

**FORM OF PROXY**  
**FOR EXERCISING THE VOTING RIGHT**  
**at**  
**THE GENERAL SHAREHOLDERS MEETING**  
**OF**  
**MULTIMEDIA POLSKA S.A.**  
**on September 28th 2009**

**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 Extraordinary General Meeting of Multimedia Polska S.A., to be held on September 28th 2009, 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 Extraordinary General Meeting of Multimedia Polska S.A. on September 28th 2009, in accordance with 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. of September 28th 2009,  
Concerning Election of the 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 resolves, in a secret ballot, as follows:

Par. 1

The Extraordinary General Meeting of Multimedia Polska S.A. of Gdynia, Poland, hereby resolves to elect ..... as Chair of the Extraordinary General Meeting of the Company.

Par. 2

This Resolution shall come into force as of its adoption 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:**

.....  
.....

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. of September 28th 2009  
Concerning Election of the Ballot Counting Committee of the Extraordinary General Meeting**

Acting pursuant to Par. 9.1 of the By-Laws of the Extraordinary General Meeting of the Company, the Extraordinary General Meeting resolves, in a secret ballot, as follows

Par. 1

The Extraordinary General Meeting of Multimedia Polska S.A. hereby resolves to elect:

1.....

2.....

3.....

as members of the Ballot Counting Committee.

Par. 2

This Resolution shall come into force as of its adoption 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

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**Instructions:**

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.....  
(signature of the shareholder)

**Resolution No. 3 of the Extraordinary General Meeting of Multimedia Polska S.A. of September 28th 2009 Concerning Adoption of the Agenda of the Extraordinary General Meeting**

The Extraordinary General Meeting hereby resolves as follows:

**Par. 1**

The Extraordinary General Meeting of Multimedia Polska S.A. hereby resolves to adopt the following agenda of the Extraordinary General Meeting of the Company, published on the Company's website [www.multimedia.pl](http://www.multimedia.pl) on September 1st 2009:

- I. Opening of the Extraordinary General Meeting.
- II. Election of the Chair of the Extraordinary General Meeting.
- III. Preparation of the attendance list.
- IV. Confirmation that the Extraordinary General Meeting has been duly convened and has the capacity to adopt resolutions.
- V. Election of the ballot counting committee.
- VI. Adoption of the agenda.
- VII. Adoption of the resolution on amendments to the By-Laws of the General Meeting of Multimedia Polska S.A. and of the consolidated text of the By-Laws.
- VIII. Adoption of the resolution concerning adoption of amendments to the Statutes of the Company and of the consolidated text of the Statutes.
- IX. Closing of the Extraordinary General Meeting.

**Par. 2**

This Resolution shall come into force as of its adoption 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. of September 28th 2009 concerning Adoption of Amendments to the By-Laws of the General Meeting and of the Consolidated Text of the By-Laws**

Acting pursuant to Par. 19 of the Company's Statutes, the Extraordinary General Meeting resolves as follows:

**Par. 1**

The Extraordinary General Meeting hereby resolves to adopt the following amendments to the By-Laws of the General Meeting:

1. Par. 1.3 shall be added, which shall read as follows:

The Management Board of the Company shall manage the activities supporting the proceedings of the General Meeting, with a proviso that it may retain a specialist entity to perform these activities. Such specialist entity may be in particular ordered to handle the voting procedure, including vote counting with the use of electronic equipment.

2. Par. 2.4 shall be amended to read as follows:

The Extraordinary General Meeting may be convened by the Management Board on its own initiative or at the request of a shareholder or shareholders representing not less than one twentieth of the Company's share capital. The Extraordinary General Meeting should be convened at the request of shareholders representing not less than one twentieth of the Company's share capital within two weeks of the appropriate submission of the request. A shareholder or shareholders representing not less than one twentieth of the Company's share capital shall be entitled to place certain issues on the agenda of the next General Meeting. The request should be submitted not later than 21 days before the date set for the meeting. The request may be submitted in electronic form. A shareholder or shareholders representing not less than one twentieth of the Company's share capital may, before the date of the General Meeting, submit to the Company draft resolutions in written or electronic form, concerning matters included or to be included in the agenda of the General Meeting. The Supervisory Board may convene an Extraordinary General Meeting if it finds it advisable. Shareholders representing at least half of the share capital or of the total vote in the Company may convene an Extraordinary General Meeting. The shareholders appoint the Chairman of such an Extraordinary General Meeting.

