

F O R M
**AND AN INSTRUCTION TO EXERCISE THE VOTING
RIGHT THROUGH A PROXY**
at
**THE ANNUAL GENERAL MEETING
OF ERGIS-EUROFILMS SPÓŁKA AKCYJNA**
convened for
**31 July 2012 at 11.00 am,
in Warsaw, Tamka 16 Street**

This form has been prepared in compliance with the requirements of Article 402.³1.5 of the Commercial Companies Code.

The form allows Shareholders to exercise the voting right through a proxy. A Shareholder has the right, but is not obliged to, use of this form. The Shareholder may choose whether the proxy will exercise the voting right in the same manner as the Shareholder would do, or whether the proxy will exercise the voting right with the use of the form.

The proxy who is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of ERGIS-EUROFILMS S.A., a member of the Company's governing bodies, or an employee of a subsidiary cooperative, votes according to the instructions provided by the Shareholder (Article 412².3 and 412².4 of the Commercial Companies Code).

CONTENTS:

I. IDENTIFYING THE SHAREHOLDER

II. IDENTIFYING THE PROXY

III. EXPLANATIONS AND INSTRUCTION

IV. SHAREHOLDER'S INSTRUCTION FOR THE PROXY ON THE MANNER OF VOTING

V. THE PROXY'S VOTING FORM.

I. IDENTIFYING THE SHAREHOLDER:

_____ *(name and surname/business name of the Shareholder)*

address: _____

Personal ID number (PESEL)/Industry Identification No. (REGON)/National Court Register No. (KRS): _____

II. IDENTIFYING THE PROXY:

_____ *(name and surname/business name of the Proxy)*

address: _____

Personal ID number (PESEL)/Industry Identification No. (REGON)/National Court Register No. (KRS): _____

III. EXPLANATIONS AND INSTRUCTION

1. The Shareholder may issue the instruction by means of filling in the Shareholder's Instruction for the proxy on how to vote (part IV), hereinafter the "**Instruction.**" For that purpose, the Shareholder puts the "X" sign in an appropriate blank on the draft resolution, or gives other instructions and puts a signature in accordance with the rules of representation in the space provided. In the event that the Shareholder intends to vote differently under shares held, the Shareholder is requested to specify in an appropriate blank the number of shares under which the proxy is to vote "for", "against" or "abstain" from voting. A failure to specify the number of shares shall mean that the proxy is entitled to vote in the manner indicated under all of the shares held by the Shareholder.
2. The draft resolutions listed in the Instruction may differ from those put to a vote by the General Shareholders Meeting. For the avoidance of doubt as regards the manner in which the proxy shall vote, we suggest specifying in the blank "at proxy's discretion" the manner in which the proxy will act in such a situation.
3. Filling in the Instruction by the Shareholder does not substitute the proxy document. The form of the power of proxy is to be found in Section 6 below.
4. The proxy's voting form (part V), hereinafter the "**Form**", allows the Shareholder to exercise the voting right through a proxy. A Shareholder has the right, but is not obliged to, use of this form. The Shareholder may choose whether the proxy will exercise the voting right in the same manner as the Shareholder would do, or whether the proxy will exercise the voting right with the use of the form.
5. The proxy who votes with the use of the form shall, before the voting begins, inform the Chairman of the Meeting on their intention to do so.
6. Form of a power of proxy:

FORM OF A POWER OF PROXY

I, the undersigned,

Name and surname:

.....

(Company)

(Position)

Address

.....

and

Name and surname:

.....

(Company)

(Position)

Address

.....

The form to exercise voting right through a proxy
at the Annual General Shareholders Meeting of ERGIS-EUROFILMS SPÓLKA AKCYJNA
convened for 31 July 2012

declare that (name and surname/the Shareholder's company) (the "Shareholder") as the person entitled to attend the Annual General Shareholders Meeting of ERGIS - EUROFILMS S.A. I am/we are entitled to exercise the voting right under (number) ordinary bearer shares of ERGIS - EUROFILMS S.A. with registered office in Warsaw (the "Company") and I/we hereby authorise:

Mr/Ms, holder of passport/ID Card/other official identification document.....,

or

..... (company name), with registered office inand address atunder KRS entry No.

to represent the Shareholder at the Annual General Shareholders Meeting of the Company convened for 31 July 2012 at 11.00 am, in Warsaw, Tamka 16 Street, Warsaw (the "Annual General Shareholders Meeting"), and in particular to attend and file motions at the Annual General Shareholders Meeting, to sign the attendance list as well as to vote on behalf of the Shareholder under (number) ordinary shares of the Company.

