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Netia SA Poland's Leading Altnet

April 2009



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Some of the information contained in this material contains forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. For a more detailed description of these risks and factors, please see Netia's most recent financial report and press release. Netia undertakes no obligation to publicly update or revise any forward-looking statements.





Netia's investment proposition

Poland's largest altnet telco, growing y-o-y at 75% in Q4 2008 and 42% in FY' 2008 *

- Tele2 Polska acquisition completed on September 15, 2008
 - Price: 2.8 x expected 2008 EBITDA of PLN 40m
 - Integration underway with over PLN 30m annual synergies confirmed

Broadband-driven strategy aiming for 800k subscribers by 2010 and 1 million by 2012:

- Subscriber base up to 414k in Q4 2008 from 60k in Q4 2006
- 36% of net broadband additions in the Polish market in Q4 2008
- Market share up from 1.5% in Q4 2006 to 7.6% in Q4 2008
- 90% share of regulated broadband access among altnets
- Over 40% of broadband customers served end-to-end over Netia's own network
- Leveraging competitive advantages of national backbone and residential market know-how

Attractive market growth potential and a positive regulatory environment

- Largest altnet for business customers, strongly cash generative
- Strong balance sheet and fully funded growth strategy

Experienced management team with shareholder value driven compensation plans

* Revenue from continuing activities

Attractive market growth potential 18-23





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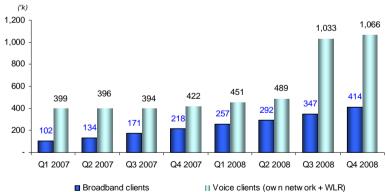
Netia in a snap shot

Fully funded asset base

(PLN'm)	2009 F	2008	2007	2006
Revenue	1,520	1,121	838	862
EBITDA	260	171	171	(69)
Investment outlays (excl. M&A)	260	248	244	174
Net M&A		133	37	68
Total assets		2,238	2,071	2,155
Shareholders funds		1,928	1,728	1,945
Debt outstanding		-	95	
Other liabilities		355	248	211
Net cash		193		
Market capitalization (as of Dec. 31, 2008)		934		
Enterprise value		741		
Shares outstanding (m)		389.3		
Backbone networks (km)		5,002		
Metropolitan networks <i>(km)</i>		4,452		
Unbundled local loop nodes	300	133		
Broadband clients (k)	525	414		
Voice clients (own network + WLR) (k)	1,150	1,065		

Revenues and EBITDA





Broadband and Voice¹ clients



¹ Clients in own network + WLR (offered from Q4 2007)

Netia – Poland's largest altnet telco 3-11 Broadband driven strategy 12-17 Attractive market growth potential 18-23 Cash generative business franchise 24-26 Strong balance sheet & fully funded 27-28

Stock option plan 29



Netia management team



Mirosław Godlewski, *Chief Executive Officer*, 42, joined Netia in February 2007. Previously he served as President and CEO in Opoczno SA (2006) and Dec Sp. z o.o., a subsidiary of GATX, (2003-2005). Earlier, he worked at Pepsi-Cola General Bottlers Poland Sp. z o.o. as General Manager (2000-2003) and Sales Director (1999-2000); at PepsiCo Trading Sp. z o.o. (1993-1999) and at Polskie Biuro Badań Marketingowych Sp. z o.o. as Retail Audit Manager (1991-1993). Mr. Godlewski graduated from the Warsaw Technical University with a M. Sc. in Industrial Management. He also holds an MBA from Ashridge Management College, Great Britain. Active member of Young Presidents Organisation.

Jon Eastick, *Chief Financial Officer*, 42, joined Netia's management board in April 2006. Previously, he spent five years as Chief Financial Officer of the then leading Polish mobile operator PTC Sp. z o. o. Earlier, he worked at Lucent Technologies Poland SA as Country CFO (1998-2001); at PTK Centertel Sp. z o. o. as Strategy and Financial Planning Manager (1995-1998); and at Arthur Andersen, working in London and later in Warsaw (1989-1995). He graduated from the London School of Economics and is a UK Qualified Chartered Accountant.



Piotr Nesterowicz, Business Development and Technology Director, 38, joined Netia in September 2008. Previously he was Managing Director of Tele2 Polska Sp. z o.o. (from 2004). From 1995 to 2004 he worked at McKinsey & Company as a Business Analyst and Associate, an Engagement Manager and an Associate Principal (Junior Partner). At that time, he was consulting to a number of domestic and foreign companies mostly from the telecommunications, power and banking sectors. He started his career in 1994 in Procter & Gamble. Mr. Nesterowicz has a M.A. degree in Management and a Ph.D. degree in Management and Organization from the Academy of Economics, Wrocław, Poland.



Tom Ruhan, *Chief Legal Officer*, 45, was appointed to Netia's management board in April 2006. He has been the Chief Legal Officer of Netia since March 2003. Prior to his employment with Netia, he worked at Wardyński & Partners for 12 years in various positions, being Of Counsel immediately before moving to Netia. During his 12 years there Mr. Ruhan advised on a number of privatisations including, amongst others, Telekomunikacja Polska SA and also worked on the financial restructuring of Netia. He graduated in law from the University of Warwick, UK. Mr. Ruhan is a member of the Board of Directors of the European Competitive Telecommunications Association (ECTA)(www.ectaportal.com), effective January 1, 2009. He is also a Deputy Chairman of SOT KIGEiT (Telecommunications Operators Section of the Polish Chamber of Commerce for Electronics and Telecommunications).



