

FORM OF PROXY
FOR EXERCISING THE VOTING RIGHT
at
THE ANNUAL GENERAL MEETING
OF
MULTIMEDIA POLSKA S.A.
on 10 May 2010

Shareholder Details:

First name and surname / Name of institution:.....

Address:

ID No. / No. in the relevant register:.....

I, the undersigned
(first name and surname / name of institution)

authorised to participate in the Annual General Meeting of Multimedia Polska S.A., to be held on 10 May 2010, based on the Certificate Confirming the Holder's Right to Participate in the General Meeting

issued by:

.....
(name of the entity operating the shareholder's securities account)

on No.

represented by:

Proxy Details:

First name and surname / Name of institution:

Address:

ID No.:.....

below, using this form, I place a voting instruction to be used by the proxy to vote on each resolution to be adopted by the Annual General Meeting of Multimedia Polska S.A. on 10 May 2010, in accordance with the agenda announced by the Company.

.....
(signature of the shareholder, date, place)

Resolution No. 1
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
concerning the election of Chairman of the Annual General Meeting

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

§ 1

The Annual General Meeting of Multimedia Polska S.A. resolves to elect as Chairman of the Meeting.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning, the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

Instructions:

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(signature of the shareholder)

Resolution No. 2
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the election of the Ballot Counting Committee

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

§ 1

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

1.
2.
3.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

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Instructions:

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(signature of the shareholder)

Resolution No. 3
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the agenda

The Annual General Meeting hereby resolves as follows:

§ 1

The Annual General Meeting of Multimedia Polska S.A. hereby resolves to adopt the following agenda of the Annual General Meeting of the Company, published on the Company's website www.multimedia.pl on 14 April 2010:

- I. Opening of the Annual General Meeting.
- II. Election of Chairman of the Annual General Meeting.
- III. Drawing up the list of attendees.
- IV. Confirmation that the Annual 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's activity report for the period from 1 January 2009 to 31 December 2009.
- VIII. Adopting a resolution concerning the approval of standalone financial statements of the Company for the period from 1 January 2009 to 31 December 2009.
- IX. Adopting a resolution concerning the approval of consolidated financial statements of Multimedia Polska Group for the period from 1 January 2009 to 31 December 2009.
- X. Adopting a resolution concerning a vote of approval for the President of the Management Board confirming the discharge of his duties in 2009.
- XI. Adopting a resolution regarding distribution of profits generated by the Company in 2009.
- XII. Adopting a resolution concerning the approval of the Supervisory Board's report on supervisory activities performed in the period from 1 January 2009 to 31 December 2009.
- XIII. Adopting a resolution concerning a vote of approval for Supervisory Board members confirming the discharge of their duties in 2009.
- XIV. Adopting a resolution concerning the establishment of a special purpose reserve fund dedicated to share buyback and concerning the transfer of the Company's funds from the Dividend Fund, from reserve capital, the amount of share premium, and from the special purpose reserve fund designated for the purpose of repurchasing own shares in order to offer them to Company employees to the new special purpose reserve fund dedicated to the share buyback.
- XV. Adopting a resolution extending consent for the Company to repurchase its own shares.
- XVI. Adopting a resolution concerning the issue of bearer bonds.
- XVII. Adopting a resolution concerning the issue of registered bonds.
- XVIII. Adopting a resolution concerning a credit facility and establishment of a registered pledge over the Company's movables and transferrable property rights.
- XIX. Closing of the Annual General Meeting.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

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Instructions:

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(signature of the shareholder)

Resolution No. 4

of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010

regarding the approval of the Management Board report on the Company's operations in the period from 1 January 2009 to 31 December 2009

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

§ 1

Having reviewed the Management Board report on the Company's operations in 2009, the Annual General Meeting approves the Management Board report on the operations of Multimedia Polska S.A. in the period from 1 January 2009 to 31 December 2009.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

Instructions:

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(signature of the shareholder)

