

**Draft resolutions of the Annual General Meeting**

To item 2 of the agenda:

**Resolution No. 1  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of the Chairman of the Annual General Meeting**

**§ 1**

**Appointment of the Chairman**

The Annual General Meeting of the Company hereby appoints Ms./Mr. [•] as the Chairman of the Annual General Meeting of the Company.

**§ 2**

**Entry into force**

The Resolution shall enter into force as of the moment of its adoption.

To item 4 of the agenda:

**Resolution No. 2  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of the Ballot Committee**

**§ 1**

**Appointment of the Ballot Committee**

The Annual General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2**

**Entry into force**

The Resolution shall enter into force as of the moment of its adoption.

**Resolution No. 3  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of the Ballot Committee**

**§ 1**

**Appointment of the Ballot Committee**

The Annual General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2**

**Entry into force**

The Resolution shall enter into force as of the moment of its adoption.

**Resolution No. 4  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Annual General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2  
Entry into force**

The Resolution shall enter into force as of the moment of its adoption.

To item 5 of the agenda:

**Resolution No. 5  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the adoption of the agenda**

The Annual General Meeting of the Company hereby resolves as follows:

**§ 1  
Adoption of the agenda**

The agenda of the Annual General Meeting is hereby adopted with the following wording:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Validation of 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 the Management Board's Report on the Company's activities in the financial year 2014, the Company's financial statements for the financial year 2014, Management Board's Report on activities of the capital group of the Company in the financial year 2014, consolidated financial statements of the capital group of the Company for the financial year 2014.
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 2014, the Company's financial statements for the financial year 2014, the Management Board's motion regarding the distribution of the Company's profit generated in the financial year 2014.
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 2014.
10. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2014.
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 2014.
12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2014.

13. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2014.
14. Adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2014.
15. Adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2014.
16. Adoption of a resolution on the distribution of profit for the financial year 2014.
17. Adoption of a resolution on the determination of the number of the members of the Supervisory Board and the appointment of the members of the Supervisory Board for a new term of office.
18. Adoption of a resolution on the determination of remuneration of Members of the Supervisory Board.
19. Closing the Annual General Meeting.

**§ 2**  
**Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 9 of the agenda:

**Resolution No. 6  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
approving the Management Board’s Report on the Company’s activities in the financial  
year 2014**

**§1  
Approval of the Management Board’s Report on the Company’s activities in the  
financial year 2014**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24(a) of the Company’s Article of Association, after consideration of the Management Board's Report on Company’s activities in the financial year 2014 presented by the Company’s Management Board, the Annual General Meeting hereby approves the Management Board's Report on the Company’s activities in the financial year 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 10 of the agenda:

**Resolution No. 7  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
approving the Company’s annual financial statements for the financial year 2014**

**§1  
Approval of the Company’s annual financial statements for the financial year 2014**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24(a) of the Company’s Article of Association, after consideration of the financial statements for the financial year ended December 31, 2014, the Annual General Meeting hereby approves the financial statements for the financial year ended December 31, 2014, including:

- a) the income statement showing a net profit of PLN 177.2 million;
- b) the statement of comprehensive income showing a total comprehensive income of PLN 174.0 million;
- c) the balance sheet showing total assets and total equity and liabilities of PLN 12,876.4 million;
- d) the cash flow statement showing a net decrease in cash and cash equivalents amounting to PLN 12.8 million;
- e) the statement of changes in equity showing an increase in equity of PLN 6,025.1 million;
- f) notes to the financial statements.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 11 of the agenda:

**Resolution No. 8  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015**

**approving the Management Board’s Report on the activities of the capital group of the  
Company in the financial year 2014**

**§1**

**Approval of the Management Board’s Report on the activities of the capital group of the  
Company in the financial year 2014**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the Management Board's Report on the activities of the capital group of the Company in the financial year 2014, the Annual General Meeting hereby approves the Management Board's Report on the activities of the capital group of the Company in the financial year 2014.

**§ 2**

**Entry into force**

The Resolution shall enter into force on the date of its adoption.



