

Underwriting Agreement

Current report no 6/2006 dated 3.11.2006

Pursuant to Art. 56.1 of the Act of 29 July 2005 on public offering and the terms for introduction of financial instruments to organised trading and on public companies (Journal of Laws no 184, item 1539), Multimedia Polska S.A. (the "**Company**") reports as follows as at 2 November 2006:

1. In connection with the Global Offering (as defined in the Company's Prospectus), the Company and ABN AMRO Ventures B.V., TRI Media Holdings Ltd, Andrzej Rogowski, Jan Owczarek and Stanisław Tyc (the "**Selling Shareholders**") concluded an underwriting agreement with Bank Austria Creditanstalt AG, UBS Limited and Centralny Dom Maklerski PEKAO S.A. acting as underwriters and CA IB Securities S.A. (the "**Underwriting Agreement**"). The Underwriting Agreement was concluded on the terms set forth in the Company's Prospectus. The Agreement related to 59,987,728 shares of the Company in total to be offered in an Institutional Offering (as defined in the Prospectus). The underwriters agreed to purchase shares as follows: (i) Bank Austria Creditanstalt AG – 26,222,031 shares, (ii) UBS Limited – 29,993,864 shares, and (iii) Centralny Dom Maklerski PEKAO S.A – 3,771,833 shares. As set forth in the Underwriting Agreement, the Company and the Selling Shareholders (excluding ABN AMRO Ventures B.V.) agreed not to sell or offer to sell the Company's shares or any other securities convertible into shares on the terms set forth in the Prospectus while the Company agreed not to issue any shares on the terms set forth in the Prospectus. Moreover, in connection with the Global Offering, shareholders other than the Selling Shareholders (i.e. Biscoden Trading and Investment Limited, Kalberri Limited, Emerita B.V. and UNP Holdings B.V.) agreed in their separate statements not to sell or offer to sell the Company's shares or other securities convertible into shares on the terms set forth in the Company's Prospectus.
2. In connection with the Underwriting Agreement, the Company and TRI Media Holdings Ltd concluded a stabilisation agreement with CA IB Securities S.A. whereby TRI Media Holdings Ltd granted an option to CA IB Securities S.A. to sell up to 6,698,773 shares of the Company on the terms set forth in the Company's Prospectus.