,840
2011	1,793	790
	<u>54,002</u>	<u>7,006</u>

Pursuant to the decision of the President of UKE designating Orange Polska SA to provide universal service the above obligation of Orange Polska SA expired as of May 8, 2011. To date no undertaking has been obliged to provide USO from May 9, 2011 onwards and, according to the published position of the President of UKE, will not be.

On January 28, 2014 the President of UKE commenced consultations on the Report "The status and the assessment of availability, quality of service and affordability of services included in the universal service". On May 5, 2014 the President of UKE published the Report "The state and the assessment of the availability, the quality of service and the price accessibility of the services included in the universal service", where the President of UKE stated that all services included in the universal service in the telecommunication market are currently provided with good quality and are reasonable priced in the whole Poland, what implies lack of the indications to begin the procedure to appoint the undertaking appointed to provide universal service. At the same time the President of UKE stipulated that he will continue to monitor providing of the services included in the universal service by the telecommunication companies in Poland.

However the Management Board cannot assure that, in the future, the President of UKE would not aim to change to a new model of USO, and in such a case that it would not cause additional costs to be incurred by Netia Group.

Tax contingent liability

Regulations relating to value-added tax, corporate income tax, and payroll (social) taxes have radically changed in comparison to the tax regulations, which existed prior to the economic and political transformation in Poland. The lack of reference to well-established practices and the relatively short period in which these new tax regulations have been in place often results in a lack of clarity and consistency in the regulations. Frequent contradictions in legal interpretations both within government bodies and between companies and government bodies create uncertainties and conflicts. Tax settlements, together with other areas of legal compliance are subject to review and investigation by a number of authorities, which are entitled to impose severe fines, penalties and interest charges. These facts create tax risks in Poland that are substantially more significant than those typically found in countries with more developed tax systems. The tax authorities may at any time inspect the books and records of the Company and may impose additional tax assessments with penalty interest and penalties within 5 years from the end of the year when a tax is due.

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Overpayment of tax (not in thousands)

On August 17, 2009 Company received a decision of the Director of the Tax Control Office in Warsaw ("UKS Director") according to which Netia's corporate income tax due for the year 2003 was set at PLN 58.7m plus penalty interest.

On February 19, 2010 Netia received a binding and enforceable decision of the Director of the Tax Chamber according to which the Company's corporate income tax due for the year 2003 was set at PLN 34.2m plus penalty interest of approximately PLN 25.3m. This decision reduced the original decision of the UKS Director whilst upholding most of the points raised.

Netia executed the decision of the Tax Chamber Director, which was enforceable as a decision of the second instance tax authority, on February 23, 2010. Of the PLN 59.6m paid, PLN 1.3m was subsequently conceded by the Tax Authority as overpayment. During 2010, Netia treated the tax paid as a receivable in its accounts rather than as an expense, due to Management's expectations, based on the expert advice received, that the amounts paid will ultimately be recovered.

The Company appealed to the WSA against the decision issued by the Tax Chamber Director. However, on March 15, 2011 the WSA delivered a judgment dismissing the Company's claim in its entirety. Following this decision in favour of the tax office in the first quarter of the year 2011 the Company recognized an income tax expense relating to the year 2003 of PLN 58,325 thousands.

On July 5, 2011 the Company received the written justification of this decision and the Company filed a cassation claim to the NSA on August 3, 2011.

On December 30, 2011 Netia received a repayment of PLN 6.4m related to penalty interests paid previously by the Company and subsequently conceded by the Tax Authority as incorrectly claimed.

On February 22, 2012 Netia received a further payment of PLN 1.4m concerning penalty interests on the amount returned in December 2011.

On June 25, 2013 the NSA Court in Warsaw set aside the appealed judgment of the WSA upholding the decision of the Director of the Tax Chamber in Warsaw in its entirety and remanded the case for reconsideration back to the first-instance court.

On October 10, 2013, the WSA annulled the Decision of the Director of the Tax Chamber in its entirety.

On 30 December 2013, the Company filed a cassation appeal against the judgment of the WSA due to the justification of the judgment of the court not fully reflecting the position presented by the Company during the WSA proceedings. The Tax Chamber did not lodge an appeal to NSA in respect to this judgment.