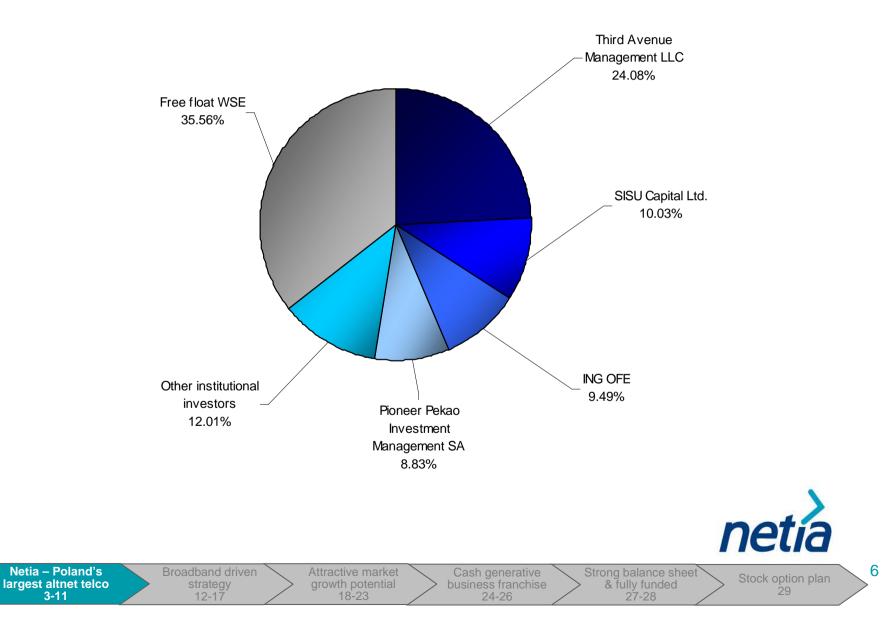
Netia – Poland's largest altnet telco 3-11

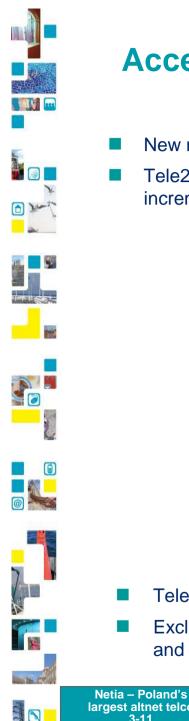
strategy 12-17 Attractive market growth potential 18-23 Cash generative business franchise 24-26

Stock option plan 29



Netia shareholders

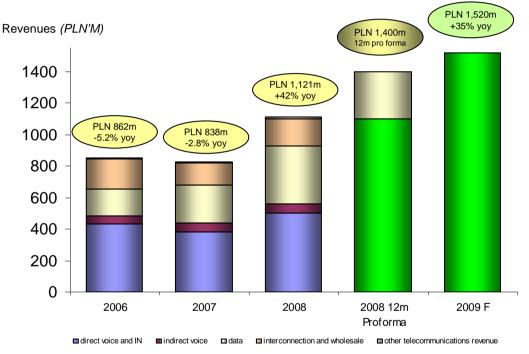




Accelerating revenue growth

New management team and broadband growth strategy have accelerated growth rates

Tele2 Polska acquisition brings a further 40% increase in annual revenue base and positive incremental EBITDA



Tele2 Polska contributed revenue of PLN 129m from Sept. 15 to Dec. 31, 2008

Excluding international voice termination (IVT) activities divested in Q1 2008 and the Tele2 Polska acquisition, Netia grew y-o-y by 26% in 2008 stand alone

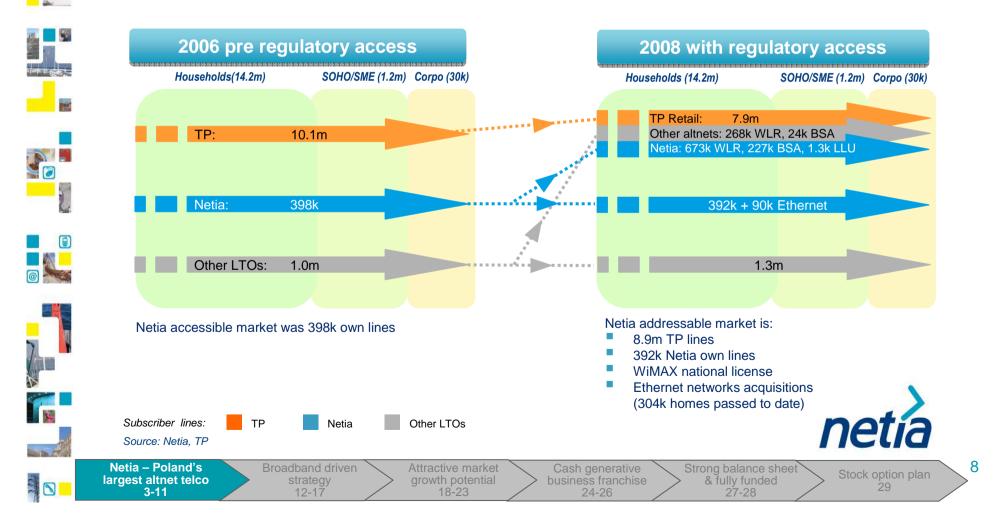
largest altnet telco 3-11

Cash generative business franchise



Positive regulatory changes

- Positive regulatory changes allow Netia to push its offer to more than 10m household and business customers
- Netia's national backbone network & back-office, brand and business processes are now leveraged across the whole market





Acquisition of Tele2 Polska

completed on September 15, 2008

Transformational change to Netia's market position

Attractive

acquisition price

Major synergies

straightforward

to deliver

- Netia becomes nearly 3 times larger by revenue than the next largest altnet
- Over 40% increase in annual revenues with positive incremental EBITDA
- Significant potential for cross-selling of broadband, VAS, and content
 - EV of EUR 33.9m

within 12 months

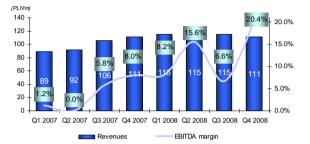
in the first 6-8 months)

- 2.8 x Forecast 2008 EBITDA of PLN 40m
- 156 PLN (37 EUR) per customer comparable to fully loaded subscriber acquisition costs
- Annual synergies expected to be in excess of PLN 30m

