

**Draft resolutions of the Ordinary General Meeting of Multimedia Polska S.A. called for 30 June 2008**

Current report no 42/2008 dated 18 June 2008

The Management Board of Multimedia Polska S.A. (the "Company") hereby publishes draft resolutions with attachments thereto which will be debated by the Ordinary General Meeting of Multimedia Polska S.A. called for 30 June 2008.

At the same time, the Management Board of Multimedia Polska S.A. announces that the Company's non-compliance with rule No. II.1.4 of the Code of Best Practice for WSE Listed Companies through failure to observe the deadline for posting the information contained in this report on the Company's website was incidental, and the Company upholds its intention to comply with all rules stipulated in the document Code of Best Practice for WSE Listed Companies on a permanent basis.

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 30 June 2008  
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.

**Resolution no 2  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
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.

**Resolution no 3  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
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 110/2008 dated 6 June 2008.

- 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 2007 to 31 December 2007.
- VIII. Adopting a resolution granting a vote of acceptance to Management Board Members for the discharge of their duties in 2007.
- IX. Approving the standalone financial statements of Multimedia Polska S.A. for the period from 1 January 2007 to 31 December 2007.
- X. Approving the consolidated financial statements of Multimedia Polska Group for the period from 1 January 2007 to 31 December 2007.
- XI. Adopting a resolution concerning the distribution of profits generated by the Company in 2007.
- XII. Accepting the Supervisory Board's report on supervisory activities for the period from 1 January 2007 to 31 December 2007.
- XIII. Adopting a resolution granting a vote of acceptance to Supervisory Board Members for the discharge of their duties in 2007.
- XIV. Adopting a resolution concerning the appointment of Supervisory Board members for another term of office.
- XV. Adopting a resolution concerning the merger in accordance with Art. 492 § 1.1 in conjunction with Art. 516 §6 of the Commercial Companies Code of Multimedia Polska S.A. with its registered office in Gdynia as the acquirer with ZICOM Sp. z o.o. with its registered office in Tarnów as the acquiree by transferring all assets of ZICOM Sp. z o.o. with its registered office in Tarnów as the acquiree to Multimedia Polska S.A. with its registered office in Gdynia as the acquirer.
- XVI. Closing of the Ordinary General Meeting.

**§ 2**

The resolution takes effect upon adoption.

**Resolution no 4  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding the approval of the Management Board report on the Company's operations  
in the period from 1 January 2007 to 31 December 2007**

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 2007, the Ordinary General Meeting approves the Management Board report on the operations of Multimedia Polska S.A. in the period from 1 January 2007 to 31 December 2007.

**§ 2**

The resolution takes effect upon adoption.

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*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 2007.*

**Resolution no 5  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding the vote of acceptance for President of the Management Board of  
Multimedia Polska S.A. for the discharge of his duties in 2007**

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 2007 to 31 December 2007.

**§ 2**

The resolution takes effect upon adoption.

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*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
regarding the vote of acceptance for Vice President of the Management Board of  
Multimedia Polska S.A. for the discharge of his duties in 2007**

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 2007 to 18 December 2007.

**§ 2**

The resolution takes effect upon adoption.

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*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
regarding the approval of standalone financial statements  
of Multimedia Polska S.A. for 2007**

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 2007, the Ordinary General Meeting hereby approves the standalone financial statements of Multimedia Polska S.A. for the year 2007, comprising a balance sheet showing a balance sheet total of PLN 1,040,008,307.95, an income statement showing a net profit of PLN 35,202,628.92, a cash flow statement showing a decrease in net cash of PLN 170,729,231.92, a statement of changes in equity showing an increase in equity of PLN 31,149,024.87 and notes to the financial statements.

**§ 2**

The resolution takes effect upon adoption.

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*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 2007.*



**Resolution no 8  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding the approval of consolidated financial statements  
of Multimedia Polska Group for 2007**

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 2007, the Ordinary General Meeting hereby approves the consolidated financial statements of Multimedia Polska Group for the year 2007, comprising a balance sheet showing a balance sheet total of PLN 1,116,217,476.40, an income statement showing a net profit of PLN 72,365,274.64, a cash flow statement showing a decrease in net cash of PLN 161,190,701.47, a statement of changes in equity showing an increase in equity of PLN 68,409,999.93 and notes to the financial statements.