3. Par. 2.5 shall be amended to read as follows:

A request for convening a General Meeting and placing certain issues on its agenda, made by the entitled parties, shall require substantiation or contain a draft resolution concerning the proposed item of the agenda.

4. Par. 3.1 of the Rules shall be deleted.

5. Par. 3.2 of the Rules shall be amended to read as follows:

A General Meeting which has been convened at the request of the entitled parties or whose agenda includes issues placed on the agenda at the request of the entitled parties, may be cancelled only upon consent of the parties that have submitted the request. In other cases, the Meeting shall be cancelled in the same manner as it has been convened, if there are any extraordinary obstacles to its holding or if its holding would be obviously purposeless. The General Meeting shall not be cancelled later than twenty six days prior to the original date of the Meeting.

6. Par. 4.1a) of the Rules shall be amended to read as follows:

Shareholders holding rights under registered shares or provisional certificates (*świadcstwa tymczasowe*) have the voting right if they are entered in the share register sixteen days prior to the date of the General Meeting (the record date for participation in the General Meeting).

7. Par. 4.1b) of the Rules shall be amended to read as follows:

Only persons who are shareholders of the Company sixteen days prior to the date of the General Meeting (the record date for participation in the General Meeting) have the right to participate in the General Meeting.

8. Par. 5.1 of the Rules shall be amended to read as follows:

A shareholder who is a natural person may participate in the General Meeting and exercise voting rights personally or through a proxy. The powers of proxy shall be granted in written or electronic form.

9. Par. 5.3 of the Rules shall be amended to read as follows:

Members of the Management Board and employees of the Company may act as proxies at the General Meeting. If the person acting as a proxy is a management board member, a supervisory board member, a liquidator, an employee of a public company or a member of the governing bodies or an employee of a subsidiary or cooperative of the company, the powers of proxy may authorise the holder to represent the shareholder at one General Meeting only. The proxy shall be obliged to disclose to the shareholder the circumstances indicating an actual or potential conflict of interests. The proxy may not grant further powers of proxy and shall cast votes in accordance with the voting instructions of the appointing shareholder.

10. Par. 6.1c) of the Rules shall be amended to read as follows:

Verification of the correctness of the powers of proxy (in the case of proxies) or of the authorisation to represent a shareholder who is not a natural person.

11. Par. 11.5 of the Rules shall be amended to read as follows:

A shareholder may vote in the capacity of a proxy on a resolution concerning such shareholder's responsibility towards the Company in any area, including approval of the discharge of duties, release from an obligation towards the Company, or a dispute between the shareholder and the Company. The provisions of Par. 5.3 shall apply accordingly.

12. Par. 11.9 of the Rules shall be amended to read as follows:

The shareholders are entitled to propose amendments and additions to draft resolutions or propose resolutions concerning issues placed on the agenda until the discussion on the agenda item to which the resolution pertains is closed. If a shareholder fails to formulate clearly the wording of the proposed resolution or its amendment during the discussion, the Chairman shall request the shareholder to submit the final wording of the proposed amendments in writing.

13. Par. 12.6 of the Rules shall be amended to read as follows:

The candidates for members of the Supervisory Board shall submit a statement for the record, on whether they fulfil the criteria of independence. An independent member of the Supervisory Board shall be a person who as at the date of election meets all of the following conditions:

- (a) is not and has not been in the last three years employed at the Company, its subsidiaries or parent companies;
- (b) is not and has not been in the last five years employed at the Company, its subsidiaries or parent companies in a managerial position or as a management board member;
- (c) is not receiving any additional remuneration (apart from the remuneration for membership on the Supervisory Board or remuneration related to the holding of the Company shares) or any financial benefits from the Company, its subsidiaries or parent companies;

- (d) is not a shareholder holding, directly or indirectly, shares conferring the right to at least 5% of the total vote at the General Meeting, and is not a member of the management board or supervisory board of, or an employee holding a managerial position at, any such shareholder, and has no material links with such a shareholder;
- (e) is not and has not been in the last three years the auditor of the Company or its subsidiaries or parent companies or a shareholder or employee of the auditors of the Company or its subsidiaries or parent companies;
- (f) does not have any family links with the members of the Management Board of the Company or its employees who have held managerial positions in the last three years if such links could materially affect the person's ability to make impartial decisions;
- (g) is not a member of the management board of any company at which a member of the Company's Management Board is a supervisory board member and does not have any material links with the members of the Company's Management Board through participation in other companies or their governing bodies;
- (h) has not been a member of the Company's Supervisory Board for more than 12 years,
- (i) is not a close relative of any member of the Company's Management Board.