**Resolution no. 5
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the approval of the Company's standalone financial statements for 2009**

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

§ 1

Having reviewed the Company's financial statements for 2009, the Annual General Meeting hereby approves the standalone financial statements of Multimedia Polska S.A. for the year 2009, comprising a balance sheet showing a balance sheet total of PLN, an income statement showing a net profit of PLN, a cash flow statement showing a in net cash of PLN, a statement of changes in equity showing a decrease in equity of PLN and notes to the financial statements.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)

**Resolution no. 6
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the approval of consolidated financial statements of Multimedia Polska S.A. Group
for 2009**

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

§ 1

Having reviewed the Group's consolidated financial statements for 2009, the Annual General Meeting hereby approves the consolidated financial statements of Multimedia Polska Group for the year 2009, comprising a balance sheet showing a balance sheet total of PLN, an income statement showing a net profit of PLN, a cash flow statement showing a decrease in net cash of PLN, a statement of changes in equity showing a in equity of PLN and notes to the financial statements.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)

Resolution no. 7

of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010

regarding the vote of approval for President of the Management Board of Multimedia Polska S.A. confirming the discharge of his duties in 2009

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

§ 1

The Annual General Meeting gives a vote of approval 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 2009 to 31 December 2009.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)

Resolution no. 8
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the distribution of profits generated by the Company in 2009

Acting in accordance with Art. 395.2.2 of the Commercial Companies Code and Art. 13(b) of the Company's Statutes, the Annual General Meeting resolves as follows:

§ 1

The Annual General Meeting of Multimedia Polska S.A., having reviewed the Management Board report on the Company's operations in 2009, the 2009 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 Annual General Meeting resolves to allocate the whole 2009 net profit of PLN (.....) to the special purpose reserve fund dedicated to share buyback.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)

Resolution no. 9

of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010

regarding the approval of the Supervisory Board's report on supervisory activities for the period from 1 January 2009 to 31 December 2009

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

§ 1

Having reviewed the Supervisory Board's report on supervisory activities for the period from 1 January 2009 to 31 December 2009, the Annual General Meeting approves the Supervisory Board's report on supervisory activities performed in 2009 together with an assessment of the Company's standing and the work of the Supervisory Board attached hereto.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)

Resolution no. 10
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the vote of approval for Supervisory Board Member

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

§ 1

The Annual General Meeting gives a vote of approval 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 2009 to 31 December 2009.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

Instructions:

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(signature of the shareholder)

Resolution no. 11
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the vote of approval for Supervisory Board Member

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

§ 1

The Annual General Meeting gives a vote of approval 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 2009 to 31 December 2009.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

Instructions:

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(signature of the shareholder)

Resolution no. 12
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the vote of approval for Supervisory Board Member

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

§ 1

The Annual General Meeting gives a vote of approval to Mr. Konrad Jaskóła for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

Instructions:

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(signature of the shareholder)

Resolution no. 13
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the vote of approval for Supervisory Board Member

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

§ 1

The Annual General Meeting gives a vote of approval to Mr. Gabriel Wujek for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)

**Resolution no. 14
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
regarding the vote of approval for Supervisory Board Member**

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

§ 1

The Annual General Meeting gives a vote of approval to Mr. David C. Seidman for the discharge of his duties as Member of the Company's Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

Instructions:

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(signature of the shareholder)

Resolution no. 15
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
concerning the establishment of a special purpose reserve fund

Acting in accordance with Par. 31(c) of the Company's Statutes, the Annual General Meeting resolves as follows:

§ 1

The Annual General Meeting hereby resolves:

1. To create a special purpose reserve fund designated for the purpose of repurchasing shares.
2. To transfer to the reserve fund dedicated to share buyback PLN 204,530,454.80 (say: two hundred and four million five hundred and thirty thousand four hundred fifty four zloty eighty groszy) from the Dividend Fund created pursuant to resolution no. 5/2008 of the Extraordinary General Meeting dated 28 August 2008, PLN 67,654,693.62 (say: sixty seven million six hundred and fifty four thousand six hundred and ninety three zloty sixty two groszy) from reserve capital, PLN 3,830,192.23 (say: three million eight hundred and thirty thousand one hundred and ninety two zloty twenty three groszy) from the special purpose reserve fund designated for the purpose of repurchasing shares in order to offer them to Company employees.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