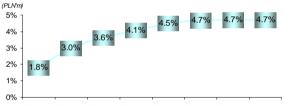
10 mln PLN annual marketing savings as customers

Economies of scale from combined outsourcing,





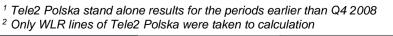




Q1 2007 Q2 2007 Q3 2007 Q4 2007 Q1 2008 Q2 2008 Q3 2008 Q4 2008







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12-17

Attractive market growth potential

Cash generative business franchise 24-26

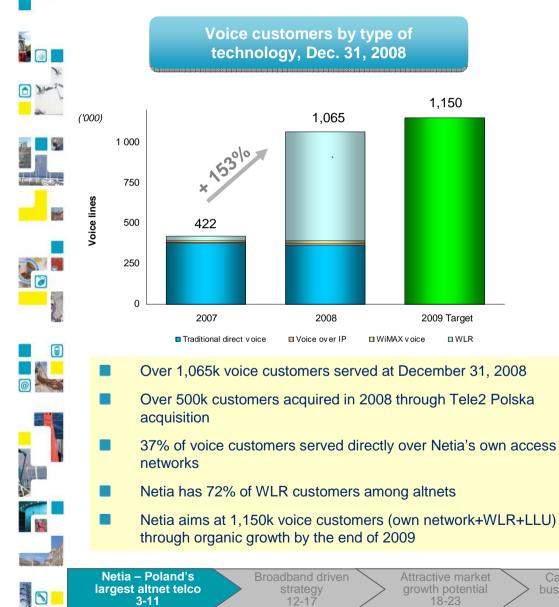
Strong balance sheet & fully funded 27-28

