

Resolutions adopted by EGM of Multimedia Polska S.A.

Current report no 9/2007 dated 5 February 2007

The Management Board of Multimedia Polska S.A. publishes the wording of resolutions adopted by the Extraordinary General Meeting of the Company on 5 February 2007.

The resolutions are attached to this current report.

The Extraordinary General Meeting did not omit any items on the agenda.

There were no objections to the minutes.

Legal basis:

Regulation of the Minister of Finance on current and periodical information provided by issuers of securities §39.1.5.

**Wording of resolutions adopted by the Extraordinary General Meeting on 5 February 2007.
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**Resolution no 1
of the Extraordinary General Meeting
of Multimedia Polska S.A.
regarding the election of Chairman of the Extraordinary General Meeting**

Acting in accordance with Art. 409 § 1 of the Commercial Companies Code and § 21.1 of the Company's Statutes, the Extraordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Extraordinary General Meeting of Multimedia Polska S.A. resolves to elect Mr Marcin Czapski as Chairman of the Meeting.

§ 2

The resolution takes effect upon adoption.

**Resolution no 2
of the Extraordinary General Meeting
of Multimedia Polska S.A.
regarding the election of the Ballot Counting Committee**

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

§ 1

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

1. Sylwia Szymańska,
2. Grzegorz Jakubczyk,
3. Katarzyna Iwanejko - Taczkowska.

§ 2

The resolution takes effect upon adoption.

**Resolution no 3
of the Extraordinary General Meeting
of Multimedia Polska S.A.
regarding the agenda**

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

§ 1

The Extraordinary General Meeting of Multimedia Polska S.A. resolves to adopt the following agenda published in *Monitor Sądowy i Gospodarczy* no 8 dated 11 January 2007 under item 416:

- I. Opening of the Meeting.
- II. Election of Chairman of the Extraordinary General Shareholders Meeting.
- III. Drawing up the list of attendees.
- IV. Confirmation that the Extraordinary General Shareholders Meeting has been properly convened and is able to pass resolutions.
- V. Election of the ballot counting committee.
- VI. Accepting the agenda.

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- VII. Adoption of a resolution concerning the appointment of Mr David C. Seidman as member of the Supervisory Board of Multimedia Polska S.A.
- VIII. Adoption of a resolution concerning amendments to the Statutes of Multimedia Polska S.A.
- IX. Adoption of a resolution concerning approval of a consolidated text of the Statutes of Multimedia Polska S.A.
- X. Any other business.
- XI. Closing of the Meeting.

§ 2

The resolution takes effect upon adoption.

**Resolution no 4
of the Extraordinary General Meeting
of Multimedia Polska S.A.
regarding appointment of Supervisory Board member**

The Extraordinary General Meeting acting in accordance with Art. 385 § 1 of the Commercial Companies Code and § 23.2 of the Company's Statutes in a secret ballot resolves as follows:

§ 1

To appoint Mr David C. Seidman as member of the Supervisory Board of Multimedia Polska S.A.

§ 2

The resolution takes effect upon adoption.

**Resolution no 5
of the Extraordinary General Meeting
of Multimedia Polska S.A.
regarding amendments to the Company's Statutes**

The Extraordinary General Meeting acting in accordance with Art. 415 § 1 of the Commercial Companies Code and § 15 (i) of the Company's Statutes resolves to amend the Company's Statutes as follows:

§ 1

1. The current wording of § 6:

"1. The Company's share capital shall amount to PLN 157,700,000 (one hundred and fifty seven million, seven hundred thousand zloty) and shall be divided into 157,700,000 (one hundred and fifty seven million, seven hundred thousand) shares with the nominal value of PLN 1.00 (one) each, including:

- (a) 63,590,876 series A bearer shares numbered from 000 000 001 to 063 590 876
- (b) 8,245,623 series C bearer shares numbered from 000 000 001 to 008 245 623
- (c) 32,205,874 series D bearer shares numbered from 000 000 001 to 032 205 874
- (d) 32,869,899 series E bearer shares numbered from 000 000 001 to 032 869 899
- (e) 20,787,728 series F bearer shares numbered from 000 000 001 to 020 787 728

2. The shares enumerated in point one letters (a)-(c) above were subscribed for as a result of transformation of a limited liability company into a joint-stock company, as described in §4 of the Statutes.

3. The series C registered shares are preference shares as regards the division of the Company's assets in the case of its liquidation in the manner specified in § 8.1, and they are subject to automatic redemption (in the understanding of Article 359 § 6 of the Commercial Companies Code) in

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the case of occurrence of one of the events referred to in § 10.3, provided that the provisions of these Statutes on the preference character of series C registered shares as regards the division of assets as well as their automatic redemption shall cease to exist as of the moment of exchange of series C registered shares into bearer shares.”

shall be replaced as follows:

“1. The Company’s share capital shall amount to PLN 157,700,000 (one hundred and fifty seven million, seven hundred thousand zloty) and shall be divided into 157,700,000 (one hundred and fifty seven million, seven hundred thousand) shares with the nominal value of PLN 1.00 (one) each, including:

- (a) 63,590,876 series A bearer shares numbered from 000 000 001 to 063 590 876
- (b) 8,245,623 series C bearer shares numbered from 000 000 001 to 008 245 623
- (c) 32,205,874 series D bearer shares numbered from 000 000 001 to 032 205 874
- (d) 32,869,899 series E bearer shares numbered from 000 000 001 to 032 869 899
- (e) 20,787,728 series F bearer shares numbered from 000 000 001 to 020 787 728

2. The shares enumerated in point one letters (a)-(b) above were subscribed for as a result of transformation of a limited liability company into a joint-stock company, as described in §4 of the Statutes.”

