

2007



# CYFROWY POLSAT S.A. CAPITAL GROUP

ANNUAL REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2007

WARSAW, 12 JUNE 2008

Dear Shareholders!

For the first time in this form, it is my pleasure to present you the Annual Report of the Cyfrowy Polsat S.A. Capital Group for the 12 months ended 31 December 2007. It went down in the Group's history as a year of dynamic growth and continual improvement of the quality of services rendered.

### **Substantial growth in the subscriber base**

In terms of number of subscribers we are the largest paid digital satellite platform in Poland. The year 2007 was record-breaking in our history with regards to number of new subscribers signed up – our subscriber base expanded from 1,273,648 on 31 December 2006 to 2,068,328 on 31 December 2007. This dynamic, over 62% increase in the number of subscribers can primarily be attributed to our rich and interesting program offer at an attractive price, an effective advertising campaign, high technical level of services we render and an exceptional importance we attach to customer service. This high position of the Cyfrowy Polsat platform in Poland is a result of our consistent efforts over the last several years.

### **Expansion of the programming offer**

We strive to ensure the regular growth of our program offering. We enable our subscribers to receive 65 Polish language television channels, including film, sports, music, entertainment, news, children and educational channels. We are the only digital satellite platform that provides access to all the main terrestrial channels available in Poland. In 2007 we enriched our packages with numerous thematic channels. In the first half of the year we added the channels E! Entertainment and TV 1000 – both available exclusively through us in the satellite platform sector – as well as Superstacja and Wedding TV. In November, in line with introduction of HD decoders to the market, we launched Polsat Sport channel in High Definition technology; in the first half of 2008 we launched HBO HD and Eurosport HD. Since December 2007 we have been the only digital satellite television operator in Poland to offer four thematic channels produced by BBC Worldwide Limited: BBC Knowledge, BBC Lifestyle, BBC Entertainment and BBC CBeebies. In December 2007 we also signed a license agreement with HBO Polska Sp. z o.o. for the distribution of HBO, HBO2 and HBO Comedy programs.

### **Very good financial results**

During the 12 months ended 31 December 2007 we substantially improved our financial results in comparison to 2006. Our consolidated operating revenue for the year 2007 increased by over 65% to 796.7 million złoty, EBITDA increased by over 123% to 165.9 million złoty, and net profit grew by over 103% up to 113.4 million, compared to 2006. Such a dynamic growth of operating revenue can be mainly attributed to the growth of our subscribers' base. Increased revenue combined with effective management of operating costs lie at the heart of our greatly improved financial results for 2007.

### **New business profiles**

In November 2007 our subsidiary Cyfrowy Polsat Technology Sp. z o.o. launched production of cutting-edge set-top-boxes, which we began to offer our subscribers in March 2008. This has enabled us to become the first satellite television operator in Poland to include its own proprietary set-top boxes in its offering. In order to ensure high quality of our set-top-boxes, we acquired one of the most advanced assembly lines available on the market, we hired a team of experienced engineers and programmers, and we obtain components from globally renowned suppliers. This investment decision was rooted in our conviction that manufacturing set-top-boxes ourselves will enable us to reduce the costs of set-top-boxes sold, thereby improving the profitability of our operations over the years to come.

## New technologies and projects

In 2007 we made the first capital expenditures toward launching services as a Mobile Virtual Network Operator (MVNO). We believe that our experience and knowledge acquired on the digital satellite television market will enable us to achieve success in the difficult mobile telephony services sector. We think that numerous synergies that will be achieved due to rendering both DTH and MVNO services will contribute to further growth in operating revenues, increased overall customer satisfaction and, consequently, to a reduced subscriber churn rate as well as an increased number of customers.

## Initial Public Offering

On 6 May 2008 our shares debuted on the Warsaw Stock Exchange. It was the crowning of a difficult and demanding process that lasted many months and took much time and effort of many people – members of the Management and Supervisory Boards, numerous employees, as well as consultants and staff of consulting firms that work with us. Without them, this success would not have been possible, which is why I would like to thank all of those who contributed to this achievement through their enormous commitment, knowledge and intense work.

## Setting successive goals

A great many challenges await us in the coming years. We will aim to continue increasing our subscriber base and ARPU, among other ways, by offering new programming packages. Our subscribers can count on more and more new programs, particularly channels broadcast in HD technology. We are planning to launch integrated services using the Cyfrowy Polsat brand and our current subscriber base. We hope that effective cost management will contribute to the increased profitability of our platform – to the satisfaction of the Company's shareholders.

Today, looking back at how far this company has come over the last several years, I feel pride and satisfaction. I know that we never could have achieved the current stage of growth in our business without the wise vision and dedicated commitment, including financial commitment, of our founders and the enormous effort of the entire staff of Cyfrowy Polsat. I thank you all for your faith in our common success.

Yours Truly,

Dominik Libicki  
President of the Board of Directors  
Cyfrowy Polsat S.A.

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**Management Board's report on Cyfrowy Polsat S.A. Capital Group  
activities in the year ended 31 December 2007**

## 1. Introduction

The Parent Entity of the Cyfrowy Polsat S.A. Capital Group ("Group", "Capital Group") is Cyfrowy Polsat S.A. ("Cyfrowy Polsat", "the Company", "the Parent Entity", "Parent Undertaking", "the Issuer"), which was established in 1996 under the name of Market S.A. On 21 June 2001, the company name of the Parent Entity was changed to Polsat Cyfrowy S.A., and in March 2004 it was changed again to Cyfrowy Polsat S.A. In 2003, the Company received a license from the National Radio and Television Broadcasting Board ("KRRiT") for wireless broadcasting via a satellite-relay of television and radio programming.

Cyfrowy Polsat S.A. is the largest paid digital satellite platform ("DTH") in Poland with respect to the number of subscribers – it had 2,068,328 subscribers as of 31 December 2007. The core business of Cyfrowy Polsat involves provision to households of access to satellite broadcast radio and television programming as part of paid programming packages.

The Company provides its subscribers over 65 Polish-language TV channels and access to approximately 500 "free-to-air" ("FTA") TV and radio channels available via satellite in Poland.

The Parent Undertaking is entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court, XIII Commercial Division of the National Court Register, under entry number KRS 0000010078. The Parent Undertaking was assigned the Industry Identification Number (REGON) 670925160. The Company's registered offices are located in Warsaw at ul. Łubinowa 4a.

The duration of the Parent Entity and the Group companies is unlimited. Company's financial year lasts from 1 January to 31 December.

## 2. Selected financial data translated into euro

The table below presents selected financial data for 2007 and 2006. The information included in the table should be read together with the information included in the consolidated financial statements of the Group for 2007 and the information included in item 7 of this annual report. All amounts stated in Polish Zloty and Euros are expressed in thousands unless indicated otherwise.

The selected financial data from the consolidated income statement and the consolidated cash flow statement were translated from Polish Zloty into Euros at the rate of PLN 3.7768 for EUR 1, representing the arithmetical average of average exchange rates published by the National Bank of Poland ("NBP") for the last day of each month of the financial period (from 1 January to 31 December 2007). The selected financial data from the consolidated balance sheet were translated at the rate of PLN 3.5820 for EUR 1 (the average NBP rate on 31 December 2007). This translation should not be viewed as a representation that the PLN amounts actually represent the EUR amounts or that such amounts could have been converted into EUR at the rates indicated or any other rates. The financial data consistent with the International Financial Reporting Standards ("IFRS") as adopted by the European Union were obtained from the audited consolidated financial statements.

(in thousands)	for the year ended			
	31 December 2007		31 December 2006	
	PLN	EUR	PLN	EUR
<b>Consolidated Income Statements</b>				
Revenues from operating activities	796,669	210,938	482,546	127,766
Profit from operating activities	145,147	38,431	41,836	11,077
Gross profit for the period	140,170	37,113	70,914	18,776
Net profit attributable to Cyfrowy Polsat S.A. shareholders	113,421	30,031	55,749	14,761
<b>Consolidated Cash Flow Statements</b>				
Cash flow from operating activities	111,210	29,446	81,310	21,529
Cash flow from investing activities	(54,358)	(14,393)	(38,764)	(10,264)
Cash flow from financing activities	(15,667)	(4,148)	3,074	814
Increase in cash and cash equivalents	41,185	10,905	45,620	12,079
Weighted average number of issued ordinary shares used to calculate basic earnings per share	263,806,918	-	262,500,000	-
Earnings per share (in PLN/EUR)	0.43	0.11	0.21	0.06
<b>Other consolidated financial data</b>				
EBITDA*	165,924	43,932	74,370	19,691
EBITDA margin	20.8%	20.8%	15.4%	15.4%
Operating margin	18.2%	18.2%	8.7%	8.7%

\*Operating profit adjusted by depreciation and amortization

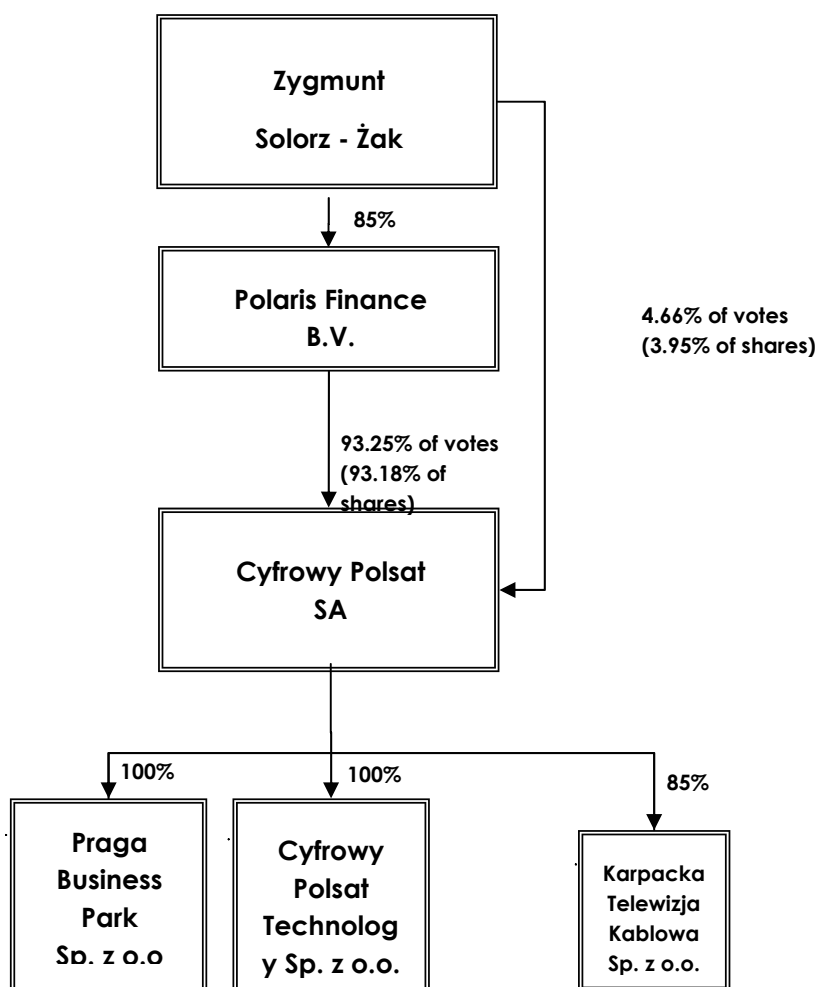
	31 December 2007		31 December 2006	
(in thousands)	PLN	EUR	PLN	EUR
<b>Consolidated Balance Sheets</b>				
Total assets	595,203	166,165	353,358	98,648
Non-current liabilities	134,914	37,664	30,719	8,576
Current liabilities	399,149	111,432	385,257	107,554
Equity	61,140	17,069	(62,618)	(17,481)
Issued capital	10,733	2,996	10,500	2,931

### 3. Cyfrowy Polsat S.A. Capital Group

#### Organisational structure

The structure of the Cyfrowy Polsat Capital Group and the percentage share of individual entities in the number of votes at the Shareholder Meetings of the subsidiaries as at 31 December 2007 are presented in the diagram below. The figures in parentheses represent share in share capital – if it is different from the share in the number of votes at the Shareholder Meeting.

As at 31 December 2007, the Cyfrowy Polsat Capital Group S.A. included the Parent Undertaking and three subsidiary entities.



## Companies covered by the consolidated financial statements

Consolidated financial statements for 2007 include the following entities:

	Company's seat	Line of business	Share in total number of votes (%)	
			31 December 2007	31 December 2006
Parent Entity				
Cyfrowy Polsat S.A.	ul. Łubinowa 4a, Warsaw	radio, TV and telecommunication activities		
Subsidiaries				
Cyfrowy Polsat Technology Sp. z o.o.	ul. Łubinowa 4a, Warsaw	production of set-top- boxes	100%	100%
EMarket Sp. z o.o.	ul. Ostrobramska 77, Warsaw	sale of electronic equipment	not applicable*	75%
Praga Business Park Sp. z o.o.	ul. Łubinowa 4a, Warsaw	rental of real estate	100%	100%

\* The financial data of the company was consolidated until the date it ceased to be controlled by the Parent Undertaking, i.e. August 31st 2007.

Shares in Karpacka Telewizja Kablowa are shown in the consolidated financial statements in the other long-term assets, and are valued at purchase price minus created impairment charges.

## Changes in the organizational structure

On 17 July 2007, Cyfrowy Polsat concluded a conditional agreement with Teleaudio Sp. z o.o. to sell shares in EMarket Sp. z o.o. Pursuant to that agreement, Cyfrowy Polsat agreed to sell its shares in EMarket Sp. z o.o. based on the condition that Teleaudio Sp. z o.o. would assume all the rights and obligations arising out of the surety agreement concluded between Cyfrowy Polsat S.A. and ABC Data Sp. z o.o. That condition was fulfilled on 31 August 2007. The shares in EMarket Sp. z o.o. were sold for an amount approximately equal to the value of the net assets of this company as at the date of sale.

On 17 July 2007, Cyfrowy Polsat sold all its shares in the subsidiary Satkabel Sp. z o.o. The company's line of business was, inter alia, telecommunication, film production and cable television.

## Description of the subsidiaries' business activity

### *Praga Business Park Sp. z o.o.*

Praga Business Park Sp. z o.o. is the owner and administrator of the property located at ul. Łubinowa 4a in Warsaw, which is the location of the Company's seat.

*Cyfrowy Polsat Technology Sp. z o.o.*

In November 2007, Cyfrowy Polsat Technology Sp. z o.o. opened its own factory to produce the set-top-boxes in Żywiec. The Management Board believes that production of its own set-top-boxes will make it possible for the Group to reduce the costs of set-top-boxes, which should have a positive influence on the profit from operating activities. For production of set-top-boxes, the factory was equipped with one of the most modern assembly lines available on the market made by Assembléon B.V. The assembly lines made by this company are used by world leading manufacturers of precise electronic equipment. The assembly line provides fully automated large-series production. The assembly line makes it possible to reach the capacity of 90,000 set-top-boxes per month. Currently, the set-top-boxes production plan envisages production only for in-house needs, therefore the Management Board does not anticipate full utilisation of production capacity.

*Karpacka Telewizja Kablowa Sp. z o.o.*

Karpacka Telewizja Kablowa (Cable Television) conducted business as a cable television network operator. It has not conducted business activity since September 2003 when it sold its enterprise to another cable television network operator.

#### **4. Information on the key products and sales markets**

##### **a) Information about the key products**

As a core business activity, the Cyfrowy Polsat Capital Group provides individual clients with access to television and radio channels transmitted via satellite and grouped into different paid programming packages. The programming packages are sold throughout Poland. They provide high quality channels to Polish audiences at attractive prices for every Polish family. In addition, the Group also provides services such as airing and transmitting signals for radio and TV broadcasters, as well as rental of office space.

Cyfrowy Polsat provides subscribers with access to 65 Polish-language television channels, which includes, among others, sport, music, entertainment, news, kid's, educational and film channels. It is the only paid digital satellite platform offering its clients all major terrestrial channels available in Poland, including Polsat, TVP 1, TVP 2 and TVN. In addition, it provides its clients access to approximately 500 free-to-air television and radio channels available via satellite in Poland. Since December 2007, the Company has also been the only digital satellite television operator in Poland to offer four thematic channels produced by BBC Worldwide Limited.

Two different introductory packages are available as part of the Company's provided services: Pakiet Mini (Mini Package) and Pakiet Familijny (Family Package). Family Package is the most frequently purchased introductory package. The subscribers of Family Package have the additional option to purchase six thematic channels: Pakiet Film (Film Package), Pakiet HBO (HBO Package), Pakiet Sport (Sports Package), Pakiet Cinemax (Cinemax Movie Package), Pakiet Bajeczka (Cartoon Package), Pakiet Muzyka (Music Package) as well as the Playboy channel. The theme packages are available in four premium packages i.e. Relax Mix Package, Relax Mix + HBO Package, Super Film Package and Relax Mix Film Package, which is available only to the subscribers who signed an agreement for that package before 2 January 2008. The combination of a high-quality programming and competitive pricing has contributed to the significant growth of the number of subscribers.

The number of subscribers in the specified years is presented in the following table:

	year ended 31 December			
	2007	2006	2005	2004
Family Package	1,827,011	1,168,913	656,728	393,190
Mini Package	241,317	104,735	-	-
<b>Total</b>	<b>2,068,328</b>	<b>1,273,648</b>	<b>656,728</b>	<b>393,190</b>

The table below presents the television channels available in Mini Package:

Polsat	TVP Kultura (TVP Culture)	Viva Polska
Polsat 2	TVN	4 Fun TV
TV 4	TVN Siedem (TVN Seven)	TV Biznes (Business TV)
Polsat Zdrowie i Uroda (Health and Wellness)	Tele 5	TVN Gra
TVP 1	Polonia 1	Mango 24
TVP 2	Puls	Podróże TV (Travel TV)
TVP Polonia	Promocja TV (TV Promotion)	

The table below presents the television channels available in Family Package:

All channels available in Mini Package and additionally:		
Polsat Sport	Wedding TV	Animal Planet
Eurosport	TVN 24	Travel Channel
E!Entertainment	TVN Meteo	Discovery Science
TVN Turbo	Cartoon Network	Discovery Civilization
TVN Style	Disney Channel	AXN
Zone Reality	Jetix	Turner Classic Movies
Zone Club	Discovery Channel	Superstacja
BBC Knowledge	BBC Lifestyle	BBC Entertainment
Cbeebies		

The table below presents the television channels available in the specified thematic packages:

Sports Package	Film Package	Cinemax Movie Package	Cartoon Package	Music Package
Eurosport 2	Zone Europa	Cinemax	Boomerang	MTV Polska
Polsat Sport Extra	Kino Polska (Polish Cinema)	Cinemax 2	Jetix Play	VH1
ESPN Classic Sport	AXN SciFi			
Extreme Sport Channel	AXN Crime			
	Zone Romantica			
	Fox Life			
	TV 1000			

The services are sold through the DTH satellite sales network across Poland. The network consists of the central warehouse owned by the Group and 25 distributors who co-operate with over 1,200 retail sales outlets.

Near the end of 2007, the Group also opened its own factory to produce the set-top-boxes. The in-house produced set-top-boxes are already available and being offered to customers.

## **b) Information about the sales markets**

The Group is selling its products and services to individual clients in Poland. Poland is an attractive market for the services provided by the Group. The most significant market opportunities, in the Management Board's opinion, are presented below.

### **Strength of the Polish economy**

The dynamic growth of the Group's revenues depends heavily on the condition of the Polish economy. Poland has one of the highest rates of growth of gross domestic product ("GDP") in the European Union. In 2007, the Polish GDP grew by 6.5%, and in 2008 it is estimated to grow by 5.3%. The growth of the Polish GDP is accompanied by growth in average household spending.

### **Penetration rate for subscription television services in Poland**

According to Informa Telecoms & Media and data of the Central Statistics Office ("GUS"), Poland has a large share of households with a television set that do not use subscription television services. In 2007, subscription television services were provided to 7.6 million out of 13.9 million households with a television set (calculated on the basis of data from AGB and GUS), which represents ca. 55% of all households with a television set. 6.3 million households, that do not use subscription television services, represent enormous potential to increase the number of subscribers.

### **High average television viewing time in Poland**

In 2007, the average daily television viewing time in Poland was 241 minutes (according to AGB 2008), which is one of the highest average daily television viewing rates among European countries. Designating large amounts of free time for watching TV has a positive influence on the Group's development.

### **Significant growth potential for Polish pay DTH satellite broadcasting services**

Due to the low number of FTA terrestrial analog channels in Poland and growing disposable income of the Polish people, the growth rate of subscription television services market should remain at the same high level over the next few years. Due to relatively low penetration rate in Poland (55%) as compared with Western European countries (the average figure for five of the most developed paid TV markets for 2006 was 90.6%), the market has enormous growth potential. The availability of pay DTH satellite broadcasting signal throughout Poland and the larger number of channels offered, as compared with the cable television operators, should lead clients, to frequently prefer paid DTH satellite broadcasting services. By offering high quality channels and competitive prices, the Group will try to take advantage of this trend in the future and continue to increase its subscriber base.



## Competition on DTH satellite TV market

Cyfrowy Polsat's competitors are the paid TV operators, specifically paid DTH satellite operators. These include: Canal+ Cyfrowy Sp. z o.o. and ITI Neovision Sp. z o.o. The table below represents the share of DTH satellite operators in Poland as at the end of 2007.

Platform	Share in the DTH market (%)
Cyfrowy Polsat	61%
Canal +	30%
n	9%
<b>Total</b>	<b>100%</b>

Source: Polish Chamber of Electronic Communication, AGB and information published by platforms

## Considerable growth potential for integrated services

The integrated services market in Poland is not very well developed as compared with most Western European countries. The Group intends to attract its growing number of clients with enhanced integrated services through the introduction of mobile telephony services and possibly broadband Internet access and fixed-line telephony services. This should increase client loyalty, which will reduce the churn rate.

## 5. Company's Management Board and Supervisory Board members

During the first seven months of 2007, the Management Board of the Parent Undertaking was composed of:

- Dominik Libicki                      President of the Management Board,
- Maciej Gruber                      Management Board Member.

On 30 July 2007, Dariusz Działkowski and Andrzej Matuszyński were appointed as Management Board Members. The appointment became valid and rights and obligations of the new Members of the Management Board became effective on 1 August 2007.

From 1 August 2007 until the end of 2007, the composition of the Management Board of the Parent Entity was as follows:

- Dominik Libicki                      President of the Management Board,
- Dariusz Działkowski              Management Board Member,
- Maciej Gruber                      Management Board Member,
- Andrzej Matuszyński              Management Board Member.

From 1 January until 20 September 2007 the Supervisory Board of the Parent Entity was composed of:

- Heronim Ruta                      Supervisory Board Chairman,
- Mariola Gaca                      Supervisory Board Member,
- Zdzisław Gaca                      Supervisory Board Member,
- Anna Kwaśnik                      Supervisory Board Member.

At the Extraordinary Shareholder Meeting of the Parent Undertaking on 20 September, 2007 Andrzej Papis was appointed to the Supervisory Board. From 20 September 2007 until 31 December 2007, the composition of the Supervisory Board was as follows:

- Heronim Ruta	Supervisory Board Chairman,
- Mariola Gaca	Supervisory Board Member,
- Zdzisław Gaca	Supervisory Board Member,
- Anna Kwaśnik	Supervisory Board Member,
- Andrzej Papis	Supervisory Board Member.

## 6. Shareholders

### a) Shareholders of the Cyfrowy Polsat as at the date of submitting the report

As at the date of submitting the report i.e. 11 June 2008, the shareholding structure was as follows:

	Number of shares	Par value of shares	% of votes at the Shareholder Meeting
Polaris Finance B.V.	175,025,000	7,001,000	76.79%
Other	93,300,000	3,732,000	23.21%
<b>Total</b>	<b>268,325,000</b>	<b>10,733,000</b>	<b>100.0%</b>

Mr. Zygmunt Solorz-Żak holds 85% in the share capital of Polaris Finance B.V., and Heronim Ruta holds 15% in the capital share of Polaris Finance B.V.

### b) Shares of Cyfrowy Polsat held by persons managing and supervising the Company

#### **Management Board**

31 December 2007					
Management Board Member	Number of shares	Par value of the shares (thousands of PLN)	Share in capital	Number of votes	Share in total number of votes
Dominik Libicki	500,000	20	0.19%	500,000	0.11%
Maciej Gruber	46,250	2	0.02%	46,250	0.01%
Andrzej Matuszyński	32,500	1	0.01%	32,500	0.01%
Dariusz Działkowski	46,250	2	0.02%	46,250	0.01%

### **Supervisory Board**

Supervisory Board Member	31 December 2007				
	Number of shares	Par value of the shares (thousands of PLN)	Share in capital	Number of votes	Share in total number of votes
Heronim Ruta	1,871,250	75	0.70%	3,742,500	0.82%

#### **c) Specification of holders of any securities that give special controlling rights over the issuer**

The current shareholders do not have voting rights at the Shareholder Meeting other than the voting rights arising out of holding shares in Cyfrowy Polsat Series A to D shares are privileged regarding voting rights, as follows:

- Series A shares, numbering 2,500,000, are privileged regarding voting rights, meaning that one share gives the right to cast two votes;
- Series B shares, numbering 2,500,000, are privileged regarding voting rights, meaning that one share gives the right to cast two votes;
- Series C shares, numbering 7,500,000, are privileged regarding voting rights, meaning that one share gives the right to cast two votes;
- Series D shares, numbering 175,000,000, are privileged regarding voting rights, meaning that one share gives the right to cast two votes.

Series E shares, numbering 75,000,000, and Series F shares, numbering 5,825,000, are the common bearer shares.

The Parent Entity of Cyfrowy Polsat is Polaris Finance B.V.

The Articles of Association do not contain provisions on limitations in exercising control over Cyfrowy Polsat.

#### **d) Limitations in transfer of ownership title to shares and any limitations in exercise of voting rights under the shares**

No limitations in marketability of the Company's shares existed in the period subject to presentation. Nor were there any limitations with respect to exercising voting rights under these shares.

#### **e) Information on agreements, of which the Group is aware, which may result in subsequent changes to the proportions of shares held by the previous shareholders**

The Group is not aware of (except for the assumptions of the incentive program for the management described in item 13) any arrangements or agreements which may result in subsequent changes in the proportions of shares held by the previous shareholders.

**f) Employee shares control system**

Cyfrowy Polsat does not have an employee shares program.

**g) Resolutions adopted by the Extraordinary Shareholder Meetings concerning the Public Offering**

At the Extraordinary Shareholder Meeting on 27 September 2007 the shareholders of Cyfrowy Polsat adopted Resolution no. 1 and amended the Articles of Association. Resolution no. 1 allowed the Company to convert 3,000,000 Series D registered shares into bearer shares and change their designation to Series E shares, and to divide all Series A to E shares and reduce their par value without reducing the share capital, meaning that 25 shares with a par value of PLN 0.04 are created in place of each previous share with a par value of PLN 1. Pursuant to that resolution, the privilege status to exercise voting rights under Series A and B shares was also changed. Currently, each Series A and B share gives the right to two votes at the Shareholder Meeting. Resolution no. 1 was registered by the registration court on 5 October 2007.

On 5 September 2007, the Extraordinary Shareholder Meeting of Cyfrowy Polsat adopted Resolution no. 2, amended with Resolution no. 2 adopted by the Extraordinary Shareholder Meeting dated 27 September 2007, to increase the share capital by PLN 233 thousand to PLN 10,733 thousand by the issue of 5,825,000 Series F bearer common shares with a par value of PLN 0.04 and an issue price of PLN 0.04, through a private subscription to Mr. Dominik Libicki, Company President of the Management Board (offer of subscribing 500,000 shares), Mr. Maciej Gruber, Company Management Board Member (offer of subscribing 46,250 shares), Mr. Andrzej Matuszyński, Company Management Board Member (offer of subscribing 32,500 shares), Mr. Dariusz Działkowski, Company Management Board Member (offer of subscribing 46,250 shares), Mr. Piotr Nurowski (offer of subscribing 1,706,250 shares), Mr. Józef Birka (offer of subscribing 1,740,000 shares), Mr. Aleksander Myszka (offer of subscribing 1,753,750 shares), and to deprive the current shareholders of the pre-emptive right in its entirety with respect to all shares of the new issue, and to amend the Articles of Association. Mr. Piotr Nurowski, Mr. Józef Birka and Mr. Aleksander Myszka are members of the Supervisory Board of Telewizja Polsat SA.

On 5 September 2007, the Extraordinary Shareholder Meeting of Cyfrowy Polsat also adopted Resolution no. 3, amended by Resolution no. 3 adopted by the Extraordinary Shareholder Meeting on 27 September 2007, to dematerialize and apply for a permit to allow all Series E and Series F shares to be traded on a regulated market.

## 7. Review of operational and financial situation and analysis of key balance sheet items

Operating results for the financial year ended 31 December 2007 as compared with the operating results for the previous financial year are as follows:

	for the year ended	
	31 December 2007	31 December 2006
Average number of Family Package subscribers <sup>1)</sup>	1,424,187	813,958
Average number of Mini Package subscribers	166,333	40,137
Average number of subscribers	1,590,520	854,095
Number of Family Package subscribers, end of the period	1,827,011	1,168,913
Number of Mini Package subscribers, end of the period	241,317	104,735
Number of subscribers, end of the period	2,068,328	1,273,648
Churn rate for the Family Package	5.7%	5.4%
Churn rate for the Mini Package	0.0%	0.0%
Churn rate <sup>2)</sup>	5.1%	5.1%
Average Revenue per Family Package subscriber (Family Package ARPU) <sup>3)</sup> (PLN)	37.8	35.9
Average Revenue per Mini Package subscriber (Mini Package ARPU) (PLN)	8.4	2.0 <sup>5)</sup>
Average monthly revenue per subscriber (Total ARPU) (PLN)	34.7	34.3
Subscriber Acquisition Cost (SAC) <sup>4)</sup> (PLN)	143.8	105.9

1) Calculated as the sum of the average number of subscribers in each month divided by the number of months in the period. Average number of subscribers per month is calculated according to the following formula: [(number of subscribers at the end of the month + number of subscribers at the beginning of the month)/2];

2) The percentage of terminated agreements calculated as the ratio of the number of terminated agreements in the given period to the average number of agreements in the period.

3) Revenues from subscription fees for the period divided by the average number of subscribers in such period and the number of months in the period.

4) Calculated as the average amount of commissions paid to distributors and to the customer call center per one new subscriber acquired.

5) For the period October – December 2006

As at 31 December 2007, the Group had a total of 2,068,328 subscribers, of which 1,827,011 were the Family Package subscribers and 241,317 were the Mini Package subscribers. In the period between 31 December 2006 and 31 December 2007, the total number of subscribers increased by 794,680 i.e. 62%. The number of Family Package subscribers increased by 658,098 i.e. 56%, and the number of Mini Package subscribers increased by 136,582 i.e. 130%. This growth contributed directly to the growth of revenues from operating activities. Considerable growth in the number of subscribers was mostly attributable to the abundant and interesting channels offered, in combination with the attractive price Cyfrowy Polsat provides to its subscribers. The Group's robust growth is also attributable to an effective advertising campaign which promotes the channels and equipment offered that fits the needs our clients.

Financial results for the financial year ended 31 December 2007 as compared with the financial results for the financial year ended 31 December 2006 are as follows:

(in thousands of PLN)	for the year ended		change %
	31 December 2007	31 December 2006	
Subscription fees	662,521	351,090	88.7%
Rental of satellite TV receiving equipment	5,954	16,455	(63.8)%
Sales of satellite TV receiving equipment	107,205	100,629	6.5%
Sales of signal transmission services	11,602	10,315	12.5%
Other operating revenue	9,387	4,057	131.4%
<b>Total revenues from operating activities</b>	<b>796,669</b>	<b>482,546</b>	<b>65.1%</b>
Depreciation and amortization	20,777	32,534	(36.1)%
Programming costs	152,031	68,647	121.5%
Signal transmission services costs	48,402	36,083	34.1%
Distribution and marketing expenses	125,919	66,021	90.7%
Salaries and employee-related expenses	41,701	19,640	112.3%
Cost of satellite TV receiving equipment sold	209,028	179,667	16.3%
Other operating expenses	53,664	38,118	40.8%
<b>Total cost of operating activity</b>	<b>651,522</b>	<b>440,710</b>	<b>47.8%</b>
<b>Profit from operating activities</b>	<b>145,147</b>	<b>41,836</b>	<b>246.9%</b>
Financial revenues	18,976	43,248	(56.1)%
Loss on the sale of shares in a subsidiary	(17)	-	-
Financial costs	(23,936)	(14,170)	68.9%
<b>Gross profit for the year</b>	<b>140,170</b>	<b>70,914</b>	<b>97.7%</b>
Income tax	26,755	15,081	77.4%
<b>Net profit from continuing operations</b>	<b>113,415</b>	<b>55,833</b>	<b>103.1%</b>
<b>Net profit/(loss) from discontinued operations</b>	<b>8</b>	<b>(112)</b>	<b>107.1%</b>
<b>Net profit for the period</b>	<b>113,423</b>	<b>55,721</b>	<b>103.6%</b>
<b>EBITDA</b>	<b>165,924</b>	<b>74,370</b>	<b>123.1%</b>

All numerical values presented in the description below were rounded off to one place after the decimal point.

Revenues from operating activities increased by PLN 314,1 million (i.e. 65.1%) from PLN 482,5 million in the period ended 31 December 2006 to reach PLN 796.7 million in the period ended 31 December 2007. The growth is mostly attributable to increase in subscription fees which are the largest component of total revenues from operating activities.

*Subscription fees* increased by PLN 311.4 million (i.e. 88.7%) from PLN 351.1 million for the period ended 31 December 2006 to reach PLN 662.5 million for the period ended 31 December 2007. The main sources of this growth were: (i) increase in number of medium-term subscribers calculated as the sum of average number of subscribers in the given month divided by 12 months; and (ii) growth of Family Package's ARPU attributable to increased subscription fees.

*Rental of satellite TV receiving equipment* decreased by PLN 10.5 million (i.e. 63.8%) from PLN 16.5 million for the period ended 31 December 2006 to reach PLN 6 million for the period ended 31 December 2007. As a result of actions taken to encourage the subscribers renting the satellite TV receiving equipment to purchase them, the number of subscribers paying additional monthly fees on account of renting the satellite TV receiving equipment decreased, and therefore the rental of satellite TV receiving equipment decreased.

*Sales of satellite TV receiving equipment* (a set top box with a satellite dish) increased by PLN 6.6 million (i.e. 6.5%) from PLN 100.6 million for the period ended 31 December 2006 to reach PLN 107.2 million for the period ended 31 December 2007. This increase also includes the sales of new as well as previously rented satellite TV receiving equipment. Despite greater number of acquired subscribers, the income from sales of satellite TV receiving equipment increased only slightly, mostly as a result of the reduction of average retail prices of sold satellite TV receiving equipment.

*Sales of signal transmission services* to the broadcasters of TV and radio channels increased by PLN 1.3 million (i.e. 12.5%) from PLN 10.3 million for the period ended 31 December 2006 to reach PLN 11.6 million for the period ended 31 December 2007. This increase results primarily from the Company's acquisition of new clients of this service in 2007.