On June 24, 2014 NSA issued a decision rejecting the arguments presented by Netia and, as a result, the WSA decision of 10 October 2013 became binding. As a result the second instance decision of the Director of the Tax Chamber has been removed from legal circulation while the original first instance decision is now once again in force before the Director of the Tax Chamber and once again awaits its review while taking into account the subsequent binding decisions and the justifications of the WSA and the NSA.

Netia will undertake all possible legal steps to prove that the decision of the Tax Chamber Director was groundless and reclaim the remaining net amount of PLN 51.9 m paid to tax office, together with related interest.

However, it is not clear to the Management Board what steps the tax authorities may decide to take to defend their position and therefore it is not possible to estimate how long it may take for proceedings to be finalised.

Possible liabilities under the New Plan

According to the New Plan (see also Note 9), in the event of a tender to purchase all of the remaining shares in the Company is announced and as a result of such tender any "person" or "group of persons acting in concert" comes into possession, directly or indirectly, of at least 80% of the total outstanding voting securities of the Company ("Change of Control"), each of the option holders shall have the right to demand to exchange his stock options which are non-vested for a cash consideration

Given that Netia is not presently controlled by any single large investor and given that Management is not in possession of information concerning the circumstances under which existing large shareholders may consider disposing of their shares in the Company, it is not possible for Management to make a reliable estimate of the likelihood of a Change of Control occurring until May 20, 2020. Accordingly, Management is presently unable to reliably estimate the fair value of the contingent liability to settle issued options in cash as would otherwise be required in accordance with IFRS 2, Share Based Payments. However, had the Change of Control occurred as at September 30, 2014 when the market price of the Company's shares was PLN 5.59 (not in thousands) per share, the liability to settle in cash all outstanding non-vested options would amount to PLN 4,252.

21. Subsequent events

Refinancing of credit facility

On November 3, 2014 Netia executed a loan agreement with mBank SA (the facility agent) and Bank Gospodarki Żywnościowej SA whereunder the lenders agreed to extend to Netia a term facility maturing in three years with a total of up to PLN 300,000. The facility is designated for repayment of the Company's debt resulting from the loan agreement dated September 29, 2011 (subsequently amended on December 14, 2011 and June 20, 2013) executed between the Company and the consortium of banks. The remaining amount due from the previous loan agreement are to be repaid by Netia from its own funds.

Repayments of the new facility are to be spread evenly over six bi-annual instalments, with the final instalment date payable on 3 November 2017. The loan accrues each period's interest at the rate of 3M WIBOR or the 6M WIBOR, margin dependent on financial indicators and the mandatory cost (as defined in the agreement) that may be incurred due to requirements of financial regulators from the United Kingdom or

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imposed by the European Central Bank, if such mandatory costs occur. The terms and conditions of the agreement comply with market practice and are not different from the terms and conditions generally applied to such types of agreements.

Settlement with Orange Polska SA (not in thousands)

On November 5, 2014 Netia Group Companies and Orange Polska S.A. signed of an out-of-court settlement agreement in accordance with the Parties waived claims and undertook to take actions aimed at discontinuation of the relevant court proceedings ("Settlement").

As a result of mutual concessions, the Parties decided to settle their mutual claims by way of Orange Polska SA paying Netia PLN 145,000,000. This amount was paid on the date of signing of the Settlement. Under the Settlement Agreement Orange Polska will, under defined circumstances, pay to Netia an additional amount: such amount will be paid if the fine imposed by the European Commission on Orange Polska SA in Case No. COMP/39.525 (EUR 127,554,194) is decreased to an amount below EUR 112,000,000 or the decision issued by the European Commission in the above-mentioned case is annulled in its entirety or in the part relating to the imposition of the fine. The additional amount will be equal to either (i) 45% of the difference between EUR 112,000,000 and the final amount of the fine imposed on Orange Polska SA or (ii) EUR 50,400,000 if the fine is annulled in its entirety.

One of the goals of the Settlement is to undertake actions aimed at discontinuation of the court proceedings. In case of undertaking by Netia any legal actions that are contrary to such goal, Netia could be obliged to pay the contractual penalties in the total amount of PLN 25,750,000. In case the court grants Netia the amount of its claim against the aim of the Settlement and if Netia starts the enforcement proceedings of this amount, Netia may be obliged to pay the contractual penalties equal to the amount granted by the court.