

**Resolution No. 7 of 25 June 2007**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the approval of the Company's Share Buy-back Program and authorization of the Board of Managing Directors to take all the actions in connection with the repurchase of shares in the Company's own capital for the purpose of realization of the 2006 Long Term Incentive Plan**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to

1. to authorize the Board of Managing Directors for 18 months effective from the date of this resolution, subject to the Supervisory Board's approval, to purchase for consideration the fully paid-up shares in the Company's share capital which are officially listed on a regulated market for the purpose of meeting the Company's obligations arising under the Company's 2006 Long Term Incentive Plan on terms and conditions set down in this resolution (the "Share Buy-back Program"), to alienate shares in the Company's share capital, and to take all the actions necessary to that effect and realization of the Share Buy-back program;
2. to determine that the Company may buy back shares in its own share capital within the Share Buy-back Program on the following terms and conditions:
  - (a) maximum number of shares to be purchased shall be 930,000;
  - (b) maximum number of shares to be purchased shall be reduced by the number of new shares issued by the Company for the purpose of realization of the 2006 Long Term Incentive Plan;
  - (c) total maximum consideration for the realization of the Share Buy-back Program shall be up to EUR 3,000,000;
  - (d) authorization granted to the Board of Managing Directors shall be for 18 months effective from the date of this resolution, not longer, however, than until the moment of the utilization of the funds referred to in point 2 (c) designated for the purpose of the realization of the Share Buy-back Program. The commencement date and the ending date of the buy back of the Company's shares shall be set by the Board of the Managing Directors and information thereon shall be made available to the public in accordance with applicable regulations;
  - (e) the price to be paid for shares shall be not lower than the nominal value of the Company's shares (minimum consideration) and not higher than 110% of the average market price of the shares traded on the Warsaw Stock Exchange calculated for 5 trading sessions immediately preceding the acquisition of shares (maximum consideration). Under extraordinary circumstances the Company's Board of Managing Directors, upon the approval of the Company's Supervisory Board, may resolve to change the maximum consideration to be paid for one share.
  - (f) shares may be purchased on a regulated stock exchange on which they are listed or on any trading venue, if allowed by applicable regulations;
3. to authorize the Board of Managing Directors to set down detailed terms and conditions of the Share Buy-back Program, subject to the Supervisory Board's approval, and effect the buy back of shares in the Company's own capital in compliance with this resolution and applicable laws, including, in particular, the Commission Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments;

4. to impose on the Board of Managing Directors the obligation to disclose to the public full details of the Share Buy-back Program prior to the commencement of trading in own shares within the framework of the Share Buy-back Program and fulfill all reporting obligations arising from and in connection with the implementation of the Share Buy-back Program in compliance with applicable regulations;
5. to authorize the Board of Managing Directors, when acting to the best interest of the Company and subject to the Supervisory Board's approval:
  - (a) to end the Share Buy-back Program before the 18-month period referred to hereinabove; or
  - (b) to withdraw at any time from the implementation of the Share Buy-Back Program.

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This resolution comes into force on the day of its adoption.