

# 4Q'15 & FY'15 results Acquisition of Midas

29 February 2016

Cyfrowy Polsat S.A. Capital Group







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# 1. Executive summary 2015







## Objectives for 2015 have been achieved





 Growth in the number of contract RGUs implicating growth of contract ARPU



Growth in Polsat channels viewership and dynamic growth of advertising revenues



 Maintaining high margins, decreasing the indebtedness and raising FCF level



Realization of operating and financial synergies







# Positive impact of the multiplay strategy on the operating results of the Group



5.9m contract customers incl. 1m SmartDOM customers

2.13 RGU
per customer
PLN 87.3 ARPU
per customer

**16.5**m RGU **12.6m** contract services 3.9m prepaid services 10.1m telephony 4.5m pay TV HD 1.8m Internet





### TV Polsat the leader in 2015



24.6%

audience share

26.0%

TV ad market share



13.2% main channel

11.4% thematic channels

almost 2X higher dynamic vs the ad market







### Solid financial results in 2015



PLN 9,823m revenue

PLN 3,685m EBITDA 37.5% EBITDA margin

PLN**1**,305m

2.84x
Net debt/EBITDA<sup>(1)</sup>







## Realization of synergies according to plan



# Revenue

>1.1m products up-sold in the smartDOM program with ARPU of ca. PLN 30

# Cost

69 launched initiatives – estimated effect of PLN 0.85 bn<sup>(1)</sup>

# **Financial**

Declared synergies of PLN **0.7** bn<sup>(1)</sup> significantly exceeded.

Total savings on interest
PLN **>2bn**<sup>(1,2)</sup>











# 2. Acquisition of Midas Group

2.1 Technical and financial aspects of the transaction





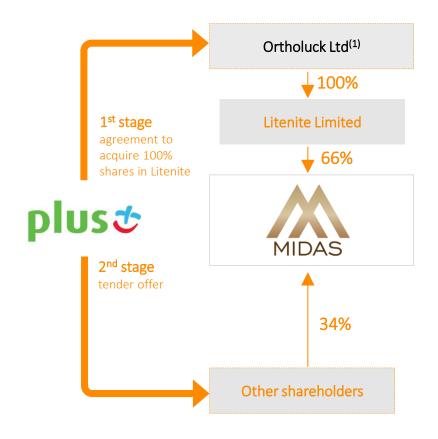


## Key parameters of the transaction



- Polkomtel, a 100% subsidiary of Cyfrowy Polsat, has entered into agreement to acquire Litenite, a company controlling 66% shares in Midas Group
- The transaction involves the acquisition of Litenite's net liabilities of ca. PLN 788 million<sup>(2)</sup> and 1 EUR payment to Ortholuck for equity
- Implied equity value of Midas Group at PLN 0.81/ share
- Financing of the transaction from own resources

#### Acquisition of 100% stake in Midas S.A.









Note: (1) company controlled by Zygmunt Solorz-Żak

# Main parameters of the tender offer



Shares to be purchased	34.0025% (503,124,060 shares)
Price per share	PLN 0.81
Date of commencement of the shares subscription	21 March 2016
Completion date of the shares subscription period	19 April 2016
Expected date of the shares purchase on the WSE	22 April 2016
Expected settlement date of the shares acquisition in KDPW (Central Securities Depository of Poland)	27 April 2016
Financing /security	cash,/bank guarantee







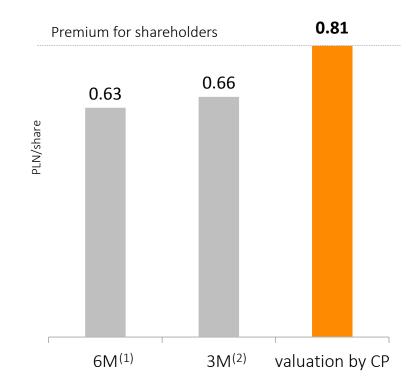


### Valuation approach



- Valuation based on ANBV (adjusted net book value) and DCF (discounted cash flow) approach
- Valuation based on "fair value" standard based on applied cost and income approach
- Purchase price in the transaction confirmed by fairness opinion issued by EY
- Valuation does not include synergies

Midas S.A. share price









# Historical pro-forma results



PLN bn	2013	2014	2015 <sup>(2)</sup>
Revenue	9,438	9,349	9,352
Operating costs <sup>(1)</sup>	5,699	5,597	5,717
EBITDA	3,807	3,757	3,667
EBITDA margin	40.3%	40.2%	39.2%
CAPEX (excl. UMTS)	756	690	794
CAPEX/revenue	8.0%	7.4%	8.5%
FCF	1,423	1,004	1,282

Source: pro forma, Cyfrowy Polsat, Metelem, Midas, consolidated financial statements and internal analysis, unaudited