**§ 2**

The resolution takes effect upon adoption.

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*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 2007.*

**Resolution no 9  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding the distribution of profits generated by the Company in 2007**

Acting in accordance with Art. 395.2.2 of the Commercial Companies Code and having reviewed the Management Board report on the operations of Multimedia Polska S.A. in 2007, the 2007 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 as follows:

**§ 1**

The Ordinary General Meeting of Multimedia Polska S.A. resolves that the net profit of PLN 35,202,628.92 (thirty five million two hundred and two thousand six hundred and twenty eight zloty ninety two groszy) generated by the Company in the financial year ended 31 December 2007 should be allocated to:

- 1) pay dividends in the amount calculated within the following limit: between PLN 33,826,642.30 (thirty three million eight hundred twenty six thousand six hundred forty two zloty thirty groszy) and PLN 35,202,628.92 (thirty five million two hundred and two thousand six hundred and twenty eight zloty ninety two groszy) depending ultimately on the number of shares to be determined on the dividend payment day, provided that the dividend payable per one share shall amount to PLN 0.22 (twenty two groszy),
- 2) allocate to reserve capital the amount calculated within the following limit: between PLN 0 (zero zloty) and PLN 1,353,986.62 (one million three hundred fifty three thousand nine hundred eighty six zloty sixty two groszy) depending on the aggregate amount allocated to the dividend payment.

**§ 2**

1. The Ordinary General Meeting resolves that the record day that shall be used to determine the list of shareholders eligible to receive dividends for 2007 shall be 14 July 2008.
2. The Ordinary General Meeting resolves that the dividend payment date shall be 28 July 2008.

**§ 3**

The resolution takes effect upon adoption.

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*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
regarding the approval of the Supervisory Board's report on supervisory activities  
for the period from 1 January 2007 to 31 December 2007**

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 2007 to 31 December 2007, the Ordinary General Meeting approves the Supervisory Board's report on supervisory activities performed in 2007 attached hereto.

**§ 2**

The resolution takes effect upon adoption.

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*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
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(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. Ygal Ozechov for the discharge of his duties as Co-Chairman of the Company's Supervisory Board in the period from 1 January 2007 to 31 December 2007.

**§ 2**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
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(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. Tomek Ulatowski for the discharge of his duties as Co-Chairman of the Company's Supervisory Board in the period from 1 January 2007 to 31 December 2007.

**§ 2**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
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(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. Vikram Pant for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2007 to 4 January 2007.

**§ 2**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
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(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. Konrad Jaskóła for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2007 to 31 December 2007.

**§ 2**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
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(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. Gabriel Wujek for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2007 to 31 December 2007.

**§ 2**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
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. David C. Seidman for the discharge of his duties as Member of the Company's Supervisory Board in the period from 5 February 2007 to 31 December 2007.

**§ 2**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*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 30 June 2008  
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

**§ 1**

To appoint [ ] as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

**§ 2**

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska shall be composed of five members.

**§ 3**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*As provided for in Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Supervisory Board is composed of at least 5 to 11 members appointed by the General Meeting in a secret ballot. As the term of office of the Company's Supervisory board expired, it is necessary that the Supervisory Board of Multimedia Polska S.A. is appointed for a new term of office.*

**Resolution no 18  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

**§ 1**

To appoint [ ] as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

**§ 2**

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska shall be composed of five members.

**§ 3**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*As provided for in Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Supervisory Board is composed of at least 5 to 11 members appointed by the General Meeting in a secret ballot. As the term of office of the Company's Supervisory board expired, it is necessary that the Supervisory Board of Multimedia Polska S.A. is appointed for a new term of office.*

**Resolution no 19  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

**§ 1**

To appoint [ ] as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

**§ 2**

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska shall be composed of five members.

**§ 3**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*As provided for in Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Supervisory Board is composed of at least 5 to 11 members appointed by the General Meeting in a secret ballot. As the term of office of the Company's Supervisory board expired, it is necessary that the Supervisory Board of Multimedia Polska S.A. is appointed for a new term of office.*

**Resolution no 20  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

**§ 1**

To appoint [ ] as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

**§ 2**

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska shall be composed of five members.