2. The current wording of § 8:

„1. Series C registered shares are preference shares as regards division of the Company's assets in such manner that in the case of liquidation of the Company resulting from dissolution of the Company for any reason whatsoever, including declaration of its bankruptcy, each holder of such shares shall have the right of priority to the interest in the assets before other shareholders up to the amount allocated to one share being the PLN equivalent of the sum of USD 1.9289 (one US Dollar and nine thousand two hundred and eighty nine thousandths) calculated according to the mid USD/PLN exchange rate announced by the National Bank of Poland on the last business day prior to the date of adoption of a resolution on the division of assets by the General Meeting of Shareholders, provided that in the case of a previous payment of dividend to the holders of series C registered shares, all amounts of the dividend paid shall reduce the amount the holders of series C registered shares are authorized to in the case of liquidation of the Company. In order to establish the USD equivalent of the amounts of the dividend paid, each time the average rate of exchange shall apply, as announced by the National Bank of Poland on the last business day prior to the dividend payment date.

2. The division of the Company's assets remaining after the payment of amounts due to the holders of series C registered shares shall take place in proportion to all other shares of the Company, excluding series C registered shares and all series A shares owned by the holders of series C registered shares, provided that in the case the amount of the remaining assets allocated to one share other than series C registered share (excluding all series A shares owned by the holders of series C registered shares) is higher than the amount allocated to one series C registered share pursuant to the provisions of item 1 above, then the holders of series C registered shares shall participate equally with the holders of the remaining shares (excluding all series A shares owned by the holders of series C registered shares) in the division of such excessive amount of assets above the amount resulting from item 1, which was allocated to all shares of the Company.”

shall be deleted.

3. The current wording of § 9:

„1. The transfer of registered shares shall require the prior written consent of the Company.

2. A shareholder holding registered shares, who intends to transfer part or all of the registered shares held by him (the “Transferring Shareholder”) to any other person, on the basis of any act in law whatsoever, shall be obliged to file with the Company a written request for its consent (the “Request”),

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indicating in the Request a potential purchaser of shares, the number of shares subject to transfer (the "Transferred Shares"), the price (or the value of the Transferred Shares as agreed upon with the potential purchaser in the case of transactions other than sales) and terms of payment of the price (mutual performances) in connection with the transfer of the Transferred Shares.

If the consent for transfer of the Transferred Shares is refused, the Management Board of the Company shall be obliged to nominate a purchaser of the Transferred Shares within 60 days of the date of receipt of the Request. The Management Board shall nominate, in the first place, Tri-media Holdings Limited as the purchaser of the Transferred Shares. If Tri-media Holdings Limited does not give its consent within 7 (seven) days of the receipt of the notification from the Company indicating Tri-media Holdings Limited as the purchaser of the Transferred Shares, the Company shall indicate ABN AMRO Ventures BV.

The purchase price of the Transferred Shares shall be equal to the (value) of the Transferred Shares agreed between the Transferring Shareholder and the potential purchaser as stated in the Request. The Transferring Shareholder and the person indicated by the Company as the purchaser of the Transferred Shares shall be obliged to enter into an agreement on the sale of the Transferred Shares, within 30 (thirty) days of the date on which the indication of the purchaser is made. The transfer of title to the Transferred Shares should be made on the date of the execution of the agreement on the sale of the Transferred Shares following the payment of the price by the purchaser to the Transferring Shareholder in lump sum. If the sales of the Transferred Shares depend on the receipt of any consent or approval from governmental administrative authorities (including European Union authorities) or self-governmental authorities, the above term shall be extended by the time necessary to obtain such consents or approvals. In the case of the sales agreement for the Transferred Shares not being entered into or carried out during the above described thirty day term for the reasons on the part of the purchaser indicated by the Company, or if the Company has not indicated the purchaser within 60 days of the receipt of the Request, the Transferring Shareholder shall have the right to transfer the Transferred Shares to the purchaser indicated in the Request under the terms and conditions which shall not be more favorable for such purchaser than those indicated in the Request.

3. The transfer of the registered shares in breach of the provisions of items 1-2 of this paragraph shall be ineffective towards the Company and the purchaser of such shares shall not have the right to exercise any rights attached to the registered shares of the given series.

4. The provisions of items 1-2 shall not apply if series C registered shares are transferred to the entities towards which ABN AMRO Bank N.V. is the dominant entity, provided, however, that the purchaser cannot conduct, directly or indirectly, any activities competitive to the Company in or outside of Poland."

shall be deleted.

4. The current wording of § 10:

„1. Shares may be redeemed with the consent of the shareholder by their acquisition by the Company (voluntary redemption), and series B shares and series C registered shares shall be automatically redeemed upon the realization of one of the events referred to, respectively, in items 2 and 3 of this paragraph, pursuant to the provisions of these Statutes and the Commercial Companies Code.