Note: (1) Costs exclude depreciation, amortization, impairment and liquidation

<sup>(2)</sup> Pro-forma estimates for 2015 based on consolidated results of Polsat Group for 2015, while Midas Group data is forecasted based on 9M 2015 performance



# 2. Acquisition of Midas Group

2.2 Business rationale of the transaction



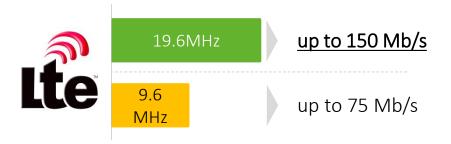




# Acquisition of key assets constituting an important element of the multiplay strategy



- Strong operational and business connections already exist between Midas Group and Polkomtel – Midas Group's assets are one of the cornerstones of the strategy of Cyfrowy Polsat Group
- Unique frequencies are the key assets of Midas Group:
  - 1,800 MHz fully dedicated to LTE
  - 900 MHz fully dedicated to HSPA+
  - 800 MHz, with the first Polish LTE800 network on air
- A continuous 19.6 MHz bandwidth block in the 1800 MHz spectrum, owned by Midas, currently allows only our customers to achieve transfer speed of up to 150 Mb/s
- Additionally the network provides:
  - 96.8% LTE outdoor population coverage
  - >99% HSPA+ outdoor population coverage



base stations

approx.
5,170
HSPA+ BTSs



approx. 7 **590**(1

LTE BTSs

Source: Polkomtel, Midas;

Note: (1) LTE800 and LTE1800 BTSs







# Numerous advantages for Polsat Group and its stakeholders



### Key frequencies

• Securing the key frequencies and infrastructure used by our Group in providing mobile Internet access services, a key element of the multiplay strategy

### Greater flexibility

• Adding flexibility in creating sales policy and both single play as well as multiplay tariffs, which is considered essential to the Group's strategy

# Lower costs of data transfer

• Elimination of costs that the Group incurs as an inherent effect of successful sales of services based on data transmission

### Transparency

• Improved clarity of the shareholding structure of the Group and of key assets ownership, which is essential for a more transparent dialogue with our shareholders









# 3. Network roll-out — strategic directions







# Key assumptions relating to mobile network roll-out strategy



# Implications of the auction

- In the last year's auction the 800MHz frequency band reached the highest prices in Europe
- Polsat Group's analyses indicate that cooperation with entities who purchase radio frequencies at such a high price would be unprofitable and irrational for the company as well as its customers
- A scenario of broader cooperation based on technology and service equivalence could result in a change of these business assumptions

#### Sferia's license

- Through a majority 51% stake in Sferia, Midas Group has a 5MHz of block in the 800MHz band, the reservation of which expires on 31 December 2018
- Prices from the auction in 2015 will constitute the basis for the valuation of the cost of the renewal of the reservation
- According to Polsat Group, the renewal of Sferia's reservation at this price it is not economically justified

# Further network development 2016-18

- Roll-out based on the existing frequency resources of Polkomtel and Midas
- Continued LTE1800 roll-out supported by 2600 MHz bands and ODU-IDU technology
- ODU-IDU technology implementation enlarges effective coverage of a single LTE 1800 base station (BTS) even up to 3x
- Next steps: refarming of 900 MHz and eventually 2100 MHz frequency bands

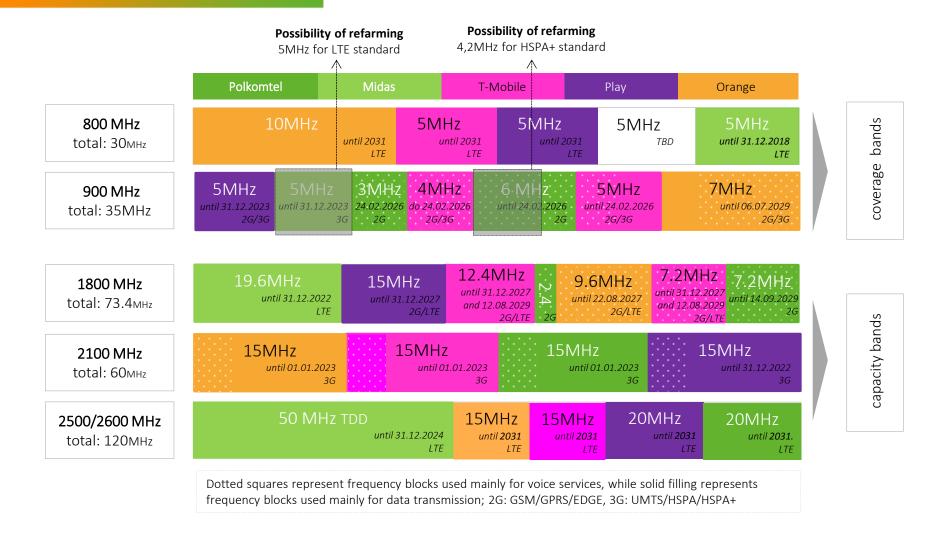






## Stable, favorable competitive position











## Main goals of 2016-18 network roll-out



# Current state of the network

- Development of our network has raised the LTE coverage to 96.8%
- It is definitely the most extensive LTE network operating in Poland at the moment
- The highest quality of Plus network proven with the results of recent UKE measurements

