

FORM
OF PROXY FOR EXERCISING THE VOTING RIGHT
AT
THE EXTRAORDINARY GENERAL MEETING
OF MULTIMEDIA POLSKA S.A.
on 29 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 29 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 29 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 29 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 29 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 29 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 1 June 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 transfer of funds to the special purpose reserve fund dedicated to share buyback.
- VIII. Adoption of a resolution extending consent for the Company to repurchase its own shares.
- IX. 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 29 June 2011,
on the transfer of funds to the special purpose reserve fund**

Acting pursuant to Par. 31(c) of the Company's Statutes, the Extraordinary General Meeting resolves as follows:

Par. 1

The Extraordinary General Meeting hereby resolves to transfer PLN and PLN from statutory reserve funds and other capital reserves, respectively, to the special purpose reserve fund dedicated to share buyback.

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. 5
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 29 June 2011,
extending consent for the Company to repurchase its own shares**

Par. 1

Acting pursuant to Art. 362.1.5 in conj. with Art. 359.2 of the Commercial Companies Code and Par. 8 of the Company's Statutes, the Extraordinary General Meeting resolves as follows:

1. The Company's Management Board is hereby authorised to acquire over the period of 1 year from the 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, with a view to retiring them and at no time exceeding the 10 (ten) percent of the Company's equity threshold for a total amount not higher than PLN 62 million.
2. The shares may be acquired 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"), and may also be acquired in any other manner permitted by law, including in particular a public announcement of a tender offer for the Company shares.
3. The Company shall finance the buy-back with funds collected in a reserve fund established for that purpose and also with funds that could be allocated for distribution among shareholders in compliance with Art. 348.1 of the Commercial Companies Code.
4. The maximum price at which the Company is to buy back its shares by way of a public announcement of a tender offer for the Company shares shall not be higher than PLN 9.70 per share, and the minimum price shall be determined in compliance with the terms specified in the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies for tender offers.
5. Relevant provisions of the Regulation and The Warsaw Stock Exchange Rules shall apply when determining the price for shares acquired on a regulated market.
6. The Management Board has been authorised to take any decisions and to take any actual or legal actions, including determination of the detailed 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.
7. Earmarking the shares bought back under the authorisation provided to the Management Board in this resolution for purposes other than retirement requires prior resolution of the Company's 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)