

**FORM**  
**to exercise voting rights by Proxy**

**Proxy:** .....

**acting on behalf of**

**Shareholder:**.....

at the Ordinary General Shareholders Meeting of Kino Polska TV S.A. with its headquarters in Warsaw on:

\_\_\_\_\_ 2013

**Attention!**

*Below one may find the draft resolutions. In every draft resolution there is a place for instructions on the vote for the Shareholder and their Proxy, columns to mark votes and if necessary to object in case of voting against the resolution in particular voting. Casting a vote and submitting any opposition is made by checking the appropriate column in section\*. Moreover, if the Proxy votes differently with different actions represented within the block of shares and particular voting, they should enter the number of shares / votes in the appropriate column, which is dedicated to the type of vote in the casting. Any incorrectly completed form or unmarked columns by the Proxy shall not be taken into account and not included in final results. The Company reserves that in the event of recourse to the Shareholder and the Proxy this form will not be verified in compliance with the content of voting instructions contained in it. Only the fact of casting or not casting of the vote by Proxy will be taken into account, also in the case where the performance of the Proxy is contrary to the wording of the statement. Each of the resolutions is placed on a separate page / sheet to facilitate the possible use of the form by the Proxy. The Shareholder and the Proxy can use only some of the pages to form at their own discretion.*

**RESOLUTION No. 1**  
**of the Extraordinary General Shareholders Meeting of Kino Polska TV S.A.**  
**as of January 7, 2013**  
**on the election of President of the Extraordinary General Shareholders Meeting**

§ 1

The Extraordinary General Shareholders Meeting of Kino Polska S.A. with its headquarters in Warsaw, under Article. 409 § 1 of the Code of Commercial Companies hereby elects Mr / Ms ..... as the President of the General Shareholders Meeting.

§ 2

The resolution becomes effective upon adoption.

<b>Instructions for the Shareholder's Representative:</b>		
Casting a vote:  *FOR Number of shares: .....  Number of votes: .....	Casting a vote:  * AGAINST Number of shares: .....  Number of votes: .....  An objection	Casting a vote:  * Abstaining Number of shares: .....  Number of votes: .....

Shareholder  
signature / s  
.....

Proxy  
signature / s  
.....

**Resolution No. 2  
of the Extraordinary General Shareholders Meeting of Kino Polska TV S.A.  
as of January 7, 2013  
on the adoption of the agenda of the Extraordinary General Shareholders Meeting**

§ 1

The Extraordinary General Shareholders Meeting of Kino Polska TV S.A. with its headquarters in Warsaw decides to adopt the following agenda:

1. Opening of the Extraordinary General Shareholders Meeting,
2. Election of President of the Extraordinary General Shareholders Meeting,
3. Validation of convening of the Extraordinary General Shareholders Meeting and its capacity to adopt resolutions,
4. Adoption of the agenda,
5. Election of the Scrutiny Commission,
6. Adoption of a resolution to amend the Statute,
7. Adoption of a resolution to adopt the consolidated text of the Statute,
8. Closing of the Extraordinary General Shareholders Meeting.

§ 2

The resolution becomes effective upon adoption.

<b>Instructions for the Shareholder's Representative:</b>		
Casting a vote:  *FOR Number of shares: .....  Number of votes: .....	Casting a vote:  * AGAINST Number of shares: .....  Number of votes: .....  An objection	Casting a vote:  * Abstaining Number of shares: .....  Number of votes: .....
Shareholder signature / s .....	Proxy signature / s .....	

**Resolution No. 3  
of the Extraordinary General Shareholders Meeting of Kino Polska TV SA  
of January 7, 2013  
on the appointment of the Scrutiny Committee of the Extraordinary General Shareholders  
Meeting**

§ 1

The Extraordinary General Shareholders Meeting of Kino Polska TV S.A. with its headquarters in Warsaw, acting pursuant to point VII of the Statute of the General Shareholders Meeting, elects the Scrutiny Committee as follows:

- 1) .....
- 2) .....
- 3) .....

§ 2

The resolution becomes effective upon adoption.

