

POWER OF ATTORNEY FORM

for

EXTRAORDINARY GENERAL MEETING

of CYFROWY POLSAT S.A. with its registered office in Warsaw

convened on 16 January 2014

I/We, the undersigned shareholder(s)/representative(s) of a shareholder of Cyfrowy Polsat S.A. with its registered office in Warsaw (hereinafter the "**Company**") hereby declare that:

..... (full name/company of the shareholder)
(hereinafter the "**Shareholder**") holds (m)..... (number:)
shares in the Company,

and hereby grant the power of attorney to:

(i)

Mr./Ms.....
....., holder of No.,

or

(ii)

..... (name
of entity), with its registered office in and address:
.....

to represent the Shareholder at the Extraordinary General Meeting convened on 16 January 2014 at 11.00 AM CET in Warsaw, ul. Łubinowa 4A, 03-878 Warszawa, and, in particular, to participate, speak at the Extraordinary General Meeting, vote on behalf of the Shareholder and to any and all other actions concerning the Extraordinary General Meeting

in accordance with the voting instructions hereinbelow / at the discretion of the proxy (*delete as appropriate*).

Signature

Signature

Full name:

Full name:

Company:

Company:

Position:

Position:

Address:

Address:

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED ON 16 JANUARY 2014**

**ITEM 2 OF THE AGENDA - APPOINTMENT OF THE CHAIRMAN OF THE EXTRAORDINARY
GENERAL MEETING**

(Draft Resolution No. 1 – Attachment No. 1)

For

Number of shares:

Other

Against

**Objection and
request for its
inclusion in the
minutes**

Number of shares:

Abstain from voting

Number of shares:

**At the proxy's
discretion**

Number of shares:

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED ON 16 JANUARY 2014**

ITEM 4 OF THE AGENDA - APPOINTMENT OF THE MEMBER OF THE BALLOT COUNTING COMMITTEE

(Draft Resolution No. 2 – Attachment No. 2)

For

Number of shares:

Other

Against

**Objection and
request for its
inclusion in the
minutes**

Number of shares:

Abstain from voting

Number of shares:

**At the proxy's
discretion**

Number of shares:

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED ON 16 JANUARY 2014**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE MEMBER OF THE BALLOT COUNTING COMMITTEE

(Draft Resolution No. 3 – Attachment No. 3)

For

Against

Abstain from voting

**At the proxy's
discretion**

**Objection and request
for its inclusion in the
minutes**

Number of shares:

Number of shares:

Number of shares:

Number of shares:

Other

INSTRUCTION ON EXECUTION OF VOTING RIGHTS
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED ON 16 JANUARY 2014

ITEM 4 OF THE AGENDA - APPOINTMENT OF THE MEMBER OF THE BALLOT COUNTING COMMITTEE

(Draft Resolution No. 4 – Attachment No. 4)

For <input type="checkbox"/>	Against <input type="checkbox"/> Objection and request for its inclusion in the minutes <input type="checkbox"/>	Abstain from voting <input type="checkbox"/>	At the proxy's discretion <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED ON 16 JANUARY 2014**

ITEM 5 OF THE AGENDA – ADOPTION OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

(Draft Resolution No. 5 – Attachment No. 5)

For <input type="checkbox"/>	Against <input type="checkbox"/> Objection and request for its inclusion in the minutes <input type="checkbox"/>	Abstain from voting <input type="checkbox"/>	At the proxy's discretion <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED ON 16 JANUARY 2014**

ITEM 6 OF THE AGENDA – ADOPTION OF THE RESOLUTION REGARDING THE CONDITIONAL INCREASE IN THE SHARE CAPITAL OF THE COMPANY BY WAY OF AN ISSUE OF SERIES I SHARES (Draft Resolution No. 6 – Attachment No. 6)

For <input type="checkbox"/>	Against <input type="checkbox"/> Objection and request for its inclusion in the minutes <input type="checkbox"/>	Abstain from voting <input type="checkbox"/>	At the proxy's discretion <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS
 BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
 OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
 CONVENED ON 16 JANUARY 2014**

