

NOTICE OF MANAGEMENT BOARD OF CYFROWY POLSAT SPÓŁKA AKCYJNA ON CONVENING THE EXTRAORDINARY GENERAL MEETING

The Management Board of Cyfrowy Polsat S.A., with its registered office in Warsaw, entered into the register of entrepreneurs of the National Court Register (KRS), kept by the District Court for the capital city of Warsaw, XIII Economic Division of KRS under No. 0000010078 (the „**Company**”), acting on the basis of Article 398, Article 399 § 1 in connection with Articles 402¹ and 402² of the Commercial Companies Code („**CCC**”), hereby convenes the Extraordinary General Meeting of the Company to be held at the Company’s premises at ul. Łubinowa 4A, Warsaw, at 10:00 a.m., on May 4, 2011.

Agenda:

1. Opening of the Extraordinary General Meeting of the Company.
2. Appointment of the Chairman of the Extraordinary General Meeting of the Company.
3. Preparing the attendance list, confirming that the Extraordinary General Meeting of the Company has been properly convened and is able to adopt valid resolutions.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda of the Extraordinary General Meeting of the Company.
6. Adoption of the resolution regarding the merger of the Company with mPunkt Polska S.A. seated in Warsaw.
7. Adoption of a resolution amending the Articles of Association.

The wording to date:

Art. 19

1. The Supervisory Board exercises permanent supervision over the Company's activities in all areas. Within their supervisory competence, the Supervisory Board may claim any information or document regarding the activities of the Company.
2. Competencies of the Supervisory Board include matters set out by the commercial companies code, in particular:
 - a) audit of financial statements both with regards to its compliance with the books and documents and the factual state, audit of interim and annual reports of the Board, and motions of the Board regarding appropriation of profits and covering for the losses and forwarding a written report on results of the audits to the General Meeting,
 - b) creating, once a year, and present before the Annual General Meeting a concise evaluation of the situation of the Company, considering the evaluation of the internal control system, and the system for managing risks relevant for the Company,
 - c) appointing members of the Board,
 - d) delegating members of the Supervisory Board to temporarily perform functions of the members of the Board who are unable to perform their duties,
 - e) suspending particular or all members of the Board for material reasons,
 - f) approving the regulations of the Board,
 - g) establishment of rules of setting remuneration for the members of the Board,
 - h) appointment of the auditors of the financial statements of the Company,
 - i) granting consent to disburse a down-payment toward a future dividend to shareholders.

3. Moreover, the following matters belong the competencies of the Supervisory Board:
 - a) creation and presentation of evaluation of the work of the Board before the Annual General Meeting,
 - b) discussion and issuing an opinion regarding matters to be subject of resolutions of the General Meeting,
 - c) approval of annual and long-term programs of activities of the Company developed by the Board,
 - d) determination of the level of remuneration for the members of the Supervisory Board delegated to temporary performance of duties of a member of the Board,
 - e) granting consent for participation in other companies,
 - f) granting consent for entering into a material agreement by the Company with a related party,
 - g) granting consent for the Company to perform activities resulting in incurring liabilities with exception of:
 - (i) activities anticipated in the annual plan of activities for the Company approved by the Supervisory Board, or
 - (ii) activities resulting in incurring liabilities up to the amount of 10,000,000 zlotys (ten million zlotys), including granting guarantees and issuing and guaranteeing bills of exchange, performed in the course of daily business, including the business of pay television and MVNO.
 - h) issuing, upon a request of the Board, opinions on all matters relevant for the Company.
4. A detailed procedure of proceedings of the Supervisory Board, including the regulations of activities of particular committees in its composition, is set out by the Regulations of the Supervisory Board set out by them.

