

CYFROWY POLSAT S.A.

Current report No.: **14/2011**

Date of report: **April 7, 2011**

Re: Convocation of the Extraordinary General Meeting of the company Cyfrowy Polsat S.A. and content of draft resolutions for the Extraordinary General Meeting

The Management Board of the company Cyfrowy Polsat S.A. (the "Company") hereby informs that the Extraordinary General Meeting of the Company was convened on May 4, 2011, at 10:00 a.m., and is to be held in Warsaw, in the Company's registered seat at ul. Łubinowa 4A.

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.

In addition, the Management Board of the Company attaches as Appendix hereto:

1. Notice on convening the Extraordinary General Meeting on May 4, 2011, drawn up in accordance with Article 402(2) of the Commercial Companies Code.
2. Resolution drafts for the Extraordinary General Meeting convened on May 4, 2011.
3. Plan of merger of the Company with mPunkt Polska S.A. seated in Warsaw.

The Company discloses all information regarding the Extraordinary General Meeting on its website: www.cyfrowypolsat.pl, subpage *Dla Inwestorów (Investors' Center)*, section *General Shareholders' Meeting – Materials*.

[Notice of convening of EGSM – attachment]

[Resolution drafts for EGSM – attachment]

[Merger plan – attachment]

Legal basis: Article 56 Section 1 item 2 of the Offering Act in conjunction with § 38 Section 1 items 1 and 3 of the Minister of Finance ordinance of February 19, 2009 regarding current and periodic information submitted by issuers of securities and on conditions of accepting as equivalent the information required by the provisions of a law of a non-EU member state.

Signed:

/p/ Dominik Libicki

Dominik Libicki, President of the Management Board