

Draft Resolutions of the Extraordinary General Shareholders Meeting of Multimedia Polska S.A. to Be Held on December 20th 2010

Current report no. 54/2010 dated 23 November 2010

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 December 20th 2010.

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.

Appendix to Current Report No. 54/2010 of November 23rd 2010

**Resolution No. 1
of the Extraordinary General Shareholders
Meeting of Multimedia Polska S.A. of
Gdynia,
concerning election of Chair of the Extraordinary General Shareholders Meeting,
dated December 20th 2010**

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

Par. 1

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

Par. 2

This resolution shall come into force as of its date.

Appendix to Current Report No. 54/2010 of November 23rd 2010

**Resolution No. 2
of the Extraordinary General Shareholders
Meeting of Multimedia Polska S.A. of
Gdynia,
concerning election of the Ballot Counting Committee of the Extraordinary General
Shareholders Meeting, dated December 20th 2010**

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

Par. 1

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

Par. 2

This resolution shall come into force as of its date.

Appendix to Current Report No. 54/2010 of November 23rd 2010

**Resolution No. 3
of the Extraordinary General Shareholders Meeting
of Multimedia Polska S.A. of Gdynia,
concerning adoption of the agenda,
dated December 20th 2010**

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

Par. 1

The Extraordinary General Shareholders Meeting of Multimedia Polska S.A. resolves to adopt the following agenda for the Extraordinary General Shareholders Meeting, published on the Company's website at www.multimedia.pl on November 23rd 2010:

- . Opening of the Extraordinary General Shareholders Meeting.
- . Election of the Chair of the Extraordinary General Shareholders Meeting.
- . Recording of attendance.
- . Confirmation that the Extraordinary General Shareholders Meeting has been duly convened and has the capacity to adopt resolutions.
- . Election of members of the Ballot Counting Committee.
- . Adoption of the agenda.
- . Adoption of a resolution on the retirement of 38,337,936 own shares.
- . 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.
- . Adoption of a resolution on amending the Company's Articles of Association and approving its consolidated text.
- . Closing of the Extraordinary General Shareholders Meeting.

Par. 2

This resolution shall come into force as of its date.

**Resolution No. 4
of the Extraordinary General Shareholders Meeting
of Multimedia Polska S.A. of Gdynia,
on retirement of own shares bought back by the Company
dated December 20th 2010**

Par. 1

Acting pursuant to art. 359.2 of the Commercial Companies Code and par. 8 of the Company's Articles of Association, the Extraordinary General Shareholders 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 złoty) 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 May 13th 2010 and June 25th 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 złoty, eighty grosz), acting in accordance with and pursuant to Resolution No. 18 of the Company's Annual General Shareholders Meeting of May 10th 2010, amended by Resolution No. 5 of the Company's Extraordinary General Shareholders Meeting of July 27th 2010, and Resolution No. 4 of the Company's Extraordinary General Shareholders Meeting of September 6th 2010.

The reduction of the Company's share capital resulting from the retirement of the own shares will be effected by amending the Articles of Association, 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 złoty), from PLN 153,189,683 (one hundred and fifty-three million, one hundred and eighty-nine thousand, six hundred and eighty-six złoty) to PLN 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one thousand, seven hundred and forty-seven złoty), and partly by using the statutory reserve funds allocated to the buy-back of own shares.

Par. 3

- . The shares will be retired upon registration of the share capital reduction by the court.
- . The share capital reduction and subsequent amendment to the Articles of Association will be effected under separate resolutions adopted by this General Shareholders Meeting.

Par. 4

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

Grounds for the draft resolution as required by the "Code of Best Practice for the Warsaw Stock Exchange Listed Companies".

Company's General Shareholders Meeting and representing 25.02% of Multimedia Polska S.A.'s share capital and total vote.