**§ 3**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*As provided for in Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Supervisory Board is composed of at least 5 to 11 members appointed by the General Meeting in a secret ballot. As the term of office of the Company's Supervisory board expired, it is necessary that the Supervisory Board of Multimedia Polska S.A. is appointed for a new term of office.*

**Resolution no 21  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

**§ 1**

To appoint [ ] as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

**§ 2**

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska shall be composed of five members.

**§ 3**

The resolution takes effect upon adoption.

\*\*\*\*

*Substantiation*

*in accordance with the requirements of the "Code of Best Practice for WSE Listed Companies"*

*As provided for in Art. 385.1 of the Commercial Companies Code and Art. 21.1 and 21.2 of the Company's Statutes, the Supervisory Board is composed of at least 5 to 11 members appointed by the General Meeting in a secret ballot. As the term of office of the Company's Supervisory board expired, it is necessary that the Supervisory Board of Multimedia Polska S.A. is appointed for a new term of office.*

**Resolution no 22  
of the Ordinary General Meeting  
of Multimedia Polska S.A. of 30 June 2008  
regarding the merger of Multimedia Polska S.A. with ZICOM Sp. z o.o.**

**§ 1**

Acting pursuant to Art. 492.1.1 in conjunction with Art. 516.6 of the Commercial Companies Code, the Ordinary General Meeting of Multimedia Polska S.A. with its registered office in Gdynia hereby resolves to merge the following companies:

1. Multimedia Polska Spółka Akcyjna, with its registered office in Gdynia – as the Acquirer,
2. ZICOM Spółka z ograniczoną odpowiedzialnością, with its registered office in Tarnów – as the Acquiree,

by way of transfer of the entire assets of ZICOM Sp. z o.o. headquartered in Tarnów as the Acquiree to Multimedia Polska Spółka Akcyjna headquartered in Gdynia as the Acquirer.

The merger shall be effected in accordance with the Plan of Merger agreed by the Management Boards of the merging companies on 31 March 2008 and published in *Monitor Sądowy i Gospodarczy* No. 76/2008 of 17 April 2008 defining in detail the terms of the merger.

**§ 2**

The Ordinary General Meeting of Multimedia Polska S.A. hereby approves the Plan of Merger.

**§ 3**

The Ordinary General Meeting of Multimedia Polska S.A. hereby obliges and authorises the Management Board to take all and any practical or legal steps necessary to finalise the merger, apart from any actions reserved exclusively for other governing bodies of the company.

**§ 4**

The resolution takes effect upon adoption and becomes legally effective upon registration of the merger with the competent National Court Register.

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*Substantiation*

*in accordance with the requirements of "Good Practices of WSE Companies"*

*The merger will be effected in accordance with Art. 492.1.1 and Art. 516.6 of the Commercial Companies Code by transferring all assets of Zicom Sp. z o.o. to Multimedia Polska S.A.*

*The main business activity of ZICOM Sp. z o.o. is the provision of telecommunications services, and in particular cable television, telephony and Internet.*

*The acquisition of the above-mentioned company was a realisation of one of the purposes of the public offering and an important element of the Issuer's strategy set forth in the prospectus, which includes active participation in the consolidation of cable television, telephony and internet operators through mergers and acquisitions.*

*The merger of Multimedia Polska S.A. with Zicom Sp. z o.o. is aimed at streamlining the structure of the capital group and reducing operating costs associated with the operation of subsidiaries, as well as streamlining the management structure and reporting within Multimedia Polska Group.*

*With a view to the above, the Management Board recommends to the General Meeting that the General Meeting take appropriate resolutions regarding the merger.*

**Report on supervisory activities in 2007**  
**prepared by the Supervisory Board of Multimedia Polska SA together with general assessment**  
**of the Company's standing and Supervisory Board activities**

