

# CYFROWY POLSAT S.A.

Current report No. **20/2015**

Report Date: **April 14, 2015**

Subject: **Decision on the merger of Cyfrowy Polsat S.A. and Redefine Sp. z o.o.**

The Management Board of Cyfrowy Polsat S.A. (the “**Company**”, “**Cyfrowy Polsat**” or “**Taking-over Company**”) announces that on April 14, 2015 it resolved to merge the Company with Redefine Sp. z o.o. seated in Warsaw, address: 61A Stanów Zjednoczonych Ave., 04-028 Warsaw, Poland, registered in entrepreneurs register maintained by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000287684 (“**Redefine**” or “**Acquired company**”), in which Cyfrowy Polsat S.A. holds 100% of share capital, and approved the merger plan.

Cyfrowy Polsat S.A. is the largest provider of pay TV in Poland and one of the leading satellite platforms in Europe. As its core business it offers a complete package of multimedia services including pay TV via satellite, terrestrial and online broadcasting, and in addition mobile telephony and data transmission services, as well as broadband Internet access in 2G/3G and LTE technologies.

Redefine Sp. z o.o. is the operator of IPLA internet television, the leader on the online video market in Poland both in terms of availability on different devices and content offered. Redefine is responsible for all internet activities of Polsat Group.

The planned merger of the two companies will be effected, in accordance with article 492 §1 item 1 of the Polish Commercial Companies Code (“**CCC**”) (mergers through acquisition), by transferring all the assets of the Acquired Company to the Taking-over Company. As a result of the merger, the Acquired Company will be terminated without liquidation.

At the date of this report, the share capital of the Acquired Company amounts to PLN 537,500 and is divided into 10,750 shares. Cyfrowy Polsat is the sole shareholder of the Acquired Company.

Given that the Taking-over Company holds all the shares of the Acquired Company:

- (i) pursuant to article 515 § 1 of the CCC, the Merger shall be carried out without increasing the share capital of the Taking-over Company;
- (ii) pursuant to article 516 § 5 and in conjunction with article 516 §6 of the CCC, the Merger Plan shall not be audited by any expert appointed by the court of registration;
- (iii) pursuant to article 516 § 5 and in conjunction with article 516 §6 of the CCC, the Reports of Management Boards of Taking-over Company and Acquired Company shall not be issued.

The Merger Plan, prepared in accordance with article 499 § 1 of the CCC is attached to this current report, together with the documents mentioned in the article 499 § 2 of the CCC. Pursuant to article 499 § 4 of the CCC, with regard to the fact that the Taking-over Company is a public listed company and in line with the regulations on public offering and conditions for introducing financial instruments to organized trading system and on public companies, it publishes and presents to shareholders semi-annual financial reports, no declaration has been drafted that would include information on the book value of the Taking-over Company.

The aim of the planned merger is to optimize costs and simplify the organizational structure of Polsat Group in line with the Group’s long-term strategy, a significant element of which is the effective

management of the cost base of the integrated media and telecommunication group by exploiting its inherent synergies.

Attachment: [Merger Plan with appendices](#) (.pdf)

*Legal basis: Article 56 Section 1 Clause 2 of the Act on Public Offering and the Conditions of Introducing Financial Instruments to an Organized Trading and on Public Companies in connection with § 5 Section 1 Clause 13 of the Ordinance of the Minister of Finance of February 19, 2009 on current and periodic information releases by the issuers of securities and the conditions of accepting as equivalent of information required by the laws of a non-member state.*

Signed by:

/s/ Tomasz Gillner-Gorywoda

Tomasz Gillner-Gorywoda  
President of the Management Board