

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 28 September 2009 at 12.00. The meeting shall take place at the Management Board Office in Warsaw at Emilii Plater 53, 16<sup>th</sup> floor. The agenda of the meeting is as follows:

- I. Opening of the Extraordinary General Meeting.
- II. Election of the Chair of the Extraordinary General Meeting.
- III. Preparation of the attendance list.
- IV. Confirmation that the Extraordinary General Meeting has been duly convened and has the capacity to adopt resolutions.
- V. Election of the ballot counting committee.
- VI. Adoption of the agenda.
- VII. Adoption of the resolution on amendments to the By-Laws of the General Meeting of Multimedia Polska S.A. and of the consolidated text of the By-Laws.
- VIII. Adoption of the resolution concerning adoption of amendments to the Statutes of the Company and of the consolidated text of the Statutes.
- IX. Closing of the Extraordinary General Meeting.

Eligible participants of the Extraordinary General Meeting of the Company convened for 28 September 2009 at 12.00 are those who are shareholders of Multimedia Polska S.A. on 12 September 2009 (the record date—date of registration of the participation in the General Meeting).

At the request of a person authorised from dematerialised bearer shares of the Company filed no earlier than after the announcement convening the General Meeting, i.e. after 1 September 2009 and no later than on the first business day after the record date, i.e. on or before 14 September 2009, the entity operating their securities account issues a certificate to their name to confirm their right to participate in the General Meeting.

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.

Shareholders may participate in the General Meeting and exercise their voting rights in person or through a proxy. The power of proxy may be given in writing or in electronic form. If the power of proxy is given in writing, the proxy must present the original power of proxy or a certified copy thereof upon registration on the list of attendance of the General Meeting. Representatives of legal persons should submit valid excerpts from relevant registers, which should indicate the persons authorised to represent those entities.

If the power of proxy is given in electronic form, the power of proxy must be given in a separate document and must then be sent by the shareholder to the Company's email address [s.kossecki@multimedia.pl](mailto:s.kossecki@multimedia.pl) and [k.iwanejko@multimedia.pl](mailto:k.iwanejko@multimedia.pl) as an attachment in PDF or JPG format by 11.00am on 28 September 2009 at the latest. In case of shareholders who are legal persons, to the email containing the power of proxy the shareholder should attach a valid excerpt from a relevant register stipulating the persons authorised to represent those entities also as a PDF or JPG attachment. Absence of the attachment with the valid excerpt from the relevant register will make the power of proxy invalid. Should the power of proxy given in electronic form be revoked, the shareholder should inform the company about this fact through electronic communication by 11.00 on 28 September 2009, attaching an appropriate document in PDF or JPG format to the e-mail. In case of shareholders who are legal persons, to the email containing the revocation of the power of proxy the shareholder should attach a valid excerpt from a relevant register stipulating the persons authorised to represent those entities also as a PDF or JPG attachment. Absence of the attachment with the valid excerpt from the relevant register will mean that the power of proxy remains valid. The revocation of the power of proxy may be effected also by sending the original of the appropriate document to the Management Board Office of the Company in Warsaw at Emilii Plater 53, 16<sup>th</sup> floor by 28 September 2009 by 11.00. In case of shareholders who are legal persons, to the revocation of the power of proxy

the shareholder should attach a valid excerpt from a relevant register stipulating the persons authorised to represent those entities.

The Company provides voting-through-proxy forms on its website [www.multimedia.pl](http://www.multimedia.pl) and at the Company's headquarters.

Eligible participants of the General Meeting may register and collect their voting cards on the date of the General Meeting immediately before the General Meeting in the meeting room.

Each shareholder may put forward draft resolutions pertaining to issues included on the agenda.