<b>Instructions for the Shareholder's Representative:</b>		
Casting a vote:  <div style="text-align: center;">*FOR</div> Number of shares: .....  Number of votes: .....	Casting a vote:  <div style="text-align: center;">* AGAINST</div> Number of shares: .....  Number of votes: .....  <div style="text-align: center;">An objection</div>	Casting a vote:  <div style="text-align: center;">* Abstaining</div> Number of shares: .....  Number of votes: .....

Shareholder  
signature / s  
.....

Proxy  
signature / s  
.....

**Resolution No. 4  
of the Extraordinary General Shareholders Meeting of Kino Polska TV SA  
of January 7, 2013  
on the resolution to amend the Statute,**

§ 1

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Extraordinary General Shareholders Meeting of Kino Polska TV S.A. decided in §23 of the Statute to add a new paragraph nr 3 with the following wording:

"3. The Management Board of the Company is entitled to pay to Shareholders an advanced payment on the expected dividend at the end of the fiscal year, as specified in the Code of Commercial Companies. The advance payment shall require the consent of the Supervisory Board. "

§ 2

The resolution becomes effective upon adoption.

<b>Instructions for the Shareholder's Representative:</b>		
Casting a vote:  <div style="text-align: center;">*FOR</div> Number of shares: .....  Number of votes: .....	Casting a vote:  <div style="text-align: center;">* AGAINST</div> Number of shares: .....  Number of votes: .....  <div style="text-align: center;">An objection</div>	Casting a vote:  <div style="text-align: center;">* Abstaining</div> Number of shares: .....  Number of votes: .....

Shareholder  
signature / s  
.....

Proxy  
signature / s  
.....

**Resolution No. 5  
of the Extraordinary General Shareholders Meeting of  
Kino Polska TV S.A.  
as of January 7, 2013  
on the adoption of the consolidated text of the Statute**

§ 1

The Extraordinary General Shareholders Meeting of Kino Polska TV S.A. decides to adopt the uniform text of the Statute of the Company, taking into account the amendments made by this Extraordinary General Shareholders Meeting of Kino Polska TV S.A. in Resolution No. 4, as follows:

**The Statute of  
"Kino Polska TV" Spółka Akcyjna**

**GENERAL PROVISIONS**

§ 1

The company operates under the name "Kino Polska TV" Spółka Akcyjna, and may use the abbreviated name "Kino Polska TV" S.A.

§ 2

1. The Company's registered office is in Warsaw.
2. Duration of the Company is unlimited.

§ 3

The Company operates on the territory of the Republic of Poland and abroad.

§ 4

In its area of operations, the Company may establish branches, subsidiaries, representative offices, establishments, enterprises and other institutions as well as participate in other companies.

**THE FOUNDING OF THE COMPANY**

§ 5

1. The Company is formed from the transformation into a stock company operating under the name "Kino Polska TV", a limited liability company with its principal place of business in Warsaw.
2. The Company's shares were taken up by existing shareholders of the transformed company.

