

REQUEST TO CONVENE A MEETING OF BONDHOLDERS

2 July 2015, Warsaw

from: **MIDAS Spółka Akcyjna ("Issuer")**
al. Stanów Zjednoczonych 61a
04-028 Warsaw

to: **BondTrust-Polskie Towarzystwo Powiernicze S.A. ("Pledge Administrator")**
ul. Mogilska 65
31-545 Kraków

c/c in form of the Issuer's current report to:

Bondholders

beneficiaries under bearer zero-coupon bonds of series A, with the nominal value of PLN 1,000.00 each, issued on the basis of the Resolution of the Management Board of Midas S.A. of 6 March 2013 (as amended by the Resolution of the Management Board of Midas S.A. of 28 March 2013), dematerialised, assigned the ISIN code: PLNFI0900113 and admitted into trading in the alternative trading system "Catalyst" organised by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)

Dear Sirs,

Acting on behalf of Midas S.A. with its registered office in Warsaw (hereinafter as "**Issuer**") as the issuer of 583,772 bearer zero-coupon bonds of series A, with the nominal value of PLN 1,000.00 each, dematerialised, assigned the ISIN code: PLNFI0900113 and admitted into trading in the alternative trading system "Catalyst" organised by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) (hereinafter as "**Bonds**") issued on the basis of Terms of Issue of zero-coupon Bonds of Series A, in a private placement, adopted by the Resolution of the Management Board of Midas S.A. of 6 March 2013 (as amended by the Resolution of the Management Board of Midas S.A. of 28 March 2013) (hereinafter as "**Terms of Issue**"), on the grounds of Article 28.2.(b) of the Terms of Issue and §2.1.(ii) of the Rules of the Meeting of Bondholders, we demand that BondTrust-Polskie Towarzystwo Powiernicze S.A., as the Pledge Administrator within the meaning of the Terms of Issue, convenes a Meeting of Bondholders on 20 July 2015 (i.e. observing the minimum time limit of 14 days from the date of publication of this demand by the Issuer by way of a current report).

All capitalised terms, which are not defined in this demand, shall have the meaning assigned to them in the Terms of Issue.

The objective of, and rationale for the request to convene a Meeting of Bondholders

On behalf of the Issuer we turn to you as the Bondholders with the request to grant your consent for amendment of the Terms of Issue and other documents related to the issue of the Bonds, the scope of which would encompass:

1. amendment to the Rules of the Meeting of Bondholders by specifying the majority of 4/5 of the votes as the majority required to amend the Terms of Issue after the Issue Date, and subsequent adoption of the consolidated text of the Rules with the new wording;
2. exclusion of the Financial Gearing Ratio from among the so-called covenants of the Bonds;

3. change of the definition of the Permitted Acquisition within the meaning of the Terms of Issue;
4. change of the Issuer's mailing address;
5. implementation of editing changes to the Terms of Issue with respect to items 1-4 above, and adoption of the consolidated text of the Terms of Issue with the wording that takes those changes into account;
6. amendment of the agreement on establishment of pledge, registered pledge on shares and stocks and establishment of other forms of security for the Bonds, dated 7 March 2013 and amended by the Annex No. 1 of 28 March 2013, signed between the Issuer and the Pledge Administrator - this amendment is a consequence of the amendment to the Terms of Issue as set out in items 1-4 above - and adoption of the consolidated text of the aforesaid agreement with the new wording as well as other legal and factual acts to be undertaken by the Issuer and the Pledge Administrator as may be necessary to accomplish the goals set out in items 1-5 hereinabove.

The reasonability of this request to convene a Meeting of Bondholders results from the changes which have been occurring lately in the Issuer's business and market environment, consisting in:

- 1) significant growth in the consumption of telecommunications services based on broadband data transmission,
- 2) the regulator's release of new frequency resources (800 MHz band), intending them to be used for broadband services, and the increase in prices at the tender held by the President of the Polish Office of Electronic Communications (UKE),
- 3) major increase in competitiveness between operators with respect to Internet access services,
- 4) implementation of innovative telecommunications services for mobile networks,
- 5) the Issuer's acceptance of a new order for mass data delivery.

In reply to the aforesaid changes, the Issuer's Management Board assesses that it may become necessary for the Issuer to become permanently involved in the "Project 800", understood as an investment in infrastructure used in providing broadband mobile Internet access using frequencies in the 800 MHz range and obtaining the right to use frequencies in the 800 MHz range, while omitting the participation in the tender for 800 MHz frequency reservations.