The term of office of each member of the Supervisory Board in 2007 is as follows:

| <b>Name</b>       | <b>Term</b>             |
|-------------------|-------------------------|
| Tomek Ulatowski   | 01.01.2007 – 31.12.2007 |
| Ygal Ozechov      | 01.01.2007 – 31.12.2007 |
| Vikram Pant       | 01.01.2007 – 04.01.2007 |
| Konrad Jaskóła    | 01.01.2007 – 31.12.2007 |
| Gabriel Wujek     | 01.01.2007 – 31.12.2007 |
| David. C. Seidman | 05.02.2007 – 31.12.2007 |

#### **I. Assessment of Supervisory Board activities**

In 2007, the Supervisory Board of Multimedia Polska S.A. proceeded in accordance with the provisions of the Commercial Companies Code, publicly available By-laws of the Supervisory Board of Multimedia Polska S.A., approved by the Supervisory Board on 31 July 2006, and the Best Practices in Public Companies 2005.

Meetings of the Supervisory Board were held regularly, with the participation of Management Board members. The Management Board provided the Supervisory Board with exhaustive information about material issues relating to the business of the Company. The Supervisory Board adopted resolutions in matters set forth in the meeting agenda distributed to members of the Supervisory Board in notices of the meetings. The Supervisory Board at times, acting on motion of the Management Board, adopted resolutions by circulation of documents without holding meetings, in an effort to ensure efficient performance of their functions.

The Supervisory Board submitted a concise evaluation of the Company's standing as part of the Supervisory Board report on the Company's standing in 2006 during the General Meeting held on 27 June 2007. The General Meeting approved the report.

Activities of the Supervisory Board in 2007 focused on matters of material importance for the business of the Company.

In order to enable Multimedia Polska S.A. to deliver the goals of its public offering, the Supervisory Board passed resolutions regarding its consent to acquire shares in telecommunications companies (Automatic Serwis Sp. z o.o., PHU Sotel Sp z o.o., Intertel Sp. z o.o., Zicom Sp. z o.o. and others).

The Supervisory Board approved the motion of the Management Board with respect to distribution of profit for 2006.

The Supervisory Board performed its duty with respect to supervising the business of the Company by reviewing interim financial statements of the Company and Multimedia Polska Group, as well as Management reports on the activities of the Company and the Group.

The Supervisory Board performed its duty with respect to appointing the Management Board and determining the terms and conditions of employment by reappointing the existing Management Board for a joint two year term of office.



### **Supervisory Board Committees**

There were two committees within the Supervisory Board, the Audit Committee and the Remuneration Committee, each consisting of three Supervisory Board members, including at least two independent Supervisory Board members.

#### ***Audit Committee***

Duties of the Audit Committee are set out in the By-laws of the Supervisory Board.

The Audit Committee consists of three members, including at least two independent members and at least one member possessing relevant qualifications and experience in accounting and finance. The Audit Committee's tasks include advising the Board regarding proper application of budget and financial accounting rules and the internal audit of the Company and the Group, as well as cooperation with independent auditors of the Company auditing its financial statements. The Committee's specific tasks include: (i) reviewing the Company's accounting policies, (ii) reviewing the Company's interim and annual financial statements (standalone and consolidated), (iii) reviewing internal audit procedures, (iv) analysing internal audit reports, including related-party transactions, (v) reviewing internal audit programs, cooperation with internal auditors and periodic evaluation of their performance, (vi) cooperation with independent auditors auditing the Company's financial statements and presenting to the Supervisory Board recommendations regarding the choice of independent auditor, (vii) discussing the nature and scope of audit work with the interdependent auditor before each audit of annual financial statements, (viii) providing information to the Supervisory Board regarding the Committee's work with any proposals to take any necessary actions, and (ix) performing other tasks connected with accounting and finance, agreed between the Audit Committee and the Supervisory Board.

The Audit Committee is composed of Tomek Ulatowski, Konrad Jaskóła and Gabriel Wujek.

#### ***Remuneration Committee***

Duties of the Remuneration Committee are set out in the By-laws of the Supervisory Board.

The Remuneration Committee consists of three members, including at least two members who meet the independence criteria set out in the Company's statutes. The Remuneration Committee's main task is to advise the Board regarding the development of the remuneration systems for the Management Board and the Company's directors, which would allow the Company to attract and retain the highest calibre professionals and incentivise them to work towards increasing the efficiency of the Company's operations.