## **OBJECTS OF THE COMPANY**

### § 6

1. The objects of the Company are:

- 1) services related to preparation for print - PKD 18.13.Z
- 2) the reproduction of recorded media - PKD 18.20.Z
- 3) agents involved in the sale of goods of various kinds - PKD 46.19.Z
- 4) wholesale of electrical household appliances - PKD 46.43.Z
- 5) wholesale of computers, peripherals and software - PKD 46.51.Z
- 6) wholesale of electronic and telecommunications equipment and parts - PKD 46.52.Z
- 7) other postal and courier activities- PKD 53.20.Z
- 8) the publication of books - PKD 58.11.Z
- 9) newspaper publishing - PKD 58.13.Z
- 10) publishing of journals and other periodicals - PKD 58.14.Z
- 11) activities related to the production of films, videos and television programs - PKD 59.11.Z
- 12) post-production activities to video and television programs - PKD 59.12.Z
- 13) activities related to the distribution of films, videos and television programs - PKD 59.13.Z
- 14) activities related to the screening of films - PKD 59.14.Z
- 15) activities in the field of sound and music - PKD 59.20.Z
- 16) radio broadcasting - PKD 60.10.Z
- 17) television broadcasting - PKD 60.20.Z
- 18) activity in the field of wired telecommunication - PKD 61.10.Z
- 19) the activity in the field of wireless telecommunication, excluding satellite telecommunication - PKD 61.20.Z
- 20) activities in the field of satellite telecommunication - PKD 61.30.Z
- 21) other telecommunication activity - PKD 61.90.Z
- 22) software related activities - PKD 62.01.Z
- 23) computer consultancy related activities - PKD 62.02.Z
- 24) computer facilities management related activities - 62.03.Z
- 25) other services in the field of technology and computer - PKD 62.09.Z
- 26) data processing, hosting and related activities - PKD 63.11.Z
- 27) web portals - PKD 63.12.Z
- 28) news agencies activities - PKD 63.91.Z
- 29) other business information service, not elsewhere classified - PKD 63.99.Z
- 30) rental and management of own or leased real estates- PKD 68.20.Z
- 31) the management of real estate on behalf of - PKD 68.32.Z
- 32) accounting, bookkeeping and tax consultancy - PKD 69.20.Z
- 33) legal - PKD 69.10.Z
- 34) head offices and holding companies, excluding financial holding companies - PKD 70.10.Z
- 35) other consultancy in the field of business and management - PKD 70.22.Z
- 36) PR and communication - PKD 70.21.Z
- 37) other technical testing and analysis - PKD 71.20.B

- 38) advertising agencies - 73.11.Z
- 39) mediation in the sale of advertising time and space on radio and television - PKD 73.12.A
- 40) mediation in space selling for advertising in printed media - PKD 73.12.B
- 41) mediation in space selling for advertising in electronic media (Internet) - PKD 73.12.C
- 42) mediation in space selling for advertising in other media - PKD 73.12.D
- 43) market and public opinion research - PKD 73.20.Z
- 44) specialized design - PKD 74.10.Z
- 45) photographic activities - PKD 74.20.Z
- 46) activities related to translation - PKD 74.30.Z
- 47) other professional, scientific and technical activities not elsewhere classified - PKD 74.90.Z
- 48) rental and leasing of cars and vans - PKD 77.11.Z
- 49) rental and leasing of motor vehicles, excluding motorcycles - PKD 77.12.Z
- 50) rental of video cassettes, CDs, DVDs, etc. - PKD 77.22.Z
- 51) rental and leasing of office machinery and equipment, including computers - PKD 77.33.Z
- 52) rental and leasing of other machinery, equipment and tangible goods not elsewhere classified - PKD 77.39.Z
- 53) leasing of intellectual property and similar products, except copyrighted works - PKD 77.40.Z
- 54) activities related to employment & recruitment agencies - PKD 78.10.Z
- 55) other activities related to the outsourcing of personnel-PKD 78.30.Z
- 56) other services in the area of reservation, not elsewhere classified - PKD 79.90.C
- 57) service activities related to office administration - PK D 82.11.Z
- 58) photocopying, document preparation and other specialized office support activities - PKD 82.19.Z
- 59) call center operations (call center) PKD 82.20.Z
- 60) activities related to the organization of fairs, exhibitions and congresses - PKD 82.30.Z
- 61) other business support service activities, not elsewhere classified - PKD 82.99.Z
- 62) archives - PKD 91.01.B
- 63) other entertainment and leisure activities- PKD 93.29.Z

2. If under the provisions of law, the Company's activities require a license or permit, the Company includes such activity after receiving the appropriate license or permit.

## § 7

The Company may issue bonds, including convertible bonds, bonds with priority rights and subscription warrants.

## SHARE CAPITAL

## § 8

- 1.The Company's share capital amounts to PLN 1,387,000.00 (one million three hundred eighty seven thousand PLN), respectively.
- 2.The Company's share capital is divided into 13 870 000 million (thirteen million eight hundred and seventy thousand) ordinary bearer shares, including:
  - a / 9 870 000 million (nine million eight hundred seventy thousand) Series A shares numbered from 000.000.001 to 009 870 000 to the nominal value of PLN 0.10 (ten groszy) each,



b / 4 million (four million) Series B shares numbered from 000.000.001 to 004.000.000 to the nominal value of PLN 0.10 (ten groszy) each.

