

**FORM OF PROXY FOR THE ANNUAL ORDINARY GENERAL MEETING AND AN EXTRAORDINARY  
GENERAL MEETING (THE "MEETINGS")**

I..... (Name in full in block capitals please)

of .....(address) being a member of Eastern European Media Holdings S.A., hereby appoint the Chairman of the Meetings or (*see note 1 overleaf*)

..... as  
my proxy to vote for me on my behalf at:

**I) the annual ordinary general meeting of the Company to be held on 14 November 2019 at 9 am (CET) at 1A, rue Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg, and at any adjournment of that meeting, in relation to:**

..... ordinary shares in the Company ("**Ordinary Shares**") held by me.

I direct my proxy to vote as indicated below (*please indicate with an "X" in the boxes below –see note 3 overleaf*) and, on any other resolutions, as he or she thinks fit:

Resolution	For	Against	Withheld
1. To acknowledge and approve the postponement of the date of the annual ordinary general meeting of the shareholders for the approval of the Company Financial Statements for the period ended 31 July 2019 and to give release to the Board of directors with this regard.			
2. To receive and consider the reports of the directors and of the <i>commissaire aux comptes</i> on the Company financial statements respectively for the period ended 31 July 2019.			
3. To approve the Company Financial Statements for the period ended 31 July 2019 and to allocate the profit for the year to the Retained Earnings account in the Company's books.			
4. To give discharge to the directors and to the <i>commissaire aux comptes</i> for the period ended 31 July 2019.			

**II) the extraordinary General Meeting of the Company to be held on 14 November 2019 at 10 am (CET), before Maître Henri Beck, public notary, or failing him, before any other public notary, at 1A, Rue Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg, and at any adjournment of that meeting, in relation to:**

Resolution	For	Against	Withheld
1. Resolve on the anticipated dissolution of the Company.			
2. Put the Company into liquidation.			
3. Appoint Mr. Martin Johnston, as liquidator of the Company.			
4. Grant to the liquidator the broadest powers foreseen by articles 1100-4 to 1100-10 of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time.			

Signature:.....  
(*see notes 2 and 4 below*)

Date.....

**Please refer to the Notes on the reverse of this Form**

**Notes:**

- 1. If you wish to appoint a person other than the Chairman then insert his/her name and delete the words "the Chairman of the Meetings".**
- 2. In the case of joint holders, the signature of the first named in the Register of Members will be accepted to the exclusion of all others.**
- 3. Please insert an 'X' in the appropriate box indicating how you wish your votes to be cast. If all boxes are left blank, the proxy will vote or abstain as he/she thinks fit.**
- 4. In the case of a corporation, the form of proxy should be under its common seal or under the hand of an officer or attorney duly authorised.**
- 5. As a member, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general Meetings. Appointment of a proxy does not preclude you from attending the Meetings and voting in person. A proxy need not also be a member of the Company but must attend the Meetings in person. The return of this form of proxy will not prevent a shareholder from attending the Meetings and voting in person if he/she so wishes.**
- 6. You may appoint more than one proxy if each proxy is appointed to exercise the rights attached to different share or shares held by you. To appoint more than one proxy, additional forms may be obtained from the Company Secretary at the Company's registered office or from the Company's website or you may copy this form. If necessary, please indicate the number of Ordinary Shares in relation to which your proxy is authorised to act. If you leave the number of Ordinary Shares blank, you will be deemed to have appointed your proxy in relation to all Ordinary Shares held by you. Please also indicate by ticking the box provided, if the proxy appointment is one of multiple appointments being made by you. All forms must be signed and should be returned together.**
- 7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or an office or notarially certified copy thereof, must be deposited at or posted to the Registrar, Content Ventures Television Limited, Cawdor House, Knowle Park, Mayfield TN20 6DY, no later than 6.00pm (CET) on 12 November 2019.**
- 8. The summary of the resolutions is for guidance only. You are advised to read the accompanying Notice of Meetings carefully.**
- 9. The appointment under this form of proxy may be terminated by the member prior to the commencement of the Meetings (or any adjournment of the Meetings). To be valid, the notice of termination of the authority of the person appointed to act as proxy must be deposited at the registered office of the Company not less than one hour before the time appointed for the Meetings (or any adjournment of the Meetings).**
- 10. This form of proxy (and any non-contractual obligations arising out of it or in connection with it) is governed by and shall be construed in accordance with Luxembourg law.**