

FORM OF PROXY
FOR EXERCISING THE VOTING RIGHT
AT THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF
MULTIMEDIA POLSKA S.A.
to be held on September 6th 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 September 6th 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 September 6th 2010, in accordance with 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.
concerning election of Chair of the Extraordinary General Shareholders Meeting,
dated September 6th 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 September 6th 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 September 6th 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 August 10th 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 authorisation of the Management Board to acquire Company shares.
- VIII. 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 authorisation of the Management Board to acquire Company shares, dated
September 6th 2010**

Par. 1

The Extraordinary General Shareholders Meeting hereby resolves to authorise the Management Board to acquire seven million seven hundred thousand ordinary bearer shares in the Company, with a par value of PLN 1 per share, marked with securities code ISIN: PLMLMDP00015, for a price of PLN 9.70 (nine zloty, 70/100) per share, with a view to retiring them on a voluntary basis.

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)