ITEM 7 OF THE AGENDA – ADOPTION OF A RESOLUTION ON DEPRIVING THE EXISTING SHAREHOLDERS OF ALL THE PREEMPTIVE RIGHTS VIS-À-VIS ALL OF THE SERIES I SHARES (Draft Resolution No. 7 – Attachment No. 7)

For <input type="checkbox"/>	Against <input type="checkbox"/> Objection and request for its inclusion in the minutes <input type="checkbox"/>	Abstain from voting <input type="checkbox"/>	At the proxy's discretion <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

INSTRUCTION ON EXECUTION OF VOTING RIGHTS
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED ON 16 JANUARY 2014

**ITEM 8 OF THE AGENDA – ADOPTION OF THE RESOLUTION REGARDING THE ISSUE OF SERIES I
SUBSCRIPTION WARRANTS (Draft Resolution No. 8 – Attachment No. 8)**

For <input type="checkbox"/>	Against <input type="checkbox"/> Objection and request for its inclusion in the minutes <input type="checkbox"/>	Abstain from voting <input type="checkbox"/>	At the proxy's discretion <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS
 BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
 OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
 CONVENED ON 16 JANUARY 2014**

ITEM 9 OF THE AGENDA – ADOPTION OF A RESOLUTION ON DEPRIVING THE EXISTING SHAREHOLDERS OF ALL THE PREEMPTIVE RIGHTS VIS-À-VIS ALL OF THE SERIES I SUBSCRIPTION WARRANTS (Draft Resolution No. 9 – Attachment No. 9)

For <input type="checkbox"/>	Against <input type="checkbox"/> Objection and request for its inclusion in the minutes <input type="checkbox"/>	Abstain from voting <input type="checkbox"/>	At the proxy's discretion <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS
 BY PROXY AT THE EXTRAORDINARY GENERAL MEETING
 OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW
 CONVENED ON 16 JANUARY 2014**

ITEM 10 OF THE AGENDA – ADOPTION OF A RESOLUTION ON AUTHORIZING THE MANAGEMENT BOARD OF THE COMPANY TO TAKE ANY AND ALL ACTIONS THAT ARE NECESSARY TO DEMATERIALIZE SERIES I ORDINARY BEARER SHARES, ISSUED AS PART OF THE CONDITIONAL INCREASE IN THE SHARE CAPITAL OF THE COMPANY AND TO HAVE THEM ADMITTED TO TRADING ON THE REGULATED MARKET OPERATED BY THE WARSAW STOCK EXCHANGE (Draft Resolution No. 10 – Attachment No. 10)

For <input type="checkbox"/>	Against <input type="checkbox"/> Objection and request for its inclusion in the minutes <input type="checkbox"/>	Abstain from voting <input type="checkbox"/>	At the proxy's discretion <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

Attachment No. 1

**Resolution No. 1 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the election of the Chairman of the Extraordinary General Meeting**

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

**§ 1
Election of the Chairman**

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

**§ 2
Entry into force**

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

Attachment No. 2

**Resolution No. 2 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the appointment of a member of the Ballot Counting Committee**

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 [Mr./Ms] [*name and surname*] as the member of the Ballot Counting Committee.

§ 2

Entry into force

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

Attachment No. 3

**Resolution No. 3 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the appointment of a member of the Ballot Counting Committee**

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 [Mr./Ms] [*name and surname*] as the member of the Ballot Counting Committee.

§ 2

Entry into force

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

Attachment No. 4

**Resolution No. 4 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
of 16 January 2014
regarding the appointment of a member of the Ballot Counting Committee**

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 [Mr./Ms] [*name and surname*] as the member of the Ballot Counting Committee.

§ 2

Entry into force

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

Attachment No. 5

Resolution No. 5 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 regarding 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 Agenda

The Extraordinary General Meeting hereby adopts the agenda 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 members of the Ballot Counting Committee.
- (5) Adoption of the agenda of the Extraordinary General Meeting.
- (6) Adoption of the resolution regarding the conditional increase in the share capital of the Company by way of an issue of ordinary series I ordinary bearer shares.
- (7) Adoption of a resolution on depriving the existing shareholders of all the preemptive rights vis-à-vis all of the series I shares.
- (8) Adoption of the resolution regarding the issue of series I subscription warrants.
- (9) Adoption of a resolution on depriving the existing shareholders of all the preemptive rights vis-à-vis all of the series I subscription warrants.
- (10) Adoption of a resolution on authorizing the Management Board of the Company to take any and all actions that are necessary to dematerialize series I ordinary bearer shares, issued as part of the conditional increase in the share capital of the Company and to have them admitted to trading on the regulated market operated by the Warsaw Stock Exchange.
- (11) Closing of the Extraordinary General Meeting.