..... (signature)

Place:
Date:

Place:
Date:

Notes:

Identifying the Shareholder

In order to identify a Shareholder granting a power of proxy, the following documents should be enclosed to the relevant electronic notification on granting the power of proxy:

- 1) a Shareholder, who is a natural person, should submit a copy of an ID card, passport or another official ID document of the Shareholder; additionally the Shareholder who is a natural person should attach a statement containing the Shareholder's consent to processing of the personal data by the Company for the purposes of Shareholder identification in order to verify the validity of the proxy granted in the electronic form;
- 2) if a Shareholder is not a natural person – a copy of extract from relevant register or other document confirming the right to authorise the proxy to represent the Shareholder at the General Shareholders Meeting.

If there are doubts as to the authenticity of the document copies referred to above, the Management Board of the Company reserves the right to request the proxy to present the following documents at the time of preparing the list of attendance:

- 1) If the Shareholder is a natural person – a copy (a true copy of the original confirmed by a notary public or other entity authorised to certify that a copy is a true copy) of the Shareholder's identity card, passport or other official identity document;
- 2) If the Shareholder is not a natural person - the original or a copy (a true copy of the original confirmed by a notary public or other entity authorised to certify that a copy is a true copy) of extract from relevant register or another document confirming the right to authorise the proxy to represent the Shareholder at the General Shareholders Meeting.

Identifying the Proxy

In order to identify the proxy, the Management Board reserves the right to request the proxy to present the following documents at the time of preparing the list of attendance:

- 1) If the proxy is a natural person - the identity card, passport or other official document confirming the proxy's identity;
- 2) If the proxy is not a natural person - the original or a copy (a true copy of the original confirmed by a notary public or other entity authorised to certify that a copy is a true copy) of extract from relevant register or other document confirming the right of the natural person(s) to represent the Shareholder at the General Shareholders Meeting.

In the event of discrepancies between the information provided by the Shareholder in the power of proxy and the information on the List of Shareholders drafted on the basis of the register provided by the entity maintaining the deposit of securities (Krajowy Depozyt Papierów Wartościowych S.A.) and submitted to the Company in compliance with Article 406.3 of the Commercial Companies Code, the Shareholder and the proxy may not be allowed to attend the General Shareholders Meeting.

Please note that the Company does not require that a power of proxy be granted on the abovementioned form.

IV. SHAREHOLDER'S INSTRUCTION FOR THE PROXY ON THE MANNER OF VOTING:

(to be filled in if the Shareholder provides the proxy with an instruction)

Note:

The proxy who is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of ERGIS-EUROFILMS S.A., a member of the Company's governing bodies, or an employee of a subsidiary cooperative, votes according to the instructions provided by the Shareholder (Article 412².3 and 412².4 of the Commercial Companies Code).

DRAFT

**RESOLUTION NO. 1
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON ELECTING THE CHAIRMAN OF THE GENERAL SHAREHOLDERS
MEETING**

Under Article 28.1 of the Company's Articles of Association as well as Article 5 of the Rules of Procedure for the General Shareholders Meeting of the Company, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A. with registered office in Warsaw appoints Mr/Ms to the position of the Chairman.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: <div style="height: 40px;"></div>			

DRAFT

**RESOLUTION NO. 2
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON ELECTING THE BALLOT COUNTING COMMITTEE AND MOTIONS
COMMITTEE**

Under Article 5.9 of the Rules of Procedure for the General Shareholders Meeting of the Company, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, appoints the following persons to the Ballot Counting Committee and Motions Committee:

1. Ms/Mr
2. Ms/Mr
3. Ms/Mr

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 3
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON ADOPTING THE AGENDA**

The Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, having become acquainted with the agenda specified according to Article 23.1 of the Company's Articles of Association, decides to adopt the following agenda of the Annual General Shareholders Meeting:

1. Opening of the General Shareholders Meeting.
2. Electing the Chairman of the Meeting.

3. Acknowledging the General Shareholders Meeting to be validly convened and acknowledging its capacity to adopt resolutions.
4. Electing the Ballot Counting Committee and Motions Committee.
5. Adopting the agenda of the Meeting.
6. Presentation of the Directors' Report on Operations of ERGIS-EUROFILMS S.A. and the financial statements for 2011 by the Management Board and examination thereof.
7. Presentation of the Directors' Report on Operations of the ERGIS Group and the consolidated financial statements for 2011 by the Management Board and examination thereof.
8. Presentation by the Supervisory Board and examination of the following documents:
 - 1) report on operations of the Supervisory Board in the financial year 2011, including the work of Committees, and a brief assessment of the situation of ERGIS-EUROFILMS S.A.,
 - 2) opinions regarding: the Management Board's motion to cover net loss, granting discharge of duties to the Management Board's members, approval of the Directors' Reports and financial statements for 2011, along with assessment.
9. Adopting resolution on approval of the Directors' Report on Operations of ERGIS-EUROFILMS S.A. and the Company's financial statements for the financial year 2011.
10. Adopting resolution on approval of the Directors' Report on Operations of the ERGIS Group and the Group's consolidated financial statements for the financial year 2011.
11. Adopting resolution regarding coverage of net loss incurred in the financial year 2011.
12. Adopting resolutions on granting discharge to the members of the Management Board of ERGIS-EUROFILMS S.A.
13. Adopting resolutions on granting discharge to the members of the Supervisory Board of ERGIS-EUROFILMS S.A.
14. Closing the Meeting.

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: <div style="height: 40px;"></div>			

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**RESOLUTION NO. 4
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON APPROVAL OF THE DIRECTORS' REPORT ON OPERATIONS OF ERGIS-
EUROFILMS S.A. AND THE COMPANY'S FINANCIAL STATEMENTS FOR
2011.**

Under Article 395.2.1 of the Commercial Companies Code, Article 26.2.1 of the Company's Articles of Association and Article 53.1 of the Accountancy Act of 29 September 1994 (i.e. Dz.U. of 2009, No. 152, item 1223, as amended.) the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, having reviewed, approves of:

- 1) the Directors' Report on Operations of ERGIS-EUROFILMS S.A. for the period from 1 January 2011 to 31 December 2011 (financial year 2011);
- 2) financial statements of ERGIS-EUROFILMS S.A. for 2011, including:
 - a) statement of financial position prepared as of 31 December 2011, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 351,924,000**;
 - b) statement of comprehensive income for the financial year 2011, showing total net loss of: **PLN 9,424,000**;
 - c) statement of movements in the shareholders' equity for the financial year 2011, showing an decrease in the shareholders' equity by **PLN 1,698,000**;
 - d) cash flow statement for the financial year 2011, showing an increase in cash by the amount of **PLN 1,833,000**;
 - e) explanatory notes and additional information.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

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**RESOLUTION NO. 5
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON APPROVAL OF THE DIRECTORS' REPORT ON OPERATIONS OF THE
ERGIS GROUP AND THE GROUP'S CONSOLIDATED FINANCIAL
STATEMENTS FOR 2011**

Under Article 395.5 in conjunction with Article 395.2.1 of the Commercial Companies Code and Article 63c.4 of the Accountancy Act of 29 September 1994 (i.e. Dz.U. of 2009, No. 152, item 1223, as amended) the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, having reviewed, approves of:

- 1) the Directors' Report on Operations of the Ergis Group for the period from 1 January 2011 to 31 December 2011 (financial year 2011);
- 2) consolidated financial statements of the Ergis Group for 2011, including:
 - a) consolidated statement of financial position prepared as of 31 December 2011, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 457,917,000**;
 - b) consolidated statement of comprehensive income for the financial year 2011, showing total net loss of: **PLN 2,024,000**;
 - c) consolidated statement of movements in the shareholders' equity for the financial year 2011, showing an decrease in the shareholders' equity by **PLN 2,212,000**;
 - d) consolidated cash flow statement for the financial year 2011, showing an increase in cash by the amount of **PLN 4,953,000**;
 - e) explanatory notes and additional information.

