



**CINEMA CITY INTERNATIONAL N.V.
2011 ANNUAL GENERAL MEETING
PROXY VOTING PROCEDURE**

Dear Shareholder,

This document has been prepared by Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") in connection with the upcoming:

- (A) **Annual General Meeting** of the Company's Shareholders to be held on **21 June 2011** in Rotterdam at Weena 210-212, 3012 NJ Rotterdam, at 3 pm ("AGM") and
- (B) the **Pre-Meeting** of the Company's Shareholders to be held on **14 June 2011** in a multiplex Cinema City Mokotów in Warsaw at 12 c Wołoska Str. (in the shopping center Galeria Mokotów) at 15:30 hours of Warsaw time,

to explain in detail the proxy voting procedure and indicate steps that should be taken by you with a view to participating in the AGM and the Pre-Meeting. This document should be read in conjunction with the Company's Articles of Association and applicable provisions of Dutch law.

How to register for the Pre-Meeting and the AGM?

Depository certificate

All shareholders wishing to participate in the Pre-Meeting and/or the AGM should request custodian banks or brokers operating their investment accounts on which shares held in the Company are registered to issue a registered depository certificate evidencing their shareholding in the Company as at 24 May 2011 (the Record Date) and the right to participate in the AGM.

To receive information on formal requirements of, and documents to be submitted to, the broker for the purpose of the issuance of registered depository certificates, all shareholders are advised to contact their brokers or bank.

A Shareholder intending to participate:

- (a) both in the Pre-Meeting and the AGM (in person, by its own proxy or by a proxy designated by the Company) - should deposit with the Company a depository certificate with the validity date falling on not earlier than by the end of the AGM;
- (b) only in the AGM (in person, by its own proxy or by a proxy designated by the Company) - should deposit with the Company a depository certificate with the validity date falling on not earlier than by the end of the AGM;
- (c) only in the Pre-Meeting, - should deposit with the Company a depository certificate with the validity date falling on not earlier than by the end of the Pre-Meeting.

In all cases, the registered depository certificate should be issued by your broker at such time as to enable you to deposit the original of a depository certificate with the Company **not later than the registration date for the Pre-Meeting: 7 June 2011 and the registration date for the AGM: 15 June 2011.**



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Placing depository certificates with the Company

Original registered depository certificates should be deposited with the Company not later than **7 June 2011 for the Pre-Meeting and 15 June 2011 for the AGM:**

- at the Company's offices in Poland in Warsaw at 37 Fosa Str. (between 9:00 and 17:00 hours) or
- at the Company's offices in the Netherlands in Rotterdam at the following address: Weena 210-212, 3012 NJ Rotterdam (between . 9.00 and 17.00 hours).

Shareholders may deliver registered depository certificates in person, by courier or send them by ordinary or registered mail; however, they should bear in mind that only registered depository certificates evidencing their shareholding in the Company as at the Record Date, delivered to the Company by 5 p.m., **7 June 2011 for the Pre-Meeting and 15 June 2011 for the AGM.**, will entitle them to participate in the Pre-Meeting and the AGM.

Dear Shareholder,

We would appreciate it very much if when registering for the Pre-Meeting / the AGM you could indicate whether you will be attending the Pre-Meeting and/or the AGM in person, by your own proxy or by the proxy designated by the Company. The confirmation form is available on the Company's website at www.cinemacity.nl.

How to participate in the Pre-Meeting / the AGM?

By whom may I participate?

Shareholders may participate in the Pre-Meeting / the AGM:

- in person (in the case of a natural person),
- by their duly authorized representatives (in the case of a legal person and an organizational unit that is not a legal person),
- by proxy (both in the case of a natural person, a legal person or an organizational unit), including, in the case of the AGM, a proxy designated by the Company.

PLEASE NOTE that the proxy designated by the Company will only represent shareholders and vote their shares at the AGM. At the Pre-Meeting shareholders may be represented by their own proxies.

What ID documents should I bring at the Pre-Meeting / the AGM?

Every shareholder that is

a natural person -

is kindly asked to bring at the pre-Meeting / the AGM:

- (i) ID card, passport or other official document confirming his/her identity;
- (ii) a copy of the depository certificate;



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a proxy-

is kindly asked to bring:

- (i) ID card, passport or other document confirming his/her identity;
- (ii) power of attorney;
- (iii) if the power of attorney was granted by another proxy of the shareholder or by other representatives of the shareholder – all documents evidencing the authorization to grant further power of attorney;
- (iv) a copy of the depository certificate

a legal person -

is kindly asked to bring:

- (i) excerpt from the respective trade register; and/or
- (ii) other documents evidencing the authorization of natural person(s) representing such shareholder at the Pre-Meeting/the AGM (e.g., a chain of powers of attorney); and/or
- (iii) ID card, passport or other official document confirming the identity of its representatives;
- (iv) a copy of the depository certificate

an organizational unit -

is kindly asked to bring:

- (i) excerpt from the respective trade register; and/or
- (ii) other documents evidencing the authorization of natural person(s) representing such shareholder at the Pre-Meeting/ the AGM (e.g., a chain of powers of attorney); and/or
- (iii) ID card, passport or other documents confirming the identity of its representatives;
- (iv) a copy of the depository certificate.