Cost of operating activities increased overall by PLN 210.8 million (i.e. 47.8%) from PLN 440.7 million for the period ended 31 December 2006 to reach PLN 651.5 million for the period ended 31 December 2007. The growth was mostly attributed to the increase in (i) programming costs by PLN 83.4 million i.e. 121.5% (this growth has its share in the growth of total costs of operating activities of 39.6%); (ii) distribution and marketing costs by PLN 59.9 million (share in the growth of 28.4%); (iii) cost of satellite TV receiving equipment sold by PLN 29.4 million (this growth has a share in growth of total costs of operating activities of 13.9%); and (iv) other operating costs by PLN 15,5 million (share in the growth of 7.4%).

In nominal terms, an increase in total costs of operating activities resulted from an increase in the scope of the activity. However, thanks to the application of an effective cost management policy, the share of operating expenses in total revenues from operating activities decreased by 9.5 percentage points from 91.3% in the period ended 31 December 2006 to 81.8% in the period ended 31 December 2007.

*Depreciation and amortization* decreased by PLN 11.8 million (i.e. 36.1%) from PLN 32.5 million in the year ended 31 December 2006 to reach PLN 20.8 million in the year ended 31 December 2007. This item includes mostly the depreciation of properties, technical devices and machinery, as well as satellite TV receiving equipment owned by the Company that were rented to subscribers. The number of the satellite TV receiving equipment decreased because many of them were sold to the subscribers, and, accordingly, the satellite TV receiving equipment were no longer depreciated. This

decrease resulted mostly from changes in strategy for distribution of satellite TV receiving equipment to the clients, which involved offering them to purchase the satellite TV receiving equipment at attractive retail prices instead of leasing them.

*Programming costs* increased by PLN 83.4 million (i.e. 121.5%) from PLN 68.6 million in the year ended 31 December 2006 to reach PLN 152 million in the year ended 31 December 2007. During that time, the programming costs increased more than the subscription fees and total revenue from operating activities, which resulted from broadening of the programming offer. In February 2007, the Company introduced additional television channels into its programming, which resulted in an increase of license fee costs per one subscriber. The majority of agreements concluded with the licensors provide that the programming costs are calculated as multiplication of rate per one subscriber and the number of subscribers, reported to the given broadcaster, who have paid for the package of channel services containing that broadcaster's channel.

*Signal transmission services costs* increased by PLN 12.3 million (i.e. 34.1%) from PLN 36.1 million in the year ended 31 December 2006 to reach PLN 48.4 million in the year ended 31 December 2007. This change results mostly from increase of fees for the conditional access system. Since November 2005, the Company has been paying monthly fees for use of the system, calculated as the product of a monthly unit rate per active access card and the number of active cards. Therefore, the growth of number of subscribers, and, consequently, the number of active cards, contributes to the growth of this cost category.

*Distribution and marketing costs* increased by PLN 59.9 million (i.e. 90.7%) from PLN 66.0 million in the year ended 31 December 2006 to reach PLN 125.9 million in the year ended 31 December 2007. The change was mostly attributable to an increase in the commission for distributors by PLN 34 million (i.e. by 79.2%) related to a greater number of newly attracted subscribers, and the increased value of target bonuses paid to distributors. The increase in the commission for distributors represented 56.7% of the increase in distribution and marketing costs in the year ended 31 December 2007 in comparison with the year ended 31 December 2006. The increase in marketing, mailing and call center costs by PLN 12.5 million, PLN 4.4 million, and PLN 5.4 million, respectively, in comparison with the year ended 31 December 2006 (i.e. 129.1%, 79.0% and 73.3%, respectively) also contributed to the increase in this cost item. The increase of these cost items results from increase of number of subscribers.

*Salaries and employee-related expenses* increased by PLN 22.1 million (i.e. 112.3%) from PLN 19.6 million in the year ended 31 December 2006 to reach PLN 41.7 million in the year ended 31 December 2007. This change resulted mostly from growth of average number of employees employed on the basis of employment contracts by 67 persons i.e. 35.6%. The average gross monthly salary per one employee employed on the basis of an employment contract increased in that period from PLN 5.5 thousand in 2006 to reach PLN 6.3 thousand in 2007 (growth of 14.5%), and the average monthly salary on the basis of project-specific contract – from PLN 0.9 thousand in 2006 to reach PLN 1.3 thousand in 2007 (growth by 44.4%). The growth of payroll and employee benefits also resulted from (i) acquisition of Series F shares by the Management Board members below their estimated fair value on the date of their purchase, which resulted in carrying an additional salaries cost of PLN 10.2 million, (ii) growth of the Management Board's compensation and (iii) bonuses paid out to employees for reaching the level of two million subscribers.



*Cost of satellite TV receiving equipment sold* increased by PLN 29.4 million (i.e. 16.3%) from PLN 179.7 million in the year ended 31 December 2006 to reach PLN 209 million in the year ended 31 December 2007. This growth is mostly related to greater number of new attracted subscribers who purchased the satellite TV receiving equipment from Cyfrowy Polsat. Cost of satellite TV receiving equipment sold was higher than the income from selling the satellite TV receiving equipment in both analyzed periods. Sales of satellite TV receiving equipment did not increase as a proportion of cost of satellite TV receiving equipment sold due to reduction of retail prices of sold satellite TV receiving equipment in the course of the promotional campaigns in 2007.

*Other operating expenses* increased by PLN 15.5 million (i.e. 40.8%) from PLN 38.1 million in 2006 to reach PLN 53.7 million in 2007. The main contributing factors for the changes included (i) establishment of additional revaluation charges of receivables (increase by PLN 3.3 million), (ii) increase of fee for the Polish Film Institute (increase by PLN 3.7 million), (iii) increase of legal, advisory and consulting costs (increase by PLN 4.3 million), (iv) increase of other operating cost components by PLN 3.4 million, (v) increase of other taxes and fees by PLN 1.7 million, and (vi) increase of consumption of materials and energy, repairs and renovations and rent of premises.

EBITDA increased by PLN 91.5 million (i.e. 123.1%) from PLN 74.4 million for the period ended 31 December 2006 to reach PLN 165.9 million for the period ended 31 December 2007. This growth resulted from an increase in profit from operating activities by PLN 103.3 million and a decrease in depreciation and amortization by PLN 11,8 million.

Financial revenues decreased by PLN 24.3 million (i.e. 56.1%) from PLN 43.2 million in the year ended 31 December 2006 to reach PLN 19 million in the year ended 31 December 2007. The decrease resulted mostly from lower net income on foreign exchange differences in the year ended 31 December 2007 as compared with the year ended 31 December 2006 (by PLN 13.0 million), which resulted from lower appreciation of PLN with respect to USD and EUR in the year ended 31 December 2007 as compared with 2006, and the impact of this appreciation on transactions denominated in foreign currencies. In addition, the gain on foreign exchange differences decreased due to a decrease in percentage share of loans denominated in foreign currencies in the overall amount of loans in the year ended 31 December 2007 as compared with 2006. In addition, the decrease in profits from sale of shares, shares and other investments by PLN 14.3 million was recorded, due to a one-off transaction concluded in 2006 (in 2006, the Company purchased receivables on account of the loan for the purchase price of PLN 15.3 million from the affiliated company Sky Service Sp. z o.o., and then the Company resold the receivable for the amount of PLN 30 million to the affiliated company PAI Media SA).

Financial costs increased by PLN 9.8 million (i.e. 68.9%) from PLN 14.2 million in the year ended 31 December 2006 to reach PLN 23.9 million in the year ended 31 December 2007. This growth resulted mainly from carrying the costs related to the initial public offering in the amount of PLN 9.7 million in 2007.

## Analysis of main balance sheet items

### Non-current assets

(in thousands of PLN)	31 December 2007	31 December 2006
Satellite TV receiving equipment	549	7,979
Other tangible assets	97,326	45,717
Goodwill	-	14
Intangible assets	11,465	4,395
Property held as investments	18,932	28,507
Other long-term assets	30,956	12,877
Deferred tax assets	4,134	3,520
<b>Non-current assets</b>	<b>163,362</b>	<b>103,009</b>

As at 31 December 2007 and 31 December 2006, the value of non-current assets was PLN 163.4 million and PLN 103.0 million, respectively, and represented 27.4% and 29.1%, respectively, of total assets.

The other tangible assets item includes mostly the value of buildings, technical devices and machinery, means of transport and fixed assets under construction. The growth of this item in 2007 is related to purchases of tangible assets in the amount of PLN 5.6 million for expansion of the satellite broadcasting center, PLN 8.1 million for upgrading the properties, PLN 8 million for devices for production of set-top-boxes, and PLN 17.9 million for telecommunication devices to provide mobile virtual network operator (MVNO) services.

As at 31 December 2007, the value of the satellite TV receiving equipment was PLN 0.5 million, and was approximately 93.1% lower as compared with PLN 8 million as at 31 December 2006. This decrease results from change in the distribution policy concerning the satellite TV receiving equipment, entailing the launch of sales of the satellite TV receiving equipment instead of renting them, and reduction of value of the satellite TV receiving equipment provided to the clients without the repurchase option as a result of making depreciation charges.

Decrease in the value of the property held for investments purposes in 2007 results from the fact that the Group terminated part of the rental agreements for the warehouse and office spaces, which had been concluded with non-affiliated companies, and launched its own activities in these premises.

In the period from 1 January 2007 to 31 December 2007, the other long-term assets item, which mostly includes commissions for distributors settled throughout the basic term of the subscriber agreement, as well as shares in subsidiary entities, increased considerably. Commissions for distributors, which will be settled after 12 months from the balance sheet date, are presented as other long-term assets. On the other hand, commissions for distributors, which will be settled within 12 months from the balance sheet date, are carried as other current assets. As at 31 December 2006, the value of long-term commissions for the distributors was PLN 10.6 million, and as at 31 December 2007 – PLN 29.6 million.

## Current assets

(in thousands of PLN)	31 December 2007	31 December 2006
Inventories	130,009	58,009
Short-term investments	-	61
Trade and other receivables	79,133	43,299
Income tax receivables	3,002	-
Other current assets	68,971	37,786
Cash and cash equivalents	150,726	109,833
Non-current assets intended for sale	-	1,361
<b>Current assets</b>	<b>431,841</b>	<b>250,349</b>

The share of current assets in total assets as at 31 December 2007 and 31 December 2006 was 72.6% and 70.8%, respectively, and their value was PLN 431.8 million and PLN 250.3 million, respectively. The value of current assets increased in the period from 1 January 2007 to 31 December 2007 by 72.5%. The increase in the value of current assets in the discussed period results mostly from increase in the value of inventories (i.e. set-top-boxes, cards for the set-top-boxes, remote controls, satellite dishes and conditional access modules ("CAM")) by 124.1%, and a significant increase of cash and cash equivalents which as at 31 December 2007 amounted to PLN 150.7 million as compared with PLN 109.8 million as at 31 December 2006. Most cash is held in the form of deposits and on accounts in renowned Polish and international banks, which, in the Management Board's opinion, considerably mitigates the risk associated with investing cash.

Other current assets, whose value as at 31 December 2007 and 31 December 2006 was PLN 69 million and PLN 37.8 million, respectively, mostly included commissions for the distributors settled throughout the minimum term of the subscriber agreement, which are settled within 12 months from the balance sheet date. Their growth during the analyzed period resulted from the an increase of the scale of operations and an increase of the number of attracted subscribers.

Trade and other receivables include receivables from individual clients as well as receivables from the distributors and other entities. Their value increased by PLN 35.8 million (82.7%), reaching PLN 79.1 million as at 31 December 2007. This growth is the result of intensive sales made in the fourth quarter of 2007.

Non-current assets intended for sale concern in their entirety the company EMarket Sp. z o.o.

## Equity and non-current liabilities

(in thousands of PLN)	31 December 2007	31 December 2006
Issued capital	10,733	10,500
Supplementary capital	3,500	-
Other reserves	10,174	-
Retained earnings/(accumulated losses)	36,733	(73,188)
Minority interests	-	70
<b>Equity</b>	<b>61,140</b>	<b>(62,618)</b>
Long-term loans and borrowings	132,226	29,240
Long-term finance lease liabilities	1,412	893
Deferred tax liabilities	671	22
Other long-term liabilities and provisions	605	564
<b>Non-current liabilities</b>	<b>134,914</b>	<b>30,719</b>

The Group finances its operations using equity as well as long- and short-term liabilities. Equity as at 31 December 2006 was negative and amounted to PLN (62.6) million, while as at 31 December 2007 equity was positive and amounted to PLN 61.1 million. The reason for negative equity in 2006 is the fact that since its inception, the Group has been incurring considerable outlays related to the construction and development of the digital satellite platform. In addition, other costs associated with business development are incurred, in particular costs related to development of the subscriber base such as costs of programming costs related to introduction of an attractive programming offer, marketing costs or costs of purchasing the satellite TV receiving equipment for new clients. The high value of net profit in 2007 resulted in positive equity as at 31 December 2007. In addition, in 2007 share capital grew from PLN 10.5 million to PLN 10.7 million by the issue of 5,825,000 shares with a nominal value of PLN 0.04.

As at 31 December 2007, the long-term liabilities were PLN 134.9 million, and as at 31 December 2006 – they amounted to PLN 30.7 million. This increase resulted from taking out a long-term loan in Bank BPH S.A. (currently Pekao S.A.) (the loan agreement is described in detail in item 9).

## Current liabilities

(in thousands of PLN)	31 December 2007	31 December 2006
Current loans and borrowings	88,731	208,084
Current finance lease liabilities	204	-
Trade and other payables	208,714	97,562
Deposits for satellite TV receiving equipment	20,032	21,641
Deferred income	81,468	56,799
Liabilities related to non-current assets held for sale	-	1,171
<b>Current liabilities</b>	<b>399,149</b>	<b>385,257</b>

Current liabilities as at 31 December 2007 amounted to PLN 399.1 million and were 3.6% higher than during the same period in 2006, when they amounted to PLN 385.3 million. However, as at 31 December 2007, the Group has shown lower

current loans and borrowings, which was PLN 88.7 million, where as at 31 December 2006 it was PLN 208.1 million. This change resulted from taking out a long-term loan in Bank Pekao S.A. in 2007, which was used to pay off the current loans.

Trade and other payables as at 31 December 2007 amounted to PLN 208.7 million and were 113.9% higher than the ones shown as at 31 December 2006, when they amounted to PLN 97.6 million. This growth results from higher purchases associated with the current business operations, which were made by the Company towards the end of 2007 and which are the product of intensive sales made in the fourth quarter of 2007.

As at 31 December 2006, the value of deposits for satellite TV receiving equipment decreased from PLN 21.6 million to reach PLN 20 million as at 31 December 2007. The decrease was caused by gradual reduction in the number of subscribers renting the set-top-boxes. The deposits were partially returned and applied towards the repurchase of set-top-boxes.

Deferred income includes mostly the subscription fees paid in advance and fees for renting the set-top-boxes. These fees concern the services which will be provided in the period of 12 months from the balance sheet date and are carried as current liabilities.

## Liquidity analysis

The financial liquidity analysis was carried out on the basis of the three ratios. The method of calculating them is presented below:

- (i) current ratio, which reflects the capacity to repay current liabilities using current assets – calculated as the ratio of the balance of current assets to the balance of short-term liabilities at the end of the given period;
- (ii) quick ratio, which reflects the capacity to collect in a short amount of time the cash necessary to cover the immediately repayable liabilities – calculated as the ratio of the balance of current assets minus inventory to the balance of short-term liabilities at the end of the given period;
- (iii) cash ratio, which reflects the capacity to repay payable liabilities immediately – calculated as the ratio of cash and cash equivalents to the balance of short-term liabilities at the end of the given period.

	31 December 2007	31 December 2006
Current ratio	1.08	0.65
Quick ratio	0.76	0.50
Cash ratio	0.38	0.29

The current ratio increased from 0.65 for the period ended 31 December 2006 to 1.08 for the period ended 31 December 2007. The growth resulted from higher growth of current assets than the growth of liabilities.

The quick ratio increased from 0.50 for the period ended 31 December 2006 to 0.76 for the period ended 31 December 2007. The quick ratio increased as a result of higher growth rate of current assets than the growth rate of liabilities.

The cash liquidity ratio increased from 0.29 for the period ended 31 December 2006 to 0.38 for the period ended 31 December 2007. The relatively high cash liquidity ratio results from the specificity of the business activity, which involves large amounts of cash and cash equivalents. The improvement of this ratio results from development of the Company's activity and increase in revenues.

## Cash flows

(in thousands of PLN)	for the year ended	
	31 December 2007	31 December 2006
Cash flow from operating activities	111,210	81,310
Cash flow from investing activities	(54,358)	(38,764)
Cash flows from financing activities	(15,667)	3,074
Cash and cash equivalents at the end of the period	150,726	109,833

Cash flow from operating activities increased by PLN 29.9 million from PLN 81.3 million in the period ended 31 December 2006 to reach PLN 111.2 million in the period ended 31 December 2007. This increase results mainly from an increase in the net profit by PLN 57.7 million, and an increase in received operating activity interest by PLN 3.2 million, which was partially offset by the paid income tax in the amount of PLN 29.7 million.

## Assessment of non-standard events influencing the operating result for the given period

The following non-standard events occurred in the period from 1 January 2007 to 31 December 2007 as part of the Group's basic activity:

On 17 July 2007, Cyfrowy Polsat sold all shares in the subsidiary Satkabel Sp. z o.o. belonging to the Company. The Company's line of business was, inter alia, telecommunication, production of movies and cable television. The Management Board believes that continuing to hold shares in that company was not consistent with the Group's long-term strategy. The outcome of the transaction did not have a material impact on the Capital Group's activity in 2007.

On 17 July 2007, Cyfrowy Polsat concluded an agreement with Teleaudio Sp. z o.o. to sell 7,950 shares in EMarket Sp. z o.o. with a par value of PLN 1,000, representing a total of 75% of EMarket Sp. z o.o.'s share capital. The agreement was concluded on the condition that Teleaudio Sp. z o.o. would assume all the rights and obligations of Cyfrowy Polsat arising out of the surety agreement concluded on 4 August 2005 between Cyfrowy Polsat and ABC Data Sp. z o.o. That condition was fulfilled through signing, on 31 August 2007, the agreement to assign to Teleaudio Sp. z o.o. the rights and obligations arising out of the surety agreement.

EMarket Sp. z o.o. was subject to consolidation until the end date of exercising control over it. The date of fulfillment of the condition set forth in the sale agreement, i.e. 31 August 2007, was considered to be the date on which the exercise of control ended. The Management Board believes that continuing to hold shares in that company was not consistent with the Group's long-term strategy – the activity of EMarket Sp. z o.o., which involves the sale of electronic equipment, is different from the Group's planned basic operating activity. The outcome of the transaction did not have material impact on the Capital Group's activity in 2007.

## 8. Management Board's explanation of any differences between the financial results disclosed in the annual report and the financial forecasts published earlier

The Group did not publish forecasts for 2007.

## 9. Credits, loans, guarantees and sureties

### Information about taken out credits and loans, and obtained guarantees and sureties

#### Agreement with Bank BPH SA (currently Bank Pekao SA)

On 9 October 2007, Cyfrowy Polsat entered into a revolving credit facility agreement with Bank BPH SA, pursuant to which Bank BPH SA (acting as the original lender) undertook to provide funds up to PLN 200,000 thousand in two tranches, earmarked for: (i) refinancing Cyfrowy Polsat's debt towards Polaris Finance B.V., Cypress Media B.V. and EFG Investment Bank AB, and then, on the condition that the foregoing debt is repaid in its entirety - (ii) financing the Company's current operations. Furthermore, Bank Pekao agreed to act as arranger and security agent under the Bank Pekao Revolving Credit Facility. The rights and obligations of the senior may be transferred to another bank or financial institution (acting as a junior lender) with the consent of Cyfrowy Polsat, except for situations in which a transfer would result from the Company's failure to keep the terms and conditions of the agreement. In each of the two aforementioned tranches, Cyfrowy Polsat is authorized to receive payouts of at least PLN 20,000 thousand each. The period in which funds may be made available within the second tranche, elapses 30 days before the third anniversary of concluding the agreement. The interest rate with respect to each payout is the annual percentage rate which is the sum of the margin and the WIBOR rate. In addition, the Company undertook to pay Bank Pekao SA a commitment fee to every lender, amounting to 0.5% of the exposure with regard to each tranche per annum. The Company was obligated to prepay the loan, in an amount of at least PLN 50,000 thousand, within 30 days from the date of the offering (defined as the issue or sale of our shares as part of the initial public offering on Warsaw Stock Exchange ("WSE"), provided that the issued shares are approved to be traded publicly on WSE) or on 30 June 2008, whichever occurs earlier. In connection with the Offering, Cyfrowy Polsat made the foregoing prepayment on 5 June 2008. The Company also undertook to conclude with the agent (i.e. Bank BPH SA acting on behalf of and in favor of the lenders as the pledge administrator or on its own behalf and in its own favor) within three months from 30 June 2008, the pledge agreement on the Company's bank accounts. The final repayment of the loan should occur no later than on the third anniversary of the agreement.

The agreement imposes several limitations on the Company prevailing in the period from the date of its conclusion to the moment of repayment of liabilities. If Mr. Zygmunt Solorz – Żak loses control over the Company (i.e. if Mr. Zygmunt Solorz – Żak's share in the number of votes at our Shareholder Meeting falls below 42%), Bank BPH SA, acting as an agent, will be able to void the tranches and make the unpaid loan immediately repayable with interest, after serving a 30-day's notice. In addition, the limitations include in particular: (i) a ban on establishing security on the Company's assets for amounts exceeding PLN 100 thousand, (ii) ban on selling assets to incur financial debt or finance the purchase of assets, (iii) ban on selling, transferring or leasing the Company's assets if the market value of the subject matter of the transaction exceeds PLN 30,000 thousand, and the transaction was not concluded in the normal course of the activity, (iv) ban on merging with another legal entity without the agent's consent, (v) ban on purchasing shares in other enterprises or establishing companies without the agent's consent, (vi) ban on concluding transactions on conditions inferior to market conditions, (vii) ban on granting loans without the agent's consent; however, this does not apply to loans granted to Praga Business Park Sp. z o.o. and Cyfrowy Polsat Technology Sp. z o.o. in a maximum total amount of PLN 40,000 thousand, (viii) ban on drawing down guarantee liabilities without the agent's consent, (ix) ban on paying out a dividend before the Offering, (x) ban on drawing down financial debt other than the debt drawn down as part of current activity, whose total amount does not exceed PLN 10,000 thousand, (xi) ban on purchasing for the purpose of retiring, and ban on retiring the Company's shares without the agent's consent, (xii) ban on making material changes to the Company's line of business, (xiii) ban on disposing of the Company's receivables, (xiv) obligation to deliver to the agent all material documents and information concerning the capital group's financial standing, (xv) obligation to make monthly payments to the agent's account in the amount of at least PLN 30,000 thousand each (however, no more than 50% of funds deposited on the Company's accounts), (xvi) obligation to make

international transfers of funds through the agent if these transfers exceed PLN 50 thousand, (xvii) ban on opening any bank accounts without previously granting security to the agent, (xviii) obligation to use, in the course of audits of financial statements, the services of auditors specified in the agreement or other auditors as the agent may agree.

Pursuant to the foregoing agreement, on 12 October 2007 Cyfrowy Polsat obtained funds that were used to repay the total liabilities towards Polaris Finance B.V. and Cypress Media B.V., and on 14 November 2007 the Company obtained funds that were used to repay the total liabilities towards EFG Investment Bank AB.

On 9 October 2007, the Company concluded with Bank BPH SA a master agreement governing in detail the principles of agreeing conditions, confirmations and settlements of transactions between the Company and Bank BPH SA.

#### Bank guarantee agreement

On 15 November 2007, Cyfrowy Polsat concluded with Bank BPH SA (currently Bank Pekao SA) a bank guarantee agreement pursuant to which Bank BPH SA undertook, should the Company fail to fulfill its obligations towards Polska Telefonia Cyfrowa Sp. z o.o. ("PTC"), to pay PTC up to the maximum amount of PLN 3,300 thousand, upon first written demand of PTC. The bank guarantee is valid up to and including 15 November 2008, and it expires automatically and entirely if the demand under this guarantee does not reach the bank on the same day in writing.

### **Information about granted loans, sureties and guarantees**

#### Loans granted to Cyfrowy Polsat Technology Sp. z o.o.

On 22 May 2007, Cyfrowy Polsat concluded an agreement with Cyfrowy Polsat Technology Sp. z o.o. for the loan of PLN 1,500 thousand to finance the company's current operations. The parties agreed interest in the amount of WIBOR 6M calculated on the last day prior to the date on which the interest is due and payable plus a margin of 2%. The deadline for the repayment of the loan with interest was set as no later than on 31 December 2008. The borrower's irregular blank promissory note with a bill of exchange declaration was the collateral for the loan.

On 27 August 2007, Cyfrowy Polsat concluded an agreement with Cyfrowy Polsat Technology Sp. z o.o. for the loan of PLN 1,500 thousand to finance the company's current operations. The parties agreed interest based on the WIBOR 6M index calculated on the last day prior to the date on which interest is due and payable plus a margin of 2%. The deadline for the repayment of the loan with interest was set as no later than on 31 December 2008. The borrower's irregular blank promissory note with a bill of exchange declaration was the collateral for the loan.

On 21 December 2007, Cyfrowy Polsat concluded an agreement with Cyfrowy Polsat Technology Sp. z o.o. for a loan of PLN 4,000 thousand to finance the company's current operations. The parties agreed interest based on the WIBOR 6M index calculated on the last day prior to the date on which interest is due and payable plus a margin of 2%. The deadline for the repayment of the loan with interest was set as no later than on 31 December 2008. If that deadline is not kept, Cyfrowy Polsat Technology will be obligated to pay interest of 15% on the unpaid amount per annum until the date of repaying the loan. The borrower's irregular blank promissory note with a bill of exchange declaration was the collateral for the loan.



## 10. Investments

### Main domestic and international investments

In the period from 1 January 2007 to 31 December 2007, the Cyfrowy Polsat Capital Group incurred capital expenditures related to business development and acceptance of standards enabling it to provide services at a higher level. Capital expenditures are defined as the outflow of cash on account of investment purchases. The incurred outlays were also earmarked for increasing the subscriber base.

The table below presents the capital expenditures incurred by the Group in 2007

Type	Category	Value (thousands of PLN)
Tangible assets	Satellite uplink center	6,862
	Real estate	6,137
	Set-top-box production	7,780
	Call Center	1,024
	MVNO	12,235
	Other	9,412
Intangible assets	Software for set-top-boxes	1,117
	Licenses for production systems	8
	MVNO	6,437
	Other	3,946
Total		54,958

### Information about main future investments and assessment of their feasibility

The Company envisages that the capital expenditures in 2008, related to development of the Company's business, will approximately be PLN 62.6 million. As part of planned investments, the most important items will entail capital expenditures related to MVNO activities, capital expenditures for upgrade and development of the property in which the Company is running its business, and for IT infrastructure development. The capital expenditures related to MVNO activities will depend on this service's development rate, in particular the number of new users. The Company envisages that the capital expenditures for that purpose should not be greater than roughly PLN 12.7 million. These expenditures will be above all related to development of technological infrastructure, and the main investments will concern in particular the following:

- (i) development of a billing system involving the introduction of a functionality to create new types of rate plans and promotional offers, and automation of selected billing processes (ca. PLN 5.7 million)
- (ii) purchase and integration of the Mobile Switching Center (MSC) together with the Home Location Register (HLR), the Short Message Service Center (SMSC), and the management system for the telecommunication system elements (ca. PLN 4.1 million)
- (iii) purchase and implementation of the SIM card management system (Over-The-Air, OTA), allowing one, inter alia, to configure remotely the settings of the client's phone and download on the client's SIM card the applications for provision of value added services (e.g. bank service applications) (ca. PLN 2.2 million), and

- (iv) purchase of an MNP (Mobile Number Portability) platform allowing to provide the number transfer services; purchase of the Lawful Intercept system allowing to eavesdrop on phone calls and view the SMS content for the legal authorities (e.g. prosecutor's office) (ca. PLN 0.7 million)

In addition, the Company is considering the future introduction of the provision of digital TV services via Internet Protocol Television ("IPTV"). This service would make it possible to provide satellite digital TV services to clients who cannot use these services in a traditional way.

The table below presents the capital expenditures planned for 2008, related to subscription television services.

Description	Value (PLN thousand)
Upgrade and development of the property at ul. Łubinowa 4a, in this adjustment of a warehouse and a production hall for production of set-top-boxes, and upgrade and development of an office building	18,000
Development of the IT infrastructure	12,700
Investments in call center development	8,800
Sales, distribution, logistics	5,400
Investments in upgrades of the satellite center/ transmission of signal	2,900
Service center for set-top-boxes	2,100
<b>Total</b>	<b>49,900</b>

The Group will finance future capital expenditures with surplus cash on current operating activities.

## 11. Significant transactions with related parties

Transactions with affiliated entities in the period from 1 January 2007 to 31 December 2007, whose individual or total value exceeded the PLN equivalent of EUR 500 thousand, are as follows:

### Operating costs (PLN thousands)

	for the year ended 31 December 2007
Telewizja Polsat SA	14,684

The transactions with Telewizja Polsat SA include license fees on account of broadcasting "Polsat Sport" and "Polsat Sport Extra" channels.

#### Financial costs (PLN thousands)

	for the year ended 31 December 2007
Polaris Finance B.V.	2,882

Until 12 October 2007, the activity of Cyfrowy Polsat was partially financed with loans received from Polaris Finance B.V. On 12 October 2007, the loan to Polaris Finance B.V. was repaid with interest.

The list of material outstanding settlements to affiliated entities as at 31 December 2007 is presented in the table below.

#### Liabilities (PLN thousands)

	31 December 2007
Telewizja Polsat SA	2,854

## 12. Material agreements concluded by the Cyfrowy Polsat S.A. Capital Group in 2007

### Agreement with Accenture Sp. z o.o.

On 31 May 2007, the Parent Entity concluded with Accenture Sp. z o.o. an agreement to implement and launch a billing system. The subject matter of the agreement is the implementation, including parameterization and configuration, and launch of the billing system (income management as well as settling and invoicing subscribers of telecommunication services, including data and voice transmission services provided through the telecommunication network) i.e. the IT system for administration of telecommunication processes i.e. the provision by the Parent Undertaking of the MVNO – Mobile Virtual Network Operator services and provision of mobile telephony services in cooperation with the mobile network operators and other providers of services. The agreement describes the parties' rights to terminate it and it specifies the principles and deadlines of its termination. The agreement provides details on Accenture Sp. z o.o.'s compensation. This compensation includes compensation for performance of implementation, one-off resale and delivery of hardware and software of third parties (software by Oracle such as Oracle Billing Revenue Management, Oracle Date Base, and by Hewlett-Packard – HP Open Call SAC, HP Open View and HP Open Backup), and granting a license for software written by Accenture Sp. z o.o. The parties to license agreements with respect to software by HP and Oracle are Hewlett-Packard Polska Sp. z o.o. and Oracle Polska Sp. z o.o., respectively. The license agreement may be terminated with a five-year termination notice. The agreement was concluded under Polish law.

### Agreement with Nokia Poland Sp. z o.o.

On 1 July 2007, Cyfrowy Polsat concluded with Nokia Poland Sp. z o.o. ("Nokia") the delivery agreement pursuant to which Nokia undertook to deliver the system consisting of hardware and software and to provide services for installation of MVNO. The MSC server, Media Gateway MGW, Home Location Register HLRi, Short Message Center SMSC, and Cisco Catalyst 3750 site router with the software to be used in the test phase will be delivered. Pursuant to the agreement, the test phase is to last three months and may be extended to six months. The agreement envisages that after the test phase, the system upgrade will be carried out to enable Cyfrowy Polsat to provide services commercially. The agreement reserves that the ownership title to the hardware is transferred onto the Company upon making the payment. The agreement determines the prices for additional elements and services which Cyfrowy Polsat may purchase within the agreement, as well as the compensation for maintenance of the system in the subsequent years. The agreement establishes flat-rate fees for additional

maintenance and installation services provided by Nokia. The agreement was concluded for a term of three years from the date of its signing, and it describes the parties' rights to terminate it. This agreement is governed by Polish law.

Pursuant to the Software License Terms constituting an attachment to the agreement, Nokia granted the Parent Entity a non-transferable, non-exclusive software license. During the test phase, the license cannot be used for commercial provision of services. The license agreement was concluded under the Finnish law.

#### Master agreements with Nokia Siemens Networks Sp. z o.o. and Nokia Siemens Networks Polska Sp. z o.o.

On 14 August 2007, the Parent Entity concluded a master agreement with Nokia Siemens Networks Sp. z o.o. and a master agreement with Nokia Siemens Networks Polska Sp. z o.o. The subject matter of the agreements is the delivery, by the foregoing companies, of hardware, network infrastructure, software (along with licenses) and implementation services for the installation of MVNO, and ensuring its operation and required parameters. The agreement performance schedule and the compensation payment principles were laid down in detail in attachments to the agreements. The agreements were concluded under Polish law and determine the cases in which the parties have the right to terminate or withdraw from the agreements.

On 14 September 2007, the Parent Undertaking concluded agreement with Nokia Siemens Networks Sp. z o.o. and agreement with Nokia Siemens Networks Polska Sp. z o.o. The subject matter of the agreements is the provision, by the foregoing companies, of the maintenance services for the telecommunication system, including hardware and software delivered to Cyfrowy Polsat pursuant to agreements of 14 August 2007. Detailed principles for payments of compensation for the services covered by the agreements were laid down in attachments to the agreements. The agreements were concluded for the term of five years and may be terminated in cases and on principles set forth in the agreement. The agreements were concluded under Polish law.

#### Agreement to purchase hardware from Nokia Siemens Networks Polska Sp. z o.o.

On 18 September 2007, the Parent Undertaking concluded with Nokia Siemens Networks Polska Sp. z o.o. an agreement to determine the terms and conditions of sale, delivery, installation and launch of hardware necessary for correct operation of the entire telecommunication infrastructure, including the power system. The parties determined the dates of delivery and launch of the system at 19 and 27 September 2007, respectively.

#### Agreements with Alcatel Lucent Polska SA

On 28 September 2007, the Parent Undertaking concluded with Alcatel Lucent Polska SA an agreement pursuant to which Alcatel Lucent Polska SA, in connection with extension of the Group's activity by MVNO services, undertook to deliver and install the Alcatel – Lucent system with software, and to provide training and technical assistance. Pursuant to the agreement, Alcatel Lucent Polska SA granted a software license to Cyfrowy Polsat. The license agreement may be terminated with a five-year termination notice in the cases specified therein. The parties reserved contractual penalties in the event of failure to perform or inadequate performance of the obligations under the agreement. The agreement is governed by Polish law and may be terminated by any of the parties in the event of a breach of its provisions.

