

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  
seated in Warsaw  
dated June 11, 2013  
on the appointment of the Chairman of the Annual General Meeting**

**§ 1**

**Appointment of the Chairman**

The Annual General Meeting of Cyfrowy Polsat S.A. (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 on the date of its adoption.

To item 4 of the agenda:

**Resolution No. 2  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
seated in Warsaw  
dated June 11, 2013  
regarding the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Annual General Meeting of Cyfrowy Polsat S.A. (the “Company”) hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2  
Entry into force**

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

**Resolution No. 3  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
seated in Warsaw  
dated June 11, 2013  
regarding the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Annual General Meeting of Cyfrowy Polsat S.A. (the “Company”) hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2  
Entry into force**

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

**Resolution No. 4  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
seated in Warsaw  
dated June 11, 2013  
regarding the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Annual General Meeting of Cyfrowy Polsat S.A. (the “Company”) hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2  
Entry into force**

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

To item 5 of the agenda:

**Resolution No. 5  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
seated in Warsaw  
dated June 11, 2013  
regarding the adoption of the agenda**

The Annual General Meeting of Cyfrowy Polsat S.A. 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 2012, the Company's financial statements for the financial year 2012, Management Board's Report on activities of Cyfrowy Polsat Capital Group in the financial year 2012, consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year 2012.
7. The Supervisory Board's presentation of its statement concerning the evaluation of:
  - a) the Management Board's Report on the Company's activities in the financial year 2012;
  - b) the Company's financial statements for the financial year 2012; and
  - c) the Management Board's motion regarding the distribution of profit generated in the financial year 2012.
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 2012.
10. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2012.

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 2012.
12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2012.
13. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2012.
14. Consideration and adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2012.
15. Consideration and adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2012.
16. Adoption of a resolution on distribution of profit for the financial year 2012.
17. Adoption of a resolution regarding amendments to the Articles of Association of the Company and granting an authorization to the Supervisory Board to adopt a consolidated text of the Articles of Association of the Company.

**Wording to date:**

*“Art. 7*

*The object of the Company is:*

- 1. radio and television business;*
- 2. telecom business;*
- 3. data processing;*
- 4. database business;*
- 5. IT business;*
- 6. call center services;*
- 7. arts and literary business;*
- 8. entertainment business;*
- 9. film, audio and video recordings, production and distribution, purchase and sale of copyrights;*
- 10. advertising business;*
- 11. printing business;*
- 12. electrical equipment installation, repair and maintenance services;*
- 13. radio and television transmitter installation, repair and maintenance services;*
- 14. construction business;*
- 15. real estate management;*
- 16. real estate development, purchase, sale, rental and management;*
- 17. telecom, television and radio equipment and machinery production;*
- 18. electrical and electronic equipment production;*
- 19. rental of other machines and equipment;*
- 20. loading, storing and warehousing of goods;*
- 21. trade business (wholesale and retail), commission sale;*
- 22. performance of research and technical analysis;*
- 23. research and development activities within technical sciences;*
- 24. holding business;*
- 25. business and management advisory services;*

26. *financial services;*
27. *financial mediation;*
28. *bookkeeping service;*
29. *payroll and personnel services;*
30. *economic and financial consulting services.*

*An activity for which a concession or permit is required shall be undertaken by the Company after such concession or permit has been obtained.”*