2. The series B registered share shall be automatically redeemed upon the realization of one of the below events:

- (i) in the first public offering of the Company's shares, the shares constituting at least 6.22% of the total number of the shares of the Company shall be sold; or
- (ii) ABN AMRO Ventures B.V. or entities to which ABN AMRO Ventures B.V. transferred shares pursuant to the provisions of § 9.4, shall cease to be the owners of any shares in the Company, except for the series B registered share, and in the event of automatic redemption of series C registered shares ABN AMRO Ventures shall receive full redemption consideration as provided for in section 4 of this paragraph

whichever is earlier.

The remuneration for automatic redemption of the series B registered share shall be fixed in the amount allocated to one share of the value of net assets showed in the financial statements for the

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last financial year of the Company, reduced by the amount allocated for division among shareholders.

3. Series C registered shares shall be automatically redeemed upon the realization of one of the below events:

- (i) UNP Holdings B.V. or an entity directly or indirectly dominant towards UNP Holdings B.V. or an entity affiliated therewith (within the meaning of art. 4 § 1 items 4 and 5 of the Commercial Companies Code) which may become the owner of the shares of the Company sells or otherwise transfers to a third party (not affiliated with UNP Holdings B.V.) ownership or economic right flowing from ownership of all or part of the shares of the Company irrespective of the manner of the transfer of such benefits, including, but not limited to, through establishment of usufruct right over the shares and utilizing the institution of trust.
- (ii) there is such change in the capital structure of the Company (including change of control over shareholders of the Company as a result of which a new person becomes the dominant entity within the meaning of article 4 § 1 of the Commercial Companies Code over a shareholder of the Company) that the shareholders who subscribed for the shares of the Company as a result of the transformation referred to in § 4 of the Statutes, together with the entities directly or indirectly dominant and the entities affiliated thereto, shall hold shares constituting less than 76% of the total number of the issued shares of the Company or shall have the right to exercise less than 76% of the total number of votes at the general meeting of shareholders of the Company,
- (iii) the Company shall participate in merger or takeover with another company, as a result of which the Company shall lose its legal existence,
- (iv) the whole or substantial part (i.e. assets constituting at least 25% of the net balance sheet value of the Company) of the assets of the Company shall be transferred, including through the split up of the Company,

whichever occurs earlier.

Each shareholder transferring ownership of shares of the Company or economic rights flowing from ownership of such shares, as provided for in item (i) of this section, or affected by a change of control referred to in item (ii) of this section, has an obligation to notify the Management Board of the Company of any such occurrence, and notification to that effect received from a shareholder shall be conclusive for the purposes of determination by the Management Board of the Company of the occurrence of an event resulting in the automatic redemption of series C registered shares as provided for, respectively, in item (i) or (ii) of this section. This obligation shall expire entirely on the day on which the shares constituting no less than 6.22% of the total number of shares of the Company are purchased in the public offering of the Company's shares.

4. The remuneration for the automatic redemption of series C register shares allocated to one such share shall be fixed in the amount being the PLN equivalent of the sum of USD 1.9289 (one US Dollar and nine thousand two hundred and eighty nine thousandths) calculated according to the mid exchange rate announced by the National Bank of Poland on the last business day prior to the date of payment of remuneration, provided that in the case of previous payment to the holders of series C registered shares, all amounts of the dividend paid shall reduce the amount of the remuneration for automatic redemption of series C registered shares, and also provided that in the case of liquidation of the Company the holder or holders of series C registered shares shall not be entitled to any amounts attributable to any series A shares that may be held by them. In order to establish the USD equivalent of the amounts of the dividend paid, each time the mid exchange rate shall apply, as announced by the National Bank of Poland on the last business day prior to the dividend payment date."

shall be deleted.

5. The current wording of § 16:

„1. During the period when ABN AMRO Ventures B.V. is the owner of the series B registered share, however in no case beyond the date on which the shares constituting no less than 6.22% of the total number of shares of the Company are purchased in the public offering of the Company's shares, the prior written consent of ABN AMRO Ventures B.V. shall be required to adopt resolutions of the General Meeting in the following matters:

- (a) amendments to the Statutes of the Company,
- (b) change of the object of the Company's business,

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- (c) increase of the share capital of the Company, if the right of pre-emption of shares of a given issue is excluded in relation to ABN AMRO Ventures B.V. or if as a result of coverage of new issue shares by in-kind contribution the financial debt of the Company were to exceed the amount of PLN 450,000,000 or the amount being the product of the co-efficient 3.5 (three and a half) and the EBITDA, whichever is higher. EBITDA shall be computed with respect to the financial year covered by the last financial statement executed, positively opined by a certified auditor and approved by the General Meeting of Shareholders. The Company's Management Board shall be obliged to ensure that EBITDA is calculated each time by a certified auditor in his report from the review of the financial statements for each financial year,
- (d) conducting issue of securities other than the shares, or redemption of shares, that could result (at the time of performance or in the future) in the reduction of the percentage share of ABN AMRO Ventures B.V. in the share capital of the Company, or the percentage of voting rights to which ABN AMRO Ventures B.V. is entitled or in the reduction of the shareholders' rights to which ABN AMRO Ventures B.V. is entitled,
- (e) winding up and liquidation of the Company,
- (f) sale of the enterprise of the Company or its substantial part (i.e. assets constituting at least 25% of the net balance sheet value of the assets of the Company).