**Par. 2**

The Extraordinary General Meeting hereby adopts the consolidated text of the By-Laws of the Company's General Meeting, including the amendments made pursuant to this Resolution. The consolidated text of the By-Laws of the General Meeting is attached as Appendix to this Resolution.

**Par. 3**

This Resolution shall come into force as of its adoption 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:**

.....  
 .....

.....  
 (signature of the shareholder)

**Resolution No. 5**

**of the Extraordinary General Meeting of Multimedia Polska S.A. of September 28th 2009  
Concerning Amendments to the Company's Statutes and Adoption of the Consolidated Text of  
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, the Extraordinary General Meeting hereby resolves as follows:

Par. 1

Par. 5 of the Statutes of Multimedia Polska S.A. shall be amended to read as follows:

"The object of the Company's business, in accordance with the Polish Classification of Business Activities (PKD), shall include:

- 18.20.Z       Reproduction of recorded media
- 26.30.Z       Manufacture of communication equipment
- 33.20.Z       Installation of industrial machinery and equipment
- 42.21.Z       Construction of utility projects for fluids
- 42.22.Z       Construction of utility projects for electricity and telecommunications
- 42.99.Z       Construction of other civil engineering projects n.e.c.
- 43.12.Z       Site preparation
- 43.34.Z       Painting and glazing
- 43.39.Z       Other building completion and finishing
- 46.52.Z       Wholesale of electronic and telecommunications equipment and parts
- 47.91.Z       Retail sale via mail order houses or via Internet
- 47.99.Z       Other retail sale not in stores, stalls or markets
- 49.41.Z       Freight transport by road
- 52.10.B       Warehousing and storage
- 55.20.Z       Holiday and other short-stay accommodation
- 58.13.Z       Publishing of newspapers
- 58.14.Z       Publishing of journals and periodicals
- 58.19.Z       Other publishing activities
- 59.11.Z       Motion picture, video and television programme production activities
- 59.12.Z       Motion picture, video and television programme post-production activities
- 59.13.Z       Motion picture, video and television programme distribution activities
- 59.14.Z       Motion picture projection activities
- 59.20.Z       Sound recording and music publishing activities
- 60.20.Z       Television programming and broadcasting activities
- 61.10.Z       Wired telecommunications activities
- 61.20.Z       Wireless telecommunications activities, exclusive of satellite telecommunications activities
- 61.30.Z       Satellite telecommunications activities
- 61.90.Z       Other telecommunications activities
- 62.02.Z       Computer consultancy activities
- 62.03.Z       Computer facilities management activities
- 62.09.Z       Other information technology and computer service activities
- 63.11.Z       Data processing, hosting and related activities
- 63.12.Z       Web portals
  
- 64.99.Z       Other financial service activities, except insurance and pension funding n.e.c.
- 68.10.Z       Buying and selling of own real estate
- 68.20.Z       Renting and operating of own or leased real estate
- 69.20.Z       Accounting, bookkeeping and auditing activities; tax consultancy
- 70.22.Z       Business and other management consultancy activities
- 73.1         Advertising
- 73.12.A       Mediation in the sale of advertising time and space on radio and television

|         |   |
|---------|---|
| 73.12.D | Mediation in the sale of advertising time and space in other media              |
| 73.20.Z | Market research and public opinion polling                                      |
| 77.11.Z | Renting and leasing of cars and light motor vehicles                            |
| 77.33.Z | Renting and leasing of office machinery and equipment (including computers)     |
| 77.39.Z | Renting and leasing of other machinery, equipment and tangible goods n.e.c.     |
| 77.40.Z | Leasing of intellectual property and similar products, except copyrighted works |
| 79.12.Z | Tour operator activities  |
| 82.20.Z | Activities of call centres  |
| 85.5    | Other education   |
| 92.00.Z | Gambling and betting activities   |
| 95.12.Z | Repair of communication equipment.”   |

Par. 2

The Extraordinary General Meeting hereby adopts the following consolidated text of the Company's Statutes, including the amendment made pursuant to this Resolution. The consolidated text of the Company's Statutes is attached hereto as Appendix.

Par. 3

This Resolution shall come into force as of its adoption date, with a proviso that the amendment to the Statutes must be registered 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 objection in the space below, and request that it be recorded in the minutes.

**Objection:**

.....  
 .....

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

.....

**Instructions:**

.....  
 .....

.....  
 (signature of the shareholder)