ANNOUNCEMENT OF THE TVN MANAGEMENT BOARD
on convening the
ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Management Board of TVN S.A. acting pursuant to **Art. 399 § 1** in connection with Art. **402[1] § 1** Commercial Companies Code, hereby convenes the Annual General Meeting of Shareholders on **15 April 2013** at **11:00 a.m.** at the seat of TVN S.A. in Warsaw, at ul. Wiertnicza 166, with the following agenda:

1. Opening of the General Shareholders Meeting.
2. Election of the Chairman of the General Shareholders Meeting.
3. Verification of correctness of convening the General Shareholders Meeting and its capacity to adopt binding resolutions.
4. Adoption of the Agenda.
5. Election of the Ballot Committee.
6. Consideration of the Company's financial statements for the financial year 2012 and adoption of the resolution approving thereof.
7. Consideration of the Management Board report on the Company's business activities in the financial year 2012 and adoption of the resolution approving thereof.
8. Consideration of consolidated financial statements of the TVN Capital Group for the financial year 2012 and adoption of the resolution approving thereof.
9. Adoption of the resolutions approving the performance of duties by the members of TVN Management Board during the financial year 2012.
10. Adoption of the resolutions approving the performance of duties by the members of TVN Supervisory Board during the financial year 2012.
11. Adoption of the resolution on allocating the profits achieved by TVN S.A. in the financial year 2012.
12. Adoption of the resolution on dividends, including the establishment of the dividends day and day of dividends payment.
13. Consideration of the Report on the Supervisory Board's assessment of TVN S.A. standing in 2012 and adopting the resolution on the Report.
14. Consideration of the Report from activities of the TVN Supervisory Board and its Committees in 2012 and adopting the resolution on the Report.
15. Adoption of the resolutions on remuneration granted to the members of TVN Supervisory Board.
16. Closing the General Meeting.

I. Communication of Shareholders with TVN S.A.

1. Use of electronic means of communicating

Shareholders submitting motions for placing specific matters in the agenda of the General Meeting, draft resolutions, documentation confirming their eligibility to place motions and queries related with the agenda, shall at the same time specify an e-mail address through which the TVN S.A. Management Board will be able to communicate with such Shareholder. and also its attorney, if appointed.

The address specified by the Shareholder is used for verification purposes, which procedure shall include, but will not be limited to, sending a return question to the Shareholder or its attorney for the purpose of confirming information sent.

Use of electronic communication means by a Shareholder requires sending of documents in the PDF format.

Documents sent electronically and prepared in a language other than Polish, shall be translated into the Polish language by a certified translator.

Any correspondence sent by the Shareholder otherwise than through the e-mail address made available at the TVN S.A. web page or without meeting the requirements referred to above, shall not lead to any legal consequences in respect to TVN S.A. and will not be considered as such, and the TVN S.A. shall notify the Shareholder thereof using electronic communication means.

Risk associated with use of electronic communication means with the TVN S.A. is borne by the Shareholder**.**

2. Right to request placing of specific matters into agenda of the General Meeting (Art. 402^2.2(a) CCC)

Any Shareholder or shareholders representing at least 1/20 share capital is entitled to request placing of specific matters into the agenda of the General Meeting of TVN S.A. Such request shall be submitted to the TVN S.A. Management Board no later than on **25 March 2013** and shall include a justification or draft resolution relating to the moved for item of the agenda. Such request may be submitted in writing at the seat of TVN S.A. in Warsaw at ul. Wiertnicza 166, to the office of the Management Board, or by e-mail by sending to the following e-mail address: walnezgromadzenie@tvn.pl

A Shareholder shall evidence the holding of an appropriate number of shares as at the date of submitting his request, by enclosing a registered certificate of deposit or registered certificate of eligibility to participate in the TVN S.A. General Meeting, or a declaration of holding registered shares disclosed in the registered shares ledger of TVN S.A., and in case of:
(a) Shareholders being legal persons or entities not having personality at law - evidence also their right to act in the name of such entity by enclosing a current excerpt from the register appropriate for such person/entity;
(b) Shareholders being individuals - enclose copy of a document evidencing identity of the Shareholder,
(c) Request being submitted by an attorney - enclose the power of attorney to notification of such request, signed by the Shareholder, and copy of document evidencing identity of the attorney; and if the attorney is not an individual - copy of an excerpt from the appropriate register evidencing authorization of person acting in the name of an attorney not being an individual.

Principles set forth in Section I.1 of this Announcement shall apply in respect to Shareholders submitting their requests using electronic communication means.

3. Right of Shareholders to submit draft resolution in relating to matters introduced into the agenda, or matters which are to be introduced into the agenda prior to date of the General Meeting (Art. 402^2.2(b) CCC)

Any Shareholder or shareholders representing at least 1/20 share capital is entitled to submit draft resolutions prior to the General Meeting of TVN S.A. in matters introduced into the agenda of the General Meeting or matters which are to be introduced into the agenda, in the following manner:

- In writing at the seat of TVN S.A. in Warsaw at ul. Wiertnicza 166 – Office of the Management Board; or
- Using electronic communication means to the following e-mail address: walnezgromadzenie@tvn.pl with a duty to submit documentation allowing identification of the Shareholder, as specified in Sections I.1 and I.2 of the Announcement.

4. Right of Shareholders to submit draft resolution in relating to matters introduced into the agenda during proceedings of the General Meeting (Art. 402^2.2(c) CCC)

Any Shareholder eligible to participate in the General Meeting of TVN S.A. may in course of the General Meeting submit draft resolutions relating to matters introduced into the agenda.

5. Exercising of voting rights by an attorney (Art. 402^2.2(d) CCC)

Any Shareholder may participate in the General Meeting of TVN S.A. and exercise voting rights either personally, or acting through one or more attorneys. The power of attorney to vote shall be issued in writing or electronically. Issue of power of attorney electronically requires placing of a secure electronic signature verified though a valid qualified certificate.

