

FORM
OF PROXY FOR EXERCISING THE VOTING RIGHT
AT
THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF MULTIMEDIA POLSKA S.A.
to be held on December 20th 2010

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 Shareholders Meeting of Multimedia Polska S.A., to be held on December 20th 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)

onNo.

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 Shareholders Meeting of Multimedia Polska S.A. on December 20th 2010, based on the agenda announced by the Company.

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

**Resolution No. 1
of the Extraordinary General Shareholders Meeting of Multimedia Polska S.A.,
dated December 20th 2010, concerning election of Chair of the Extraordinary General
Shareholders Meeting**

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 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
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Instructions:

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(signature of the Shareholder)

**Resolution No. 2
of the Extraordinary General Shareholders Meeting of Multimedia Polska S.A., dated December 20th 2010, concerning election of the Ballot Counting Committee of the Extraordinary General Shareholders Meeting**

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. 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
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Instructions:

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(signature of the Shareholder)

**Resolution No. 3
of the Extraordinary General Shareholders Meeting of Multimedia Polska S.A., dated December 20th 2010, concerning adoption of the agenda**

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

Par. 1

The Extraordinary General Shareholders Meeting of Multimedia Polska S.A. resolves to adopt the following agenda for the Extraordinary General Shareholders Meeting, published on the Company's website at www.multimedia.pl on November 23rd 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 to retire 38,337,936 own shares.
- VIII. Adoption of a resolution to reduce the share capital by PLN 38,337,936, from PLN 153,189,683 to PLN 114,851,747, through retirement of 38,337,936 own shares.
- IX. Adoption of a resolution to amend the Company's Articles of Association and approve the consolidated text of the Company's Articles of Association.
- X. 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., dated December 20th 2010, 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 Articles of Association, 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 in Multimedia Polska S.A. with the par value of PLN 1.00 (one złoty) per share, bearing security code ISIN: PLMLMDP00015, bought back by the Company with the shareholders' consent through tender offers announced by the Company on May 13th 2010 and June 25th 2010, for the total price of PLN 360,436,314.80 (three hundred and sixty million, four hundred and thirty-six thousand, three hundred and fourteen złoty, 80/100), under and in performance of Resolution No. 18 adopted by the Annual General Shareholders Meeting of May 10th 2010, as amended by Resolution No. 5 of the Extraordinary General Shareholders Meeting of July 27th 2010, and Resolution No. 4 of the Extraordinary General Shareholders Meeting of September 6th 2010.
2. The reduction of the Company's share capital resulting from the retirement of its own shares described above shall be effected by amending the Articles of Association, without following the convocation procedure described in Art. 456.1 of the Commercial Companies Code, as the shareholders' remuneration due for the retired shares has been paid from the amount which was available for distribution in accordance with Art. 348.1 of the Commercial Companies Code.

Par. 2

The shares shall be retired partly by reducing the share capital by the amount equal to 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 złoty), from PLN 153.189.683 (one hundred and fifty-three million, one hundred and eighty-nine thousand, six hundred and eighty-six złoty) to PLN 114.851.747 (one hundred and fourteen million, eight hundred and fifty-one thousand, seven hundred and forty-seven złoty), and partly by using funds from the special account dedicated to financing of the buyback of own shares.

Par. 3

1. The shares shall be retired upon registration of the share capital reduction by the relevant Court.
2. The share capital reduction and the related amendment to the Articles of Association shall be effected under separate resolutions adopted by this General Shareholders 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 Shareholders Meeting of Multimedia Polska S.A. 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, Art. 455 of the Commercial Companies Code, and Par. 13(i) of the Company's Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

In connection with the adoption by today's General Shareholders Meeting of Resolution No. 4 on retirement of Company shares, the Company's share capital shall be reduced 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 three zloty) to PLN 114,851,747 (one hundred and fourteen million, eight hundred and fifty-one million, seven hundred and thirty-seven thousand, nine hundred and thirty-six) ordinary bearer shares in 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 today's General Shareholders Meeting. The share capital is being reduced to implement the General Shareholders Meeting's resolution concerning retirement of own shares bought back by the Company, i.e. to adjust the value of the share capital to the number of Company shares remaining after retirement of the 38,337,936 ordinary bearer shares.

Par. 2

The share capital shall be reduced without following the convocation procedure referred to in Art. 456.1 of the Commercial Companies Code.

Par. 3

The share capital reduction shall be effected upon its 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 Shareholders Meeting of Multimedia Polska S.A. concerning
amendment to the Company's Articles of Association**

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

Par. 1

Par. 6 of the Articles of Association 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

In connection with the amendment to Par. 6 of the Articles of Association, the Extraordinary General Shareholders Meeting hereby adopts the amended and consolidated Articles of Association, as set forth in Schedule 1 hereto.

Par. 3

This Resolution shall come into force as of its date, subject to registration of the amendment to the Articles of Association by the relevant Court.

Par. 4

The share capital reduction shall be effected upon its 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)