

Resolutions adopted by EGM of Multimedia Polska S.A.

Current report no 20/2008 dated 20 March 2008

Multimedia Polska S.A. (the "Company") hereby publishes the wording of resolutions adopted by the Extraordinary General Meeting of the Company on 20 March 2008. The resolutions are attached to this current report.

The Extraordinary 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.

Attachment to current report no 20/2008 dated 20 March 2008
regarding resolutions adopted by EGM called for 20 March 2008

**Resolution no 1
of the Extraordinary General Meeting
of Multimedia Polska S.A. with its registered office in Gdynia
regarding the election of Chairman of the Extraordinary General Meeting
dated 20 March 2008**

Acting in accordance with Art. 409 § 1 of the Commercial Companies Code and § 19.1 of the Company's Statutes, the Extraordinary General Meeting in a secret ballot resolves as follows:

§ 1

The Extraordinary 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.

Attachment to current report no 20/2008 dated 20 March 2008
regarding resolutions adopted by EGM called for 20 March 2008

**Resolution no 2
of the Extraordinary General Meeting
of Multimedia Polska S.A. with its registered office in Gdynia
regarding the election of the Ballot Counting Committee
dated 20 March 2008**

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

§ 1

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

1. Ms. Danuta Szumska;
2. Mr. Jerzy Orzeszek;
3. Mr. Tomasz Sadowski.

§ 2

The resolution takes effect upon adoption.

Attachment to current report no 20/2008 dated 20 March 2008
regarding resolutions adopted by EGM called for 20 March 2008

**Resolution no 3
of the Extraordinary General Meeting
of Multimedia Polska S.A. with its registered office in Gdynia
regarding the agenda
dated 20 March 2008**

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

§ 1

The Extraordinary General Meeting of Multimedia Polska S.A. resolves to adopt the following agenda published in *Monitor Sądowy i Gospodarczy* no 40/2007 dated 26 February 2008.

- 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 Statutes of Multimedia Polska S.A.
- VIII. Adopting a resolution concerning approval of a consolidated text of the Statutes of Multimedia Polska S.A.
- IX. Adopting a resolution concerning the merger of the Company with Przedsiębiorstwo Handlowo-Usługowe Sotel Sp. z o.o. of Pruszcz Gdański and Intertel Sp. z o.o. of Trzebinia.
- X. Closing of the Meeting.

§ 2

The resolution takes effect upon adoption.

**Resolution no 4
of the Extraordinary General Meeting
of Multimedia Polska S.A. with its registered office in Gdynia
regarding amendments to the Statutes of Multimedia Polska S.A.
dated 20 March 2008**

The Extraordinary General Meeting, acting in accordance with Art. 415.1 of the Commercial Companies Code and Par. 13(i) of the Company's Statutes, hereby resolves to amend the Company's statutes as follows:

§ 1

current wording of §27

1. The Management Board of the Company shall be composed of two to four members, including the President of the Management Board, appointed for a joint 2 (two)-year term of office.
2. The mandates of the members of the Management Board of a particular term of office shall expire on the date of holding the General Meeting of Shareholders convened in order to approve the financial statements for the last full financial year of membership on the Management Board.
3. It is permissible to re-appoint the same persons as members of the Management Board for further terms of office.

proposed wording of §27

1. The Management Board of the Company shall be composed of one to five members, including the President of the Management Board, appointed for a joint 2 (two)-year term of office.
2. The mandates of the members of the Management Board of a particular term of office shall expire on the date of holding the General Meeting of Shareholders convened in order to approve the financial statements for the last full financial year of membership on the Management Board.
3. It is permissible to re-appoint the same persons as members of the Management Board for further terms of office.

§ 2

The resolution takes effect upon adoption and becomes legally effective when the amendments are registered by the National Court Register.

Attachment to current report no 20/2008 dated 20 March 2008
regarding resolutions adopted by EGM called for 20 March 2008

**Resolution no 5
of the Extraordinary General Meeting
of Multimedia Polska S.A. with its registered office in Gdynia
regarding amendments to the Statutes of Multimedia Polska S.A.
dated 20 March 2008**

§ 1

Following the amendments introduced to the Company's Statutes by resolution no. 4 on 20 March 2008, the Extraordinary General Meeting of Multimedia Polska S.A. hereby approves the consolidated text of the Company's Statutes as attached hereto.

§ 2

The resolution takes effect upon adoption and becomes legally effective when the amendments are registered by the National Court Register.

**Resolution no 6
of the Extraordinary General Meeting
of Multimedia Polska S.A. with its registered office in Gdynia
regarding the merger of the Company with PHU Sotel Sp. z o.o. and Intertel Sp. z o.o.
dated 20 March 2008**

§ 1

Acting pursuant to Art. 492 § 1.1 in conjunction with Art. 516 § 6 of the Commercial Companies Code, the Extraordinary General Shareholders 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. Przedsiębiorstwo Handlowo-Usługowe SOTEL Spółka z ograniczoną odpowiedzialnością, with its registered office in Pruszcz Gdański – as the Acquiree,
3. INTERTEL Spółka z ograniczoną odpowiedzialnością, with its registered office in Trzebinia – as the Acquiree,

by way of transfer of the entire assets of the Acquirees, Przedsiębiorstwo Handlowo-Usługowe SOTEL Sp. z o.o. headquartered in Pruszcz Gdański and INTERTEL Sp. z o.o. headquartered in Trzebinia, to the Acquirer, Multimedia Polska Spółka Akcyjna headquartered in Gdynia.

The merger shall be effected in accordance with the Plan of Merger agreed by the Management Boards of the merging companies on 30 November 2007 and published in *Monitor Sądowy i Gospodarczy* No. 240/2007 of 11 December 2007 defining in detail the terms of the merger.

§ 2

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

§ 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.

§ 4

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