

FORM OF PROXY

The undersigned,

Name

Title

Company

Street

Place

confirms that(name of shareholder) (the “Shareholder”) is holder of(number) ordinary shares in Cinema City International N.V. (the “Company”)

and hereby authorizes with the right of substitution:

(please tick the box)

- Mr. Wilbert.O.C.M. VAN TWUIJVER;
- Mr. Timotheus C. KOSTER;
- Mr/Ms., holder of passport/ identity card.....(number ID document), a copy of which is attached to this form:

to represent the Shareholder at the occasion of the Annual General Meeting of Shareholders of Cinema City International N.V. to be held on 21 June 2011 in Rotterdam at 210-212 Weena, the Netherlands (the “Meeting”), to attend and address the Meeting, to sign the register of attendance and to vote on behalf of the Shareholder (in accordance with the voting instructions below).

Name

Title

Date

Signature

PROXY VOTING INSTRUCTIONS

Annual General Meeting of Shareholders of Cinema City International N.V. to be held
on 21 June 2011 in Rotterdam at 210-212 Weena, the Netherlands

The undersigned instructs the proxy holder to vote on the resolutions to be passed at the
Annual Shareholders Meeting of Cinema City International NV as follows:

Agenda Item	Summary Resolution*	For	Against	Neutral
3	Adoption of the annual accounts 2010			
5	Appropriation of net profit 2010			
6	Discharge of the management board			
7	Discharge of the supervisory Board			
9	Appointment of external auditor for FY 2011			
10 i	Re-appointment of Mr. Arthur F. Pierce as a member of the Board of Supervisory Directors			
10 ii	Re-appointment of Mr. Yair Shilhav as a member of the Board of Supervisory Directors			
11	Authorization of the Board of Managing Directors under article 6 of the Company's articles of association to issue shares in the Company			
12	Authorization of the Board of Managing Directors under article 9.3.c of the Company's articles of association to acquire shares in the Company by the Company			
13	Amendment of the Company's Articles of Association in accordance with drfat deed of amendment dated 20 April 2011			

Please indicate your choice by putting a cross ("X") in the relevant box

Annex: original share depository document issued by the Shareholder's bank or broker and copy of ID document of proxy holder if different than VAN TWUIJVER or KOSTER.

NOTE: If no instructions are given or if the instructions are not duly signed below, Messrs Van Twuijver and Koster will vote in accordance with the recommendations of the Boards.

.....
(Name)

.....
(Signature)

NOTE: THIS PROXY IS ONLY VALID IF THE NAME OF THE SHAREHOLDER IN THIS FORM OF PROXY IS THE SAME AS THE NAME OF THE SHAREHOLDER IN THE DEPOSITORY DOCUMENT AND IS DULY SIGNED

* For the proposed resolutions reference is made to the Shareholders Circular dated 10 May 2011