On 28 September 2007, Cyfrowy Polsat concluded with Alcatel Lucent Polska SA the service agreement to determine the conditions for Alcatel Lucent Polska SA to provide maintenance services for the Alcatel – Lucent system – which is covered

by a separate agreement between the Company and Alcatel Lucent Polska SA. The agreement regulates in detail the conditions for provision of maintenance services and compensation for these services. In addition, the agreement lays down the cases in which the parties have the right to terminate it, however Cyfrowy Polsat is authorized to terminate the agreement without stating the reason with a 6-month termination notice. Alcatel Lucent Polska SA granted a 6-month warranty for repairs made under the agreement.

#### Memorandum of Agreement with Telewizja Polsat SA

On 17 May 2007, the Parent Entity concluded with Telewizja Polsat SA a memorandum of agreement for mutual settlements between the parties concerning Telewizja Polsat SA's payment of compensation to eligible authors – members of ZAIKS Authors' Association ("ZAIKS"). The payment in question included the Parent Entity's receivables towards ZAIKS for the period until 31 May 2006. Pursuant to the memorandum of agreement, Cyfrowy Polsat paid PLN 2,700 thousand to Telewizja Polsat SA. The memorandum of agreement was concluded in connection with the provisions of the agreement of 31 January 2001 concluded between Telewizja Polsat SA and ZAIKS, pursuant to which Telewizja Polsat SA participated in making performances to ZAIKS with respect to the re-broadcast of programs on the digital platform which is currently operated by Cyfrowy Polsat. The memorandum of agreement confirms that with respect to the agreement of 31 January 2001, Telewizja Polsat SA represented Cyfrowy Polsat in its dealings with ZAIKS, and that starting from 1 June 2006 the Company was authorized to conduct its own settlements with ZAIKS in accordance with the terms and conditions of the agreement as well as to agree individually the conditions of further cooperation with ZAIKS.

As a result of the conducted negotiations for determining the conditions of direct cooperation with ZAIKS, on 7 April 2008 a memorandum of agreement was concluded to pay to ZAIKS the authors' compensation for works re-broadcasted on the digital platform in the period from 1 June 2006 to 31 December 2007. The payment of compensation under the memorandum of agreement satisfies ZAIKS's claims on account of authors' compensation for re-broadcasting the works on the digital platform in the aforementioned period. At the same time, a license agreement was concluded with ZAIKS, which regulates conditions of further cooperation.

#### Agreement with Interflux Sp. z o.o.

On 20 March 2007, the Parent Undertaking concluded with Interflux Sp. z o.o. an agreement for the purchase of a production line to be used by the Group for assembly of set-top-boxes. The subject matter of the agreement is the sale to Cyfrowy Polsat of a technological line with software, designated for assembly of elements of electric and electronic devices, its delivery, assembly, installation, launch, training on the service of technological line and provision of maintenance services as part of warranty. The agreement reserves that the ownership title to the devices will be transferred when compensation is paid in full. Cyfrowy Polsat may transfer rights and obligations under the agreement to an entity in which it holds 100% of the share capital.

#### Agreement with Polska Telefonii Cyfrowa Sp. z o.o.

On 8 November 2007, the Parent Undertaking concluded with Polska Telefonii Cyfrowa Sp. z o.o. ("PTC") an agreement to determine the conditions for connecting the mobile public telephone network of Cyfrowy Polsat and the PTC public telephone network (used for provision of services according to their designation), and cooperation and mutual settlements between the Company and PTC, including also technical conditions related to installation and maintenance of network connection points i.e. the points of exchange and registration of traffic and inter-network signals between the parties.

Pursuant to the agreement, the parties make mutual connections between their networks for the purpose of allowing the exchange of telecommunication traffic between the networks. The costs of accepting and routing telephone traffic in its own network, including the costs associated with purchase, acquisition, installation and maintenance of devices necessary to provide telecommunication services are incurred by each party on its own. Each party is responsible for the maintenance of the technical capacity of hardware on its own side of the network connection point, and for ensuring the flow of telecommunication traffic from and to the telecommunication network of the other party, while preserving the continuity of provided services and without impairment of their quality. Mutual settlements of the parties for the traffic will be made on the basis of traffic registration in accordance with the detailed principles set forth in an attachment to the agreement. The agreement was concluded for an indefinite term i.e. for the term during which both parties are authorized to provide telecommunication services. The agreement will expire when one of the parties loses its authorization to provide telecommunication services. Each party has the right to terminate the agreement with a two-month termination notice effective at the end of the calendar month in writing, otherwise being null and void, if the other party is in gross breach of the agreement and does not discontinue breaching it despite being notified about the breach by the other party at least 30 days before the termination. Each party has the right to terminate the agreement at any time within a six-month period, effective at the end of the settlement period, in writing, otherwise being null and void, provided that this is not in contravention with the obligations imposed on the party by the relevant regulatory body.

With reference to the provisions of the foregoing agreement, on 15 November 2007, Cyfrowy Polsat concluded with Bank BPH SA (currently Bank Pekao SA) a bank guarantee agreement pursuant to which Bank BPH SA undertook, should the Company fail to fulfill its obligations towards PTC, to pay PTC up to the maximum amount of PLN 3,300 thousand, upon first written demand of PTC Sp. z o.o. The bank guarantee is valid up to and including 15 November 2008, and it expires automatically and entirely if the demand under this guarantee does not reach the Bank on the same day in writing.

#### Agreement with Telekomunikacja Polska SA

On 8 November 2007, the Parent Undertaking concluded with Telekomunikacja Polska SA ("TP") an agreement to determine the cooperation conditions for connecting the public telecommunication network of Cyfrowy Polsat and the TP fixed-line public telephone network for the needs of providing telecommunication services, to determine the technical conditions for connection and maintenance of the network connections, and also to specify detailed conditions of settlements. Pursuant to the agreement, the Group's network will be connected to TP's network in the way described in detail in the agreement, for the purpose of allowing the exchange of telecommunication traffic between the networks. The costs of accepting and routing the telephone traffic in own network, including also the costs associated with purchase, acquisition, installation and maintenance of devices necessary to provide telecommunication services are incurred by each party on its own. Each party is responsible for maintenance of technical efficiency of hardware on its own side of the network connection point, and for ensuring the flow of telecommunication traffic from and to the telecommunication network of the other party, while preserving the continuity of provided services and without impairment of their quality. Mutual settlements of the parties on account of traffic will be made on the basis of traffic registration in accordance with the detailed principles set forth in an attachment to the agreement. The agreement was concluded for an indefinite term i.e. for the term during which both parties are authorized to provide telecommunication services. Each party may terminate the agreement with immediate effect if the other party loses its authorization to provide telecommunication services. In addition, each party in particular has the right to terminate the agreement at any time in writing, with a three-month termination notice period, effective at the end of the calendar month, provided that this is not in contravention with the obligations imposed on the party by the relevant regulatory body or resulting from the provisions of law. In order to secure TP's possible claims under the agreement, Cyfrowy Polsat undertook to deliver to TP (i) a bank guarantee issued by a Polish bank or a Polish representative office of a foreign bank, or (ii) a proof of freezing the cash amount on the Company's bank account with the power-of-attorney for TP to dispose off this amount, or

(iii) the notary deed containing Cyfrowy Polsat's representation on voluntary submission to enforcement. None of the parties may transfer the rights and obligations under the agreement to third parties without prior written consent of the other party, except for the situations specified in the agreement, and in particular (i) TP transferring the rights and obligations under the agreement to any of the companies belonging to the TP capital group, and (ii) Cyfrowy Polsat transferring the rights and obligations under the agreement to any of the companies belonging to the Company's capital group. For the purpose of securing TP's possible claims under the foregoing agreement, on 7 December 2007 Cyfrowy Polsat put forward a representation on submitting to enforcement with respect to receivables due and payable to TP, up to PLN 201 thousand.

#### Agreement with BBC Worldwide Limited

On 14 September 2007, Cyfrowy Polsat concluded with BBC Worldwide Limited an agreement pursuant to which BBC Worldwide Limited granted its license to broadcast BBC Entertainment, BBC Knowledge, BBC Lifestyle and Cbeebies channels (the "Channels") in exchange for a monthly license fee denominated in USD. The license fee is calculated as the product of the number of subscribers of each Channel and the amount of the license fee paid for each subscriber who has access to the given Channel. Neither party may transfer its rights or obligations under the agreement onto another entity without prior consent of the other party. Nevertheless BBC Worldwide Limited will be authorized to transfer its rights and obligations arising out of the agreement onto an entity belonging to the BBC Worldwide Limited capital group without obtaining the consent of Cyfrowy Polsat. In the event of material breach of terms and conditions of the agreement by one of the parties, which breach is not corrected within 30 days from the date of summoning the other party to correct it, the other party will have the right to terminate the agreement with a 30-day termination notice. In particular, each party will have the right to terminate the agreement without serving a notice if a bankruptcy application is filed against the other party. BBC Worldwide Limited will have the right to terminate the agreement with a 60-day termination notice if the actions of Cyfrowy Polsat have negative impact on the BBC Worldwide Limited brand. The agreement was concluded under British law.

#### Agreement with HBO Polska Sp. z o.o.

On 18 December 2007, Cyfrowy Polsat concluded with HBO Polska Sp. z o.o. an agreement pursuant to which HBO Polska Sp. z o.o. granted its license to broadcast HBO, HBO2 and HBO Comedy channels in exchange for a monthly license fee denominated in USD. The license fee is calculated as the product of the number of subscribers of each channel and the amount of the license fee paid for each subscriber who has access to the given Channel. The agreement was concluded for 3 years. After the elapse of this term, the agreement will be extended for three more years, provided that neither party submits a representation to the contrary at least 6 months before the end of the term. In the event of a material breach of the terms and conditions of the agreement by one of the parties, which breach is not corrected within 30 days from the date of summoning the other party to correct it, the other party will have the right to terminate the agreement with a 30-day termination notice. In particular, each party will have the right to terminate the agreement without serving a notice if a bankruptcy application is filed against the other party. The agreement was concluded under Polish law.

#### Agreement with Zemart Prime Sp. z o.o.

On 26 November 2007, Praga Business Park Sp. z o.o. concluded with Zemart Prime Sp. z o.o. ("Zemart Prime") an agreement for construction work. Pursuant to this agreement, Praga Business Park Sp. z o.o. entrusted Zemart Prime with execution of construction work, using own materials, in the office building on ul. Łubinowa 4a in Warsaw. The parties set the compensation for the delivery of the subject matter of the agreement in the amount of PLN 2,000 thousand. This amount is the maximum compensation. The detailed settlement will be made on the basis of detailed post-construction cost estimate

for each stage of work, accepted by both parties. For the purpose of securing the adequate performance of the agreement and timely removal of faults and defects revealed during the warranty and statutory warranty term, Zemart Prime will submit to Praga Business Park an unconditional bank guarantee payable on each request of Praga Business Park, with the guarantee sum of PLN 200 thousand. The bank guarantee will be in effect for the entire warranty and statutory warranty term. Until the bank guarantee is submitted, the guarantee deposit in the amount of PLN 200 thousand will constitute the security.

#### Insurance agreements

On 10 April 2007, Cyfrowy Polsat concluded an insurance agreement with PZU SA for the property – the set-top-boxes stored in the warehouse located in Blonie near Warsaw. The term of the insurance agreement is from 10 April 2007 to 31 August 2008. The sum insured is PLN 30,000 thousand.

On 30 March 2007, Praga Business Park Sp. z o.o. concluded an insurance agreement with PZU SA for the loss of profit. The term of the insurance agreement is from 1 April 2007 to 23 January 2009. The sum insured is PLN 2,509 thousand. On 14 June 2007, Praga Business Park Sp. z o.o. assigned receivables under this agreement to Raiffeisen Bank Polska SA.

On 30 March 2007, Praga Business Park Sp. z o.o. concluded an insurance agreement with PZU SA for the office and warehouse buildings, as well as structures, devices and equipment belonging to Praga Business Park Sp. z o.o. The term of the insurance agreement is from 1 April 2007 to 23 January 2009. The sum insured is PLN 763.2 thousand. On 14 June 2007, Praga Business Park assigned receivables under this agreement to Raiffeisen Bank Polska SA.

On 23 January 2007, Praga Business Park Sp. z o.o. concluded a third party liability insurance agreement with PZU SA. The term of the insurance agreement is from 23 January 2007 to 23 January 2008. The guarantee sum is PLN 20,000 thousand.

On 2 October 2007, Cyfrowy Polsat concluded an insurance agreement with PZU SA for the production line for set-top-boxes. The term of the insurance agreement is from 3 October 2007 to 4 June 2008. The guarantee sum is PLN 10,000 thousand.



### 13. Remuneration of the Management Board members, Supervisory Board members and management and number of employees

#### a) Management Board

The table below presents the total remuneration amounts with bonuses of the Cyfrowy Polsat Management Board Members (without remuneration on account of subscribing shares below their fair value) on account of performance of management functions in the Parent Company and the subsidiary companies.

(in thousands of PLN)		for the year ended	
First and last name	Function	31 December 2007	31 December 2006
Dominik Libicki	President of the Management Board	619	76
Maciej Gruber	Management Board Member	355	82
Dariusz Działkowski	Management Board Member	472	-
Andrzej Matuszyński	Management Board Member	440	-
Total		1,886	158

The bonuses for the individual Management Board Members were as follows:

(in thousands of PLN)		for the year ended	
First and last name	Function	31 December 2007	31 December 2006
Dominik Libicki	President of the Management Board	250	-
Maciej Gruber	Management Board Member	62	-
Dariusz Działkowski	Management Board Member	50	-
Andrzej Matuszyński	Management Board Member	50	-
Total		412	-

On 29 November 2007, the share capital increase by PLN 233 thousand was registered (5,825,000 shares with a par value of PLN 0.04) up to the amount of PLN 10,733 thousand, by a private subscription. Shares with a par value of PLN 25 thousand were subscribed by the Company's Management Board Members and paid in October 2007.

The issue of shares for Management Board members is subject to regulations IFRS 2 "Payments in the form of shares". Due to the fact that the issue price, at which the shares were subscribed by the Management Board Members, is lower than their estimated fair value, the Group, pursuant to IFRS 2 "Payments in the form of shares", carried in the 2007 profit and loss account an additional cost of remunerating the Management Board Members of PLN 10,174 thousand, representing the difference between the fair value of the subscribed shares and their issue price.

Total amounts of Management Board Members' remuneration carried in the profit and loss account by virtue of subscribing shares below their fair value is presented below:

(in thousands of PLN)

First and last name	Function	2007
Dominik Libicki	President of the Management Board	8 139
Maciej Gruber	Management Board Member	753
Dariusz Działkowski	Management Board Member	753
Andrzej Matuszyński	Management Board Member	529
<b>Total</b>		<b>10,174</b>

On 4 December 2007, the Extraordinary Shareholder Meeting of Cyfrowy Polsat adopted a resolution to introduce an incentive program for the management. It involves granting managers the option of subscribing shares of the Parent Undertaking. The persons eligible to subscribe shares will be the holders of subscription warrants who subscribe shares in accordance with the incentive program bylaws and the resolution of the Extraordinary Shareholder Meeting to issue subscription warrants.

**b) Remuneration of the Management Board Members of the Parent Undertaking for discharging functions in the governing bodies of the subsidiary companies**

The information on the remuneration received by the Management Board Members of the Parent Undertaking for discharging functions in the governing bodies of Cyfrowy Polsat Technology Sp. z o.o. and Praga Business Park Sp. z o.o. is presented in the table below.

(in thousands of PLN)

First and last name	for the year ended	
	31 December 2007	31 December 2006
Dominik Libicki	59	16
Maciej Gruber	64	34
Dariusz Działkowski	30	-
Andrzej Matuszyński	-	-
<b>Total</b>	<b>153</b>	<b>50</b>

**c) Management Board members of the subsidiary companies**

The remuneration of Management Board Members, who are not the Management Board Members of the Parent Undertaking, earned for discharging management functions in subsidiary companies, is as follows:

(in thousands of PLN)

First and last name	Function	2007
Piotr Jarosz	Management Board Member of Praga Business Park Sp. z o.o.	513
<b>Total</b>		<b>513</b>

Mr. Piotr Jarosz's remuneration indicated in the table above includes remuneration paid based on management contracts in Cyfrowy Polsat, Praga Business Park Sp. z o.o. and Cyfrowy Polsat Technology Sp. z o.o. and the bonus paid out for December 2007. The value of the bonus was PLN 200 thousand.

#### d) Supervisory Board

The remuneration of the Supervisory Board Members is paid pursuant to resolution adopted by the Extraordinary Shareholder Meeting of Cyfrowy Polsat on 5 September 2007.

Total amounts of remuneration of Supervisory Board members in 2007 are presented in the table below:

(in thousands of PLN)		for the year ended	
First and last name	Function	31 December 2007	31 December 2006
Heronim Ruta	Supervisory Board Chairman	60	-
Mariola Gaca	Supervisory Board Member	40	-
Zdzisław Gaca	Supervisory Board Member	40	-
Anna Kwaśnik	Supervisory Board Member	40	-
Andrzej Papis	Supervisory Board Member	33	-
<b>Total</b>		<b>213</b>	<b>-</b>

- e) Information any agreements concluded between the issuer and its managing persons, which provide for compensation in the event of a given person resigning or being removed from his or her position without a good reason, or being removed as a result of the issuer being merged into another company

#### ***Dominik Libicki***

The management agreement concluded by Cyfrowy Polsat with Mr. Dominik Libicki, the President of the Management Board, states that the termination notice period is six months. In the event of expiration of the agreement or its non-continuation for the reasons attributable to the Company, or its termination by the Company with a termination notice, as well as termination of the agreement by Mr. Dominik Libicki due to non-payment of compensation for three months, Mr. Dominik Libicki will be eligible to receive severance pay amounting to six times monthly compensation.

#### ***Andrzej Matuszyński***

On 1 August 2007, the Company concluded a management agreement with Mr. Andrzej Matuszyński, in which the termination notice period was fixed at four months. In addition, on 1 August 2007, Cyfrowy Polsat concluded a non-competition agreement with Mr. Andrzej Matuszyński. The agreement envisages that in exchange for refraining from providing services to competitors, monthly compensation will be paid in the amount of 100% of the compensation received so far for the period of eight months (if the management contract is terminated by Mr. Andrzej Matuszyński) or 12 months (if the management contract is terminated by the Company). The agreement also envisages severance pay for Mr. Andrzej Matuszyński amounting to six times monthly compensation in the event of expiration or non-continuation of the management

agreement for reasons attributable to the Company, or termination of this agreement by the Company with a termination notice, as well as its termination by Mr. Andrzej Matuszyński due to non-payment of compensation for three months.

#### **Maciej Gruber**

On 1 August 2007, Cyfrowy Polsat concluded a management agreement with Mr. Maciej Gruber, in which the termination notice period was fixed at four months. In addition, on 1 August 2007, the Company concluded a non-competition agreement with Mr. Maciej Gruber. The agreement envisages that in exchange for refraining from providing services to competitors, monthly compensation will be paid in the amount of 100% of the compensation received so far for the period of eight months (if the management contract is terminated by Mr. Maciej Gruber) or 12 months (if the management contract is terminated by the Company). The agreement also envisages severance pay for Mr. Maciej Gruber amounting to six times the monthly compensation in the event of expiration or non-continuation of the management agreement for reasons attributable to the Company, or termination of this agreement by the Company with a termination notice, as well as its termination by Mr. Maciej Gruber due to non-payment of compensation for three months.

#### **Dariusz Działkowski**

On 1 August 2007, Cyfrowy Polsat concluded a management agreement with Mr. Dariusz Działkowski, in which the termination notice period was fixed at four months. In addition, on 1 August 2007, the Company concluded a non-competition agreement with Mr. Dariusz Działkowski. The agreement envisages that in exchange for refraining from providing services to competitors, monthly compensation will be paid in the amount of 100% of the compensation received so far for the period of eight months (if the management contract is terminated by Mr. Dariusz Działkowski) or 12 months (if the management contract is terminated by the Company). The agreement also envisages severance pay for Mr. Dariusz Działkowski amounting to six times the monthly compensation in the event of expiration or non-continuation of the management agreement for reasons attributable to the Company, or termination of this agreement by the Company with a termination notice, as well as its termination by Mr. Dariusz Działkowski due to non-payment of compensation for three months.

#### **f) Average number of employees**

The information about the average number of employees in 2006 and 2007 is presented below.

	for the year ended	
	31 December 2007	31 December 2006
Number of employees – employment contracts	255	188
Number of employees – managerial contracts	6	6
<b>Total</b>	<b>261</b>	<b>194</b>

## **14. Risk factors**

Risk factors may be divided into the two following categories:

- a) risk factors associated with the activities of the entities comprising the Capital Group
- b) risk factors associated with the environment in which the Group conducts its activities

The following items may be mentioned in the group of risk factors associated with the activities of the entities comprising the Capital Group:

1' System failures could disrupt operations and thereby have a material adverse effect on the Company's business, financial condition, results of operations and prospects

Company's satellite broadcasting center and information systems such as Company's subscriber management system, customer relationship management system, sales service system and reporting system, may be damaged or unable to continue operations as a result of natural disasters (such as earthquakes, floods, hurricanes, fires, severe storms and other phenomena), power loss, telecommunications failures, network software flaws, satellite or transponder failure, acts of terrorism, sabotage, riots, civil disturbances, strikes and other industrial action and other catastrophic events. Group may experience failures or shutdowns relating to individual components of the satellite broadcasting center or even catastrophic failure of entire satellite broadcasting center. Any failure of Company's satellite broadcasting center, including the Eutelsat Hotbird 8 satellite or any link in the delivery chain, whether from operational disruption, natural disaster or otherwise, or any breakdown of subscriber management system, customer relationship management system, sales service system and reporting system, may result in serious disruption or even suspension of Group's operations for a prolonged period. The occurrence of any of these events may also increase the costs associated with operations and may subject Group to liability, any of which could materially and adversely affect operations and thereby have a material adverse effect on Group's business, financial condition, results of operations and prospects.

2' Failure to launch MVNO operations may have an adverse effect on the Group's overall activity, financial standing, operating results and development perspectives

Currently, the Group is providing pay digital satellite television services in Poland. In 2008 the Group is planning to develop its business as an independent mobile virtual network operator – using its strong brand and existing subscriber base. At present, the work to implement this service is in progress. Therefore, it is not certain whether the Group will be able to launch such activity.

On the other hand, after launching mobile virtual network operator activities, the Group will be dependent on key providers, in particular the mobile telephony operator (the provider of the radio network), and the providers of basic technical infrastructure for administering the telecommunication network and billing system elements. If the concluded agreements are terminated or inadequately performed, the Group may be unable to conclude replacement agreements for the delivery of necessary services or equipment on favorable financial conditions or in a short amount of time, which may have a considerable adverse effect on the Group's operations, its financial results or perspectives.

3' Cyfrowy Polsat currently does not have a license agreement with Telewizja Polska Spolka Akcyjna regulating the offering of so-called "must carry" television channels under Polish law

The Radio and Television Act of December 29, 1992 (the "Radio and Television Act") currently only imposes an obligation to provide public channels before offering commercial channels on cable television operators.

Cyfrowy Polsat has not entered into a license agreement with Telewizja Polska Spolka Akcyjna ("TVP") to transmit public television channels, TVP 1 and TVP 2. Company is currently negotiating with TVP to enter into such an agreement, and Management Board believes that TVP will agree to sign a license agreement with Cyfrowy Polsat without demanding that

Company pays any license fees. TVP is currently not requesting Company to make payments, but initially it had proposed that Cyfrowy Polsat enters into such license agreement and pays license fees.

Due to prolonged negotiations with TVP regarding Company's distribution of public channels, Management Board has decided to distribute TVP's public channels without the relevant license agreement. Company has notified TVP, the Polish National Broadcasting Council (the "KRRiT") and the Polish Telecommunications and Post Regulatory Authority (Urząd Regulacji Telekomunikacji i Poczty) that Cyfrowy Polsat will provide the public television channels without having entered into a license agreement with TVP. Company's decision was based on the "must carry" principle set forth in the Radio and Television Act, which requires cable television operators to offer access to public television programming. Based on review of the provisions of the Council Directive on Universal Service (2002/22/EC) ("Universal Directive"), Cyfrowy Polsat believes that this requirement should also apply to DTH satellite operators. As the core mission of public television is to distribute channels to the widest possible range of viewers, the Universal Directive also provides for equal rights and obligations of cable television operators and DTH satellite operators, in particular with respect to the obligation to distribute public radio and television programming. This interpretation is supported by the KRRiT's statement dated July 5, 2005 on the cooperation between TVP and cable television and DTH satellite operators. In this statement, the KRRiT asserted that, based on Article 31 of the Universal Directive, the "must carry" principle should be extended to cover DTH satellite operators.

However, no assurance can be given that if Cyfrowy Polsat is unable to enter into such license agreement with TVP, it will not file a suit against Company in a Polish court. Any unfavorable decision issued against Cyfrowy Polsat could require Company to enter into a license agreement with TVP under which Company could be required to pay license fees. Such an unfavorable decision may also give TVP a possibility to file suit for damages against Cyfrowy Polsat for losses incurred as a result of previous distribution of TVP's channels without a license agreement. Any such development could have a material adverse effect on Company's business, financial condition, results of operations and prospects.

#### 4' Growth of Group and satisfaction of subscribers with services depend on entering into new and extending current license agreements for access to key programming rights

The results of Group operations depend on ability to obtain attractive television programming. Currently, Company provides clients with attractive television programs distributed on the basis of license agreements concluded for specified periods of time with relevant broadcasters. Attractive television programming is one of the main factors that enables Company to attract and retain customers. Company cannot guarantee that the license agreements currently in place, upon their expiration, will be renewed at all or on terms comparable to their current terms. In addition, there can be no guarantee that Cyfrowy Polsat will be able to introduce new attractive channels into programming offer or retain channels currently included in programming offer. Any inability to renew current license agreements on acceptable terms or negotiate new license agreements could have a material adverse effect on Company's business, financial condition, results of operations and prospects.

#### 5' If Cyfrowy Polsat cannot successfully deploy new products and services, Group's business, financial condition, results of operations and prospects may be adversely affected

Company's business is characterized by rapid technological change and the introduction of new products and services. If new or improved products, services or technology (such as HDTV, sales of DVR set-top boxes, or the production and sales of own set-top boxes) introduced by Group fail to achieve sufficient market acceptance or experience technical difficulties, revenue growth, margins and cash flows may be adversely affected. As a result, Group may not recover the initial investment that Group has made or may make to deploy these products and services. In addition, if competitors offer the same or similar

new products and services in the market more quickly or more effectively than Group does, Group may lose existing and potential customers to Group's competitors.

In addition, as Group introduces new products and services to customers and as the number of customers and the number of services that Group offers customers increases, the complexity of product and service offerings will also increase. A failure to manage the growth and complexity of new products and services could lead to disruptions in Group's business which could harm Group reputation and result in a loss of subscribers. In addition, Group cannot assure you that Group will not experience technical or logistical difficulties as Group continues to develop these products and services. As a result, the occurrence of any of the above risks in the deployment of new products and services may materially adversely affect Group's business, financial condition, results of operations and prospects.

6' Group ability to provide services is dependent upon the cooperation, facilities and equipment of certain third party providers, the failure of which could cause delays or interruptions in Group's service, damage our reputation, cause Group to lose customers and limit its growth

Success of Group depends on ability to provide high quality and reliable services, which is in part dependent upon the proper functioning of facilities and equipment owned and operated by third parties and is, therefore, beyond control of Group. For example, Group currently leases three transponders on the Eutelsat Hotbird 8 satellite which allow Group to provide services to customers. In addition, Group uses the Nagravision conditional access system to secure system from unauthorized access through piracy or hacking by third parties.

If third party service providers fail to maintain their networks properly, fail to respond quickly to problems, or fail to prevent unauthorized access by third parties, customers of Group may experience service interruptions. If interruptions adversely affect the perceived reliability of service, Group may have difficulty attracting new customers and Group's brand, reputation and growth will be negatively impacted.

If any of the abovementioned risks materialize, they may have a material adverse effect on Group's business, financial condition, results of operations or prospects.

7' Some of the provisions of agreements with clients may be considered to be prohibited.

On 18 October 2006, the President of the Office of Competition and Consumer Protection ("UOKiK") sent to Cyfrowy Polsat a summons to send model agreements (agreements, bylaws, price lists) offered to consumers as part of the conducted activity. The Company sent the model agreements used with the bylaws. In his letter of 21 May 2007, the President of UOKiK advised the Company that the office had reservations with respect to some of the clauses applied in the model agreements and the provisions of the bylaws. These concerned in particular the provisions with regard to (i) force majeure, (ii) justified interruptions in provision of services, (iii) contractual penalties imposed on clients, (iv) termination notice periods, (v) use of personal data. Accordingly, the President of UOKiK summoned the Company to submit explanations, present relevant documents and voluntarily change the models in question. In its response, the Company took a stance with regard to the office's argumentation. There is a risk that if legal action is brought to recognize the provisions of the model agreement as being prohibited, the competition and consumer protection court will prohibit – on the basis of the legally binding verdict – the use of the challenged provisions of the model agreement.

If certain provisions of the model agreements are considered to be prohibited, this will make it necessary to make changes in the binding model agreements. As a result, the opportunity will emerge for clients to withdraw from the agreements with challenged provisions, without observing the termination notice periods and without obligation to pay contractual penalties.

In addition, if the Company uses the prohibited provisions in the model agreements, the President of UOKiK may impose a contractual penalty on Cyfrowy Polsat in an amount not greater than 10% of revenues (as defined by the Act on Corporate Income Tax (the "PDOP" Act)) earned in the financial year preceding the year of imposing the penalty.

The occurrence of any of the risks described above, including in particular the imposition of the contractual penalty, withdrawal of some of the clients from the agreements concluded with the Company, as well as organizational complications and the need to incur additional costs, may have a considerable adverse effect on the Group's operations, its financial results or development perspectives.

#### 8' Some of the Issuer's practices may be considered to be the competition-limiting practices.

On 23 May 2007, Cyfrowy Polsat was notified by the UOKiK Delegate Office in Wrocław about the launch of clarification proceedings to determine initially whether the Company has breached the ban on using competition-limiting practices by making it difficult for authorized distributors to distribute the competing "n" digital platform, operated by ITI Neovision Sp. z o.o., which may constitute a breach of art. 6 sec. 1 of the Competition and Consumer Protection Act of 16 February 2007. In connection with the above, the Company was obligated to present the documents specified in the notification, in particular (i) a copy of the agreement concluded with the distributor, (ii) the principles and criteria for granting authorizations to distributors, (iii) a current excerpt from the Company's National Court Register (KRS). In its letter of 22 June 2007, Cyfrowy Polsat submitted explanations in the matter in question.

It is possible that in the future the President of UOKiK will consider other practices applied by the Company to be the competition-limiting practices.

If the President of UOKiK determines that the practices applied by the Company limit competition, the President of UOKiK may issue an order to discontinue them. In addition, the President of UOKiK may impose a contractual penalty in the amount not greater than 10% of revenues (as defined by the PDOP Act) earned by the Company in the financial year preceding the year of imposing the penalty. The imposition of the penalty in question may have a considerable adverse effect on operations, financial results or development perspectives.

#### 9' As a result of the proceedings commenced by the President of UOKiK, the advertising practice applied by the Issuer may be considered to be a practice that breaches the collective interests of consumers.

On 30 May 2007, Cyfrowy Polsat was notified by the President of UOKiK about the commencement of proceedings to determine whether the advertising practice applied by the Company entailed misleading consumers with respect to the content of the TV channel offering.

The proceedings were launched on the basis of findings that the advertising offering, on the basis of which consumers decided to sign an agreement and select Pakiet Cinemax (the Cinemax channel), available together with Pakiet Relax Mix, was not the same as the content of the agreements signed by them. The President of UOKiK believes that the collective interests of consumers could be breached by unfair or misleading advertising. In the letters of 20 and 29 June 2007, the Company took a stance with regard to some of the office's comments, it acknowledged the discrepancies between the



advertisements and the provisions of agreements concluded with the clients, and it pointed out the reasons for the situation that had occurred. The Company also emphasized that the discrepancies in question had been removed.

If the President of UOKiK determines that the practice applied by the Company misleads the consumers with respect to the TV channel offering, which amounts to a breach of the collective interests of consumers, the President of UOKiK may order to discontinue the practice and, for the purpose of ensuring the execution of the order, determine measures to remove the consequences of the breach. In particular, the President of UOKiK may obligate the Company to submit a single or multiple representations with the content and form specified in the decision. The President of UOKiK may also order the publication of the decision entirely or in part at the Company's expense. Due to change of provisions on competition and consumer protection, there is also a risk of adopting such interpretation of the binding provisions that would make it possible to impose a contractual penalty in an amount not greater than 10% of revenues (as defined by the PDOP Act) earned by Cyfrowy Polsat in the financial year preceding the year of imposing the penalty. The imposition of the penalty in question may have a considerable adverse effect on the Group's operations, its financial results or development perspectives.

#### 10' Group's success depends on attracting and retaining key personnel

Management Board believes that commercial success will depend on Group's ability to attract and retain highly qualified personnel. Although Group has been successful in attracting such people in the past, competition for highly skilled individuals in Poland has recently intensified. There can be no assurance that Group will continue to be successful in attracting and retaining such individuals in the future. Loss of services and failure to attract or retain such individuals could have a material adverse effect on Group's business, financial condition, result of operations and prospects.

#### 11' The land on which Group's headquarters (including satellite broadcasting center) are located is used as collateral to service a bank loan to Company's subsidiary

On September 18, 2006, Company's subsidiary, Praga Business Park Sp. z o.o., entered into a loan agreement for EUR 8,260 thousand with Raiffeisen Bank Polska S.A. ("Raiffeisen Bank"). As security for the loan, Group provided Raiffeisen Bank, among other things, with a financial pledge (a registered and ordinary pledge) over all of the shares in Praga Business Park Sp. z o.o.. In the event of a default under the loan agreement, Raiffeisen Bank has the right under Polish law to enforce its pledge over these shares. If Company's shares in Praga Business Park Sp. z o.o. were to become the property of Raiffeisen Bank or any other authorized party upon an occurrence of events stipulated in the loan agreement or in the pledge agreement, Group may lose control over Praga Business Park Sp. z o.o., which owns the real estate on which Group's headquarters and satellite broadcasting center are located, which may lead to a temporary suspension of Group's activities.

In addition, in order to secure the above loan, certain plots of land owned by Praga Business Park Sp. z o.o. located in Warsaw at ul. Lubinowa on which satellite broadcasting center is housed are encumbered with a capped mortgage of up to EUR 12,500 thousand for the benefit of Raiffeisen Bank as security for the loan granted to Praga Business Park Sp. z o.o.

Under Polish law, if satellite broadcasting center were deemed to be a permanent component of the real estate and if Raiffeisen Bank were to initiate enforcement proceedings against Praga Business Park Sp. z o.o., it could also satisfy its claims against Praga Business Park Sp. z o.o. by selling parts of satellite broadcasting center. Further, if the real estate of Praga Business Park Sp. z o.o. were to be repossessed in order to satisfy the mortgaged debt, Group may lose right to use the land and infrastructure located on that land for business of providing DTH satellite television services.

An occurrence of any of these risks would have a material effect on Group's business, financial condition, results of operations and prospects.

