FORM

AND AN INSTRUCTION TO EXERCISE THE VOTING RIGHT THROUGH A PROXY

at

THE ANNUAL GENERAL SHAREHOLDERS MEETING OF ERGIS-EUROFILMS SPÓŁKA AKCYJNA

convened for

18 JUNE 2013 at 11:00 a.m. IN WARSAW, UL. TAMKA 16

This form has been prepared in compliance with the requirements of Article 402.^{3}1.5 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:

POWER OF PROXY TEMPLATE

I, the undersigned,

Name and surname:
…….
(Company)
(Position)
Address
.....

and

Name and surname:
…….
(Company)
(Position)

Address
.....

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 in ……..……and address at …….....…….……under KRS entry No. ……..

to represent the Shareholder at the **Annual General Shareholders Meeting of the Company convened for 18 June 2013 at 11.00 am**, at the registered office of the Company at ul. Tamka 16 in 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)
(signature)

City/Town: .....Town ……
Date: .....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 18 JUNE 2013
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.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 2
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING

OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 ……

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

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RESOLUTION NO. 3
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 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 Shareholders Meeting.
6. Presentation of the Directors' Report on Operations of ERGIS-EUROFILMS S.A. and the financial statements for 2012 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 2012 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 2012, 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 on distribution of the net profit, granting discharge of duties to the Management Board's members, approval of the Directors' Reports and financial statements for 2012, 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 2012.
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 2012.
11. Adopting resolution on the distribution of net profit generated in the financial year 2012.
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. Changes to the Supervisory Board and adopting resolutions with regard to the matter.
15. Closing the Meeting.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

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RESOLUTION NO. 4
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING

OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON APPROVAL OF THE DIRECTORS' REPORT ON OPERATIONS OF ERGIS-EUROFILMS S.A. AND THE COMPANY'S FINANCIAL STATEMENTS FOR 2012.

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 2013, item 330) 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 2012 to 31 December 2012 (financial year 2012);
2) financial statements of ERGIS-EUROFILMS S.A. for 2012, including:

a) statement of financial position prepared as of 31 December 2012, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 372,087,000**;
b) statement of comprehensive income for 2012, showing the comprehensive net income in the amount of **PLN 9,791,000**;
c) statement of movements in the shareholders' equity for 2012, showing an increase in the shareholders' equity by **PLN 9,791,000**;
d) cash flow statement for 2012, showing a decrease in cash by the amount of **PLN 579,000**;
e) explanatory notes and additional information.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

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RESOLUTION NO. 5
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013

ON APPROVAL OF THE DIRECTORS' REPORT ON OPERATIONS OF THE ERGIS GROUP AND THE GROUP'S CONSOLIDATED FINANCIAL STATEMENTS FOR 2012

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 2013, item 330) 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 2012 to 31 December 2012 (financial year 2012);

2) consolidated financial statements of the Ergis Group for 2012, including:

a) consolidated statement of financial position prepared as of 31 December 2012, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 468,024,000**;

b) consolidated statement of comprehensive income for 2012, showing the comprehensive net income in the amount of **PLN 4,851,000**;

c) consolidated statement of movements in the shareholders' equity for 2012, showing an increase of the shareholders' equity by **PLN 4,789,000**;

d) consolidated cash flow statement for 2012, showing an increase in cash by the amount of **PLN 2,023,000**;

e) explanatory notes and additional information.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

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RESOLUTION NO. 6
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON THE DISTRIBUTION OF NET PROFIT GENERATED IN THE FINANCIAL YEAR 2012

Under Article 395.2.2 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 allocate the net profit of the Company generated in 2012, in the amount of **PLN 9,676,105.00** towards the Company's reserve capital.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 7
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 8
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

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RESOLUTION NO. 9
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 10
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 11
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 12
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 13
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 14
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON GRANTING DISCHARGE TO MS 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 Ms Beata Kurbiel, in respect of the performance of her duties in the financial year 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 15
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 16
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON REMOVING MR/MS …… FROM THE POSITION OF A MEMBER OF THE SUPERVISORY BOARD

Under Article 16.2 of the Company's Articles of Association and Article 385 of the Commercial Companies Code, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby removes Mr/Ms …… from the position of a member of the Company's Supervisory Board as of 18 June 2013.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON APPOINTING MR/MS …… TO THE POSITION OF A MEMBER OF THE SUPERVISORY BOARD