2. The object of the Company's business may be changed without buyout of the shares. A resolution in this respect shall require for its validity the majority of 2/3 of votes cast, with the presence of shareholders representing at least one half of the share capital, and – for as long as ABN AMRO Ventures B.V. shall enjoy the personal rights deriving from in § 16.1 (a) of these Statutes – ABN AMRO Ventures B.V.'s consent granted in accordance with § 16.1 (a) of these Statutes.”

shall be replaced as follows

“The object of the Company's business may be changed without buyout of the shares. A resolution in this respect shall require for its validity the majority of 2/3 of votes cast, with the presence of shareholders representing at least one half of the share capital.”

6. The current wording of § 23:

„1. The Supervisory Board is composed of 5 (five) to 11 (eleven) members. The number of Supervisory Board members shall be determined by the General Meeting of Shareholders. At least half the members of the Supervisory Board – or two members in the event that one shareholder and its subsidiaries hold a block of over 50% of shares – should be independent members. An independent member is a candidate who on the date of the elections fulfils the following requirements:

- (a) holds not more than 5% of the Company's shares,
- (b) is not a person related to any of the Company's shareholders who is a natural person holding more than 5% of the Company's shares,
- (c) is not a member of a governing body or employee of a shareholder holding more than 10% of the Company shares,
- (d) is not a member of the governing or supervisory bodies or employee of the Company's associated undertaking, within the meaning of accountancy regulations,
- (e) is not a partner or employee of the Company's auditor,
- (f) is not a person related to a member of the Company's Management Board or the Company's employee holding a managerial position, or a member of the management board or employee holding a managerial position at the Company's subsidiary,
- (g) does not receive any remuneration from the Company or any of its subsidiaries other than the remuneration for membership of the Supervisory Board.

2. Members of the Supervisory Board shall be appointed and removed by the General Meeting of Shareholders, provided that until the realization of one of the events referred to in § 10.3, however in no case beyond the date on which the shares constituting no less than 6.22% of the total number of shares of the Company are purchased in the public offering of the Company's shares, one member of the Supervisory Board shall be appointed and dismissed directly by ABN AMRO Ventures B.V., by

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way of a written statement submitted to the Company. If ABN AMRO Ventures B.V. shall not exercise its right to appoint one member of the Supervisory Board within 45 days of the commencement of the new term of office or of the expiry, for any reason whatsoever, of the mandate of the member of the Supervisory Board appointed by ABN AMRO Ventures B.V., the General Meeting of Shareholders shall appoint a member of the Supervisory Board to fill the vacancy in the Supervisory Board.

3. The Supervisory Board shall appoint from among its members the Chairman and Deputy Chairman of the Supervisory Board.

4. The Company shall cover all reasonable expenses incurred by members of the Supervisory Board in connection with their participation in the Supervisory Board meetings and performance of duties resulting from their membership on the Supervisory Board. The General Meeting of Shareholders may adopt a resolution on the granting of remuneration to the Supervisory Board members for the performance of their duties.”

shall be replaced as follows:

„1. The Supervisory Board is composed of 5 (five) to 11 (eleven) members. The number of Supervisory Board members shall be determined by the General Meeting of Shareholders. At least half the members of the Supervisory Board – or two members in the event that one shareholder and its subsidiaries hold a block of over 50% of shares – should be independent members. An independent member is a candidate who on the date of the elections fulfils the following requirements:

- (a) holds not more than 5% of the Company's shares,
- (b) is not a person related to any of the Company's shareholders who is a natural person holding more than 5% of the Company's shares,
- (c) is not a member of a governing body or employee of a shareholder holding more than 10% of the Company shares,
- (d) is not a member of the governing or supervisory bodies or employee of the Company's associated undertaking, within the meaning of accountancy regulations,
- (e) is not a partner or employee of the Company's auditor,
- (f) is not a person related to a member of the Company's Management Board or the Company's employee holding a managerial position, or a member of the management board or employee holding a managerial position at the Company's subsidiary,
- (g) does not receive any remuneration from the Company or any of its subsidiaries other than the remuneration for membership of the Supervisory Board.

2. Members of the Supervisory Board shall be appointed and removed by the General Meeting of Shareholders.

3. The Supervisory Board shall appoint from among its members the Chairman and Deputy Chairman of the Supervisory Board.

4. The Company shall cover all reasonable expenses incurred by members of the Supervisory Board in connection with their participation in the Supervisory Board meetings and performance of duties resulting from their membership on the Supervisory Board. The General Meeting of Shareholders may adopt a resolution on the granting of remuneration to the Supervisory Board members for the performance of their duties.”

7. The current wording of § 24:

„1. The Supervisory Board members shall be appointed for a joint three-year term of office.