#### 12' Complex technology used in Group's business could fail or become obsolete

The software and technology that Group uses, in particular the compression, scrambling and subscriber management systems integral to satellite broadcasting center, may not function as Group expects. In addition, technology in the satellite television industry is in a rapid and continuing state of change. Group as well as its service suppliers may not be able to keep pace with technological developments or any urgent need to replace obsolete technology. In addition, delays in the delivery of components or other unforeseen problems in Group's broadcasting system may occur that could adversely affect performance or operation of broadcasting system, which could materially adversely affect Group's business, financial condition, results of operations and prospects.

#### 13' Scrambling algorithm and access codes, which the Group uses in its activity, may be broken.

At the present time, the Group uses the conditional access system developed by NagraVision SA ("NagraVision"), one of the leading manufacturers of conditional access systems in the world, based on the common scrambling algorithm Digital Video Broadcasting (DVB). The NagraVision conditional access system ensures management of access rights to the subscriber's channels, and the encrypted transmission of keys for the common scrambling algorithm. Nevertheless, there are cases of obtaining unauthorized access to the keys, as a result of which third parties can obtain unauthorized access to the services provided by the Group. Currently, in order to ensure that third parties are prevented from unauthorized use of services, the Group consistently upgrades the conditional access system (from NagraVision Aladin to NagraVision 142 conditional access system), and it also takes actions to prosecute persons producing, distributing or using such illegal solutions. There is a risk, however, that the conditional access system used by the Group, despite being upgraded, may not be sufficient to prevent unauthorized use by third parties. None of the conditional access systems available on the market is able to guarantee full effectiveness. The agreement with NagraVision specifies, however, that if the conditional access system offered by NagraVision is broken, NagraVision will repair the system within a specified time or pay a specified indemnity whose maximum value is determined in the agreement. In addition, there is a risk of breaking the common scrambling algorithm DVB used in the entire pay TV industry, which will allow unauthorized access to the services provided by the Group without the need to use keys for the common scrambling algorithm, and, consequentially, will make it necessary to replace the set-top-boxes making it possible to use the services provided by the Group. The foregoing risks may have a considerable adverse effect on the Group's operations, its financial results or development perspectives.

#### 14' Launch of production of own set-top-boxes may entail lower than assumed profitability.

In November 2007, the Group launched the production of own set-top-boxes. The Management Board believes that the production of own set-top-boxes will make it possible to reduce the Group's operating costs. Any delays in increasing the production of set-top-boxes or failure to record the expected savings in costs related to production of set-top-boxes may have a considerable adverse effect on the Group's operations, its financial results or development perspectives.

#### 15' Group's indebtedness may restrict Group's ability to grow business

Group finances operations in part from third-party loans, the outstanding amount of which may increase in the future. In October 2007, Cyfrowy Polsat entered into a revolving credit facility with Bank Pekao S.A. ("Bank Pekao") under which Bank Pekao agreed to provide Group with a loan of up to PLN 200 million to (i) refinance current indebtedness and thereafter (ii) finance business activities (the "Bank Pekao Revolving Credit Facility"). As of December 31, 2007, total outstanding indebtedness was PLN 220,957 thousand. Over the last three years, Group has not experienced any difficulties in obtaining financing.

If the Polish zloty continues to appreciate in the future, it may positively affect the level of Group's indebtedness.

Any need to obtain additional loans to finance Group's business development, subject to compliance with covenants and other conditions under the Bank Pekao Revolving Credit Facility, could increase Group's level of indebtedness and trigger several significant consequences. Among others, it could:

- limit Group's ability to obtain additional financing for working capital, capital expenditures or other purposes even though Group did not have any problems with obtaining such additional financing in the past;
- require to dedicate a substantial portion of Group's cash flows to pay interest expenses and repay principal debt, which would reduce funds that would be otherwise available;
- limit Group's ability to pay dividends; and
- place Group at a competitive disadvantage compared to Group's competitors that have fewer debts.

The occurrence of any of these risks could have a material adverse effect on Group's business, financial condition, results of operations and prospects.

#### 16' Frequent changes of foreign exchange rates may have an adverse effect on the Group's financial results and operations.

The Group's activity is exposed to FX volatility risk. Although almost all of the Group's revenues are denominated in Polish zloty, a considerable part of operating costs and capital outlays (including those related to purchase of set-top-boxes, other technical equipment, licenses for distribution of TV channels or software) are incurred in currencies other than Polish zloty.

FX volatilities may be caused by the events remaining outside of the Group's control. Unfavorable FX volatilities with respect to the Polish zloty may have a considerable adverse effect on the Group's operations, its financial results or development perspectives.

The impact of depreciation of the Polish zloty by 5% with respect to EUR and USD on the profit and loss account is presented below. The analysis assumes that all other variables, including especially the interest rates, remain constant. The following sensitivity analysis was performed for 2006 in the same way.

(in thousands of PLN)	Profit and Loss Account
2007	
EUR	(9,974)
USD	(22,497)
2006	
EUR	(6,580)
USD	(31,319)

Appreciation of the Polish zloty with respect to EUR and USD will have the same impact on the profit and loss account, however, the figures will have the opposite sign. The analysis assumes that all other variables remain constant.

#### 17' Group has a history of losses and negative shareholders' equity

Group generated first positive net income in 2004, after having experienced net losses since launching our DTH satellite television services business. At the end of 2006, Group had a negative shareholder's equity of PLN 62,618 thousand (including losses from previous years of PLN 73,188 thousand). Since Group began operations in 2001, Group has incurred substantial expenditures investing in DTH satellite broadcasting system, introducing multi-channel subscription television services to customers and offering subsidies for set-top boxes for new subscribers.

Management Board expects to incur in the future additional expenses as Group introduces new services and products into programming offer, such as HDTV and DVR, acquire new high-quality programming, offer subsidies for set-up boxes as well as expand business to new services such as mobile telephony service.

If costs that Group incurred and will incur in the future are not offset by increased revenues, such a development could have a material adverse effect on Group's business, financial condition, results of operations and prospects.

#### 18' Group's ability to grow DTH satellite television services business depends in part on Group's ability to maintain the operations of sales network

Group has organized a DTH satellite sales network throughout Poland. If demand for Group's services distributed through this network declines, Group's sales network may become smaller. Increased competition with other pay television services providers may also lead to an increase in distribution costs. Further, as Group enters into agency agreements with distributors, Group may be forced to make payments to these distributors if Group or they terminate these agreements even though they no longer work as Group's distributors.

Any growth in distribution costs, decrease in the size of sales network, decrease in the effectiveness of sales network or obligations to make payments to former distributors could have a material adverse effect on Group's business, financial condition, results of operations and prospects.

#### 19' Subscriber churn may increase in the future

Churn rate may increase in the future due to various factors such as increased competition (especially price competition), technical difficulties with the quality of services or a decrease in the security level of television signal. From time to time, Group change its programming offer by adding individual channels or excluding individual channels and by introducing new pricing for programming packages. Such changes may adversely affect churn rate and decrease Group's revenues or decrease the profitability of Group's business. In order to counter a potential or actual increase of churn rate, Group may be

required to incur additional costs, which would have a material adverse effect on Group's business, financial condition, results of operations and prospects.

20' The risk of increasing average subscriber acquisition costs and declining average monthly revenue per subscriber in connection with the expansion of Group's business into new areas

Group intends to expand into new business areas in the future, and in particular, Group intends to launch its own MVNO business by the end of the first half of 2008. In connection with this expansion, Group expects that average subscriber acquisition costs ("SACs") as well as the average subscriber acquisition cost for each single package may increase. At the same time, ARPU may decline as a result of growing number of subscribers to Mini Package and the launch of mobile telephony services or for other reasons. Any significant growth in these costs and any significant decrease in these revenues could have a material adverse effect on Group's business, financial condition, results of operations and prospects.

21' Group's business may be adversely affected by failure to maintain Group's reputation and the value associated with the Cyfrowy Polsat brand

Group's brand name "Cyfrowy Polsat" is an important asset to Group's business. Maintaining the reputation of, and value associated with, the Cyfrowy Polsat name is vital to the success of Group's business. However, there can be no assurance that Group's business strategy and its execution will accomplish this objective. Group's reputation may be harmed if Group encounters difficulties in providing existing products and services, including HDTV and DVR, or in deploying new products and services, including mobile telephony service, whether from technical faults, lack of necessary equipment or other factors. In addition, the quality of the MVNO services, if Group launches MVNO services, will depend on the services and quality of a third party's mobile network and related functions, over which Group will have little or no influence or control. If these network operators or other third parties on whom Group relies do not meet Group's performance standards or provide technically flawed or imperfect products, the quality of products and services and Group's reputation may be harmed. Substantial erosion in the reputation of, or value associated with, the "Cyfrowy Polsat" brand could have a material adverse effect on Group's business, financial condition, results of operations and prospects.

22' The Company may not distribute dividends to shareholders in the future

A decision to pay out dividends in the future will be based on various circumstances. In particular, the payment of dividends will depend on the conditions then existing, including results of operations, financial and capital investment requirements, Group's profits, financial condition, existing liabilities, prospects and Group's general business condition. In addition, Group cannot exclude that dividend payments may be restricted by debt financing agreements Group might enter into in the future.

23' The Group may pursue acquisitions which, if consummated, may adversely affect Group's business

Group periodically evaluates potential acquisitions of businesses or business combination transactions that Management Board believes will present opportunities to realize synergies and strengthen Group's market position, among other perceived benefits. Any acquisition or business combination Group may undertake in the future could require to use significant financial resources (including cash) to make potentially dilutive issuances of Group's equity securities, to incur debt and contingent liabilities and to incur impairments related to goodwill and other intangible assets.

If Group experiences any difficulties in integrating acquired operations into business, Group may incur higher than expected costs and not realize all the benefits of these acquisitions. In addition, management may be distracted by such acquisitions

and the integration of the acquired businesses. Thus, if Group consummates any further acquisitions, there could be a material adverse effect on business, financial condition, results of operations and prospects. In addition, Group's debt burden may increase if Group borrow funds to finance any future acquisition, which could have a negative impact on cash flows and ability to finance overall operations.

#### 24' The Group risks violating the intellectual property rights of third parties

The success of Group's business depends to a large extent on the use of intellectual property rights, in particular rights to advanced technological solutions, licenses for the software Group uses and the trademarks used by Group. Group strives and will continue to strive not to breach any third party's intellectual property rights. However, Group cannot rule out the possibility that Group has unintentionally breached or may breach such rights. As a result, Group could be exposed to liability claims from third parties. To knowledge of Management Board, no such claims are currently pending against Group. If it were alleged that Group violated certain intellectual property rights, Group may be required to obtain a license or acquire new solutions making it possible for Group to engage in business in a manner that does not breach third party rights. Any of these risks could create substantial costs and lead to a decrease in revenue and, consequently, materially adversely affect business, financial condition, results of operations and prospects.

The following issues may be mentioned among the risk factors associated with the environment in which the Group conducts its activities:

#### 1' Risk associated with the growing competition on the market on which the Group conducts activity.

The Group is operating on the market of pay digital satellite TV providers in Poland, which is undergoing robust and continuous technological development as well as increasing competition from other operators such as Cyfra + and "n" platforms. Viewers may also choose access to comparable channel offerings through other transmission technologies such as cable TV, IPTV or other technologies that are not yet available commercially. In addition, joint undertakings and strategic alliances of digital satellite TV providers, cable TV providers and telecommunication operators, as well as the entry of new entities on the Polish market, may result in competition growth on the market of services provided by the Group. Earlier than anticipated development of digital terrestrial TV ("DTT"), according to the Polish press, may have an adverse effect on the Group's operations in connection with potential loss of subscribers to entities providing this service. Such new competitors may have, inter alia, much larger financial and marketing resources, and if they are successful, they can take over part of the market on which the Group operates. In addition, it is also possible that the development of the digital terrestrial TV and, consequentially, the possibility of emergence of a rich channel offering that is free of charge, will result in decrease of the number of clients interested in using pay digital satellite TV.

#### 2' The Group is subject to significant government regulation, which could require to make additional expenditures or limit Group's revenues

As Company intends to become an MVNO providing mobile telephony services in Poland in the future, Company will be subject to extensive telecommunications regulations and supervision by various regulatory bodies, in addition to the regulatory authorities that currently regulate pay DTH satellite television services business. Upon commencement of mobile telephony business, Company will be subject, among others, to regulations governing the maximum amount of tariffs that Company can charge customers for MVNO services.

As providing mobile telephony services is a new business, Company cannot assure you that Company will be able to satisfy all of the different requirements imposed upon MVNO business by the relevant regulatory authorities. In the event that Company cannot comply with all of these regulations, Company may be forced to pay penalties for breaching these regulations. In particular, these penalties may include: (i) a fine of up to 3% of revenues (as defined under the Polish Income Tax Act) generated in the year preceding the year in which the fine is imposed and (ii) a prohibition on providing telecommunications services, which means that Company would be deleted from the register of telecommunications businesses in Poland and no longer allowed to operate as a telecommunications provider. The occurrence of any of these risks could have a material adverse effect on business, financial condition, results of operations and prospects.

### 3' The KRRiT may withdraw or fail to renew our license

Company's business consists of the distribution of television programs which do not require a frequency reservation. It is currently unclear under Polish law whether our business requires a license. Notwithstanding this uncertainty, Company has obtained a license to distribute television programs via satellite.

Article 38 of the Radio and Television Act lists a number of circumstances under which a license may be withdrawn, including, for example, activities that grossly violate the terms of the license, conducting business that violates the Radio and Television Act or the terms of the license and a failure to remedy such a situation despite a request to do so. The Radio and Television Act also specifies situations in which the license may be withdrawn (but is not required to be withdrawn), for example, in cases involving a direct or indirect change of control over a licensed business.

Company's compliance with the terms of the above-mentioned license has never been questioned by the KRRiT. However, Company cannot rule out that the KRRiT may decide that the scope of license is insufficient or that business exceeds the scope of the license. This is particularly true with television programs Company broadcasts that have not been listed in the license. The current market practice is that the license relates to the distribution of the channels itself without specifying particular channels. This practice is consistent with EU regulations, and in particular with the Council Directive of October 3, 1989 on the Coordination of Certain Provisions set forth by Law, Regulation or Administrative Action in Member States Concerning the Pursuit of Television Broadcasting Activities (89/552/EEC) (Official Journal L 89.298.23, as amended) and the European Convention on Transfrontier Television adopted in Strasbourg on May 5, 1989 (Dziennik Ustaw of 1995, No. 32, item 160, as amended). This practice is further supported by the fact that the distribution of television programs does not influence the content of those programs, and the obligation to hold a license for a program is imposed on the program broadcaster. Should the KRRiT change its position and interpret the regulations differently, penalties may be imposed, up to and including the withdrawal of our license.

In addition, according to Article 38 of the Radio and Television Act, the KRRiT may withdraw a license in the event of a direct or indirect change of control over our business. Even though all of the offered Shares represent less than 50% of shares and will have less than 50% of the votes at general shareholders' meetings, Company may experience a change of control in the future. In such an event, the KRRiT will be able to withdraw our license, which could force us to suspend our DTH satellite television services and apply for a new license.

Company's television license has been granted for a definite period of time in accordance with market practice and is scheduled to expire in 2013. If Company requires a license after 2013, there can be no assurance that the KRRiT will renew the license.

Pursuant to Article 38, Section 1, Clauses 2 and 3 of the Radio and Television Act, a license will be withdrawn if the broadcaster grossly violates the terms set out in the Radio and Television Act or in the license or if the activity that is subject

to the license violates the Radio and Television Act or the license and if the license holder, despite a demand from the Chairman of the KRRiT, has failed to remedy the irregularity within the terms of the Radio and Television Act or in the license within a specified time limit.

If Company's license is withdrawn or not extended, this may force Company to discontinue or suspend our DTH satellite television services for an indefinite time, which would have a material adverse effect on business, financial condition, results of operations and prospects.

#### 4' A decline in consumer spending in Poland could adversely affect subscriber growth, revenues and profitability

Since all of Group's revenues are derived from customers in Poland, revenues depend on the amount of disposable income that existing and potential subscribers in Poland spend on entertainment and leisure.

If the Polish economy stagnates or shrinks, consumers' disposable income spent on leisure and entertainment would likely decline. A reduction in the growth rate of the Polish economy, and in particular a reduction in the growth of Polish consumers' disposable income, would likely result in a reduction in the growth of Group's revenues and subscriber numbers. In view of the existing numerous leisure and entertainment options, consumers could also become less prepared to use their disposable income on products and services. Any of these developments could adversely affect Group's subscriber revenues and, as a consequence, business, financial condition, results of operations and prospects.

#### 5' Exchange rate fluctuations could impact on the value of a non-Polish holder's shares and dividends

The Shares are, and any dividends to be paid with respect to them will be, denominated in Polish zloty. An investment in Shares by an investor whose principal currency is not Polish zloty will expose the investor to foreign currency rate risk. Any depreciation of Polish zloty in relation to such foreign currency will reduce the value of the investment in the Shares or any dividends in foreign currency terms.

#### 6' Frequent changes of tax law may have a considerable adverse effect on the financial results, operating results and development perspectives.

The Polish tax system is very unstable. The tax laws change very frequently, and in many cases such changes are detrimental to the taxpayers. Changes of tax law may also result from the need to implement the new solutions envisaged under EU law, resulting from introduction of new or amendment of existing tax regulations.

In practice, the tax authorities, when applying the law, base their actions not only directly on the laws but also on the interpretations thereof made by higher instance authorities or the courts. In addition, such interpretations change, are replaced with different ones, or contradict one another. To some extent this also applies to jurisprudence. Taxes and similar fees e.g. customs duties and foreign currency payments, may be audited by the tax authorities, and if discrepancies are found, penalty interest and penalties may be imposed. The tax return forms submitted by the Group may be audited by the tax authorities for a period of five years going backwards, and some transactions with subsidiary entities may be challenged from the point of view of tax law. Accordingly, the figures stated in the Group's financial statements may change after the tax authorities conduct an audit. The Group may be obligated to pay additional large taxes, and also interest and penalties. The foregoing factors may have a considerable adverse effect on the Group's operations, its financial results or development perspectives.



7' Following the Global Offering, Mr. Zygmunt Solorz-Zak has, directly and indirectly (through Polaris Finance) a majority of votes at general shareholders meeting

Mr. Zygmunt Solorz-Zak has, directly and indirectly, (through Polaris Finance) 69% of the total votes at General Shareholders' Meeting following the Global Offering. As a result, Mr. Zygmunt Solorz-Zak and Polaris Finance have the ability to determine the outcome of any vote by the shareholders, including, but not limited to, those related to the increase or decrease of Company's share capital, amendments to Articles of Association, the election of members of the Supervisory Board, the payment of dividends and the approval of certain acquisitions. If the interests of Mr. Zygmunt Solorz-Zak and Polaris Finance conflict with the interests of other shareholders, including the holders of shares offered in the Global Offering, they could make decisions which would have a materially adverse effect on your investment in the Shares.

## 15. Development strategy.

The development strategy of the Cyfrowy Polsat Capital Group aims at increasing the Group's value through the following:

**Maintaining robust growth in the number of subscribers.** The Group is planning to maintain robust growth in the number of subscribers. It plans to achieve that objective by taking advantage of the growth of the Polish economy and the increase of Polish people's disposable income, as well as through: (i) maintaining attractive prices for a high quality channel offering, (ii) continuous growth of client service quality, (iii) marketing strategy aimed at the entire family, and (iv) introduction of new products, services and technologies. Growth of the number of subscribers is the most important factor influencing the Group's development and its future position on pay digital satellite TV market. In October 2006, Pakiet Mini was introduced into the offering with the aim of including in the subscriber base the clients with lowest or average income.

**Increase of Average Monthly Revenue per User ("ARPU") due to introduction of new channel packages and innovative services.** The ARPU ratio grew from PLN 29.6 in 2004 to 34.7 in 2007. Further broadening of the channel offering is planned in order to retain the growth of ARPU, above all through acquisition of new, high quality movie channels. In addition, the price of Family Package was slightly increased – for new subscribers the price will change in October 2007, and for the existing ones – not until the beginning of 2008. Due to the fact that it offers the channel packages and services at competitive prices, the Group will be able to conduct flexible price policy in the future, which should influence further growth of ARPU.

**Introduction of integrated services using the "Cyfrowy Polsat" brand and the current subscriber base.** The integrated services market in Poland is not very well developed, however it will be growing very rapidly in the future. The Group will try to acquire considerable share of this market using the strong Cyfrowy Polsat brand and the existing subscriber base. The current clients of subscription television services will have the opportunity to use the full range of mobile services and products. Due to this, the Group will be able to effectively use the synergy between these areas of activity to strengthen its position on both markets. The possibility of future introduction of other telecommunication services into the offering, including also the broadband Internet access, is also considered.

**Increased profitability through production of set-top-boxes.** In November 2007, the production of set-top-boxes was launched through the subsidiary company Cyfrowy Polsat Technology Sp. z o.o. The production of own set-top-boxes will enable the Group to reduce the in-house cost of set-top-boxes sold to the subscribers, which should have positive influence on improvement of operating profitability.

**Effective operating costs management.** Recently, the next – sixth – raised conditional access system has been launched, which makes it possible to secure the access to the TV channels transmitted via the HotBird satellite transponders, where the lease costs are incurred by the broadcasters. The channels broadcasted in such way are available directly for the

Group's subscribers without the need to incur the transponder lease costs. In the future, the Group intends to continue to look for solutions aiming at more efficient management of operating costs. For this purpose, it will develop the existing IT systems and, if necessary, develop the new ones, which will make it possible to avoid high costs of implementation, system licenses and technical support.

## 16. Financial resources management

The main financial instruments used by the Group include the loans, bank loans, cash and short-term deposits. The main purpose of these financial instruments is to secure funds to finance the Group's operations. The Group also has other financial instruments such as trade receivables and liabilities, which are generated directly in the course of operating activity conducted by it.

In the financial year ended 31 December 2007, the Group was not exposed to material risk on account of increased sales made under credit. The Issuer has a significant number of individual subscribers scattered throughout the entire country, for whom the sales model based mostly on pre-paid services was accepted. For the 'postpaid' subscribers, the Group is monitoring receivables on an ongoing basis and takes recovery actions up to and including disconnecting the signal transmission to the subscriber. In addition, any identified risks are mitigated through the adequate charges.

The basic assumption for maintaining the Group's liquidity is to maintain the adequate level of cash necessary to satisfy the current liabilities. All surpluses are deposited in bank deposits. The Group aims at maintaining the balance between continuity and flexibility of financing through use of various sources of financing, such as loans, current account overdrafts and bank loans.

The Group prepares on an ongoing basis the analyses and forecasts for the Group's liquid funds on the basis of cash flows.

The main risks, to which the Group is exposed, include foreign exchange risk related to foreign exchange volatilities between the Polish zloty and other currencies. Revenues generated by the Group are expressed mostly in Polish zloty, as opposite to large part of operating liabilities and capital expenditures which are carried in foreign currencies. The foreign exchange risk is related above all to the license fees for the TV and radio broadcasters (USD and EUR), satellite capacity lease agreements (EUR), conditional access system fees (EUR) as well as the loan to purchase the property in which the Group has its seat (EUR). In most cases, hedging against foreign exchange risk is effected through the activities aiming at natural reduction of exposure of receivables on account of signal broadcasting services denominated in foreign currencies (natural hedging).

The Group does not hold shares in the foreign entities and assets designated for trading denominated in foreign currencies. Accordingly, weakening of the Polish zloty with respect to other currencies will not affect the value of capital on account their valuation.

Changes of market interest rates do not have direct influence on the Group's revenues and its operating cash flows. Group's exposure to the risk caused by interest rate changes causes above all the risk of cash flow changes as a result of interest rate changes which influence the Group's bank loans. The Group analyzes, on regular basis, the exposure to risk of possible interest rate changes. The analyses are carried out, which take into account the scenarios of refinancing and hedging against the risk of interest rate changes. The influence of specified interest rate changes on the financial result are calculated on the basis of those scenarios.

## 17. Changes to primary management principles

No changes to the Group's management principles occurred in the presented period.

## 18. Subsequent events

### Important agreements concluded after the balance sheet date

On 5 February 2008, Cyfrowy Polsat signed with the subsidiary company Cyfrowy Polsat Technology Sp. z o.o. an agreement for the loan of PLN 6,500 thousand to finance that company's operations, with maturity on 31 December 2008. The interest of the loan is variable and is equal to WIBOR 6M calculated on the last day prior to the date on which the interest is due and payable plus the margin of 2%. A borrower's incomplete blank promissory note with a bill of exchange declaration is the collateral for the loan.

On 1 April 2008, the Company concluded with Polaris Finance B.V. the memorandum of agreement regulating the principles of settling the services related to floating of shares. Pursuant to this memorandum of agreement, Polaris Finance B.V. undertook to cover part of the costs incurred by the Company with regard to floating of the Company's shares.

As a result of conducted negotiations for determining the conditions of direct cooperation with the ZAIKS Authors' Association ("ZAIKS"), on 7 April 2008 the memorandum of agreement was concluded to pay ZAIKS the authors' compensation for works re-broadcasted on the digital platform in the period from 1 June 2006 to 31 December 2007. The payment of compensation under the memorandum of agreement satisfies ZAIKS's claims on account of authors' compensation for re-broadcasting the works on the digital platform in the aforementioned period.

Also, on the same date the license agreement was concluded with ZAIKS, which regulates conditions of further cooperation.

On 16 April 2008, the President of Office of Electronic Communications ("UKE") issued the decisions replacing the agreements for connection of telecommunication networks, concluded between Cyfrowy Polsat and PTK Centertel Sp. z o.o. ("PTK Centertel") and between Cyfrowy Polsat and Polkomtel SA ("Polkomtel"). After examining Cyfrowy Polsat's applications of 16 January 2008 to issue decisions concerning the telecommunication access, the President of UKE focused on justification for future application of clause on automatic change of Mobile Termination Rates (MTR), which was requested by Polkomtel and PTK Centertel. When resolving the dispute, the legal and factual state of affairs as at the date of issuing the decision was of decisive importance. At the moment of issuing both decisions, the Mobile Termination Rate in Polkomtel and PTK Centertel should be PLN 0.40/minute. The President of UKE determined the same MTR for terminations in Cyfrowy Polsat's network. With respect to determining the MTRs, the parties, to which the decisions apply, are not subject to the same obligations. Polkomtel and PTK Centertel are obligated to determine fees on that account on the basis of incurred costs, and Cyfrowy Polsat may determine the rates on the basis of freedom of agreement principle. Therefore, it was not possible to automatically change, in the decisions issued by the UKE President, the MTRs charged by Cyfrowy Polsat in its own network because the MTRs charged by Polkomtel and PTK Centertel were about to change.

On 24 April 2008, Cyfrowy Polsat and Polaris Finance B.V. concluded a stand-by underwriting agreement with UBS Limited, Bank Austria Creditanstalt AG, Dom Maklerski Penetrator SA and UniCredit CAIB Poland SA. As part of the concluded agreement, the underwriters undertook to make every effort to acquire the buyers for the shares which will be offered in the tranche for institutional investors as part of the public offering of 67,081,250 series E shares of Cyfrowy Polsat.

On 13 May 2008, Cyfrowy Polsat and Nagravision SA concluded annex no. 3 to an agreement of 2 November 2004.

Pursuant to the annex, Cyfrowy Polsat will receive indemnity of EUR 1,896.7 thousand on account of incorrect operation of cards in Samsung set-top-boxes, and indemnity of EUR 4,823.4 thousand for the damage incurred by Cyfrowy Polsat in connection with the need to replace the cards as a result of breaking the conditional access system.

#### **Material events after the balance sheet date**

The Company ended the Offering on 30 April 2008. On that date, Series E shares were allocated. 6,500,000 shares were allocated in the tranche for individual investors. 60,581,250 shares were allocated in the tranche for institutional investors, including 30,724,481 as part of an international offering.

Pursuant to resolution no. 322/2008 adopted by the Management Board of Giełda Papierów Wartościowych w Warszawie SA (Warsaw Stock Exchange) on 30 April 2008, 75,000,000 Series E shares with a par value of PLN 0.04 each and 5,825,000 Series F shares with a par value of PLN 0.04 each were approved to be traded on the main market.

Pursuant to resolution no. 326/2008 adopted by the GPW Management Board on 30 April 2008, the GPW Management Board resolved to introduce into trading on the main market, as of 6 May 2008, 75,000,000 Series E and 5,825,000 Series F common bearer shares with a par value of PLN 0.04 each, and list the shares in the continuous trading system under the name CYFRPLSAT and designation CPS.

On 5 June 2008 the Company, according to agreement signed with Bank BPH SA (currently Bank Pekao SA) on 9 October 2007, prepaid PLN 50,000 thousand of the Bank Pekao Revolving Credit Facility. The Company made payment using cash generated from operations.

On 11 June 2008, the Company received decision no. DDK 6/2008 of the President of the Office of Competition and Consumer Protection (OCCP) issued on 30 May 2008. In the said decision, the President of the OCCP recognized as a practice violating the collective consumer interests the Company's activities consisting in presenting information in advertising materials that Cinemax package was an element of the Relax Mix package, whereas this package had not been an element of the Relax Mix package, but was offered to the consumers as part of the promotional offer concerning the Relax Mix package. Basing on the explanation presented by the Company in the course of the proceedings, in her decision, the President of the OCCP acknowledged that as of 1 February 2007 the Company ceased to employ the practice in question. The decision does not involve a financial penalty. The decision may be appealed against within two weeks after it is serviced.

#### **Litigation**

Lawsuit filed by SkyMedia Sp. z o.o.

On 31 January 2008, a statement of claim filed by SkyMedia Sp. z o.o., seated in Katowice, was delivered to Cyfrowy Polsat for payment of equalization benefit and indemnity in a total amount of PLN 1,071 thousand. Cyfrowy Polsat requested that the claim be dismissed in its entirety. On 14 February 2008, an extensive rejoinder to the statement of claim was filed, in which the plaintiff's allegations were refuted. At the present time, the case is pending.

### **19. Agreements with the entity authorized to audit financial statements**

On 4 February 2008, the Company concluded with KPMG Audyt Sp. z o.o., seated in Warsaw at ul. Chłodna 51, an agreement to audit the Company's financial statements for 2007 and the consolidated financial statements of the Capital Group for the period from 1 January 2007 to 31 December 2007.

The summary below contains a list of services provided by KPMG Audyt Sp. z o.o. and compensation for these services in the period of twelve months ended 31 December 2007 and 31 December 2006.

(in thousands of PLN)	for the year ended	
	31 December 2007	31 December 2006
Compensation for audit	161	80
Compensation for services related to public offering of shares	4,160	-
<b>Total</b>	<b>4,321</b>	<b>80</b>

## Management Board's representations

Pursuant to the requirements of the Regulation of the Council of Ministers of 19 October 2005 on Ongoing and Periodical Information Reported by Issuers of Securities, the Management Board of Cyfrowy Polsat SA hereby represents that:

- to the best of its knowledge, the annual consolidated financial statements and the comparable data were prepared in accordance with the prevailing accounting principles, and they truly, reliably, and clearly reflect the asset and financial standing of the Group and its financial result, and the Management Board's activity report contains a true image of the Group's development and achievements and its standing, including the description of basic risks and threats;
- the entity authorized to audit the financial statements, which has audited the annual consolidated financial statements, was selected in accordance with the regulations of law. That entity as well as the auditor who has carried out the audit satisfied the conditions for expressing an unbiased and independent opinion about an audit, as required by the relevant provisions of the national law.

Warsaw, 12 June 2008



*This document is a free translation of the Polish original. Terminology current in Anglo-Saxon countries has been used where practicable for the purposes of this translation in order to aid understanding. The binding Polish original should be referred to in matters of interpretation.*

## **OPINION OF THE INDEPENDENT AUDITOR**

*To the General Shareholders' Meeting of Cyfrowy Polsat S.A.*

We have audited the accompanying separate financial statements of Cyfrowy Polsat S.A. seated in Warsaw, Łubinowa 4A (the "Company"), which comprise the balance sheet as at 31 December 2007, with total assets and total liabilities and equity of PLN 561,419 thousand, the income statement for the year then ended with a net profit of PLN 115,038 thousand, the statement of changes in equity for the year then ended with an increase in equity of PLN 125,445 thousand, the cash flow statement for the year then ended with a net increase of cash and cash equivalents amounting to PLN 34,735 thousand, and notes to the financial statements, comprising of a summary of significant accounting policies and other explanatory notes.

### *Management's Responsibility*

Management of the Company is responsible for the accuracy of the accounting records and the preparation and fair presentation of these separate financial statements in accordance with International Financial Reporting Standards, as adopted by European Union and with other applicable regulations. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

### *Auditor's Responsibility*

Our responsibility, based on our audit, is to express an opinion on these separate financial statements, and whether the financial statements are derived from properly maintained accounting records. We conducted our audit in accordance with section 7 of the Accounting Act dated 29 September 1994 (Official Journal from 2002, No 76, item 694 with amendments) ("the Accounting Act"), the professional standards established by the Polish National Council of Certified Auditors and International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements and the accounting records from which they are derived are free of material misstatements.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Opinion*

In our opinion, the accompanying separate financial statements of Cyfrowy Polsat S.A. have been prepared and present fairly in all material respects the financial position of the Company as at 31 December 2007 and the results of its operations and its cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union, are in compliance with the respective regulations and the provisions of the Company's Articles of Association that apply to the Company's separate financial statements and have been prepared from accounting records, that in all material respects have been properly maintained.

#### *Other Matters*

We also report that the report on the Company's activities includes, in all material respects, the information required by the Decree of the Ministry of Finance dated 19 October 2005 on current and periodic information provided by issuers of securities (Official Journal from 2005, No 209, item 1744) and the information is consistent with the separate financial statements.

