

**Resolution No. 1 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the election of the Chairman of the Extraordinary General Meeting**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1
Election of the Chairman**

The Extraordinary General Meeting hereby elects Mr. Jerzy Modrzejewski as the Chairman of the Extraordinary General Meeting.

**§ 2
Entry into force**

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

Voting results:

Number of shares for which valid votes were cast: 258,448,654 which constitutes 74.19% of the share capital.

The following number of votes were cast with respect to the resolution:

Total number of valid votes: 437,866,155

Votes "in favor" of the resolution: 426,097,410

Votes "against" the resolution: 0

"Abstaining" votes: 11,768,745

**Resolution No. 2 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the appointment of a member of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

§ 1

Appointment of the Ballot Counting Committee member

The Extraordinary General Meeting hereby appoints Ms Monika Socha as the member of the Ballot Counting Committee.

§ 2

Entry into force

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

Voting results:

Number of shares for which valid votes were cast: 258,448,654 which constitutes 74.19% of the share capital.

The following number of votes were cast with respect to the resolution:

Total number of valid votes: 437,866,155

Votes "in favor" of the resolution: 426,097,410

Votes "against" the resolution: 0

"Abstaining" votes: 11,768,745

**Resolution No. 3 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the appointment of a member of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

§ 1

Appointment of the Ballot Counting Committee member

The Extraordinary General Meeting hereby appoints Ms Katarzyna Walotek as the member of the Ballot Counting Committee.

§ 2

Entry into force

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

Voting results:

Number of shares for which valid votes were cast: 252,206,654 which constitutes 72.40% of the share capital.

The following number of votes were cast with respect to the resolution:

Total number of valid votes: 431,624,155

Votes "in favor" of the resolution: 419,855,410

Votes "against" the resolution: 0

"Abstaining" votes: 11,768,745

**Resolution No. 4 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the appointment of a member of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

§ 1

Appointment of the Ballot Counting Committee member

The Extraordinary General Meeting hereby appoints Ms Urszula Tomasik-Jakubowska as the member of the Ballot Counting Committee.

§ 2

Entry into force

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

Voting results:

Number of shares for which valid votes were cast: 258,448,654 which constitutes 74.19% of the share capital.

The following number of votes were cast with respect to the resolution:

Total number of valid votes: 437,866,155

Votes "in favor" of the resolution: 426,097,410

Votes "against" the resolution: 0

"Abstaining" votes: 11,768,745

**Resolution No. 5 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the adoption of the agenda of the Extraordinary General Meeting**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the „**Company**”) hereby resolves as follows:

**§ 1
Adoption of Agenda**

The Extraordinary General Meeting hereby adopts the agenda with the following wording:

- (1) Opening of the Extraordinary General Meeting.
- (2) Appointment of the Chairman of the Extraordinary General Meeting.
- (3) Drawing up an attendance list, confirming that the Extraordinary General has been properly convened and is able to adopt valid resolutions.
- (4) Appointment of the members of the Ballot Counting Committee.
- (5) Adoption of the agenda of the Extraordinary General Meeting.
- (6) Adoption of the resolution regarding the conditional increase in the share capital of the Company by way of an issue of ordinary series I ordinary bearer shares.
- (7) Adoption of a resolution on depriving the existing shareholders of all the preemptive rights vis-à-vis all of the series I shares.
- (8) Adoption of the resolution regarding the issue of series I subscription warrants.
- (9) Adoption of a resolution on depriving the existing shareholders of all the preemptive rights vis-à-vis all of the series I subscription warrants.
- (10) Adoption of a resolution on authorizing the Management Board of the Company to take any and all actions that are necessary to dematerialize series I ordinary bearer shares, issued as part of the conditional increase in the share capital of the Company and to have them admitted to trading on the regulated market operated by the Warsaw Stock Exchange.
- (11) Closing of the Extraordinary General Meeting.

**§ 2
Entry into force**

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

Voting results:

Number of shares for which valid votes were cast: 258,448,654 which constitutes 74.19% of the share capital.

The following number of votes were cast with respect to the resolution:

Total number of valid votes: 437,866,155

Votes “in favor” of the resolution: 433,652,757

Votes “against” the resolution: 0

“Abstaining” votes: 4,213,398

**Resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding announcement of the break of the General Meeting**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the „**Company**”) hereby resolves as follows:

The break in the General Meeting until 23 January 2014, 11.00 am CET is ordered. The General Meeting will be continued at the same place.

Voting results:

Number of shares for which valid votes were cast: 258,448,654 which constitutes 74.19% of the share capital.

The following number of votes were cast with respect to the resolution:

Total number of valid votes: 437,866,155

Votes “in favor” of the resolution: 48,197,347

Votes “against” the resolution: 357,091,819

“Abstaining” votes: 32,576,989

The Resolution No. 6 has not been adopted.

