

**FORM OF PROXY**  
**FOR EXERCISING THE VOTING RIGHT**  
**at**  
**THE EXTRAORDINARY GENERAL MEETING**  
**OF**  
**MULTIMEDIA POLSKA S.A.**  
**on November 23rd 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 November 23rd 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 November 23rd 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 November 23rd 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:**

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

.....  
(signature of the shareholder)

**Resolution No. 2**

**of the Extraordinary General Meeting of Multimedia Polska S.A. of November 23rd 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:**

.....  
.....

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. of November 23rd 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 October 23rd 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 creating a limited right in rem over the Company's enterprise.
- VIII. 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:**

.....  
.....

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. of November 23rd 2009  
concerning Establishment of a Registered Pledge over the Company's Enterprise**

Acting pursuant to Art. 393.3 of the commercial companies code, the Extraordinary General Meeting resolves as follows:

**Par. 1**

The Extraordinary General Meeting gives its consent to have a registered pledge established over the enterprise of Multimedia Polska S.A. to the maximum insurance amount of ..... in favour of ..... in order to collateralise the repayment of loan liabilities resulting from a credit facility extended to 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:**

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

.....  
(signature of the shareholder)