



Cyfrowy Polsat IR Newsletter

27 May – 2 June 2019



N E T I A

Telko.in
29 May 2019

Wirtualne Media: Inea also opposes the UKE's idea to open access to Cable TV infrastructure

by M.J. Wirtualne Media

In the middle of May, the Office of Electronic Communications (UKE) issued a decision on making the telecommunication infrastructure in multifamily buildings available by the Cable TV operators. Operators have the right to apply for a renewed examination of this case in the second instance by the President of UKE or file a complaint to the Regional Administrative Court. When these proceedings are completed, the operators will be obliged to implement the decision of the President of UKE.

Inea commented the initiative of the Regulator while stating that imposing of the terms of cooperation is not proportionate. According to Inea, regulations on the markets which are open and liberate are superfluous. Furthermore, the issued decisions cover only part of the entities operating on the market, which in the opinion of the operator only makes the cooperation more difficult.

The Competition and Consumer Protection Office (UOKiK) imposed a fine of nearly PLN 40m on Polkomtel. Collecting of fees going beyond the monthly access fee

By Daniel Bochen

The Competition and Consumer Protection Office (UOKiK) imposed on Polkomtel a fine of PLN 39.4m. The Regulator decided that the operator has infringed the collective interests of consumers by not including - in the basic monthly access fee - the services which were automatically activated at the moment of conclusion of the agreement.

Polkomtel announced that, following the analysis of the decision and arguments of UOKiK, the decision was wrong, incomprehensible and that the company would appeal against it to the court.

Current report
no.16/2019
27 May 2019

Recommendation of the Management Board and the opinion of the Supervisory Board concerning the distribution of profit for the financial year ended December 31, 2018

The Management Board of Cyfrowy Polsat S.A. (the "**Company**") hereby informs that on May 27, 2019 it adopted a resolution on the submission to the Supervisory Board of the Company for assessment of a motion concerning the distribution of the Company's profit for the financial year 2018.

The Management Board recommends to the General Shareholders Meeting:

- to allocate the entire net profit earned by the Company in the financial year ended December 31, 2018, amounting to PLN 488,520,113.73, for distribution as dividends to the shareholders of the Company, and
- to allocate the amount of PLN 106,257,681.15 from the reserve capital for distribution as dividends to the shareholders of the Company. As at December 31, 2018, the amount of the reserve capital available for distribution was nearly PLN 3.5 billion.

The total amount of the recommended dividends to the shareholders of the Company amounts to PLN 594,777,794.88 i.e., PLN 0.93 per share.

Furthermore, the Management Board of the Company recommends, in accordance with the provisions of article 348 § 4 of the Commercial Companies Code, that the dividend day be scheduled for July 1, 2019, and the dividend payout be made in two tranches as follows:

- the first tranche in the amount of PLN 287,795,707.20 (say: two hundred eighty seven million seven hundred ninety five thousand seven hundred seven zlotys and twenty grosze), i.e., PLN 0.45 (say: forty five grosze) per share – on July 3, 2019, and
- the second tranche in the amount of PLN 306,982,087.68 (say: three hundred six milion nine hundred eighty two thousand eighty seven zlotys and sixty eight grosze), i.e., PLN 0.48 (say: forty eight grosze) per share – on October 1, 2019.

In the opinion of the Management Board of the Company, the proposed profit distribution is consistent with the dividend policy of Cyfrowy Polsat S.A. capital group (the "Group") adopted on March 15, 2019 (the „Dividend Policy“) (see the Company's [current report No. 7/2019](#) dated March 15, 2019).

Recent events



Simultaneously, the proposed distribution of the Company's net profit for the financial year ended December 31, 2018 corresponds with the results of the analysis conducted by the Management Board of the Company in the first quarter of 2019, based on which the Management Board evaluated possibilities of paying out the dividends in the total amount of not less than PLN 2.79 per share in three years period, covering years 2019-2021, including a dividend payout of at least PLN 0.93 per share in 2019.

Moreover, the Management Board of the Company notices that while preparing a proposal for the distribution of profit for the financial year ended December 31, 2018 it took into consideration the Group's net profit, financial standing and liquidity, existing and future liabilities, the assessment of the Group's prospects in specific market and macroeconomic conditions, potential necessity of spending funds for the Group's development, in particular through acquisitions and embarking on new projects, one-off items, as well as valid legal regulations.