2. In the event of removal of a Supervisory Board member prior to the expiry of the term of office, his resignation, or occurrence of any other event causing expiry of the mandate of the given member of the Supervisory Board during the term of office, the Management Board shall convene within one month the General Meeting of Shareholders in order to appoint a new member of the Supervisory Board, whose term of office shall expire at the end of the term of office of the remaining members of the Supervisory Board. The provisions of § 23.2 shall apply respectively, if the member of the Supervisory Board whose mandate expired during the term of office is the member appointed by ABN AMRO Ventures B.V. and ABN AMRO Ventures B.V. fails to appoint the successor within a 45 day period.

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3. It is permitted to appoint the same person as a member of the Supervisory Board for consecutive terms of office.”

shall be replaced as follows:

“1. The Supervisory Board members shall be appointed for a joint three-year term of office.

2. In the event of removal of a Supervisory Board member prior to the expiry of the term of office, his resignation, or occurrence of any other event causing expiry of the mandate of the given member of the Supervisory Board during the term of office, the Management Board shall convene within one month the General Meeting of Shareholders in order to appoint a new member of the Supervisory Board, whose term of office shall expire at the end of the term of office of the remaining members of the Supervisory Board.

3. It is permitted to appoint the same person as a member of the Supervisory Board for consecutive terms of office.”

8. The current wording of § 26:

„1. The resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast in the presence of at least half of the members of the Supervisory Board, where all the members of the Supervisory Board have been invited to the session in accordance with the provisions of § 27 of these Statutes. In the event of a tie in voting, the Chairman of the Supervisory Board shall have the casting vote.

2. Without prejudice to the provisions of item 1 above, and as long as ABN AMRO Ventures B.V. is entitled to appoint one member of the Supervisory Board according to the procedure specified in § 23.2 of these Statutes, however in no case beyond the date on which the shares constituting no less than 6.22% of the total number of shares of the Company are purchased in the public offering of the Company's shares, the adoption of a resolution on the matters enumerated below shall require voting for the adoption of such resolution by a member of the Supervisory Board appointed by ABN AMRO Ventures B.V.:

- (a) appointment or change of an export auditor to audit the Company's financial statements, if the export auditor appointed to audit the Company's financial statements is not one of the following renown international auditors (Delloite& Touche, Ernst & Young, KPMG or Pricewaterhousecoopers),
- (b) change of accounting rules applied by the Company,
- (c) contracting by the Company of financial obligations exceeding the amount of PLN 450,000,000 or the product of the co-efficient 3.5 and the amount of EBITDA, whichever is higher,
- (d) conclusion by the Company with its employees, executives, direct or indirect shareholders, and their family members, as well as with entities dominant in relation to shareholders or related to shareholders, of substantial agreements, where the unit value of performance exceeds the equivalent of the amount of EUR 250,000 (two hundred fifty thousand) according to the Rate of Exchange or where the total value of performance on an annual basis exceeds the equivalent of EUR 1,000,000 (one million) according to the Rate of Exchange.”

shall be replaced as follows:

„The resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast in the presence of at least half of the members of the Supervisory Board, where all members of the Supervisory Board have been invited to the meeting in accordance with the provisions of §25 of these Statutes. In the event of a tie in voting, the Chairman of the Supervisory Board shall have the casting vote.”

§ 2

The resolution takes effect on the date on which the amendments to the Statutes are registered with the National Court Register.

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**Resolution no 6
of the Extraordinary General Meeting
of Multimedia Polska S.A.
regarding approval of consolidated text of the Company's Statutes**

§ 1

Following the amendments introduced to the Company's Statutes by resolution no 5 on 5 February 2007, the Extraordinary General Meeting of Multimedia Polska S.A. hereby approves the consolidated text of the Company's Statutes as attached hereto.

§ 2

The resolution takes effect on the date on which the amendments to the Statutes are registered with the National Court Register.

**STATUTES of "Multimedia Polska" Spółka Akcyjna
(a joint-stock company) with registered office in Gdynia**

Consolidated text approved by EGM on 5 February 2007

GENERAL PROVISIONS

§1

The Company's business name shall be "Multimedia Polska" Spółka Akcyjna (a joint-stock company). The Company may use the abbreviated form of such name: "Multimedia Polska" S.A.

§2

The Company's registered office shall be situated in Gdynia.

§3

1. The Company may conduct its activities in Poland and abroad.
2. The Company may establish branches, plants, affiliated offices, representative offices and other organizational units, and may also participate in partnerships, corporations and other organizational units in Poland and abroad.

§4

The Company was created as a result of transformation of the company under the business name of "Multimedia Polska" spółka z ograniczoną odpowiedzialnością (a limited liability company), with its registered office in Gdynia, entered into the register of entrepreneurs kept by the District Court of Gdańsk, XVI Division of the National Court Register, under No. 0000004824, with the share capital paid up in full before its registration.