# Roll-out of LTE capacity

- Data transfer in our network doubles YoY
- Adding more LTE1800 stations will allow for maintaining high quality of services
- The new 2600MHz band fully dedicated to LTE/LTE Advanced

# Finalization of LTE coverage

- Finalization of the initiated investments in LTE800
- New sites for LTE1800 BTSs, supported with the ODU-IDU technology, will supplement the LTE coverage in order to deliver the best quality of Home Internet

### Refarming

- First successful tests: 4.2MHz of the 900MHz band refarmed to HSPA+ standard in the area near Słupsk
- Next step: refarming of 5MHz of the 900MHz band to LTE standard
- Optional: in the longer term, refarming of the 2100 MHz band to LTE standard

# Planned CAPEX

- Network roll-out plan will cost no more than PLN 1bn in 2016-18 period
- $^{\circ}$  CAPEX/Revenue ratio in 2016-18 will not exceed the previously announced maximum level of  $10\%^{(1)}$
- This plan is much more cost-efficient than the purchase of 800 MHz band









# 4. Capital resources management policy







# Plan of Midas indebtedness refinancing in 2016



estimated pro forma debt 31 January 2016 <sup>(1)</sup>		_	repayment of Midas Term Loans until June 2016 <sup>(2)</sup>		potential repayment of Litenite/Midas notes until December 2016 (2)	
mPLN	nominal value		mPLN	nominal value	mPLN	nominal value
Polsat Group	12,500		Polsat Group	12,472	Polsat Group	12,030
Term Loan (PLN)	11,500		Term Loan (PLN)	11,084	Term Loan (PLN)	10,642
Revolving Facility Loan	0	$) \longrightarrow$	Revolving Facility Loan	388	Revolving Facility Loan	388
Series A Notes (PLN)	1,000		Series A Notes (PLN)	1,000	Series A Notes (PLN)	1,000
Litenite Group	1,473		Litenite Group	1,136	Litenite Group	1,200
Term Loans (PLN)	388		zero-coupon Midas notes (PLN)	316	zero-coupon Midas notes (PLN)	340
zero-coupon Midas notes (PLN)	297		zero-coupon Litenite notes (PLN)	820	zero-coupon Litenite notes (PLN)	860
zero-coupon Litenite notes (PLN)	788		The main goal is to successively reduce indebtedness under bonds of Litenite Group.  The amounts redeemed and the timing of the redemption will depend on available cash resources			

Note: (1) Presentation of Polsat Group's debt pro-forma including the PLK HY bonds





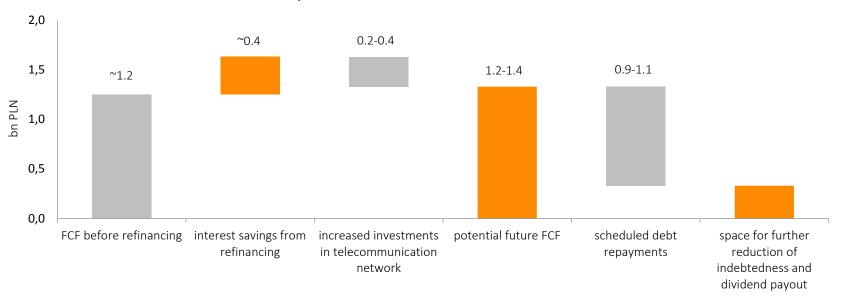


<sup>(2)</sup> Expected balance sheet values do not including potential prepayments or early redemption

# Completed refinancing of Polsat Group significantly improved financial flexibility



### Options of incremental FCF uses(1)



- Increased capital expenditures should not exceed 10%<sup>(2)</sup> of the Group's revenue
- Further deleveraging of the Group remains a priority, which does not exclude dividend payouts next years







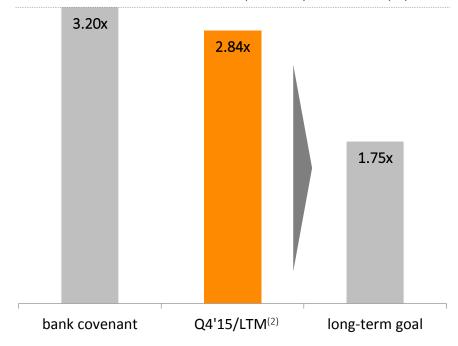
# Policy of debt reduction and dividend payout



