

**FORM**  
**OF PROXY FOR EXERCISING THE VOTING RIGHT**  
**AT**  
**THE EXTRAORDINARY GENERAL MEETING**  
**OF MULTIMEDIA POLSKA S.A.**  
**to be held on 7 March 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., to be held on 7 March 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 7 March 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 7 March 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:**

.....  
.....

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

**Instructions:**

.....  
.....  
.....

.....  
(signature of the Shareholder)

**Resolution No. 2**  
**of the Extraordinary General Meeting of Multimedia Polska S.A., dated 7 March 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:**

.....  
.....

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

**Instructions:**

.....  
.....  
.....

.....  
(signature of the Shareholder)

**Resolution No. 3  
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 7 March 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 for the Extraordinary General Meeting, published on the Company's website at [www.multimedia.pl](http://www.multimedia.pl) on 7 February 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 merger between the Company and Internet Solutions Sp. z o.o.
- VIII. Adoption of a resolution on the retirement of 38,337,936 own shares.
- IX. Adoption of a resolution on the reduction of the Company's share capital by PLN 38,337,936, from PLN 153,189,683 to PLN 114,851,747, by way of the retirement of 38,337,936 own shares.
- X. Adoption of a resolution on amending the Company's Statutes and approving the consolidated text of the Statutes.
- XI. 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:**

.....  
.....

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

**Instructions:**

.....  
.....  
.....

.....  
(signature of the Shareholder)

**Resolution No. 4  
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 7 March 2011,  
on the merger between the Company and Internet Solutions Sp. z o.o.**

**Par. 1**

Acting pursuant to Art. 492.1.1 in conjunction with Art. 516.6 of the Commercial Companies Code, the Extraordinary General Meeting of Multimedia Polska S.A. of Gdynia hereby resolves to merge the following companies:

1. Multimedia Polska Spółka Akcyjna, with its registered office in Gdynia – as the Acquirer,
2. Internet Solutions Spółka z ograniczoną odpowiedzialnością, with its registered office in Tarnów – as the Acquiree,

by way of transfer of the entire assets of Internet Solutions Sp. z o.o. of Tarnów as the Acquiree to Multimedia Polska Spółka Akcyjna of Gdynia as the Acquirer.

The merger shall be effected in accordance with the Plan of Merger agreed by the Management Boards of the merging companies on 28 September 2010 and published in *Monitor Sądowy i Gospodarczy* No. 196/2010 of 7 October 2010 defining in detail the terms of the merger.

**Par. 2**

The Extraordinary General Meeting of Multimedia Polska S.A. hereby approves the Plan of Merger.

**Par. 3**

The Extraordinary General Meeting of Multimedia Polska S.A. hereby obliges and authorises the Management Board to take all and any practical or legal steps necessary to finalise the merger, apart from any actions reserved exclusively for other governing bodies of the company.

**Par. 4**

This resolution shall come into force as of its date and shall become legally effective upon registration of the merger with the competent National Court Register.

**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:**

.....  
.....  
.....

.....  
(signature of the Shareholder)

**Resolution No. 5  
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 7 March 2011,  
on retirement of own shares acquired 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 38,337,936 (thirty-eight million, three hundred and thirty-seven thousand, nine hundred and thirty-six) 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, for a total acquisition value of PLN 360,436,314.80 (three hundred and sixty million, four hundred and thirty-six thousand, three hundred and fourteen zloty, eighty 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.
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 38,337,936 (thirty-eight million, three hundred and thirty-seven thousand, nine hundred and thirty-six zloty), 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 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one thousand, seven hundred and forty-seven 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:**

.....  
.....

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

**Instructions:**

.....  
.....  
.....

.....  
(signature of the Shareholder)

**Resolution No. 6**  
**of the Extraordinary General Meeting of Multimedia Polska S.A., dated 7 March 2011, concerning**  
**reduction of the Company's share capital in connection with the retirement of its 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. 5 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 złoty) to PLN 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one million, seven hundred and forty-seven złoty), i.e. by PLN 38,337,936 (thirty-eight million, three hundred and thirty-seven thousand, nine hundred and thirty-six złoty) by way of cancellation of 38,337,936 (thirty-eight million, three hundred and thirty-seven thousand, nine hundred and thirty-six) ordinary bearer shares of Multimedia Polska S.A. with the par value of PLN 1.00 (one złoty) 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 38,337,936 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:**

.....  
.....

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

**Instructions:**

.....  
.....  
.....

.....  
(signature of the Shareholder)

**Resolution No. 7  
of the Extraordinary General Meeting of Multimedia Polska S.A., dated 7 March 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. 6 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 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one thousand, seven hundred and forty-seven zloty) and is divided into 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one thousand, seven hundred and forty-seven) 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:**

.....  
.....

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

**Instructions:**

.....  
.....  
.....

.....  
(signature of the Shareholder)