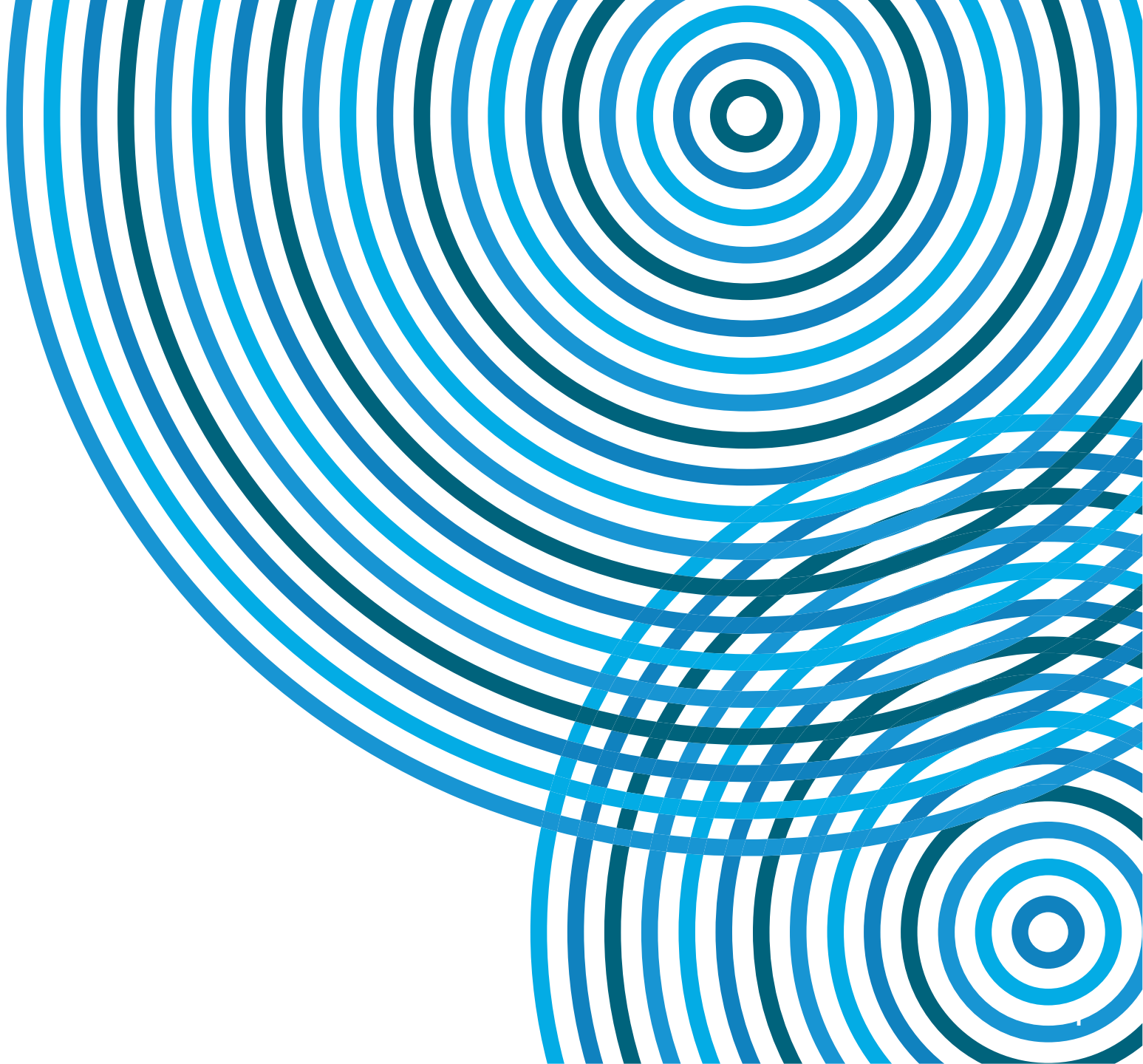


12 June 2023

# IR Newsletter 15/2023



# Press review

**Dziennik Gazeta Prawna, 31 May 2023**

*by Elżbieta Rutkowska*

## Companies want to lower the bar for 5G networks

The DPG has learned the positions expressed by industry organizations during the second round of consultations on the draft documentation for the C-band auction, i.e. the frequencies earmarked for the construction of nationwide 5G networks.