Stock option plan

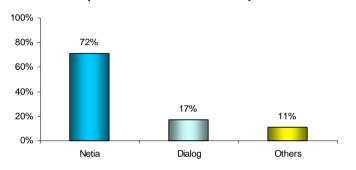
500



Clear number one altnet in voice services



Market share as at Dec. 31, 2008 WLR *(wholesale line rental)*



Total voice subscriber lines

Strong balance sheet

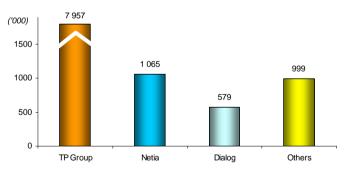
& fully funded

27-28

Cash generative

business franchise

24-26

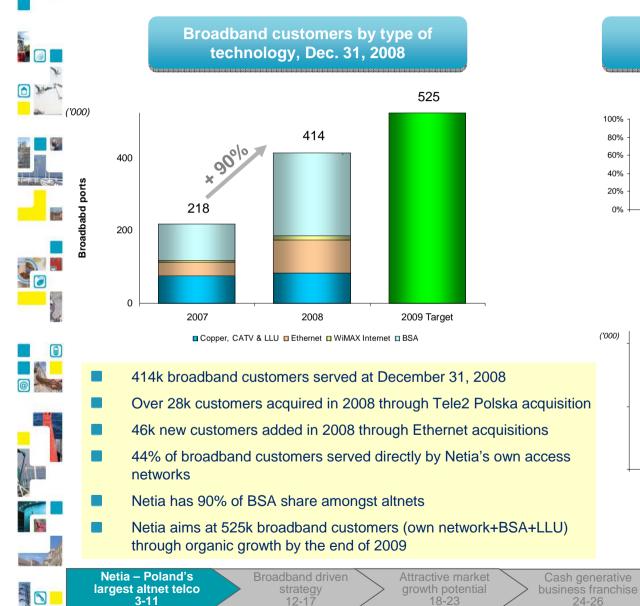


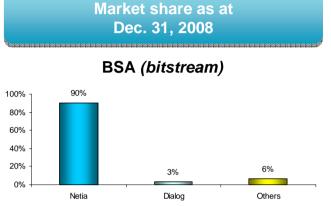


Stock option plan

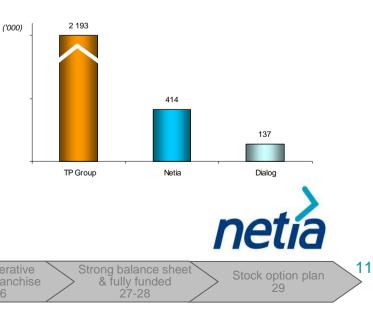


Clear number one altnet in broadband services





Broadband ports

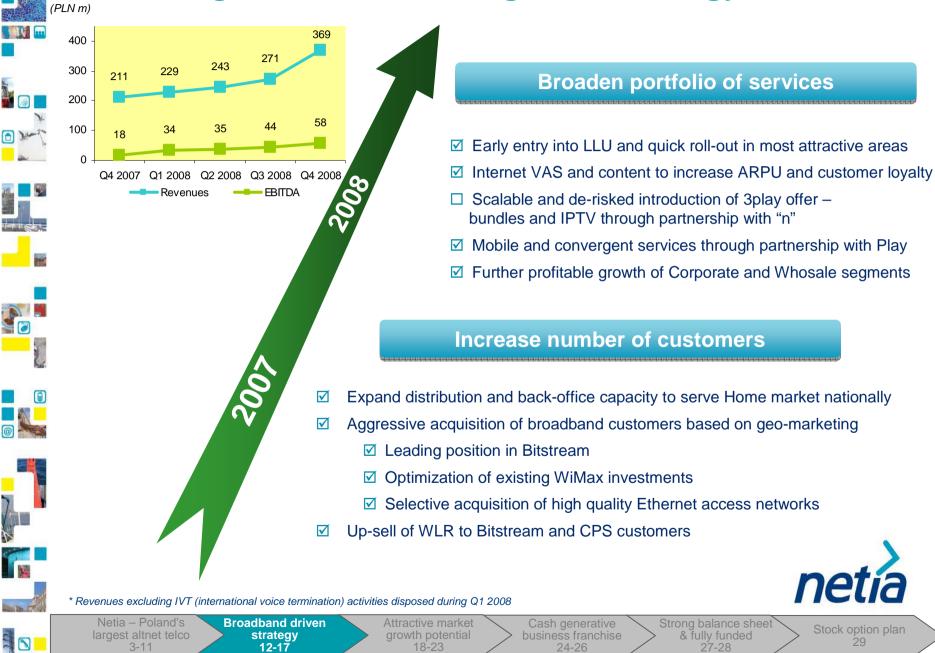




Netia is uniquely positioned to capitalize on the broadband opportunity

Market leader among alternative operators	 436k broadband and over 1m voice customers makes Netia number 1 among Polish altnets First mover advantage in deregulation – market share in BSA 90% and WLR 72% as of Q4 2008 First in unbundling the TP local loop (133 nodes with 1.3m clients coverage unbundled at Dec. 31, 2008; 300 nodes and reaching 2.3m lines forecasted for end 2009)
National reach	 Brand name established nationally in consumer and business markets National distribution National backbone network provides capacity and backhaul from interconnection points National maintenance and delivery capability through Ericsson outsourcing agreement
Existing business supports growth	 Cash generative corporate business, offering strong margin and some growth opportunities Cost optimization underway Fully funded business plan with substantial headroom on bank facilities
Business partnerships	 Ongoing cooperation with "n" HDTV platform to deliver 3play in 2009 Access to 500 retail Play Germanos stores Netia mobile and convergent products (complementary offering for business clients) launched through cooperation with Play Google hosting
	 Highly experienced management team with Polish telecom market know-how Proven M&A and regulatory skills Shareholder value driven compensation plans
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Building blocks of Netia's growth strategy (1)



Stock option plan

Building blocks of Netia's growth strategy (2)



Net profits and FCF positive

- □ Continue cost reduction and efficiency improvement
- □ Focus on Infrastructure Based Access and 2 or 3 play customers
- Increase contribution from large broadband base by content & e-commerce services
- □ Consider further consolidation of the market and mobile for residential customer base

Increase customer value to drive profitability

- Increase coverage of LLU and migrate Bitstream / WLR customers onto LLU
- □ Cross-sell of 3play, mobile and convergent services
- □ Maintain high EBITDA margin from Corporate & Wholesale
- □ Integrate Tele2 Polska and continue acquisitions and integration of local Ethernet networks
 - Execute cost reduction initiatives and increase efficiency with economies of scale



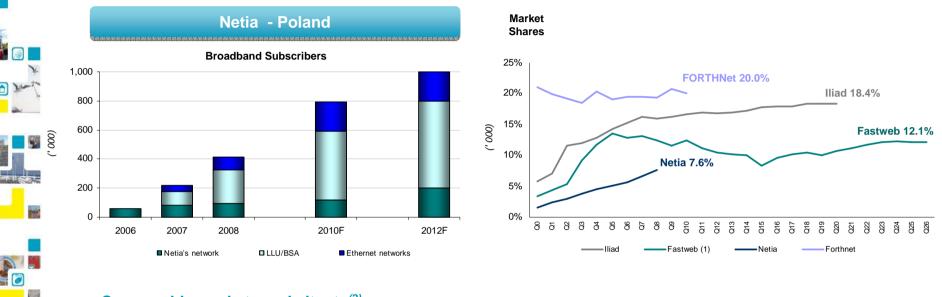
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Broadband driven strategy ____12-17 Attractive market growth potential Cash generative business franchise 24-26 Strong balance sheet & fully funded 27-28

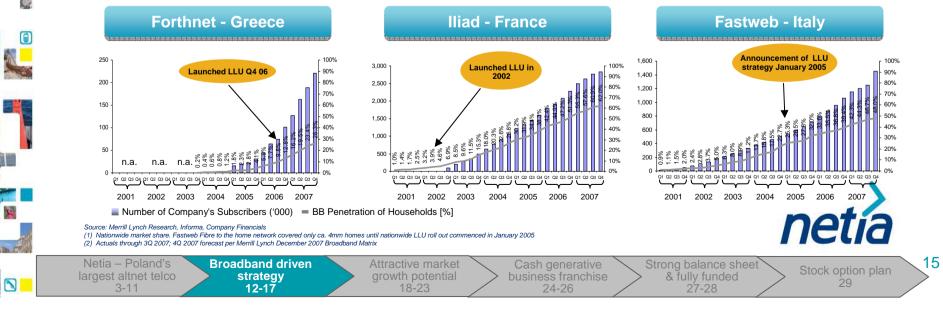
Stock option plan 29



Netia's roadmap for broadband customer growth

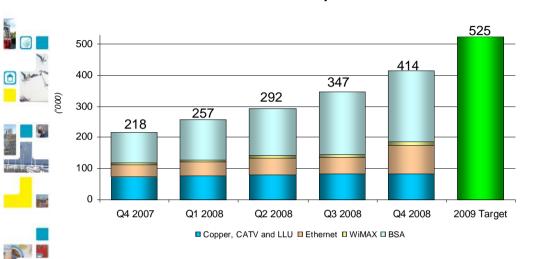


Comparable markets and altnets⁽²⁾



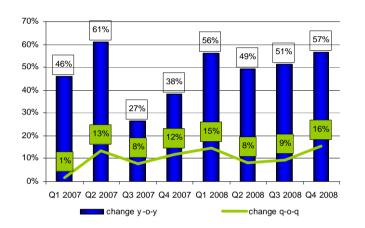


Netia builds momentum in its broadband expansion



Broadband ports

Data revenue rate of change



Blended Broadband ARPU





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and the	

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Broadband net adds (k)

Total broadband market

Broadband net adds

share (customers)

share

Broadband driven strategy 12-17

1Q 07 2Q 07

32

15%

3.0%

Source: Netia, TP, Netia historic figures include acquisitions

41

16%

2.4%

Attractive market growth potential 18-23

3Q 07 4Q 07 1Q 08 2Q 08 3Q 08 4Q 08

36

26%

54

42%

5.7% 6.6% 7.6%

67

36%

39

18%

5.1%

46

21%

3.8% 4.5%

37

25%

Cash generative business franchise 24-26 Strong balance sheet & fully funded 27-28