- Current financing of the Group allows for dividend payout when net debt/EBITDA ratio is below 3.2x<sup>(1)</sup>
- The strategic goal of our capital resource management policy is to reduce the level of the Group's net indebtedness below 1.75x
- By the end of 2016 the Management Board of the Company will present detailed parameters of a new dividend policy, which will assume the return to regular payouts of part of the generated profit starting from 2017 (from profit for 2016)

### Policy of the Group's debt reduction

possibility of dividend payout











# 5. Summary and Q&A







## Summary



- Continuation of the multiplay strategy over 1 million customers of SmartDOM offer
- Achievement of synergies according to plan
- Purchase of key assets of Midas Group purchase price in the transaction confirmed by fairness opinion issued by EY
- Further mobile network roll-out based on own frequencies much lower capital expenditures if compared to the prices in the 800MHz auction
- Return to dividend payments starting from 2017 details of a new policy by the end of 2016







### 6. Additional information

6.1 Presentation of 2015 results

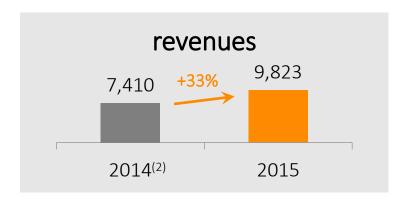


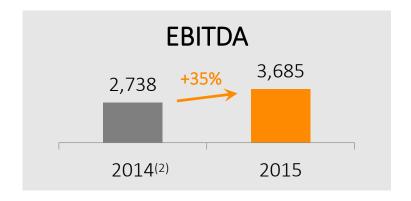


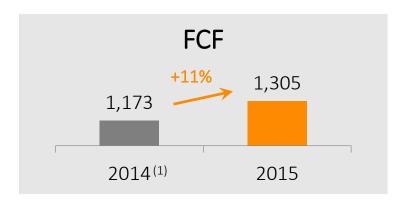


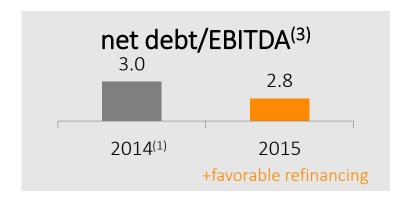
## Dynamics of the main financial parameters











Source: Consolidated financial statements for the year ended December 31, 2015 and internal analyses Note: (1) pro-forma



(3) based on nominal values

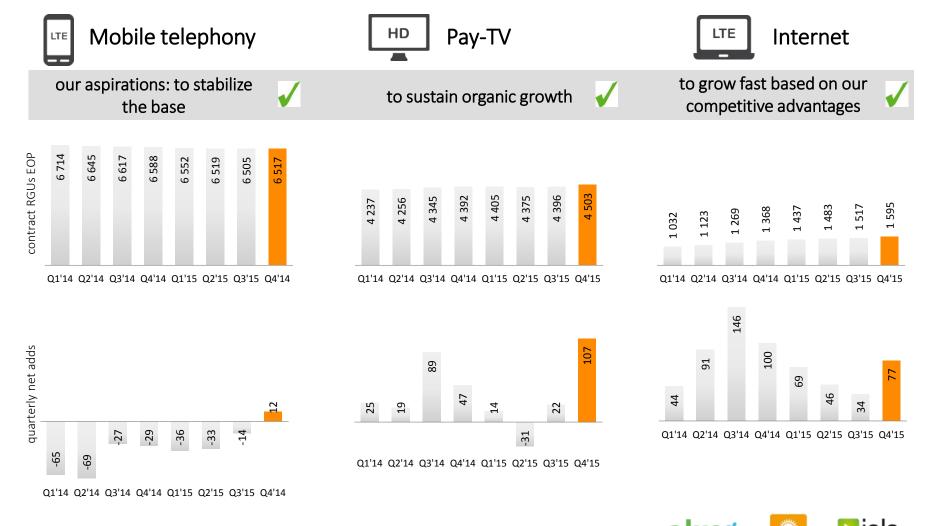






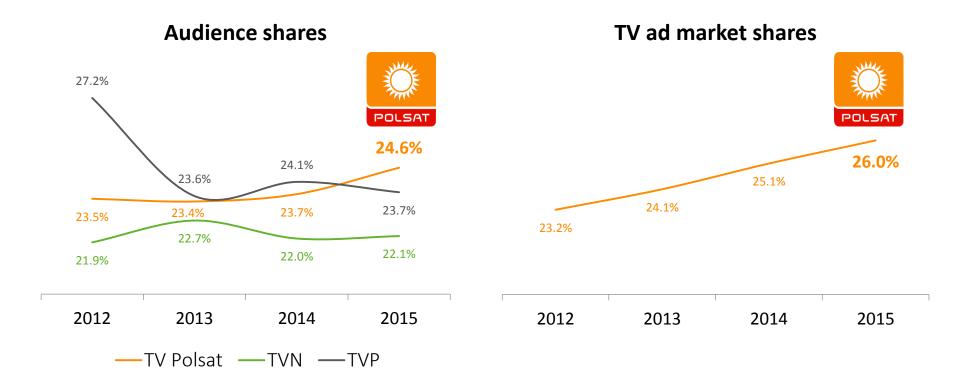
# Quarterly RGU growth of individual product lines





