

## **Resolutions Adopted by the EGM of Multimedia Polska S.A. on 7 March 2011**

Current report no. 9/2011 dated 8 March 2011

The Management Board of Multimedia Polska S.A. ("the Company") hereby publishes (attached as an appendix hereto) the resolutions adopted by the Extraordinary General Meeting on 7 March 2011.

In view of non-adoption by the Extraordinary General Meeting of the resolution on retirement of own shares bought back by the Company, the Extraordinary General Meeting refrained from considering two items of the agenda, i.e. the resolution to reduce the Company's share capital from PLN 153,189,683 to PLN 114,851,747 and concerning amendment to the Company's Statutes and approval of a uniform text of the Statutes. A proxy representing 5 shareholders lodged an objection with respect to resolution no. 4 adopted by the Meeting.

### **Legal basis:**

Par. 38.1 of the Minister of Finance's Regulation on current and period information to be published by issuers of securities.

**Resolution No. 1  
of the Extraordinary General Meeting  
of Multimedia Polska S.A.  
concerning election of Chair of the Extraordinary General Meeting  
dated 7 March 2011**

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

**Par. 1**

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

**Par. 2**

This resolution shall come into force as of its date.

Number of validly voted shares: 80,838,274

The validly voted shares represent 52.78% of the Company's share capital.

Total number of valid votes: 80,838,274, including:

79,671,833 votes in favour of the resolution

0 votes against the resolution

1,166,441 abstaining votes

**Resolution No. 2  
of the Extraordinary General Meeting  
of Multimedia Polska S.A.  
concerning election of the Ballot Counting Committee of the Extraordinary General Meeting  
dated 7 March 2011**

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

**Par. 1**

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

1. Katarzyna Iwanejko-Taczowska as Chair
2. Piotr Szymczuk
3. Adam Bednarczyk

**Par. 2**

This resolution shall come into force as of its date.

Number of validly voted shares: 80,848,274  
The validly voted shares represent 52.78% of the Company's share capital.  
Total number of valid votes: 80,848,274, including:  
79,681,833 votes in favour of the resolution  
0 votes against the resolution  
1,166,441 abstaining votes

**Resolution No. 3  
of the Extraordinary General Meeting  
of Multimedia Polska S.A.  
concerning adoption of the agenda  
dated 7 March 2011**

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

**Par. 1**

The Extraordinary General Meeting of Multimedia Polska S.A. resolves to adopt the following agenda for the Extraordinary General Meeting, published on the Company's website at [www.multimedia.pl](http://www.multimedia.pl) on 19 January 2011:

- I. Opening of the Extraordinary General Meeting.
- II. Election of the Chair of the Extraordinary General Meeting.
- III. Recording of attendance.
- IV. Confirmation that the Extraordinary General 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 on the merger between the Company and Internet Solutions Sp. z o.o.
- VIII. Adoption of a resolution on the retirement of 38,337,936 own shares.
- IX. Adoption of a resolution on the reduction of the Company's share capital by PLN 38,337,936, from PLN 153,189,683 to PLN 114,851,747, by way of the retirement of 38,337,936 own shares.
- X. Adoption of a resolution on amending the Company's Statutes and approving the consolidated text of the Statutes.
- XI. Closing of the Extraordinary General Meeting.

**Par. 2**

This resolution shall come into force as of its date.

Number of validly voted shares: 80,848,274  
The validly voted shares represent 52.78% of the Company's share capital.  
Total number of valid votes: 80,848,274, including:  
79,681,833 votes in favour of the resolution  
0 votes against the resolution  
1,166,441 abstaining votes

**Resolution No. 4  
of the Extraordinary General Meeting  
of Multimedia Polska S.A.  
on the merger between the Company and Internet Solutions Sp. z o.o.  
dated 7 March 2011**

**Par. 1**

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

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

by way of transfer of the entire assets of Internet Solutions Sp. z o.o. of Tarnów as the Acquiree to Multimedia Polska Spółka Akcyjna of 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 28 September 2010 and published in *Monitor Sądowy i Gospodarczy* No. 196/2010 of 7 October 2010 defining in detail the terms of the merger.

