

**Draft resolutions  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
convened on May 18, 2015**

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**Resolution No. 1  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated May 18, 2015  
on the appointment of the Chairman of the Extraordinary General Meeting**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1  
Appointment of the Chairman**

The Extraordinary General Meeting hereby appoints [Ms./Mr.] [*name and surname*] as the Chairman of the Extraordinary General Meeting.

**§ 2  
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

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**Resolution No. 2  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated May 18, 2015  
on the appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1  
Appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting hereby appoints [Ms./Mr.] [*name and surname*] as the Ballot Counting Committee member.

**§ 2  
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

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**Resolution No. 3  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated May 18, 2015  
on the appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1  
Appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting hereby appoints [Ms./Mr.] [*name and surname*] as the Ballot Counting Committee member.

**§ 2  
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

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**Resolution No. 4  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated May 18, 2015  
on the appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1  
Appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting hereby appoints [Ms./Mr.] [*name and surname*] as the Ballot Counting Committee member.

**§ 2  
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

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**Resolution No. 5  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated May 18, 2015  
on the adoption of the agenda of the Extraordinary General Meeting**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby resolves as follows:

**§ 1  
Adoption of the agenda**

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

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Drawing up an attendance list, confirming that the Extraordinary General Meeting has been properly convened and is able to adopt valid resolutions.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda of the Extraordinary General Meeting.
6. Adoption of the resolution on the merger of Cyfrowy Polsat S.A. with Redefine Sp. z o.o. seated in Warsaw.
7. Closing of the Extraordinary General Meeting.

**§ 2  
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

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**Resolution No. 6  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated May 18, 2015  
on the merger of Cyfrowy Polsat S.A. with Redefine Sp. z o.o. seated in Warsaw**

**§ 1**

Acting on the basis art. 506 § 492 of the Commercial Companies Code (the "**CCC**"), the Extraordinary General Meeting of Shareholders of Cyfrowy Polsat S.A. (the "**Taking-over Company**") hereby decides on the merger of the Taking-over Company with the company of Redefine Sp. z o.o. (limited liability company) seated in Warsaw, entered in the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000287684 (the "**Acquired Company**"), to be executed pursuant to art. 492 § 1 item 1 of the CCC, this is by transferring all the assets of the Acquired Company to the Taking-over Company (being the sole shareholder in the Acquired Company) and subsequent dissolution of the Acquired Company without its liquidation.

**§ 2**

The Extraordinary General Meeting of Shareholders of the Taking-over Company furthermore decides that the merger of the Taking-over Company with the Acquired Company shall be carried out in the manner set forth in art. 515 § 1 of the CCC, this is without increasing the share capital of the Taking-over Company as well as without amending its Articles of Association, following the rules provided for in the merger plan as agreed between the management boards of the Taking-over Company and the Acquired Company on April 14, 2015 (the "**Merger Plan**"), made publicly available, free of charge, on the websites of the Taking-over Company and the Acquired Company, in accordance with article 500 §2<sup>1</sup> of the CCC, attached to this Resolution.

**§3**

Because the Taking-over Company is the sole shareholder in the Acquired Company, the merger shall be performed in a simplified procedure according to art. 516 § 6 of the CCC, with certain restrictions resulting from the fact that the Taking-over Company is a public company.

**§4**

The Extraordinary General Meeting of Shareholders of the Taking-over Company hereby approves the Merger Plan as attached to this Resolution.

**§5**

The Company's Management Board shall be authorized to undertake any actions necessary to complete the procedure of merger between the Taking-over Company and the Acquired Company.