## Long term market position of TV Polsat













### 6. Additional information

6.2 Business overview of Midas Group







### Midas Group at glance





#### Midas S.A. – Capital Group listed on the WSE since 1997

capitalization (LTM): PLN 829-1.110m

• revenue (Q3'15 LTM): PLN 585m, +75% YoY

• **EBITDA** (Q3'15 LTM <sup>(1)</sup>): PLN 44m

total balance sheet (Sep'15): PLN 1.509m

gross debt (Sep'15): PLN 701m

net debt (Sep'15):
PLN 596m

• OCF (Q3'15 LTM): PLN 80m

ICF (Q3'15 LTM): PLN -224m

FCF (Q3'15 LTM): PLN -145m

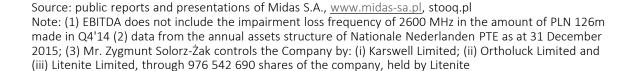
#### Structure of Midas Capital Group

#### shareholders



#### Capital Group











## Business model of Midas Group





### telecom business of Midas Group

(99% of the Group's revenue)

## Wholesale wireless data transmission

ca.90% of the Group's revenue<sup>(1)</sup>

Services are provided based on:

- frequency bands reserved for Aero2
- telecommunication infrastructure owned by Aero2
- sharing of Polkomtel's telecommunication infrastructure

**Major customers:** Polkomtel and Cyfrowy Polsat

## Offer for individual customers



A prepaid service addressed to older

people, provided based on own frequency bands and PLK roaming



A nomadic telephony combining the features of fixed and mobile telephony,

offered on the entire territory of Poland. An MVNO offer is also being developed.

Prepaid users: 28k<sup>(1)</sup>

# Free-of-charge Internet Access (BDI)

Obligation related to the frequency reservation in the 2600 MHz band acquired by Aero2

#### **Aero BDI service**

A data transmission service addressed to people using BDI, offered in the form of prepaid data packs

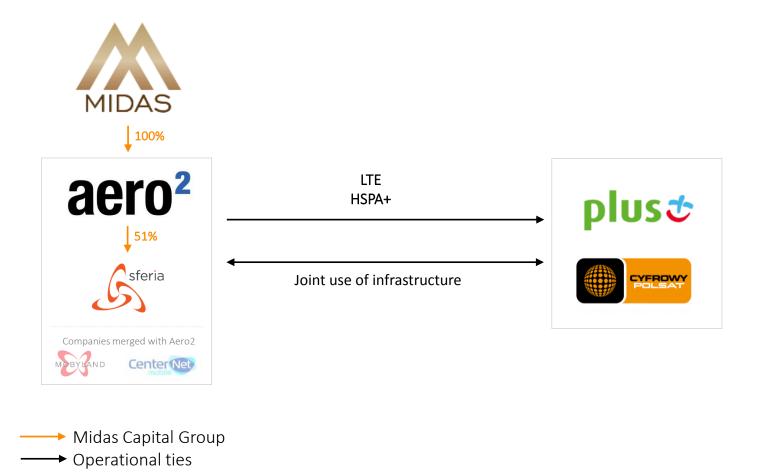






# The business model – wholesale wireless data transmission









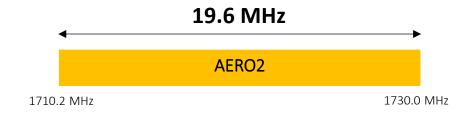


## Midas Group's network



Midas is the only company in Poland to have a continuous frequency bandwidth enabling optimal provision of LTE technology services

99%







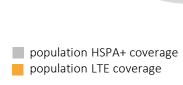


approx. 7,590<sup>(1)</sup>

LTE BTSs

Currently the network encompasses:

- LTE coverage of 96.8% of the Polish population (outdoor)
- HSPA+ coverage of over 99% of the population (outdoor)



Source: Polkomtel, Midas; Note: (1) LTE800 and LTE1800 BTSs

97%







## Current scope of cooperation in the field of technology between Midas and CP Group



### Radio network

Midas Group's radio network comprises 12.8K base stations, 36% of which are leased from Polkomtel (RAN sharing) and 53% are installed on masts belonging to Polkomtel (SITE sharing)

## Core and transport network

Midas withdrew from the development its own core network, deciding to share Polkomtel's network (the single core model). This allowed to standardize the shared network in terms of technology, which translates into higher reliability of network resources while optimizing costs at the same time

### IT resources

Limited extent, possible rapid migration of Midas residential customers to Polkomtel's service platforms

### Human resources

Total employment at Midas Group equal to 142 FTE who closely cooperate on an everyday basis with technical staff of Polkomtel

Midas' network systems are already strongly integrated with Polkomtel's systems.