The regulator (UKE) made some changes after the first round of consultations, such as excluding, due to the geopolitical situation, about 5% of the country's area near the northern and eastern borders from coverage obligations, and increasing the band allocated for the auction from 80 MHz to 100 MHz while keeping the asking price at 450 million PLN.

However, according to operators, the requirements are still too high.

According to the Lewiatan Confederation, implementation of UKE's plan would require "the construction of tens of thousands of base stations," which "would be an economically and technically unreasonable undertaking."

The Polish Chamber of Information Technology and Telecommunications (PIIT) points out that the implementation of the set goals would require the use of lower bands from frequencies already held by operators, which may constitute "interference and their acquired rights," as they calculated to acquire them without taking into account current coverage and network quality requirements.

In turn, according to the National Chamber of Commerce for Electronics and Telecommunications (KIGEiT), complete coverage of the network of roads "is not feasible for objective reasons," since communication routes "often pass through forested or difficult-to-access areas," and therefore the chamber is requesting a reduction in the requirement for road coverage to 97%.

# Press review

Wirtualnemedi.pl, 6 June 2023

*by tw*

## Play has bought a cable company with 3,000 km of fiber optic cables

Play Group acquired a 100% stake in Syrion, which mainly offers Internet access and digital TV to residential and business customers as well as in a wholesale model.

Syrion operates on a fiber-optic network of about 3,000 kilometers in the Silesian, Opole and Lublin voivodeships. Its coverage area includes about 86,000 households.

# Press review

**Telko.in, 6 June 2023**

*by Łukasz Dec*

## **Polkomtel: quality commitments cannot be required in 5G auction**

Polkomtel (Polsat Plus Group) has decided to publish the position submitted in the second round of consultation on the draft C-band auction documentation.

The operator appreciated such changes from the original version of the draft as the increase in resources to be auctioned, but has fundamental comments on coverage commitments.

According to Polkomtel, it is not possible to implement the coverage requirements in an economically viable manner using only the frequencies that are the subject of the auction. Thus, the auction has a legal defect that could lead to its cancellation.

Polkomtel has published an expert report commissioned from the Warsaw University of Technology, which estimates that meeting the regulator's (UKE) coverage requirements would require the use of between 19,000 and 30,000 base stations using all the frequency resources held by the operators Orange, Play and Polkomtel. The least number of base stations would have to be deployed by Polkomtel.

On the other hand, if only C-band is used, meeting UKE's requirements would require the use of 40 thousand base stations.



# Recent events

Press release, 12 June 2023

## 5G Ultra from Plus – mobile Internet access which is as fast as a fiber-optic connection – 1 Gbps

**5G Ultra is a novelty for Plus customers – starting 12 June the fastest mobile Internet access in Poland will become even faster. The maximum data downloading speed in Plus 5G network will increase to 1 Gbps. The 5G Ultra services, which will be available to all for free, will be activated at 356 base stations in 98 towns and places over the next few days. The list of sites offering access to the fastest 5G Internet will be continuously expanded. Plus already offers smartphones and routers which support 5G Ultra technology.**

5G Ultra is the fastest 5G offer in Poland, offering maximum data download rates of 1 Gbps. This pioneer solution has been launched thanks to aggregation of 3 frequency bands – 2 bands in 5G technology (2600 MHz and 2100 MHz) and an additional 4G layer (1800 MHz). Users can enjoy Internet access like in a fiber-optic network in various daily situations, such as online meetings, watching movies and TV series online, cloud gaming as well as remote work and study. Activation of the 5G service in the 2100 MHz frequency band will not only accelerate data transmission using the 5G Ultra service but it will also improve coverage and availability of 5G technology.

5G Ultra will be available at no additional fee to all Plus and Plush customers using Plus Abonament, Plus dla Firm, Plus Mix, Plus na kartę, Plus Internet, Plush ABO and Plush na kartę offers. All that is required is to be within the 5G Ultra network coverage area and have compatible device.