§ 2 Entry into force

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

Attachment No. 6

Resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 regarding the conditional increase in the share capital of the Company by way of an issue of series I shares

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

§ 1

Conditional increase in the share capital

Acting pursuant to the provisions of Article 448 of the Code of Commercial Companies (“**CCC**”), the Extraordinary General Meeting of the Company hereby resolves as follows:

- (1) the share capital of the Company shall be conditionally increased by the amount not exceeding PLN 11,647,727.20 (eleven million six hundred forty seven thousand seven hundred twenty seven zlotys and twenty grosz);
- (2) the increase of the Company's share capital shall be effected by way of the issue of up to 291,193,180 (two hundred ninety one million one hundred ninety three thousand one hundred eighty) series I ordinary bearer shares with the nominal value of PLN 0,04 (four grosz) each (“**Series I Shares**”);
- (3) the issue price of 1 (one) Series I Shares amounts to PLN 21.12 (twenty one zlotys twelve grosz);
- (4) all Series I Shares will be earmarked for acquisition by Argumenol Investment Company Limited, European Bank for Reconstruction and Development, Karswell Limited and Sensor Overseas Limited – shareholders of Metelem Holding Company Limited (“**Metelem**”) with its seat in Nicosia, Cyprus, and covered in full by way of non-cash contribution being the shares in Metelem with the total estimated value of PLN 6,150,000,000 (six billion one hundred fifty million zlotys) in the following manner:
 - (i) Argumenol Investment Company Limited in exchange for 398,865 (three hundred ninety eight thousand eight hundred sixty five) shares held by it in Metelem shall acquire 58.063.948 (fifty eight million sixty three thousand nine hundred forty eight) Series I Shares;
 - (ii) European Bank for Reconstruction and Development in exchange for 324.653 three hundred twenty four thousand six hundred fifty three) shares held by it in Metelem shall acquire 47.260.690 (forty seven million two hundred sixty thousand six hundred ninety) Series I Shares;
 - (iii) Karswell Limited in exchange for 1.085.286 (one million eighty five thousand two hundred eighty six) shares held by it in Metelem shall acquire 157.988.268 (one hundred fifty seven million nine hundred eighty eight thousand two hundred sixty eight) Series I Shares;
 - (iv) Sensor Overseas Limited in exchange for 191.521 (one hundred ninety one thousand five hundred twenty one) shares held by it in Metelem shall acquire 27.880.274 (twenty seven million eight hundred eighty thousand two hundred seventy four) Series I Shares;
- (5) Series I Shares acquired by the entitled persons shall be subject to the payment of dividend on the following terms and conditions:
 - (i) if the Series I Shares are registered on the securities accounts for the first time prior to the record date (inclusive) set forth in a resolution of the General Meeting of the Company on the distribution of profit, the Series I Shares will participate in the distribution of profit,

with respect to the profit for the previous financial year, i.e. from 1 January of the financial year directly preceding the year in which the Series I Shares were registered on the securities accounts for the first time, just like the remaining shares of the Company;

- (ii) if the Series I Shares are registered on securities accounts for the first time on the day following the record date set forth in a resolution of the General Meeting of the Company on distribution of profit, the Series I Shares will participate in the distribution of profit with respect to the financial year the Shares were registered on the securities accounts for the first time, i.e. from 1 January of such financial year, just like the remaining shares of the Company;

- (6) the acquisition right with respect to the Series I Shares shall be exercised by 30 June 2015.