*Signed on the Polish original*

.....  
Certified Auditor No 9645/7212  
Marek Strugała

*Signed on the Polish original*

.....  
For KPMG Audyt Sp. z o.o.  
ul. Chłodna 51; 00-867 Warszawa  
Certified Auditor No 9645/7212  
Marek Strugała,  
Member of the Management Board

Warsaw, 11 June 2008



# **CYFROWY POLSAT S.A. GROUP**

**Consolidated financial statements  
for the year ended 31 December 2007**

**Prepared in accordance  
with International Accounting Standards  
as adopted by the European Union**

## APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

On 11 June 2008, the Management Board of Cyfrowy Polsat S.A. approved the consolidated financial statements of the Cyfrowy Polsat S.A. Group prepared in accordance with International Financial Reporting Standards as adopted by the European Union which include:

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### 1. Consolidated Income Statements for the period

from 1 January 2007	showing a net profit of:	PLN 113,423 thousand
to 31 December 2007		

### 2. Consolidated Balance Sheets as at

31 December 2007	showing total assets and total liabilities and equity of:	PLN 595,203 thousand
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### 3. Consolidated Cash Flows Statements for the period

from 1 January 2007	showing an increase in cash amounting to:	PLN 41,185 thousand
to 31 December 2007		

### 4. Consolidated Statements of Changes in Equity for the period

from 1 January 2007 to	showing an increase in equity of:	PLN 123,758 thousand
31 December 2007		

### 5. Accompanying notes

The consolidated financial statements are prepared in PLN thousand unless otherwise indicated

Dominik Libicki	Maciej Gruber	Andrzej Matuszyński	Dariusz Działkowski
President of the Management Board	Member of the Management Board	Member of the Management Board	Member of the Management Board

Warsaw, 11 June 2008

The accompanying notes to the consolidated financial statements are an integral part thereof

## Consolidated Income Statement

		for the year ended	
	Note	31 December 2007	31 December 2006
Subscription fees	11	662,521	351,090
Rental of digital satellite reception equipment	12	5,954	16,455
Sale of digital satellite reception equipment	13	107,205	100,629
Transmission services	14	11,602	10,315
Other operating revenue	15	9,387	4,057
<b>Total revenues from operating activities</b>		<b>796,669</b>	<b>482,546</b>
Depreciation and amortisation		20,777	32,534
Programming costs	16	152,031	68,647
Transmission costs	17	48,402	36,083
Distribution and marketing costs	18	125,919	66,021
Salaries and employee-related expenses	19	41,701	19,640
Cost of digital satellite reception equipment sold		209,028	179,667
Other operating costs	20	53,664	38,118
<b>Total costs of operating activities</b>		<b>651,522</b>	<b>440,710</b>
<b>Profit from operating activities</b>		<b>145,147</b>	<b>41,836</b>
Finance income	21	18,976	43,248
Loss on disposal of subsidiary	24	(17)	-
Finance expenses	22	(23,936)	(14,170)
<b>Gross profit for the year</b>		<b>140,170</b>	<b>70,914</b>
Income tax	23	26,755	15,081
<b>Net profit from continuing operations</b>		<b>113,415</b>	<b>55,833</b>
Net profit/(loss) from discontinued operations	24	8	(112)
<b>Net profit for the year</b>		<b>113,423</b>	<b>55,721</b>
Attributable to:			
Equity holders of the parent		113,421	55,749
Minority interests		2	(28)
		<b>113,423</b>	<b>55,721</b>
Basic and diluted earnings per share (in PLN)	26	0.43	0.21

The accompanying notes to the consolidated financial statements are an integral part thereof

## Consolidated Balance Sheet - Assets

	Note	31 December 2007	31 December 2006
Digital satellite reception equipment	27	549	7,979
Other tangible assets	27	97,326	45,717
Goodwill	28	-	14
Intangible assets	29	11,465	4,395
Investment property	30	18,932	28,507
Other long-term assets	31	30,956	12,877
Deferred tax assets	23	4,134	3,520
<b>Total non-current assets</b>		<b>163,362</b>	<b>103,009</b>
Inventories	33	130,009	58,009
Short-term investments		-	61
Trade and other receivables	34	79,133	43,299
Income tax receivable		3,002	-
Other current assets	35	68,971	37,786
Cash and cash equivalents	36	150,726	109,833
Assets held for sale	32	-	1,361
<b>Total current assets</b>		<b>431,841</b>	<b>250,349</b>
<b>Total assets</b>		<b>595,203</b>	<b>353,358</b>

The accompanying notes to the consolidated financial statements are an integral part thereof

## Consolidated Balance Sheet – Equity and Liabilities

	Note	31 December 2007	31 December 2006
Issued capital	37	10,733	10,500
Supplementary capital	37	3,500	-
Other reserves	37	10,174	-
Retained earnings/ (accumulated deficit)		36,733	(73,188)
<b>Equity attributable to equity holders of the parent</b>		<b>61,140</b>	<b>(62,688)</b>
Minority interests		-	70
<b>Total Equity</b>		<b>61,140</b>	<b>(62,618)</b>
Long-term loans	38	132,226	29,240
Long-term finance lease liabilities	39	1,412	893
Deferred tax liabilities	23	671	22
Other long-term liabilities and provisions		605	564
<b>Total non-current liabilities</b>		<b>134,914</b>	<b>30,719</b>
Current Loans	38	88,731	208,084
Current finance lease liabilities	39	204	-
Trade and other payables	40	208,714	97,562
Deposits for digital satellite reception equipment	41	20,032	21,641
Deferred income	42	81,468	56,799
Liabilities related to non-current assets held for sale	32	-	1,171
<b>Total current liabilities</b>		<b>399,149</b>	<b>385,257</b>
<b>Total liabilities</b>		<b>534,063</b>	<b>415,976</b>
<b>Total equity and liabilities</b>		<b>595,203</b>	<b>353,358</b>

The accompanying notes to the consolidated financial statements are an integral part thereof

## Consolidated Cash Flow Statement

	Note	for the year ended	
		31 December 2007	31 December 2006
Net profit for the year		113,423	55,721
Adjustments:		21,308	22,615
Depreciation and amortisation		20,777	32,534
Loss on disposal of subsidiary		17	-
(Profit)/loss on investing activity		466	(14,700)
Interest expense/(income)		7,024	10,982
(Increase)/decrease in inventories		(72,000)	(27,621)
(Increase)/decrease in receivables and other assets		(84,640)	(36,616)
Increase/(decrease) in liabilities, provisions, accruals and deferred income		120,873	55,740
Foreign exchange losses/(gains)		(15,958)	(25,523)
Income tax	23	26,755	15,081
Net decrease/(increase) in set-top boxes under operating lease		(1,890)	11,941
Other adjustments	43	19,884	797
<b>Net cash flow from operating activities</b>		<b>134,731</b>	<b>78,336</b>
Interest received from operating activity		6,201	2,974
Income tax paid		(29,722)	-
<b>Cash flow from operating activities</b>		<b>111,210</b>	<b>81,310</b>
Purchases of intangible assets		(11,508)	(1,293)
Purchases of tangible assets		(43,450)	(26,380)
Purchases of investment property		-	(28,796)
Purchases of financial assets		-	(15,303)
Proceeds from sale of financial assets		600	33,008
<b>Cash flow from investing activities</b>		<b>(54,358)</b>	<b>(38,764)</b>
Proceeds from issue of shares	37	233	-
Proceeds from loans		191,830	65,684
Repayment of loans		(193,235)	(49,012)
Finance lease - principal repayments		(237)	(237)
Interest on loans and finance leases		(11,680)	(13,197)
Other financial inflows/(outflows), net		(2,578)	(164)
<b>Cash flow from financing activities</b>		<b>(15,667)</b>	<b>3,074</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>41,185</b>	<b>45,620</b>
Cash and cash equivalents at the beginning of the year		109,833	64,478
Foreign exchange rate differences		(292)	(265)
<b>Cash and cash equivalents at the end of the year</b>		<b>150,726</b>	<b>109,833</b>

The accompanying notes to the consolidated financial statements are an integral part thereof

### Consolidated Statement of Changes in Equity

	Note	Issued capital	Supplementary capital	Other reserves	Retained earnings/ (accumulated deficit)	Equity attributable to equity holders of the parent	Minority interests	Total Equity
Balance as of 1 January 2007		10,500	-	-	(73,188)	(62,688)	70	(62,618)
Net profit for the year		-	-	-	113,421	113,421	2	113,423
Profit distribution	37	-	3,500	-	(3,500)	-	-	-
Issue of shares	37	233	-	10,174	-	10,407	-	10,407
Decrease on disposal of subsidiary		-	-	-	-	-	(72)	(72)
Balance as of 31 December 2007		10,733	3,500	10,174	36,733	61,140	-	61,140

	Note	Issued capital	Supplementary capital	Other reserves	Retained earnings/ (accumulated deficit)	Equity attributable to equity holders of the parent	Minority interests	Total Equity
Balance as of 1 January 2006		10,500	-	-	(128,937)	(118,437)	126	(118,311)
Net profit/(loss) for the year		-	-	-	55,749	55,749	(28)	55,721
Transfer to acquisition costs		-	-	-	-	-	(28)	(28)
Balance as of 31 December 2007		10,500	-	-	(73,188)	(62,688)	70	(62,618)

The accompanying notes to the consolidated financial statements are an integral part thereof

## Notes to the consolidated financial statements

### 1. The Parent

Cyfrowy Polsat S.A. ("the Company", "Cyfrowy Polsat", "the Parent") is incorporated in Poland as a joint stock company. The Company is domiciled at 4a Łubinowa Street, Warsaw.

The Parent operates a paid digital satellite platform called "Cyfrowy Polsat" and provides services in Poland.

The Company was incorporated under the Notary Deed dated 30 October 1996.

The principal activities of the Parent and its subsidiaries include:

- television and radio operations,
- telecommunication services,
- rental of real estate,
- real estate management.

The consolidated financial statements include the financial statements of the Parent and its subsidiaries (jointly, "the Group").

### 2. Composition of the Management Board of the Parent

The composition of the Management Board of the Company during the first 7 months of 2007 was as follows:

- |                   |                                    |
|-------------------|------------------------------------|
| - Dominik Libicki | President of the Management Board, |
| - Maciej Gruber   | Member of the Management Board.    |

On 30 July 2007, Dariusz Działkowski and Andrzej Matuszyński were appointed as Management Board Members. The appointment became valid and rights and obligations of the new Members of the Management Board became effective on 1 August 2007.

The composition of the Management Board of the Company from 1 August 2007 until the date of preparation of the consolidated financial statements was as follows:

- |                       |                                    |
|-----------------------|------------------------------------|
| - Dominik Libicki     | President of the Management Board, |
| - Maciej Gruber       | Member of the Management Board,    |
| - Dariusz Działkowski | Member of the Management Board,    |
| - Andrzej Matuszyński | Member of the Management Board.    |



### 3. Composition of the Supervisory Board of the Parent

From 1 January until 20 September 2007 the composition of the Supervisory Board of the Company was as follows:

- Mariola Gaca,
- Anna Kwaśnik,
- Heronim Ruta,
- Zdzisław Gaca.

On 20 September 2007, Andrzej Papis was appointed as a Supervisory Board Member by the Extraordinary Meeting of Shareholders. The composition of the Supervisory Board of the Company as at the date of the approval of the consolidated financial statements was as follows:

- Mariola Gaca,
- Anna Kwaśnik,
- Heronim Ruta,
- Zdzisław Gaca,
- Andrzej Papis.

### 4. Basis of preparation of the consolidated financial statements

#### Statement of compliance

The consolidated financial statements for the year ended 31 December 2007 have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("EU IFRS") and in effect as of 1 January 2007. The Group applied the same accounting policies in the preparation of the financial data for the year ended 31 December 2007 presented in these consolidated financial statements.

The following standards and interpretations were applied by the Group in the preparation of these consolidated financial statements:

- i. IFRS 7 "Financial Instruments: Disclosures",
- ii. amendments to IAS 1 "Presentation of Financial Statements – Disclosures on equity"
- iii. IFRIC 10 "Interim Financial Reporting and Impairment".

The application of the standards and interpretations mentioned above did not have material effect on the Group's accounting policies. The application of IFRS 7 "Financial Instruments: Disclosures" and amendments to IAS 1 "Presentation of Financial Statements" influence only the format and scope of disclosures in the consolidated financial statements.

As discussed in Notes 10 and 24 to these consolidated financial statements, following the sale of former subsidiary EMarket Sp. z o.o. on 31 August 2007, its results for 2007 were presented in the consolidated income statement under "net profit/(loss) from discontinued operations". In order to conform with presentation for 2007, the consolidated income statement for 2006 included in these consolidated financial statements has been reclassified in the same way in relations to the consolidated income statement for 2006 included in the consolidated historical financial information for the years ended

The accompanying notes to the consolidated financial statements are an integral part thereof

31 December 2006, 31 December 2005 and 31 December 2004, which was prepared in accordance with Commission Regulation (EC) No 809/2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements in connection with the seeking of admission of the Company's shares to public trading and trading on a regulated market. Reconciliation of the financial data for 2006 presented in the consolidated income statement in these consolidated financial statements to the financial data for 2006 presented in the consolidated income statement in the historical consolidated financial information for the years ended 31 December 2004, 31 December 2005 and 31 December 2006 is presented in note 24 to these consolidated financial statements. Furthermore, the calculation of the basic and diluted earnings per share in these consolidated financial statements takes into account the share split registered on 5 October 2007 and presented in note 26. The calculation of basic and diluted earnings per share in the historical consolidated financial information for the years ended 31 December 2006, 31 December 2005 and 31 December 2004 does not take into account the effect of the share split mentioned above.

## **5. Published International Financial Reporting Standards and Interpretations whose application is not mandatory**

The International Financial Reporting Standards as adopted by the European Union ("EU IFRS") include all International Accounting Standards, International Financial Reporting Standards and Interpretations excluding standards and interpretations which have not been yet adopted by the European Union or which have already been adopted by EU but not effective yet.

The Group did not early adopt standards and interpretations which have already been published and adopted by the European Union and which should be applied for annual periods beginning after 1 January 2007 (presented below). As at the balance sheet date, the Group is in the process of completing its assessment of the impact of the new standards and interpretations which will become effective after the balance sheet date on the consolidated financial statements of the Group for the period when they will be applied for the first time.

### **New International Financial Reporting Standards and Interpretations adopted by the EU which become effective after the balance sheet date**

- IFRIC 11 "Group and Treasury share transactions", effective for annual periods beginning on or after 1 March 2008.
- IFRS 8 "Operating Segments", effective for annual periods beginning on or after 1 January 2009.

### **New International Financial Reporting Standards and Interpretations yet to be adopted by the EU**

- IFRIC 12 "Service Concession Arrangements" effective for annual periods beginning on or after 1 January 2008.
- IFRIC 13 "Customer Loyalty Programs" effective for annual periods beginning on or after 1 July 2008.
- IFRIC 14 "IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction" effective for annual periods beginning on or after 1 January 2008.
- Revised IAS 23 "Borrowing costs", effective for annual periods beginning on or after 1 January 2008.
- Revised IAS 1 "Presentation of Financial Statements", effective for annual periods beginning on or after 1 January 2009.
- Revised IFRS 3 "Business Combinations", effective for annual periods beginning on or after 1 July 2009.
- Revised IFRS 2 "Share-based Payments", effective for annual periods beginning on or after 1 January 2009.

- Revised IAS 32 "Financial Instruments: Presentation" and Revised IAS 1 "Presentation of Financial Statements" related to puttable financial instruments and obligations arising on liquidation, effective for annual periods beginning on or after 1 January 2009.
- Revised IAS 27 "Consolidated and Separate Financial Statements" effective for annual periods beginning on or after 1 July 2009.

## 6. Group of consolidated companies

The consolidated financial statements for 2007 include the following entities:

			Voting rights percentage (%)	
	Company's registered office	Activity	31 December 2007	31 December 2006
Parent Company				
Cyfrowy Polsat S.A.	Łubinowa 4a, Warszawa	Radio, TV and telecommunication activities		
Subsidiaries				
Cyfrowy Polsat Technology Sp. z o.o.**	Łubinowa 4a, Warszawa	production of set-top boxes	100%	100%
EMarket Sp. z o.o.	Ostrobramska 77, Warszawa	sale of electronic equipment	n/a***	75%
Praga Business Park Sp. z o.o.*	Łubinowa 4a, Warszawa	real estate rental	100%	100%

\* Until 21 February 2006, the company operated under the name Polsat On Line Sp. z o.o.

\*\* On 30 May 2006, the name of the company was changed from Onyx Investments Sp. z o.o. to Cyfrowy Polsat Mobile Sp. z o.o. On 2 March 2007, the name of the company was changed from Cyfrowy Polsat Mobile Sp. z o.o. to Cyfrowy Polsat Technology Sp. z o.o.

\*\*\* Financial data of the Company was consolidated until the day control over the entity ceased, i.e. 31 August 2007

On 17 July 2007, Cyfrowy Polsat S.A. entered into an agreement with Teleaudio Sp. z o.o. of Warsaw, for the sale of 7,950 shares in EMarket Sp. z o.o. with a nominal value of PLN 1,000 each, representing 75% of the issued capital of EMarket Sp. z o.o. The sale agreement provided for the sale of the shares subject to prior transfer to Teleaudio Sp. z o.o. of all rights and obligations of Cyfrowy Polsat S.A. under the guarantee agreement with ABC Data Sp. z o.o. entered into on 4 August 2007. The condition was fulfilled upon the execution on 31 August 2007 of an agreement on assignment of the rights and obligations under the guarantee agreement with Teleaudio Sp. z o.o.

EMarket Sp. z o.o. was consolidated until the date the control over the company ceased. The date of the fulfillment of the condition contained in the sale agreement, i.e. 31 August 2007, was deemed as the date of control loss.

## 7. Accounting and consolidation policies

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements by all entities within the Group.

### a) Basis of valuation

The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments and available-for-sale financial assets, which are valued at fair value.

### b) Going concern assumption

The 2007 consolidated financial statements have been prepared assuming that the Group will continue as a going concern in the foreseeable future, not shorter than 12 months from 31 December 2007.

### c) Functional currency and presentation currency

The financial data presented in the consolidated financial statements is presented in Polish zloty, rounded to the nearest thousand. The functional currency of the Parent is the Polish zloty.

### d) Judgments and estimates

The preparation of financial statements in accordance with EU IFRS requires the Management Board to make judgments, estimates and assumptions that affect the adopted methods and presented value of assets, liabilities, revenues and costs. The estimates and related assumptions are based on historical data and other factors regarded as reliable under the circumstances and their effects provide grounds for an accurate assessment of the carrying amount of assets and liabilities which are not based directly on any other factors. Actual results may differ from the estimated values.

The estimates and related assumptions are reviewed on a regular basis. Changes in accounting estimates are recognised in the period when they are made only if they refer to that period or in the present and future periods if they concern both the present and future periods. Note 53 contains information about the key sources of uncertainty and management judgments.

### e) Principles of consolidation

#### *(i) Subsidiaries*

Subsidiaries are entities controlled by the Parent. Control exists when the Parent has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are exercisable or convertible as at the balance sheet date are taken into account.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The financial statements of subsidiaries are prepared for the same period as the financial statements of the Parent under accounting policies that are consistent with the Parent's accounting policies for transactions and economic events of a similar character.

*(ii) Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised gains and losses or income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with associates and jointly controlled entities are eliminated to the extent of the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

**f) Foreign currency**

Transactions in foreign currencies are translated to Polish zloty at exchange rates in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated as at the balance sheet date into Polish zloty at the average exchange rate quoted by the National Bank of Poland ("NBP") for that date. Foreign exchange differences arising on translation of transactions denominated in foreign currencies and from the balance-sheet valuation of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the average NBP exchange rate in effect at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at the average NBP foreign exchange rate in effect at the date the fair value was determined.

**g) Financial instruments**

*(i) Non-derivative financial instruments*

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans, trade payables, forward currency transactions and other liabilities.

Non-derivative financial instruments are recognised initially at fair value increased by - except for investments valued at fair value through profit or loss - directly attributable transaction costs (except as described below).

A financial instrument is recognised if the Group becomes a party to the contractual obligations of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control or substantially all the risks and rewards of the asset. Standardised sale and purchase transactions of financial assets are recognised at the transaction date i.e. on the date the Group is obliged to purchase or sell the asset. Financial liabilities are derecognised if the Group's obligations specified in the contract expire (are discharged or cancelled).

Cash and cash equivalents comprise cash on hand and on-call deposits. The cash and cash equivalents balance presented in the consolidated statement of cash flows comprises the above mentioned cash and cash equivalents.

Principles for recognition of financial income and financial costs are presented in note 7(u).

The accompanying notes to the consolidated financial statements are an integral part thereof

#### Loans and receivables and other financial liabilities

Loans and receivables which are not derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses. Other financial liabilities which are not derivative financial instruments are measured at amortised cost using the effective interest method.

#### Available-for-sale financial assets

Investments in equity securities and certain debt securities are classified as available-for-sale financial assets. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes in fair value – other than impairment losses and in the case of monetary assets, such as bonds, other than gains or losses on foreign exchange differences – are recognised directly in equity. When an investment is derecognised, the cumulative gain or loss in equity is transferred to profit or loss. If such investments are interest bearing, interest earned on them, calculated using the effective interest method, is recognised in the income statement.

#### *(ii) Derivative financial instruments*

Derivative financial instruments are initially recognized at fair value, related transaction costs are recognized in the income statement accounts when incurred. Subsequent to initial recognition, the Group measures derivative financial instruments at fair value and changes in the fair value are recognized directly in the income statement.

### **h) Equity**

#### *Ordinary shares*

Costs directly attributable to the issue of ordinary shares reduce equity.

#### *Preferred shares*

Preferred shares are classified as equity, if they are not redeemable or only redeemable at the Company's option and the dividend payment is not obligatory. Dividend payments are recognised as distributions within equity.

Preferred shares are presented as liabilities if they are redeemable on a definite date or at the option of the shareholder or if a dividend payment is obligatory. Dividend payments are recognised as interest expense in the income statement.

#### *Costs attributable to the issue of new shares and the public offer of existing shares*

Costs relating to a new issue of shares are recognised in equity while costs relating to the public offering of existing shares are recognised directly in finance expenses. Costs relating to both a new issue and the sale of existing shares are allocated proportionally and recognised in equity or expensed as financial expense, as appropriate.

### *Supplementary capital*

Joint-stock companies, in accordance with the Commercial Code, are obliged to transfer at least 8% of annual net profit to supplementary capital until it reaches one third of total issued capital. Supplementary capital cannot be distributed but can be transferred to cover accumulated losses.

### *Other reserves*

Other reserves include the difference between the fair value of the shares purchased by Members of the Management Board and their issue price.

## **i) Property, plant and equipment**

### *i) Property, plant and equipment owned by the Group*

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes purchase price of the asset and expenditures that are directly attributable to the acquisition and bringing the asset to working condition including initial delivery and handling costs. Discounts, rebates and other similar reductions decrease the cost. The cost of self-constructed assets and construction in progress includes all costs incurred for their construction, installation, adoption, and improvement incurred till the date they are available for use (or until the balance sheet date if an asset has not been made available for use). This cost includes also, if required, initially estimated costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

### *(ii) Subsequent costs*

Subsequent cost of replacing parts of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits embodied within the part will flow to the Group and the amount of the cost can be measured reliably. Other expenditures are expensed in the income statement as incurred.

### *(iii) Depreciation*

Items of property, plant and equipment as well as their major components are depreciated using the straight-line method over their useful life, taking into account their residual value. Land is not depreciated.

The estimated useful life of property, plant and equipment, by significant class of asset, is as follows:

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Buildings	60	years
Set-top Boxes	5	years
Other technical equipment and machinery	3-14	years
Vehicles	5	years
Furniture and equipment	3-10	years

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The accompanying notes to the consolidated financial statements are an integral part thereof

The estimated useful life of property, plant and equipment, depreciation methods and residual values (if material) are reviewed by the Group every year.

*(iv) Leased assets*

Assets used under lease, tenancy, rental or similar contracts which meet finance lease, are classified as non-current assets and recognised at the lower of fair value of the leased asset at the commencement of the lease term and the present value of the minimum lease payments. According to the above information, the set-top boxes that are provided to customers under operational leases are accounted for as property, plant and equipment. The set-top boxes that are provided to customers under financial leases are not recognised as non-current assets.

Depreciation policies for leased assets are consistent with the depreciation policies applied for similar Group-owned assets. Depreciation is calculated in accordance with IAS 16 "*Property, plant and equipment*". If it is not certain that the lessee will obtain title to the asset before the end of the lease term, the asset is depreciated over the shorter of the lease term and the asset's economic useful life.

Where there is uncertainty that set-top boxes and other property, plant and equipment will create revenue or continue to be used in the operating activity of the Group, the Group creates an impairment allowance.

**j) Intangible assets**

*(i) Goodwill*

Goodwill arises on the acquisition of subsidiaries, jointly controlled entities and affiliates.

Acquisition before 1 January 2004

For acquisitions made before 1 January 2004, goodwill was measured based on the deemed costs, whose amount represents the value recorded in the books in accordance with the Accounting Act dated 29 September 1994.

Acquisition after 1 January 2004

In relation to acquisitions after January 1, 2004, goodwill is measured as the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. If the acquirer's interest exceeds the net fair value the acquiree's identifiable assets, the acquirer recognises any excess immediately in the profit or loss.

Acquisition of minority interest

Goodwill arising on acquisition of minority interests in subsidiaries is stated as the excess of the purchase price over the value of the subsidiaries' net assets acquired at the date of acquisition.



#### Valuation after initial recognition

After initial recognition, goodwill acquired in a business combination is measured at cost less any accumulated impairment losses. In the case of investments in affiliates or jointly controlled entities, goodwill is included in the carrying value of the investment. Goodwill is allocated to cash-generating units and is not depreciated, but is annually tested for impairment.

#### *(ii) Internally generated software*

The Group capitalises costs of internally generated software, only if development costs can be reliably measured and the beginning and the end of the software development process can be reliably determined.

#### *(iii) Other intangible assets*

Other intangible assets purchased by the Group are stated at cost less accumulated amortisation and impairment losses.

#### *(iv) Subsequent expenditure*

Subsequent expenditure on existing intangible assets is capitalised only when it increases future economic benefits to be generated by the asset. Other expenditure is recognised in the profit or loss as incurred.

#### *(v) Amortisation*

Intangible assets with a finite useful life are amortised over their useful life on a straight-line basis. Goodwill and intangible assets with an indefinite useful life are not amortised but instead are subject to an impairment test at each balance sheet date. Other intangibles are amortised from the date they are available for use. The estimated useful life is 2 years.

### **k) Investment property**

Investment properties are properties which are held either to earn rental income or for capital appreciation or both. Investment property is measured at historical cost.

If there is a change in the use of real estate from investment property to owner-occupied property, the real estate is transferred to property, plant and equipment and its value on the transfer date becomes its deemed costs for the purpose of future recognition.

Buildings representing investment property are depreciated over a period of 60 years. Land which is considered investment property is not depreciated.

### **l) Inventories**

Inventories are measured at the lower of cost or net realisable value. The cost of inventories is determined based on the first-in first-out principle. The cost of inventories includes purchase price, costs relating directly to the purchase and the costs related to preparing the inventory for use or sale. Cost of finished goods and work in progress includes an appropriate share of production overheads determined based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. In the case of set-top boxes, which under the business model applied by the Group are sold below cost, the loss on the sale is recorded when the set-top box is transferred to the customer.

The Group creates an allowance for slow-moving or obsolete inventories.

## **m) Impairment of assets**

### *(i) Financial assets*

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its current fair value.

Individually significant financial assets are tested for impairment on an individual basis at balance sheet date. The remaining financial assets are assessed for impairment collectively in groups that share similar credit risk characteristics.

Receivables are reduced by an allowance based on the likelihood of future debt collection. The allowance is charged to other operating costs. An allowance for receivables from individuals is estimated based on the historical recoverability of overdue receivables and recovery efficiency.

All impairment losses are recognised in profit or loss.

Impairment losses are reversed if a subsequent increase in recoverable value of a financial asset can be related objectively to an event occurring after the impairment losses were recognized.

### *(ii) Non-financial assets*

The carrying amounts of non-financial assets, other than investment property, inventories and deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of goodwill, intangible assets with an indefinite useful life and intangible assets which are not yet ready for use is assessed at each balance sheet date.

An impairment loss is recognised when the carrying amount of an asset or a cash-generating unit is greater than its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognised in profit or loss. An impairment loss for a cash-generating unit is initially recognised as a decrease of goodwill assigned to this unit (group of units), then it proportionally reduces the carrying amount of other assets from this unit (group of units).

The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In the case of assets

that do not generate independent cash flows, the value in use is estimated for the smallest identifiable cash-generating unit to which the asset belongs.

An impairment loss for goodwill cannot be reversed. As for other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss other than that in respect of goodwill is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### **n) Non-current assets held for sale**

Non-current assets (or groups comprising assets and liabilities held for sale) that are expected to be recovered primarily through sale rather than through continuing use are classified as held for sale. Immediately before classification as held for sale, the assets (or components of a disposal group) are measured in accordance with the Group's accounting policies. Thereafter, at the date the assets (or a disposal group) are classified as held for sale, they are measured at the lower of their carrying amount or fair value less cost to sell. An impairment loss for a group of assets held for sale is initially recognised as a decrease of goodwill, then it proportionally reduces the carrying amounts of other assets from this group, except for inventories, financial assets, deferred tax assets and investment properties, which are valued in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on re-measurement are recognised through profit or loss. Gains on re-measurement are recorded only to the level of previously recognised impairment losses.

#### **o) Employee benefits**

##### *(i) Defined contribution program*

All Group entities which have employees are obliged, under applicable regulations, to collect and pay the contribution for the state pension. These benefits, according to IAS 19 "*Employee Benefits*" are state plans and are characterised as defined contribution. Therefore, the Group's liabilities for each period are estimated on the basis of contributions to be paid for a given period.

##### *(ii) Defined benefit program – retirement benefits*

The Group companies are obliged to pay retirement benefits calculated in accordance with the relevant provisions of the Polish labour code. The minimum retirement benefit is as per the labour code provisions at the moment of payment.

The calculation is carried out using the Projected Unit Credit Method. Employee turnover is estimated based on historical experience and forecasts of future employment levels.

Changes in the value of the retirement benefit provision are recognised in the income statement.

##### *(iii) Redundancy benefits*

Redundancy costs are recognised as an expense when the Group has a uncancellable detailed formal plan for the redundancy before the normal retirement date. Employee benefits relating to voluntary redundancy are recognised in costs.

In the case of an offer made to encourage voluntary redundancy, the Group records an expense and a liability only if it is probable that the offer will be accepted and the number of voluntary redundancies can be reliably estimated.

*(iv) Short-term employee benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are recognised as an expense as the related service is provided.

The Group creates a provision and charges the income statement for estimated short-term bonuses and profit sharing plans, if the Group has a legal or constructive obligation to make such payments as a result of past services provided by the employees and the obligation can be estimated reliably.

*(v) Share-based payments*

If shares are issued to employees unconditionally at an issue price lower than their fair value, the difference between the fair value and issue price is recognised as a salary expense with a corresponding increase in equity on the date the offer to purchase the shares is accepted by the employees.

**p) Provisions**

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where the effect of the time value of money is material, the Group discounts the provision, using a pre-tax discount rate that reflects current market assessments of the time value of money and those risks specific to the component of the liability.

*(i) Warranty provision*

A warranty provision is recognised when products or services, for which the warranty was granted, are sold. The amount of the provision is based on historical experience and on a weighted average of all possible outflows connected with warranty claims.

*(ii) Onerous contracts*

A provision for an onerous contract is recognised when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received by it. A provision for an onerous contract is created at the lower of the cost of fulfilling the contract or the cost related to any compensation or penalties arising from failure to fulfill it. Before recognition of a provision for an onerous contract, the Group recognises the impairment of the assets connected with such contracts.

*(iii) Royalties to copyright management organizations*

According to the Act dated 4 February 1994, satellite TV operators are required to pay royalties to copyright management organizations (collecting society). The Group creates a provision for such charges.

## q) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from the past events but is not recognised because it is not possible that the outflow of resources embodying economic benefits will be required to settle the obligations or the amount of the obligation cannot be measured with sufficient reliability.

## r) Deposits

Deposits received from subscribers and distributors, regardless of the minimum term of the agreements, are presented as current liabilities due to the possibility of early termination of the agreements by subscribers.

## s) Revenue

### *(i) Multi-element agreements*

The Group enters into multi-element agreements which include the following components: sales of goods (satellite reception equipment, set-top boxes, CAM) and services. Amounts received or receivable from customers are allocated to these components based on their fair value.

### *(ii) Rendering of services*

Revenue from the rendering of services is recognized in the income statement as the services are rendered.

### *(iia) Subscription fees*

Revenue from subscription fees is recognised on a straight-line basis over the basic period of the subscription contract.

### *(iib) Rental of set-top boxes*

Revenue from the rental of set-top boxes is recognised on a straight-line basis over the basic period of the subscription contract, except for finance lease agreements, which are recognised as sale with deferred payment date. Special promotional offers are recognised in the income statement together with the related lease costs.

### *(iic) Transmission services*

Revenue from transmission services is recognized as the services are rendered.

### *(iii) Sale of digital satellite reception equipment, electronic equipment and other goods*

Revenue from sale of digital satellite reception equipment, electronic equipment and other goods is recognised at the fair value of the payment received or due, decreased by discounts, rebates and the value of returned equipment.

Revenue from the sale of goods is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the buyer.

*(iv) Revenue from the rental of real estate*

Revenue from the rental of investment property is recognised in the income statement on a straight-line basis over the period of the contract. Special promotional offers made as an incentive to conclude a lease contract, are recognised together with the related revenues from the rental of investment property.

**t) Distribution fees**

Commissions for distributors for registering new subscribers are recognised during the minimum basic period of the subscription agreement. Turnover commissions for concluding a certain number of subscription contracts are recognised in profit or loss as they are incurred.

Commissions for distributors which will be settled within the period of 12 months after the balance sheet date are presented as other current assets, however, the commissions, which will be settled after the 12-month period from the balance sheet date, are presented as other long-term assets.

**u) Finance income and finance expenses**

Finance income includes interest income resulting from invested cash, dividends receivable, gains on sale of financial instruments available for sale, from changes in the fair value of financial instruments at fair value through profit or loss, and net exchange rate gains. Interest received is presented in the income statement on an accrual basis using the effective interest method. Revenue from dividends are recognised in the income statement at the moment the Group obtains the right to the dividend.

Finance expenses include interest on debt, reversal of the discount on provisions, dividends from preference shares classified as liabilities, net foreign exchange losses, losses resulting from changes in the fair value of financial instruments at fair value through profit or loss, and financial assets impairment. Interest payable is calculated using the effective interest rate method.

The Group does not capitalise interest on loans and borrowings relating to the purchase of property, plant and equipment.

**v) Taxation**

Income tax in the profit or loss for the year comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet method on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

The accompanying notes to the consolidated financial statements are an integral part thereof

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be partly or wholly realised. Deferred tax asset reductions are adjusted to the extent that realisation of sufficient taxable profits becomes probable.

Deferred tax assets and liabilities in the Group are offset by the Group companies, provided that they are entitled to compensate current tax assets and liabilities when calculating their tax liabilities. An entity has the entitlement to offset deferred tax assets and liabilities when calculating its tax liability if:

- a) the entity has a legally enforceable right to offset current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### w) Earnings per share

The Group presents basic and diluted earnings per share for its ordinary shares. Basic earnings per share are calculated by dividing the net profit or loss for the period by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is calculated by dividing the profit or loss on the continued operations attributable to ordinary shareholders and the weighted average number of ordinary shares adjusted for all potentially dilutive ordinary shares.

#### x) Segment reporting

An operating segment is a distinguishable component of the Group that is engaged in providing an individual product or service (business segment) or providing products or services within a particular economic environment (geographical segment) that is subject to risks and returns that are different from those of other segments.

#### y) Cash flow statement

Cash and cash equivalents in the consolidated cash flow statement are equal to cash and cash equivalents presented in the consolidated balance sheet.

The purchase of set-top boxes provided to clients under operating lease contracts are classified in the cash flow statement in operating activities. The purchase, disposal and impairment of these set-top boxes are classified in the cash flow statement in operating activities and presented as "Net increase / (decrease) of set-top boxes under operating lease".