The proposed structure of the involvement in the construction of the LTE800 network (i.e. not including participating in the tender) would protect the Midas group of companies, headed by the Issuer ("**Midas Group**"), from extensive one-off costs related to frequency reservations. As a consequence, the investment process related to the "Project 800" would be spread over time. This, in turn, in conjunction with the Agreement signed with Polkomtel and the Order 4 accepted under that Agreement (discussed in more details in the Issuer's current report No. 4/2015 of 3 March 2015), and the obtained financing would permit – in the opinion of the Issuer's Management Board – the Company to spread optimally the burden of financing of the "Project 800".

In the opinion of the Management Board of the Issuer, such long-term involvement in Project 800 would enable the Midas Group to maintain its competitive standing on the market for wholesale access to broadband telecommunications services, mainly by providing the Midas Group's customers with complementary coverage in Poland with LTE800 services. The implementation of this project will help build the long-term value of the Midas Group, will be consistent with the growth strategy announced by the Issuer and is in the interest of both the Shareholders and the Bondholders of the Issuer.

At the same time, the Management Board wishes to advise that accounting for the implementation of Project 800 in the update of the Midas Group's strategy will increase the number and location of base stations comprising the telecommunications network currently being utilised by the Midas Group. This will have a significant impact on the Midas Group's performance and cash flow level, particularly over the medium term, because the Company's

operating expenses and capital expenditures in connection with developing the LTE 800 network and obtaining the right to the 800 MHz frequency would increase.

The Management Board also wishes to notice that the increase in prices at the tender currently held by the President of the UKE will have direct impact on the cost of access to 800 MHz frequencies. The concurrence of those costs with other investments resulting from the involvement in the “Project 800” could bring in the future a risk of violation of the Financial Gearing Ratio, described in the Terms of Issue of the Bonds. It needs to be emphasised that according to analyses conducted by the Issuer, such violation would not be permanent and – to the Issuer’s best knowledge – would not affect his liquidity standing. Nonetheless, the violation of this ratio could, from a technical point of view, authorise the application of rights provided for in the Terms of Issue against the Issuer. To prevent this kind of situation i.e. a possible occurrence of a technical violation of the Financial Gearing Ratio in the future, the Issuer decided to suggest removing this ratio from among the so-called financial covenants contained in the Terms of Issue.

The change in the definition of the Permitted Acquisition is aimed at purchasing assets which may be complementary to the Midas Group’s operations and may contribute to the implementation of its strategy. To accomplish this goal, the Issuer will not necessarily have to purchase directly as much as 100% of shares or stocks of the entities, whose business profile the Issuer finds complementary to the Midas Group’s activities. It is also important not to have the acquisitions result in the need to make significant cash expenses (to this end, the present maximum level of annual spendings on acquisitions will be maintained), and to ensure – through appropriately formed structure of the transaction – that the Issuer or another Midas Group member has major impact on, or control over the acquired asset. The legal form of the transaction itself should be of secondary importance.

The change regarding the Issuer’s mailing address is related to the change of the Issuer’s registered office.

Considering the foregoing, the Issuer envisages the following agenda at the Meeting of Bondholders:

1. Opening the Meeting.
2. Adopting the resolution on election of the Chairperson of the Meeting.
3. Taking the list of attendance, having it signed by the Chairperson of the Meeting.
4. Confirming that the Meeting is held properly and is capable of adopting resolutions.
5. Adopting the resolution on approval of the agenda of the Meeting.
6. Adopting the resolution on the amendment to the Rules of the Meeting of Bondholders and adoption of the consolidated text of the Rules in the new wording.
7. Adopting the resolution on exclusion of the Financial Gearing Ratio as a Bond covenant, change in the scope of definition of the Permitted Acquisition, change of the Issuer’s mailing address, adoption of the consolidated text of the Terms of Issue, and consent for amending the Pledge Administrator Agreement and other documents related to the Bonds to the extent necessary in connection with the amendment to the Terms of Issue.
8. Closing the Meeting.

To make the proposed changes to the Terms of Issue more transparent, enclosed to this request is the proposal of changes to the Terms of Issue in mark-up mode, in form of a PDF file.

The Issuer’s Management Board believes that the foregoing arguments would help you make a positive decision regarding your consent to make the aforesaid changes to the Terms of Issue.