Plus has for many years been setting the standards for mobile Internet access. In 2004 Plus customers were the first ones in Poland to gain access to 3G (UMTS) technology. In 2011 Plus was the first operator in Poland to offer 4G (LTE) Internet access to its customers. 2020 was a breakthrough year marking the launch of the first in Poland commercially-operating 5G network. 5G Ultra is next milestone on the path to digitization of Poland. Over the next few weeks 5G Ultra will become available in further cities, towns and places.

All the results of independent rankings confirm that Plus is the leader of 5G technology in Poland. Based on SpeedTest.pl data, in April the average data downloading speed in 5G technology in Plus network was 137.2 Mbps, while the test results prepared by RFBenchmark.pl put the speed at 148.2 Mbps. The results are about twice better than the results achieved by the remaining operators. Providing access to 5G Ultra will lead to further improvement of these results.



[More>>](#)

# Recent events

Current report 13/2023, 29 May 2023

## List of shareholders authorized to at least 5% of votes at the Extraordinary General Meeting convened for May 25, 2023

The Management Board of Cyfrowy Polsat S.A. (the “**Company**”) hereby publishes the list of shareholders authorized to at least 5% of votes at the Extraordinary General Meeting of the Company convened for May 25, 2023, attached hereto.

There were 586,159,831 votes, which constitute 71.57% of the total number of votes in the Company, represented at the Extraordinary General Meeting of the Company convened for May 25, 2023. Pursuant to the Company’s Articles of Association the Series A, B and C shares as well as 166,917,501 Series D shares are preferred shares, i.e. each share carries two votes.

*Attachment:* [List of shareholders authorized to at least 5% of votes at the Extraordinary General Meeting of the Company convened for May 25, 2023](#) (.pdf)

# Recent events

**Current report 14/2023, 30 May 2023**

## Establishment of security for facility loans on real properties of the Company

The Management Board of Cyfrowy Polsat S.A. (the “Company”) gives notice of the establishment of mortgage as security in connection with the Senior Facilities Agreement entered into by the Company on 28 April 2023 (the “Facilities Agreement”), which was notified by the Company in its Current Report No. 8/2023 of 28 April 2023. Pursuant to the Facilities Agreement, the Company was granted term facility loans up to a maximum amount of PLN 7,255,000,000 and EUR 506,000,000 and a revolving facility loan up to a maximum amount of the equivalent of PLN 1,000,000,000.

On 30 May 2023, the Company made a statement on the establishment of a joint contractual mortgage, governed by Polish law, in favor of Bank Polska Kasa Opieki S.A., acting as collateral agent, over the following real properties owned by or in perpetual usufruct of the Company: (a) land property located in Warsaw, Targówek district, in the area of ul. Łubinowa, land and mortgage register No. WA3M/00104992/7, (b) land property located in Warsaw, Targówek district, in the area of ul. Łubinowa, land and mortgage register No. WA3M/00102149/9, (c) land property located in Warsaw, Targówek district, in the area of ul. Łubinowa, land and mortgage register No. WA3M/00103400/4, (d) land property located in Warsaw, Targówek district, in the area of ul. Zabraniecka, land and mortgage register No. WA3M/00131411/9, (e) land property located in Warsaw, Praga Północ district, in the area of ul. Zabraniecka, land and mortgage register No. WA3M/00100110/3, (f) land property located in Warsaw, Praga Północ district, in the area of ul. Zabraniecka, land and mortgage register No. WA3M/00100109/3, (g) land property located in Warsaw, Praga Północ district, land and mortgage register No. WA3M/00102615/7, (h) land property located in Warsaw, Praga Północ district, in the area of ul. Zabraniecka, land and mortgage register No. WA3M/00132063/1, (i) land property located in Warsaw, Targówek district, in the area of ul. Zabraniecka, land and mortgage register No. WA3M/00101039/8, (j) land property located in Warsaw, Targówek district, in the area of ul. Zabraniecka, land and mortgage register No. WA3M/00136943/2, (k) land held in perpetual usufruct and a building constituting a separate property located in Warsaw, Targówek district, in the area of ul. Utrata, land and mortgage register No. WA3M/00186120/2.

