

To item 2 of the agenda:

**Resolution No.1
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”) seated in Warsaw
dated May 25, 2023
on the appointment of the Chairman of the Extraordinary General Meeting**

§ 1

Appointment of the Chairman

The Extraordinary General Meeting of the Company hereby appoints Ms./Mr. [·] as the Chairman of the Extraordinary General Meeting of the Company.

§ 2

Entry into force

The resolution shall enter into force as of the moment of its adoption.

To item 4 of the agenda:

**Resolution No.2
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”) seated in Warsaw
dated May 25, 2023
on the appointment of the Ballot Committee**

§ 1

Appointment of the Ballot Committee

The Extraordinary General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

§ 2

Entry into force

The resolution shall enter into force as of the moment of its adoption.

Resolution No.3
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”) seated in Warsaw
dated May 25, 2023
on the appointment of the Ballot Committee

§ 1

Appointment of the Ballot Committee

The Extraordinary General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

§ 2

Entry into force

The resolution shall enter into force as of the moment of its adoption.

**Resolution No.4
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”) seated in Warsaw
dated May 25, 2023
on the appointment of the Ballot Committee**

§ 1

Appointment of the Ballot Committee

The Extraordinary General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

§ 2

Entry into force

The resolution shall enter into force as of the moment of its adoption.

To item 5 of the agenda:

**Resolution No.5
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”) seated in Warsaw
dated May 25, 2023
on the adoption of the agenda**

The Extraordinary General Meeting of the Company hereby resolves as follows:

§ 1

Adoption of the agenda

The agenda of the Extraordinary General Meeting is hereby adopted with the following wording:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Validation of the correctness of convening the Extraordinary General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda.
6. Consideration and adoption of a resolution regarding consent to execute a pledge agreement and to establish registered pledge(s) on a collection of property and rights constituting an organizational whole with variable composition forming part of the Company's enterprise as well as to establish mortgage(s) on real estate owned or held in perpetual usufruct by the Company to secure the liabilities resulting from finance documents.
7. Closing of the Extraordinary General Meeting.

§2

Entry into force

The resolution shall enter into force on the date of its adoption.

Justification of draft resolutions no. 1 – 5

The resolutions are of an organizational and formal nature and their purpose is to conduct the Extraordinary General Meeting in a correct manner.

To item 6 of the agenda:

**Resolution No.6
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”) seated in Warsaw
dated May 25, 2023**

regarding consent to execute a pledge agreement and to establish registered pledge(s) on a collection of property and rights constituting an organizational whole with variable composition forming part of the Company's enterprise as well as to establish mortgage(s) on real estate owned or held in perpetual usufruct by the Company to secure the liabilities resulting from finance documents

Whereas:

- 1) The Company as the borrower and guarantor, Polkomtel sp. z o.o. as the borrower and guarantor, and certain other companies from the capital group to which the Company belongs (the „**Group**”) are parties to the senior facilities agreement of 21 September 2015 (as amended by the amendment, restatement and consolidation deed of 21 September 2015, the second amendment and restatement deed of 2 March 2018, the third amendment and restatement deed of 27 April 2020) up to the maximum amount of PLN 12,500,000,000 (twelve billion five hundred million zloty) entered into with UniCredit Bank AG, London Branch as agent and security agent and with a consortium of Polish and foreign banks (the “**Existing Facilities Agreement**”) and the intercreditor agreement related thereto, of 21 September 2015 (the “**Existing Intercreditor Agreement**”);
- 2) On 27 November 2019, the Company as the obligors' agent, entered into an additional facility accession deed under the Existing Facilities Agreement (the “**Additional Facility Accession Deed**”) on the basis of which, the Company drew additional facility up to the maximum amount of PLN 1,000,000,000 (one billion); the Existing Facilities Agreement, the Existing Intercreditor Agreement, the Additional Facility Accession Deed and the documents and agreements related thereto (including documents relating to interest rate hedging) will be jointly referred to hereinafter as the “**Existing Finance Documents**”;
- 3) The Company as the borrower and the guarantor and certain other companies from the Group intend to execute the senior facilities agreement concerning granting term facilities and revolving facilities up to the total maximum amount of approximately PLN 11,000,000,000 (eleven billion) (or equivalent of this amount in different currency) with (*inter alia*) consortium of Polish and foreign banks (the “**New Facilities Agreement**”);
- 4) In connection with (*inter alia*) the New Facilities Agreement, the Company intends to execute a new intercreditor agreement (“**New Intercreditor Agreement**”); the New Facilities Agreement, the New Intercreditor Agreement together with any other finance documents related thereto (including documents relating to hedging) are hereinafter referred to as the “**New Finance Documents**”;
- 5) In order to secure the repayment of the indebtedness arising out of or in connection with the New Finance Documents, the Company and certain other companies from the Group intend to establish security pursuant to certain security documents (“**Security Documents**”);
- 6) The General Meeting of the Company has reviewed a presentation setting out key terms of the New Finance Documents and Security Documents; and
- 7) The Company's Management Board in its Resolution No. 01/25/04/2023 , dated April 25, 2023, requested the General Meeting to give consent to (i) the establishment of a registered pledge(s) on a collection of movables and property rights of variable composition forming part of the Company's enterprise, and (ii) the establishment of a mortgage(s) on real estate owned, jointly owned or held in perpetual usufruct by the Company to secure repayment of the financing provided under the New Finance Documents;

in relation to the above:

Pursuant to Article 398 of the Commercial Companies Code and Articles 24(3) and 27(1) of the Company's Articles of Association, as well as § 9 and § 10 of the Regulations of the Company's General Meeting, in conjunction with Articles 23(2)(k) and 23(2)(l) of the Company's Articles of Association, and Article 393(3) of the Commercial Companies Code, the Extraordinary General Meeting hereby resolves as follows:

§1

1. The Extraordinary General Meeting of Shareholders of the Company hereby gives consent to the Company to execute the pledge agreement and take all other legal and factual actions in order to establish registered pledge(s) on a collection of movables and property rights of variable composition forming part of the Company's enterprise, up to the maximum security amount of 200% of the total amount of financing provided for in the New Finance Documents and the limits related to transactions entered into in accordance with the hedging agreements, including to include in the registered pledge agreement of any and all possible enforcement methods permitted under the Act on Registered Pledges and the Register of Pledges of December 6, 1996 (i.e., dated October 3, 2018, Journal of Laws of 2018, item 2017), in order to secure payment of indebtedness arising from or related to the New Finance Documents.
2. The Extraordinary General Meeting of Shareholders of the Company hereby gives consent to the Company to establish mortgage(s) on any real estate owned, jointly owned or held in perpetual usufruct by the Company, up to a mortgage amount of up to 200% of the total amount of financing provided for in the New Finance Documents and limits related to transactions entered into pursuant to the hedging agreements, in order to secure repayment of indebtedness arising from or related to the New Finance Documents.
3. To the extent permitted by mandatory provisions of law, the registered pledge(s) and mortgage(s) referred to herein may be established for the benefit of all creditors jointly, individual creditors, certain of the creditors, or entities that are not creditors but act for or on behalf of the other creditors as pledge administrator, security agent, security trustee or in similar capacity, and to secure claims for the repayment of relevant loans or other debt instruments directly or receivables.

§2

The resolution shall enter into force on the date of its adoption.

§3

The resolution will be implemented within 6 months from the date of its entry into force.

Justification of draft resolution no. 6

The resolution secures and implements the provisions of the senior facilities agreement for granting term facilities and revolving facilities concluded by the Company on 28 April 2023 with a consortium of Polish and foreign banks, of which the Company informed in its current report no. 8/2023 dated 28 April 2023.