

FORM
OF PROXY FOR EXERCISING THE VOTING RIGHT
AT
THE EXTRAORDINARY GENERAL MEETING
OF MULTIMEDIA POLSKA S.A.
on 13 June 2011

Shareholder Details:

First name and surname / Name of institution:

.....

Address:

.....

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

.....

I, the undersigned.....

(first name and surname / name of institution)

authorised to participate in the Extraordinary General Meeting of Multimedia Polska S.A. on 13 June 2011 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 card No.:

.....

place below, using this form, a voting instruction to be used by the proxy when voting on each resolution to be adopted by the Extraordinary General Meeting of Multimedia Polska S.A. on 13 June 2011, based on the agenda announced by the Company.

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

**Resolution No. 1
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 13 June 2011,
concerning election of Chair of the Extraordinary General Meeting**

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

Par. 1

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

Par. 2

This resolution shall come into force as of its date.

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 Extraordinary General Meeting of Multimedia Polska S.A., dated 13 June 2011,
concerning election of the Ballot Counting Committee of the Extraordinary General Meeting

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

Par. 1

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

1.....

2.....

3.....

Par. 2

This resolution shall come into force as of its date.

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. 3
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 13 June 2011,
concerning adoption of the agenda**

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

Par. 1

The Extraordinary General Meeting of Multimedia Polska S.A. resolves to adopt the following agenda of the Extraordinary General Meeting of the Company, published on the Company's website www.multimedia.pl on 17 May 2011.

- I. Opening of the Extraordinary General Meeting.
- II. Election of the Chair of the Extraordinary General Meeting.
- III. Recording of attendance.
- IV. Confirmation that the Extraordinary General Meeting has been duly convened and has the capacity to adopt resolutions.
- V. Election of members of the Ballot Counting Committee.
- VI. Adoption of the agenda.
- VII. Adoption of a resolution on the retirement of 46,894,637 own shares.
- VIII. Adoption of a resolution on the reduction of the Company's share capital by PLN 46,894,637, from PLN 153,189,683 to PLN 106,295,046, by way of the retirement of 46,894,637 own shares.
- IX. Adoption of a resolution on amending the Company's Statutes and approving the consolidated text of the Statutes.
- X. Closing of the Extraordinary General Meeting.

Par. 2

This resolution shall come into force as of its date.

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. 4
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 13 June 2011,
on retirement of own shares bought back by the Company**

Par. 1

1. Acting pursuant to art. 359.2 of the Commercial Companies Code and par. 8 of the Company's Statutes, the Extraordinary General Meeting retires 46,894,637 (forty-six million, eight hundred and ninety-four thousand, six hundred and thirty-seven) ordinary bearer shares of Multimedia Polska S.A., with a par value of PLN 1.00 (one zloty) 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 13 May 2010 and 25 June 2010 and following the Multimedia Polska S.A. Share Purchase Offer announced on 4 May 2011, for a total acquisition value of PLN 442,766,664.50 (four hundred and forty-two million, seven hundred and sixty-six thousand, six hundred and sixty-four zloty, fifty grosz), acting in accordance with and pursuant to Resolution No. 18 of the Company's Annual General Meeting of 10 May 2010, amended by Resolution No. 5 of the Company's Extraordinary General Meeting of 27 July 2010, and Resolution No. 4 of the Company's Extraordinary General Meeting of 6 September 2010, and also Resolution No. 20 of the Company's Annual General Meeting of 27 April 2011.
2. The reduction of the Company's share capital resulting from the retirement of own shares will be effected by amending the Statutes, 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 46,894,637 (forty-six million, eight hundred and ninety-four thousand, six hundred and thirty-seven), from PLN 153,189,683 (one hundred and fifty-three million, one hundred and eighty-nine thousand, six hundred and eighty-six zloty) to PLN 106,295,046 (one hundred and six million, two hundred and ninety-five thousand, forty-six zloty), and partly by using the statutory reserve funds allocated to the buy-back of own shares.

Par. 3

1. The shares will be retired upon registration of the share capital reduction by the court.
2. The share capital reduction and subsequent amendment to the Statutes will be effected under separate resolutions adopted by this General Meeting.

Par. 4

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

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 Extraordinary General Meeting of Multimedia Polska S.A., dated 13 June 2011,
concerning reduction of the Company's share capital in connection with the retirement of own shares**

Acting pursuant to Art. 360.1, Art. 430.1 and Art. 455 of the Commercial Companies Code and Par. 13i) of the Company's Statutes, the Extraordinary General 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 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 106,295,046 (one hundred and six million, two hundred and ninety-five thousand, forty-six zloty), i.e. by PLN 46,894,637 (forty-six million, eight hundred and ninety-four thousand, six hundred and thirty-seven zloty) by way of cancellation of 46,894,637 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 Meeting. The share capital is reduced as part of the implementation of the General 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 46,894,637 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.

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. 6
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 13 June 2011,
concerning amendment to the Company's Statutes**

Acting pursuant to Art. 430.1 and Art. 455 of the Commercial Companies Code and Par. 13.i) of the Statutes, in connection with the adoption by this General 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 Meeting hereby resolves as follows:

Par. 1

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

"The Company's share capital amounts to PLN 106,295,046 (one hundred and six million, two hundred and ninety-five thousand, forty-six zloty) and is divided into 106,295,046 (one hundred and six million, two hundred and ninety-five thousand, forty-six) 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 Statutes, the Extraordinary General Meeting hereby adopts a uniform text of the amended Statutes, 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 Statutes by the relevant Court.

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)