



**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
FORM OF PROXY**

The undersigned,

Name
 Title
 Company
 Address

and

Name
 Title
 Company
 Address

confirm(s) that(*name of shareholder*)
 (the **"Shareholder"**) is a holder of(*number*) ordinary bearer shares
 in Cinema City International N.V. with its corporate seat in Amsterdam, The Netherlands
 (the **"Company"**)

and hereby authorises:

1.	Mr. Wilbert. O.C.M. van Twuijver and/or Mr. Timotheus C. Koster* ; each individually	
2.	Mr/Ms....., holder of passport / identity card No....., a copy of which is attached to this form,	

(Mr Wilbert .O.C.M. van Twuijver and/or Mr Timotheus C. Koster will act as a proxy designated by the Company for the purpose of the Meeting (as defined below). Please tick box No. 1 if you wish to authorise the proxy designated by the Company to represent you at the Meeting or please tick box No. 2 if you are represented at the Meeting by your own proxy).*

to represent the Shareholder at the occasion of the Extraordinary General Meeting of Shareholders of the Company to be held on 25 August 2008 in Rotterdam at 210-212 Weena, the Netherlands (the **"Meeting"**), and not limiting the generality of the foregoing, 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.

Signature: _____
 Place:
 Date:

Signature: _____
 Place:
 Date:

PROXY VOTING INSTRUCTIONS

Extraordinary General Meeting of Shareholders of Cinema City International N.V. to be held on
25 August 2008 at 3 pm in Rotterdam at 210-212 Weena, The Netherlands

Agenda Item	In favor	Against	Neutral
Item 2 of the Agenda Re-appointment of three (3) members of the Board of Managing Directors and granting of appertaining titles.			
(a). To re-appoint Mr. Moshe Joseph Greidinger as member of the Board of Managing Directors effective from the day of the meeting, for a term of four years in accordance with the AoA and to grant him the title Chief Executive Officer;			
(b). To re-appoint Mr. Israel Greidinger as member of the Board of Managing Directors effective from the day of the meeting, for a term of four years in accordance with the AoA and to grant him the title Chief Financial Officer;			
(c). To reappoint Mr. Amos Weltsch as member of the Board of Managing Directors effective from the day of the meeting, for a term of four years in accordance with the AoA and to grant him the title Chief Operating Officer;			

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

[SIGNATURE]

[SIGNATURE]

ATTACHMENTS:

1. the original registered depository certificate issued by the custodian bank or investment firm operating the Shareholder's investment account on which his/her shares held in the Company are registered, if not deposited with the Company before (*); and
2. a copy of an official ID document of proxy holder if different than van Twuijver or Koster and/or
3. all document evidencing the rights of individual(s) signed under this form of proxy to represent the Shareholder (such as excerpt from the trade register or powers of attorney).

PLEASE NOTE THAT IF THE PROXY VOTING INSTRUCTIONS ARE NOT FILLED IN, THE PROXY WILL VOTE IN ACCORDANCE WITH RECOMMENDATIONS OF THE SUPERVISORY BOARD OF THE COMPANY. 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 ON THE REGISTERED DEPOSITORY CERTIFICATE.

() Please note that the original registered depository certificate shall be deposited at the Company's offices in Poland or in the Netherlands not later than 7 days prior to the Meeting date, i.e., by 17:00 hours of CET on 18 August 2008; for detailed information please refer to the convening notice published on 8 August 2008 in Het Financieele Dagblad or to the Company's current report No. 43/2008 dated 1 August 2008.*