

**Draft Resolutions of the Extraordinary General Shareholders Meeting of Multimedia Polska S.A. to Be Held on July 27th 2010**

Current report no. 24/2010 dated 1 July 2010

The Management Board of Multimedia Polska S.A. hereby publishes – attached as an appendix hereto – the draft resolutions of the Extraordinary General Shareholders Meeting of Multimedia Polska S.A. to be held on July 27th 2010.

**Legal basis:**

Par. 38.1.3 of the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities.

**Resolution No. 1  
of the Extraordinary General Shareholders Meeting  
of Multimedia Polska S.A. of Gdynia  
concerning election of Chair of the Extraordinary General Shareholders Meeting,  
dated July 27th 2010**

Acting pursuant to Art. 409.1 of the Commercial Companies Code and Par. 19.1 of the Company's Articles of Association, the Extraordinary General Shareholders Meeting, voting by secret ballot, resolves as follows:

**Par. 1**

The Extraordinary General Shareholders Meeting of Multimedia Polska S.A. resolves to elect ..... as the Chair of the Extraordinary General Shareholders Meeting.

**Par. 2**

This resolution shall come into force as of its date.

**Resolution No. 2  
of the Extraordinary General Shareholders Meeting  
of Multimedia Polska S.A. of Gdynia  
concerning election of the Ballot Counting Committee  
of the Extraordinary General Shareholders Meeting,  
dated July 27th 2010**

Acting pursuant to Par. 9.1 of the By-Laws of the Company's Extraordinary General Shareholders Meeting, the Extraordinary General Shareholders Meeting, voting by secret ballot, resolves as follows:

**Par. 1**

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

1.....

2.....

3.....

**Par. 2**

This resolution shall come into force as of its date.

**Resolution No. 3  
of the Extraordinary General Shareholders Meeting  
of Multimedia Polska S.A. of Gdynia  
concerning adoption of the agenda,  
dated July 27th 2010**

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

**Par. 1**

The Extraordinary General Shareholders Meeting of Multimedia Polska S.A. resolves to adopt the following agenda for the Extraordinary General Shareholders Meeting, published on the Company's website at [www.multimedia.pl](http://www.multimedia.pl) on July 1st 2010:

- I. Opening of the Extraordinary General Shareholders Meeting.
- II. Election of the Chair of the Extraordinary General Shareholders Meeting.
- III. Recording of attendance.
- IV. Confirmation that the Extraordinary General Shareholders Meeting has been duly convened and has the capacity to adopt resolutions.
- V. Election of members of the Ballot Counting Committee.
- VI. Adoption of the Agenda.
- VII. Adoption of a resolution concerning allocation of a portion of the Company's statutory reserve funds to a special account earmarked for the financing of share buyback.
- VIII. Adoption of a resolution amending Resolution No. 18 of the Company's Annual General Shareholders Meeting concerning share buyback, dated May 10th 2010.
- IX. Closing of the Extraordinary General Shareholders Meeting.

**Par. 2**

This resolution shall come into force as of its date.

**Resolution No. 4  
of the Extraordinary General Shareholders Meeting  
of Multimedia Polska S.A. of Gdynia  
concerning allocation of the Company's funds to a special account earmarked for financing  
the share buyback,  
dated July 27th 2010**

Acting pursuant to Par. 31(c) of the Company's Articles of Association and Art. 396.5 of the Commercial Companies Code, the Company's Extraordinary General Shareholders Meeting resolves as follows:

**Par. 1**

The Extraordinary General Shareholders Meeting hereby resolves to allocate the retained earnings as well as an amount accumulated in previous years and derived from other sources than profit/gains, in the total amount of PLN 28,017,339.79 (twenty-eight million, seventeen thousand, three hundred and thirty-three zlotys, seventy-nine grosz) to a special account earmarked for financing the share buyback, set up pursuant to Resolution No. 15 of the Company's Annual General Shareholders Meeting of May 10th 2010.

**Par. 2**

This resolution shall come into force as of its date.

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*Grounds for the draft resolution  
as required by the Code of Best Practice for the Warsaw Stock Exchange Listed Companies*

*Pursuant to Art. 396.5 of the Commercial Companies Code, the use of the statutory reserve funds and capital reserves is determined by the General Shareholders Meeting.*

**Resolution No. 5  
of the Extraordinary General Shareholders Meeting  
of Multimedia Polska S.A. of Gdynia, dated July 27th 2010,  
amending Resolution No. 18  
of the Annual General Shareholders Meeting of May 10th 2010**

Par. 1

The Company's Extraordinary General Shareholders Meeting resolves to amend Par. 1.1 and Par. 1.4f of Resolution No. 18 of the Company's Annual General Shareholders Meeting of May 10th 2010, as follows:

"1. The Company's Management Board is hereby authorised to acquire over the period of 5 (five) years as of the adoption of this resolution ordinary bearer shares of the Company with a par value of PLN 1.00 per share, marked with securities code ISIN: PLMLMDP00015, for a total amount not higher than PLN 364,017,339.79, provided that the total par value of the acquired shares does not exceed the limit indicated in Art. 362.2.2 of the Commercial Companies Code.

4f. The maximum price payable for the Company shares acquired as part of the public tender shall be the highest of the prices determined in accordance with letters a to d above, and increased by a premium not higher than 3 percentage points"

Par. 2

The remaining part of Resolution No. 18 of the Annual General Shareholders Meeting of May 10th 2010 shall remain unchanged.

Par. 3

This resolution shall come into force as of its date.

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*Grounds for the draft resolution  
as required by the Code of Best Practice for the Warsaw Stock Exchange Listed Companies*

*The adoption by this General Shareholders Meeting of Resolution No. 4 concerning allocation of the Company's funds to a special account earmarked for financing of the share buyback has given the Company an opportunity to increase the maximum amount determined in Resolution No. 18 of the Annual General Shareholders Meeting of May 10th 2010, from PLN 336m to PLN 364,017,339.79, the difference being equal to the amount allocated to the above special account pursuant to Resolution No. 4 of this General Shareholders Meeting. In addition, this Resolution allows the Company to buy back shares at a price 1 percentage point higher from the amount determined in the original resolution.*