



Current Report No. 28/2023

Report Date 7 September 2023

Subject: Information on the decision to issue Series E Bonds

Not for release, publication or distribution directly or indirectly, in or into the United States of America, Australia, Canada, Japan or United Kingdom, or in any other jurisdiction where to do so would be restricted or prohibited by law.

With reference to Current Report No. 31/2022 of 29 November 2022 in which Cyfrowy Polsat S.A. (the “**Company**”) announced the establishing of a bonds program (the “**Bonds Program**”) and actions being taken to potentially refinance its indebtedness under Series B bearer bonds with the nominal value of PLN 1,000 each and the aggregate nominal value of PLN 1,000,000,000, maturing on 24 April 2026 (“**Series B Bonds**”) and Series C bearer bonds with the nominal value of PLN 1,000 each and the aggregate nominal value of PLN 1,000,000,000, maturing on 12 February 2027 (“**Series C Bonds**”), Current Report No. 1/2023 of 11 January 2023 on Series D Bonds Issue and Current Report No. 26/2023 of 2 August 2023 on actions being taken to continue the implementation of the Bonds Program and refinancing of Polsat Plus Group’s indebtedness, the Management Board of the Company hereby gives notice that on 7 September 2023 it resolved to issue no more than 820,000 unsecured Series E bearer bonds with the nominal value of PLN 1,000 each and the aggregate nominal value not exceeding PLN 820,000,000 (“**Series E Bonds**”), under the Bonds Program. The Series E Bonds will be issued pursuant to Article 33 Section 1 of the Act of 15 January 2015 on Bonds (the “**Act on Bonds**”) by way of “offering of securities to the public” as defined in Article 2(d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “**Prospectus Regulation**”) (the “**Offer**”).

The Offer will be addressed only to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation and will be exempted from the obligation to publish a prospectus pursuant to Article 1(4)(a) thereof. Conducting the Offer will not require publishing an information memorandum or other offering documents.

Basic parameters of the Offer:

Issue price of one Series E Bond PLN 1,027.23

Planned issue date of the Series E Bonds 28 September 2023

Planned redemption date of the Series E Bonds 11 January 2030

Early redemption of the Series E Bonds Possible at the request of the Company or the bondholder in accordance with the Series E Bond Indenture

Cyfrowy Polsat S.A.
ul. Łubinowa 4A
03-878 Warszawa
tel. +48 22 356 66 00
tel. +48 22 356 67 00
fax +48 22 356 60 03

Grupa Polsat Plus | Cyfrowy Polsat S.A.
z siedzibą w Warszawie, ul. Łubinowa 4A, 03-878 Warszawa,
Sąd Rejonowy dla m.st. Warszawy, XIV Wydział
Gospodarczy Krajowego Rejestru Sądowego,
KRS 0000010078 NIP 796-18-10-732 REGON 670925160,
kapitał zakładowy 25.581.840,64 zł w pełni wpłacony



Interest Rate	Variable (reference rate plus margin)
Reference Rate	6M WIBOR
Margin	335 bps
Commencement of interest accrual	11 July 2023
Interest periods	Semi-annual

The Offer will be conducted in the period from 7 September 2023 to 12 September 2023. Trigon Dom Maklerski S.A.. with its registered office in Kraków will act as the offeror. The members of the consortium are also Bank Polska Kasa Opieki S.A. with its registered office in Warsaw and Santander Bank Polska S.A. with its registered office in Warsaw.

Under the said resolution the Company's Management Board also resolved that the Company would purchase from the bondholders of the Series B Bonds and Series C Bonds issued by the Company, pursuant to Art. 76(1) of the Act on Bonds, some or all of the Series B Bonds and Series C Bonds for the purpose of their redemption, based on sale and set-off agreements to be entered into by the Company with those of the Series B Bonds and Series C Bonds bondholders who declare their intention to sell such bonds and have their receivables for the Series B Bonds and Series C Bonds sale credited against the purchase price of the Series E Bonds.

On 7 September 2023, the Supervisory Board of the Company resolved, among other things, to approve the issuance of the Series E Bonds and the Company contracting financial indebtedness by way of issuing the Series E Bonds, and to approve the purchase of some or all of the Series B Bonds and Series C Bonds.

Legal basis: Article 17 Section 1 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

Disclaimer:

This current report was prepared in accordance with Article 17 Section 1 of Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

This current report is for information only and is published by the Company solely in order to provide information regarding the decision to issue Series E Bonds. This current report is by no means intended, whether directly or indirectly, to promote the Offer or the issuance of the Series E Bonds, and does not constitute advertising material prepared or published by the Company for the purpose of promoting the Offer or the issuance of the Series E Bonds soliciting, whether directly or indirectly, prospective



investors. No prospectus, information memorandum or other offering documents are required to be provided in connection with the Offer or with the issuance of Series E Bonds under the Prospectus Regulation or under the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies.

This current report or any part hereof is not intended for distribution, whether directly or indirectly, within the territory of or into the United States of America or other jurisdictions where such distribution, publication or use may be subject to restrictions or may be prohibited by law. The securities referred to in this material have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and they cannot be offered or sold in the United States of America. The Company does not intend to register the Series E Bonds or conduct any offering of the Series E Bonds in the United States of America. The Series E Bonds are only offered and sold outside the United States of America in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

Signed by:

/-/ Mirosław Błaszczyk

Mirosław Błaszczyk
President of the Management
Board

/-/ Katarzyna Ostap-Tomann

Katarzyna Ostap-Tomann
Member of the Management
Board

/-/ Tomasz Gillner-Gorywoda

Tomasz Gillner-Gorywoda
Registered Proxy