Template of the form used for exercising voting rights by an attorney is available at the**:** **www.investor.tvn.pl.** web page. The attorney is not obligated to vote using such form.

At the same time, TVN S.A. Management Board informs that if a Shareholder issues a power of attorney with a voting instruction, TVN S.A. shall not verify whether the attorneys are exercising voting rights in accordance with instructions received by them from the Shareholder.

A Shareholder is obligated to send TVN S.A. a notification of having issued a power of attorney using electronic means and scan of the document of power of attorney to the following e-mail address walnezgromadzenie@tvn.pl no later than on **13 April 2013, 4:00 p.m.** specifying:

- if the attorney is an individual - identity of the attorney, stating the first name, last name, domicile address, mail address; or

- if the attorney is not an individual - firm (name), seat, address, KRS (or another registration) number, as well as first and last names of persons acting in the name of the entity to which the power of attorney has been extended.

The Shareholder is obligated to send also the following documents in the form of scans: identity card, passport or another identity document or, respectively, current or full excerpt from the court register or another register of a legal person/entities not having personality at law allowing to identify the attorney and the Shareholder as its principal.

Principles set forth in Section I.1 of this Announcement shall apply in respect to Shareholders using electronic communication means.

The aforesaid rules does not release the attorney from obligation to present the identity documents, mentioned above, when the list of attendance of the eligible persons to participate in the General Meeting is prepared.

II. Possibility and manner of participating in the General Meeting using electronic communication means (Art. 402^2.2(e) CCC)

TVN S.A. does not provide for the possibility of participating in the General Meeting using electronic communication means.

III. Manner of taking the floor during the General Meeting using electronic communication means (Art. 402^2.2(f) CCC)

TVN S.A. does not provide for the possibility of taking the floor during the General Meeting using electronic communication means.

IV. Manner of exercising voting rights by correspondence or using electronic communication means (Art. 402^2.2(g) CCC)

TVN S.A. does not provide for the possibility exercising voting rights during the General Meeting by correspondence or using electronic communication means.

V. Registration date (Art. 402^2.3 CCC)

The registration date for participation in the General Meeting of TVN S.A. is **30 March 2013.**

VI. Eligibility to participate in the General Meeting (Art. 402^2.4 CCC)

Persons being Shareholders in TVN S.A. sixteen days prior to date of the General Meeting, i.e. on **30 March 2013** shall be eligible to participate in the TVN S.A. General Meeting.

The Shareholders holding the bearer shares should submit a request of issuing a registered certificate of eligibility to participate in the General Meeting in the period commencing on the day next after the Announcement date and not later than on **2 April 2013 r.** to the entity operating their securities account onto which shares of TVN S.A. have been recorded.

Shareholders are recommended to collect the said certificate for the purpose of presenting it at the General Meeting.

TVN S.A. determines the list of Shareholders eligible for participating in the General Meeting on title of holding bearer shares based on a specification received from the National Securities Deposit and on title of holding registered shares based on entries into the TVN S.A. share ledger as at the date of registering participation in the General Meeting, i.e. on **30 March 2013.**

When the attendance list of the General Meeting participants is preparing by TVN S.A., an attorney is obliged to hand over the original of the power of attorney, in case a power of attorney is in a written form, and present the identity documents. The right of representation of the shareholder who is not an individual should be confirmed by the current documents obtain from the proper register (copy should be confirmed by notary, legal adviser or attorney at law) and subsequent powers of attorney.

The list of Shareholders eligible to participate in the General Meeting shall be available between **10 and 12 April 2013,** between **9:00 - 16:00,** at the office of the Management Board, seat of TVN S.A. in Warsaw, ul Wiertnicza 166.

A Shareholder may request sending the list of Shareholders free of charge by e-mail stating the address to which such list should be sent.
Request for sending the list of Shareholders shall be sent to walnezgromadzenie@tvn.pl or submitted at the seat of TVN S.A., and:
(a) in case of Shareholders not being individuals - the request shall be accompanied by authorization to act in the name of the Shareholder by enclosing an excerpt from the register appropriate for the Shareholder;
(b) in case of Shareholders being individuals - the request shall be accompanied by copy of a document evidencing identity of the Shareholder;
(c) if the request if being submitted by an attorney - it shall be accompanied by a power of attorney to file such a request, signed by the Shareholder and copy of document evidencing identity of the attorney, and if the attorney is not an individual - copy of excerpt from the appropriate register, confirming authorization of the person acting in the name of attorney not being an individual.
The shareholder also should confirm its status as TVN shareholder applying the rules described in Point I.2 of the Announcement.

Principles set forth in Section I.1 of this Announcement shall apply in respect to Shareholders submitting their requests using electronic communication means.

VII. Access to documentation (Art. 402^2.5 CCC)

Persons eligible to participate in the General Meeting of TVN S.A. may obtain full documentation to be presented at the General Meeting and draft resolutions from Office of the Management Board at the seat of TVN S.A. in Warsaw, ul. Wiertnicza 166, or from TVN S.A. web page:: www.investor.tvn.pl.

VIII. Web page address (Art. 402^2.6 CCC)

TVN S.A. will make all information relating to the General Meeting of TVN S.A. available at its web page under the following address: www.investor.tvn.pl
In case of any queries or doubts relating with participation in the General Meeting, please do not hesitate to contact us under the following e-mail address: walnezgromadzenie@tvn.pl.

IX. Draft resolutions of the General Meeting

TVN S.A. Management Board posts wording of draft resolutions with the appendices thereto, to be considered at the General Meeting of TVN S.A. on the Company's web page: www.investor.tvn.pl.