OBJECT OF THE COMPANY'S BUSINESS

§5

The object of the Company's business, in accordance with the Polish Classification of Business Activities (PKD), shall include:

- 1) publishing, printing and reproduction of recorded media (PKD 22);
- 2) manufacture of other non-metallic mineral (PKD 26);
- 3) manufacture of office machinery and computers (PKD 30);
- 4) manufacture of radio, television and communication equipment and apparatus (PKD 32);
- 5) construction (PKD 45);
- 6) wholesale trade and commission trade, except of motor vehicles and motorcycles (PKD 51);
- 7) retail trade, except of motor vehicles and motorcycles; repair of personal and household goods (PKD 52);
- 8) hotels and restaurants (PKD 55);
- 9) other land transport (PKD 60.2);
- 10) supporting and auxiliary transport activities; activities of travel agencies (PKD 63);
- 11) telecommunications (PKD 64.20);
- 12) other financial intermediation (PKD 65.2);
- 13) real estate activities (PKD 70);
- 14) renting of machinery and equipment without operator and of personal and household goods (PKD 71);
- 15) computer and related activities (PKD 72);

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- 16) other business activities, excluding legal activities (PKD 74);
- 17) recreational, cultural and sporting activities (PKD 92).

CAPITAL OF THE COMPANY

§6

1. The Company's share capital shall amount to PLN 157,700,000 (one hundred and fifty seven million, seven hundred thousand zloty) and shall be divided into 157,700,000 (one hundred and fifty seven million, seven hundred thousand) shares with the nominal value of PLN 1.00 (one) each, including:
 - (a) 63,590,876 series A bearer shares numbered from 000 000 001 to 063 590 876
 - (b) 8,245,623 series C bearer shares numbered from 000 000 001 to 008 245 623
 - (c) 32,205,874 series D bearer shares numbered from 000 000 001 to 032 205 874
 - (d) 32,869,899 series E bearer shares numbered from 000 000 001 to 032 869 899
 - (e) 20,787,728 series F bearer shares numbered from 000 000 001 to 020 787 728
2. The shares enumerated in point one letters (a)-(b) above were subscribed for as a result of transformation of a limited liability company into a joint-stock company, as described in §4 of the Statutes.

§7

1. The Company shares may be registered shares or bearer shares.
2. Upon a shareholder's request, registered shares may be at any time converted into bearer shares. Registered shares converted into bearer shares may not be re-converted into registered shares.
3. Bearer shares may not be converted into registered shares.

§8

Shares may be redeemed with the consent of the shareholder through their acquisition by the Company (voluntary redemption) in compliance with the provisions the Commercial Companies Code.

§9

The share capital may be increased by issue of new shares or increase of the nominal value of the existing shares.

§10

The Company may issue debt securities, including convertible bonds and bonds with pre-emptive rights.

GOVERNING BODIES

§11

The Company's governing bodies shall be:
the General Meeting of Shareholders,
the Supervisory Board, and
the Management Board.

GENERAL MEETING OF SHAREHOLDERS

§12

1. The General Meeting of Shareholders may be ordinary or extraordinary.
2. The General Meeting of Shareholders shall be convened by the Management Board of the Company.

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3. The Ordinary General Meeting of Shareholders should be convened within six months of the end of each financial year of the Company. The Extraordinary General Meeting of Shareholders shall be convened by the Management Board of the Company at its own initiative or upon a written request of the Supervisory Board or shareholders representing at least one-tenth of the share capital. The convocation of the Extraordinary Meeting of Shareholders upon the request of the Supervisory Board or shareholders representing at least one-tenth of the share capital should take place within two weeks from the date of filing of the request.

§13

The powers and duties of the General Meeting of Shareholders shall include, in particular:

- (a) consideration and approval of the Management Boards' report on the Company's activities and of the financial statements for the previous financial year,
- (b) adoption of a resolution on the distribution of profits or coverage of losses,
- (c) approval of performance of duties by the members of the Company's governing bodies,
- (d) decisions regarding claims for redressing damages caused at the moment of establishment of the Company or performance of management or supervision,
- (e) sale and lease of the enterprise or any substantial part thereof and establishment of limited rights in property thereon,
- (f) issue of bonds, including convertible bonds or bonds with pre-emptive rights,
- (g) acquisition of treasury shares in the case specified in Article 362 § 1.2 of the Commercial Companies Code,
- (h) determination of the dividend record date and the dividend payment date,
- (i) amendments to the Statutes of the Company, including increase or decrease of the share capital,
- (j) winding up and liquidation of the Company,
- (k) other matters stipulated by the Commercial Companies Code, other laws or these Statutes, excluding acquisition and sale of real property or an interest in real property, which do not require a resolution of the General Meeting.

§14

The object of the Company's business may be changed without buyout of the shares. A resolution in this respect shall require for its validity the majority of 2/3 of votes cast, with the presence of shareholders representing at least one half of the share capital.

§15

Any matters presented for discussion at the General Meeting of Shareholders shall be submitted by the Management Board to the Supervisory Board for opinion.

§16

The General Meetings shall be held at the Company's registered office or in Warsaw.

§17

The General Meeting shall be valid irrespective of the number of shares represented unless the provisions of the Commercial Companies Code or these Statutes provide otherwise.

§18

Resolutions of the General Meeting of Shareholders shall be passed by a simple majority of votes cast unless the provisions of the Commercial Companies Code or these Statutes provide otherwise.

§19

1. The General Meeting shall be opened by the Chairman of the Supervisory Board, his deputy or, if neither of them is present, the President of the Management Board or a person designated by the Management Board, then the Chairman shall be elected from among those entitled to participate in the General Meeting.
2. Detailed rules of procedure of the meetings shall be specified in the bylaws adopted by the General Meeting.

