

POWER OF ATTORNEY FORM

**for the EXTRAORDINARY GENERAL MEETING of
CYFROWY POLSAT S.A. with its registered office in Warsaw
convened on October 31, 2018**

I/We, the undersigned shareholder(s)/representative(s) of a shareholder of Cyfrowy Polsat S.A. with its registered office in Warsaw (hereinafter the **"Company"**) hereby declare that:

.....
(name and surname/company of the shareholder)

(hereinafter the **"Shareholder"**) holds (number:
.....) of shares in the Company,

and hereby grant the power of attorney to:

(i) Mr./Ms.....
....., holder of (identification) no.
.....,

or

(ii)(name
of entity), with registered office in
address

to represent the Shareholder at the Extraordinary General Meeting of the Company convened on October 31, 2018, at 11:00 a.m. in Warsaw at 4a Łubinowa Street, 03-878 Warsaw, and in particular to participate, speak at the Extraordinary General Meeting, vote on behalf of the Shareholder and to perform any other activities relating to the Extraordinary General Meeting according to the voting instructions found below / according to the proxy's will (*delete as appropriate*).

Signature	Signature
Name and surname:.....	Name and surname:.....
Company:.....	Company:.....
Position:.....	Position:.....
Address:.....	Address:.....

**INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED
OFFICE IN WARSAW CONVENED ON OCTOBER 31, 2018**

**ITEM 2 OF THE AGENDA – APPOINTMENT OF THE CHAIRMAN OF THE EXTRAORDINARY
GENERAL MEETING**

(Draft resolution No.1 – Attachment No. 1)

<input type="checkbox"/> In favor Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes Number of shares: _____	<input type="checkbox"/> Abstain from voting Number of shares: _____	<input type="checkbox"/> At the discretion of the proxy Number of shares: _____
<input type="checkbox"/> Other 			

**INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED
OFFICE IN WARSAW CONVENED ON OCTOBER 31, 2018**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE (draft resolution No. 2 – Attachment No. 2)			
<input type="checkbox"/> In favor Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes Number of shares: _____	<input type="checkbox"/> Abstain from voting Number of shares: _____	<input type="checkbox"/> At the discretion of the proxy Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED
OFFICE IN WARSAW CONVENED ON OCTOBER 31, 2018**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE

(draft resolution No. 3 – Attachment No. 3)

In favor

Number of shares:

Other

Against

Objection and
request for its inclusion
in the minutes

Number of shares:

Abstain from voting

Number of shares:

At the discretion of
the proxy

Number of shares:

**INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED
OFFICE IN WARSAW CONVENED ON OCTOBER 31, 2018**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE (draft resolution No. 4 – Attachment No. 4)			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED
OFFICE IN WARSAW CONVENED ON OCTOBER 31, 2018**

ITEM 5 OF THE AGENDA – ADOPTION OF THE AGENDA (draft resolution No. 5 – Attachment No. 5)			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED
OFFICE IN WARSAW CONVENED ON OCTOBER 31, 2018**

**ITEM 6 OF THE AGENDA – ADOPTION OF A RESOLUTION ON MERGER OF CYFROWY
POLSAT S.A. WITH CYFROWY POLSAT TRADE MARKS SP. Z O.O. SEATED IN WARSAW
(draft resolution No. 6 – Attachment No. 6)**

In favor

Number of shares:

Other

Against

Objection and
request for its inclusion
in the minutes

Number of shares:

Abstain from voting

Number of shares:

At the discretion of
the proxy

Number of shares:

Attachments – draft resolutions of the Extraordinary General Meeting

To item 2 of the agenda:

Attachment no. 1

**Resolution No. 1
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated October 31, 2018
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:

Attachment no. 2

**Resolution No. 2
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated October 31, 2018
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.

Attachment no. 3

**Resolution No. 3
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated October 31, 2018
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.

Attachment no. 4

**Resolution No. 4
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated October 31, 2018
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:
Attachment no. 5

Resolution No. 5
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated October 31, 2018
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 of the Extraordinary General Meeting.
6. Adoption of a resolution on the merger of Cyfrowy Polsat S.A. with Cyfrowy Polsat Trade Marks Sp. z o.o. seated in Warsaw.
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:
Attachment no. 6

Resolution No. 6
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated October 31, 2018
on the merger of Cyfrowy Polsat S.A. with Cyfrowy Polsat Trade Marks Sp. z o.o. seated in Warsaw

§1

Pursuant to article 506 of the Commercial Companies Code (the "CCC"), the Extraordinary General Meeting of Cyfrowy Polsat S.A. seated in Warsaw (the "**Acquiring Company**") hereby decides on the merger of the Acquiring Company with the company under business name Cyfrowy Polsat Trade Marks Spółka z ograniczoną odpowiedzialnością seated in Warsaw, entered in the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000373011 (the "**Acquired Company**"), to be executed pursuant to art. 492 § 1 item 1 of the CCC, this is by transferring all the assets of the Acquired Company to the Acquiring Company (being the sole shareholder in the Acquired Company) and subsequent dissolution of the Acquired Company without its liquidation.

§ 2

The Extraordinary General Meeting of the Acquiring Company decides that the merger of the Acquiring Company with the Acquired Company shall be carried out in the manner set out in article 515 § 1 of the CCC, this is without increasing the share capital of the Acquiring Company and without amending the Articles of Association of the Acquiring Company as well as in accordance with the rules set out in the common merger plan as agreed between the management boards of the Acquiring Company and the Acquired Company on September 12, 2018 and published on September 26, 2018 in the Court and Economic Monitor, issue no. 187/2018 (5575), item 22534 (the "**Merger Plan**"), attached to this resolution.

§ 3

Since the Acquiring Company is the sole shareholder in the Acquired Company, the merger shall be performed in a simplified procedure according to article 516 § 6 of the CCC, with certain restrictions resulting from the fact that the Acquiring Company is a public company.

§ 4

The Extraordinary General Meeting of the Acquiring Company hereby approves the Merger Plan as attached to this resolution.

§ 5

The Company's Management Board shall be authorized to undertake any actions necessary to complete the procedure of merger between the Acquiring Company and the Acquired Company.

Justification of draft resolution no. 6

Cyfrowy Polsat Group consistently pursues the strategy of simplifying its structure, including the centralization of provided services. The merger of the Acquiring Company with the Acquired Company is in accordance with the Group's long-term strategy and shall facilitate cost optimization of operations.