The mortgage will be effective upon its entry into the relevant land and mortgage registers.

There are no ties between the Company, persons managing or supervising the Company and Bank Polska Kasa Opieki S.A. and persons managing Bank Polska Kasa Opieki S.A.



# Recent events

Current report 15/2023, 31 May 2023

## Motion of the Management Board and the opinion of the Supervisory Board of Cyfrowy Polsat S.A. concerning the distribution of profit for the financial year 2022

The Management Board of Cyfrowy Polsat S.A. (the "**Company**") hereby informs that on 31 May 2023 it adopted a resolution on the submission to the Supervisory Board of the Company for assessment of a motion not to distribute a dividend from the Company's net profit for the financial year 2022.

The Company's Management Board decided not to recommend the dividend payout from the 2022 profit due to the capital-intensive strategic investments carried out by the Company as part of its Strategy 2023+, aimed at continuing the development of the Company's capital group over the long term in line with the overarching strategic goal of sustainably growing the Company's value for its shareholders. In particular, the funds retained in the Company will be employed for the timely implementation of currently ongoing projects involving, among others, the construction of wind farms in Miłosław, Kazimierz Biskupi, Człuchów and Przyrów with total installed capacity of 150 MW. As a result of the implementation of the above-mentioned projects, by the end of 2024, the estimated production capacity of energy from wind farm will exceed 430 GWh per year, which, on the one hand, will ensure that the Company and its capital group's internal needs for electricity are fully met, thereby offsetting the Company's exposure to fluctuations in energy prices, and on the other hand, will enable sales of clean energy to third parties.

At the same time, in deciding not to pay the dividend, the Management Board took into account the Company's net debt ratio, which remains at an elevated level, i.a. as a result of the financing of strategic investments, as well as the unfavorable macroeconomic environment, in particular high inflationary pressure and persistently high interest rates that translate into rising debt service costs for the Company. In parallel, the Management Board of the Company upholds the dividend policy adopted on December 20, 2021.

Therefore, the Management Board recommends to allocate the entire net profit earned by the Company in the financial year 2022, amounting to PLN 1,248,575,921.33 (say: one billion two hundred forty eight million five hundred seventy five thousand nine hundred twenty one zlotys and thirty three grosze) to the reserve capital.

Furthermore, the Management Board of the Company informs that on 31 May 2023 the Company's Supervisory Board adopted a resolution in which it issued a positive opinion on the aforementioned motion of the Management Board.





# Recent events

Current report 16/2023, 31 May 2023

## Resignation of a Member of the Supervisory Board of Cyfrowy Polsat S.A.

The Management Board of Cyfrowy Polsat S.A. (the “Company”) hereby informs that on 31 May 2023 Mr. Marek Kapuściński resigned from membership in the Supervisory Board of the Company, effective immediately.

# Recent events

Current report 17/2023, 2 June 2023

## Fitch Ratings assigns Cyfrowy Polsat S.A. an issuer default rating

The Management Board of Cyfrowy Polsat S.A. (the "**Company**") hereby informs that on 2 June 2023 Fitch Ratings ("**Fitch**") assigned the Company a long-term issuer default rating (IDR) of 'BB' with stable perspective.

In its press release Fitch stated that the rating reflects the Company's fully integrated telecom and media profile, with strong market position in its segments of operations. At the same time, the rating takes into account the competitive market environment, adverse macro conditions and the diversification of the Company's operations towards renewable energy and real estate. The new business segments will result in increased leverage and an evolving business risk profile of the Company over the rating horizon.

In parallel, Fitch assessed that the Company has adequate access to capital, as demonstrated by the recent refinancing of its senior facility agreement. In Fitch's opinion, access to capital is key to continuing funding the Company's investments in renewables and real estate.

Rating is not a recommendation to buy, sell, or hold any security and may be changed or withdrawn at any time.

