

Resolutions adopted by AGM of Multimedia Polska S.A.

Current report no 45/2008 dated 30 June 2008

The Management Board of Multimedia Polska S.A. (the "Company") hereby publishes the wording of resolutions adopted by the Annual Ordinary General Meeting of the Company on 30 June 2008. The resolutions are attached to this current report.

The Annual Ordinary General Meeting did not omit any items on the agenda.

There were no objections to the minutes.

Legal basis:

Regulation of the Minister of Finance on current and periodical information provided by issuers of securities §39.1.5.

**Resolution no 1
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the election of Chairman of the Ordinary General Meeting**

Acting in accordance with Art. 409.1 of the Commercial Companies Code and par. 19.1 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

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

§ 2

The resolution takes effect upon adoption.

**Resolution no 2
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the election of the Ballot Counting Committee**

Acting in accordance with § 9.1 of its By-Laws, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

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

1. Małgorzata Muszyńska as Chairman
2. Jerzy Orzeszek
3. Piotr Rolek

§ 2

The resolution takes effect upon adoption.

**Resolution no 3
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the agenda**

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

§ 1

The Ordinary General Meeting of Multimedia Polska S.A. resolves to adopt the following agenda published in *Monitor Sądowy i Gospodarczy* no 110/2008 dated 6 June 2008.

- I. Opening of the Meeting.
- II. Election of Chairman of the Ordinary General Meeting.
- III. Drawing up the list of attendees.
- IV. Confirmation that the Ordinary 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 the approval of the Management Board report on the Company's operations in the period from 1 January 2007 to 31 December 2007.
- VIII. Adopting a resolution granting a vote of acceptance to Management Board Members for the discharge of their duties in 2007.
- IX. Approving the standalone financial statements of Multimedia Polska S.A. for the period from 1 January 2007 to 31 December 2007.
- X. Approving the consolidated financial statements of Multimedia Polska Group for the period from 1 January 2007 to 31 December 2007.
- XI. Adopting a resolution concerning the distribution of profits generated by the Company in 2007.
- XII. Accepting the Supervisory Board's report on supervisory activities for the period from 1 January 2007 to 31 December 2007.
- XIII. Adopting a resolution granting a vote of acceptance to Supervisory Board Members for the discharge of their duties in 2007.
- XIV. Adopting a resolution concerning the appointment of Supervisory Board members for another term of office.
- XV. Adopting a resolution concerning the merger in accordance with Art. 492 § 1.1 in conjunction with Art. 516 §6 of the Commercial Companies Code of Multimedia Polska S.A. with its registered office in Gdynia as the acquirer with ZICOM Sp. z o.o. with its registered office in Tarnów as the acquiree by transferring all assets of ZICOM Sp. z o.o. with its registered office in Tarnów as the acquiree to Multimedia Polska S.A. with its registered office in Gdynia as the acquirer.
- XVI. Closing of the Ordinary General Meeting.

§ 2

The resolution takes effect upon adoption.

**Resolution no 4
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the approval of the Management Board report on the Company's operations
in the period from 1 January 2007 to 31 December 2007**

Acting in accordance with Art. 395.2.1 of the Commercial Companies Code and par. 13(a) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Management Board report on the Company's operations in 2007, the Ordinary General Meeting approves the Management Board report on the operations of Multimedia Polska S.A. in the period from 1 January 2007 to 31 December 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 5
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the vote of acceptance for President of the Management Board of
Multimedia Polska S.A. for the discharge of his duties in 2007**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and par. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Andrzej Rogowski, President of the Management Board of Multimedia Polska S.A., for the discharge of his duties in the period from 1 January 2007 to 31 December 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 6
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the vote of acceptance for Vice President of the Management Board of
Multimedia Polska S.A. for the discharge of his duties in 2007**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and par. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Arkadiusz Dorynek, Vice President of the Management Board of Multimedia Polska S.A., for the discharge of his duties in the period from 1 January 2007 to 18 December 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 7
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the approval of standalone financial statements
of Multimedia Polska S.A. for 2007**

Acting in accordance with Art. 395.2.1 of the Commercial Companies Code and par. 13(a) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Company's financial statements for 2007, the Ordinary General Meeting hereby approves the standalone financial statements of Multimedia Polska S.A. for the year 2007, comprising a balance sheet showing a balance sheet total of PLN 1,040,008,307.95, an income statement showing a net profit of PLN 35,202,628.92, a cash flow statement showing a decrease in net cash of PLN 170,729,231.92, a statement of changes in equity showing an increase in equity of PLN 31,149,024.87 and notes to the financial statements.

§ 2

The resolution takes effect upon adoption.

**Resolution no 8
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the approval of consolidated financial statements
of Multimedia Polska Group for 2007**

Acting in accordance with Art. 395.5.1 of the Commercial Companies Code and par. 13(a) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Group's consolidated financial statements for 2007, the Ordinary General Meeting hereby approves the consolidated financial statements of Multimedia Polska Group for the year 2007, comprising a balance sheet showing a balance sheet total of PLN 1,116,217,476.40, an income statement showing a net profit of PLN 72,365,274.64, a cash flow statement showing a decrease in net cash of PLN 161,190,701.47, a statement of changes in equity showing an increase in equity of PLN 68,409,999.93 and notes to the financial statements.

§ 2

The resolution takes effect upon adoption.