§ 2

The purpose of the conditional increase in the share capital

The purpose of the conditional increase in the share capital of the Company is to grant the right to acquire the Series I Shares to holders of registered Series I subscription warrants referred to in § 3 below, which will enable the Company to carry out its investment plans, i.e. the acquisition of 2,000,325 (two million three hundred twenty five) shares in Metelem, representing 100% of the share capital of such company. The shareholders of Metelem agreed to contribute their shares in Metelem as the non-cash contribution to cover the increase of the share capital of the Company by way of the issue of Series I Shares. As a result of the contribution of Metelem shares held by such shareholders and entry of Metelem and its subsidiaries, including Polkomtel Sp. z o.o., to the Company's capital group, the Company will create a capital group, which would allow to compete on the market effectively and build the value for Company's shareholders by pursuing common strategy.

§ 3

Persons entitled to acquire Series I Shares

1. The persons entitled to acquire the Series I Shares are persons who shall acquire the registered series I subscription warrants which shall be issued pursuant to a separate resolution of the Extraordinary General Meeting regarding the issue of subscription warrants provided for in Section (8) of the agenda of the Extraordinary General Meeting adopted by resolution No. 5 of the Extraordinary General Meeting.
2. The Series I subscription warrants referred to in Section 1 above shall be issued by way of private subscription specified in Article 431 § 2 Section 1 of the CCC, by way of an offer put forward vis-à-vis the shareholders of Metelem, specified in § 1(4) above, by the Company to acquire such subscription warrants. The deadline for the offer set forth in the preceding sentence and the time-frame for acquiring the subscription warrants as a result of such offer shall be determined by the Management Board taking into account the provisions of § 4 hereof.

§ 4

Articles of Association

Acting pursuant to the provisions of the Article 430 § 5 of the CCC, the Extraordinary General Meeting hereby authorizes the Company's Supervisory Board to agree on the consolidated text of the Company's Articles of Association in order to take into account amendments thereto stemming from this resolution.

§ 5

Entry into force

This resolution shall enter into force on the date of its adoption.

Attachment No. 7

Resolution No. 7 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 resolution on depriving the existing shareholders of all the preemptive rights vis-à-vis all of the series I shares

Acting pursuant to the provisions of Article 433 of the Commercial Companies Code and having read the opinion of the Management Board of Cyfrowy Polsat S.A. (the „**Company**”) on depriving the existing shareholders of the Company of all the preemptive rights vis-à-vis all of the Series I shares, which constitutes Appendix 1 hereto, the Extraordinary General Meeting of the Company, hereby, resolves as follows:

§ 1 Depriving of preemptive right

1. The existing shareholders are hereby deprived of all the preemptive rights vis-à-vis all of the series I shares of new issue which may be issued by the Company under the conditional increase of the Company's share capital adopted by the Extraordinary General Meeting of the Company under resolution No. 6 of the Extraordinary General Meeting of 16 January 2014 on conditional increase in the share capital of the Company by way of the issue of the series I shares (“**Series I Shares**”). The Series I Shares will be acquired by the holders of series I subscription warrants which shall be issued pursuant to a separate resolution of the Extraordinary General Meeting the adoption of which is related to the adoption of resolution No. 6 of the Company's Extraordinary General Meeting of 16 January 2014 on conditional increase in the share capital of the Company by way of the issue of series I shares provided for in Section (8) of the agenda of the Extraordinary General Meeting and adopted by resolution No. 5 of 16 January 2014. The Series I Shares, to the acquisition of which the series I subscription warrants will entitle, will be issued by the Company in order to carry out its investment plans, i.e. the acquisition of 2,000,325 (two million three hundred twenty five) shares in Metelem Holding Company Limited (“**Metelem**”) with its registered office in Nicosia, Cyprus, representing 100 % of the share capital of this company. The shareholders of Metelem agreed to contribute shares in Metelem held by them as non-cash contribution to cover the increase of the share capital of the Company by way of an issue of the Series I Shares.
2. The purpose and nature of the conditional increase in the share capital of the Company justify the deprivation of the existing shareholders of the Company of all their preemptive rights vis-à-vis all of the Series I shares.

§ 2 Entry into force

This resolution shall enter into force on the date of its adoption provided that the resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 on the conditional increase of the Company's share capital by way of an issue of the Series I Shares enters into force.