Purchases of property, plant and equipment or intangible assets are presented in their net amount (net of VAT).

Changes in impairment allowances for property, plant and equipment, excluding allowances for set-top boxes, are presented as "Other adjustments" in cash flows from operating activities.

Costs attributable to the public offering of shares are presented as "Other adjustments" in cash flows from operating activities. Cash outflows related to these expenses are classified as "Other financing outflows" in cash flows from financing activities.

## **8. Determination of fair values**

A number of the Group's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. The methods for determining fair values are described below. In significant cases, fair values have been determined for measurement and/or disclosure purposes based on the methods described in the respective note specific to that asset or liability.

### **(i) Property, plant and equipment**

The fair value of property, plant and equipment acquired in business combinations is based on market value. The market value of real estate is the amount for which it could be exchanged between knowledgeable and willing parties in an arm's length transaction, after carrying out appropriate marketing activities, with both parties acting in a conscious and prudent manner. The fair value of other tangible non-current assets is based on prices of comparative market transactions.

### **(ii) Intangible non-current assets**

The fair value of trademarks and patents acquired in business combinations is based on estimated discounted payments of royalties that were not incurred as a result of the acquisition of the trademarks and patents. The fair value of other intangibles is based on discounted cash flows forecasted from their usage and ultimate disposal.

### **(iii) Inventories**

The fair value of inventories acquired in business combinations is based on net realisable market value, net of selling and finishing costs as well as a margin based on a reasonable estimate of expenditures incurred for finishing products and executing sales.

### **(iv) Investments in equity and debt instruments**

The fair value of financial assets valued at fair value through profit or loss, investments held to maturity and financial assets available for sale is calculated based on a market quotation as at the balance sheet date. The fair value of investments held to maturity is calculated only for disclosure purposes.

### **(v) Trade and other receivables**

The fair value of trade and other receivables is estimated as the present value of future cash flows discounted using a market interest rate as at the balance sheet date.



#### **(vi) Non-derivative financial liabilities**

The fair value for disclosure purposes is based on the present value of future cash flows from repayment of capital and interest, discounted using a market interest rate as at the balance sheet date. A market interest rate for a finance lease contract is estimated based on interest rates for similar types of lease contracts.

#### **(vii) Derivatives**

The fair value of forward exchange contracts is based on their listed market price, if available. If a listed market price is not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (based on government bonds).

#### **(viii) Shares subscribed for by the Members of the Management Board**

The fair value of shares subscribed for by the Management Board was established at the date of their subscription based on an appropriate valuation model.

### **9. Segment reporting**

#### **Business segments**

The Group operates in one business segment; it operates a paid digital satellite platform. In 2007, the Group made capital expenditures and incurred costs related to mobile telecommunication services planned to be provided in the future and started the production of set-top-boxes.

#### **Geographical segments**

Sale of services is substantially domestic, therefore geographical factors, economic and political conditions and relations between activities in various geographical areas are not significant. As a result, the Group does not disclose financial information about geographical segments.

### **10. Discontinued operations**

On 31 August 2007, the Group sold its shares in EMarket Sp. z o.o. The operating activity of EMarket Sp. z o.o. was based on selling electronic equipment. From this date, the Group is no longer involved in this activity. The net result of EMarket Sp. z o.o. for the period from 1 January 2007 to 31 August 2007 and for 2006 is presented as "Net profit/loss from discontinued operations" in the income statement. Further disclosures are presented in note 24.

## 11. Subscription fees

	for the year ended	
	31 December 2007	31 December 2006
Revenues from subscription fees (MINI package)	16,739	239
Revenues from subscription fees (other packages)	645,782	350,851
<b>Total</b>	<b>662,521</b>	<b>351,090</b>

The revenue generated from subscription fees depends on the number of subscribers, rates charged on the packages and the mix of packages sold.

## 12. Rental of digital satellite reception equipment

	for the year ended	
	31 December 2007	31 December 2006
Revenues from the rental of digital satellite reception equipment	5,954	16,455

Revenues from the rental of digital satellite reception equipment include revenues from rent of set-top boxes to subscribers under operating lease agreements.

## 13. Sales of digital satellite reception equipment

	for the year ended	
	31 December 2007	31 December 2006
Revenues from the sale of digital satellite reception equipment	107,205	100,629

Sales of digital satellite reception equipment include both new set-top boxes as well as used ones which were previously rented under operating lease agreements.

## 14. Transmission services

	for the year ended	
	31 December 2006	31 December 2006
Revenues from sale of signal transmission	11,602	10,315

Cyfrowy Polsat S.A. provides transmission services to TV and radio broadcasters. These services include rental of transponder capacity, signal transmission and related services.

## 15. Other operating revenues

	for the year ended	
	31 December 2007	31 December 2006
Compensation for lost and damaged equipment und subscribers' deposits written off	1,223	1,441
Revenue from investment property	2,224	880
Other	5,940	1,736
<b>Total</b>	<b>9,387</b>	<b>4,057</b>

## 16. Programming costs

	for the year ended	
	31 December 2007	31 December 2006
Programming costs	152,031	68,647

Programming costs include license fees paid to TV and radio broadcasters and royalties for copyright management organizations (collecting society).

## 17. Transmission costs

	for the year ended	
	31 December 2007	31 December 2006
Transponders rental	26,992	23,939
Conditional Access System rental	18,554	9,743
Other	2,856	2,401
<b>Total</b>	<b>48,402</b>	<b>36,083</b>

## 18. Distribution and marketing costs

	for the year ended	
	31 December 2007	31 December 2006
Distribution fees	76,911	42,929
Marketing costs	22,175	9,679
Mailing costs	9,895	5,528
Call center	12,766	7,366
Other	4,172	519
<b>Total</b>	<b>125,919</b>	<b>66,021</b>

## 19. Salaries and employee-related expenses

	for the year ended	
	31 December 2007	31 December 2006
Salaries - contract of employment	19,128	12,495
Salaries - freelance agreement	4,322	3,708
Salaries - Management contracts	2,921	837
Salaries - cost of share-based payments	10,174	-
Salaries - Supervisory Board	213	-
Social security contributions	3,200	2,086
Pension obligations and other social benefits	1,743	514
<b>Total</b>	<b>41,701</b>	<b>19,640</b>

## Average number of employees

	for the year ended	
	31 December 2007	31 December 2006
Number of employees- employment contracts	255	188
Number of employees- managerial contracts	6	6
<b>Total</b>	<b>261</b>	<b>194</b>

## 20. Other operating costs

	for the year ended	
	31 December 2007	31 December 2006
Fixed assets impairment and stock provision	2,347	3,719
Bad debt provision	16,498	13,231
Materials and energy used	3,343	1,935
Renovation and maintenance costs	928	484
Property lease	1,161	1,766
Legal, advisory and consulting costs	7,566	3,226
Bad debt recovery fees	185	854
Bank charges	1,023	798
Telecommunication services	1,091	1,389
Polish Film Institute fee	8,958	5,254
Security services	344	416
Other taxes and charges	2,465	716
Other	7,755	4,330
<b>Total</b>	<b>53,664</b>	<b>38,118</b>

## 21. Financial revenues

	for the year ended	
	31 December 2007	31 December 2006
Interest income	6,201	3,022
Foreign exchange differences, net	12,406	25,434
Gain on financial instruments	369	14,700
Other	-	92
<b>Total</b>	<b>18,976</b>	<b>43,248</b>

### Interest revenue

Breakdown of interest income by type of financial instruments is presented below:

	for the year ended	
	31 December 2007	31 December 2006
Bank accounts and deposits	6,201	2,992
Other	-	30
<b>Total</b>	<b>6,201</b>	<b>3,022</b>

## 22. Finance expenses

	for the year ended	
	31 December 2007	31 December 2006
Interest	13,309	14,004
Costs attributable to public offering of shares	9,731	-
Impairment loss on investments	896	-
Other	-	166
<b>Total</b>	<b>23,936</b>	<b>14,170</b>

### Interest expense

Breakdown of interest costs by types of financial instrument is presented below:

	for the year ended	
	31 December 2007	31 December 2006
Borrowings and Loans	13,254	14,004
Other	55	-
<b>Total</b>	<b>13,309</b>	<b>14,004</b>

The accompanying notes to the consolidated financial statements are an integral part thereof

## 23. Income tax

### (i) Income tax in the income statement

	for the year ended	
	31 December 2007	31 December 2006
Corporate income tax	26,720	-
Deferred income tax	35	15,081
<b>Income tax expense in the income statement</b>	<b>26,755</b>	<b>15,081</b>

	for the year ended	
	31 December 2007	31 December 2006
<b>Deferred tax</b>		
Tax losses carried forward	14,180	5,756
Receivables and other assets	7,135	3,423
Liabilities	(17,678)	312
Deferred distribution fees	(7,182)	5,084
Tangible and intangible non-current assets	3,580	506
<b>Deferred tax – total</b>	<b>35</b>	<b>15,081</b>

### (ii) Effective tax rate reconciliation

	for the year ended	
	31 December 2007	31 December 2006
Profit before income tax	140,170	70,914
Profit before tax multiplied by statutory tax rate in Poland of 19%	26,632	13,474
Non-tax deductible interest cost at 19% tax rate	241	792
Non-tax deductible cost of share based payment (see note 37 and 49)	1,933	-
2005 tax loss, settled in 2007 not recognised in previous years at 19% tax rate	(2,249)	-
Tax losses not included in the calculation of deferred tax asset at 19% rate	448	-
Other non-taxable revenue and non-tax deductible costs, net at 19% tax rate	(250)	815
<b>Tax charge for the year</b>	<b>26,755</b>	<b>15,081</b>
<b>Effective tax rate</b>	<b>19.10%</b>	<b>21.30%</b>

(iii) Deferred tax assets

	31 December 2007	31 December 2006
Tax losses carried forward	8,321	22,501
Liabilities	6,795	-
Tangible non-current assets	124	3,704
<b>Total deferred tax assets</b>	<b>15,240</b>	<b>26,205</b>
Offsetting of deferred tax liabilities and deferred tax assets	11,106	22,685
<b>Deferred tax assets in the balance sheet</b>	<b>4,134</b>	<b>3,520</b>

(iv) Tax losses

	31 December 2007	31 December 2006
Tax loss 2001 carried forward	-	400
Tax loss 2002 carried forward	-	65,471
Tax loss 2003 carried forward	19,849	40,443
Tax loss 2004 carried forward	15,398	31,187
Tax loss 2005 carried forward	5,919	5,195
Tax loss 2006 carried forward	459	552
Tax loss 2007 carried forward	4,174	-
<b>Tax losses carried forward – total</b>	<b>45,799</b>	<b>143,248</b>

(v) Tax losses recognized

	31 December 2007	31 December 2006
Tax loss 2002 carried forward	-	47,379
Tax loss 2003 carried forward	19,849	39,792
Tax loss 2004 carried forward	15,398	30,796
Tax loss 2005 carried forward	5,919	-
Tax loss 2006 carried forward	459	459
Tax loss 2007 carried forward	2,174	-
<b>Tax losses carried forward – total</b>	<b>43,799</b>	<b>118,426</b>

At each balance sheet date, the Group recognises tax losses that are likely to be utilised in the future.

According to Art. 7 of the Corporate Income Tax Act dated 15 February 1992, tax losses incurred in a given financial year can be utilised in the following five tax years. However, tax loss utilised in a tax year cannot exceed 50% of the original tax loss for a given year.

In 2007, Cyfrowy Polsat S.A. corrected the corporate income tax return for 2005 by PLN 7,249 thousand. The tax loss for 2005 after the correction amounts to PLN 11,838 thousand. Cyfrowy Polsat S.A. utilised the 2005 tax loss of PLN 5,919

thousand in the calculation of the current income tax for 2007 and recognized the unutilised loss for 2005 as deferred tax asset as of 31 December 2007.

(vi) Deferred tax liabilities

	31 December 2007	31 December 2006
Receivables and other assets	9,775	2,640
Liabilities		10,883
Deferred distribution fees	2,002	9,184
<b>Total deferred tax liabilities</b>	<b>11,777</b>	<b>22,707</b>
Offsetting of deferred tax liabilities and deferred tax assets	11,106	22,685
<b>Deferred tax liabilities in the balance sheet</b>	<b>671</b>	<b>22</b>

## 24. Discontinued operations

In the presented period, the Group sold its shares in EMarket Sp. z o.o. This subsidiary was consolidated up to 31 August 2007, which is the date of the control over the entity ceased. Its net result in the period 1 January 2007 - 31 August 2007 and for the 12 months ended 31 December 2006 was presented in the income statement, as „Net profit/(loss) from discontinued operations”. A summary of EMarket’s revenues and expenses in the aforementioned periods is presented below:

(i) Net profit/(loss) from discontinued operations

	for the period from 1 January 2007 to 31 August 2008 (unaudited)	2006
Sales of electronic equipment	9,472	11,105
Other operating revenue	3	144
Salaries and employee-related expenses	(227)	(228)
Cost of electronic equipment sold	(8,919)	(9,246)
Other operating costs	(321)	(1,875)
Finance expenses	-	(12)
<b>Net profit / (loss) for the period</b>	<b>8</b>	<b>(112)</b>
<b>Group’s share (75%)</b>	<b>6</b>	<b>(84)</b>
<b>Minority ineterests</b>	<b>2</b>	<b>(28)</b>
Group’s share of equity	(217)	-
Proceeds from disposal of shares	200	-
<b>Loss on disposal of shares</b>	<b>(17)</b>	<b>-</b>



(ii) Cash flow from discontinued operations

	for the period from 1 January 2007 to 31 August 2008 (unaudited)
Cash flow from operating activities	(200)
Cash flow from investment activities	200
Cash flow from discontinued operation	-

(iii) Effect of EMarket's disposal on the assets and liabilities of the Group

	31 August 2008 (unaudited)
Tangible non-current assets	8
Intangible assets	170
Inventories	60
Trade and other receivables	1,213
Cash and cash equivalents	179
Trade and other payables	(1,317)
Net assets	313
Cash received	200
Cash disposed of	(179)
Net cash inflow	21

**(iv) Reconciliation of financial data presented in the 2006 income statement**

The table below shows the reconciliation of the financial data for 2006 presented in the income statement in these consolidated financial statements with the financial data for 2006 presented in the historical consolidated financial information for the years ended 31 December 2006, 31 December 2005 and 31 December 2004, resulting from the presentation of the financial data of EMarket Sp. z o.o. in "Net profit /(loss) from discontinued operations".

	2006 historical consolidated financial information	Presentation of EMarket Sp. z o.o. in discontinued operations	2006 as presented in these financial statements
Sales of electronic equipment	11,105	(11,105)	-
Other operating revenues	4,201	(144)	4,057
<b>Total revenues from operating activities</b>	<b>493,795</b>	<b>(11,249)</b>	<b>482,546</b>
Salaries and employee – related expenses	19,868	(228)	19,640
Cost of electronic equipment sold	9,246	(9,246)	-
Other operating costs	39,993	(1,875)	38,118
<b>Total costs of operating activities</b>	<b>452,059</b>	<b>(11,349)</b>	<b>440,710</b>
<b>Profit from operating activities</b>	<b>41,736</b>	<b>100</b>	<b>41,836</b>
Finance expenses	14,182	(12)	14,170
<b>Gross profit / (loss) for the period</b>	<b>70,802</b>	<b>112</b>	<b>70,914</b>
Net profit from continuing operations	55,721	112	55,833
<b>Net loss from discontinued operations</b>	<b>-</b>	<b>(112)</b>	<b>(112)</b>

**25. EBITDA**

The key measure of earnings in the Group is EBITDA (earnings before interest, taxes, depreciation and amortization). EBITDA measures the Group's ability to generate cash from recurring operations. The Group defines EBITDA as operating profit adjusted by depreciation and amortization. EBITDA is not defined by the EU IFRS and can be calculated differently by other entities.

	for the year ended	
	31 December 2007	31 December 2006
Profit from operating activities	145,147	41,836
Depreciation and amortization	20,777	32,534
<b>EBITDA</b>	<b>165,924</b>	<b>74,370</b>

## 26. Basic and diluted earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to ordinary shareholders of the Parent by the weighted average number of ordinary shares outstanding during the period. The Company adjusted the average number of shares outstanding for the effect of the share split made pursuant to the resolution of the Extraordinary General Shareholders' Meeting of Cyfrowy Polsat S.A., dated 5 September 2007. The share split was registered on 5 October 2007. As a result, one share with a nominal value of PLN 1 was divided into 25 shares with a nominal value of PLN 0.04.

As at the balance sheet date, the Group did not have financial instruments that could have a dilutive effect, therefore the Group does not present diluted earnings per share. As a result, basic earnings per share equals diluted earnings per share.

	for the year ended	
	31 December 2007	31 December 2006
Net profit from continuing operations (in thousand PLN)	113,415	55,833
Weighted average number of ordinary shares used to calculate earnings per share	263,806,918	262,500,000
Earnings per share in PLN	0.43	0.21

## 27. Property, plant and equipment

	Land	Buildings, premises and civil engineering structures	Technical equipment and machinery	Digital satellite reception equipment	Vehicles	Other tangible non-current assets	Total	Non-current tangible assets under construction	Prepayments for assets under construction
<b>Cost</b>									
Cost as at 1 January 2006	-	1,141	21,868	223,440	1,112	1,400	248 961	70	-
Additions	2,458	15,277	6,732	-	1,027	940	26 434	10,821	-
Disposals	-	(164)	(424)	(88,003)	-	(20)	(88 611)	(377)	-
Cost as at 31 December 2006	2,458	16,254	28,176	135,437	2,139	2,320	186 784	10,514	-
<b>Impairment provision</b>									
Impairment provision as at 1 January 2006	-	-	-	(21,363)	-	-	(21 363)	-	-
Additions	-	-	(994)	(2,168)	-	-	(3 162)	-	-
Disposals	-	-	-	-	-	-	-	-	-
Impairment provision as at 31 December 2006	-	-	(994)	(23,531)	-	-	(24 525)	-	-
<b>Accumulated depreciation</b>									
Accumulated depreciation as at 1 January 2006	-	142	8,469	159,933	199	564	169 307	-	-
Additions	-	553	4,582	23,218	256	431	29 040	-	-
Disposals	-	-	(35)	(79,224)	-	(11)	(79 270)	-	-
Accumulated depreciation as at 31 December 2006	-	695	13,016	103,927	455	984	119 077	-	-
<b>Carrying amounts</b>									
As at 1 January 2006	-	999	13,399	42,144	913	836	58 291	70	-
As at 31 December 2006	2,458	15,559	14,166	7,979	1,684	1,336	43 182	10,514	-

The accompanying notes to the consolidated financial statements are an integral part thereof

Cyfrowy Polsat S.A. Group  
Consolidated financial statements for the year ended 31 December 2007  
(all amounts in PLN thousand)

	Land	Buildings, premises and civil engineering structures	Technical equipment and machinery	Digital satellite reception equipment	Vehicles	Other tangible non-current assets	Total	Non-current tangible assets under construction	Prepayments for assets under construction
<b>Cost</b>									
Cost as at 1 January 2007	2,458	16,254	28,176	135,437	2,139	2,320	186,784	10,514	-
Additions	-	6,516	26,849	423	1,600	3,253	38,641	34,186	476
Transfers from investment property	1,580	7,934	-	-	-	-	9,514	-	-
Disposals	-	-	(366)	(9,188)	(369)	(123)	(10,046)	(22,068)	-
Cost as at 31 December 2007	4,038	30,704	54,659	126,672	3,370	5,450	224,893	22,632	476
<b>Impairment provision</b>									
Impairment provision as at 1 January 2007	-	-	(994)	(23,531)	-	-	(24,525)	-	-
Additions	-	-	-	-	-	-	-	-	-
Transfers from investment property	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	675	-	-	675	-	-
Impairment provision as at 31 December 2007	-	-	(994)	(22,856)	-	-	(23,850)	-	-
<b>Accumulated depreciation</b>									
Accumulated depreciation as at 1 January 2007	-	695	13,016	103,927	455	984	119,077	-	-
Additions	-	689	6,071	8,032	509	737	16,038	-	-
Transfers from investment property	-	405	-	-	-	-	405	-	-
Disposals	-	-	(236)	(8,692)	(235)	(81)	(9,244)	-	-
Accumulated depreciation as at 31 December 2007	-	1,789	18,851	103,267	729	1,640	126,276	-	-
<b>Carrying amounts</b>									
As at 1 January 2007	2,458	15,559	14,166	7,979	1,684	1,336	43,182	10,514	-
As at 31 December 2007	4,038	28,915	34,814	549	2,641	3,810	74,767	22,632	476

As at 31 December 2007, the property at Łubinowa 4a Street in Warsaw is pledged as security for the repayment of the loan from Raiffeisen Bank Polska S.A. in the form of a bail mortgage (*hipoteka kaucyjna*) up to the amount of EUR 12,500 thousand.

An impairment provision for the property, plant and equipment was recognised by the Group due to the uncertainty of future revenues to be generated by the assets.

The accompanying notes to the consolidated financial statements are an integral part thereof

## 28. Goodwill

### Cost

Cost as at 1 January 2006	1,064
Additions	14
Cost as at 31 December 2006	1,078
Cost as at 1 January 2007	1,078
Disposal of EMarket shares	511
Cost as at 31 December 2007	567
Impairment provision	
Impairment provision as at 1 January 2006	1,064
Additions	-
Impairment provision as at 31 December 2006	1,064
Impairment provision as at 1 January 2007	1,064
Additions	14
Disposal of EMarket shares	511
Impairment provision as at 31 December 2007	567
Net value	
As at 31 December 2006	14
As at 31 December 2007	-

Goodwill represents the excess of the purchase price of the subsidiary over the fair value of acquired net assets as at the date of acquisition.

#### Acquisition of shares in Cyfrowy Polsat Mobile Sp. z o.o./Onyx Investments Sp. z o.o./ Cyfrowy Polsat Technology Sp. z o.o.

On 24 May 2006, Cyfrowy Polsat S.A. acquired 100% of the shares of Cyfrowy Polsat Mobile Sp. z o.o. for PLN 64 thousand. The fair value of acquired net assets at the transaction date amounted to PLN 50 thousand.

In accordance with IFRS 3, *Business Combinations*, this acquisition was accounted for using the purchase method.

#### Acquisition of shares in Praga Business Park Sp. z o.o. / Polsat On Line Sp. z o.o

In 2000 and 2001, Cyfrowy Polsat S.A. purchased 50.06% shares in Polsat On Line Sp. z o.o. On 25 January 2006, Cyfrowy Polsat S.A. entered into a purchase agreement for the remaining 49.94% shares of Polsat On Line Sp. z o.o. for the price of PLN 3 thousand. The value of the acquired net assets of Polsat On Line Sp. z o.o. amounted to PLN 28 thousand.

In accordance with IFRS 3, *Business Combinations*, this acquisition was accounted for using the purchase method. Due to the fact that the first allocation of the purchase price to the fair value of acquired net assets resulted in a surplus of the fair value of acquired net assets above the purchase price, a second allocation was performed. The second allocation did not change the surplus of the fair value of acquired net assets above the purchase price at acquisition; therefore the difference was recognized as profit in 2006.

The accompanying notes to the consolidated financial statements are an integral part thereof

## 29. Intangible assets

	Software and licences	Other	In Progress	Total
<b>Cost</b>				
Cost as at 1 January 2006	14,404	147	310	14,861
Additions	1,517	16	103	1,636
Disposals	(3,843)	-	(310)	(4,153)
Cost as at 31 December 2006	12,078	163	103	12,344
Cost as at 1 January 2007	12,078	163	103	12,344
Additions	5,181	91	5,929	11,201
Disposals	-	-	(99)	(99)
Cost as at 31 December 2007	17,259	254	5,933	23,446
<b>Accumulated depreciation</b>				
Accumulated depreciation as at 1 January 2006	7,968	147	-	8,115
Additions	3,478	16	-	3,494
Disposals	(3,660)	-	-	(3,660)
Accumulated depreciation as at 31 December 2006	7,786	163	-	7,949
Accumulated depreciation as at 1 January 2007	7,786	163	-	7,949
Additions	4,228	45	-	4,273
Disposals	(241)	-	-	(241)
Accumulated depreciation as at 31 December 2007	11,773	208	-	11,981
<b>Carrying amounts</b>				
As at 1 January 2006	6,436	-	310	6,746
As at 1 January 2007	4,292	-	103	4,395
As at 31 December 2006	4,292	-	103	4,395
As at 31 December 2007	5,486	46	5,933	11,465

The Group also uses internally developed software. The related costs were not capitalised due to the lack of reliable data regarding total development costs incurred by the Group.

### 30. Investment property

<b>Cost</b>	
Cost as at 1 January 2006	-
Additions	28,796
Buildings	24,388
Land	4,408
Disposals	-
Cost as at 31 December 2006	28,796
<b>Accumulated depreciation</b>	
Accumulated depreciation as at 1 January 2006	-
Additions	289
Disposals	289
Accumulated depreciation as at 31 December 2006	289
<b>Cost</b>	
Cost as at 1 January 2007	28,796
Transfers to property, plant and equipment	9,514
Buildings	7,934
Land	1,580
Cost as at 31 December 2007	19,282
<b>Accumulated depreciation</b>	
Accumulated depreciation as at 1 January 2007	289
Additions	466
Transfers to property, plant and equipment	405
Accumulated depreciation as at 31 December 2007	350
<b>Carrying amounts</b>	
As at 1 January 2006	-
As at 31 December 2006	28,507
<b>Carrying amounts</b>	
As at 1 January 2007	28,507
As at 31 December 2007	18,932

The value of investment property is based on historical cost. The Group acquired the assets constituting investment property in September 2006. The Parent's management considers the fair value of the investment property at the balance sheet date to be substantially consistent with its purchase price.

Investment property of the Group comprises land and buildings held for rent.



As at 31 December 2007, investment property is pledged as security over repayment of the loan from Raiffeisen Bank Polska S.A. in the form of a bail mortgage (*hipoteka kaucyjna*) up to the amount of EUR 12,500 thousand. Additionally, revenues from investment property are pledged as security of the bank loan taken by the Group.

Revenues from the rental of investment property amounted to PLN 2,224 thousand in the 12 months of 2007. The related costs amounted to PLN 1,738 thousand.

### 31. Other long-term assets

	31 December 2007	31 December 2006
Shares	1,335	2,231
Deferred distribution fees	29,615	10,645
Other long-term receivables	6	1
<b>Total</b>	<b>30,956</b>	<b>12,877</b>

Shares are valued at purchase price less impairment losses. In 2007, the Group recorded an impairment loss of PLN 896 thousand.

Deferred distribution fees include commissions for distributors for contracts effectively concluded with subscribers. These costs are expensed by the Group over the minimum basic period of the subscription contracts.

### 32. Non-current assets held for sale and liabilities related to non-current assets held for sale

As at 31 December 2006, non-current assets held for sale and liabilities related to non-current assets held for sale related solely to EMarket Sp. z o.o., which was sold on 31 August 2007. This transaction is described in note 24.

### 33. Inventories

Types of inventories	31 December 2007	31 December 2006
Merchandise	97,543	53,993
Materials for production of set-top boxes	10,485	-
Set-top boxes - work in progress	4,029	-
Other inventories	8,890	540
Prepayments for inventory	10,898	4,062
<b>Total gross value</b>	<b>131,845</b>	<b>58,595</b>
Provision	1,836	586
<b>Total net value</b>	<b>130,009</b>	<b>58,009</b>

Merchandise	31 December 2007	31 December 2006
Set-top Bowes	71,784	47,283
Smart cards	10,834	3,130
Remote controls	2	2
Satellite aerials	12,465	619
CAM module	2,458	2,959
<b>Total</b>	<b>97,543</b>	<b>53,993</b>

Provision for inventories	31 December 2007	31 December 2006
Opening balance	586	155
Increase	1,250	556
Decrease	-	125
<b>Closing balance</b>	<b>1,836</b>	<b>586</b>

There are no restrictions on the Group's rights to dispose of its inventories.

#### 34. Trade and other receivables

	31 December 2007	31 December 2006
Trade and other receivables from related entities	90	306
Trade and other receivables from non-related entities	44,407	28,399
Tax and social security receivables	33,225	14,227
Other receivables	1,411	367
<b>Total</b>	<b>79,133</b>	<b>43,299</b>

Trade receivables from non-related entities include mainly receivables from individual clients, distributors and others.

As at 31 December 2007, receivables of PLN 94 thousand are pledged as security for repayment of the loan from Raiffeisen Bank Polska S.A. in the form of assignment of debts from related to lease agreements.

Currency	31 December 2007	31 December 2006
PLN	41,820	26,650
EUR	1,731	1,089
USD	946	966
<b>Total</b>	<b>44,497</b>	<b>28,705</b>

## Movements in bad debt allowance

	31 December 2007	31 December 2006
Opening balance	30,209	17,548
Increase	16,498	13,231
Reversal	223	-
Utilisation	-	570
Closing balance	46,484	30,209

## 35. Other current assets

	31 December 2007	31 December 2006
Deferred distribution fees	67,150	37,677
Other deferred costs	1,821	109
Total	68,971	37,786

Deferred distribution fees comprise commissions for distributors for contracts effectively concluded with subscribers. These costs are amortized over the minimum basic period of the subscription contracts.

## 36. Cash and cash equivalents

	31 December 2007	31 December 2006
Cash in hand	26	28
Current accounts	13,042	7,132
Deposits	137,658	102,673
Total	150,726	109,833

Currency	31 December 2007	31 December 2006
PLN	141,479	95,658
EUR	970	9,538
USD	8,277	4,636
Other	-	1
Total	150,726	109,833

As the Group cooperates with well-established Polish and international banks, the risk relating to deposited cash is considerably limited.

## 37. Shareholders' equity

### (i) Issued capital

In accordance with the National Court Register, the issued capital of Cyfrowy Polsat S.A. as at 31 December 2007 amounted to PLN 10,733 thousand. The issued capital is divided into 268,325,000 shares with a nominal value of PLN 0.04 each.

All shares were fully paid. The issued capital was not covered by contributions in kind in the periods presented.

In Poland, each issue of shares is given a consecutive serial number. As at 31 December 2007, Series A, B, C and D are preference shares (2 voting rights per share). Series E and F are not preference shares.

The table below presents the shareholder's equity structure:

Share series	Number of shares	Nominal value of shares	Type
Series A	2,500,000	100	preference shares (2 voting rights)
Series B	2,500,000	100	preference shares (2 voting rights)
Series C	7,500,000	300	preference shares (2 voting rights)
Series D	175,000,000	7,000	preference shares (2 voting rights)
Series E	75,000,000	3,000	ordinary bearer share
Series F	5,825,000	233	ordinary bearer share
<b>Total</b>	<b>268,325,000</b>	<b>10,733</b>	

The following changes in the issued capital structure and number of issued shares in Cyfrowy Polsat S.A. took place in 2007:

- share split (one share with a nominal value of PLN 1 was divided into 25 shares with a nominal value of PLN 0.04);
- conversion of 3 million Series D registered shares into Series E ordinary bearer shares and their split into 75 million shares;
- changes in the voting rights attached to Series A and B preference shares - from 5 voting rights per share to 2 voting rights per share at the General Shareholders' Meeting;
- issue of 5,825,000 shares with a nominal value of PLN 0.04.

The issue was addressed to the following persons:

- Dominik Libicki, President of the Management Board – 500,000 shares;
- Maciej Gruber, Member of the Management Board – 46,250 shares;
- Andrzej Matuszyński, Member of the Management Board – 32,500 shares;
- Dariusz Działkowski, Member of the Management Board – 46,250 shares;
- Piotr Nurowski – 1,706,250 shares;
- Józefa Birka – 1,740,000 shares;
- Aleksander Myszka – 1,753,750 shares.

On 11 and 12 October 2007, Cyfrowy Polsat S.A. and the above mentioned persons entered into share subscription agreements. The shares were paid for in October 2007.

The purchase of the shares by the Management Board is regulated by IFRS 2 “*Share-Based Payments*”. Since the price for which the shares were acquired by the Management Board is significantly lower than their fair value as at the date of subscription, the Group recognized, in accordance with IFRS 2 “*Share-Based Payments*”, additional remuneration of the Management Board of PLN 10,174 thousand, representing the difference between the fair value of the allotted shares and their issue price. Note 49 “Remuneration of the Management Board” presents a detailed breakdown of this amount for each member of the Management Board.

The shareholders’ structure in the presented periods was as follows:

	31 December 2007				
	Number of shares	Nominal value of shares	% of share capital held	Number of votes	% of voting rights
Polaris Finance B.V.	250,025,000	10,001	93.18%	425,050,000	93.25%
Zygmunt Solorz-Żak	10,603,750	424	3.95%	21,207,500	4.66%
Heronim Ruta	1,871,250	75	0.70%	3,742,500	0.82%
Piotr Nurowski	1,706,250	68	0.63%	1,706,250	0.37%
Józef Birka	1,740,000	70	0.65%	1,740,000	0.38%
Aleksander Myszk	1,753,750	70	0.65%	1,753,750	0.38%
Dominik Libicki	500,000	20	0.19%	500,000	0.11%
Maciej Gruber	46,250	2	0.02%	46,250	0.01%
Andrzej Matuszyński	32,500	1	0.01%	32,500	0.01%
Dariusz Działkowski	46,250	2	0.02%	46,250	0.01%
<b>Total</b>	<b>268,325,000</b>	<b>10,733</b>	<b>100%</b>	<b>455,825,000</b>	<b>100%</b>

	31 December 2006				
	Number of shares	Number of shares	Number of shares	Number of shares	Number of shares
Zygmunt Solorz- Żak	424,150	424	4.0%	1,341,900	6.3%
Heronim Ruta	74,850	75	0.7%	234,300	1.1%
Polaris Finance B.V.	10,001,000	10,001	95.3%	19,723,800	92.6%
<b>Total</b>	<b>10,500,000</b>	<b>10,500</b>	<b>100%</b>	<b>21,300,000</b>	<b>100%</b>

Additionally, Zygmunt Solorz-Żak and Heronim Ruta hold the Company shares indirectly through Polaris Finance B.V. shares of the Company. Zygmunt Solorz-Żak’s share in the issued capital of Polaris Finance B.V. is 85% and Hieronim Ruta’s is 15% at 31 December 2007.

#### Initial public offering

On 30 April 2008 the public offering of the E series shares was completed – 67.081.250 shares owed as at 31 December 2007 by Polaris Finance BV was offered to the public.

**(ii) Supplementary capital**

In accordance with art. 396 of the Commercial Companies Code, joint-stock companies are obliged to transfer 8% of annual net profit to supplementary capital until it reaches at least one third of total issued capital. Supplementary capital cannot be distributed but can be transferred to cover accumulated losses.

On 5 September 2007, the General Shareholders Meeting adopted a resolution to transfer PLN 3,500 thousand from the 2006 net profit to supplementary capital.

**(iii) Other reserves**

Other reserves of PLN 10.174 thousand include the difference between the fair value of shares purchased by the Members of the Management Board and their issue price.

**(iv) Retained earnings /(accumulated losses)**

The net profit for the year is presented under retained earnings / (accumulated losses).