Integration at the operating level will be a relatively simple process.







### Financial results of Midas S.A.



mPLN	2 012	2 013	2 014	9M 2015
Revenue from the sale of goods and services	89 810	229 992	430 536	407 713
Depreciation and amortization	(104 474)	(111 774)	(126 028)	(120 566)
Wages and salaries	(6 510)	(7 120)	(8 544)	(4 727)
Costs related to the telecommunications network	(105 804)	(269 316)	(401 093)	(384 436)
Taxes and charges	(37 906)	(28 379)	(26 715)	(21 202)
Other expenses by type	(20 211)	(23 169)	(24 527)	(14 576)
Other operating revenues	3 801	6 045	4 426	4 839
Revaluation of non-financial assets	-	(5 501)	(126 383)	-
Other operating expenses	(4 761)	(984)	(5 092)	(1 242)
Profit/(loss) on operating activities	(186 055)	(210 206)	(283 420)	(134 197)
Finance revenue	10 976	5 825	9 505	5 443
Finance costs	(8 730)	(20 830)	(64 018)	(34 638)
Profit/(loss) financial activities	2 246	(15 005)	(54 513)	(29 195)
Profit/(loss) before taxes	(183 809)	(225 211)	(337 933)	(163 392)
Current income tax	-	-		(8 521)
Deferred tax	8 189	18 661	17 076	24 561
Total income tax	8 189	18 661	17 076	16 040
Net profit/(loss)	(175 620)	(206 550)	(320 857)	(147 352)





## Key parameters of Litenite indebtedness



	nominal amount/ currency as at 31/01/2016 <sup>(1)</sup>	interest / discount	tenure	early repayment / call options
Term Loan Pekao S.A.	PLN 346m	paid monthly WIBOR + margin (1.8%)	monthly repayments until 10/07/2019	no limitations
Term Loan PlusBank	PLN 42m	paid monthly WIBOR + margin (2.1%)	bullet payment until 31/12/2018	no limitations
Midas Notes	PLN 297m	zero-coupon 16.01%	16 April 2021	call premium (on issue price) currently: 14.31% after 16/04/2016: 7.155% after 16/04/2017: 3.5775% after 16/04/2018: 0%
Litenite Notes	PLN 788m	zero-coupon 10.0%	31 December 2022	call premium (on issue price) currently: 10% after 01/01/2017: 7.5% after 01/01/2018: 5.0% after 01/01/2019: 2.5% after 01/01/2020: 0%









## 6. Additional information

6.3 Data transmission





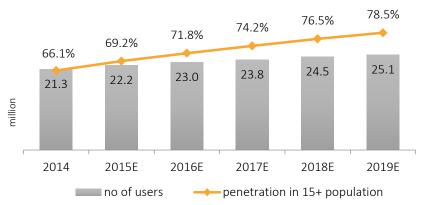


## Potential for the growth of the Polish Internet Access market

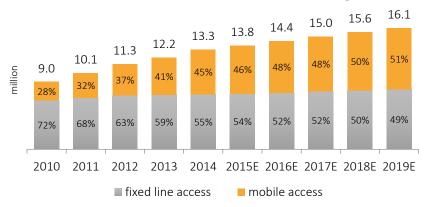


- Based on the Eurostat survey of 2014, 28% of Poles aged 16-74 have never used the Internet, which places Poland very far behind many European countries. In Scandinavia, the United Kingdom or the Netherlands the digital exclusion rate is at a low level of 3-6%
- According to the European Commission, the fixed-line infrastructure coverage in Poland in 2012 was below 75% of households (the lowest rate in Europe), whereas for rural areas this figure was even below 40%
- A fast pace of mobile network roll-out will make further territorial expansion of fixed-line networks in Poland unprofitable
- Thanks to the fast improvement of the quality of LTE data transmission, mobile technologies will continue to benefit in the future from the development of the Polish market of Internet access services

### Forecast of the Internet penetration growth in Poland



#### **Broadband Internet Access technologies**







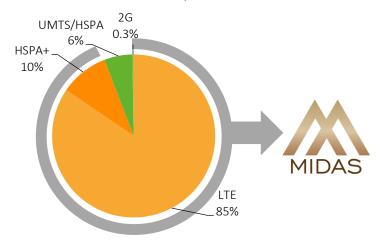


## LTE as the standard for wireless data transmission in Poland



- 85% of data consumed by our customers in Q4'15 was provided in LTE technology
- The volume of data traffic in LTE technology will continue to grow, taking into account the fact that currently only 21% of our customers use smartphones that support the LTE technology, and that the number of users of the dedicated mobile Internet access is growing by 17% YoY
- Currently, nearly 100% of newly sold dongles and routers support the LTE technology
  - The unit price of an LTE dongle decreased to ca. EUR 30
- 80% of smartphones sold by Polkomtel in Q4'15 were compatible with LTE
  - The unit price of the cheapest LTE smartphone decreased to ca. EUR 50

## Structure of data used by our subscribers in Q4'15











## Independent survey of service quality



### Results of the measurements of the quality of telecommunication services in Poland (Mb/s)



Source: UKE, " A comparative survey of the quality of telecommunication services offered by telecommunication operators in Poland", December 2015, measurements performed in the period from 3 to 23 December 2015.