Appendix 1

OPINION OF THE MANAGEMENT BOARD OF CYFROWY POLSAT S.A. ON DEPRIVING THE EXISTING SHAREHOLDER OF THE COMPANY OF ALL PREEMPTIVE RIGHTS VIS-À-VIS ALL THE SERIES I SHARES OF NEW ISSUE.

Acting pursuant to the provisions of the Article 433 of the Commercial Companies Code, the Management Board of Cyfrowy Polsat S.A. (the “**Company**”) hereby recommends that the existing shareholders of the Company are deprived of all preemptive rights vis-à-vis all series I shares of new issue (the “**Series I Shares**”).

At the same time the Company's Management Board suggests that the issue price for the Series I Shares would amount to PLN 21.12 (twenty one zlotys twelve grosz) for each Series I Share.

The Series I Shares will be issued to holders of registered series I subscription warrants which will be in turn issued by the Company in order to carry out the investment plans being the acquisition of 2,000,325 (two million three hundred twenty five) shares in Metelem Holding Company Limited ("**Metelem**") with its registered office in Nicosia, Cyprus, representing 100% of the share capital of that company. The shareholders of Metelem agreed to contribute shares in Metelem held by them as non-cash contribution to cover the increase of the share capital of the Company by way of an issue of the Series I Shares.

The conditional increase of the Company's share capital and the issue of series I subscription warrants entitling to the acquisition of Series I Shares and offering the same to the shareholders of Metelem, and then the acquisition of the Series I Shares by the shareholders, will enable the Company to expand its capital group by Metelem and its subsidiary – Polkomtel Sp. z o.o., which would allow the Company to compete on the market more effectively and build the value for its shareholders. In the opinion of the Management Board, if Metelem and Polkomtel Sp. z o.o., its indirect subsidiary, becomes a member of the capital group, it will lead to increased efficiency of the Company and Metelem and its subsidiaries, including Polkomtel Sp. z o.o., which should be reflected in the level of generated revenues and decrease of the operating costs of both companies in the following years.

The Management Board declares that in all actions related to the conditional increase of the Company's share capital and the issue of series I subscription warrants as well as the Series I Shares, it shall always be driven by the legitimate interest of the Company and acquisition of shares representing 100 % of the share capital of Metelem shall be carried out at arms' length.

The purpose and nature of the conditional increase in the share capital of the Company justify the deprivation of the existing shareholders of the Company of all their preemptive rights vis-à-vis all of the Series I Shares.

This opinion was adopted by the Management Board by way of a resolution dated 20 December 2013.

Attachment No. 8

Resolution No. 8 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 regarding the issue of series I subscription warrants

Acting pursuant to Article 453 of the Commercial Companies Code (the “**CCC**”) and in connection with resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) of 16 January 2014 regarding conditional increase in the share capital of the Company through the issue of series I shares, the Extraordinary General Meeting of the Company hereby resolves as follows:

§ 1

Issue of subscription warrants

1. 291,193,180 (two hundred ninety one million one hundred ninety three thousand one hundred eighty) registered series I subscription warrants are hereby issued. The warrants entitle their holders to acquire series I ordinary bearer shares with the nominal value of PLN 0.04 (four grosz) (“**Series I Shares**”), issued by the Company pursuant to resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 regarding conditional increase in the share capital of the Company through the issue of series I shares (“**Series I Subscription Warrants**”).
2. The Series I Subscription Warrants shall be issued in the form of a document and delivered to their buyers as collective certificates, representing the number of the Series I Subscription Warrants indicated on a given collective certificate.

§ 2

Persons entitled to acquire subscription warrants

1. Series I Subscription Warrants shall be offered to Argumenol Investment Company Limited, European Bank for Reconstruction and Development, Karswell Limited and Sensor Overseas Limited, shareholders of Metelem Holding Company Limited (“**Metelem**”) with its registered office in Nicosia, Cyprus.
2. The Series I Subscription Warrants shall be offered to the entities referred to in Section 1 above, subject to the entry into force of resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 regarding the conditional increase in the share capital of the Company through the issue of series I shares and subject to the Company repaying its debt arising from or referred to in the following documents:
 - (i) the Senior Facilities Agreement dated 31 March 2011, as amended, between, inter alia, Cyfrowy Polsat (as borrower) and certain finance parties;
 - (ii) the Indenture dated 20 May 2011 relating to senior secured notes;

and subject to the Company’s public announcement of a written confirmation of repayment of the Company’s debt under the foregoing documents, issued by the relevant institution obliged to do so.

