

Extraordinary General Meeting of Multimedia Polska S.A. convened for 11 August 2008
Current report no. 51/2008 dated 18 July 2008

The Management Board of Multimedia Polska Spółka Akcyjna (the Company) with its registered office in Gdynia, at Tadeusza Wendy 7/9, registered with the register of entrepreneurs of the National Court Register under KRS 00000238931 convenes an Extraordinary General Meeting of Multimedia Polska Spółka Akcyjna for 11 August 2007 at 3.30pm. The meeting shall take place at the Management Board Office in Warsaw at Emilii Plater 53, 16th floor. The agenda of the meeting is as follows:

- I. Opening of the Meeting.
- II. Election of Chairman of the Extraordinary General Meeting.
- III. Drawing up the list of attendees.
- IV. Confirmation that the Extraordinary 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 amendments to the Company's Statutes.
- VIII. Adopting a resolution concerning the establishment of a special purpose reserve fund devoted to dividend payment and the transfer of the Company's funds from supplementary and reserve capital to the above-mentioned fund.
- IX. Closing of the Meeting.

Shareholders who wish to participate in the Extraordinary General Meeting of Multimedia Polska S.A. to be held on 11 August 2008 are requested to deliver their depository certificates issued by the entity keeping their securities account to the Management Board Office of Multimedia Polska S.A. located in Warsaw at Emilii Plater 53, 16th floor, no later than on 4 August 2008 at 5pm.

In accordance with art. 407 of the Commercial Companies Code, the list of shareholders entitled to participate in the General Meeting shall be made available at the Management Board Office of Multimedia Polska S.A. for three weekdays prior to the holding of the General Meeting.

Copies of documentation and information materials connected with the General Meeting will be available at the Management Board Office of Multimedia Polska S.A. on the terms and conditions required by law. Shareholders may participate in the General Meeting and exercise their voting rights in person or through a proxy. The power of proxy should be given in writing or will be treated as null and void. Representatives of legal persons should submit valid excerpts from relevant registers, which should indicate the persons authorised to represent those entities.

Shareholders entitled to participate in the General Meeting may register and collect their voting cards in the meeting room on the day of the General Meeting.

Proposed amendments to the Company's Statutes:

1. Current wording of §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."

Shall read 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 two members of the Supervisory Board should be independent members. Independent members of the Supervisory Board shall meet the following criteria:

- (a) not to be an employee of the Company or a subsidiary or parent entity, and not having been in such a position for the previous 3 years;
 - (b) not to be an executive or managing director of the Company or a subsidiary or parent entity, and not having been in such a position for the previous 5 years;
 - (c) not to receive any additional remuneration from the Company (apart from that due for membership on the supervisory board or Company shares held) or any other material benefits from the Company and its subsidiaries or parent entities;
 - (d) not to be shareholders holding, directly or indirectly, shares representing at least 5% of total vote at the general meeting, or members of the management board, supervisory board or senior employees of such shareholder, and not to have any significant links with such shareholder;
 - (e) not to be, or have been, a certified auditor of the Company or a subsidiary or parent entity, or a partner or employee of certified auditors of the Company or a subsidiary or parent entity within the last 3 years;
 - (f) not to have, or have had within the last 3 years, a family relationship with the Company's management board members or senior employees which could significantly affect the ability to make impartial decisions;
 - (g) not to be management board member in another company in which a management board member of the Company is a supervisory board member, and not to have other significant links with the Company's management board members through involvement in other companies or bodies;
 - (h) not to have served on the supervisory board of the Company for more than 12 years;
 - (i) not to be a close family member of any of the Company's management board members.
2. Persons who meet the criteria of independence referred to in Art. 21.1 above may be appointed to the Supervisory Board in a greater number than that specified in Art. 21.1.
 3. To avoid any confusion, it is resolved that if an Independent Member ceases to be independent during his/her term of office as Supervisory Board member, this fact shall not have any influence on the validity or expiry of his/her mandate or the effectiveness of resolutions passed by the Supervisory Board.
 4. Information concerning personal, actual and organisational relations of a member of the Supervisory Board with a shareholder representing no less than 5% of total vote at the general meeting and, in particular, a majority shareholder should be made available by the Board member to the public. A candidate to the Supervisory Board shall be obliged to inform the Company's management board about the existence of any relations referred to above; this should be done in the consent to candidacy to the Supervisory Board at the latest if such circumstances exist at the moment of taking on the mandate, or not later than within 14 days from the occurrence of such circumstances if they arise after the mandate has been taken on.

5. Members of the Supervisory Board shall be appointed and removed by the General Meeting of Shareholders.
6. The Supervisory Board shall appoint from among its members the Chairman and Deputy Chairman of the Supervisory Board.
7. 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.”

2. Current wording of §28.2:

“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.”

Shall read as follows:

“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. In case of a single-member Management Board, representation is delivered by the single member.”

3. §32 shall be added, reading as follows:

“The Management Board is authorised to make an advance payment to shareholders towards the projected year-end dividend.”

4. Current “§32” and “§33” shall be numbered “§33” and “§34,” respectively.

Legal basis:

Regulation of the Minister of Finance on current and periodical information provided by issuers of securities § 39.1.1 and § 39.1.2.