§20

Resolutions may be adopted despite the General Meeting not having been formally convened if the entire share capital is represented and no objections are raised by those present to the holding of the General Meeting or the inclusion of particular matters on the agenda.

SUPERVISORY BOARD

§21

1. The Supervisory Board is composed of 5 (five) to 11 (eleven) members. The number of Supervisory Board members shall be determined by the General Meeting of Shareholders. At least half the members of the Supervisory Board – or two members in the event that one shareholder and its subsidiaries hold a block of over 50% of shares – should be independent members. An independent member is a candidate who on the date of the elections fulfils the following requirements:
 - (a) holds not more than 5% of the Company's shares,
 - (b) is not a person related to any of the Company's shareholders who is a natural person holding more than 5% of the Company's shares,
 - (c) is not a member of a governing body or employee of a shareholder holding more than 10% of the Company shares,
 - (d) is not a member of the governing or supervisory bodies or employee of the Company's associated undertaking, within the meaning of accountancy regulations,
 - (e) is not a partner or employee of the Company's auditor,
 - (f) is not a person related to a member of the Company's Management Board or the Company's employee holding a managerial position, or a member of the management board or employee holding a managerial position at the Company's subsidiary,
 - (g) does not receive any remuneration from the Company or any of its subsidiaries other than the remuneration for membership of the Supervisory Board.
2. Members of the Supervisory Board shall be appointed and removed by the General Meeting of Shareholders.
3. The Supervisory Board shall appoint from among its members the Chairman and Deputy Chairman of the Supervisory Board.
4. The Company shall cover all reasonable expenses incurred by members of the Supervisory Board in connection with their participation in the Supervisory Board meetings and performance of duties resulting from their membership on the Supervisory Board. The General Meeting of Shareholders may adopt a resolution on the granting of remuneration to the Supervisory Board members for the performance of their duties.

§22

1. The Supervisory Board members shall be appointed for a joint three-year term of office.
2. In the event of removal of a Supervisory Board member prior to the expiry of the term of office, his resignation, or occurrence of any other event causing expiry of the mandate of the given member of the Supervisory Board during the term of office, the Management Board shall convene within one month the General Meeting of Shareholders in order to appoint a new

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member of the Supervisory Board, whose term of office shall expire at the end of the term of office of the remaining members of the Supervisory Board.

3. It is permitted to appoint the same person as a member of the Supervisory Board for consecutive terms of office.

§23

1. The Supervisory Board shall exercise permanent supervision over the activities of the Company.
2. Resolutions of the Supervisory Board shall be required with regard to all matters reserved for the powers of the Supervisory Board in accordance with the provisions of the Commercial Companies Code, and with regard to the matters stipulated in these Statutes, and the following matters in particular:
 - (a) appointing and removing members of the Management Board,
 - (b) determining the remuneration of Members of the Management Board,
 - (c) representing the Company in agreements and disputes with Members of the Management Board,
 - (d) suspending for important reasons of particular or all members of the Management Board and delegating members of the Supervisory Board to temporarily perform the duties of the Management Board Members,
 - (e) presenting the General Meeting with a written report prepared by the Supervisory Board regarding the audit of the Company's balance sheet and income statement, the Management Board's Report and motions of the Management Board regarding distribution of profit or coverage of losses,
 - (f) approving annual business plans of the Company and budget reports as well as amendments thereto,
 - (g) appointing an auditor to audit the Company's financial statements,
 - (h) approving any changes to the accounting standards applied by the Company,
 - (i) granting consent to the Management Board to take action in the following matters:
 - (i) acquisition, in one or several related transactions, of an enterprise or an organized part thereof, or assets of another enterprise if the value of such assets exceeds the equivalent of EUR 500,000 (five hundred thousand) according to the mid exchange rate published by the National Bank of Poland as applicable on the date of the agreement (the "**Rate of Exchange**"),
 - (ii) acquisition or sale of real property (including the right of perpetual usufruct) or an interest in such real property,
 - (iii) sale, lease, grant for use by another person, or encumbering with rights in property or obligations of the Company's assets with the unit net book value exceeding the equivalent of EUR 500,000 (five hundred thousand) according to the Rate of Exchange, except for any agreements or actions specifically provided for in the annual business plan and the budget approved by the Supervisory Board,
 - (iv) subscription for or acquisition of shares in another company or disposal of shares owned by the Company, except for any agreements or actions specifically provided for in the annual business plan and the budget approved by the Supervisory Board,
 - (v) taking out a loan or credit or assuming any other financial obligation whose unit value exceeds EUR 500,000 (five hundred thousand) according to the Rate of Exchange or whose total value in the financial year exceeds the equivalent of EUR 1,000,000 (one million), except for any financial obligations specifically provided for in the annual business plan and the budget approved by the

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Supervisory Board,

- (vi) entering into an agreement or conducting a unilateral act in law providing for the fulfilment by the Company of a pecuniary or non-pecuniary performance with the value exceeding EUR 250,000 (two hundred fifty thousand), or resulting in the Company assuming an obligation with the term of validity exceeding 2 (two) years, except for any agreements or actions specifically provided for in the annual business plan and the budget approved by the Supervisory Board.
3. The resolution of the Supervisory Board may not replace the resolution of the General Meeting of Shareholders if pursuant to these Statutes, in particular §13 and §14, and the provisions of the Commercial Companies Code, a given matter lies within the competence of the General Meeting of Shareholders. In such a case, the resolution of the Supervisory Board should precede the resolution of the General Meeting of Shareholders.
4. The Supervisory Board may appoint permanent and ad hoc committees from among its members. Audit and remuneration committees shall be permanent committees.

