

**Draft resolutions of the Ordinary General Meeting of Multimedia Polska S.A.
called for 27 June 2007**

Current report no 40/2007 dated 19 June 2007

The Management Board of Multimedia Polska S.A. publishes draft resolutions of the Ordinary General Meeting of Multimedia Polska S.A. called for 27 June 2007. Draft resolutions are attached to this report.

Legal basis:

Regulation of the Minister of Finance on current and periodical information provided by issuers of securities §39.1.3.

**Resolution no 1
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the election of Chairman of the Ordinary General Meeting**

Acting in accordance with Art. 409.1 of the Commercial Companies Code and Art. 19.1 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting of Multimedia Polska S.A. resolves to elect _____
as Chairman of the Meeting.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

As provided for in Art. 409.1 of the Commercial Companies Code and Art. 19.1 of the Company's Statutes, the Chairman of the General Meeting shall be elected to chair the meeting. The Chairman shall manage the proceedings of the General Shareholders Meeting and shall adopt decisions on matters of procedure. In particular, the Chairman shall give floor to speakers, receive motions and resolutions in draft form, submit them for discussion, order and conduct voting, issue relevant procedural instructions and shall be authorised to interpret the General Meeting By-Laws.

**Resolution no 2
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the election of the Ballot Counting Committee**

Acting in accordance with § 9.1 of its By-Laws, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting of Multimedia Polska S.A. resolves to elect the following persons to the Ballot Counting Committee:

1. _____
2. _____
3. _____

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

As provided for in § 9.1 of the General Meeting By-Laws, the General Meeting shall elect the Ballot Counting Committee composed of three persons. The Ballot Counting Committee shall oversee correct conduct of each voting and shall establish the voting results.

**Resolution no 3
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the agenda**

The Ordinary General Meeting of Multimedia Polska S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Multimedia Polska S.A. resolves to adopt the following agenda published in *Monitor Sądowy i Gospodarczy* no ___/2007 dated ___ June 2007.

- I. Opening of the Meeting.
- II. Election of Chairman of the Ordinary General Meeting.
- III. Drawing up the list of attendees.
- IV. Confirmation that the Ordinary General Meeting has been properly convened and is able to pass resolutions.
- V. Election of the Ballot Counting Committee.
- VI. Accepting the agenda.
- VII. Adopting a resolution concerning the approval of the Management Board report on the Company's operations in the period from 1 January 2006 to 31 December 2006.
- VIII. Adopting a resolution granting a vote of acceptance to Management Board Members for the discharge of their duties in 2006.
- IX. Approving the standalone financial statements of Multimedia Polska S.A. for the period from 1 January 2006 to 31 December 2006.
- X. Approving the consolidated financial statements of Multimedia Polska Group for the period from 1 January 2006 to 31 December 2006.
- XI. Adopting a resolution concerning the distribution of profits generated by the Company in 2006.
- XII. Accepting the Supervisory Board's report on supervisory activities for the period from 1 January 2006 to 31 December 2006.
- XIII. Adopting a resolution granting a vote of acceptance to Supervisory Board Members for the discharge of their duties in 2006.
- XIV. Closing of the Ordinary General Meeting.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

The submission of a resolution regarding the agenda of the Ordinary General Meeting results from the shareholders' right to submit motions regarding modifications of the agenda of the Ordinary General Meeting proposed by the Management Board.

**Resolution no 4
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the approval of the Management Board report on the Company's operations
in the period from 1 January 2006 to 31 December 2006**

Acting in accordance with Art. 395.2.1 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Management Board report on the Company's operations in 2006, the Ordinary General Meeting approves the Management Board report on the operations of Multimedia Polska S.A. in the period from 1 January 2006 to 31 December 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.1 of the Commercial Companies Code requires that the Ordinary General Meeting shall consider and approve the Management Board report on the company's operations for the previous financial year. A draft resolution has therefore been prepared regarding the approval of the Management Board report on the Company's operations in 2006.

**Resolution no 5
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for President of the Management Board of
Multimedia Polska S.A. for the discharge of his duties in 2006**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Andrzej Rogowski, President of the Management Board of Multimedia Polska S.A., for the discharge of his duties in the period from 1 January 2006 to 31 December 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 6
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Vice President of the Management Board of
Multimedia Polska S.A. for the discharge of his duties in 2006**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Arkadiusz Dorynek, Vice President of the Management Board of Multimedia Polska S.A., for the discharge of his duties in the period from 1 January 2006 to 31 December 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 7
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the approval of standalone financial statements
of Multimedia Polska S.A. for 2006**

Acting in accordance with Art. 395.2.1 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Company's financial statements for 2006, the Ordinary General Meeting hereby approves the standalone financial statements of Multimedia Polska S.A. for the year 2006, comprising a balance sheet showing a balance sheet total of PLN 1,054,994,437, an income statement showing a net profit of PLN 44,262,722, a cash flow statement showing an increase in net cash of PLN 329,170,996, a statement of changes in equity showing an increase in equity of PLN 264,705,202 and notes to the financial statements.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.1 of the Commercial Companies Code requires that the Ordinary General Meeting shall consider and approve the financial statements for the previous financial year. A draft resolution has therefore been prepared regarding the approval of the Company's financial statements for 2006.