In the Management Board's opinion the dividend payout proposed in 2019 shall not interrupt the development concept of the Group, enabling at the same time its further deleveraging.

Furthermore, the Management Board of the Company hereby informs that on May 27, 2019 the Company's Supervisory Board adopted a resolution in which it issued a positive opinion on the Management Board's proposal concerning the distribution of profit for the financial year ended December 31, 2018 and paying out dividends to the shareholders of the Company in the amount of PLN 594,777,794.88, which represents PLN 0.93 per share.

Current report
no.17/2019
29 May 2019

Information on convening the Annual General Meeting of Cyfrowy Polsat S.A on June 25, 2019 and the content of draft resolutions for the Annual General Meeting of Cyfrowy Polsat S.A.

The Management Board of Cyfrowy Polsat S.A. (the “**Company**”), acting pursuant to Article 399 § 1 in conjunction with Articles 402¹ and 402² of the Commercial Companies Code, announces that the Annual General Meeting of the Company has been convened for June 25, 2019 at 11:00 a.m. at the Company’s headquarters in Warsaw, at Łubinowa 4a Street.

Agenda of the Annual General Meeting:

1. Opening of the Annual General Meeting.
2. Appointment of the Chairman of the Annual General Meeting.
3. Validation of the correctness of convening the Annual General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda.
6. Management Board’s presentation of:
 - a) the Management Board’s Report on the Company’s activities in the financial year 2018 and the Company’s financial statements for the financial year 2018,
 - b) the Management Board’s Report on the activities of the capital group of the Company in the financial year 2018 and the consolidated financial statements of the capital group of the Company for the financial year 2018,
 - c) the Management Board’s Report on the activities of Cyfrowy Polsat Trade Marks sp. z o.o. and the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o. (company merged into Cyfrowy Polsat S.A. on November 30, 2018) for the period from January 1, 2018 to November 30, 2018,
 - d) the financial statements of Eileme 1 AB (publ) seated in Stockholm (company merged into Cyfrowy Polsat S.A. on April 28, 2018) for the period from January 1, 2018 to April 28, 2018.

Recent events



7. The Supervisory Board's presentation of its statement concerning the evaluation of the Management Board's Report on the Company's activities in the financial year 2018 and the Company's financial statements for the financial year 2018, as well as the Management Board's motion regarding the distribution of the Company's profit generated in the financial year 2018.
8. The Supervisory Board's presentation of the evaluation of the Company's standing and the Management Board's activities.
9. Consideration and adoption of a resolution approving the Management Board's Report on the Company's activities in the financial year 2018.
10. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2018.
11. Consideration and adoption of a resolution approving the Management Board's Report on activities of the capital group of the Company in the financial year 2018.
12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2018.
13. Consideration and adoption of a resolution approving the Management Board's Report on activities of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018.
14. Consideration and adoption of a resolution approving the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018.
15. Consideration and adoption of a resolution approving the financial statements of Eileme 1 AB (publ) for the period from January 1, 2018 to April 28, 2018.
16. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2018.
17. Adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2018.
18. Adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2018.

7. Adoption of resolutions granting a vote of approval to the members of the Management Board of Cyfrowy Polsat Trade Marks sp. z o.o. for the performance of their duties for the period from January 1, 2018 to November 30, 2018.
8. Adoption of resolutions granting a vote of approval to the members of the Management Board of Eileme 1 AB (publ) for the performance of their duties for the period from January 1, 2018 to April 28, 2018.
9. Adoption of a resolution on the distribution of the Company's profit for the financial year 2018 and the allocation of a part of profits earned in previous years for a dividend payout.
10. Adoption of a resolution on the distribution of the profit of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018.
11. Adoption of a resolution on the distribution of the profit of Eileme 1 AB (publ) for the period from January 1, 2018 to April 28, 2018.
12. Closing of the Annual General Meeting.

The Management Board of the Company attaches to this current report:

the [Notice on convening the Annual General Meeting](#) for June 25, 2019, prepared pursuant to Article 402(2) of the Code of Commercial Companies;

[draft resolutions](#) to be adopted at the Annual General Meeting convened for June 25, 2019.