Stock option plan 29



Broadband marketing & distribution also supports sales of voice via WLR (wholesale line rental)



Netia – Poland's

3-11

	200						1,150
1	200				1,033	1,065	
1	000 -						-
0	800 -						_
(000,)	600 -		454	489			_
	400 -	422	451	409			_
	200 -						
	0 +						,
		Q4 2007	Q1 2008	Q2 2008	Q3 2008	Q4 2008	2009 Target
				Own netw	vork ∎WLR		

Voice lines

- Total voice lines (within Netia's own network and WLR) reached 1.065k at Q4 2008
- Additional voice service sales to come from LLU and Ethernet 2play customers
- Cross-sale of voice and Internet service reduces average costs to serve and increases margins

	1Q 07	2Q 07	3Q 07	4Q 07	1Q 08	2Q 08	3Q 08	4Q 08
Voice net adds (k)	(4)	(2)	(2)	27	30	38	544	32
Total voice market share	3.5%	3.5%	3.6%	3.9%	4.2%	4.5%	9.7%	10.1%

Attractive market

growth potential

Cash generative

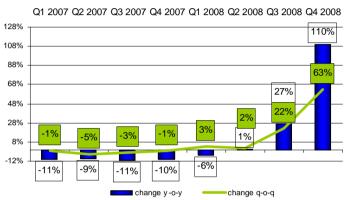
24-26

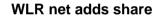
Source: Netia, TP, Netia historic figures to Q2 2008 excludeTele2 Polska

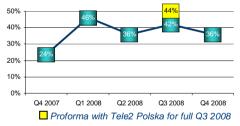
Broadband driven

strategy 12-17

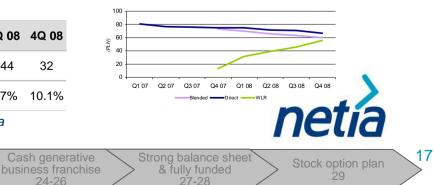
Voice revenue rate of change





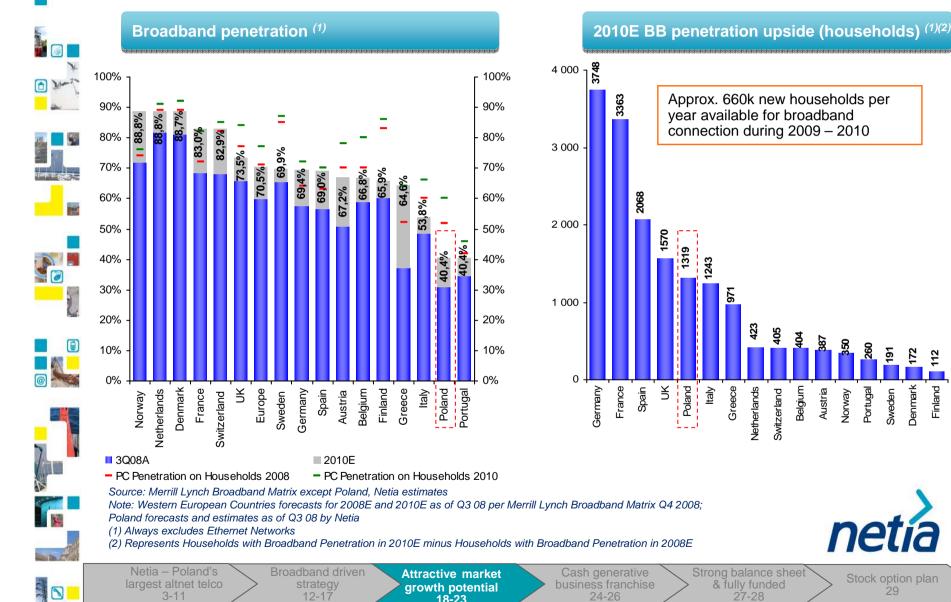


Voice ARPU





Polish broadband market upside



18

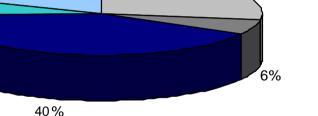
112

Finland

Denmark



Broadband market is fragmented Broadband subscribers – Q4 2008 ¹ **Growth opportunity for Netia** Total 5.4m 19% 27% 8'% (WLR)





Netia Copper/ Fibre Network Continue to expand penetration of ADSL to existing 200k residential customer lines and 170k business customer lines **TP** – Regulatory Access Bitstream Internet Access

- □ Upsell voice VoIP and wholesale line rental
- Migrate to LLU
- Up-sell IPTV and cross-sell mobile services

Ethernet Networks

- **Bolt-on acquisitions**
- High capacity local networks
- Upsell VoIP and upgrade for IPTV
- Integrate
- Cable TV
 - Netia 3-play has opportunity to compete with multi-play offers



¹ According to TP data, total number of broadband subs as of December 31, 2008 was 5.54m

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Source: Netia, PMR

strategy 12-17

Attractive market growth potential 18-23

Cash generative business franchise 24-26

Strong balance sheet & fully funded 27-28

Stock option plan



Extending Netia's broadband infrastructure with Ethernet acquisitions

Acquisition (town)	Price/sub (PLN)	No. of subs.
1. Lanet (Wrocław)	1,225	8,233
2. Komnet (Wrocław)	1,298	7,254
3. Magma (Wrocław)	1,255	6,328
4. Akron (Wrocław)	695	1,151
5. Netis (Jastrzębie)	908	4,447
6. 3VNet (Brzeg)	593	665
7. Zielona Burza <i>(Trzebnica)</i>	761	598
8. Inet (Brzeg)	757	1,257
9. Verizone (Wrocław)	659	1,040
10. Ozimek Net (Ozimek)	500	513
11. Ikatel (Wrocław)	930	572
12. Interbit (Tczew)	1,059	3,246
13. Punkt (Opole)	1,174	4,367
14. Cybertech (Białystok)	1,124	3,535
15. Connect (Białystok)	973	4,630
	Average: ¹ 1,100	47,826

