

CYFROWY POLSAT S.A.

Current Report No. 17/2018

Report Date: 14 May 2018

Subject: **Satisfaction of certain conditions provided for in the tender offer to subscribe for the sale of shares in Netia S.A. and making a decision by entities acquiring shares under the Tender Offer to acquire such shares**

The Management Board of Cyfrowy Polsat S.A. ("**Cyfrowy Polsat**") hereby gives notice in connection with the tender offer to place subscriptions for the sale of shares in Netia S.A. (the "**Company**", the "**Tender Offer**") announced by Cyfrowy Polsat on 5 December 2017 pursuant to Article 73 Section 1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of 29 July 2005 (consolidated text in Dz.U. of 2018 item 512 as amended) and pursuant to the Ordinance of the Minister of Development and Finance of 14 September 2017 on the forms of tender offers to subscribe for the sale or exchange of shares in a public company, the detailed procedures of the announcement thereof, and the conditions for acquiring shares pursuant to such tender offers (Dz.U. of 2017 item 1748) that by the end of the subscription period of the Tender Offer, i.e. by 14 May 2018, out of all the conditions set forth in the Tender Offer:

- the legal condition set forth in Section 29 of the Tender Offer has been satisfied, i.e. Cyfrowy Polsat received the decision of the President of the Office of Competition and Customer Protection (UOKiK) granting its unconditional consent to the concentration of undertakings consisting in the takeover of control over the Company by Cyfrowy Polsat; Cyfrowy Polsat gave notice thereof on 11 May 2018;
- the condition set forth in Section 30 Subsection (a) of the Tender Offer has been satisfied, i.e. the general meeting of the Company adopted a resolution on the decrease in the Company's share capital by way of redemption of all treasury shares held by the Company, that is 13,102,314 (thirteen million one hundred and two thousand three hundred and fourteen) Company shares representing 3.76% of the Company's share capital; Cyfrowy Polsat gave notice thereof on 31 January 2018;
- the condition set forth in Section 30 Subsection (b) of the Tender Offer has not been satisfied, i.e. the Company's supervisory board did not adopt a resolution on adopting a consolidated version of the Company's articles of association concerning the change of the Company's share capital ensuing from the decrease in the Company's share capital registered by the competent registry court;
- the condition set forth in Section 30 Subsection (c) of the Tender Offer has been satisfied, i.e. by the end of the subscription period of the Tender Offer no annual general meeting of the Company has been held, therefore no resolution on the distribution of profit for the financial year 2017 has been adopted.

Entities acquiring shares under the Tender Offer, i.e. Cyfrowy Polsat and Karswell Limited, made a decision to acquire the Shares under the Tender Offer although the aforementioned condition provided for in the Tender Offer has not been satisfied.

Cyfrowy Polsat gave notice of the announcement of the Tender Offer in its current report No. 26/2017 of 5 December 2017.

The full text of the announcement was published in the relevant Polish Press Agency service.

CYFROWY POLSAT S.A.

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

Signed by:

/s/ Tobias Solorz

Tobias Solorz
President of the Management Board