A shareholder or shareholders representing not less than one twentieth of the Company's share capital may request that certain issues are placed on the agenda of the General Meeting. The request should be submitted to the Management Board of the Company not later than 21 days before the date set for the Meeting, i.e. on or before 7 September 2009. The request should contain substantiation and a draft resolution to the proposed item on the agenda. The request may be submitted in electronic form to the following addresses [s.kossecki@multimedia.pl](mailto:s.kossecki@multimedia.pl) and [k.iwanejko@multimedia.pl](mailto:k.iwanejko@multimedia.pl). The shareholder or shareholders making the request are obliged to attach a document confirming their representation of at least one twentieth of the Company's share capital.

A shareholder or shareholders representing not less than one twentieth of the Company's share capital may, before the date of the General Meeting, submit to the Company draft resolutions in written or electronic form by forwarding the draft resolutions concerning matters included or to be included in the agenda of the General Meeting to the following email addresses [s.kossecki@multimedia.pl](mailto:s.kossecki@multimedia.pl) and [k.iwanejko@multimedia.pl](mailto:k.iwanejko@multimedia.pl). The shareholder is obliged to attach a document confirming the representation by that shareholder or shareholders making the request of at least one twentieth of the Company's share capital.

The By-Laws of the General Meeting do not envisage the option of voting by post or by means of electronic communication at the General Meeting.

The Statutes of the Company do not allow participation in the General Meeting or taking the floor during the General Meeting by means of electronic communication. The proceedings of the General Meeting are broadcast in real time on the website: [http://www.multimedia.pl/general\\_meetings\\_2009](http://www.multimedia.pl/general_meetings_2009).

The full wording of the documentation that is to be presented to the General Meeting together with draft resolutions related to the General Meeting will be available on the website of Multimedia Polska S.A. at [http://www.multimedia.pl/general\\_meetings\\_2009](http://www.multimedia.pl/general_meetings_2009) as from the date of convocation of the General Meeting.

#### **Proposed amendments to the Statutes:**

The current wording of Par. 5:

"The object of the Company's business, in accordance with the Polish Classification of Business Activities (PKD), shall include:

- 1) publishing, printing and reproduction of recorded media (PKD 22);
- 2) manufacture of other non-metallic mineral (PKD 26);
- 3) manufacture of office machinery and computers (PKD 30);
- 4) manufacture of radio, television and communication equipment and apparatus (PKD 32);
- 5) construction (PKD 45);
- 6) wholesale trade and commission trade, except of motor vehicles and motorcycles (PKD 51);
- 7) retail trade, except of motor vehicles and motorcycles; repair of personal and household goods (PKD 52);
- 8) hotels and restaurants (PKD 55);
- 9) other land transport (PKD 60.2);
- 10) supporting and auxiliary transport activities; activities of travel agencies (PKD 63);
- 11) telecommunications (PKD 64.20);

- 12) other financial intermediation (PKD 65.2);
- 13) real estate activities (PKD 70);
- 14) renting of machinery and equipment without operator and of personal and household goods (PKD 71);
- 15) computer and related activities (PKD 72);
- 16) other business activities, excluding legal activities (PKD 74);
- 17) recreational, cultural and sporting activities (PKD 92);
- 18) other education (PKD 85.5)."

The proposed wording of Par. 5:

"The object of the Company's business, in accordance with the Polish Classification of Business Activities (PKD), shall include:

- 18.20.Z       Reproduction of recorded media
- 26.30.Z       Manufacture of communication equipment
- 33.20.Z       Installation of industrial machinery and equipment
- 42.21.Z       Construction of utility projects for fluids
- 42.22.Z       Construction of utility projects for electricity and telecommunications
- 42.99.Z       Construction of other civil engineering projects n.e.c.
- 43.12.Z       Site preparation
- 43.34.Z       Painting and glazing
- 43.39.Z       Other building completion and finishing
- 46.52.Z       Wholesale of electronic and telecommunications equipment and parts
- 47.91.Z       Retail sale via mail order houses or via Internet
- 47.99.Z       Other retail sale not in stores, stalls or markets
- 49.41.Z       Freight transport by road
- 52.10.B       Warehousing and storage
- 55.20.Z       Holiday and other short-stay accommodation
- 58.13.Z       Publishing of newspapers
- 58.14.Z       Publishing of journals and periodicals
- 58.19.Z       Other publishing activities
- 59.11.Z       Motion picture, video and television programme production activities
- 59.12.Z       Motion picture, video and television programme post-production activities
- 59.13.Z       Motion picture, video and television programme distribution activities
- 59.14.Z       Motion picture projection activities
- 59.20.Z       Sound recording and music publishing activities
- 60.20.Z       Television programming and broadcasting activities
- 61.10.Z       Wired telecommunications activities
- 61.20.Z       Wireless telecommunications activities, exclusive of satellite telecommunications activities
- 61.30.Z       Satellite telecommunications activities
- 61.90.Z       Other telecommunications activities
- 62.02.Z       Computer consultancy activities
- 62.03.Z       Computer facilities management activities
- 62.09.Z       Other information technology and computer service activities
- 63.11.Z       Data processing, hosting and related activities
- 63.12.Z       Web portals
- 64.99.Z       Other financial service activities, except insurance and pension funding n.e.c.
- 68.10.Z       Buying and selling of own real estate
- 68.20.Z       Renting and operating of own or leased real estate
- 69.20.Z       Accounting, bookkeeping and auditing activities; tax consultancy
- 70.22.Z       Business and other management consultancy activities
- 73.1           Advertising
- 73.12.A       Mediation in the sale of advertising time and space on radio and television
- 73.12.D       Mediation in the sale of advertising time and space in other media
- 73.20.Z       Market research and public opinion polling
- 77.11.Z       Renting and leasing of cars and light motor vehicles
- 77.33.Z       Renting and leasing of office machinery and equipment (including computers)
- 77.39.Z       Renting and leasing of other machinery, equipment and tangible goods n.e.c.
- 77.40.Z       Leasing of intellectual property and similar products, except copyrighted works

79.12.Z	Tour operator activities
82.20.Z	Activities of call centres
85.5	Other education
92.00.Z	Gambling and betting activities
95.12.Z	Repair of communication equipment.”

## **Proposed amendments to the By-Laws of the General Meeting of Multimedia Polska S.A.**

### **Par. 1.3 shall be added, which shall read as follows:**

The Management Board of the Company shall manage the activities supporting the proceedings of the General Meeting, with a proviso that it may retain a specialist entity to perform these activities. Such specialist entity may be in particular ordered to handle the voting procedure, including vote counting with the use of electronic equipment.

### **Par. 2.4 currently worded as follows shall be deleted.**

The Extraordinary General Shareholders Meeting may be convened by the Management Board on its own initiative, at a written request by the Supervisory Board or at a written request of a shareholder or shareholders representing not less than one tenth of the Company's share capital. The Extraordinary General Shareholders Meeting should be convened at the request of the Supervisory Board or of shareholders representing not less than one tenth of the Company's share capital within two weeks of the appropriate submission of the request. A shareholder or shareholders representing not less than one tenth of the Company's share capital shall be entitled to place certain issues on the agenda of the next General Shareholders Meeting. The Supervisory Board may convene the Extraordinary General Shareholders Meeting if the Management Board fails to convene the Meeting within two weeks of submission of the relevant request by the Supervisory Board.

### **The proposed wording of Par. 4.2**

The Extraordinary General Meeting may be convened by the Management Board on its own initiative or at the request of a shareholder or shareholders representing not less than one twentieth of the Company's share capital. The Extraordinary General Meeting should be convened at the request of shareholders representing not less than one twentieth of the Company's share capital within two weeks of the appropriate submission of the request. A shareholder or shareholders representing not less than one twentieth of the Company's share capital shall be entitled to place certain issues on the agenda of the next General Meeting. The request should be submitted not later than 21 days before the date set for the meeting. The request may be submitted in electronic form. A shareholder or shareholders representing not less than one twentieth of the Company's share capital may, before the date of the General Meeting, submit to the Company draft resolutions in written or electronic form, concerning matters included or to be included in the agenda of the General Meeting. The Supervisory Board may convene an Extraordinary General Meeting if it finds it advisable.

