

CYFROWY POLSAT S.A.

Current report No. 8/2019

Report Date: March 25, 2019

Subject: **Information on establishing a bond issue program and launching actions to refinance indebtedness under Series A Bonds**

Not for release, publication or distribution directly or indirectly, in or into the United States of America, Australia, Canada or Japan or in any other jurisdiction where to do so would be restricted or prohibited by law.

In reference to current report No. 32/2018 of October 24, 2018 on taking initial steps by Cyfrowy Polsat S.A. (the "**Company**") in connection with the potential refinancing of indebtedness under series A unsecured, bearer bonds with the nominal value of PLN 1,000 each and the combined net value of PLN 1,000,000,000, maturing on July 21, 2021 (the "**Series A Bonds**") the Management Board of the Company hereby gives notice that on March 25, 2019 a resolution has been adopted to establish a new, non-renewable program for the issuance of the Company's bonds with the total maximum nominal value of PLN 1,000,000,000 (one billion) (the "**Program**"), under which the Company will be able to incur financial indebtedness through the issuance of unsecured PLN bearer bonds of the Company (the "**Bonds**") and on taking actions to refinance the Company's indebtedness under the Series A Bonds.

The terms of the Bonds issuance under the Program are as follows:

- a) the total nominal value of all the Bonds to be issued under the Program will not exceed PLN 1.000.000.000 (one billion).
- b) the nominal value of one Bond will be PLN 1,000 (one thousand).
- c) the Bonds will be issued under the Bonds Act of January 15, 2015 (consolidated text: Journal Laws 2018, Item 483, as amended);
- d) the Bonds may be issued under (i) a public offering referred to in Article 3 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to an organized trading and public companies (Journal Laws 2018, Item 512, as amended); or (ii) through a purchase proposal that does not constitute a public offering.
- e) the Bonds may be issued in one or several series.
- f) the Bonds will be unsecured.
- g) the maximum number of Bonds of a particular series offered for purchase (i.e. the number of issued Bonds) will be defined in the terms of the issuance of a particular series of Bonds.
- h) the Bonds will not be in a documentary form and will be registered in the securities depository operated by Krajowy Depozyt Papierów Wartościowych S.A.
- i) the Company may apply for the Bonds to be introduced to an alternative system of trading operated by Gielda Papierów Wartościowych w Warszawie S.A. and/or an alternative system of trading operated by BondSpot S.A. as part of the Catalyst market.
- j) payments made by the Company under the Bonds will only be in cash and, specifically, will consist in the payment of an amount equivalent to the nominal value of one Bond and the interest amount. Bonds will bear interest at a fixed or variable rate. The method of interest calculation, the day from which the interest accrues, the amount or method of calculation of interest and dates of its payment will be set forth in the terms of the issuance of a particular series of Bonds.
- k) the day of the issuance of a particular series of Bonds will be set forth in the terms of the issuance of a particular series of Bonds.
- l) Bonds may be issued with maturity of no longer than seven years from the date of the issuance. The date and terms of redemption will be defined in the terms of the issuance of a particular series of Bonds and may provide for

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an early redemption of the Bonds at the Company's or bondholder's request provided for in the terms of the issuance.

- m) the purpose of the issuance of the Bonds has not been specified, however it may be specified in the terms of issuance for the particular series of Bonds. Unless the purpose of the issuance is specified in the terms of the issuance of a particular series of Bonds, the Management Board may use the proceeds of the issuance of the Bonds for any purpose, including the financing of an early redemption of the Series A Bonds, or buy-back of the Series A Bonds by the Company for the purpose of their redemption.
- n) individual series of Bonds will be issued based on separate issue resolutions adopted by the Management Board, approved in separate resolutions of the Supervisory Board, setting forth the terms of the issuance of a particular series of Bonds.

At the same time, the Company gives notice that on March 25, 2019 a decision has been made to launch actions aimed at the refinancing of its indebtedness under the Series A Bonds using the funds from the issuance of the Bonds under the Program, including in particular the early redemption of Series A Bonds by the Company or the acquisition of Series A Bonds by the Company for the purpose of their redemption, and about the Company terminating the program of Series A Bonds upon the early redemption of Series A Bonds and/or the acquisition of Series A Bonds by the Company for the purpose of their redemption, in relation to all Series A Bonds.

The Company also gives notice of the adoption on March 25, 2019 by its Supervisory Board of a resolution authorizing the Company to incur financial indebtedness in relation to the issuance of the Bonds within the Program and the refinancing of the Company's indebtedness under Series A Bonds.

The Company's intention is to issue Bonds under the Program in the second quarter of 2019, subject to right conditions prevailing on debt market. The Company will make its final decision on issuing the Bonds and their terms in a relevant resolution adopted by the Management Board of the Company, of which it will inform in a separate current report.

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.

Disclaimer:

This current report was prepared in accordance with Article 17 Section 1 of Regulation 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.

This current report is solely for information purposes and is published by the Company exclusively in order to provide information on the establishment of the bond issue program and conducting actions in order to refinance the existing indebtedness under Bonds Series A. This current report is by no means intended, whether directly or indirectly, to promote the offer or issuance of the Company's bonds and does not represent promotional material prepared or published by the Company for the purpose of promoting of the offer or issuance of the Company's bonds nor for the purpose of encouraging an investor, whether directly or indirectly, to their purchase.

This current report, nor any part thereof, is not intended for distribution, whether directly or indirectly, within the territory of or in the United States of America or other jurisdictions where such public distribution may be subject to restrictions or may be prohibited by law. The securities referred to in this material have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the territory of the United States of America. The Company does not intend to register the Bonds or conduct any offering of the Bonds in the United States of America. Subject to the Company making its final decision on issuing the Bonds and their terms in a relevant resolution adopted by the Management Board of the Company, the Bonds are intended to be offered and sold solely outside the United States in offshore transactions in reliance on Regulation S under the Securities Act.

Signed by:

CYFROWY POLSAT S.A.

/s/ Katarzyna Ostap-Tomann

*Katarzyna Ostap-Tomann
Member of the Management Board*

/s/ Aneta Jaskólska

*Aneta Jaskólska
Member of the Management Board*