**Resolution no 8
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the approval of consolidated financial statements
of Multimedia Polska Group for 2006**

Acting in accordance with Art. 395.5.1 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Group's consolidated financial statements for 2006, the Ordinary General Meeting hereby approves the consolidated financial statements of Multimedia Polska Group for the year 2006, comprising a balance sheet showing a balance sheet total of PLN 1,108,059,725, an income statement showing a net profit of PLN 98,605,566, a cash flow statement showing an increase in net cash of PLN 335,009,985, a statement of changes in equity showing an increase in equity of PLN 319,022,814 and notes to the financial statements.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.5.1 of the Commercial Companies Code provides that the Ordinary General Meeting may also consider and approve the consolidated financial statements of the company's capital group for the previous financial year. A draft resolution has therefore been prepared regarding the approval of the consolidated financial statements of Multimedia Polska Group for 2006.

**Resolution no 9
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the distribution of profits generated by the Company in 2006**

Acting in accordance with Art. 395.2.2 of the Commercial Companies Code and Art. 13(b) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Management Board report on the Company's operations in 2006, the 2006 financial statements, the independent auditor's opinion issued with respect to those documents and the Supervisory Board report, and having analysed the Management Board's motion regarding the distribution of profit, the Ordinary General Meeting resolves to allocate the 2006 net profit of PLN 44,262,722 (forty four million two hundred and sixty two thousand seven hundred twenty two zloty) to supplementary capital.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.2 of the Commercial Companies Code requires that the Ordinary General Meeting take a decision regarding the distribution of the Company's profit for the previous financial year. The wording of the proposed resolution in that respect has been provided above.

**Resolution no 10
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the approval of the Supervisory Board's report on supervisory activities
for the period from 1 January 2006 to 31 December 2006**

Acting in accordance with Art. 395.5.1 of the Commercial Companies Code and Art. 13(k) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Supervisory Board's report on supervisory activities for the period from 1 January 2006 to 31 December 2006, the Ordinary General Meeting approves the Supervisory Board's report on supervisory activities performed in 2006 attached hereto.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

As provided for in Art. 382.3 of the Commercial Companies Code, the supervisory board's primary responsibilities involve evaluating financial statements referred to in Art. 395.2.1 of the CCC in respect of their conformity with the books, documents and facts, as well as motions put forward by the management board with respect to the distribution of profit or coverage of losses, and also presenting to the general meeting an annual report on the results of such evaluation. The wording of the proposed resolution in that respect has been provided above in compliance with Art. 395.5.1.

**Resolution no 11
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Ygal Ozechov for the discharge of his duties as Chairman of the Company's Supervisory Board in the period from 1 January 2006 to 16 August 2006 and Co-Chairman of the Company's Supervisory Board in the period from 16 August 2006 to 31 December 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 12
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Tomek Ulatowski for the discharge of his duties as Vice-Chairman of the Company's Supervisory Board in the period from 1 January 2006 to 16 August 2006 and Co-Chairman of the Company's Supervisory Board in the period from 16 August 2006 to 31 December 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 13
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Machiel Papousek for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2006 to 22 May 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 14
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Vikram Pant for the discharge of his duties as Member of the Company's Supervisory Board in the period from 22 May 2006 to 31 December 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 15
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Zbigniew Piotrowski for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2006 to 30 May 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 16
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Konrad Jaskóła for the discharge of his duties as Member of the Company's Supervisory Board in the period from 29 June 2006 to 31 December 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 17
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Anthony Doran for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2006 to 28 July 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.

**Resolution no 18
of the Ordinary General Meeting
of Multimedia Polska S.A. of 27 June 2007
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 13(a) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Gabriel Wujek for the discharge of his duties as Member of the Company's Supervisory Board in the period from 28 July 2006 to 31 December 2006.

§ 2

The resolution takes effect upon adoption.

Substantiation

in accordance with the requirements of the "Best Practices in Public Companies 2005"

Art. 395.2.3 of the Commercial Companies Code requires that the Ordinary General Meeting shall resolve whether or not to grant a vote of acceptance to members of the company's governing bodies. The Company's Management Board has prepared a draft wording of such resolution provided above. In accordance with Art. 420.2 of the Commercial Companies Code (voting on personal matters), the resolution shall be voted by secret ballot.