Note: Acquisition price per subscriber in historical transactions depicted above includes net cash of the target as of the acquisition date

12-17

Simple averages

Ethernet game plan:

- Integrate onto Netia platforms and supply connectivity over Netia core network
- Upsell Netia voice and content services
- Increase penetration of households passed - currently 27% of 304k

Acquisitions completed in Q4 2008:

Acquisition (town)	Price/sub (Pl	L N)	No. of subs.
16. Seal-Net (Kluczbork)		800	937
17. Netster (Łomża)		649	1,068
18. Ticom (Tarnowskie Góry)		700	819
19. Air Bites (14 cities)		850	24,486
20. Easy Com <i>(Góra)</i>		929	6,261
	Average: 1	785	33,571
Organic growth			9,110
Total at Dec. 31, 2008			90,507

Note: Acquisition price per subscriber in recent transactions depicted above does not include net cash of the target as of the acquisition date



Netia – Poland's

Broadband driven largest altnet telco 3-11

Attractive market growth potential 18-23

Cash generative business franchise 24-26



Regulatory conditions in Poland

PLN 20 ('Retail minus' formula)
PLN 24-26 ('Retail minus' formula)
PLN 22
PLN 5.81

Cash generative

business franchise

24-26

Source: Netia

Netia – Poland's

largest altnet telco

3-11

On December 1, 2008, the Polish Regulator introduced a new Reference Unbundling Offer which reduced the fees for LLU monthly access from PLN 36 to PLN 22 (ful LLU) and from PLN 13 to PLN 5.81 (shared LLU)

Attractive market

growth potential 18-23

Broadband driven

strategy

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Stock option plan

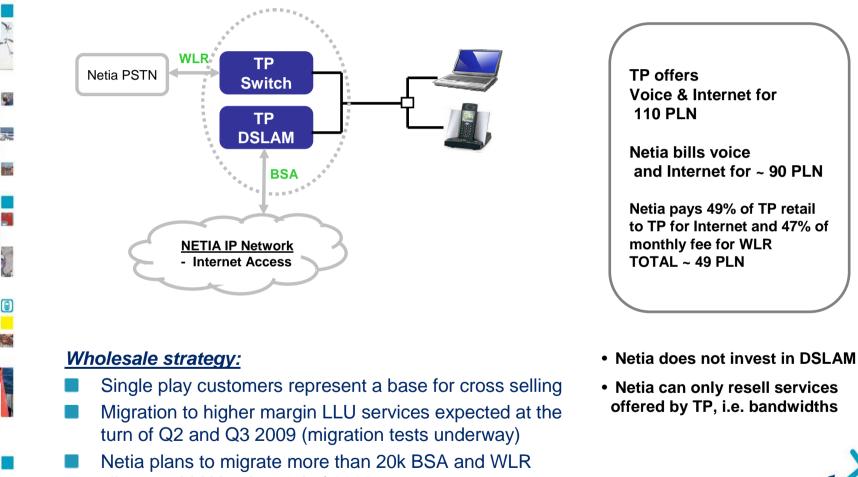
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Strong balance sheet

& fully funded 27-28



Wholesale service over TP's network



clients to LLU by the end of 2009

strategy

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largest altnet telco

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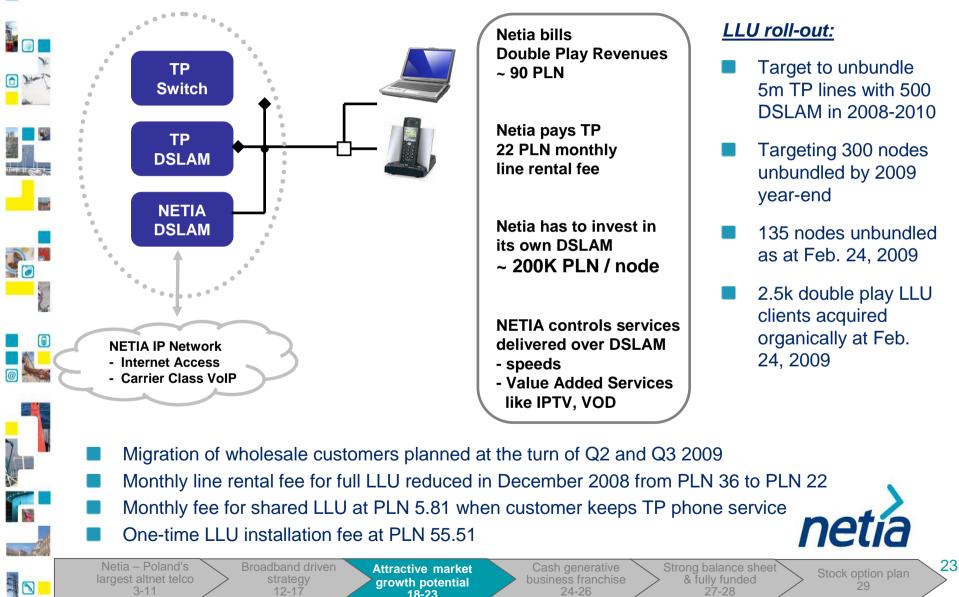
Strong balance sheet & fully funded 27-28

Stock option plan 29

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Local loop unbundling





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Business customers generate strong EBITDA and positive cash flow

Corporate market segment

- Increased focus on high IRR projects
- Targeting stable revenues
- Tight cost control and focus on reduction of capex/sales to improve FCF
- Mobile and convergent offers using Netia service provider

SME/SOHO market segment

- Rapid increase in number of SOHO/SME clients – 23% up y-o-y to 97k in Q4 2008
- OneOffice as primary simplified and standardized offer to SME/SOHO clients
- Mobile and convergent offers using Netia service provider
- Leverage expanded reach of regulated access

