

Draft Resolutions of the Extraordinary General Shareholders Meeting of Multimedia Polska S.A. to Be Held on 29 June 2011

Current report no. 35/2011 dated 1 June 2011

The Management Board of Multimedia Polska S.A. hereby publishes – attached as an appendix hereto – draft resolutions for the Extraordinary General Shareholders Meeting of Multimedia Polska S.A. to be held on 29 June 2011.

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 Meeting
of Multimedia Polska S.A. of Gdynia
concerning election of Chair of the Extraordinary General Meeting
dated 29 June 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
as the Chair of the Extraordinary General Meeting.

Par. 2

This resolution shall come into force as of its date.

**Resolution No. 2
of the Extraordinary General Meeting
of Multimedia Polska S.A. of Gdynia
concerning election of the Ballot Counting Committee of the Extraordinary General Meeting
dated 29 June 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.....

2.....

3.....

Par. 2

This resolution shall come into force as of its date.

**Resolution No. 3
of the Extraordinary General Meeting
of Multimedia Polska S.A. of Gdynia
concerning adoption of the agenda
dated 29 June 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 on 1 June 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 transfer of funds to the special purpose reserve fund dedicated to share buyback.
- VIII. Adoption of a resolution extending consent for the Company to repurchase its own shares.
- IX. Closing of the Extraordinary General Meeting.

Par. 2

This resolution shall come into force as of its date.

**Resolution No. 4
of the Extraordinary General Meeting
of Multimedia Polska S.A.
dated 29 June 2011
on the transfer of funds to the special purpose reserve fund**

Acting pursuant to Par. 31(c) of the Company's Statutes, the Extraordinary General Meeting resolves as follows:

Par. 1

The Extraordinary General Meeting hereby resolves to transfer PLN and PLN from statutory reserve funds and other capital reserves, respectively, to the special purpose reserve fund dedicated to share buyback.

Par. 2

This resolution shall come into force as of its date.

*Grounds for the draft resolution
as required by the "Code of Best Practice for the WSE Listed Companies"*

In view of the fact that the Extraordinary General Meeting intends to adopt resolution no. 5, the draft wording of which is provided below, the adoption of this resolution is necessary. Furthermore, as provided in Art. 360.2 of the Commercial Companies Code, the requirements referred to in Art. 456 of the CCC do not apply to share retirement if payments to holders of the retired shares are to be made exclusively from the amount that may be allocated for distribution in accordance with Art. 348.1 of the CCC. Thus, the Company's Management Board has prepared the draft resolution as above.

**Resolution No. 5
of the Extraordinary General Meeting
of Multimedia Polska S.A. of Gdynia
extending consent for the Company to repurchase its own shares
dated 29 June 2011**

Par. 1

Acting pursuant to Art. 362.1.5 in conj. with Art. 359.2 of the Commercial Companies Code and Par. 8 of the Company's Statutes, the Extraordinary General Meeting resolves as follows:

1. The Company's Management Board is hereby authorised to acquire over the period of 1 year from the adoption of this Resolution ordinary bearer shares of the Company with a par value of PLN 1.00 per share, marked with the securities code ISIN: PLMLMDP00015, with a view to retiring them and at no time exceeding the 10 (ten) percent of the Company's equity threshold for a total amount not higher than PLN 62 million.
2. The shares may be acquired on the regulated market, on the terms specified for buyback programmes and stabilisation of financial instruments in Commission's Regulation No. 2273/2003 of 22 December 2003 ("Regulation"), and may also be acquired in any other manner permitted by law, including in particular a public announcement of a tender offer for the Company shares.
3. The Company shall finance the buy-back with funds collected in a reserve fund established for that purpose and also with funds that could be allocated for distribution among shareholders in compliance with Art. 348.1 of the Commercial Companies Code.
4. The maximum price at which the Company is to buy back its shares by way of a public announcement of a tender offer for the Company shares shall not be higher than PLN 9.70 per share, and the minimum price shall be determined in compliance with the terms specified in the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies for tender offers.
5. Relevant provisions of the Regulation and The Warsaw Stock Exchange Rules shall apply when determining the price for shares acquired on a regulated market.
6. The Management Board has been authorised to take any decisions and to take any actual or legal actions, including determination of the detailed terms and conditions of the share buyback by way of the public tender or on a regulated market in accordance with the Regulation, with a view to implementing this Resolution.
7. Earmarking the shares bought back under the authorisation provided to the Management Board in this resolution for purposes other than retirement requires prior resolution of the Company's General Meeting.

Par. 2

This resolution shall come into force as of its date.

*Grounds for the draft resolution
as required by the "Code of Best Practice for the WSE Listed Companies"*

Pursuant to the provisions of Art. 363 of the Commercial Companies Code, companies may not acquire their own shares except in the cases provided for in that article. Pursuant to Art. 362.1.5, the general meeting may authorise the Company's Management Board to acquire its own shares within the scope of such authorisation. Further to the above, the Company's Management Board has prepared the draft resolution as presented above.