# Recent events

**Current report 18/2023, 2 June 2023**

## Convocation of the Annual General Meeting of Cyfrowy Polsat S.A. on 29 June 2023

The Management Board of Cyfrowy Polsat S.A. (the “**Company**”), acting pursuant to Articles 395 § 1 and 399 § 1 in conjunction with Articles 402(1) and 402(2) of the Commercial Companies Code (the “**CCC**”) and in accordance with the provisions of Article 24 Section 2 of the Company’s Articles of Association, convenes the Annual General Meeting of the Company, which will be held on 29 June 2023 at 11:00 am CET in Warsaw, in the registered office of the Company at ul. Łubinowa 4a.

### **The Agenda of the Meeting:**

1. Opening of the Annual General Meeting.
2. Appointment of the Chairman of the Annual General Meeting.
3. Validation of the correctness of convening the Annual General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda.
6. Management Board’s presentation of:
  - a) the Management Board’s report on the Company’s activities in the financial year 2022 and the Company’s financial statements for the financial year 2022;
  - b) the Management Board’s report on the activities of the capital group of the Company in the financial year 2022 and the consolidated financial statements of the capital group of the Company for the financial year 2022.

# Recent events

7. The Supervisory Board's presentation of:

- a) its statement concerning the evaluation of the Management Board's report on the Company's activities in the financial year 2022, the Management Board's report on the activities of the Company's capital group in the financial year 2022, the Company's financial statements for the financial year 2022 and the financial statements of the Company's capital group for the financial year 2022, as well as the Management Board's motion regarding the distribution of the Company's profit generated in the financial year 2022;
- b) its assessment of the Company's standing and evaluation of the work of the Management Board;
- c) its report concerning the remuneration of the Management Board and Supervisory Boards Members for the year 2022.

8. Consideration and adoption of a resolution approving the Management Board's report on the Company's activities in the financial year 2022.

9. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2022.

10. Consideration and adoption of a resolution approving the Management Board's report on activities of the capital group of the Company in the financial year 2022.

11. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2022.

12. Consideration and adoption of a resolution approving the Supervisory Board's report for the financial year 2022.

13. Consideration and adoption of a resolution concerning the evaluation of the report on the remuneration of the Management Board and Supervisory Board Members for the year 2022.

14. Adoption of resolutions granting a vote of approval to the Members of the Management Board for the performance of their duties in the year 2022.

15. Adoption of resolutions granting a vote of approval to the Members of the Supervisory Board for the performance of their duties in the year 2022.

16. Adoption of a resolution on the distribution of the Company's profit for the 2022 financial year.

17. Closing of the Annual General Meeting.

# Recent events

The Management Board attaches to this Current Report as follows:

- the announcement of the convocation of the Annual General Meeting on 29 June 2023, prepared in accordance with Article 402(2) of the CCC ([Attachment no. 1](#));
- draft resolutions to be adopted by the Annual General Meeting of the Company convened on 29 June 2023 ([Attachment no. 2](#));
- Report on the activities of the Supervisory Board in 2022 ([Attachment no. 3](#));
- Report on the remuneration of the Management Board and Supervisory Board members of Cyfrowy Polsat S.A. in the year 2022 ([Attachment no. 4](#)).

The Company provides information in accordance with Article 402(3) of the CCC on the Company's website at: <http://www.grupapolsatplus.pl/>, subpage: Corporate Governance, tab: General Meetings - Materials.

# Recent events

Current report 19/2023, 7 June 2023

## Amendments to the agenda of the Annual General Meeting of Cyfrowy Polsat S.A., convened for June 29, 2023, in connection with the Shareholders' request to include certain matters in the agenda of the AGM, together with the draft resolutions

In connection with the current report No. 18/2023 dated June 2, 2023 concerning the convocation of the Annual General Meeting of Cyfrowy Polsat S.A. (the "**Company**") for June 29, 2023 (the "**Annual General Meeting**" or "**AGM**"), the Management Board of the Company informs that on June 6, 2023 it received a letter from its Shareholders, Reddev Investments Limited with its registered seat in Cyprus ("**Reddev**") and TiVi Foundation with its registered seat in Liechtenstein ("**TiVi**"), representing jointly over one twentieth of the Company's share capital, requesting amendments to the agenda of the Annual General Meeting. The request was filed on the basis of Article 401(1) of the CCC and constitutes the exercise of the Shareholders' rights.