Wholesale/Carriers market segment

- Opportunistic approach to increase utilization of assets and capacity
- P4 transmission project
- High EBITDA and low capex projects

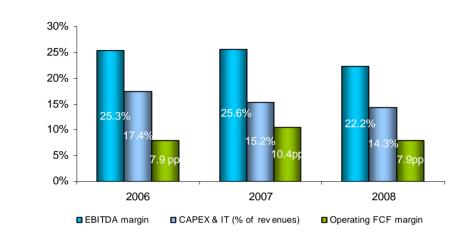


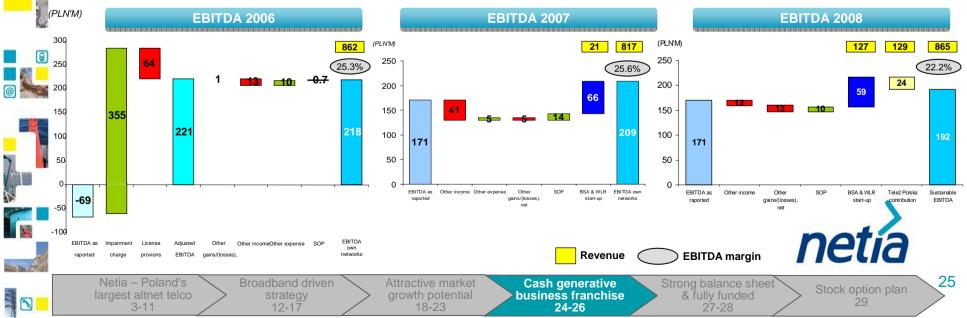


% of own network sales

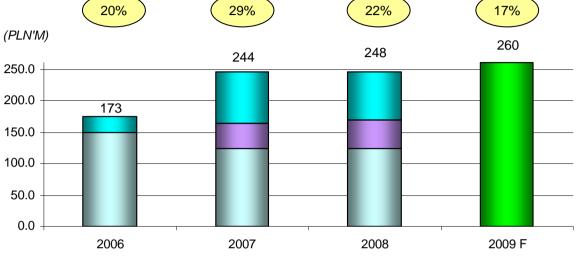
Strong cash flows from Netia's own networks

Free Cash Flow





Netia continues to invest now for future growth



■ Network & IT ■ P4 ■ Broadband and WiMax

- Capital investment spending overall was broadly flat in 2008 versus 2007
- Higher IT spending in support of new services has resulted in stable overall spending on the existing network and IT
- The stable broadband spending reflects lower spending on WiMAX and increasing utilization of previously rolled out capacity to carry data traffic, offset by the first year of LLU roll-out
- P4 project roll-out is nearing completion % of Revenue



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and and

s Broadband driven strategy 12-17 Attractive market growth potential 18-23 Cash generative business franchise 24-26 Strong balance sheet & fully funded 27-28

Stock option plan



1

Netia is fully funded to grow through 2010 Rate of cash burn or return to FCF positive depends on growth decisions

PLN 'M	2008	2007	2006
Telecom licenses, net	110	129	147
WiMAX licenses, net	14	15	16
P4 investment	-	150	141
PP&E, gross	4,123	4,028	3,896
PP&E, net	1,416	1,409	1,458
Other non-current assets	348	132	85
Cash	193	58	144
Other current assets	202	178	164
Total assets	2,283	2,071	2,155
Current liabilities (excl. debt)	328	234	192
Debt	-	95	-
Other non-current liabilities	27	14	19
Shareholders funds	1,928	1,728	1,945
Debt funding undrawn	375	205	200



Note into

strategy

12-17



Medium term outlook 25% EBITDA margin is the key target

	2010 - 2012
Revenue growth (CAGR)	5% - 10%
EBITDA margins	
at 20%	2010
at 25%	2012
Net profit by	2010
Free cash flow positive by	2010
Capex to sales down to 15% by	2011
1 million broadband subscribers	2012





Netia's stock option plan for management and key employees

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Total	11,618,250	16,639,000	12,607,000	8,700,000	703,873	50,268,123
Employees * and former MB members	3,284,750	5,439,000	4,207,000	300,000	432,059	13,662,809
Members of the Management Board	8,333,500	11,200,000	8,400,000	8,400,000	271,814	36,605,314
Strike price Participants	PLN 3.50	PLN 5.50	PLN 7.00	PLN 8.25	Other	



3-11

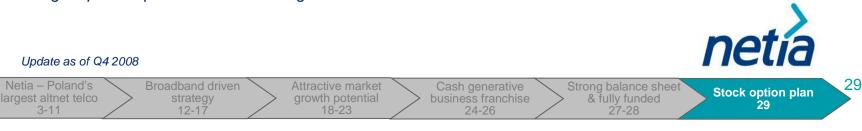
until December 20, 2012

Maximum number of shares issuable under the SOP: of which number of shares already issued:

18,373,785 5,054,520

Where options are exercised at a market price above the relevant strike price, the participant receives a number of shares equivalent to the value of the difference.

* Management Board have discretion to issue up to 1.6 million of PLN 3.50 options and 3.6 million of higher priced options to senior management





2008 Performance

Update as of Q4 2008





1

Key achievements in FY2008

Netia delivering strong revenue and EBITDA growth

- 34% increase in full year 2008 versus 2007 revenue base
- 75% increase in Q4 revenue base y-o-y
- 225% increase in Q4 EBITDA y-o-y

Tele2 Polska acquisition completed in September 2008

- Price: 2.8x original estimated 2008 EBITDA of PLN 40m
- Significant increase in scale of operations
- Integration in full swing with over PLN 30.0m expected synergies

Netia leads LLU roll out in Poland

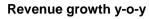
- 133 nodes unbundled at December 31, 2008
- Increasing pace of new sales of 2play services
- Potential to up-sell services to single play BSA/WLR customers (to be subsequently migrated to higher-margin LLU)
- LLU migration tests with TP underway (plan to migrate over 20,000 BSA clients in 2009)