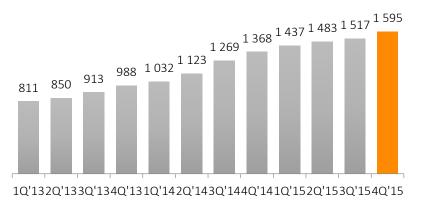
Note: (1) agglomerations (Silesian agglomeration, Szczecin, Warsaw, Cracow, Łódź, Poznań, Tricity, Wrocław)

### Internet access contract customers base

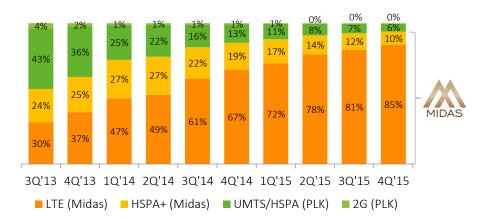


- In 2015 we increased the total number of provided mobile Internet services by 239K
- 87% of Internet services are provided in contract model which guarantees the stability of our revenue
- The multi-play strategy has boosted the growth rate of Internet RGUs, despite the fact that the three remaining MNOs simultaneously entered the LTE market
- As a result, we maintain the position of the unquestionable leader of the mobile Internet services on the Polish market
- This success would not be possible without the cooperation with Midas Group. Our customers use mainly the LTE/HSPA+ technologies, which are developed based on frequencies controlled by Midas Group

#### Growth of the contract Internet RGU base



#### Data usage structure by technologies





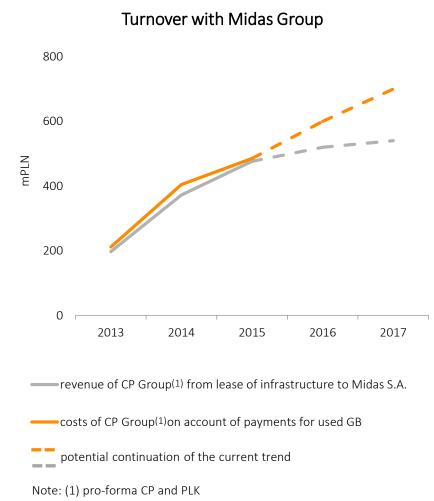




## Significance of the Midas acquisition for Polsat Group



- In 2015 Polsat Group expanded its mobile
   Internet access base by 239K RGUs
- As a consequence, in 2015 our customers consumed 215.9m GB, which we purchased from Midas, i.e. 2.5x more YoY
- Hence, the cost of purchased GB reached
   PLN 518m in 2015
- The reduction of the unit rate per GB for CP Group, negotiated with Midas, resulted in a temporary slowdown of the growth dynamics of this line of costs. However, space for further reductions is limited
- The incorporation of Midas into the business structure of CP Group will effectively eliminate the pressure of growing GB on consolidated EBITDA profit, which is expected to be positively viewed by shareholders, as well as on the financial situation of CP Group considering the current stage of development of the market









### ODU-IDU technology

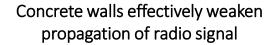
CYFROWY

- The ODU-IDU technology allows to efficiently transmit the LTE signal indoor, eliminating the constructionrelated limitations of buildings.
- Existing TV SAT cables can be used for installation
- Hence, the problem of signal weakening by construction walls is solved and the indoor network coverage can be effectively increased
- The ODU-IDU technology is a proprietary project of Polsat Group's engineers

External module, installed e.g. on the satellite dish

Internal router, propagating Wi-Fi signal







## The ODU-IDU set effectively transmits external signal indoor











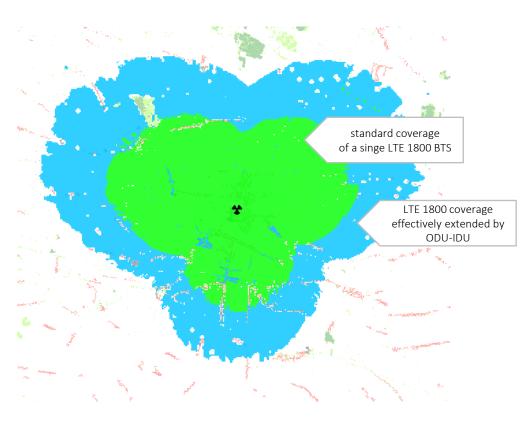
### ODU-IDU impact on a BTS coverage



- As a receiving antenna (ODU module) is usually installed high above the ground (on a rooftop or a chimney) LTE signal is noticeably stronger than the signal available 1.5m above the ground (smartphone in a hand)
- Therefore high quality LTE signal propagation is up to 70% longer (measured in a straight line), which makes the territory effectively covered by a single BTS even up to 3x larger (depending among others on a topography of the surrounding area)
- ODU-IDU technology significantly improves coverage and quality of a home Internet provided by Polsat Group
- ODU-IDU perfectly fits into the strategy of selling home Internet in low urbanized areas