**38. Borrowings and loans**

	31 December 2007		
	Long-term	Short-term	Total
Borrowings and loans	132,226	88,731	220,957
<b>Total</b>	<b>132,226</b>	<b>88,731</b>	<b>220,957</b>

	31 December 2006		
	Long-term	Short-term	Total
Borrowings and loans	29,240	208,084	237,324
<b>Total</b>	<b>29,240</b>	<b>208,084</b>	<b>237,324</b>

**Borrowings and loans**

Currency	31 December 2007	31 December 2006
PLN	193,806	101
EUR	27,151	64,690
USD	-	172,533
<b>Total</b>	<b>220,957</b>	<b>237,324</b>

## Borrowings and loans

As at 31 December 2007

Lender	Currency	Amount in currency (‘000)	Principal outstanding	Carrying amount	Repayment term	Interest	Security
Bank Pekao S.A.	PLN	191,830	191,830	193,806	9 October 2010*	6M WIBOR+ 0.55%**	Obligation to conclude with the agent (Bank Pekao S.A. acting for and on behalf of lenders as the pledge administrator or acting for and on behalf of itself), within 3 months from 30 June 2008, a pledge agreement on the bank accounts of Cyfrowy Polsat S.A. ****
Raiffeisen Bank Polska S.A.	EUR	8,260	7,632	27,151	31 December 2016***	1M EURIBOR + 1.6%	Bail mortgage on the property at Łubinowa 4a Street to the amount of EUR 12,500 thousand. Assignment of receivables under lease agreements. Assignments of receivables under real estate insurance policies. Pledge on shares in Praga Business Park Sp. z o.o. held by Cyfrowy Polsat S.A. Subordination agreement on loans granted by Cyfrowy Polsat S.A. to Praga Business Park Sp. z o.o. Power of attorney for the bank to the current account of Praga Business Park Sp. z o.o. for repayment of the loan
<b>Total</b>				<b>220,957</b>			

\* According to repayment schedule Cyfrowy Polsat S.A. is obliged to prepay the principal, in the minimum amount of PLN 50,000 thousand on the earlier of 30 days from the date of the offer (defined as issue or sale of shares in public offering on Warsaw Stock Exchange if shares which are the subject of the issue were admitted to trading on Warsaw Stock Exchange), or 30 June 2008. The remaining amount will be paid in equal installments at the end of each quarter. The final loan repayment should be made not later than 3 years after signing of the loan agreement.

\*\* The loan margin is:

- 0.55% p.a. until final repayment

- if the initial public offer of the borrower's shares is not carried out and the loan is not prepaid in the minimum amount PLN 50,000 thousand by 30 June 2008, the margin will be increased up to 0.7% p.a. and will be in force until the date of final repayment of the loan

The accompanying notes to the consolidated financial statements are an integral part thereof

Moreover, the Company is prohibited from:

- creating security over its assets for amounts in excess of PLN 100 thousand
- disposing of its assets in order to incur financial debt or finance purchase of assets
- selling, transferring or leasing its assets if the market value of the subject of the transaction exceeds PLN 30,000 thousand and the transaction has not been executed in the ordinary course of business
- merging with another legal entity without the consent of the agent
- purchasing shares in other corporations or establishing companies or partnerships without the consent of the agent
- entering into transactions on terms less advantageous than arm's length terms
- granting loans without the consent of the agent, with the exception of loans for Praga Business Park Sp. z o.o. and Cyfrowy Polsat Technology Sp. z o.o., in a total amount exceeding PLN 40,000 thousand
- providing guarantees without the consent of the agent
- distributing dividends before the offering
- incurring financial debt otherwise than as part of day-to-day business activities, for a total amount exceeding PLN 10,000 thousand
- acquiring its shares for retirement without the consent of the agent
- materially changing its business scope
- transferring its receivables
- opening any bank accounts without providing security for the agent

and obliged to:

- provide the agent with any material documents and information concerning the financial standing of the Group
- make monthly payments to Bank Pekao S.A. accounts in the amount of at least PLN 30,000 thousand (but no more than 50% of the funds held in the Company's accounts)
- make any transfers of funds abroad through the agent if the transfers exceed PLN 50 thousand
- use, for the purpose of financial statements' audit, only the services of the auditors specified in the agreement or the services of other auditors if approved by the agent

\*\*\* The detailed repayment schedule is as follows:

- EUR 5,644 thousand payable in 41 quarterly instalments; the first instalment was due on the interest payment date falling on 31 December 2006, the last installment is due on the final repayment date, i.e. 31 December 2016
- EUR 2,616 thousand payable on a one-off basis on an interest payment date falling no later than on the final repayment date, i.e. 31 December 2016

Praga Business Park is obliged to make an early repayment of the loan if:

- '- any of the documents relating to the property purchase is deemed invalid
  - '- disbursement or financing of a drawdown by the bank results in infringement of the law
  - '- cash surplus generated in a given accounting period is positive, the Company will allocate half of the surplus amount generated in a given accounting period for early repayment of the outstanding amount;
- No circumstances obligating the Company to make an early repayment have arisen.

\*\*\*\*Financial covenants: the ratio of Net Financial Debt to EBITDA calculated for an Accounting Period (calendar year) is lower than or equal to 2.2:1. At all times during the loan agreement term, the ratio of EBITDA to Debt Service is higher than or equal to 1.2:1. If any of the above ratios is not maintained at the required level and Polsat Cyfrowy S.A., within 10 business days from the receipt of a relevant notice from the agent, prepays the loan in an amount sufficient to restore the ratios to the required levels, then such a breach will not represent an Event of Default.



Cyfrowy Polsat S.A. Group  
Consolidated financial statements for the year ended 31 December 2007  
(all amounts in PLN thousand)

As at 31 December 2006

Lender	Currency	Amount in currency ('000)	Principal outstanding	Carrying amount	Repayment term	Interest	Security	
Satkabel Sp.z o.o.	PLN	1,800	90	101	31 March 2007	WIBOR 6M (end of each month) +2.5%	None	
Raiffeisen Bank Polska S.A. <sup>1</sup>	EUR	8,260	8,260	31,501	31 December 2016*	1M EURIBOR + 1.6%	Bail mortgage on the property at Łubinowa 4a Street to the amount of EUR 12,500 thousand. Assignment of receivables under lease agreements. Assignments of receivables under real estate insurance policies. Pledge on shares in Praga Business Park Sp. z o.o. held by Cyfrowy Polsat S.A. Subordination agreement on loans granted by Cyfrowy Polsat S.A. to Praga Business Park Sp. z o.o. Power of attorney for the bank to the current account of Praga Business Park Sp. z o.o. for repayment of the loan	
EFG Investment Bank AB (publ)	EUR	8,450	8,450	33,189	14 June 2007	**	3.9%	Bank guarantee in the amount of EUR 8,800 thousand
Polaris Finance B.V.	USD	20,000	20,000	58,148	31 December 2007	***	6.5%	None
Cypress Media B.V.	USD	10,000	10,000	29,105	31 December 2007	***	4.5%	None
Cypress Media B.V.	USD	13,800	13,800	40,165	31 December 2007	***	6.5%	None
Cypress Media B.V.	USD	2,500	2,500	7,276	31 December 2007	***	6.5%	None
Cypress Media B.V.	USD	4,000	4,000	11,642	31 December 2007	***	6.5%	None
Cypress Media B.V.	USD	9,000	9,000	26,197	31 December 2007	***	5.5%	None
Total				237,324				

The accompanying notes to the consolidated financial statements are an integral part thereof

\* The detailed repayment schedule is as follows:

- EUR 5,644 thousand payable in 41 quarterly installments; the first installment was due on the interest payment date falling on 31 December 2006, the last installment is due on the final repayment date, i.e. 31 December 2016
- EUR 2,616 thousand payable on a one-off basis on an interest payment date falling no later than on the final repayment date, i.e. 31 December 2016

Praga Business Park is obliged to make an early repayment of the loan if:

- any of the documents relating to the property purchase is deemed invalid
  - disbursement or financing of a drawdown by the bank results in infringement of the law
  - cash surplus generated in a given accounting period is positive, the Company will allocate half of the surplus amount generated in a given accounting period for early repayment of the outstanding amount;
- No circumstances obligating the Company to make an early repayment have arisen.

\*\* Company and EFG Investment Bank AB signed an annexe to the loan agreement, whereby repayment term was set at 14 November 2007.

1) The loan agreement with Raiffeisen Bank Polska SA imposes on Praga Business Park Sp. z o.o., certain restrictions including:

- restrictions on disposal of Praga Business Park Sp. z o.o.'s assets with carrying value exceeding 10% of its total assets,
- restrictions on changes to the operating activities,
- restrictions on share capital reduction, transformation, merger, division, amendments to the articles of association,
- restrictions on issuing financial liabilities,
- restrictions on dividends payment,
- restrictions on transactions with related entities,

The loan agreement obliges the Group to maintain appropriate relation of EBITDA to repayment of loan interests and capital based on repayment schedule. According to the Management's best knowledge as at 31 December 2006 Praga Business Park Sp. z o.o. complied with requirements of the loan agreement.

\*\*\* The repayment dates of loans granted by Polaris Finance B.V. and Cypress Media B.V. were prolonged. These loans were repaid on 12 October 2007.

Loans and borrowings are comprised of a long-term portion, due more than one year from the balance sheet date, and a short-term portion, presented in current liabilities, due within one year from the balance sheet date.

### 39. Lease liabilities

#### Group as a lessor and as a lessee

- Group as a lessor

##### *Operating lease*

The Group entered into a significant number of contracts with third parties, which are classified as operating leases due to their economic substance. The contracts relate to rental of digital satellite reception equipment and rental of office space. Assets connected with such contracts are presented as property, plant and equipment and investment property, respectively.

Lease contracts for set-top boxes are concluded for a basic contractual period ranging from 6 to 24 months. After the basic period, the contracts are converted into contracts with indefinite terms, unless terminated by the subscribers. The Group does not present the amounts of minimum lease payments under contracts on rental of set-top boxes for the particular balance sheet dates because all the contract were entered into for indefinite terms.

##### *Finance lease*

In 2007, the Group entered into a significant number of contracts with third parties, which are classified as finance leases due to their economic substance. The contracts relate to the rental of digital satellite reception equipment. The Group does not recognize assets related to these contracts in the financial statements.

Future minimum lease payments under finance leases are as follows:

#### Finance lease

	31 December 2007	31 December 2006
within 1 year	4,149	3,163
between 1 and 5 years	-	186
Total	4,149	3,349

- Group as a lessee

##### *Operating leases*

The Group entered into a significant number of agreements, which are classified as operating lease contracts due to their economic substance. Assets leased under these contracts are not recognised in the financial statements. The assets comprise rental of transponder capacity, rental of office and warehouse space, and rental of equipment.

Future minimum lease payments under operating leases are as follows:

#### Operating lease

	31 December 2007	31 December 2006
within 1 year	44,124	27,598
between 1 and 5 years	68,724	68,991
in more than 5 years	10,556	-
<b>Total</b>	<b>123,404</b>	<b>96,589</b>

#### Finance leases

The carrying value of devices used on the basis of finance lease contracts amounted to PLN 2,528 thousand as at 31 December 2006 and PLN 2,242 thousand as at 31 December 2007.

The lease period is 10 years.

Future minimum lease payments under finance leases are as follows:

#### Finance lease

	31 December 2007	31 December 2006
within 1 year	204	-
between 1 and 5 years	817	-
in more than 5 years	595	893
<b>Total</b>	<b>1,616</b>	<b>893</b>

## 40. Trade payables and other current payables

### Trade payables and other current payables

	31 December 2007	31 December 2006
Trade payables to related parties	3,565	2,518
Trade payables to non-related parties	153,341	70,842
Taxation and social security payables	4,240	3,409
Payables relating to purchases of fixed assets	10,745	10,399
Accruals	15,732	9,715
Short term provisions	18,236	-
Other	2,855	679
<b>Total</b>	<b>208,714</b>	<b>97,562</b>

Short-term provisions relate to royalties for copyright management organizations.

## Accruals

	31 December 2007	31 December 2006
Salaries	2,933	187
Royalties for copyright management organizations	5,892	8,593
Cost attributable to Public offering of shares	3,954	-
Other	2,953	935
<b>Total</b>	<b>15,732</b>	<b>9,715</b>

## Trade payables and payables relating to purchases of fixed assets by currency

Currency	31 December 2007	31 December 2006
PLN	118,684	53,636
EUR	23,307	15,082
USD	25,660	15,041
<b>Total</b>	<b>167,651</b>	<b>83,759</b>

## Accruals by currency

Currency	31 December 2007	31 December 2006
PLN	10,662	9,715
EUR	5,070	-
<b>Total</b>	<b>15,732</b>	<b>9,715</b>

## 41. Deposits received for digital satellite reception equipment

	31 December 2007	31 December 2006
Subscribers	14,966	18,418
Distributors	5,044	3,174
Other	22	49
<b>Total</b>	<b>20,032</b>	<b>21,641</b>

Deposits received comprise amounts paid by subscribers under agreements for rental of set-top-boxes and deposits paid by distributors for digital satellite reception equipment.

Deposits are returned to customers or offset against receivables from subscribers upon contract termination. All deposits are presented as short-term liabilities as the notice period is less than 12 months.

## 42. Deferred income

	31 December 2007	31 December 2006
Deferred income	81,468	56,799

Deferred income comprises mainly subscription fees paid in advance and rental fees for set-top boxes. These fees relate to services to be rendered within 12 months from the balance sheet date and thus are presented as short-term liabilities.

## 43. Other adjustments in the cash flow statement

	for the year ended	
	31 December 2007	31 December 2006
Cost of IPO	9,731	-
Cost of share based payments	10,174	-
Impairment loss on property, plant and equipment (without digital satellite reception equipment)	-	994
Other	(21)	(197)
Other adjustments – total	19,884	797

## 44. Financial instruments

### Overview

The Cyfrowy Polsat S.A. Group is exposed to the following financial risks:

- credit risk
- liquidity risk
- market risk:
  - currency risk
  - interest rate risk
- capital risk

The Group's risk management policies are designed to reduce the impact of adverse conditions on the Group's results.

The Management Board is responsible for oversight and management of each of the risks faced by the Group. Therefore, the Management Board has established an overall risk management framework as well as risk management policies on forward contracts, credit risks and capital management.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and management of capital. Further quantitative disclosures are included also in other notes to these consolidated financial statements.

Loans, cash and short-term bank deposits are the main financial instruments used by the Group. They are intended to secure the financing for the Group's activities. The Group uses also other financial instruments such as trade receivables and trade payables which arise in the course of business activities.

### Credit risk

Credit risk arises mainly on trade receivables. In the financial year ended 31 December 2007, the Group's exposure to credit risk did not change since the Group's sales on credit did not increase. The Parent Company's customer base includes a large number of individual subscribers dispersed geographically over the country who prepay subscription fees. Postpaid subscribers are constantly monitored and recovery actions are taken, including blocking of the signal transferred to subscribers. Moreover, any recognised risk is reduced with appropriate allowances.

The Group analyses the creditworthiness of distributors as well as TV and radio broadcasters on an ongoing basis.

In 2007, the Group did not grant any guarantees.

Credit risk related to other financial assets of the Group, such as cash and cash equivalents arises when a counterparty fails to make due payments. The maximum exposure to credit risk related to the financial assets equals the carrying amount of the assets. The maximum exposure to credit risk as at the balance sheet dates was as follows:

	Carrying amount	
	31 December 2007	31 December 2006
Trade and other receivables	45,908	29,072
Cash and cash equivalents	150,726	109,833
<b>Total</b>	<b>196,634</b>	<b>138,905</b>

The table below presents receivables' credit risk concentration:

	Carrying amount	
	31 December 2007	31 December 2006
Subscribers	19,155	10,953
Distributors	19,248	13,538
Media companies	4,683	3,134
Other	2,822	1,447
<b>Total</b>	<b>45,908</b>	<b>29,072</b>

### Liquidity risk

The Group's objective in liquidity management is to ensure that it always has sufficient funds to meet its liabilities when due. Surplus cash is invested in bank deposits. The Group aims to balance the continuity and flexibility of financing through the use of different sources of financing such as loans and bank overdraft.

The Group prepares, on an ongoing basis, analyses and forecasts of cash requirements based on budgeted cash flows.

The table below presents the contractual maturities of the Group's financial liabilities.

	31 December 2007						
	Carrying amount	Contractual cash flows	6 months and less	6-12 months	1-2 years	2-5 years	more than 5 years
Loans	220,957	246,672	58,953	38,836	74,903	52,727	21,253
Finance lease liabilities	1,616	1,616	102	102	204	613	595
Trade and other payables	206,270	206,270	206,247	23	-	-	-
<b>Total</b>	<b>428,843</b>	<b>454,558</b>	<b>265,302</b>	<b>38,961</b>	<b>75,107</b>	<b>53,340</b>	<b>21,848</b>

	31 December 2006						
	Carrying amount	Contractual cash flows	6 months and less	6-12 months	1-2 years	2-5 years	more than 5 years
Loans	237,324	271,631	50,313	182,467	3,246	9,976	25,629
Finance lease liabilities	893	893	-	-	-	-	893
Trade and other payables	115,794	115,794	115,794	-	-	-	-
<b>Total</b>	<b>354,011</b>	<b>388,318</b>	<b>166,107</b>	<b>182,467</b>	<b>3,246</b>	<b>9,976</b>	<b>26,522</b>

## Impairment

The table below presents the ageing of receivables:

	31 December 2007			31 December 2006		
	Gross	Impairment	Net	Gross	Impairment	Net
Not past due	35,678	-	35,678	22,360	-	22,360
Past due 0-30 days	5,068	1,513	3,555	3,445	242	3,203
Past due 31-60 days	3,799	2,090	1,709	2,382	242	2,140
More than 60 days	47,847	42,881	4,966	31,094	29,725	1,369
<b>Total</b>	<b>92,392</b>	<b>46,484</b>	<b>45,908</b>	<b>59,281</b>	<b>30,209</b>	<b>29,072</b>

## Market risk

### Currency risk

One of the main risks to which the Group is exposed is currency risk related to fluctuations in the exchange rate between the zloty and other currencies. The revenues generated by the Group are denominated mainly in zloty, however, a significant portion of operating costs and capital expenditures are incurred in foreign currencies. The Group's currency risk is related to royalties for TV and radio broadcasters (USD and EUR), transponder capacity leases (EUR), fees for conditional access system (EUR) and a loan for the purchase of the real estate where the Group is domiciled (EUR). In most cases, foreign exchange risk is reduced by trade receivables for transmission services denominated in foreign currencies (natural hedging).

The accompanying notes to the consolidated financial statements are an integral part thereof



The Parent does not hold any equity interests in foreign entities or available-for-sale assets denominated in foreign currencies. Therefore, depreciation of the Polish zloty against other currencies will not influence the Group's equity.

The Group does not apply hedge accounting.

The table below presents the Group's foreign currency risk exposure in foreign currencies:

(in thousands)	31 December 2007		31 December 2006	
	EUR	USD	EUR	USD
Trade receivables	483	389	284	332
Loans	(7,580)	-	(16,885)	(59,280)
Trade payables	(6,507)	(10,538)	(3,937)	(5,167)
Accruals	(1,415)	-	-	-
Gross balance sheet exposure	(15,019)	(10,149)	(20,538)	(64,115)
Estimated sales revenue	2,412	940	2,412	940
Estimated purchases	(42,718)	(54,499)	(34,601)	(98,407)
Gross exposure	(55,325)	(63,708)	(52,727)	(161,582)
Forward exchange contracts	-	-	-	-
Net exposure	(55,325)	(63,708)	(52,727)	(161,582)

The foreign exchange rates applied in the presented periods:

(in PLN)	Average rate		Rates at the balance sheet date	
	2007	2006	31 December 2007	31 December 2006
1 EUR	3.7667	3.8951	3.5820	3.8312
1 USD	2.7829	3.1025	2.4350	2.9105

A 5% weakening of the Polish zloty against the euro and US dollar would have decreased the gross profit by the amount presented below. This analysis assumes that all other variables, in particular interest rates, remain constant. The below sensitivity analysis below is performed on the same basis for 2006.

	Net profit
2007	
EUR	(9,974)
USD	(22,497)
2006	
EUR	(6,580)
USD	(31,319)

A 5 % strengthening of the polish zloty against the above currencies would have the same but opposite effect on the gross profit, assuming that all other variables remain constant.

## Interest rate risk

Fluctuations in market interest rates have no direct effect on the Group's revenues and operating cash flows. The Group's exposure to interest rate risk is attributable primarily to the risk related to changes in cash flows caused by interest rate changes affecting the Group's bank loans.

The Group analyses its exposure to interest rate risk on a regular basis. Different refinancing scenarios as well as hedging policies against interest rate risk are prepared. Based on the analyses, the Group estimates the effect of given changes in interest rates on its results.

The table below presents the interest rate risk profile for interest-bearing financial instruments as at the balance sheet date:

	Carrying amount	
	31 December 2007	31 December 2006
Fixed rate instruments		
Financial assets	-	-
Financial liabilities	-	(205,722)
Total	-	(205,722)

	Carrying amount	
	31 December 2007	31 December 2006
Variable rate instruments		
Financial assets	150,726	109,833
Financial liabilities	(220,957)	(31,602)
Total	(70,231)	78,231

Cash flow sensitivity analysis for variable rate instruments:

	Income statement	
	Increase by 100 bp	Decrease by 100 bp
31 December 2007		
Variable rate	503	(503)
Cash flow sensitivity (net)	503	(503)
31 December 2006		
Variable rate instruments	431	(431)
Cash flow sensitivity (net)	431	431

## Fair value versus carrying amount

The fair value of forward currency contracts is estimated based on forward foreign exchange rates effective on the balance sheet date.

The fair value of financial guarantees is calculated based on the appropriate measurement methods (discounted cash flows adjusted by probability index).

The fair value of other financial instruments is based on estimated discounted cash flows. It is assumed that the carrying amount of trade receivables (less impairment losses) and of trade payables due within 12 months approximates their fair value.

The table below presents the fair values and carrying amounts of financial assets and liabilities.

	31 December 2007		31 December 2006	
	Fair value	Carrying amount	Fair value	Carrying amount
Trade receivables	44,497	44,497	28,705	28,705
Cash and cash equivalents	150,726	150,726	109,833	109,833
Loans	(220,707)	(220,957)	(237,324)	(237,324)
Finance lease liabilities	(1,616)	(1,616)	(893)	(893)
Trade and other payables	(206,270)	(206,270)	(115,794)	(115,794)
Total	(233,370)	(233,620)	(215,473)	(215,473)
Unrecognised (loss)/gain		(250)		-

## Capital management

The goal of capital management is to maintain the Group's ability to operate as a going concern in order to provide the shareholders return on investment as well as benefits for other stakeholders. The Group is able to issue shares, increase debt or sell assets in order to maintain or improve the equity structure.

## 45. Barter transactions

The Group is a party to barter transactions. The table below presents revenues and costs of barter transactions executed on an arm's-length basis.

	for the year ended	
	31 December 2007	31 December 2006
Revenues from barter transactions	757	1,851
Cost of barter transactions	42	1,426

	31 December 2007	31 December 2006
Barter receivables	1,265	-
Barter payables	-	218

## 46. Litigation and public administration proceedings

As at the date of preparation of these consolidated financial statements for the period ended 31 December 2007, there were a number of litigations and claims against the consolidated entities, before courts and public administration bodies.

### Public administration proceedings

#### The proceeding before Office for Competition and Consumer Protection ("UOKiK") for alleged use of unlawful clauses in agreements with customers

On 18 October 2006, in connection with complaints lodged by customers, the President of the Polish Competition and Consumer Protection Office ("UOKiK") requested Cyfrowy Polsat S.A. to submit forms of agreements as part of its business. In a letter dated 21 May 2007, the President of the UOKiK informed the Company that certain clauses included in its agreement forms were a cause of concern for UOKiK. Cyfrowy Polsat S.A. submitted an initial response to some arguments raised by the President of the UOKiK in a letter dated 29 June 2007. On 23 July 2007, the President of the UOKiK sent a letter requesting the Company to state its opinion with regard to the rest of the arguments and to provide the price list used by the Company. In subsequent correspondence with the President of the UOKiK, dated 31 August 2007, Cyfrowy Polsat S.A. expressed its view on the other arguments raised by UOKiK. As at 31 December 2007 and the date of approval of these financial statements, the proceeding is still pending.

If any provisions of the agreement forms were deemed unlawful, the Company would have to change the existing agreement forms. Such changes could lead to a situation in which customers who are parties to agreements whose provisions have been found unlawful could terminate such agreements without observing the notice period and without any obligation to pay contractual penalties. In addition, if the Company included in the agreement forms provisions that are unlawful, the President of the UOKiK could impose on the Company a maximum fine of 10% of its revenue earned in the financial year preceding the year in which such fine is imposed.

*The proceeding before Office for Competition and Consumer Protection ("UOKiK") concerning allegedly practices which violate collective consumer interests*

On 14 March 2007, the President of UOKiK opened explanatory proceeding to initially determine whether Cyfrowy Polsat S.A. infringed upon collective consumer interests.

The aim of the proceeding is to determine whether the marketing leaflets and information placed on the Company's webpage misled consumers as to the scope of services provided under specific agreements. The proceeding also concern a possible breach of the Civil Code by sending to customers text messages at their expense, on the assumption that a lack of objections from customers means a silent consent for such services.

On 30 May 2007, the President of the UOKiK notified Cyfrowy Polsat S.A. that it had initiated *ex-officio* proceeding against the Company to determine that its advertising practices misled consumers as to the content of the television programming it offers, which represents a practice which infringes upon collective consumer interests as defined in Article 24, Section 2 p. 3 of the Act on Protection of Competition and Consumers dated 16 February 2007 by consisting in the use of misleading advertising as defined in Article 16, Section 1 p. 2 of Antymonopoly Act dated 16 April 1993. In letters dated 20 June and 29 June 2007, Cyfrowy Polsat S.A. referred to certain reservations raised by the UOKiK and admitted that there were certain discrepancies between the information included in its advertising materials and the provisions of the agreements entered into with the customers, and explained the reasons behind the discrepancies. The Company further noted that the discrepancies had been eliminated. In a letter dated 25 September 2007, the President of the UOKiK requested the Company to provide its financial statement for 2006. The financial statement was sent together with the letter dated 8 October 2007. As at 31 December 2007 and the date of approval of this financial statement the proceeding is still pending.

If the President of the UOKiK decides that the practices misled consumers as to the content of the television programming the Company offers, which constitutes a practice infringing upon collective consumer interests, the President of the UOKiK may order such practices to be discontinued and – to ensure that the order is performed - may specify measures to be applied to remedy the effects of the infringement. In particular, the President of the UOKiK may oblige the Company to issue a statement (or statements) with the content and in the form as specified in the President's decision. The President of the UOKiK may also order the publication of the decision, in full or in part, at Company's expense. In addition, the President of the UOKiK may impose a fine, in the maximum amount of 10% of the Company's revenue earned in the financial year preceding the year in which such fine is imposed.

*Proceedings before Office for Competition and Consumer Protection ("UOKiK") concerning allegedly use of the practices restricting competition*

On 23 May 2007, the Wrocław Regional Office of the UOKiK notified Cyfrowy Polsat S.A. that an explanatory proceeding had been initiated to initially determine whether the Company breached the ban on the use of competition restricting practices by preventing its authorised distributors from distributing a competitive digital platform operated by ITI Neovision Sp. z o.o. ("ITI Neovision") under the brand name "n". Such a practice may constitute a breach of Article 6, Section 1 of the Act on Protection of Competition and Consumers dated 16 February 2007. Cyfrowy Polsat S.A. was obliged to deliver documents specified in the notification to the UOKiK. In a letter dated June 22, 2007, the Company submitted to the UOKiK its explanations regarding the matter. Next on 17 October 2007 the Company sent the required documentation to the UOKiK. On 8 November 2007 the Wrocław Regional Office of the UOKiK called upon Cyfrowy Polsat S.A. to provide additional information and data. Cyfrowy Polsat S.A. responded in a letter dated 28 November 2007.

If the President of the UOKiK finds that the practices employed by the Company restrict competition, the President of the UOKiK may order the Company to discontinue the practice. Moreover, the President may impose on the Company a fine in the maximum amount of 10% of its revenue earned in the financial year preceding the year in which such fine is imposed.

### Other litigations

The Group is a party to other litigations.

#### Action brought by SkyMedia Sp. z o.o.

On 31 January 2008, Cyfrowy Polsat S.A. received information on a lawsuit brought against by SkyMedia Sp. z o.o. of Katowice, a former distributor, for damages and compensatory benefits in the total amount of PLN 1,071 thousand. Cyfrowy Polsat S.A. has applied for full dismissal of the action. On the 14 February 2008, Cyfrowy Polsat S.A. submitted its response to the statement of claim. The case is pending.

Based on the legal analyses, the Parent's management does not expect that the outcome of the above mentioned issues will have a negative effect on the assets or financial condition of the Group.

## **47. Important agreements**

In 2007, the Group entered into a number of agreements which suppliers of hardware and software for the implementation of the mobile virtual network operation "MVNO" project. These agreements are more extensively described in the note on the contingent liabilities.

#### Agreement with Telekomunikacja Polska S.A.

On 8 November 2007 the Company and Telekomunikacja Polska S.A. ("TP") entered into an agreement defining the terms of cooperation regarding the connection of the public telecommunication network of the Company with the public telephone fixed line network of TP in order to provide telecommunication services, specifying the technical conditions of connecting the networks and maintaining the connection, as well as defining the detailed terms of settlements. Under the agreement, the Company's network will be connected to TP's network in the manner defined in detail in the agreement in order to enable data and voice transmission between the networks. The agreement was entered into for an indefinite term, however, no longer than the validity term of the telecommunication licences of both parties. The Company agreed to provide TP, as security for any claims arising under the agreement, with a bank guarantee issued by a Polish bank or a branch of a foreign bank in Poland or a confirmation of a block over cash in a bank account, together with a power of attorney issued to TP to such blocked cash, or a notary deed containing the Company's statement on voluntary submission to enforcement for the benefit of TP.

#### Agreement with Polska Telefonia Cyfrowa Sp. z o.o.

On 8 November 2007, the Company and Polska Telefonia Cyfrowa Sp. z o.o. ("PTC") entered into an agreement defining the terms of connection of the public mobile telephone network of Cyfrowy Polsat S.A. with the public telephone network of PTC (used to provide the services for which the networks are designed), cooperation and mutual settlements as well as technical conditions relating to the construction and maintenance of the interconnect points. The agreement describes interconnect services which will be mutually rendered by both parties. The agreement was entered into for an indefinite term, however, no

longer than the validity terms of the telecommunication licences of both parties. To secure PTC's claims under the agreement, the Company agreed to provide PTC with a bank guarantee of PLN 3,300 thousand.

#### Bank guarantee agreement

On 15 November 2007, the Company entered into a bank guarantee agreement with Bank BPH S.A. (currently Bank Pekao S.A.). Under the agreement, Bank BPH S.A. issued to PTC an irrevocable and unconditional bank guarantee to pay PTC Sp. z o.o. up to PLN 3,300 thousand at the first written payment request of PTC Sp. z o.o. The bank guarantee is valid until 15 November 2008 inclusively and expires automatically and entirely if a written payment request under the guarantee is not delivered to the bank by that date.

#### Construction works agreement

On 26 November 2007, Praga Business Park Sp. z o.o. ("PBP") entered into an agreement on construction works with Zemart Prime Sp. z o.o. ("ZP"). Under the agreement, PBP engaged ZP to carry out construction works, using its own materials, in PBP's office building B1 located at ul. Łubinowa 4a Warsaw. The constructions works are to commence on 26 November 2007. The maximum consideration for the construction works as stipulated in the agreement amounts to PLN 2,000 thousand (VAT – incl.). A detailed settlement with ZP will take place on the basis of a detailed post-completion cost calculation for each phase of the construction works, approved by both parties. In order to ensure proper performance of the agreement and timely removal of faults and defects identified during the construction works, ZP represented that 10% of the net consideration specified in each invoice for a given phase would serve as performance bond. In order to ensure proper performance of the agreement and timely removal of any faults and defects identified during the guarantee and warranty periods, ZP will provide, by the end of December 2007, an unconditional bank guarantee in the amount of PLN 200 thousand, payable at each request of PBP. The bank guarantee will be valid throughout the guarantee and warranty period.

#### Loan agreement

On 9 October 2007, Cyfrowy Polsat S.A. entered into a loan agreement with Bank BPH SA of Kraków (currently Bank Pekao S.A.) up to the amount of PLN 200,000 thousand. On 31 December 2007 the unused loan was PLN 8,170.3 thousand.

## 48. Contingent liabilities and security

### ***Security relating to borrowings, loans and guarantees provided to consolidated entities***

Security relating to borrowings, loans and guarantees provided to consolidated entities is described in note 38 and note 47.

### ***Liabilities relating to operating leases***

Liabilities relating to operating leases are described in note 39.

### ***Future liabilities relating to barter transactions***

Future liabilities relating to barter transactions are described in note 45.

### ***Capital expenditure liabilities and liabilities under contracted services related to MVNO***

Cyfrowy Polsat S.A. entered into number of agreements with the suppliers of hardware and software for the implementation of the mobile virtual network operations ("MVNO") project. As of 31 December 2007, the total amount of unrealised deliveries and services connected with purchase of tangible non-current assets and intangible assets amounted to PLN 4,866 thousand and included deliveries and services which had not been provided, denominated in PLN and EUR, amounting to EUR 1,229 thousand and PLN 464 thousand.

As at 31 December 2007, the value of additional contracted services related to initial maintenance of the system in 2008 amounted to EUR 1,784 thousand (PLN 6,390 thousand).

Furthermore, the Group entered into agreements on technical support of the purchased hardware and software with these suppliers for the period from 3 to 5 years. The annual cost of this support amounts to EUR 402 thousand (PLN 1.440 thousand as at 31 December 2007).

### ***Other contractual liabilities related to purchase of property, plant and equipment***

On 26 November 2007, Praga Business Park entered into an agreement with Zemart Prime Sp. z o.o. for construction work at the buildings owned by the Group. On 31 December 2007, the maximum value of unrealised works amounted to PLN 1,728.8 thousand.

On 4 June 2007, Praga Business Park Sp. z o.o. entered into the agreement with Sanpro Sp. z o.o. concerning real estate located at Łubinowa/Zabraniecka street. Pursuant to the agreement, Sanpro Sp. z o.o. is obliged to sell the real estate mentioned above to Praga Business Park Sp. z o.o., after Sanpro Sp. z o.o. purchases it from Warszawa Targówek Municipality. The parties agreed that selling price would equal the purchase price (from Warszawa Targówek Municipality) increased by the amount of VAT and PLN 100 thousand. If the price for which the real estate is to be purchased from Warszawa Targówek Municipality is not accepted by Praga Business Park Sp. z o.o., the Company will be entitled to withdraw from the agreement. The parties agreed upon a contractual penalty of PLN 1,050.1 thousand plus expenditures incurred by Sanpro Sp. z o.o. on the real estate until the date of the agreement.