**Proposed wording:**

“Art. 7

*The object of the Company is:*

1. *radio and television business;*
2. *telecom business;*
3. *data processing;*
4. *database business;*
5. *IT business;*
6. *call center services;*
7. *arts and literary business;*
8. *entertainment business;*
9. *film, audio and video recordings, production and distribution, purchase and sale of copyrights;*
10. *advertising business;*
11. *printing business;*
12. *electrical equipment installation, repair and maintenance services;*
13. *radio and television transmitter installation, repair and maintenance services;*
14. *construction business;*
15. *real estate management;*
16. *real estate development, purchase, sale, rental and management;*
17. *telecom, television and radio equipment and machinery production;*
18. *electrical and electronic equipment production;*
19. *rental and lease;*
20. *loading, storing and warehousing of goods;*
21. *trade business (wholesale and retail), commission sale;*
22. *performance of research and technical analysis;*
23. *research and development activities within technical sciences;*
24. *holding business;*
25. *business and management advisory services;*
26. *financial services;*
27. *financial mediation;*
28. *bookkeeping service;*
29. *payroll and personnel services;*
30. *economic and financial consulting services;*
31. *activity of insurance agents and brokers;*
32. *activity related to games of chance and betting;*
33. *Web portal business;*
34. *IT advisory services;*
35. *retail mail-order sale or retail Web sale.*

*An activity for which a concession or permit is required shall be undertaken by the Company after such concession or permit has been obtained.”*

18. 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  
seated in Warsaw  
dated June 11, 2013  
approving the Management Board's Report on the Company's activities in the financial  
year 2012**

**§1  
Approving the Management Board's Report on the Company's activities in the financial  
year 2012**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24 section. a) of the Company's Article of Association, after consideration of the Management Board's Report on Company's activities in the financial year 2012 presented by the Management Board, the Annual General Meeting hereby approves the Management Board's Report on Company's activities in the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
approving the Company's annual financial statements for the financial year 2012**

**§1  
Approving the Company's annual financial statements for the financial year 2012**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24 section. a) of the Company's Article of Association, after consideration of the financial statements for the financial year ended December 31, 2012, the Annual General Meeting hereby approves the financial statements for the financial year ended December 31, 2012, including:

- a) balance sheet, showing total assets and total equity and liabilities of PLN 5,994,539 thousand;
- b) income statement showing a net profit of PLN 529,837 thousand;
- c) cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 47,453 thousand;
- d) statement of changes in equity showing an increase in equity of PLN 477,422 thousand;
- e) supplementary information.

**§ 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  
seated in Warsaw  
dated June 11, 2013**

**approving the Management Board's Report on the Company Group's activities in the  
financial year 2012**

**§1**

**Approving the Management Board's Report on the Company Group's activities in the  
financial year 2012**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the financial year 2012 the Annual General Meeting hereby approves the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
approving the Company Group's consolidated annual financial statements for the  
financial year 2012**

**§1**

**Approving the Company Group's consolidated annual financial statements for the  
financial year 2012**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year ended December 31, 2012 the Annual General Meeting hereby approves the consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year ended December 31, 2012, including:

- a) consolidated balance sheet, showing total assets and total equity and liabilities of PLN 5,561,345 thousand;
- b) consolidated income statement showing a net profit of PLN 598,298 thousand;
- c) consolidated cash flow statement showing a net decrease in cash and cash equivalents amounting to PLN 5,411 thousand;
- d) consolidated statement of changes in equity showing an increase in equity of PLN 572,360 thousand;
- e) supplementary information.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
approving the Supervisory Board's Report for the financial year 2012**

**§1  
Approving the Supervisory Board's Report for the financial year 2012**

Pursuant to article 24 lit. a) of the Company's Articles of Association, the Annual General Meeting approves the Supervisory Board report from its activities in the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Dominik Libicki**

**§1  
Granting a vote of approval to Dominik Libicki**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the President of Cyfrowy Polsat Management Board – Dominik Libicki of his duties during the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Dariusz Działkowski**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Dariusz Działkowski of his duties during the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Tomasz Szeląg**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Tomasz Szeląg of his duties during the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Aneta Jaskólska**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Aneta Jaskólska of her duties during the financial year 2012.

**§ 2  
Entry into force**

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

To item 15 of the agenda:

**Resolution No. 15  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Robert Gwiazdowski**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board - Robert Gwiazdowski, of his duties during the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Andrzej Papis**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Andrzej Papis, of his duties during the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Leszek Reksa**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Leszek Reksa, of his duties during the financial year 2012.