The Remuneration Committee is composed of Ygal Ozechov, Konrad Jaskóła and Gabriel Wujek.

No other committees, either permanent or ad hoc, were established by the Supervisory Board in 2007.

## **II. Opinion on the financial statements for the year ended 31 December 2007**

In 2008, the Supervisory Board performed a detailed analysis of the financial statements for 2007 with respect to their conformity with the books, documents and facts and the Management Board's report for 2007. As a result of the analysis, the Supervisory Board resolved to issue a positive opinion on the above-mentioned documents, recognizing them as prepared in conformity with the books, documents and facts and also in accordance with the law. The Supervisory Board recognizes the above documents as showing truthfully the economic and financial situation of the Company. Having performed the analysis, the Supervisory Board issues a positive opinion on the Management Board's motion to allocate the Company's 2007 profit to supplementary capital.

Furthermore, the Supervisory Board analysed the consolidated financial statements of Multimedia Polska Group for 2007 and resolved to issue a positive opinion on the above-mentioned document, recognizing it as prepared in conformity with the books, documents and facts and also in accordance with the law.

## **Attachment to Current Report no. 42/2008 dated 18 June 2008**

Both financial statements were approved taking into consideration the auditor's report and opinion on the standalone and consolidated financial statements of the Company for the year ended on 31 December 2007.

Having analysed the financial statements, the Supervisory Board recommends to the General Meeting to:

- approve the Management Board's report for 2007 and standalone and consolidated financial statements of the Company for 2007,
- allocate the Company's 2007 profit to supplementary capital, as requested by the Management Board,
- give vote of approval to the Management Board for the discharge of their duties in 2007.

### **III. General assessment of the Company's standing**

Having made the general assessment of the Company's standing, the Supervisory Board is of the opinion that the Company improved its already strong position as a cable television, Internet and telephony provider in 2007, as confirmed by the financial results.

By adding new and innovative products, Multimedia Polska S.A. confirmed that it is one of the leading telecom providers in Poland.

The Supervisory Board is of the opinion that the future of the Company lies, among other things, in territorial expansion through the construction of telecom networks in new locations, as well as consolidation of cable and telecom operators, growing the number of subscribers both in current and new locations, increasing the number of services delivered to one subscriber and introducing services based on new technologies, such as interactive digital cable television with value-added services: high definition television (HDTV) and video on demand (VOD). The Supervisory Board believes that the deployment of mobile phone services as a mobile virtual network operator (MVNO) in the near future is also an important element in the Company's future business development.

This Supervisory Board Report has been prepared in compliance with Art. 382.3 of the Commercial Companies Code.

**Written Ballot of the Supervisory Board of Multimedia Polska S.A.**

The Supervisory Board of the Multimedia Polska S.A. acting under § 23 item 2 (g) and § 25 item 4 of the Company Statutes hereby takes a resolution in a written ballot which reads as follows:

**§ 1**

The Supervisory Board of the Multimedia Polska S.A. accepts the Management Board's motion to allocate the Company's 2007 net profit of PLN 35,202,628.92 (thirty five million two hundred and two thousand six hundred and twenty eight zloty ninety two groszy) to:

- 1) pay dividends in the amount calculated within the following limit: between PLN 33,826,642.30 (thirty three million eight hundred twenty six thousand six hundred forty two zloty thirty groszy) and PLN 35,202,628.92 (thirty five million two hundred and two thousand six hundred and twenty eight zloty ninety two groszy) depending ultimately on the number of shares to be determined on the record day, provided that the dividend payable per one share shall amount to PLN 0.22 (twenty two groszy),
- 2) allocate to reserve capital the amount calculated within the following limit: between PLN 0 (zero zloty) and PLN 1,353,986.62 (one million three hundred fifty three thousand nine hundred eighty six zloty sixty two groszy) depending on the aggregate amount allocated to the dividend payment.

At the same time, the Supervisory Board repeals Resolution no 4/05/2007 dated 15 May 2008 and in that respect restates the Supervisory Board's report on supervisory activities in 2007 together with the assessment of the Supervisory Board's work adopted on 15 May 2008.

**§ 2**

The resolution takes effect upon being signed by all members of the Supervisory Board and voted for by the majority of the members required by the Statutes of the Company.