Reddev and TiVi requested that the agenda of the AGM includes items regarding the adoption of the following resolutions:

- regarding amendments to the Statutes of the Company;
- regarding adoption of the consolidated text of the Company's Statutes;
- regarding changes in the Supervisory Board.

In connection with the above, the Company hereby announces an amended agenda for the AGM, where the former item 17 has been renumbered to 20 and new items 17,18,19 have been added:

# Recent events

1. Opening of the Annual General Meeting.
2. Appointment of the Chairman of the Annual General Meeting.
3. Validation of the correctness of convening the Annual General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda.
6. Management Board's presentation of:
  - a) the Management Board's report on the Company's activities in the financial year 2022 and the Company's financial statements for the financial year 2022;
  - b) the Management Board's report on the activities of the capital group of the Company in the financial year 2022 and the consolidated financial statements of the capital group of the Company for the financial year 2022.
7. The Supervisory Board's presentation of:
  - a) its statement concerning the evaluation of the Management Board's report on the Company's activities in the financial year 2022, the Management Board's report on the activities of the Company's capital group in the financial year 2022, the Company's financial statements for the financial year 2022 and the financial statements of the Company's capital group for the financial year 2022, as well as the Management Board's motion regarding the distribution of the Company's profit generated in the financial year 2022;
  - b) its assessment of the Company's standing and evaluation of the work of the Management Board;
  - c) its report concerning the remuneration of the Management Board and Supervisory Board Members for the year 2022.
8. Consideration and adoption of a resolution approving the Management Board's report on the Company's activities in the financial year 2022.
9. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2022.
10. Consideration and adoption of a resolution approving the Management Board's report on activities of the capital group of the Company in the financial year 2022.

# Recent events

11. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2022.
12. Consideration and adoption of a resolution approving the Supervisory Board's report for the financial year 2022.
13. Consideration and adoption of a resolution concerning the evaluation of the report on the remuneration of the Management Board and Supervisory Board Members for the year 2022.
14. Adoption of resolutions granting a vote of approval to the Members of the Management Board for the performance of their duties in the year 2022.
15. Adoption of resolutions granting a vote of approval to the Members of the Supervisory Board for the performance of their duties in the year 2022.
16. Adoption of a resolution on the distribution of the Company's profit for the 2022 financial year.
17. Adoption of a resolution on amending the Statutes of the Company.
18. Adoption of a resolution on adopting the consolidated text of the Company's Statutes.
19. Adoption of resolutions on changes in the Supervisory Board.
20. Closing of the Annual General Meeting.

In connection with the updated agenda, the Company is submitting as an attachment the drafts of all resolutions, supplemented by the resolutions submitted by the Shareholders.

Draft resolutions to be adopted at the Annual General Meeting of the Company convened for June 29, 2023 ([Attachment No. 1](#))



# Cyfrowy Polsat shares

Date	Maximum price (PLN)	Minimum price (PLN)	Closing price (PLN)	Change (%)	Turnover (mPLN)
2023-05-29	16.81	16.61	16.65	0.06	3.55
2023-05-30	16.68	16.45	16.45	- 1.20	6.64
2023-05-31	16.42	15.45	15.45	- 6.11	39.84
2023-06-01	15.75	15.41	15.64	1.26	11.46
2023-06-02	16.02	15.69	15.96	2.08	8.05
2023-06-05	16.86	16.03	16.83	5.42	13.15
2023-06-06	17.09	16.40	16.93	0.56	13.22
2023-06-08	-	-	-	-	-
2023-06-09	16.88	16.49	16.52	- 2.42	7.97



# Investor's calendar

Date	Event
13 June 2023	IPOPEMA CEE Conference, Warszawa
29 June 2023	CPS: Annual General Meeting
3 – 16 August 2023	Closed period prior to the publication of H1 2023 results
16 August 2023	Consolidated semi-annual report for the 1st half of 2023
26 October – 8 November 2023	Closed period prior to the publication of Q3 2023 results
8 November 2023	Quarterly report for Q3 2023