

**CINEMA CITY INTERNATIONAL N.V.  
EXTRAORDINARY GENERAL MEETING  
IMPORTANT INFORMATION**



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 Extraordinary General Meeting of the Company's Shareholders to be held on 25 August 2008 in Rotterdam at Weena 210-212, 3012 NJ Rotterdam, at 3 p.m. CET (the "**EGM**") to explain in detail the proxy voting procedure and indicate steps that should be taken by you with a view to participating in the EGM. 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 EGM?**

**Depository certificate**

All shareholders wishing to participate in the EGM 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 and the right to participate in the EGM.

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

A Shareholder intending to participate in the EGM (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 EGM;

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 EGM registration date 18 August 2008 (by 17:00 hours CET)**.

**Where and when may I place depository certificates with the Company**

Original registered depository certificates should be deposited not later than 18 August 2008 (by 17:00 CET) with the Company:

- **at the Company's offices in Poland in Warsaw at 37 Fosa Str.** (on business days, Monday through Friday, between 9:00 and 17:00 CET,) or
- **at the Company's offices in the Netherlands in Rotterdam** at the following address: Weena 210-212, 3012 NJ Rotterdam (on business days, Monday through Friday, between 9:00 and 17:00 CET).

***Dear Shareholder,***

***We would appreciate it very much if when registering for the EGM you could indicate whether you will be attending the EGM in person, by your own proxy or by the proxy designated by the Company. The confirmation may be downloaded from the Company's website at [www.cinemacity.nl](http://www.cinemacity.nl) (Investor Relations).***

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**How to participate in the EGM?**

**How may I participate?**

Shareholders may participate in the EGM:

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

**What ID documents should I bring at the EGM?**

Every shareholder that is

a natural person:..... is kindly asked to bring at the EGM ID card, passport or other official document confirming his/her identity;

a legal person: ..... is kindly asked to bring:

- (i) excerpt from the respective trade register; and/or
- (ii) other documents evidencing the authorization of a natural person(s) representing such shareholder at the EGM (e.g., an unbroken chain of powers of attorney); and/or
- (iii) ID card, passport or other official document confirming the identity of shareholder's representative(s)

a proxy: ..... is kindly asked to bring:

- (i) ID card, passport or other official 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 of such proxy/representative to represent a given shareholder and to grant further power of attorney.

an organizational unit: ..... is kindly asked to bring:

- (i) excerpt from the respective trade register; and/or
- (ii) other documents evidencing the authorization of a natural person(s) representing such shareholder at the EGM (e.g., an unbroken chain of powers of attorney); and/or
- (iii) ID card, passport or other official document confirming the identity of shareholder's representative(s).

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**Form of proxy**

Shareholders are kindly asked to:

1. download and use the form of proxy available on the Company's website: [www.cinemacity.nl](http://www.cinemacity.nl) at Investor Relations (the Company will also accept powers of attorney granted in other appropriate form) and
2. bring the documents mentioned in section *What ID documents should I bring at the EGM?* 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 EGM or attach them to the form of proxy.

In the case of any doubts relating to the authorization of a Shareholder to participate in the EGM and admission thereto, the Chairman of the EGM's decision will be decisive.

**Please note that in all cases when the power of attorney to represent a shareholder at the EGM is given by another proxy of that shareholder the power of attorney granted to such authorizing proxy should expressly authorize him / her to grant further powers of attorney. This apply also to the proxy designated by the Company.**

**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 Mr. Wilbert.O.C.M. VAN TWUIJVER and/or Mr. Timotheus C. KOSTER, as Shareholders' proxies to attend the EGM in the Netherlands and vote the shares in accordance with the voting instructions 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 EGM by a proxy designated by the Company Shareholders are asked to:

1. register for the EGM;
2. download and fill in the form of proxy available on the Company's website at [www.cinemacity.nl](http://www.cinemacity.nl) (Investor relations) and indicate Mr. Wilbert.O.C.M. VAN TWUIJVER and/or Mr. Timotheus C. KOSTER as their proxy;
3. fill in the proxy voting instructions;
4. 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);
5. deliver (send) the form of proxy together with all the required documents to the Company:
  - a). to the Company's offices in Poland in Warsaw at 37 Fosa Str. (on business days, Monday through Friday, between 9:00 and 17:00 CET) or
  - b). to the Company's offices in the Netherlands in Rotterdam at the following address: Weena 210-212, 3012 NJ Rotterdam (on business days, Monday through Friday, between 9:00 and 17:00 CET).

The form of proxy together with all required documents should be delivered to the Company not later

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than **22 August 2008 (by 17:00 CET)**.

***Please note that only shareholders that deposited the registered depository certificate with validity dates falling on not earlier than by the end of the EGM 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 Supervisory Directors of the Company (i.e., "for" each resolution to be adopted at the EGM).***

***Please note that voting through a proxy designated by the Company is an option of the Shareholder. Therefore, each Shareholder may attend the EGM 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.cinemacity.nl](http://www.cinemacity.nl).***

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

**Language of documents**

All documents relating to the EGM (including registered depository certificates) may be delivered to the Company in Polish, in English or in Dutch. If any document has been prepared in any other language, Shareholders must translate such document into one of the above-mentioned languages at their own cost.

**Language of the EGM**

The EGM 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 below; such document will be effective and the power of attorney will be revoked if it is delivered to the Company not later than **by 12:00 hours CET** on **25 August 2008**. The document revoking the granted power of attorney needs to comply with the formalities of the original power of attorney. Each shareholder may also revoke granted power of attorney at the EGM.

**Further questions**

Shareholders are kindly asked to address all queries with respect to the the EGM to the Investor Relations Director Ms Joanna Kotlowska at the following addresses:

Cinema City International N.V.  
37 Fosa Str.  
Warsaw  
Fax: 48 22 566 69 84  
email: [j.kotlowska@cinema-city.pl](mailto:j.kotlowska@cinema-city.pl)

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

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Rotterdam, 8 August 2008

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 EGM which has been made available by the Company.*