Proposed wording:

Art. 19

1. The Supervisory Board exercises permanent supervision over the Company's activities in all areas. Within their supervisory competence, the Supervisory Board may claim any information or document regarding the activities of the Company.
2. Competencies of the Supervisory Board include matters set out by the commercial companies code, in particular:
 - a) audit of financial statements both with regards to its compliance with the books and documents and the factual state, audit of interim and annual reports of the Board, and motions of the Board regarding appropriation of profits and covering for the losses and forwarding a written report on results of the audits to the General Meeting,
 - b) creating, once a year, and present before the Annual General Meeting a concise evaluation of the situation of the Company, considering the evaluation of the internal control system, and the system for managing risks relevant for the Company,
 - c) appointing members of the Board,
 - d) delegating members of the Supervisory Board to temporarily perform functions of the members of the Board who are unable to perform their duties,
 - e) suspending particular or all members of the Board for material reasons,
 - f) approving the regulations of the Board,
 - g) establishment of rules of setting remuneration for the members of the Board,
 - h) appointment of the auditors of the financial statements of the Company,
 - i) granting consent to disburse a down-payment toward a future dividend to shareholders.
3. Moreover, the following matters belong the competencies of the Supervisory Board:
 - a) creation and presentation of evaluation of the work of the Board before the Annual General Meeting,

- b) discussion and issuing an opinion regarding matters to be subject of resolutions of the General Meeting,
 - c) approval of annual and long-term programs of activities of the Company developed by the Board,
 - d) determination of the level of remuneration for the members of the Supervisory Board delegated to temporary performance of duties of a member of the Board,
 - e) granting consent for participation in other companies,
 - f) granting consent for appointing, dismissing and suspending members of authorities of the subsidiaries,
 - g) granting consent for entering into a material agreement by the Company with a related party,
 - h) granting consent for the Company to perform activities resulting in incurring liabilities with exception of:
 - (i) activities anticipated in the annual plan of activities for the Company approved by the Supervisory Board, or
 - (ii) activities resulting in incurring liabilities up to the amount of 10,000,000 zlotys (ten million zlotys), including granting guarantees and issuing and guaranteeing bills of exchange, performed in the course of daily business, including the business of pay television and MVNO.
 - i) issuing, upon a request of the Board, opinions on all matters relevant for the Company.
4. A detailed procedure of proceedings of the Supervisory Board, including the regulations of activities of particular committees in its composition, is set out by the Regulations of the Supervisory Board set out by them.
8. Adoption of a uniform text of the Articles of Association to reflect the changes referred to in point 7 above.
9. Closing of the Extraordinary General Meeting of the Company.

Information for shareholders

Right to participate in the Extraordinary General Meeting

The Management Board hereby informs that the right to participate in the Extraordinary General Meeting hold, pursuant to Article 406¹ CCC, only persons who are shareholders in the Company sixteen days before the date of the Extraordinary General Meeting, i.e. on April 18, 2011 (the registration day of participation in the Extraordinary General Meeting, hereinafter referred to as the „**Registration Day**”) providing that they present to the entity keeping their securities account a request to issue a confirmation issued on their name of the right to participate in the Extraordinary General Meeting during the period from the announcement of convening the Extraordinary General Meeting, i.e. April 7, 2011 to the first business day after the Registration Day, i.e. April 19, 2011.

The persons authorized on the basis of registered shares and temporary certificates as well as pledgors and usufructuaries who are entitled to the voting right, have the right to participate in the Extraordinary General Meeting if they are entered in the book of shares on the Registration Day.

The shareholders' list authorized to participate in the Extraordinary General Meeting shall be prepared on the basis of the book of shares and a register disclosed by the entity keeping the securities deposit (Krajowy Depozyt Papierów Wartościowych S.A.) and made available for inspection from 9 a.m. to 4 p.m. at the Company's premises at ul. Łubinowa 4A, 03-878, Warsaw, for 3 business days before holding the Extraordinary General Meeting, i.e. on April 28, 29 and May 2, 2011.