Under Article 16.2 of the Company's Articles of Association and Article 385 of the Commercial Companies Code, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby appoints Ms/Mr …… to the position of a member of the Company's Supervisory Board as of 19 June 2012, for a running joint term of office of the Supervisory Board composed of ..... persons. (PESEL ……)

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

_____, _____ 2013
(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 18 JUNE 2013
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.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 2
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 ……

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 3
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 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 Shareholders Meeting.
6. Presentation of the Directors' Report on Operations of ERGIS-EUROFILMS S.A. and the financial statements for 2012 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 2012 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 2012, 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 on distribution of the net profit, granting discharge of duties to the Management Board's members, approval of the Directors' Reports and financial statements for 2012, 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 2012.
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 2012.
11. Adopting resolution on the distribution of net profit generated in the financial year 2012.
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. Changes to the Supervisory Board and adopting resolutions with regard to the matter.
15. Closing the Meeting.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 4
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013

ON APPROVAL OF THE DIRECTORS' REPORT ON OPERATIONS OF ERGIS-EUROFILMS S.A. AND THE COMPANY'S FINANCIAL STATEMENTS FOR 2012.

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 2013, item 330) 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 2012 to 31 December 2012 (financial year 2012);

2) financial statements of ERGIS-EUROFILMS S.A. for 2012, including:

a) statement of financial position prepared as of 31 December 2012, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 372,087,000**;

b) statement of comprehensive income for 2012, showing the comprehensive net income in the amount of **PLN 9,791,000**;

c) statement of movements in the shareholders' equity for 2012, showing an increase in the shareholders' equity by **PLN 9,791,000**;

d) cash flow statement for 2012, showing a decrease in cash by the amount of **PLN 579,000**;

e) explanatory notes and additional information.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 5
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013

ON APPROVAL OF THE DIRECTORS' REPORT ON OPERATIONS OF THE ERGIS GROUP AND THE GROUP'S CONSOLIDATED FINANCIAL STATEMENTS FOR 2012

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 2013, item 330) 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 2012 to 31 December 2012 (financial year 2012);

2) consolidated financial statements of the Ergis Group for 2012, including:

a) consolidated statement of financial position prepared as of 31 December 2012, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 468,024,000**;

b) consolidated statement of comprehensive income for 2012, showing the comprehensive net income in the amount of **PLN 4,851,000**;

c) consolidated statement of movements in the shareholders' equity for 2012, showing an increase of the shareholders' equity by **PLN 4,789,000**;

d) consolidated cash flow statement for 2012, showing an increase in cash by the amount of **PLN 2,023,000**;

e) explanatory notes and additional information.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 6
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON THE DISTRIBUTION OF NET PROFIT GENERATED IN THE FINANCIAL YEAR 2012

Under Article 395.2.2 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 allocate the net profit of the Company generated in 2012, in the amount of PLN 9,676,105.00 towards the Company's reserve capital.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 7
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 8
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 9
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 10
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 11
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 12
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 13
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 14
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON GRANTING DISCHARGE TO MS 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 Ms Beata Kurbiel, in respect of the performance of her duties in the financial year 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 15
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
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 2012.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO. 16
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON REMOVING MR/MS …… FROM THE POSITION OF A MEMBER OF THE SUPERVISORY BOARD

Under Article 16.2 of the Company's Articles of Association and Article 385 of the Commercial Companies Code, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby removes Mr/Ms …… from the position of a member of the Company's Supervisory Board as of 18 June 2013.

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

DRAFT

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF ERGIS-EUROFILMS S.A. IN WARSAW
OF 18 JUNE 2013
ON APPOINTING MR/MS …… TO THE POSITION OF A MEMBER OF THE SUPERVISORY BOARD

Under Article 16.2 of the Company's Articles of Association and Article 385 of the Commercial Companies Code, the Annual General Shareholders Meeting of ERGIS-EUROFILMS S.A., with registered office in Warsaw, hereby appoints Ms/Mr …… to the position of a member of the Company's Supervisory Board as of 19 June 2012, for a running joint term of office of the Supervisory Board composed of ..... persons. (PESEL ……)

❑ **Votes for:** **Number of shares:** ----------	❑ **Against:** ❑ **Objections:** **Number of shares:** ----------	❑ **Abstentions:** **Number of shares:** ----------	❑ **At proxy's discretion:** **Number of shares:** ----------
❑ **Other instructions/remarks:**			

***

_____, _____ 2013
(Place) *(Date)*

_____
(Shareholder's data)

_____
(Proxy's signature)