Instructions:

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(signature of the shareholder)

Resolution No. 16

**of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
concerning share buyback**

§ 1

Acting pursuant to Art. 363.1.5 and in connection with Art. 359.2 of the Commercial Companies Code and Par. 8 of the Company's Statutes, the Annual General Meeting resolves as follows:

1. The Company's Management Board is hereby authorised to acquire over the period of 5 (five) years as of 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 for a total amount not higher than PLN 330m, provided that a total par value of the acquired shares does not exceed the limit indicated in Art. 363.2.2 of the Commercial Companies Code.
2. The shares may be acquired by way of a tender offer for the Company shares, as well as 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").
3. The Company shall finance the buy-back with funds collected in a reserve fund established for that purpose.
4. The minimum price at which the Company is to buy back its shares by way of a tender offer for the Company shares shall be the highest of the prices established in accordance with letters a to d herein:
 - a) the average market price from the period of six months preceding the announcement of the tender offer during which the shares have been traded on the main list; or
 - b) the highest price that the Company or its parent entities have paid for the shares covered by the tender offer within the period of 12 months prior to the announcement of the tender offer; or
 - c) the highest value of assets or rights that the Company or its parent entities have delivered in exchange for the shares covered by the tender offer within the period of 12 months prior to the announcement of the tender offer; or
 - d) the average market price for the period of three months of trading in the shares on a regulated market preceding the announcement of the tender offer;provided that the minimum price may be lower than the price determined in accordance with the above provisions with respect to the shares representing at least 5% of all Company shares that will be acquired as part of the tender offer from a designated person responding to the public tender, if the Company and such person so decide.

The maximum price payable for the Company shares acquired as part of the public tender shall be the highest of the prices determined in accordance with letters a to d above, and increased by a premium not higher than 2 percentage points.
5. The minimum and maximum price for shares acquired on a regulated market shall correspond to prices quoted on the stock exchange and shall comply with the terms of the Regulation.
6. The Management Board has been authorised to take any decisions and to take any actual or legal actions, including determination of detailed the 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.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

Form of Proxy for Exercising the Voting Right
Annual General Meeting of Multimedia Polska S.A. of 10 May 2010

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)

Resolution No. 17
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
concerning the issue of bearer bonds

Acting pursuant to Art. 393 of the Commercial Companies Code and Par. 13 letter f) of the Company's Statutes, the Annual General Meeting resolves as follows:

§ 1

1. For investment purposes, including share buyback and refinancing the Company's existing debt, the Company shall issue unsecured, non-subordinated, dematerialised PLN or foreign currency bearer bonds denominated in EUR or USD in one or more series, for a total par value up to PLN 400,000,000 (four hundred million zlotys) (Bonds).
2. The Company's Management Board has been authorised to determine, by way of a resolution that may be adopted within five years as from this resolution's date, the par value of Bonds in a given series, the issue price of Bonds in the series, and other terms of the Bonds that are not referred to herein, and in particular, redemption dates for the Bonds in particular series, falling in each case not later than 10 years as from the issue date. Further to the above, the Company's Management Board has been authorised to specify in detail the terms of the Bonds, and also to allocate the Bonds.
3. The Bonds shall be issued in accordance with Art. 9 of the Bonds Act.
4. Bondholders of the Bonds of Multimedia Polska S.A. shall be entitled to receive cash benefits only.
5. The Bonds shall be redeemed by way of cash payments made on the redemption date, at amounts equal to the par value of the Bonds plus interest due, or by way of payment of the par value of the Bonds if the Bonds are issued as zero-coupon bonds.
6. Bonds with coupon shall bear interest at a floating interest rate determined in relation to WIBOR or LIBOR or EURIBOR, plus a margin set on the then-prevailing market terms, whereas the value of discount in the case of zero-coupon bonds shall be determined at a fixed interest rate.
7. The total par value of the issue shall be calculated at the average ask exchange rate quoted by the National Bank of Poland for the seventh business day prior to the scheduled issue date of a given series of the Bonds. If as a result of such calculation the total par value of the issue exceeds PLN 400,000,000 (four hundred million zlotys), no further issuance of the Bonds shall be permitted. The above provision shall not affect the Bonds that have been hitherto issued by the Company.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Form of Proxy for Exercising the Voting Right
Annual General Meeting of Multimedia Polska S.A. of 10 May 2010

Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)

Resolution No. 18
of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010
concerning the issue of registered bonds

Acting pursuant to Art. 393 of the Commercial Companies Code and Par. 13 letter f) of the Company's Statutes, the Annual General Meeting of Shareholders resolves as follows:

§ 1

1. For investment purposes, the Company shall issue unsecured, non-subordinated, dematerialised PLN registered bonds in one or more series, for a total par value up to PLN 50,000,000 (fifty million zlotys) (Bonds).
2. The Company's Management Board has been authorised to determine, by way of a resolution that may be adopted within five years as from this resolution's date, the par value of Bonds in a given series, the issue price of Bonds in the series, and other terms of the Bonds that are not referred to herein, and in particular, redemption dates for the Bonds in particular series, falling in each case not later than 10 years as from the issue date. Further to the above, the Company's Management Board has been authorised to specify in detail the terms of the Bonds, and also to allocate the Bonds.
3. The Bonds shall be issued in accordance with Art. 9.3 of the Bonds Act by way of private placement of the Bonds offered to the companies of the Multimedia Polska Group.
4. Bondholders of the Bonds of Multimedia Polska S.A. shall be entitled to receive cash benefits only.
5. The Bonds shall be redeemed by way of cash payments made on the redemption date, at amounts equal to the par value of the Bonds plus interest due, or by way of payment of the par value of the Bonds if the Bonds are issued as zero-coupon bonds.
6. Bonds with coupon shall bear interest at a floating interest rate determined in relation to WIBOR, plus a margin set on the then-prevailing market terms, whereas the value of discount in the case of zero-coupon bonds shall be determined at a fixed interest rate.
7. Benefits under the Bonds shall be paid to the person indicated in the Bond on the date when rights to benefits under the Bonds specified in the terms for a given series of the Bonds have been established.

§ 2

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning

Instructions:

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(signature of the shareholder)

Resolution No. 19

of the Annual General Meeting of Multimedia Polska S.A. of 10 May 2010

**concerning a credit facility and establishment of a registered pledge over the Company's
movables and transferrable property rights**

The Company's Annual General Meeting resolves as follows:

§ 1

The Company's Annual General Meeting authorises the Company's Management Board to take out loans up to PLN 330,000,000 (three hundred thirty million zlotys) maturing not later than on 31 December 2014, to select the creditors at its discretion and to determine detailed terms of loan agreements and related collateral agreements.

§ 2

To secure liabilities under the loan agreements referred to in par. 1 after they have been executed by the Company, the Company's Annual General Meeting approves establishment of registered pledges for the benefit of the crediting bank over the existing and future movable assets that make up the Company's enterprise and over the disposable proprietary rights of Multimedia Polska S.A. up to the collateral amount of 150% (one hundred and fifty percent) of the value of each of the loans.

§ 3

The resolution takes effect upon adoption.

The vote:

- No. of affirmative votes.....
- No. of negative votes.....
- No. of abstaining votes

In the event of voting against Resolution No. concerning....., the Shareholder may express an objection, in the space below, and request that it be recorded in the minutes.

Objection:

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Instructions regarding voting by the proxy on Resolution No. concerning
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Instructions:

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(signature of the shareholder)