A Company's shareholder may inspect the shareholders' list at the premises of the Company's Management Board and request a copy of the list upon reimbursement of costs of such issuance. A shareholder may also request that the

shareholders' list be sent to it via electronic mail free of charge, specifying address to which the list should be sent. A shareholder may present such a request through electronic mail to the address: akcjonariusze@cyfrowypolsat.pl.

Selected rights of shareholders connected with the Extraordinary General Meeting

A shareholder or shareholders representing at least one twentieth of the share capital may:

- (i) request that specified items be put on the agenda of the Extraordinary General Meeting; such a request should be submitted to the Management Board at least twenty one days before the date of the Extraordinary General Meeting, i.e. until April 13, 2011; the request should provide a justification or a resolution draft regarding an item proposed to be put on the agenda; the request should be sent to the address of the Company's or in the electronic form to the address: akcjonariusze@cyfrowypolsat.pl. Documents confirming the right to submit the request should be attached thereto. The Management Board shall immediately, however, at least 18 (eighteen) days before the determined date of the Extraordinary General Meeting, i.e. until April 16, 2011, announce changes to the agenda, introduced upon shareholders' request. The announcement shall be made in a manner proper to convene the General Meeting.
- (ii) submit to the Company before the date of the Extraordinary General Meeting in writing to the address of the Company's registered office or in the electronic form to the address akcjonariusze@cyfrowypolsat.pl resolution drafts regarding matters introduced to the agenda of the Extraordinary General Meeting or matters which are to be introduced to the agenda. The Company immediately announces resolution drafts on its Website.
- (iii) submit during the Extraordinary General Meeting resolution drafts regarding matters introduced to the agenda. Furthermore, a shareholder may submit proposals for changes and supplements to resolution drafts, included on the agenda of the Extraordinary General Meeting until the closing of the discussion over the item on the agenda regarding the resolution draft which such proposal relates to. Those proposals with a short justification should be submitted in writing, separately for each resolution draft, with the name or the company (name) of the shareholder to the Chairman of the General Meeting.

The manner of participation in the Extraordinary General Meeting and exercising the voting rights

A shareholder who is an individual may participate in the Extraordinary General Meeting and vote in person or by an attorney-in-fact. The shareholder who is not an individual may participate in the Extraordinary General Meeting and vote by a person authorized to make declarations of intent on its behalf or by an attorney-in-fact. The power of attorney to participate in the Extraordinary General Meeting and to vote should be drawn up in a written form or granted in an electronic format.

The power of attorney granted in the electronic format need not to bear the secured electronic signature by way of valid qualified certificate. The Company should be informed forthwith about any power of attorney granted in an electronic format by sending an e-mail to akcjonariusze@cyfrowypolsat.pl. The information on granting the power of attorney should include the particulars of the attorney-in-fact and the grantor (it should include the name and surname (business name), place of residence (registered office)) and the number of shares, that the right to vote will be executed from. All consequence related to an improper manner of granting the said power of attorney shall be born by the grantor.

The Company may take appropriate actions to identify the shareholder and attorney-in-fact in order to verify the validity of the power of attorney granted in the electronic format. The Company may, in particular, ask the shareholder, via an e-mail, to confirm the fact that the power of attorney has indeed been granted.

In order to identify the shareholder granting the power of attorney, the notice on granting the power of attorney in an electronic format should include the following (as an appendix):

- (i) in the event of a shareholder who is an individual: a copy of an ID card, passport, or any other official identity document of the shareholder; or
- (ii) in the event of a shareholder who is not an individual: an excerpt from an appropriate register or other document confirming that a given individual(s) is authorized to represent the shareholder at the Extraordinary General Meeting (e.g. uninterrupted series of powers of attorney).