### ***Contingent liabilities to purchase shares in Karpacka Telewizja Kablowa Sp. z o.o.***

On 17 April 2002 Cyfrowy Polsat S.A. filed with the District Court of Rzeszów an action to squeeze out Mr Andrzej Kliś, a shareholder in Karpacka Telewizja Kablowa Sp. z o.o., in which Cyfrowy Polsat S.A. holds 85% of shares. In the ruling dated 28 February 2006, the Court set the purchase price of the shares at PLN 701 thousand. The case has not been finally resolved and has been brought to the Court of Appeals.



## 49. Remuneration of the Management Board

The table below presents the Management Board's remuneration (excluding value of share based payments and including bonuses) from both the Parent and the subsidiaries.

Name	Function	2007	2006
Dominik Libicki	President of the Management Board	619	76
Maciej Gruber	Member of the Management Board	355	82
Dariusz Działkowski	Member of the Management Board	472	-
Andrzej Matuszyński	Member of the Management Board	440	-
<b>Total</b>		<b>1,886</b>	<b>158</b>

The bonuses paid to each member of the Management Board for December 2007 and 2006 are presented below:

Name	Function	2007	2006
Dominik Libicki	President of the Management Board	250	-
Maciej Gruber	Member of the Management Board	62	-
Dariusz Działkowski	Member of the Management Board	50	-
Andrzej Matuszyński	Member of the Management Board	50	-
<b>Total</b>		<b>412</b>	<b>-</b>

On 29 November 2007, an issued capital increase of PLN 233 thousand (5,825,000 shares with the nominal value of PLN 0.04) to PLN 10,733 thousand carried out through a private subscription was registered. The shares, with the nominal value of PLN 25 thousand, were subscribed for by the Members of the Management Board and fully paid in October 2007.

The issue of shares for the Management Board is regulated by IFRS 2 "Share-based payments". Since the price for which the shares were acquired by the Management Board is lower than their fair value, the Group recognized, under IFRS 2 "*Share-based payments*", additional remuneration for the Management Board in 2007 of PLN 10,174 thousand representing the difference between the fair value of the allotted shares and their issue price.

The table below presents the total remuneration of the Management Board recognized in the income statement in the connection with the purchase of the Company shares for a price lower than the fair value:

Name	Function	2007
Dominik Libicki	President of the Management Board	8,139
Maciej Gruber	Member of the Management Board	753
Dariusz Działkowski	Member of the Management Board	753
Andrzej Matuszyński	Member of the Management Board	529
<b>Total</b>		<b>10,174</b>

The remuneration of Management Board members of subsidiaries, who are not Members of the Management Board of the Parent is presented below:

Name	Function	2007
Piotr Jarosz	Member of the Management Board	513
Total		513

The remuneration of Piotr Jarosz includes remuneration under management contract as well as a bonus paid for December 2007. The bonus amounted to PLN 200 thousand.

#### Management contracts with Members of the Management Board

On 1 August 2007, Cyfrowy Polsat S.A. signed management contracts with all Members of the Management Board (excluding VAT):

Mr. Dominik Libicki – monthly PLN 55 thousand,

Mr. Maciej Gruber – monthly PLN 40 thousand,

Mr. Andrzej Matuszyński – monthly PLN 40 thousand,

Mr. Dariusz Działkowski – monthly PLN 40 thousand.

The management contracts also include non-compete and specific notice period provisions.

These agreements significantly increased the costs related to Management Board's remuneration after 1 August 2007 as compared with prior periods.

#### Management Stock Option Plan

On 4 December 2007, the Extraordinary General Shareholders' Meeting of Cyfrowy Polsat S.A. adopted a resolution on the introduction of an incentive plan for the management staff. Under the plan, managers will be granted options for the Company shares. The persons entitled to acquire the shares will be holders of subscription warrants who acquired the warrants in line with the incentive plan rules and on the basis of resolution of the Extraordinary General Shareholders Meeting on issue of subscription warrants. Holders of the subscription warrants should exercise their right to receive shares issued pursuant to the resolution on the conditional issued capital increase within six months following the day on which the General Shareholders' Meeting approves the financial statements of the Company for the year 2011. Notwithstanding the foregoing, for individual series of shares, the following dates are the first day of the period for filing statements on subscription of relevant shares:

- (i) Series G1 shares – the date on which the 2008 financial statements are approved by the General Shareholders' Meeting,
- (ii) Series G2 shares – the date on which the 2009 financial statements are approved by the General Shareholders' Meeting,
- (iii) Series G3 shares – the date on which the 2010 financial statements are approved by the General Shareholders' Meeting,
- (iv) Series G4 shares – the date on which the 2011 financial statements are approved by the General Shareholders' Meeting.

By the date of approval of these consolidated financial statements, the incentive plan had not been accepted.

## 50. The Supervisory Board remuneration

The Supervisory Board receives remuneration based on the resolution of the Extraordinary General Shareholders' Meeting of Cyfrowy Polsat S.A dated 5 September 2007.

The table below presents the total remuneration of the Supervisory Board members in 2007:

Name	Function	2007	2006
Heronim Ruta	President of the Supervisory Board	60	-
Mariola Gaca	Member of the Supervisory Board	40	-
Zdzisław Gaca	Member of the Supervisory Board	40	-
Anna Kwaśnik	Member of the Supervisory Board	40	-
Andrzej Papis	Member of the Supervisory Board	33	-
Total		213	-

## 51. Transactions with related parties

### Receivables

	31 December 2007	31 December 2006
PM Sp. z o.o.	1	1
Invest Bank S.A.	1	-
Inwestycje Polskie Sp. z o.o.	1	-
Polskie Media S.A.	-	5
Superstacja Sp. z o.o.	10	-
Teleaudio Sp. z o.o.	-	5
Telewizja Polsat S.A.	77	295
Total	90	306

### Liabilities

	31 December 2007	31 December 2006
EMarket Sp. z o.o.	41	-
Polska Telefonía Cyfrowa Sp. z o.o.	28	-
Polskie Media S.A.	-	4
Teleaudio Sp. z o.o.	522	58
Elektrim S.A.	13	-
Alpatran	107	-
Telewizja Polsat S.A.	2,854	2,456
Total	3,565	2,518

Receivables from related parties and liabilities to related parties do not serve as security.

## Loans received

	31 December 2007	31 December 2006
Polaris Finance B.V.	-	58,148
Satkabel Sp. z o.o.	-	101
<b>Total</b>	<b>-</b>	<b>58,249</b>

Significant transactions with related parties are presented below:

## Revenues from operating activities

	for the year ended	
	31 December 2007	31 December 2006
Inwestycje Polskie Sp. z o.o.	10	-
Invest Bank S.A.	-	135
PM Sp. z o.o.	-	15
Polskie Media S.A.	125	4
Superstacja Sp. z o.o.	25	-
Teleaudio Sp. z o.o.	-	4
Telewizja Polsat S.A.	429	621
Media Biznes Sp. z o.o.	120	-
<b>Total</b>	<b>709</b>	<b>779</b>

## Cost of operating activities

	for the year ended	
	31 December 2007	31 December 2006
Polska Telefonia Cyfrowa Sp. z o.o.	200	102
Polskie Media S.A.	-	4
Teleaudio Sp. z o.o.	1,927	512
EMarket Sp. z o.o. <i>(since 1 September 2007)</i>	141	-
Elektrim S.A.	821	-
Alpatran	362	300
Telewizja Polsat S.A.	14,684	12,128
Media Biznes Sp. z o.o.	120	-
<b>Total</b>	<b>18,255</b>	<b>13,046</b>

The most significant transactions include license fees to Telewizja Polsat S.A. for broadcasting programs "Polsat Sport" and "Polsat Sport Extra".

Teleaudio Sp. z o.o. provides telecommunication services and rents "call center" equipment to the Group. The Group leases office space at Chalubińskiego Street in Warsaw from Elektrim S.A. Alpatran provides the Group with consulting services. Polska Telefonia Cyfrowa Sp. z o.o. charges the Group for mobile telephony services.

## Finance income

	for the year ended	
	31 December 2007	31 December 2006
Pai Media S.A.	-	14 700*
Ster Sp. z o.o.	369**	-
<b>Total</b>	<b>369</b>	<b>14 700</b>

\* The net result on the sale of loans relates to the purchase of a loan for PLN 15,300 thousand from a related party, Sky Service Sp. z o.o., and its resale for PLN 30,000 thousand to a related party, PAI Media S.A.

\*\* Profit on the sale of shares in Satkabel Sp. z o.o.

## Finance costs

	for the year ended	
	31 December 2007	31 December 2006
Polaris Finance B.V.	2 882	5 791
Satkabel Sp. z o.o.	18	121
Teleaudio Sp. z o.o.	17*	-
<b>Total</b>	<b>2 917</b>	<b>5 912</b>

\*Loss on disposal of shares in EMarket Sp. z o.o.

Until 12 October 2007, the activities of Cyfrowy Polsat S.A. were partly financed by loans from the majority shareholder, Polaris Finance B.V. On 12 October 2007, the loan from Polaris Finance B.V. was repaid together with interest.

## 52. Subsequent events

### Important agreements concluded after the balance sheet date

On 5 February 2008, Cyfrowy Polsat SA signed with the subsidiary company Cyfrowy Polsat Technology Sp. z o.o. an agreement for the loan of PLN 6,500 thousand to finance that company's operations, with maturity on 31 December 2008. The interest of the loan is variable and is equal to WIBOR 6M calculated on the last day prior to the date on which the interest is due and payable plus the margin of 2%. A borrower's incomplete blank promissory note with a bill of exchange declaration is the collateral for the loan.

On 1 April 2008, the Company concluded with Polaris Finance B.V. the memorandum of agreement regulating the principles of settling the services related to floating of shares. Pursuant to this memorandum of agreement, Polaris Finance B.V. undertook to cover part of the costs (up to PLN 5,017 thousand) incurred by the Company with regard to floating of the Company's shares.

As a result of conducted negotiations for determining the conditions of direct cooperation with the ZAIKS Authors' Association ("ZAIKS"), on 7 April 2008 the memorandum of agreement was concluded to pay ZAIKS the authors' compensation for works re-broadcasted on the digital platform in the period from 1 June 2006 to 31 December 2007. The

payment of compensation under the memorandum of agreement satisfies ZAIKS's claims on account of authors' compensation for re-broadcasting the works on the digital platform in the aforementioned period.

Also, on the same date the license agreement was concluded with ZAIKS, which regulates conditions of further cooperation.

On 16 April 2008, the President of Office of Electronic Communications ("UKE") issued the decisions replacing the agreements for connection of telecommunication networks, concluded between Cyfrowy Polsat SA and PTK Centertel Sp. z o.o. ("PTK Centertel") and between Cyfrowy Polsat SA and Polkomtel SA ("Polkomtel"). After examining Cyfrowy Polsat's applications of 16 January 2008 to issue decisions concerning the telecommunication access, the President of UKE focused on justification for future application of clause on automatic change of Mobile Termination Rates (MTR), which was requested by Polkomtel and PTK Centertel. When resolving the dispute, the legal and factual state of affairs as at the date of issuing the decision was of decisive importance. At the moment of issuing both decisions, the Mobile Termination Rate in Polkomtel and PTK Centertel should be PLN 0.40/minute. The President of UKE determined the same MTR for terminations in Cyfrowy Polsat's network. With respect to determining the MTRs, the parties, to which the decisions apply, are not subject to the same obligations. Polkomtel and PTK Centertel are obligated to determine fees on that account on the basis of incurred costs, and Cyfrowy Polsat may determine the rates on the basis of freedom of agreement principle. Therefore, it was not possible to automatically change, in the decisions issued by the UKE President, the MTRs charged by Cyfrowy Polsat in its own network because the MTRs charged by Polkomtel and PTK Centertel were about to change.

On 24 April 2008, Cyfrowy Polsat SA and Polaris Finance B.V. concluded a stand-by underwriting agreement with UBS Limited, Bank Austria Creditanstalt AG, Dom Maklerski Penetrator SA and UniCredit CAIB Poland SA. As part of the concluded agreement, the underwriters undertook to make every effort to acquire the buyers for the shares which will be offered in the tranche for institutional investors as part of the public offering of 67,081,250 series E shares of Cyfrowy Polsat SA.

On 13 May 2008, Cyfrowy Polsat SA and Nagravision SA concluded annex no. 3 to an agreement of 2 November 2004. Pursuant to the annex, Cyfrowy Polsat SA will receive indemnity of EUR 1,896.7 thousand on account of incorrect operation of cards in Samsung set-top-boxes, and indemnity of EUR 4,823.4 thousand for the damage incurred by Cyfrowy Polsat SA in connection with the need to replace the cards as a result of breaking the conditional access system.

## Material events after the balance sheet date

The Company ended the Offering on 30 April 2008. On that date, Series E shares were allocated. 6,500,000 shares were allocated in the tranche for individual investors. 60,581,250 shares were allocated in the tranche for institutional investors, including 30,724,481 as part of an international offering.

Pursuant to resolution no. 322/2008 adopted by the Management Board of Warsaw Stock Exchange ("WSE") on 30 April 2008, 75,000,000 Series E shares with a par value of PLN 0.04 each and 5,825,000 Series F shares with a par value of PLN 0.04 each were approved to be traded on the main market.

Pursuant to resolution no. 326/2008 adopted by the WSE Management Board on 30 April 2008, the WSE Management Board resolved to introduce into trading on the main market, as of 6 May 2008, 75,000,000 Series E and 5,825,000 Series F common bearer shares with a par value of PLN 0.04 each, and list the shares in the continuous trading system under the name CYFRPLSAT and designation CPS.

On 5 June 2008 the Company, according to agreement signed with Bank BPH SA (currently Bank Pekao SA) on 9 October 2007, prepaid PLN 50,000 thousand of the Bank Pekao Revolving Credit Facility. The Company made payment using cash

generated from operations.

On 11 June 2008, the Company received decision no. DDK 6/2008 of the President of the Office of Competition and Consumer Protection (OCCP) issued on 30 May 2008. In the said decision, the President of the OCCP recognized as a practice violating the collective consumer interests the Company's activities consisting in presenting information in advertising materials that Cinemax package was an element of the Relax Mix package, whereas this package had not been an element of the Relax Mix package, but was offered to the consumers as part of the promotional offer concerning the Relax Mix package. Basing on the explanation presented by the Company in the course of the proceedings, in her decision, the President of the OCCP acknowledged that as of 1 February 2007 the Company ceased to employ the practice in question. The decision does not involve a financial penalty. The decision may be appealed against within two weeks after it is serviced.

## Litigation

Lawsuit filed by SkyMedia Sp. z o.o.

On 31 January 2008, a statement of claim filed by SkyMedia Sp. z o.o., seated in Katowice, was delivered to Cyfrowy Polsat SA for payment of equalization benefit and indemnity in a total amount of PLN 1,071 thousand. Cyfrowy Polsat SA requested that the claim be dismissed in its entirety. On 14 February 2008, an extensive rejoinder to the statement of claim was filed, in which the plaintiff's allegations were refuted. At the present time, the case is pending.

## 53. Accounting estimates and assumptions

In the preparation of financial statements in accordance with EU IFRS the Management Board is required to make judgments, assumptions and estimates which influence the adopted policies and the presented values of assets, liabilities, revenues and expenses. Estimates and related assumptions are based on historical experience and other factors, which are deemed reasonable under given circumstances. The result of these estimates should be a basis for measuring the carrying values of assets and liabilities which cannot be established based on other sources. The actual values may differ from the estimated values.

Accounting estimates and related assumptions are reviewed on a regular basis. Changes in accounting estimates are accounted for in the period when the change is made or in the current or future period, should the change concerns both periods.

The key accounting estimates made the Management Board concerns the fair value of shares acquired by the Management Board members, provision for impairment of set-top-boxes, the depreciation period of set-top-boxes rented to subscribers under operating leases, as well as royalties to copyright management organizations.



TRANSLATION

**Cyfrowy Polsat S.A.**

Report supplementing  
the auditor's opinion  
on  
the separate financial  
statements  
Financial Year ended  
31 December 2007

The report supplementing the auditor's opinion  
contains 14 pages  
Report supplementing the auditor's opinion  
on the separate financial statements  
for the financial year ended  
31 December 2007





**Cyfrowy Polsat S.A.**

*Report supplementing the opinion on the separate financial statements  
for the financial year ended 31 December 2007*

*This document is a free translation of the Polish original. Terminology current in  
Anglo-Saxon countries has been used where practicable for the purposes of this  
translation in order to aid understanding. The binding Polish original should be  
referred to in matters of interpretation*

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## **1 General**

### **1.1 General information about the Company**

#### **1.1.1 Company name**

Cyfrowy Polsat S.A.

#### **1.1.2 Registered office**

Lubinowa 4a, 03-878 Warsaw

#### **1.1.3 Registration in the National Court Register**

Registration court: District Court for the Capital City Warsaw,  
XIII Commercial Department of the National Court Register

Date: 21 June 2001 r.

Registration number: KRS 0000010078

#### **1.1.4 Tax Office and Provincial Statistical Office registration**

NIP number: 796-18-10-732

REGON: 670925160

### **1.2 Auditor information**

Name: KPMG Audyt Sp. z o.o.

Registered office: Warsaw

Address: Chłodna 51, 00-867 Warsaw

Registration number: KRS 0000104753

Registration court: District Court for the Capital City Warsaw in Warsaw,  
XII Commercial Department of the National Court Register

Share capital: PLN 125,000

NIP number: 526-10-24-841

KPMG Audyt Sp. z o.o. is entered in the register of entities authorised to audit financial statements under number 458.

### **1.3 Legal status**

#### **1.3.1 Share capital**

The Company was established for an indefinite period under the Articles of Associations dated 30 October 1996.

The share capital of the Company according to the National Court Register amounted to PLN 10.733 thousand as at 31 December 2007 and was divided into 268.325.000 shares with a nominal value of PLN 0,04 each.



The following changes in the issued capital structure and the number of issued shares of the Company took place in 2007:

- under the resolution of the Extraordinary General Shareholders' Meeting dated 27 September 2007:
  - 1) 3,000,000 Series D registered shares with preferred voting rights of 2 votes per share were converted into ordinary bearer shares;
  - 2) all existing shares with a nominal value of PLN 1.00 were split into 25 shares with a nominal value of PLN 0.04. As a result the number of shares amounted to 262,500,000 with a nominal value of PLN 0.04 each including:
    - i. 2,500,000 shares Series A, registered preference shares (5 voting rights per share) with a nominal value of PLN 0.04 each,
    - ii. 2,500,000 shares Series B, registered preference shares (5 voting rights per share) with a nominal value of PLN 0.04 each,
    - iii. 7,500,000 shares Series C, registered preference shares (2 voting rights per share) with a nominal value of PLN 0.04 each,
    - iv. 175,000,000 shares Series D, registered preference shares (2 voting rights per share) with a nominal value of PLN 0.04 each,
    - v. 75,000,000 shares Series E, ordinary bearer shares with a nominal value of PLN 0.04 each.
  - 3) voting rights attached to Series A and B preference shares were changed from 5 voting rights per share to 2 voting rights per share;
- under the resolution of the Extraordinary General Shareholders' Meeting dated 5 September 2007 amended by the resolution of the Extraordinary General Shareholders' Meeting dated 27 September 2007 the share capital was increased by PLN 233 thousand, from PLN 10,500 thousand to PLN 10,733 thousand, through a private placement of 5,825,000 ordinary bearer shares Series F with a nominal value of PLN 0.04 each. The offer was addressed to the following persons:
  - i. Dominik Libicki, President of the Management Board – 500,000 shares;
  - ii. Maciej Gruber, Member of the Management Board – 46,250 shares;
  - iii. Andrzej Matuszyński, Member of the Management Board – 32,500 shares;
  - iv. Dariusz Działkowski, Member of the Management Board – 46,250 shares;



v. Piotr Nurowski – 1,706,250 shares;

vi. Józef Birka – 1,740,000 shares;

vii. Aleksander Myszkowski – 1,753,750 shares.

The share purchase agreements between Cyfrowy Polsat S.A. and the individuals mentioned above were entered into on 11 and 12 October 2007 and the shares were fully paid for in October 2007.

As at 31 December 2007, the shareholders' structure was as follows:

Name of the shareholder	Number of shares	Voting rights	Nominal value PLN '000	Percentage of share capital
Polaris Finance B.V.	250,025,000	93.25%	10,001	93.18%
Zygmunt Solorz-Żak	10,603,750	4.66%	424	3.95%
Heronim Ruta	1,871,250	0.82%	75	0.70%
Piotr Nurowski	1,706,250	0.37%	68	0.63%
Józef Birka	1,740,000	0.38%	70	0.65%
Aleksander Myszkowski	1,753,750	0.38%	70	0.65%
Dominik Libicki	500,000	0.11%	20	0.19%
Maciej Gruber	46,250	0.01%	2	0.02%
Andrzej Matuszyński	32,500	0.01%	1	0.01%
Dariusz Działkowski	46,250	0.01%	2	0.02%
	<b>268,325,000</b>	<b>100.0%</b>	<b>10,733.0</b>	<b>100.0%</b>

Under the resolution of the Extraordinary General Shareholders' Meeting of the Company dated 4 December 2007 the share capital was increased conditionally by the nominal amount of up to PLN 219 thousand (up to 5,476,020 shares through issuance of Series G1, G2, G3, G4 shares) for management incentive program including issuance of :

- a) up to 1,369,005 ordinary bearer shares series G1,
- b) up to 1,369,005 ordinary bearer shares series G2,
- c) up to 1,369,005 ordinary bearer shares series G3,
- d) up to 1,369,005 ordinary bearer shares series G4.

As at 31 December 2007 the resolution was not registered by the National Register Court.

The bylaws of the management incentive program were not approved until the date of the preparation of the financial statements.



On 30 April 2008 a public offer of Series E shares was closed. Polaris Finance B.V. sold 67,081,250 Series E shares in the public offer.

### **1.3.2 Management of the Company**

The Management Board is responsible for management of the Company.

The composition of the Management Board of the Company from 1 January to 30 July 2007 was as follows:

- |                   |                                    |
|-------------------|------------------------------------|
| - Dominik Libicki | President of the Management Board, |
| - Maciej Gruber   | Member of the Management Board.    |

On 30 July 2007, Dariusz Działkowski and Andrzej Matuszyński were appointed as Management Board Members. The appointment became valid and rights and obligations of the new members of the Management Board became effective starting from 1 August 2007.

The composition of the Management Board of the Company from 1 August 2007 until the date of preparation of the financial statements was as follows:

- |                       |                                    |
|-----------------------|------------------------------------|
| - Dominik Libicki     | President of the Management Board, |
| - Maciej Gruber       | Member of the Management Board,    |
| - Dariusz Działkowski | Member of the Management Board,    |
| - Andrzej Matuszyński | Member of the Management Board.    |

### **1.3.3 Scope of activities**

The business activities listed in the Company's Articles of Association include the following:

- radio and television services,
- advertising,
- services relating to the installation, repair and maintenance of electrical equipment,
- data transmission,
- radio communications,
- other telecommunications services,
- renting of other machinery and equipment,
- other financial intermediation,
- other service activities,
- radio diffusion.

## **1.4 Prior period financial statements**

The financial statements for the year ended 31 December 2006, prepared in accordance with the Accounting Act dated 29 September 1994, were audited by KPMG Audyt Sp. z o.o. and received an unqualified opinion.



The financial statements for 2006, prepared in accordance with the Accounting Act dated 29 September 1994, were approved at the Ordinary General Meeting of Shareholders on 5 September 2007 where it was resolved to transfer the profit for the prior financial year of PLN 51,521,248.37 to cover prior years' losses.

The separate financial statements for 2006 were submitted to the Registry Court on 25 September 2007 and were published in Monitor Polski B No 370 on 12 March 2008.

On 4 December 2007, the Extraordinary General Shareholders' Meeting of Cyfrowy Polsat S.A. adopted a resolution on preparation of the Company's consolidated and separate financial statements in accordance with International Financial Reporting Standards in a meaning of the Regulation (EC) No 1606/2002 of the European Parliament and the Council dated 19 July 2002 on the application of international accounting standards, starting from financial statements for the year ended 31 December 2007. As a result the financial data as at 31 December 2006 and for the year then ended have been appropriately restated to make them comparable with the financial data as at and for the year ended 31 December 2007.

## **1.5 Audit scope and responsibilities**

This report was prepared for the General Shareholders Meeting of Cyfrowy Polsat S.A. seated in Warsaw, Łubinowa 4a and relates to the separate financial statements comprising: the balance sheet as at 31 December 2007 with total assets and total liabilities and equity of PLN 561,419 thousand, the income statement for the year then ended with a net profit of PLN 115,038 thousand, the statement of changes in equity for the year then ended with an increase in equity of PLN 125,445 thousand, the cash flow statement for the year then ended with a net increase of cash and cash equivalents amounting to PLN 34,735 thousand and notes to the financial statements, comprising of a summary of significant accounting policies and other explanatory notes.

The separate financial statements have been audited in accordance with the audit agreement dated 4 February 2008, concluded on the basis of the resolution of Supervisory Board dated 10 October 2007 on the appointment of the auditor.

We conducted the audit in accordance with section 7 of the Accounting Act, the professional standards established by the Polish National Council of Certified Auditors and International Standards on Auditing.

We audited the separate financial statements in the Company's head office during the period from 15 May to 10 June 2008.

Management of the Company is responsible for the accuracy of the accounting records and the preparation and fair presentation of the separate financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and with other applicable regulations.

Our responsibility is to express an opinion, and to prepare a supplementing report, on the separate financial statements, and whether the separate financial statements are derived from properly maintained accounting records, based on our audit.



Management of the Company submitted a statement dated the same date as this report as to the true and fair presentation of the separate financial statements presented for audit, which confirmed that there were no undisclosed matters which could significantly influence the information presented in the separate financial statements.

All our requests for additional documents and information necessary for expressing our opinion and preparing the report have been fulfilled.

KPMG Audyt Sp. z o.o., the members of its Management Board and Supervisory Board and other persons involved in the audit of the separate financial statements of the Company fulfil independence requirements. The scope of the work planned and performed has not been limited in any way. The method and scope of our audit is detailed in working papers prepared by us and retained in the offices of KPMG Audyt Sp. z o.o.





## 2 Financial analysis of the Company

### 2.1 Summary of the separate financial statements

#### 2.1.1 Balance sheet

ASSETS	31.12.2007 PLN '000	% of total	31.12.2006 PLN '000	% of total
<b>Non-current assets</b>				
Digital satellite reception equipment	549	0.1	7,979	2.5
Other tangible assets	59,890	10.7	27,197	8.5
Intangible assets	10,367	1.8	4,395	1.4
Long-term intercompany loans	23,026	4.1	21,392	6.7
Long-term intercompany receivables	6,994	1.2	264	0.1
Other long-term assets	30,951	5.5	13,018	4.0
Deferred tax assets	3,701	0.7	3,981	1.2
<b>Total non-current assets</b>	<b>135,478</b>	<b>24.1</b>	<b>78,226</b>	<b>24.4</b>
<b>Current assets</b>				
Inventories	126,639	22.6	58,009	18.1
Short-term intercompany loans	7,065	1.3	6,000	1.9
Income tax receivable	3,002	0.5	-	-
Trade and other receivables	78,672	14.0	32,604	10.2
Cash and cash equivalents	141,651	25.2	107,208	33.5
Other current assets	68,912	12.3	38,153	11.9
<b>Total current assets</b>	<b>425,941</b>	<b>75.9</b>	<b>241,974</b>	<b>75.6</b>
<b>TOTAL ASSETS</b>	<b>561,419</b>	<b>100.0</b>	<b>320,200</b>	<b>100.0</b>
<b>EQUITY AND LIABILITIES</b>				
	31.12.2007 PLN '000	% of total	31.12.2006 PLN '000	% of total
<b>Equity</b>				
Issued capital	10,733	1.9	10,500	3.3
Supplementary capital	3,500	0.6	-	-
Other reserves	10,174	1.8	-	-
Retained earnings/(accumulated losses)	38,029	6.8	(73,509)	22.9
<b>Total equity</b>	<b>62,436</b>	<b>11.1</b>	<b>(63,009)</b>	<b>19.6</b>
<b>Non-current liabilities</b>				
Long-term loans	106,655	19.0	-	-
Long-term finance lease liabilities	1,412	0.2	893	0.3
Other long-term liabilities and provisions	531	0.1	564	0.1
<b>Total non-current liabilities</b>	<b>108,598</b>	<b>19.3</b>	<b>1,457</b>	<b>0.4</b>
<b>Current liabilities</b>				
Current loans	87,151	15.5	205,823	64.3
Current finance lease liabilities	204	0.1	-	-
Trade and other payables	201,530	35.9	97,489	30.4
Deposits for digital satellite reception equipment	20,032	3.6	21,641	6.8
Deferred income	81,468	14.5	56,799	17.7
<b>Total current liabilities</b>	<b>390,385</b>	<b>69.6</b>	<b>381,752</b>	<b>119.2</b>
<b>Total liabilities</b>	<b>498,983</b>	<b>88.9</b>	<b>383,209</b>	<b>119.6</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>561,419</b>	<b>100.0</b>	<b>320,200</b>	<b>100.0</b>





## 2.1.2 Income statement

	1.01.2007 - 31.12.2007 zł '000	% of total sales	1.01.2006 - 31.12.2006 zł '000	% of total sales
<b>Revenues</b>				
Subscription fees	662,521	83.4	351,090	72.7
Rental of digital satellite reception equipment	5,954	0.8	16,455	3.4
Sale of digital satellite reception equipment	107,205	13.5	101,689	21.1
Transmission services	11,602	1.5	10,316	2.1
Other operating revenue	6,650	0.8	3,187	0.7
<b>Total revenues from operating activities</b>	<b>793,932</b>	<b>100.0</b>	<b>482,737</b>	<b>100.0</b>
<b>Costs</b>				
Depreciation and amortisation	(19,035)	2.4	(32,136)	6.6
Programming costs	(152,031)	19.1	(68,647)	14.2
Transmission costs	(48,402)	6.1	(36,083)	7.5
Distribution and marketing costs	(125,919)	15.9	(66,021)	13.7
Salaries and employee-related expenses	(39,755)	5.0	(19,594)	4.1
Cost of digital satellite reception equipment sold	(209,027)	26.3	(180,616)	37.4
Other operating costs	(53,906)	6.8	(38,467)	8.0
<b>Total costs of operating activities</b>	<b>(648,075)</b>	<b>81.6</b>	<b>(441,564)</b>	<b>91.5</b>
<b>Profit from operating activities</b>	<b>145,857</b>	<b>18.4</b>	<b>41,173</b>	<b>8.5</b>
Finance income	18,493	2.3	42,812	8.9
Finance expenses	(22,312)	2.8	(13,899)	2.9
<b>Gross profit for the year</b>	<b>142,038</b>	<b>17.9</b>	<b>70,086</b>	<b>14.5</b>
Income tax	(27,000)	3.4	(14,579)	3.0
<b>Net profit for the year</b>	<b>115,038</b>	<b>14.5</b>	<b>55,507</b>	<b>11.5</b>



## 2.2 Selected financial ratios

	2007	2006
<b>1. Return on sales</b>		
$\frac{\text{profit for the period} \times 100\%}{\text{revenue}}$	14.5%	11.5%
<b>2. Return on equity</b>		
$\frac{\text{profit for the period} \times 100\%}{\text{equity} - \text{profit for the period}}$	negative value	negative value
<b>3. Debtors' days</b>		
$\frac{\text{average trade receivables (gross)} \times 365 \text{ days}}{\text{revenue}}$	35 days	37 days
<b>4. Debt ratio</b>		
$\frac{\text{liabilities} \times 100\%}{\text{equity and liabilities}}$	88.9%	119.7%
<b>5. Current ratio</b>		
$\frac{\text{current assets}}{\text{current liabilities}}$	1.1	0.6

- Current assets exclude receivables due in more than 12 months.
- Current liabilities are comprised of short-term provisions for liabilities, short-term liabilities (excluding liabilities due in more than 12 months) and other short-term accruals.
- Net revenues are comprised of the sale of finished products, merchandise and raw materials.
- Average trade receivables represent the average of trade receivables to related and other parties at the beginning and at the end of the period, excluding allowances for receivables.

## 2.3 Interpretation of selected financial ratios

### Return on sales

Return on sales increased by 3 percentage points in comparison to the prior year and amounted to 14.5 %. The ratio was positively influenced by a rapid growth of the number of subscribers and an increase of average revenue per subscriber.

### Return on equity

Return on equity ratio was negative in the current and the previous financial year as a result of losses incurred in the previous periods.

### Debtors' turnover

Debtors' turnover ratio remains at a level comparable to the prior year.



**Debt ratio**

Debt ratio decrease mainly resulted from a significant increase in equity as a consequence of the net profit generated in current period.

**Current ratio**

Current ratio increased as compared to the prior year as a result of growth in the Company's current assets. This increase results from a higher sales level and a related increase of receivables and inventories. Furthermore, the current ratio is influenced by debt refinancing with a long-term loan, which caused a decrease of short-term debts.



### **3 Detailed report**

#### **3.1 Proper operation of the accounting system**

The Company maintains current documentation describing the applied accounting principles, adopted by the Management Board.

During the audit of the financial statements, we tested, on a sample basis, the operation of the accounting system. Our assessment covered in particular:

- appropriateness and consistency of the accounting principles used,
- correctness of the documentation of business transactions,
- fairness, accuracy and verifiability of the books of account, including the matching of accounting entries with supporting documentation and the financial statements,
- compliance of the adopted policies relating to safeguarding of accounting records, books of account and the financial statements.

On the basis of the work performed we have not identified material irregularities in the accounting system which have not been corrected and that could have a material impact on the financial statements. Our audit was not conducted for the purpose of expressing a comprehensive opinion on the operation of the accounting system.

#### **3.2 Asset verification**

The Company performed a physical verification of assets in accordance with the requirements and time frame specified in Art. No 26 of the Accounting Act. The following categories of assets were included in the verification:

- cash,
- inventories,
- trade receivables.

Count differences have been recorded in the period covered by the separate financial statements.

#### **3.3 Notes to the financial statements**

All information included in the notes to the financial statements, comprising of a summary of significant accounting policies and other explanatory notes, is, in all material respects, presented accurately and completely. This information should be read in conjunction with the separate financial statements taken as a whole.

#### **3.4 Report on the Company's activities**

The Report on the Company's activities includes, in all material respects, information required by the Decree of the Ministry of Finance dated 19 October 2005 on current and periodic information provided by issuers of securities (Official Journal from 2005, No 209, item 1744) and the information is consistent with the separate financial statements.



*Cyfrowy Polsat S.A.*  
*Report supplementing the opinion on the separate financial statements*  
*for the financial year ended 31 December 2007*  
TRANSLATION

### 3.5 Information on the opinion of the independent auditor

Based on our audit of the separate financial statements as at and for the year ended 31 December 2007, we have issued an unqualified opinion.

*Signed on the Polish original*

.....  
Certified Auditor No 9645/7212  
Marek Strugała

*Signed on the Polish original*

.....  
For KPMG Audyt Sp. z o.o.  
ul. Chłodna 51; 00-867 Warszawa  
Certified Auditor No 9645/7212  
Marek Strugała,  
Member of the Management Board

Warsaw, 11 June 2008