Shareholders representing at least half of the share capital or of the total vote in the Company may convene an Extraordinary General Meeting. The shareholders appoint the Chairman of such an Extraordinary General Meeting.

### **Par. 2.5 currently worded as follows shall be deleted:**

A request for convening a General Shareholders Meeting and placing certain issues on its agenda, made by the entitled parties, shall require substantiation. If possible, the request should be accompanied by draft resolutions proposed to be adopted by the General Shareholders Meeting.

### **The proposed wording of Par. 2.5**

A request for convening a General Meeting and placing certain issues on its agenda, made by the entitled parties, shall require substantiation or contain a draft resolution concerning the proposed item of the agenda.

**Par. 3.1 shall be deleted**

**Par. 3.2 currently worded as follows shall be deleted:**

A General Shareholders Meeting which has been convened at the request of the entitled parties or whose agenda includes issues placed on the agenda at the request of the entitled parties, may be cancelled only upon consent of the parties that have submitted the request. In other cases, the Meeting shall be cancelled in the same manner as it has been convened, if there are any extraordinary obstacles to its holding or if its holding would be obviously purposeless. The General Shareholders Meeting shall not be cancelled later than three weeks prior to the original date of the Meeting.

**The proposed wording of Par. 3.2.**

A General Meeting which has been convened at the request of the entitled parties or whose agenda includes issues placed on the agenda at the request of the entitled parties, may be cancelled only upon consent of the parties that have submitted the request. In other cases, the Meeting shall be cancelled in the same manner as it has been convened, if there are any extraordinary obstacles to its holding or if its holding would be obviously purposeless. The General Meeting shall not be cancelled later than twenty six days prior to the original date of the Meeting.

**Par. 4.1a) currently worded as follows shall be deleted:**

Shareholders holding rights under registered shares or provisional certificates (*świadectwa tymczasowe*), as well as pledgees and usufructuaries of shares who hold voting rights, provided they have been entered in the share register at least one week prior to the date of the General Shareholders Meeting.

**The proposed wording of Par. 4.1a)**

Shareholders holding rights under registered shares or provisional certificates (*świadectwa tymczasowe*) have the voting right if they are entered in the share register sixteen days prior to the date of the General Meeting (the record date for participation in the General Meeting).

**Par. 4.1b) currently worded as follows shall be deleted:**

Shareholders holding rights attached to bearer shares, provided that they submit, at least a week prior to the Meeting, deposit certificates issued to their name by the entity which keeps their securities account, in accordance with the provisions of the Act on Trading in Financial Instruments of September 23, 2005.

**The proposed wording of Par. 4.1b)**

Only persons who are shareholders of the Company sixteen days prior to the date of the General Meeting (the record date for participation in the General Meeting) have the right to participate in the General Meeting.

**Par. 5.1 currently worded as follows shall be deleted:**

A shareholder who is a natural person may participate in the General Shareholders Meeting and exercise voting rights personally or through a proxy. The powers of proxy shall be granted in writing under pain of nullity, and attached to the attendance list.

**The proposed wording of Par. 5.1**

A shareholder who is a natural person may participate in the General Meeting and exercise voting rights personally or through a proxy. The powers of proxy shall be granted in written or electronic form.

**Par. 5.3 currently worded as follows shall be deleted:**

Members of the Management Board and employees of the Company may not act as proxies at the General Shareholders Meeting.

**The proposed wording of Par. 5.3**

Members of the Management Board and employees of the Company may act as proxies at the General Meeting. If the person acting as a proxy is a management board member, a supervisory board member, a liquidator, an employee of a public company or a member of the governing bodies or an employee of a subsidiary or cooperative of the company, the powers of proxy may authorise the holder to represent the shareholder at one General Meeting only. The proxy shall be obliged to disclose to the shareholder the circumstances indicating an actual or potential conflict of interests. The proxy may not grant further powers of proxy and shall cast votes in accordance with the voting instructions of the appointing shareholder.