Form of Proxy

Shareholders are kindly asked to:

1. use the form of proxy available on the Company's website: www.cinemacity.nl (powers of attorney in other appropriate form will also be accepted by the Company) and
2. bring the documents mentioned in section *What ID documents should I bring at the Pre-Meeting / the AGM?* in original form or their copies certified by the notary public or the legal adviser/attorney at law or by a member(s) of the management board of the shareholder – in compliance with the representation, at the Pre-Meeting/ the AGM or attach them to the form of proxy.

In case of any doubts relating to the authorization of a shareholder to participate in the Pre-Meeting / the AGM and admission thereto, the Chairman of the Pre-Meeting / the AGM's decision will be decisive.



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PLEASE NOTE that in all cases when the power of attorney to represent a shareholder at the Pre-Meeting / the AGM is given by another proxy of the shareholder the power of attorney granted to such authorizing proxy should expressly authorize him / her to grant further powers of attorney.

How to vote by the proxy designated by the Company

Who is a proxy designated by the Company?

For the convenience of its Shareholders the Company has designated:

1. Mr. Wilbert.O.C.M. VAN TWUIJVER or
2. †Mr. Timotheus C. KOSTER;

as Shareholders' proxies with the right of substitution to attend the AGM in the Netherlands and vote in accordance with the voting instructions the shares of these Shareholders that have decided to authorize one of them.

What should I do to authorize a proxy designated by the Company?

To attend the AGM by a proxy designated by the Company Shareholders are asked to:

1. fill in the form of proxy available on the Company's website at www.cinematicity.nl and indicate either Mr. Wilbert.O.C.M. VAN TWUIJVER or †Mr. Timotheus C. KOSTER as their proxy;
2. fill in the proxy voting instructions;
3. attach thereto all documents specified on the form of proxy (*i.e.*, the original registered depository certificate, but only if not deposited with the Company before, and all other documents evidencing the rights of individual(s) signed under the form of proxy to represent a given shareholder, including the excerpt from the trade register and a chain of powers of attorney);
4. deliver (send) the form of proxy together with all the required documents to the Company:
 - a). at the Pre-Meeting;
 - b). to the Company's offices in Poland in Warsaw at 37 Fosa Str. (between . 9:00 and 17:00 hours) or
 - c). to the Company's offices in the Netherlands in Rotterdam at the following address: Weena 210-212, 3012 NJ Rotterdam (between . 9.00 and 17.00 hours).

The form of proxy together with all required documents should be delivered to the Company not later than by 5 pm on **15 June 2011 for the AGM.**



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PLEASE NOTE that only shareholders that deposited the registered depository certificate with validity dates falling on not earlier than by the end of the AGM with the Company and have not collected deposited depository certificate before that date may effectively appoint a proxy designated by the Company. In all other cases, the power of attorney given by a shareholder will be or becomes ineffective.

PLEASE NOTE that if the voting instruction is not filled in, the proxy designated by the Company will vote in accordance with the recommendations of the Board of Managing Directors of the Company (i.e., "for" each resolution to be adopted at the AGM).

PLEASE NOTE that voting through a proxy designated by the Company is an option of the Shareholder. Therefore, each Shareholder may attend the AGM and vote his/her shares in person or through his/her own proxy. If the latter is the case, Shareholders are kindly asked to use the form of proxy available on the Company's website at www.cinematicity.nl.

PLEASE NOTE that at the Pre-Meeting no voting on the adoption of resolutions proposed on the Agenda will take place. Under Dutch corporate law, the resolution may be adopted by the general meeting held in the Netherlands, unless the entire share capital is represented at the AGM.

PLEASE NOTE that the name, address and other information on the shareholder shall be consistent in all documents. Admission to the AGM of persons other than those representing the shareholder shall be decided by the Chairman of the Meeting.



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Language of documents

All documents relating to the Pre-Meeting / the AGM may be delivered to the Company in Polish, in English or in Dutch. If any document has been prepared in any other language, Shareholders are kindly asked to translate such document into one of the above-mentioned languages at their own cost.

Language of the Pre-Meeting / the AGM

The Pre-Meeting will be conducted in English. For the convenience of its Shareholders, the Company will assure the simultaneous translation into the Polish language.

The AGM will be conducted in English. Please note that English-language versions of all resolutions are binding as the resolutions will be adopted in English.

How to revoke the power of attorney granted to a proxy designated by the Company

Each shareholder may revoke a power of attorney given to the proxy designated by the Company by sending a document expressly revoking the granted power of attorney to the Company at the addresses indicated above; such document will be effective and the power of attorney will be revoked if it is delivered to the Company not later than **7 June 2011 for the Pre-Meeting and 15 June 2011 for the AGM**. The document revoking the granted power of attorney needs to comply with the formalities of the original power of attorney

Further questions

Shareholders are kindly asked to address all queries with respect to the Pre-Meeting and the AGM to the Board of Managing Directors at one of the following addresses:

In the Netherlands:

Cinema City International N.V.
Weena 210-212
3012 NJ Rotterdam
Fax: +31 10 201 3603
email: mballan@cinemacity.nl

In Poland:

Cinema City International N.V.
37 Fosa Str.
Warsaw
Fax: 48 22 566 69 84]
email: nisan@cinemacity.pl

with a notice: **the General Meeting of Cinema City International N.V.**

Rotterdam, 10 May 2011

Management Board

Supervisory Board

This document is of informative nature only and should be read in conjunction with the Company's Articles of Association and applicable provisions of Dutch law. Shareholders are kindly asked to read and consider carefully all the information concerning the AGM which has been made available by the Company, including the Annual Report 2010 containing the Company's annual accounts.