## § 9

1. The Company's shares may be redeemed. Redemption of shares requires a resolution of the General Shareholders Meeting (subject to art. 363 §5 of the Code of Commercial Companies) and the approval of the shareholder whose shares are to be redeemed.

2. The purchase of own shares for redemption does not require the consent of the General Shareholders Meeting, subject to Art. 393 points. 6 of the Code of Commercial Companies, and only the consent of the Supervisory Board.

## **AUTHORITY OF THE COMPANY**

### § 10

The bodies of the Company are:

- 1) The Management Board.
- 2) The Supervisory Board.
- 3) The General Shareholders Meeting.

### **A. The Management Board**

#### § 11

1. The Management Board consists of not less than two and not more than five people, including the Chairman and other members of the Management Board.

2. The Management Board operates on the basis of the Regulations. The Regulations are adopted by resolution of the Management Board. The Regulations set out in particular the procedure of adopting resolutions and matters that require joint consideration by the Management Board.

3. The Chairman of the Management Board shall direct the work of the Management Board, shall determine the internal allocation of tasks and responsibilities of the Board Members, convene and preside over meetings of the Management Board, issues internal regulations of the Company. The Chairman of the Board may authorize other persons to convene and chair the meeting of the Management Board and to issue internal regulations.

4. Resolutions of the Management Board are passed by a simple majority vote. In the event of a tie, the Chairman shall have the casting voice.

#### § 12

1. The Management Board manages the Company and represents it outside.

2. The Members of the Board, including the Chairman of the Management Board, are appointed and dismissed by the Supervisory Board.

3. The Management Board members are appointed for three years.

4. The Board is obliged to submit to the Supervisory Board at least an annual report on significant events in the Company. This report shall also include a report on revenues, costs and the financial results of the Company.

#### § 13

1. The entitled persons to make statements and sign on behalf of the Company are: the Chairman of the Management Board with another member of the Management Board or with a proxy jointly.

2. To perform certain actions or a specific activity the proxies may be appointed to act independently or jointly with other mandate holders, within the limits of their legitimacy. The Management Board will keep a register of issued authorizations.

#### § 14

In the agreements and disputes between the Company and the members of the Management Board, the Company is represented by the Supervisory Board.

### **B. Supervisory Board**

#### § 15

1. The Supervisory Board consists of five members, including the Chairman and Vice-Chairman.

2. The Supervisory Board is appointed by the General Shareholders Meeting.

3. Supervisory Board members are appointed for a joint three-year term.

#### § 16

1. For the validity of the resolutions of the Supervisory Board it is required to invite all present members to the meeting and at least three of its members must be present, including the Chairman or Vice-Chairman. In the event of a tie, the vote of the Chairman of the Supervisory Board shall have the casting voice.

2. The resolutions of the Supervisory Board on the suspension of members of the Management Board shall be passed by a majority of four-fifths of the votes cast.

3.If necessary, the Supervisory Board resolutions may be made in writing or by usage of other means of distance communication. Any draft resolution to be taken in writing shall be submitted for signature to all members of the Supervisory Board and shall become binding when signed by at least half of the members of the supervisory Board, including by the Chairman of the Supervisory Board.

#### § 17

1. The Supervisory Board carries out regular supervision over the Company in all areas of its business. In addition to the matters specified in the Code of Commercial Companies and other provisions of the Statute, the powers of the Supervisory Board include:

- 1) acceptance of the proposed amendments in the Company's Statute prepared by the Management Board,
- 2) appointment of an entity performing the audit or review of consolidated and unit financial statements of the Company,
- 3) approval for concluding agreements with an agency or its subsidiaries, subordinate units, parent entities or subsidiaries or its sub-units of parent undertakings and to make any other activities that may adversely affect the independence of the entity in making the audit or review financial statements of the Company,
- 4) approving the accession or establishment of any business organization, acquisition or disposal of shares or contributions to the companies, as well as giving consent to the change of the capital investment in any economic organizations in which the Company participates,
- 5) approving the conclusion or termination of long-term cooperation agreements by the Company, which value of provision for its duration may exceed the amount of EUR 500 000 or its equivalent calculated at the date of its conclusion at the rate of the NBP,
- 6) approving the sale, purchase, load, rent, lease the assets of the Company, not connected with the ordinary scope of Company's activities in excess of EUR 500 000 or its equivalent calculated at the date of sale, purchase, load, rent, lease the assets of the Company at the rate of the NBP,
- 7) approving the acquisition of fixed assets not related to the usual scope of Company's activities in excess of EUR 500 000 or its equivalent calculated at the acquisition date at the rate of the NBP,
- 8) approval for setting up of employee pension schemes in the Company and the granting of supplementary pension rights extending the existing law.

2. The remuneration of Board Members is determined by the Supervisory Board.

#### § 18

In order to perform its duties, the Supervisory Board may examine all documents, request from the Management Board and employees of the Company reports and explanations, and review the Company's assets.

### **C. The General Shareholders Meeting**

#### § 19

The Chairman of the General Shareholders Meeting is appointed in writing by the Management Board. In the event when the Management Board does not appoint the Chairman of the General Shareholders Meeting prior to the scheduled start time of the meeting, the provisions of art. 409 § 1 of the Code of Commercial Companies are applied.

#### § 20

The General Shareholders Meetings may take place in Warsaw.

#### § 21

1. Resolutions of the General Shareholders Meeting are passed by the absolute majority of votes validly cast, unless the provisions of the Statute or law provide more stringent conditions.
2. Resolutions of the General Shareholders Meeting on the following matters shall require a qualified majority of three quarters of votes cast:
  - 1) The redemption of shares in the case referred to in art. 415 § 4 of the Code of Commercial Companies,
  - 2) acquisition of own shares in the case referred to in art. 362 § 1 item 2 of the Code of Commercial Companies,
  - 3) merging with another company in the case referred to in art. 506 § 2 of the Code of Commercial Companies.
3. Resolutions on appeal or suspension by the General Shareholders Meeting of some or all members of the Management Board in accordance with art. 368 § 4 of the Code of Commercial Companies requires four fifths of the votes cast.
4. Acquisition and disposal of property, perpetual usufruct right or interest in real property does not require the resolution of the General Shareholders Meeting.

### **BUSINESS OF THE COMPANY**

#### § 22

The Company's organization is defined by the organizational rules and regulations adopted and passed by the Management Board.

#### § 23

1. The accounting year of the Company shall overlap with the calendar year.

2. Within six months after the accounting year, the Management Board shall prepare and submit financial statements and written reports on the activities of the Company during this period to the General Shareholders Meeting.

3. The Management Board is entitled to pay shareholders the expected dividend advance at the end of the fiscal year, as specified in the Commercial Companies Code. The advance payments shall require the consent of the Supervisory Board.

#### § 24

1. The Company creates capital in accordance with Article. 396 of the Code of Commercial Companies.

2. The Company, pursuant to a resolution of the General Shareholders Meeting, may establish reserve capital.

3. Pursuant to the resolution of the Management Board, there may also be created special purpose funds, in particular the social benefits funds and bonus funds. The Board of Management passes rules and regulations concerning their correct management and are approved by the Supervisory Board.

### **FINAL PROVISIONS**

#### § 25

In matters not covered by this Statute, the provisions of the Code of Commercial Companies are valid.

#### §2

The resolution becomes effective upon adoption.

<b>Instructions for the Shareholder's Representative:</b>		
Casting a vote:  *FOR Number of shares:  .....  Number of votes:  .....	Casting a vote:  * AGAINST Number of shares:  .....  Number of votes:  .....  An objection	Casting a vote:  * Abstaining Number of shares:  .....  Number of votes:  .....

Shareholder  
signature / s  
.....

Proxy  
signature / s  
.....