All information concerning the Annual General Meeting is available on the website of the Company at <http://www.grupapolsat.pl/en> in section *Corporate Governance*, tab *General Meetings – Materials*.

Current report
no.18/2019
29 May 2019

Setting the first trading day for Series B Bonds in the Alternative Trading System operated by the WSE within the Catalyst market

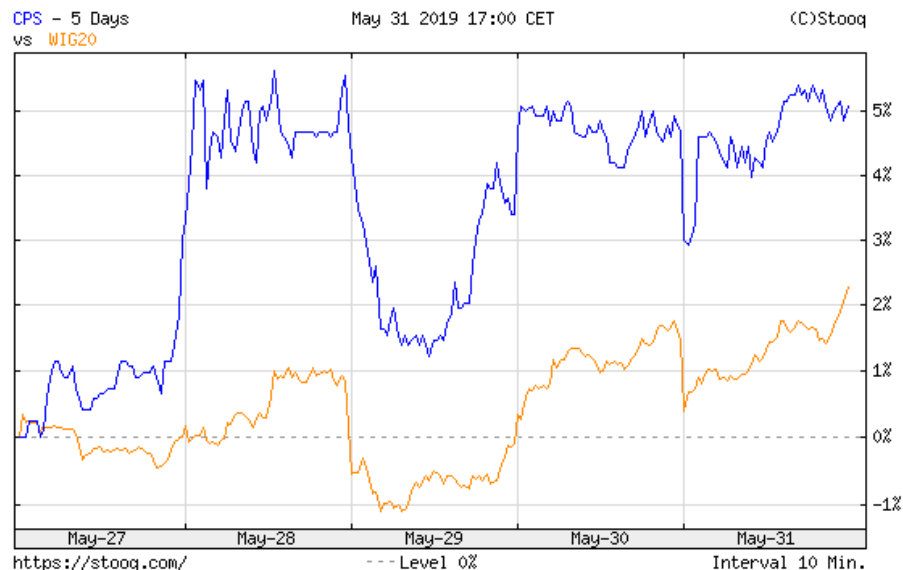
With reference to the current report 14/2019 of 26 April 2019 concerning the issuance by Cyfrowy Polsat S.A. (the “**Company**”) of 1,000,000 series B bearer bonds with the nominal value of PLN 1,000 each and the aggregate nominal value of PLN 1,000,000,000, the Company hereby informs that it learnt of the adoption by the Management Board of the Warsaw Stock Exchange (the “WSE”) of Resolution No. 456/2019 of 29 May 2019 concerning setting the first trading day for 1,000,000 series B bonds of the Company with the nominal value of PLN 1,000 each, coded as “PLCFRPT00047” by the National Depository for Securities (the “**Series B Bonds**”), in the Alternative Trading System within the Catalyst market (the “**Resolution**”). According to the Resolution, the Management Board of the WSE set 31 May 2019 as the first trading day for the Series B Bonds in the Alternative Trading System within the Catalyst market. The Series B Bonds will be listed in the continuous trading system under the abbreviated name of “CPS0426”.

Additionally, in accordance with the communication of the WSE of 29 May 2019, the last trading day for the Series B Bonds is planned for 14 April 2026.

Cyfrowy Polsat shares



Data	Maximum price (PLN)	Minium price (PLN)	Closing price (PLN)	Change (%)	Turnover (mPLN)
2019-05-27	25.58	24.84	25.58	1.99	2.71
2019-05-28	26.44	25.18	26.02	1.72	40.46
2019-05-29	25.94	25.14	25.68	-1.31	9.20
2019-05-30	26.16	25.86	26.00	1.25	6.13
2019-05-31	26.18	25.42	26.10	0.38	13.58



Investor's calendar



25 June 2019	Annual General Meeting of Cyfrowy Polsat S.A.
15 – 29 August 2019	Closed period prior to the publication of H1 2019 results
29 August 2019	Consolidated semi-annual report for the 1st half of 2019
24 October – 7 November 2019	Closed period prior to the publication of Q3 2019 results
7 November 2019	Quarterly report for Q3 2019