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: 			

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**RESOLUTION NO. 6
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
REGARDING COVERAGE OF NET LOSS INCURRED IN THE FINANCIAL
YEAR 2011**

Under Article 395.2 of the Commercial Companies Code and Article 26.2.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, upon consideration, decides to cover the Company's net loss of PLN 24,045,000 incurred in the financial year 2011 from the Company's supplementary fund.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 7
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR TADEUSZ NOWICKI, THE MEMBER OF
THE MANAGEMENT BOARD OF THE COMPANY**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Tadeusz Nowicki, the President of the Company's Management Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for:	<input type="checkbox"/> Against:	<input type="checkbox"/> Abstentions:	<input type="checkbox"/> At proxy's discretion:
Number of shares: -----	<input type="checkbox"/> Objections: Number of shares: -----	Number of shares: -----	Number of shares: -----
<input type="checkbox"/> Other instructions/remarks:			

DRAFT

**RESOLUTION NO. 8
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012**

**ON GRANTING DISCHARGE TO MR JAN POLACZEK, THE MEMBER OF THE
MANAGEMENT BOARD OF THE COMPANY**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Jan Polaczek, the Vice-President of the Company's Management Board in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for:	<input type="checkbox"/> Against:	<input type="checkbox"/> Abstentions:	<input type="checkbox"/> At proxy's discretion:
Number of shares: -----	<input type="checkbox"/> Objections: Number of shares: -----	Number of shares: -----	Number of shares: -----
<input type="checkbox"/> Other instructions/remarks:			

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**RESOLUTION NO. 9
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR MAREK GÓRSKI, THE MEMBER OF
THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Marek Górski, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: 			

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**RESOLUTION NO. 10
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR JACEK KORPAŁA, THE MEMBER OF
THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Jacek Korpała, the member of the Company's Supervisory Board in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

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**RESOLUTION NO. 11
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR ZENON DĄBROWSKI, THE MEMBER OF
THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Zenon Dąbrowski, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 12
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR MACIEJ GRELOWSKI, THE MEMBER
OF THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Maciej Grelowski, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 13
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR PAWEŁ KACZOROWSKI, THE MEMBER
OF THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Paweł Kaczorowski, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: 			

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**RESOLUTION NO. 14
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR PIOTR WIECZORKIEWICZ, THE
MEMBER OF THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Piotr Wieczorkiewicz, sitting in the Supervisory Board until 20 June 2011, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 15
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR STANISŁAW MAZGAJ, THE MEMBER
OF THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Stanisław Mazgaj, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

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**RESOLUTION NO. 16
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MRS BEATA KURBIEL, THE MEMBER OF
THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mrs Beata Kurbiel, sitting in the Supervisory Board from 21 June 2011, the member of the Company's Supervisory Board, in respect of the performance of her duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: 			

_____, _____ 2012
(Place and date)

(Shareholder's data)

(Shareholders signature in accordance with rules of representation)

V. THE PROXY'S VOTING FORM:

(to be filled in if the proxy votes with the use of the form)

Note:

The proxy who votes with the use of the form shall, before the voting begins, inform the Chairman of the Meeting on their intention to do so.

DRAFT

**RESOLUTION NO. 1
 OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
 OF ERGIS-EUROFILMS S.A. IN WARSAW
 OF 31 JULY 2012
 ON ELECTING THE CHAIRMAN OF THE GENERAL SHAREHOLDERS
 MEETING**

Under Article 28.1 of the Company's Articles of Association as well as Article 5 of the Rules of Procedure for the General Shareholders Meeting of the Company, the Annual

General Shareholders Meeting of ERGIS-EUROFILMS S.A. with registered office in Warsaw appoints Mr/Ms to the position of the Chairman.

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 2
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON ELECTING THE BALLOT COUNTING COMMITTEE AND MOTIONS
COMMITTEE**

Under Article 5.9 of the Rules of Procedure for the General Shareholders Meeting of the Company, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, appoints the following persons to the Ballot Counting Committee and Motions Committee:

4. Ms/Mr
5. Ms/Mr
6. Ms/Mr

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 3
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON ADOPTING THE AGENDA**

The Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, having become acquainted with the agenda specified according to Article 23.1 of the Company's Articles of Association, decides to adopt the following agenda of the Annual General Shareholders Meeting:

1. Opening of the General Shareholders Meeting.
2. Electing the Chairman of the Meeting.
3. Acknowledging the General Shareholders Meeting to be validly convened and acknowledging its capacity to adopt resolutions.
4. Electing the Ballot Counting Committee and Motions Committee.
5. Adopting the agenda of the Meeting.
6. Presentation of the Directors' Report on Operations of ERGIS-EUROFILMS S.A. and the financial statements for 2011 by the Management Board and examination thereof.
7. Presentation of the Directors' Report on Operations of the ERGIS Group and the consolidated financial statements for 2011 by the Management Board and examination thereof.
8. Presentation by the Supervisory Board and examination of the following documents:
 - a. report on operations of the Supervisory Board in the financial year 2011, including the work of Committees, and a brief assessment of the situation of ERGIS-EUROFILMS S.A.,
 - b. opinions regarding: the Management Board's motion to cover net loss, granting discharge of duties to the Management Board's members, approval of the Directors' Reports and financial statements for 2011, along with assessment.
9. Adopting resolution on approval of the Directors' Report on Operations of ERGIS-EUROFILMS S.A. and the Company's financial statements for the financial year 2011.
10. Adopting resolution on approval of the Directors' Report on Operations of the ERGIS Group and the Group's consolidated financial statements for the financial year 2011.
11. Adopting resolution regarding coverage of net loss incurred in the financial year 2011.
12. Adopting resolutions on granting discharge to the members of the Management Board of ERGIS-EUROFILMS S.A.
13. Adopting resolutions on granting discharge to the members of the Supervisory Board of ERGIS-EUROFILMS S.A.
14. Closing the Meeting.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 4
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON APPROVAL OF THE DIRECTORS' REPORT ON OPERATIONS OF ERGIS-
EUROFILMS S.A. AND THE COMPANY'S FINANCIAL STATEMENTS FOR
2011.**

Under Article 395.2.1 of the Commercial Companies Code, Article 26.2.1 of the Company's Articles of Association and Article 53.1 of the Accountancy Act of 29 September 1994 (i.e. Dz.U. of 2009, No. 152, item 1223, as amended.) the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, having reviewed, approves of:

- 1) the Directors' Report on Operations of ERGIS-EUROFILMS S.A. for the period from 1 January 2011 to 31 December 2011 (financial year 2011);
- 2) financial statements of ERGIS-EUROFILMS S.A. for 2011, including:
 - a) statement of financial position prepared as of 31 December 2011, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 351,924,000**;
 - b) statement of comprehensive income for the financial year 2011, showing total net loss of: **PLN 9,424,000**;
 - c) statement of movements in the shareholders' equity for the financial year 2011, showing an decrease in the shareholders' equity by **PLN 1,698,000**;
 - d) cash flow statement for the financial year 2011, showing an increase in cash by the amount of **PLN 1,833,000**;
 - e) explanatory notes and additional information.

<input type="checkbox"/> Votes for:	<input type="checkbox"/> Against:	<input type="checkbox"/> Abstentions:	<input type="checkbox"/> At proxy's discretion:
Number of shares: -----	<input type="checkbox"/> Objections: Number of shares: -----	Number of shares: -----	Number of shares: -----
<input type="checkbox"/> Other instructions/remarks:			

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**RESOLUTION NO. 5
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON APPROVAL OF THE DIRECTORS' REPORT ON OPERATIONS OF THE
ERGIS GROUP AND THE GROUP'S CONSOLIDATED FINANCIAL
STATEMENTS FOR 2011**

Under Article 395.5 in conjunction with Article 395.2.1 of the Commercial Companies Code and Article 63c.4 of the Accountancy Act of 29 September 1994 (i.e. Dz.U. of 2009, No. 152, item 1223, as amended) the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, having reviewed, approves of:

- 1) the Directors' Report on Operations of the Ergis Group for the period from 1 January 2011 to 31 December 2011 (financial year 2011);
- 2) consolidated financial statements of the Ergis Group for 2011, including:
 - a) consolidated statement of financial position prepared as of 31 December 2011, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 457,917,000**;
 - b) consolidated statement of comprehensive income for the financial year 2011, showing total net loss of: **PLN 2,024,000**;
 - c) consolidated statement of movements in the shareholders' equity for the financial year 2011, showing an decrease in the shareholders' equity by **PLN 2,212,000**;
 - d) consolidated cash flow statement for the financial year 2011, showing an increase in cash by the amount of **PLN 4,953,000**;
 - e) explanatory notes and additional information.

<input type="checkbox"/> Votes for:	<input type="checkbox"/> Against:	<input type="checkbox"/> Abstentions:	<input type="checkbox"/> At proxy's discretion:
	<input type="checkbox"/> Objections: Number of shares:	Number of shares:	

Number of shares: ----- -----	----- -----	Number of shares: ----- -----
<input type="checkbox"/> Other instructions/remarks:		

**RESOLUTION NO. 6
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
REGARDING COVERAGE OF NET LOSS INCURRED IN THE FINANCIAL
YEAR 2011**

Under Article 395.2 of the Commercial Companies Code and Article 26.2.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, upon consideration, decides to cover the Company's net loss of PLN 24,045,000 incurred in the financial year 2011 from the Company's supplementary fund.

