

Current report No. 55/2012

Drawn up on: 21 December 2012

Subject: Conclusion of a framework agreement with Sferia S.A. and updating of information on a bonds issue by the Fund.

Legal basis: Article 56 par. 1 pt. 1 of the Public Offering Act - confidential information

In reference to current report No. 50/2012 of 5 November 2012 ("Report 50/2012") concerning the adoption of a resolution on commencing a procedure for a bonds issue as part of obtaining financing for the expansion of the Midas Group network, the Management Board of NFI Midas S.A. (the "Fund") announces that, on 21 December 2012, it concluded a framework agreement with Sferia S.A. with its registered office in Warsaw ("Sferia" or jointly with the Fund the "Parties") (the "Framework Agreement"). The Framework Agreement concluded is the result of the Management Board of the Fund implementing a procedure for an issue of zero-coupon bonds having a maximum eight-year maturity period (the "Bonds") and of Sferia expressing initial interest in acquiring the Bonds. At the same time, the Management Board of the Fund point outs that, in reference to the content of Report 50/2012, Sferia is not the entity indicated by Mr Zygmunt Solorz-Żak.

The subject of the Framework Agreement is to establish the rules under which:

- a) the Fund will issue and Sferia take up one or more series of Bonds for a total issue price not exceeding PLN 200,000,000
- b) the Parties will conclude a separate agreement on the Fund supplying Sferia with a telecommunications network through which Sferia will be able to provide telecommunications services (the "Supply Agreement")
- c) the Parties will conclude a wholesale agreement on the basis of which Sferia will wholesale services created in the telecommunications network to the Midas Group, and the Fund will have the right to further resell those services (the "Wholesale Agreement").
- d) the Parties will make settlements for the Bonds issued by the Fund and taken up by Sferia.

On the basis of the Framework Agreement, the Fund will be authorised to submit to Sferia, in the period from the signing of the Framework Agreement to 31 December 2013, one or more proposals for purchasing the Bonds for a total issue price of not more than PLN 200,000,000, and Sferia will be obliged to accept each such purchase proposal which is in accordance with the provisions of the Framework Agreement. The Bonds will be issued promptly after the Fund receives a declaration on acceptance of a purchase proposal, where the Bonds will be issued to Sferia promptly after the Fund receives confirmation of payment of the issue price, determined each time in the purchase proposal on the basis of a discount rate which will not differ significantly from the market conditions applicable to this type of financial instrument. In accordance with the provisions of the Framework Agreement, the Fund may issue, rather than a single series, several series of the Bonds, and the Bonds may be possessed in material or dematerialised form, as registered or bearer bonds. The Bonds will not have to be listed on the ASO Catalyst or on another organised trading platform.

Moreover, the Parties undertook to conclude, within 6 months following the signing of the Framework Agreement, a Supply Agreement pursuant to which the Fund or a subsidiary of the Fund (the "Midas Group") will supply Sferia with a telecommunications network (the "Telecommunications Network") which Sferia will be able to use to provide telecommunications services utilising the latest available technologies, under conditions no worse than LTE technology, and using the frequencies which Sferia will have the right to utilise. On the basis of the Supply Agreement, the Midas Group will be entitled to receive remuneration from Sferia, on market conditions, in exchange for supplying the Telecommunications Network during the period set out in the Supply Agreement, where the Midas Group's performance as specified in the Supply Agreement will be fully discharged within no longer than 8 years following the date of concluding the Supply Agreement.

In addition, in the Framework Agreement the Parties undertook to conclude a Wholesale Agreement within 12 months following the date on which Sferia acquires the right to utilise a frequency allowing it to provide LTE services in Poland.

The conclusion of the Supply Agreement and the Wholesale Agreement is dependent on the fulfilment of the following conditions precedent:

- a) the Supervisory Board of the Fund consents to the conclusion of the Supply Agreement
- b) Sferia obtains the right to utilise a frequency allowing it to provide LTE services in Poland.

In the Framework Agreement, the Parties expressed their consent to a contractual offset of the liabilities of the Fund resulting from the Bonds issued on the repurchase date, from early repurchase or immediate repurchase, against the liabilities of Sferia to that date and resulting in particular from the Supply Agreement.

The Framework Agreement does not incorporate any provisions on contractual penalties. In the opinion of the Fund, the estimated total value of the contracts and settlements which the Framework Agreement concerns may exceed 10 per cent of the value of the Fund's equity. At present, however, the Fund is not able to state what the value of each of the agreements or orders or their total value will be.

Detailed legal basis: Clause 5 par. 1 pt. 3 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information provided by issuers of securities and conditions for recognising as equivalent information required by the law of a non-member state (Journal of Laws of 2009 February 2009, No. 33 item. 259 as amended).