To item 12 of the agenda:

**Resolution No. 9  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
approving the consolidated annual financial statements of the capital group of the  
Company for the financial year 2014**

**§1**

**Approval of the consolidated annual financial statements of the capital group of the  
Company for the financial year 2014**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the consolidated financial statements of the capital group of the Company for the financial year ended December 31, 2014 the Annual General Meeting hereby approves the consolidated financial statements of the capital group of the Company for the financial year ended December 31, 2014, including:

- a) the consolidated income statement showing a net profit of PLN 292.5 million;
- b) the consolidated statement of comprehensive income for the period showing a total comprehensive income of PLN 289,3 million;
- c) the consolidated balance sheet showing total assets and total equity and liabilities of PLN 27,381.2 million;
- d) the consolidated cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 1,403.8 million;
- e) the consolidated statement of changes in equity showing an increase in equity of PLN 6,140.4 million;
- f) notes to the consolidated financial statements.

**§ 2**

**Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 13 of the agenda:

**Resolution No. 10  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
approving the Supervisory Board’s Report for the financial year 2014**

**§1  
Approval of the Supervisory Board’s Report for the financial year 2014**

Pursuant to article 395 § 5 of the Commercial Companies Code and article 24(a) of the Company’s Articles of Association, the Annual General Meeting approves the Supervisory Board report on its activities in the financial year 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 14 of the agenda:

**Resolution No. 11  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Dominik Libicki**

**§1**

**Granting a vote of approval to Mr. Dominik Libicki**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting hereby grants approval of performance by Mr. Dominik Libicki - the President of the Management Board of the Company in the period from January 1, 2014 to October 28, 2014 – of his duties during the above mentioned period.

**§ 2**

**Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 12  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Tomasz Gillner – Gorywoda**

**§1**

**Granting a vote of approval to Mr. Tomasz Gillner – Gorywoda**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting hereby grants approval of performance by the President of the Management Board of the Company – Mr. Tomasz Gillner, of his duties in the period from October 28, 2014 to December 31, 2014.

**§ 2**

**Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 13  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Tobias Solorz**

**§1  
Granting a vote of approval to Mr. Tobias Solorz**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by Mr. Tobias Solorz – the Member of the Management Board of the Company from September 1, 2014 to December 9, 2014 and the Vice President of the Management Board of the Company from December 10, 2014 to December 31, 2014 – of his duties during the above mentioned period.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption

**Resolution No. 14  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Dariusz Działkowski**

**§1  
Granting a vote of approval to Mr. Dariusz Działkowski**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Management Board of the Company – Mr. Dariusz Działkowski, of his duties in 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 15  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Ms. Aneta Jaskólska**

**§1  
Granting a vote of approval to Ms. Aneta Jaskólska**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Management Board of the Company – Ms. Aneta Jaskólska, of her duties in 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 16  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Maciej Stec**

**§1  
Granting a vote of approval to Mr. Maciej Stec**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Management Board of the Company – Mr. Maciej Stec, of his duties in the period from November 4, 2014 to December 31, 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 17  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Tomasz Szeląg**

**§1  
Granting a vote of approval to Mr. Tomasz Szeląg**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Management Board of the Company – Mr. Tomasz Szeląg, of his duties in 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 15 of the agenda:

**Resolution No. 18  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Zygmunt Solorz-Żak**

**§1  
Granting a vote of approval to Mr. Zygmunt Solorz-Żak**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Chairman of the Supervisory Board of the Company – Mr. Zygmunt Solorz-Żak, of his duties in 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 19  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Robert Gwiazdowski**

**§1  
Granting a vote of approval to Mr. Robert Gwiazdowski**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Robert Gwiazdowski, of his duties in 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 20  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Andrzej Papis**

**§1  
Granting a vote of approval to Mr. Andrzej Papis**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Andrzej Papis, of his duties in 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 21  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Leszek Reksa**

**§1  
Granting a vote of approval to Mr. Leszek Reksa**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Leszek Reksa, of his in 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.