§24

The resolutions of the Supervisory Board shall be adopted by an absolute majority of votes cast in the presence of at least half of the members of the Supervisory Board, where all members of the Supervisory Board have been invited to the meeting in accordance with the provisions of §25 of these Statutes. In the event of a tie in voting, the Chairman of the Supervisory Board shall have the casting vote.

§25

1. The Supervisory Board meetings shall be convened by the Chairman of the Supervisory Board at his own initiative or upon a written request of the Management Board or a member of the Supervisory Board. The Supervisory Board meetings should be held at least once every quarter. The Supervisory Board meetings shall be chaired by the Chairman, and in his absence – by the Deputy Chairman.
2. Should the Chairman of the Supervisory Board fail to convene the Supervisory Board meeting within two weeks of receipt of a relevant request from the Management Board or a member of the Supervisory Board, the person who made the request may convene such meeting by himself/herself and designate the date, venue and the proposed agenda.
3. The Supervisory Board meetings shall be convened by way of a written notice sent to particular members of the Supervisory Board at least fourteen days prior to the proposed meeting. The notice should specify the date of the meeting, time, venue and the agenda. To the extent practicable, motions of the Management Board addressed to the Supervisory Board and copies of documentation relevant to such motions should be attached to the notice. The meeting may be held without formal convocation if all members of the Supervisory Board agree to hold such meeting and to include particular matters on its agenda.
4. To the extent permitted by the Commercial Companies Code, the Supervisory Board may pass resolutions by written ballot without holding a meeting if all members of the Supervisory Board express their consent to such voting.
5. The members of the Supervisory Board may participate in its meetings by phone or by using other telecommunication equipment enabling all its members participating in the meeting to hear and communicate with each other.
6. To the extent permitted by the Commercial Companies Code, the members of the Supervisory Board may participate in the adoption of resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. Casting of votes in writing may not concern matters included on the agenda during a meeting of the Supervisory Board.

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§26

Detailed procedures for the activities of the Supervisory Board shall be specified in the bylaws of the Supervisory Board adopted by the Supervisory Board.

MANAGEMENT BOARD

§27

1. The Management Board of the Company shall be composed of two to four members, including the President of the Management Board, appointed for a joint 2 (two)-year term of office.
2. The mandates of the members of the Management Board of a particular term of office shall expire on the date of holding the General Meeting of Shareholders convened in order to approve the financial statements for the last full financial year of membership on the Management Board.
3. It is permissible to re-appoint the same persons as members of the Management Board for further terms of office.

§28

1. The Management Board shall manage the Company's affairs and assets and shall represent the Company vis-à-vis third parties.
2. The President of the Management Board acting jointly with another member of the Management Board or with a holder of commercial proxy, or two members of the Management Board acting jointly shall be authorized to make declarations of intent and sign on behalf of the Company.
3. Without prejudice to the provisions of item 2, the Company may appoint proxies authorized to individually perform a particular act or acts of a particular type and to grant commercial proxy.

§29

1. The President of the Management Board shall manage the work of the Management Board and shall be the superior of all employees of the Company.
2. The Management Board meetings shall be convened by the President of the Management Board at his own initiative or upon a written request of a member of the Management Board. The Management Board meetings shall be chaired by the President of the Management Board, and in his absence by a member of the Management Board appointed by the President.
3. Detailed rules of procedure of the Management Board shall be specified in the bylaws of the Management Board prepared by the Management Board and approved by the Supervisory Board.

§30

1. Resolutions of the Management Board may be adopted if all members of the Management Board have been duly notified of the meeting of the Management Board and at least half of members of the Management Board are present at the meeting.
2. Resolutions of the Management Board shall be passed by a simple majority of votes cast. In the event of a voting tie, the President of the Management Board shall have the casting vote.
3. Resolutions of the Management Board may be passed in written ballot without holding a meeting if all members of the Management Board express their consent to such voting.
4. The members of the Management Board may participate in its meetings by phone or by using other telecommunication equipment enabling all its members participating in the meeting to hear and communicate with each other.

FINANCES AND ACCOUNTING

§31

The Company's equity shall be composed of:

- (a) the share capital,
- (b) the reserve capital,
- (c) other reserves and other earmarked capitals created on the basis of resolutions of the General Meeting of Shareholders specifying the sources of financing and use of such capitals.

§34

The financial year of the Company shall be the calendar year.

LIQUIDATION

§35

1. The Company may be dissolved or liquidated in circumstances stipulated by law or on the basis of a resolution of the General Meeting of Shareholders.
2. The Management Board Members shall be appointed as the Company's liquidators unless the General Meeting of Shareholders resolves otherwise.