**Par. 2**

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

**Par. 3**

The Extraordinary 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.

**Par. 4**

This resolution shall come into force as of its date and shall become legally effective upon registration of the merger with the competent National Court Register.

Number of validly voted shares: 80,848,274

The validly voted shares represent 52.78% of the Company's share capital.

Total number of valid votes: 80,848,274, including:

79,681,833 votes in favour of the resolution

1,149,841 votes against the resolution

16,600 abstaining votes

**Resolution No. 5  
of the Extraordinary General Meeting  
of Multimedia Polska S.A.  
on retirement of own shares bought back by the Company  
dated 7 March 2011**

**Par. 1**

1. Acting pursuant to art. 359.2 of the Commercial Companies Code and par. 8 of the Company's Statutes, the Extraordinary General Meeting retires 38,337,936 (thirty-eight million, three hundred and thirty-seven thousand, nine hundred and thirty-six) ordinary bearer shares of Multimedia Polska S.A., with a par value of PLN 1.00 (one zloty) per share, bearing securities code ISIN: PLMLMDP00015, bought back by the Company upon the shareholders' consent following the tender offer for Company shares announced by the Company on 13 May 2010 and 25 June 2010, for a total acquisition value of PLN 360,436,314.80 (three hundred and sixty million, four hundred and thirty-six thousand, three hundred and fourteen zloty, eighty grosz), acting in accordance with and pursuant to Resolution No. 18 of the Company's Annual General Meeting of 10 May 2010, amended by Resolution No. 5 of the Company's Extraordinary General Meeting of 27 July 2010, and Resolution No. 4 of the Company's Extraordinary General Meeting of 6 September 2010.
2. The reduction of the Company's share capital resulting from the retirement of own shares will be effected by amending the Statutes, without observing the procedure whereby creditors are notified and enabled to raise objections, referred to in Art. 456.1 of the Commercial Companies Code, as the consideration due and payable to the shareholders in connection with the retirement of shares was paid from the amount which, pursuant to Art. 348.1 of the Commercial Companies Code, could be distributed among shareholders.

**Par. 2**

The shares were retired partly by reducing the share capital by the amount of the total par value of the retired shares, i.e. by PLN 38,337,936 (thirty-eight million, three hundred and thirty-seven thousand, nine hundred and thirty-six zloty), from PLN 153,189,683 (one hundred and fifty-three million, one hundred and eighty-nine thousand, six hundred and eighty-six zloty) to PLN 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one thousand, seven hundred and forty-seven zloty), and partly by using the statutory reserve funds allocated to the buy-back of own shares.

**Par. 3**

1. The shares will be retired upon registration of the share capital reduction by the court.
2. The share capital reduction and subsequent amendment to the Statutes will be effected under separate resolutions adopted by this General Meeting.

**Par. 4**

This resolution shall come into force as of its date, subject to Par. 3.1.

Number of validly voted shares: 80,848,274

The validly voted shares represent 52.78% of the Company's share capital.

Total number of valid votes: 80,848,274, including:

4,297,357 votes in favour of the resolution

76,524,317 votes against the resolution

26,600 abstaining votes

**Resolution No. 6  
of the Extraordinary General Meeting  
of Multimedia Polska S.A. of Gdynia  
to discontinue the consideration of the agenda  
dated 7 March 2011**

Acting pursuant to Par. 10.8 of the Regular By-Laws of the General Meeting, and in view of the fact that the Extraordinary General Meeting did not adopt the resolution on retirement of own shares bought back by the Company, the Extraordinary General Meeting of Multimedia Polska S.A. hereby resolves as follows:

**Par. 1**

The Extraordinary General Meeting resolves to refrain from consideration of the resolutions put on the agenda concerning reduction of the Company's share capital from PLN 153,189,683 to PLN 114,851,747 and concerning amendment to the Company's Statutes and approval of a uniform text of the Statutes.

**Par. 2**

This resolution shall come into force as of its date.

Number of validly voted shares: 80,848,274

The validly voted shares represent 52.78% of the Company's share capital.

Total number of valid votes: 80,848,274, including:

78,345,803 votes in favour of the resolution

0 votes against the resolution

2,502,471 abstaining votes