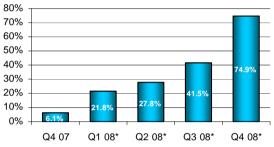
Netia's core growth strategy fully funded

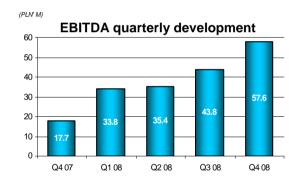
- Disposal of P4 and focus on broadband-driven strategy
- Rapidly falling cash burn (FCF break-even expected in 2010)
- Seeking flexibility for larger acquisitions or share buy-backs

Recently further increased guidance for FY2009

* Revenue from continuing activities





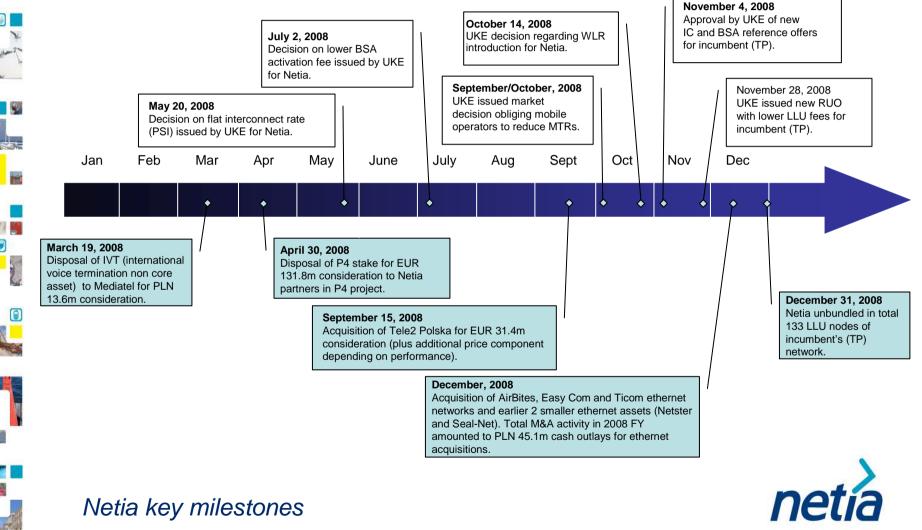






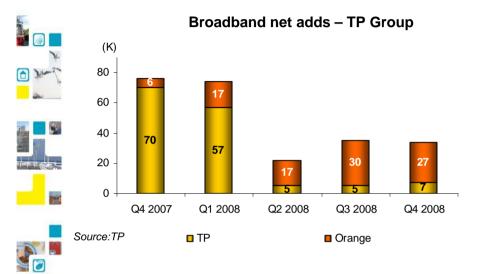
Key events for Netia in FY2008

Regulatory environment

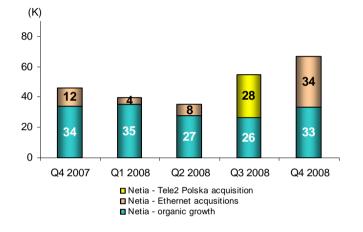




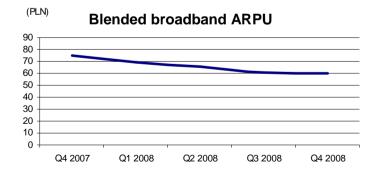
Netia continues to be TP Group's toughest competitor in broadband



Broadband net adds - Netia











Financial performance

Tele2 Polska acquisition was completed on 15 September 2008

	2008						
(PLN' 000)	4Q	3Q	2Q	1Q	2008	2007	2006
Revenues from continuing activities	369,056	271,159	243,483	228,696	1,112,394	780,884	nm
y-o-y % change	79.4%	41.5%	27.8%	21.8%	42.5%	na	nn
Revenues	369,056	271,159	243,483	237,470	1,121,168	838,025	862,057
Gross profit	116,333	73,720	51,926	55,676	297,655	200,473	232,182
EBITDA / Adjusted EBITDA ¹	57,576	43,829	35,436	33,800	170,641	170,682	221,28
Margin	15.6%	16.2%	14.6%	14.2%	15.2%	20.4%	25.7%
y-o-y % change	225.7%	21.2%	(43.1%)	(38.1%)	0.0%	(22.9%)	(34.7
EBIT	(14,683)	(22,714)	(33,230)	(29,079)	(99,706)	(103,840)	(341,384
Share of P4 start-up losses				(22,625)	(22,625)	(165,237)	(30,724
Profit on sale of P4		(46)	353,427	-	353,381		
PAT	(10,096)	(18,586)	314,581	(55,294)	230,605	(268,881)	(378,355
Total assets	2,283,479	2,260,204	2,169,214	2,062,256	2,283,479	2,070,651	2,155,35
Net (debt)/cash	192,685	232,736	324,017	(105,264)	192,685	(37,300)	143,58
Available credit lines	375,000	375,000 ²	375,000 ²	120,000	375,000	205,000	200,00

1 EBITDA for 2006 excluding the impact of an impairment charge on non-current assets and cancellation of El-Net's license fee liabilities

2 Including PLN 100m available at the Company's option





New 2009 guidance reflects attained scale and focus on profitability

	New	Previous
Broadband subscribers ('000)	525	
Voice service customers (own network + WLR) ('000)) 1,150	
Unbundled local loop (LLU) nodes	300	
Revenues (PLN'm)	1,520	1,500
EBITDA (PLN'm)	260	225
Capital investment (excl. M&A) (PLN'm)	260	280







Summary

- Broadband strategy driving revenue and profit improvements
- 2009 focus on driving double play services, LLU roll-out, Tele2 Polska integration and cost reductions

New outlook for 2009:

- □ Revenue exceeding PLN 1.5 billion
- □ EBITDA increase by 52% to PLN 260m
- □ Netia to be net profitable in 2010

Netia is fully funded

- □ flexibility to consider acquisition opportunities
- exploring options to accelerate remitting cash to shareholders





Thank you for your attention