**Resolution No. 22  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
granting a vote of approval to Mr. Heronim Ruta**

**§1  
Granting a vote of approval to Mr. Heronim Ruta**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Heronim Ruta, of his duties in 2014.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 16 of the agenda:

**Resolution No. 23  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the distribution of profit for the financial year 2014**

The Annual General Meeting of the Company hereby resolves as follows:

**§1  
Allocation of profit for the financial year 2014**

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and pursuant to Article 24(b) and Article 34 of the Company's Articles of Association, as well as taking into account the economic standing of the Company, the Annual General Meeting of the Company hereby allocates the entire net profit earned by the Company in the financial year of 2014, in the amount of PLN 177,213,590.79 (one hundred seventy seven million two hundred thirteen thousand five hundred ninety zlotys and seventy nine groszy) to the reserve capital.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 17 of the agenda:

**Resolution No. 24  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the determination of the number of the members of the Supervisory Board**

**§1  
Determination of the number of the members of the Supervisory Board**

Pursuant to Article 385 § 1 of the Commercial Companies Code and pursuant to Article 20 items 1 and 2 of the Company’s Articles of Association, as well as taking into account the forthcoming expiry of the current term of office of the members of the Supervisory Board, the Annual General Meeting of the Company hereby determines that the Supervisory Board of the new term of office, which shall start on [•], will consist of [•] members.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 25  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of a member of the Supervisory Board**

**§1  
Appointment of a member of the Supervisory Board**

Pursuant to article 381 § 1 of the Commercial Companies Code and article 24(d) of the Company’s Articles of Association, the Annual General Meeting, hereby appoints – Mr./ Ms. [•] as a member of the Supervisory Board for a new term of office which shall start on [•].

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 26  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of a member of the Supervisory Board**

**§1  
Appointment of a member of the Supervisory Board**

Pursuant to article 381 § 1 of the Commercial Companies Code and article 24(d) of the Company’s Articles of Association, the Annual General Meeting, hereby appoints – Mr./ Ms. [•] as a member of the Supervisory Board for a new term of office which shall start on [•].

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 27  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of a member of the Supervisory Board**

**§1  
Appointment of a member of the Supervisory Board**

Pursuant to article 381 § 1 of the Commercial Companies Code and article 24(d) of the Company’s Articles of Association, the Annual General Meeting, hereby appoints – Mr./ Ms. [•] as a member of the Supervisory Board for a new term of office which shall start on [•].

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 28  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of a member of the Supervisory Board**

**§1  
Appointment of a member of the Supervisory Board**

Pursuant to article 381 § 1 of the Commercial Companies Code and article 24(d) of the Company’s Articles of Association, the Annual General Meeting, hereby appoints – Mr./ Ms. [•] as a member of the Supervisory Board for a new term of office which shall start on [•].

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 29  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of a member of the Supervisory Board**

**§1  
Appointment of a member of the Supervisory Board**

Pursuant to article 381 § 1 of the Commercial Companies Code and article 24(d) of the Company’s Articles of Association, the Annual General Meeting, hereby appoints – Mr./ Ms. [•] as a member of the Supervisory Board for a new term of office which shall start on [•].

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 30  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the appointment of a member of the Supervisory Board**

**§1  
Appointment of a member of the Supervisory Board**

Pursuant to article 381 § 1 of the Commercial Companies Code and article 24(d) of the Company's Articles of Association, the Annual General Meeting, hereby appoints – Mr./ Ms. [•] as a member of the Supervisory Board for a new term of office which shall start [•].

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 18 of the agenda:

**Resolution No. 31  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna („Company”)  
seated in Warsaw  
dated April 2, 2015  
on the determination of remuneration of members of the Supervisory Board**

**§1  
Determination of remuneration of members of the Supervisory Board**

Pursuant to Article 392 § 1 of the Commercial Companies Code and pursuant to article 24(d) of the Company's Articles of Association, the Annual General Meeting of the Company hereby determines the monthly remuneration of the members of the Supervisory Board as of [●] in the following amounts:

- the Chairman of the Supervisory Board – PLN [●], gross monthly;
- each of the remaining members of the Supervisory Board – PLN [●], gross monthly.

**§ 2  
Entry into force**

The Resolution shall enter into force on the date of its adoption.