**Resolution no 9
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the distribution of profits generated by the Company in 2007**

Acting in accordance with Art. 395.2.2 of the Commercial Companies Code and having reviewed the Management Board report on the operations of Multimedia Polska S.A. in 2007, the 2007 financial statements, the independent auditor's opinion issued with respect to those documents and the Supervisory Board report, and having analysed the Management Board's motion regarding the distribution of profit, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of Multimedia Polska S.A. resolves that the net profit of PLN 35,202,628.92 (thirty five million two hundred and two thousand six hundred and twenty eight zloty ninety two groszy) generated by the Company in the financial year ended 31 December 2007 should be allocated to:

- 1) pay dividends in the amount calculated within the following limit: between PLN 33,826,642.30 (thirty three million eight hundred twenty six thousand six hundred forty two zloty thirty groszy) and PLN 35,202,628.92 (thirty five million two hundred and two thousand six hundred and twenty eight zloty ninety two groszy) depending ultimately on the number of shares to be determined on the dividend payment day, provided that the dividend payable per one share shall amount to PLN 0.22 (twenty two groszy),
- 2) allocate to reserve capital the amount calculated within the following limit: between PLN 0 (zero zloty) and PLN 1,353,986.62 (one million three hundred fifty three thousand nine hundred eighty six zloty sixty two groszy) depending on the aggregate amount allocated to the dividend payment.

§ 2

1. The Ordinary General Meeting resolves that the record day that shall be used to determine the list of shareholders eligible to receive dividends for 2007 shall be 14 July 2008.
2. The Ordinary General Meeting resolves that the dividend payment date shall be 28 July 2008.

§ 3

The resolution takes effect upon adoption.

**Resolution no 10
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the approval of the Supervisory Board's report on supervisory activities
for the period from 1 January 2007 to 31 December 2007**

Acting in accordance with Art. 395.5.1 of the Commercial Companies Code and par. 13(k) of the Company's Statutes, the Ordinary General Meeting resolves as follows:

§ 1

Having reviewed the Supervisory Board's report on supervisory activities for the period from 1 January 2007 to 31 December 2007, the Ordinary General Meeting approves the Supervisory Board's report on supervisory activities performed in 2007 attached hereto.

§ 2

The resolution takes effect upon adoption.

**Resolution no 11
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and par. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Ygal Ozechov for the discharge of his duties as Co-Chairman of the Company's Supervisory Board in the period from 1 January 2007 to 31 December 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 12
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and par. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Tomek Ulatowski for the discharge of his duties as Co-Chairman of the Company's Supervisory Board in the period from 1 January 2007 to 31 December 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 13
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and par. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Vikram Pant for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2007 to 4 January 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 14
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and par. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Konrad Jaskóła for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2007 to 31 December 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 15
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and par. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. Gabriel Wujek for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2007 to 31 December 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 16
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the vote of acceptance for Supervisory Board Member**

Acting in accordance with Art. 395.2.3 of the Commercial Companies Code and par. 13(c) of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Ordinary General Meeting gives a vote of acceptance to Mr. David C. Seidman for the discharge of his duties as Member of the Company's Supervisory Board in the period from 5 February 2007 to 31 December 2007.

§ 2

The resolution takes effect upon adoption.

**Resolution no 17
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and par. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

To appoint Mr. Konrad Jaskóła as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

§ 2

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska S.A. shall be composed of five members.

§ 3

The resolution takes effect upon adoption.

**Resolution no 18
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and par. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

To appoint Mr. Ygal Ozechov as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

§ 2

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska S.A. shall be composed of five members.

§ 3

The resolution takes effect upon adoption.

**Resolution no 19
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and par. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

To appoint Mr. David C. Seidman as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

§ 2

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska S.A. shall be composed of five members.

§ 3

The resolution takes effect upon adoption.

**Resolution no 20
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and par. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

To appoint Mr. Tomek Ulatowski as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

§ 2

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska S.A. shall be composed of five members.

§ 3

The resolution takes effect upon adoption.

**Resolution no 21
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding appointment of a Supervisory Board member**

In connection with the expiration of the term of office of the Company's Supervisory Board members, acting in accordance with Art. 385.1 of the Commercial Companies Code and par. 21.1 and 21.2 of the Company's Statutes, the Ordinary General Meeting in a secret ballot resolves as follows:

§ 1

To appoint Mr. Gabriel Wujek as member of the Supervisory Board of Multimedia Polska S.A. for a new term of office.

§ 2

The Ordinary General Meeting resolves that the Supervisory Board of Multimedia Polska S.A. shall be composed of five members.

§ 3

The resolution takes effect upon adoption.

**Resolution no 22
of the Ordinary General Meeting
of Multimedia Polska S.A. of 30 June 2008
regarding the merger of Multimedia Polska S.A. with ZICOM Sp. z o.o.**

§ 1

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

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

by way of transfer of the entire assets of ZICOM Sp. z o.o. headquartered in Tarnów as the Acquiree to Multimedia Polska Spółka Akcyjna headquartered in 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 31 March 2008 and published in *Monitor Sądowy i Gospodarczy* No. 76/2008 of 17 April 2008 defining in detail the terms of the merger.

§ 2

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

§ 3

The Ordinary 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.

§ 4

The resolution takes effect upon adoption and becomes legally effective upon registration of the merger with the competent National Court Register.