

Draft resolutions of the Extraordinary General Meeting

To item 2 of the agenda:

**Resolution No. 1
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw
dated December 4, 2012
on the appointment of the Chairman of the Extraordinary General Meeting**

§ 1

Appointment of the Chairman

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [•] as the Chairman of the Extraordinary 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 Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw
dated December 4, 2012
regarding the appointment of the Ballot Committee

§ 1

Appointment of the Ballot Committee

The Extraordinary 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 Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw
dated December 4, 2012
regarding the appointment of the Ballot Committee**

§ 1

Appointment of the Ballot Committee

The Extraordinary 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 Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw
dated December 4, 2012
regarding the appointment of the Ballot Committee

§ 1

Appointment of the Ballot Committee

The Extraordinary 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 Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw
dated December 4, 2012
regarding the adoption of the agenda**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. 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. Election of the Chairman of the Extraordinary General Meeting.
3. Making an attendance list, validation of correctness of convening the Extraordinary General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda.
6. Adoption of resolution regarding the merger of Cyfrowy Polsat S.A. and Cyfrowy Polsat Technology Sp. z o.o. seated in Warsaw.
7. Closing the Extraordinary General Meeting.

**§ 2
Entry into force**

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

To item 6 of the agenda:

Resolution No. 6
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw
dated December 4, 2012
on the merger of Cyfrowy Polsat S.A. with Cyfrowy Polsat Technology 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 Cyfrowy Polsat Technology 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 0000008837 (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 19 October 2012 and subsequently announced on October 25, 2012 in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy) No. 208, item 13971 (the "**Merger Plan**"), 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.

Justification: The planned merger is meant to optimize costs and simplify the organizational structure of Cyfrowy Polsat S.A. Capital Group which is required to realize its medium and long term strategy.