**Resolution No. 7 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the conditional increase in the share capital of the Company by way of an issue of
series I shares**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the „**Company**”) hereby resolves as follows:

**§ 1
Conditional increase in the share capital**

Acting pursuant to the provisions of Article 448 of the Code of Commercial Companies (“**CCC**”), the Extraordinary General Meeting of the Company hereby resolves as follows:

- (1) the share capital of the Company shall be conditionally increased by the amount not exceeding PLN 11,647,727.20 (eleven million six hundred forty seven thousand seven hundred twenty seven zlotys and twenty grosz);
- (2) the increase of the Company’s share capital shall be effected by way of the issue of up to 291,193,180 (two hundred ninety one million one hundred ninety three thousand one hundred eighty) series I ordinary bearer shares with the nominal value of PLN 0,04 (four grosz) each (“**Series I Shares**”);
- (3) the issue price of 1 (one) Series I Shares amounts to PLN 21.12 (twenty one zlotys twelve grosz);
- (4) all Series I Shares will be earmarked for acquisition by Argumenol Investment Company Limited, European Bank for Reconstruction and Development, Karswell Limited and Sensor Overseas Limited – shareholders of Metelem Holding Company Limited (“**Metelem**”) with its seat in Nicosia, Cyprus, and covered in full by way of non-cash contribution being the shares in Metelem with the total estimated value of PLN 6,150,000,000 (six billion one hundred fifty million zlotys) in the following manner:
 - (i) Argumenol Investment Company Limited in exchange for 398,865 (three hundred ninety eight thousand eight hundred sixty five) shares held by it in Metelem shall acquire 58.063.948 (fifty eight million sixty three thousand nine hundred forty eight) Series I Shares;
 - (ii) European Bank for Reconstruction and Development in exchange for 324.653 three hundred twenty four thousand six hundred fifty three) shares held by it in Metelem shall acquire 47.260.690 (forty seven million two hundred sixty thousand six hundred ninety) Series I Shares;
 - (iii) Karswell Limited in exchange for 1.085.286 (one million eighty five thousand two hundred eighty six) shares held by it in Metelem shall acquire 157.988.268 (one hundred fifty seven million nine hundred eighty eight thousand two hundred sixty eight) Series I Shares;
 - (iv) Sensor Overseas Limited in exchange for 191.521 (one hundred ninety one thousand five hundred twenty one) shares held by it in Metelem shall acquire 27.880.274 (twenty seven million eight hundred eighty thousand two hundred seventy four) Series I Shares;
- (5) Series I Shares acquired by the entitled persons shall be subject to the payment of dividend on the following terms and conditions:

- (i) if the Series I Shares are registered on the securities accounts for the first time prior to the record date (inclusive) set forth in a resolution of the General Meeting of the Company on the distribution of profit, the Series I Shares will participate in the distribution of profit, with respect to the profit for the previous financial year, i.e. from 1 January of the financial year directly preceding the year in which the Series I Shares were registered on the securities accounts for the first time, just like the remaining shares of the Company;
 - (ii) if the Series I Shares are registered on securities accounts for the first time on the day following the record date set forth in a resolution of the General Meeting of the Company on distribution of profit, the Series I Shares will participate in the distribution of profit with respect to the financial year the Shares were registered on the securities accounts for the first time, i.e. from 1 January of such financial year, just like the remaining shares of the Company;
- (6) the acquisition right with respect to the Series I Shares shall be exercised by 30 June 2015.

§ 2

The purpose of the conditional increase in the share capital

The purpose of the conditional increase in the share capital of the Company is to grant the right to acquire the Series I Shares to holders of registered Series I subscription warrants referred to in § 3 below, which will enable the Company to carry out its investment plans, i.e. the acquisition of 2,000,325 (two million three hundred twenty five) shares in Metelem, representing 100% of the share capital of such company. The shareholders of Metelem agreed to contribute their shares in Metelem as the non-cash contribution to cover the increase of the share capital of the Company by way of the issue of Series I Shares. As a result of the contribution of Metelem shares held by such shareholders and entry of Metelem and its subsidiaries, including Polkomtel Sp. z o.o., to the Company's capital group, the Company will create a capital group, which would allow to compete on the market effectively and build the value for Company's shareholders by pursuing common strategy.

§ 3

Persons entitled to acquire Series I Shares

1. The persons entitled to acquire the Series I Shares are persons who shall acquire the registered series I subscription warrants which shall be issued pursuant to a separate resolution of the Extraordinary General Meeting regarding the issue of subscription warrants provided for in Section (8) of the agenda of the Extraordinary General Meeting adopted by resolution No. 5 of the Extraordinary General Meeting.
2. The Series I subscription warrants referred to in Section 1 above shall be issued by way of private subscription specified in Article 431 § 2 Section 1 of the CCC, by way of an offer put forward vis-à-vis the shareholders of Metelem, specified in § 1(4) above, by the Company to acquire such subscription warrants. The deadline for the offer set forth in the preceding sentence and the time-frame for acquiring the subscription warrants as a result of such offer shall be determined by the Management Board taking into account the provisions of § 1 hereof.

§ 4

Articles of Association

Acting pursuant to the provisions of the Article 430 § 5 of the CCC, the Extraordinary General Meeting hereby authorizes the Company's Supervisory Board to agree on the consolidated text of the Company's Articles of Association in order to take into account amendments thereto stemming from this resolution.

§ 5
Entry into force

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

Voting results:

Number of shares for which valid votes were cast: 258,448,654 which constitutes 74.19% of the share capital.

The following number of votes were cast with respect to the resolution:

Total number of valid votes: 437,866,155

Votes “in favor” of the resolution: 365,343,701

Votes “against” the resolution: 62,017,049

“Abstaining” votes: 10,505,405

**Resolution No. 8 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding announcement of the break of the General Meeting**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the „**Company**”) hereby resolves as follows:

The break in the General Meeting until 23 January 2014, 10.00 am CET is ordered. The General Meeting will be continued at the same place.

Voting results:

Number of shares for which valid votes were cast: 258,448,654 which constitutes 74.19% of the share capital.

The following number of votes were cast with respect to the resolution:

Total number of valid votes: 437,866,155

Votes “in favor” of the resolution: 405.289.166

Votes “against” the resolution: 0

“Abstaining” votes: 32,576,989