**§ 2  
Entry into force**

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

**Resolution No. 18  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Heronim Ruta**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Heronim Ruta, of his duties during the financial year 2012.

**§ 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  
seated in Warsaw  
dated June 11, 2013  
granting a vote of approval to Zygmunt Solorz-Żak**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Chairman of Cyfrowy Polsat Supervisory Board – Zygmunt Solorz-Żak, of his duties during the financial year 2012.

**§ 2  
Entry into force**

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

To item 16 of the agenda:

**Resolution No. 20  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
seated in Warsaw  
dated June 11, 2013  
on distribution of profit for the financial year 2012**

**§1  
Distribution of profit for the financial year 2012**

Pursuant to article 395 § 2 point 2 of the Commercial Companies Code and article 24 section b) and article 34 section 1) of the Articles of Association of the Company, and taking the economic situation of the Company into account, the Annual General Meeting allocates the net profit for the financial year 2012 in the amount of PLN 529,837,249.45 in total to the reserve capital.

**§ 2  
Entry into force**

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

*The justification for the draft resolution No. 20:*

*The Management Board's recommendation concerning the distribution of the profit is justified by one of the strategic objectives of the Company, that is lowering the Company's indebtedness, arisen due to the acquisition of Telewizja Polsat by the Company, in the shortest possible term. According to the loan agreements, consistent reduction of the level of the Company's debt ahead of schedule, and thereby reduction of the net debt/EBITDA ratio, will result in both reduction of nominal principal payments and interest charges, which will have a positive impact on the Company's financial standing in future periods.*

To item 17 of the agenda:

**Resolution No. 21  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
seated in Warsaw  
dated June 11, 2013  
regarding amendments to the Articles of Association**

Pursuant to Article 430 § 1 of the Code of Commercial Companies and Article 24 of the Company's Articles of Association the Annual General Meeting of Cyfrowy Polsat S.A. (the „**Company**”) hereby resolves as follows:

**§ 1**

It is hereby resolved to amend the existing wording of Article 7 of the Articles of Association of the Company and replace it with the following wording:

“Art. 7

*The object of the Company is:*

1. *radio and television business;*
2. *telecom business;*
3. *data processing;*
4. *database business;*
5. *IT business;*
6. *call center services;*
7. *arts and literary business;*
8. *entertainment business;*
9. *film, audio and video recordings, production and distribution, purchase and sale of copyrights;*
10. *advertising business;*
11. *printing business;*
12. *electrical equipment installation, repair and maintenance services;*
13. *radio and television transmitter installation, repair and maintenance services;*
14. *construction business;*
15. *real estate management;*
16. *real estate development, purchase, sale, rental and management;*
17. *telecom, television and radio equipment and machinery production;*
18. *electrical and electronic equipment production;*
19. *rental and lease;*
20. *loading, storing and warehousing of goods;*
21. *trade business (wholesale and retail), commission sale;*
22. *performance of research and technical analysis;*
23. *research and development activities within technical sciences;*
24. *holding business;*
25. *business and management advisory services;*
26. *financial services;*
27. *financial mediation;*
28. *bookkeeping service;*
29. *payroll and personnel services;*



- 30. economic and financial consulting services;*
- 31. activity of insurance agents and brokers;*
- 32. activity related to games of chance and betting;*
- 33. Web portal business;*
- 34. IT advisory services;*
- 35. retail mail-order sale or retail Web sale.*

*An activity for which a concession or permit is required shall be undertaken by the Company after such concession or permit has been obtained.”*

## **§2**

The Supervisory Board is authorized to adopt a consolidated text of the Articles of Association of the Company incorporating the amendment introduced by this Resolution.

### *The justification for the draft resolution No. 21:*

*The proposed changes to the Articles of Association of the Company are in line with the Company's Strategy including i.a. the development of our pay-TV offer enriched by complementary products and services provided to households/retail clients enabling us to achieve a growth in ARPU and higher satisfaction and loyalty of our customers.*