The retirement of own shares was performed in accordance with and pursuant to Resolution No. 18 of the Annual General Shareholders Meeting of May 10th 2010, Resolution No. 5 of the Extraordinary General Shareholders Meeting of July 27th 2010, and Resolution No. 4 of the Extraordinary General Shareholders Meeting of September 6th 2010. The Management Board, acting in accordance with its powers, decided to buy back the shares with a view to retiring them.

Appendix to Current Report No. 54/2010 of November 23rd 2010

**Resolution No. 5
of the Extraordinary General Shareholders
Meeting of Multimedia Polska S.A. of
Gdynia,
concerning reduction of the Company's share capital in connection with the retirement of
own shares dated December 20th 2010**

Acting pursuant to Art. 360.1, Art. 430.1 and Art. 455 of the Commercial Companies Code and Par. 13i) of the Company's Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

In connection with the adoption of Resolution No. 4 on the retirement of the Company shares adopted by this General Shareholders Meeting, the Company's share capital is reduced from PLN 153,189,683 (one hundred and fifty-three million, one hundred and eighty-nine thousand, six hundred and eighty three zloty) to PLN 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one million, seven hundred and forty-seven zloty), i.e. by PLN 38,337,936 (thirty-eight million, three hundred and thirty-seven thousand, nine hundred and thirty-six zloty) by way of cancellation of 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 the par value of PLN 1.00 (one zloty) per share, as described in detail in Resolution No. 4 of this General Shareholders Meeting. The share capital is reduced as part of the implementation of the General Shareholders Meeting's resolution concerning the retirement of own shares acquired by the Company, i.e. adjusting the value of the share capital in line with the number of the Company shares which will remain following the retirement of 38,337,936 ordinary bearer shares.

Par. 2

The share capital shall be reduced without implementing the convocation procedure referred to in Art. 456.1 of the Commercial Companies Code.

Par. 3

The share capital shall be reduced upon registration by the relevant Court.

Grounds for the draft resolution as required by the "Code of Best Practice for the Warsaw Stock Exchange Listed Companies".

In connection with the intended adoption by the Extraordinary General Shareholders Meeting of Resolution No. 4 concerning retirement by the Company of own shares, it is necessary to bring the value of the share capital of Multimedia Polska S.A. in line with the number of the Company shares remaining following the retirement of 38,337,936 ordinary bearer shares acquired by the Company in the tender offers.

Appendix to Current Report No. 54/2010 of November 23rd 2010

**Resolution No. 6
of the Extraordinary General Shareholders Meeting
of Multimedia Polska S.A. of Gdynia,
concerning amendment to the Company's Articles of Association
dated December 20th 2010**

Acting pursuant to Art. 430.1 and Art. 455 of the Commercial Companies Code and Par. 13.i) of the Articles of Association, in connection with the adoption by this General Shareholders Meeting of Resolution No. 4 concerning retirement of the Company shares and Resolution No. 5 concerning reduction of the Company's share capital, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

Par. 6 of the Articles of Association of Multimedia Polska S.A. is hereby amended to read as follows:

"The Company's share capital amounts to PLN 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one thousand, seven hundred and forty-seven zloty) and is divided into 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one thousand, seven hundred and forty-seven) ordinary bearer shares with the par value of PLN 1.00 (one zloty) per share."

Par. 2

Further to the amendment to Par. 6 of the Articles of Association, the Extraordinary General Shareholders Meeting hereby adopts a uniform text of the amended Articles of Association, as set forth in Schedule 1 to this Resolution.

Par. 3

The Resolution shall come into force as of its date, subject to the registration of the amendment to the Articles of Association by the relevant Court.

Grounds for the draft resolution as required by the "Code of Best Practice for the Warsaw Stock Exchange Listed Companies".

In connection with the intended adoption by the Extraordinary General Shareholders Meeting of Resolution No. 4 and Resolution No. 5 concerning retirement of own shares and the related reduction of the Company's share capital, it is necessary to amend Par. 6 of the Company's Articles of Association to bring it in line with the current amount of the share capital of Multimedia Polska S.A.