<input type="checkbox"/> Votes for: Number of shares: ----- -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: ----- -----	<input type="checkbox"/> Abstentions: Number of shares: ----- -----	<input type="checkbox"/> At proxy's discretion: Number of shares: ----- -----
<input type="checkbox"/> Other instructions/remarks:			

DRAFT

**RESOLUTION NO. 7
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR TADEUSZ NOWICKI, THE MEMBER OF
THE MANAGEMENT BOARD OF THE COMPANY**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Tadeusz Nowicki, the President of the Company's Management Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 8
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR JAN POLACZEK, THE MEMBER OF THE
MANAGEMENT BOARD OF THE COMPANY**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Jan Polaczek, the Vice-President of the Company's Management Board in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

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**RESOLUTION NO. 9
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR MAREK GÓRSKI, THE MEMBER OF
THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Marek Górski, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: _____	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: _____	<input type="checkbox"/> Abstentions: Number of shares: _____	<input type="checkbox"/> At proxy's discretion: Number of shares: _____
<input type="checkbox"/> Other instructions/remarks: 			

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**RESOLUTION NO. 10
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR JACEK KORPAŁA, THE MEMBER OF
THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Jacek Korpała, the member of the Company's Supervisory Board in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for:	<input type="checkbox"/> Against:	<input type="checkbox"/> Abstentions:	<input type="checkbox"/> At proxy's discretion:
Number of shares: -----	<input type="checkbox"/> Objections: Number of shares: -----	Number of shares: -----	Number of shares: -----
<input type="checkbox"/> Other instructions/remarks:			

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**RESOLUTION NO. 11
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR ZENON DĄBROWSKI, THE MEMBER OF
THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Zenon Dąbrowski, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for:	<input type="checkbox"/> Against:	<input type="checkbox"/> Abstentions:	<input type="checkbox"/> At proxy's discretion:
Number of shares: -----	<input type="checkbox"/> Objections: Number of shares: -----	Number of shares: -----	Number of shares: -----
<input type="checkbox"/> Other instructions/remarks:			

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**RESOLUTION NO. 12
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW**

OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR MACIEJ GRELOWSKI, THE MEMBER
OF THE COMPANY'S SUPERVISORY BOARD

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Maciej Grelowski, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

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RESOLUTION NO. 13
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR PAWEŁ KACZOROWSKI, THE MEMBER
OF THE COMPANY'S SUPERVISORY BOARD

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Paweł Kaczorowski, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
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<input type="checkbox"/> Other instructions/remarks:

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**RESOLUTION NO. 14
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR PIOTR WIECZORKIEWICZ, THE
MEMBER OF THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Piotr Wieczorkiewicz, sitting in the Supervisory Board until 20 June 2011, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for:	<input type="checkbox"/> Against:	<input type="checkbox"/> Abstentions:	<input type="checkbox"/> At proxy's discretion:
Number of shares:	<input type="checkbox"/> Objections:	Number of shares:	Number of shares:
-----	Number of shares:	-----	-----
-----	-----	-----	-----
<input type="checkbox"/> Other instructions/remarks:			

DRAFT

**RESOLUTION NO. 15
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MR STANISŁAW MAZGAJ, THE MEMBER
OF THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-

EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mr Stanisław Mazgaj, the member of the Company's Supervisory Board, in respect of the performance of his duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

DRAFT

**RESOLUTION NO. 16
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 31 JULY 2012
ON GRANTING DISCHARGE TO MRS BEATA KURBIEL, THE MEMBER OF
THE COMPANY'S SUPERVISORY BOARD**

Under Article 395.2.3 of the Commercial Companies Code and Article 26.2.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby grants discharge to Mrs Beata Kurbiel, sitting in the Supervisory Board from 21 June 2011, the member of the Company's Supervisory Board, in respect of the performance of her duties in the financial year 2011.

<input type="checkbox"/> Votes for: Number of shares: -----	<input type="checkbox"/> Against: <input type="checkbox"/> Objections: Number of shares: -----	<input type="checkbox"/> Abstentions: Number of shares: -----	<input type="checkbox"/> At proxy's discretion: Number of shares: -----
<input type="checkbox"/> Other instructions/remarks: 			

_____, _____ 2012
(Place and date)

(Shareholder's data)

(Proxy's signature)