

**Resolution No. 1**  
of the Extraordinary General Meeting  
of \_\_\_ February 2009  
of Narodowy Fundusz Inwestycyjny Empik Media & Fashion S.A.  
with its registered office in Warsaw

**on the appointment of the Returning Committee**

The Extraordinary General Meeting of NFI Empik Media & Fashion S.A. appoints the following members of the Returning Committee:

1. Mr./Ms. \_\_\_\_\_,
2. Mr./Ms. \_\_\_\_\_,
3. Mr./Ms. \_\_\_\_\_,

The resolution is effective upon adoption.

**Resolution No. 2**  
of the Extraordinary General Meeting  
of \_\_\_ February 2009  
of Narodowy Fundusz Inwestycyjny Empik Media & Fashion S.A.  
with its registered office in Warsaw

**on the adoption of an agenda for the meeting**

The Extraordinary General Meeting of NFI Empik Media & Fashion S.A. adopts the agenda in accordance with the announcement in the Court and Economic Monitor No. \_\_ (\_\_\_\_) item \_\_\_\_ of \_\_ January 2009.

The resolution is effective upon adoption.

**Resolution No. 3**  
of the Extraordinary General Meeting  
of \_\_\_ February 2009  
of Narodowy Fundusz Inwestycyjny Empik Media & Fashion S.A.  
with its registered office in Warsaw

**on amending resolution no. 15 of the Ordinary General Meeting dated 13 July 2007 concerning the issue of subscription warrants and the exclusion of pre-emption rights of existing shareholders with pre-emption rights and concerning the conditional increase of the share capital by way of issue of shares with the exclusion of pre-emption rights of existing shareholders, as amended by resolution no. 15 of the Ordinary General Meeting dated 5 June 2008.**

Pursuant to section 393.5 and section 453 subsections 2 and 3 of the Code of Commercial Partnerships and Companies, the Extraordinary General Meeting of the Company adopts the following:

The Extraordinary General Meeting of Narodowy Fundusz Inwestycyjny Empik Media & Fashion S.A. (“**Company**”) has decided to amend resolution no. 15 of the Ordinary General Meeting of 13 July 2007, as amended by resolution no. 15 of the Ordinary General Meeting of 5 June 2008 (“**Resolution**”) as follows:

1. § 6 of the Resolution is amended to:

- “1. With the exception of the provisions of § 7, § 10, and § 11 of this Resolution, the Warrant-bearer may exercise the rights granted by such Warrants no earlier than after a 12 (twelve) month period from the issuance of a given Warrant and no later than by 31 December 2013, except for Series I Warrants, the rights granted whereof may be exercised during the period beginning 1 August 2008 and ending 31 December 2013.
2. The Warrant-bearer shall be obligated to notify the Company in writing (“**Notice**”) about the bearer’s intentions to exercise the rights granted by the Warrants providing the following in the Notice: (i) the expected date of exercising the right (“**Exchange Date**”), that is the date on which the bearer intends to obtain Series D Shares which must be no later than on 31 December 2013 and (ii) the amount of Series D Shares that the bearer intends to obtain by exercising the Warrant rights. The Notice must be received by the Company along with an original copy of the relevant Warrant no later than 2 (two) working days before the Exchange Date. On the Exchange Date, the Warrant bearer will issue an appropriate declaration on obtaining Series D Shares on a form prepared by the Company that corresponds with the attachment to the Employment Contract and shall pay the issuance price for obtaining Series D Shares.
3. The right to obtain Series D Shares incorporated in the Warrants expires should it not be exercised by the Warrant-bearer in the period ending 31 December 2013.”

2. § 7 of the Resolution is amended to:

“Should the employment contract between a Member of the Management Board and the Company be terminated or expire before 31 December 2010, and an Entitled Person, upon written demand of the Company, does not exercise the Person’s right to obtain Series D Shares from all Warrants possessed by such Person and does not render full payment for the Series D Shares obtained, then in the period of 60 (sixty) days from the date of obtaining such a written demand from the Company, all rights incorporated in the Warrants to obtain Series D Shares which have not until this time been exercised shall expire.”

3. § 13.1 is amended to:

“The issuance price of Series D Shares is 10 PLN (ten PLN)”.

The resolution is effective upon adoption.