If there are any doubts as to the authenticity of the aforementioned documents, the Management Board of the Company reserves the right to request the attorney-in-fact to present the following documents when the attendance list is being drawn up:

- (i) in the event of a shareholder who is an individual: a copy of an original ID card, passport, or any other official identity document of the shareholder certified to be a true copy of the original document by the notary or any other entity authorized to do so; or
- (ii) in the event of a shareholder who is not an individual – an original or copy of the document certified by a notary or some other entity authorized to certify that an excerpt from an appropriate register or other document confirming that a given individual(s) is authorized to represent the shareholder at the Extraordinary General Meeting (e.g. uninterrupted series of powers of attorney) are true copies of the original document.

For the identification purpose of the attorney-in-fact, the Management Board of the Company reserves the right to request the attorney-in-fact to present the following when the attendance list is being drawn up:

- (i) in the event of a shareholder who is an individual: a copy of an ID card, passport, or any other official identity document of the shareholder; or
- (ii) in the event of a shareholder who is not an individual: an original or copy of the document certified by a notary or some other entity authorized to certify that an excerpt from an appropriate register or other document confirming that a given individual(s) is authorized to represent the shareholder at the Extraordinary General Meeting (e.g. uninterrupted series of powers of attorney) are true copies of the original document and an ID card, passport or other official identity document of an individual(s) authorized to represent the attorney-in-fact at the Extraordinary General Meeting.

The right to represent the shareholder who is not an individual should arise from a current excerpt from the appropriate register presented when the attendance list is being drawn up, possibly from an uninterrupted series of powers of attorney, and the person(s) granting the power of attorney on behalf of the person who is not an individual, should be enumerated in the said excerpt.

Forms, specified in Article 402³ § 1 Section 5 of the CCC, under which the voting right may be exercised by an attorney-in-fact, are made available on the Company's website www.cyfrowypolsat.pl, *Investors' Center*, tab *General Shareholders Meeting – Materials*. The shareholder is not obliged to grant a power of attorney using the form made available by the Company.

At the same time, the Management Board informs that if the power of attorney is granted together with a voting instruction, the Company will not verify whether the attorneys-in-fact execute their voting rights pursuant to the instructions which they received from the shareholders. In view of the above, the Management Board informs that the voting instruction should only be given to the attorney-in-fact alone.

A member of the Company's Management Board and employees of the Company may act as attorneys-in-fact at the Extraordinary General Meeting. If a member of the Management Board, member of the Company's Supervisory Board, liquidator, employee or a member of the Company's authorities or an employee of the subsidiary of Cyfrowy Polsat performs the duties of an attorney-in-fact at the Extraordinary General Meeting, the power of attorney may grant a person a power of representation at only one general meeting. The attorney-in-fact is obliged to disclose to

the shareholder all circumstances indicating that there exists or may occur any conflict of interest. Granting further powers of attorney by the attorney-in-fact, specified herein, is excluded.

The rules and regulations of the General Meeting of the Company do not provide for a possibility to exercise the right to vote by mail or by the use of electronic means of communication.

The Company does not anticipate that the shareholders may participate in the Extraordinary General Meeting through the use of electronic means of communications.

The Company's Articles of Association does not provide for a possibility to voice one's opinion during the Extraordinary General Meeting through the use of electronic means of communications.

Materials concerning the Extraordinary General Meeting

Any person authorized to participate in the Extraordinary General Meeting may obtain all the documents, which are to be presented at the Extraordinary General Meeting together with the draft resolutions, from the Company's website as of the date on which the Extraordinary General Meeting has been convened, pursuant to Article 402³ § 1 of the CCC. Any comments of the Management Board or the Supervisory Board concerning issues introduced to the agenda of the Extraordinary General Meeting or issues which are to be placed on the agenda before the Meeting, will be available on the Company's website, immediately after they are made.

Registration of attendance at the Extraordinary General Meeting

The persons authorized to participate in the Extraordinary General Meeting are asked to register and take a ballot in front of the meeting venue half an hour before the commencement of the Extraordinary General Meeting as such.

Other information

Information concerning the Extraordinary General Meeting will be made available on the Company's website www.cyfrowypolsat.pl, subpage *Investors' Center*, tab *General Shareholders Meeting – Materials*.