

FORM OF PROXY
FOR EXERCISING THE VOTING RIGHT
AT THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF
MULTIMEDIA POLSKA S.A.
to be held on July 27th 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 Extraordinary General Shareholders Meeting of Multimedia Polska S.A., to be held on July 27th 2010, based on the Certificate Confirming the Holder's Right to Participate in the General Shareholders 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 Shareholders Meeting of Multimedia Polska S.A. on July 27th 2010, in accordance with the agenda announced by the Company.

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(signature of the Shareholder, date, place)

Resolution No. 1
of the Extraordinary General Shareholders Meeting of Multimedia Polska S.A.
concerning election of Chair of the Extraordinary General Shareholders Meeting,
dated July 27th 2010

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

Par. 1

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

concerning election of the Ballot Counting Committee of the Extraordinary General Shareholders Meeting, dated July 27th 2010

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

Par. 1

The Extraordinary General Shareholders Meeting of Multimedia Polska S.A. hereby 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 Shareholders Meeting of Multimedia Polska S.A.
concerning adoption of the agenda, dated July 27th 2010**

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

Par. 1

The Extraordinary General Shareholders Meeting of Multimedia Polska S.A. hereby resolves to adopt the following agenda for the Extraordinary General Shareholders Meeting, published on the Company's website at www.multimedia.pl on July 1st 2010:

- I. Opening of the Extraordinary General Shareholders Meeting.
- II. Election of the Chair of the Extraordinary General Shareholders Meeting.
- III. Recording of attendance.
- IV. Confirmation that the Extraordinary General Shareholders 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 concerning allocation of the Company's funds to a special account earmarked for the financing the share buyback.
- VIII. Adoption of a resolution amending Resolution No. 18 of the Company's Annual General Shareholders Meeting concerning share buyback, dated May 10th 2010.
- IX. Closing of the Extraordinary General Shareholders 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 Shareholders Meeting of Multimedia Polska S.A.
concerning allocation of the Company's funds to a special account earmarked for financing
the share buyback, dated July 27th 2010**

Acting pursuant to Par. 31(c) of the Company's Articles of Association and Art. 396.5 of the Commercial Companies Code, the Company's Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting hereby resolves to allocate the retained earnings as well as an amount accumulated in previous years and derived from other sources than profit/gains, in the total amount of PLN 28,017,339.79 (twenty-eight million, seventeen thousand, three hundred and thirty-nine zloty, seventy-nine grosz) to a special account earmarked for financing the share buyback, set up pursuant to Resolution No. 15 of the Company's Annual General Shareholders Meeting of May 10th 2010.

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 Shareholders Meeting of Multimedia Polska S.A., dated July 27th 2010, amending Resolution No. 18 of the Annual General Shareholders Meeting of May 10th 2010

Par. 1

The Company's Extraordinary General Shareholders Meeting hereby resolves to amend Par. 1.1 and Par. 1.4f of Resolution No. 18 of the Company's Annual General Shareholders Meeting of May 10th 2010, as follows:

"1. The Company's Management Board is hereby authorised to acquire over the period of 5 (five) years as of the adoption of this resolution ordinary bearer shares in the Company with a par value of PLN 1.00 per share, marked with securities code ISIN: PLMLMDP00015, for a total amount not higher than PLN 364,017,339.79, provided that the total par value of the acquired shares does not exceed the limit indicated in Art. 362.2.2 of the Commercial Companies Code.

4f. 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 3 percentage points."

Par. 2

The remaining part of Resolution No. 18 of the Annual General Shareholders Meeting of May 10th 2010 shall remain unchanged.

Par. 3

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)