### ODU-IDU impact on effective coverage of LTE1800 BTS

Based on actual site location in Żychlin











### 6. Additional information

6.4 Review of achieved operating and financial synergies







### Cost synergies – main initiatives



Actions implemented in 2014-15, financial effects quantified in the period 2014-19

69 optimization initiatives launched so far

concentration of advertising expenditure in TV Polsat and IPLA	PLN 290m OPEX
sales network management optimization	PLN 180m OPEX
improved efficiency of IT systems used	PLN 125m OPEX and CAPEX
optimization of back-office structure and functions	PLN 90m OPEX
optimization and consumption of the economies of scale in the area of mail and courier services	PLN 65m OPEX
cross-exploitation of marketing bases and elimination of external purchases	PLN 35m OPEX
optimization of vehicle fleet purchase and maintenance	PLN 35m OPEX and CAPEX
other initiatives jointly	PLN 35m OPEX and CAPEX
Total:	PLN 855m







## Cost synergies – areas of implementation



Sales network	Marketing	ΙΤ	Customer retention	Customer service	Technology	Logistics	Administrati on	Back-office
Integration of sales network and reduction of the number of POS Optimization in the field of sales commissions, lease fees, administration Larger share of sales through the Group's own channels	Concentration of advertising campaigns in TV Polsat, IPLA Consolidation synergies in the field of marketing	Joint use of existing systems, applications, IT network, support Joint purchases of software and hardware, renegotiations of maintenance (economies of scale) Optimization of license exploitation	Use of cross- selling instead of purchasing bases on the market  Exploitation of scale effects in the field of mail and courier services	Reduction of the number of applications and services used in customer service  Change of Call Center location (from Warsaw to Łódź and Toruń)  Exploitation of scale effects in the field of mail, courier and debt collection services	Renegotiation and unification of scope and pricing for maintenance services  Transfer of CP MVNO infrastructure to Polkomtel  Use of PLK lines for the purpose of servicing IPLA traffic	Optimization of processes and organizational structure  Optimization of resource management	Optimization of office space and parking sites  Consolidation of purchases (economies of scale)  Consolidation and optimization of vehicle fleet management	Optimization of back-office structure and functions

actions implemented	d in 2014-2015,	full financial effect	t expected in:
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 2016
 2016
 2017
 2016
 2017
 2016
 2015
 2016
 2017



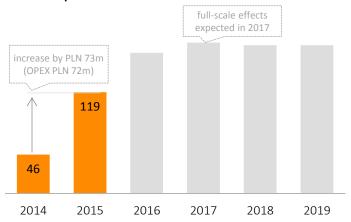




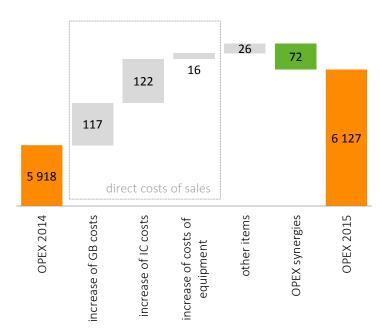
## Cost synergies – numerical data



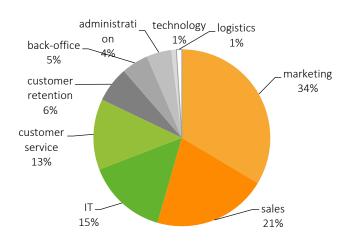
### expected financial effects in time



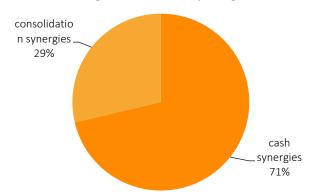
### decomposition of main changes in OPEX



### financial effects by business areas



#### categorization of synergies









## Subsequent initiatives to be implemented in 2016



- Further optimization of the sales network, translating into a consequent reduction of sales commissions
- Continuation of IT systems and infrastructure unification (e.g. billing, Help Desk)
- Construction of common logistics and storage systems
- Transfer of CP data retention systems onto PLK systems
- Further optimization of processes in the area of customer service and retention
- Electronic documentation workflow connected with the integration of documentation flows between companies
- Joint printing center
- Optimization of office space: successive release of leased spaces









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