**Par. 6.1c) currently worded as follows shall be deleted:**

Verification of correctness of the powers of proxy (in the case of proxies) or the authorisation to represent the shareholder who is not a natural person. It should be presumed that a written document confirming the right to represent a shareholder at a General Shareholders Meeting is in conformity with the law and does not require any additional confirmations or acknowledgement, unless its authenticity or validity *prima facie* raises doubts of the Chairman of the General Shareholders Meeting;

**The proposed wording of Par. 6.1c)**

Verification of the correctness of the powers of proxy (in the case of proxies) or of the authorisation to represent a shareholder who is not a natural person.

**Par. 11.5 currently worded as follows shall be deleted:**

A shareholder may not vote – whether in person or through a proxy or in the capacity of another person's proxy – on adopting a resolution concerning such shareholder's responsibility towards the Company in any area, including approval of the discharge of duties, release from an obligation towards the Company, or a dispute between the shareholder and the Company.

**The proposed wording of Par. 11.5**

A shareholder may vote in the capacity of a proxy on a resolution concerning such shareholder's responsibility towards the Company in any area, including approval of the discharge of duties, release from an obligation towards the Company, or a dispute between the shareholder and the Company. The provisions of Par. 5.3 shall apply accordingly.

**Par. 11.9 currently worded as follows shall be deleted:**

The shareholders are entitled to propose amendments and additions to draft resolutions until the discussion on the agenda item to which the resolution pertains is closed. If a shareholder fails to formulate clearly the wording of the proposed resolution or its amendment during the discussion, the Chairman shall request the shareholder to submit the final wording of the proposed amendments in writing.

**The proposed wording of Par. 11.9**

The shareholders are entitled to propose amendments and additions to draft resolutions or propose resolutions concerning issues placed on the agenda until the discussion on the agenda item to which the resolution pertains is closed. If a shareholder fails to formulate clearly the wording of the proposed resolution or its amendment during the discussion, the Chairman shall request the shareholder to submit the final wording of the proposed amendments in writing.

**Par. 12.6 currently worded as follows shall be deleted:**

The candidates for members of the Supervisory Board shall submit a statement for the record, on whether they fulfil the criteria of independence. An independent member of the Supervisory Board shall be a person who as at the date of election meets all of the following conditions:

- (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's shares,
- (d) is not a member of the governing or supervisory bodies or employee of the Company's associated undertaking, within the meaning of regulations on accounting,
- (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 remuneration for participating in the Supervisory Board.

#### **The proposed wording of Par. 12.6**

The candidates for members of the Supervisory Board shall submit a statement for the record, on whether they fulfil the criteria of independence. An independent member of the Supervisory Board shall be a person who as at the date of election meets all of the following conditions:

- (a) is not and has not been in the last three years employed at the Company, its subsidiaries or parent companies;
- (b) is not and has not been in the last five years employed at the Company, its subsidiaries or parent companies in a managerial position or as a management board member;
- (c) is not receiving any additional remuneration (apart from the remuneration for membership on the Supervisory Board or remuneration related to the holding of the Company shares) or any financial benefits from the Company, its subsidiaries or parent companies;
- (d) is not a shareholder holding, directly or indirectly, shares conferring the right to at least 5% of the total vote at the General Meeting, and is not a member of the management board or supervisory board of, or an employee holding a managerial position at, any such shareholder, and has no material links with such a shareholder;
- (e) is not and has not been in the last three years the auditor of the Company or its subsidiaries or parent companies or a shareholder or employee of the auditors of the Company or its subsidiaries or parent companies;
- (f) does not have any family links with the members of the Management Board of the Company or its employees who have held managerial positions in the last three years if such links could materially affect the person's ability to make impartial decisions;
- (g) is not a member of the management board of any company at which a member of the Company's Management Board is a supervisory board member and does not have any material links with the members of the Company's Management Board through participation in other companies or their governing bodies;
- (h) has not been a member of the Company's Supervisory Board for more than 12 years,
- (i) is not a close relative of any member of the Company's Management Board.