3. The Series I Subscription Warrants shall be issued in a private subscription, referred to in Article 431 § 2 Section 1 of the CCC, through the Company making an offer to acquire the subscription warrants to the shareholders of Metelem, referred to in Section 1 above. The time limit for making the offer referred to in the preceding sentence and the time limit for acquiring the Series I Subscription Warrants under the offer made by the Company, shall be set forth by the Management Board of the Company, taking into consideration the provisions of Section 2 above.

4. Upon satisfaction of the condition referred to in Section 2 above, the Management Board of the Company shall determine the number of the Series I Subscription Warrants to be offered for acquisition by each of the persons referred to in Section 1 above.

§ 3

Number of shares represented by one subscription warrant

Each Series I Subscription Warrant carries the right to acquire 1 (one) Series I Share. The issue price of 1 (one) Series I Share shall be PLN 21.12 (twenty one zlotys twelve grosz).

§ 4

Issue price of subscription warrants

The Subscription Warrants shall be issued free of charge.

§ 5

Time limit for exercising the right under subscription warrants

The Series I Subscription Warrants shall entitle their holders to acquire Series I Shares by 30 June 2015.

§ 6

Entry into force

This resolution shall enter into force as of the day on which the conditional increase in the share capital of the Company, adopted pursuant to resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 regarding the conditional increase in the share capital of the Company, is recorded in the Register of Entrepreneurs of the National Court Register.

Attachment No. 9

Resolution No. 9 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 on depriving the existing shareholders of all the preemptive rights vis-à-vis all of the Series I Subscription Warrants

Acting pursuant to Article 433 of the Commercial Companies Code and after reviewing the opinion of the Management Board of Cyfrowy Polsat S.A. (the "**Company**") on the deprivation of the existing shareholders of the Company of all the preemptive rights vis-à-vis all of the series I subscription warrants, which is attached hereto, the Extraordinary General Meeting of the Company hereby resolves as follows:

§ 1 Deprivation of the preemptive rights

1. The existing shareholders of the Company are hereby deprived of all the preemptive rights vis-à-vis all of the registered series I subscription warrants, which may be issued by the Company pursuant to resolution No. 8 of the Extraordinary General Meeting of 16 January 2014 regarding the issue of series I subscription warrants (the "**Series I Subscription Warrants**"). The Series I Subscription Warrants shall be issued for allotment to the holders of the right to acquire series I ordinary bearer shares issued by the Company as part of the conditional increase in the Company's share capital pursuant to resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 regarding the conditional increase in the share capital of the Company through the issue of series I shares. The Series I Subscription Warrants shall be issued for the purpose of carrying out the planned investments of the Company, consisting in the acquisition of 100% shares in Metelem Holding Company Limited ("**Metelem**") with its registered office in Nicosia, Cyprus, representing 100% of the share capital of that company. The shareholders of Metelem agreed to contribute their shares in Metelem as a non-cash contribution to pay for the increase in the share capital of the Company through the issue of Series I Shares.
2. The purpose and the nature of the conditional increase in the share capital of the Company and the issuance of the Series I Subscription Warrants justify the deprivation of the existing shareholders of the Company all their preemptive rights vis-à-vis all of the Series I Subscription Warrants.

§ 2 Entry into force

This resolution shall enter into force as of the day of its adoption, subject to the entry into force of resolution No. 8 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014, regarding the issuance of series I subscription warrants.

Attachment No 1

OPINION OF THE MANAGEMENT BOARD OF CYFROWY POLSAT S.A. ON THE DEPRIVATION OF THE EXISTING SHAREHOLDERS OF THE COMPANY OF ALL THEIR PREEMPTIVE RIGHTS VIS-À-VIS ALL OF THE SERIES I SUBSCRIPTION WARRANTS

Acting pursuant to Article 433 of the Commercial Companies Code, the Management Board of Cyfrowy Polsat S.A. (the "**Company**") hereby recommends that the existing shareholders of the Company be deprived of all the preemptive rights vis-à-vis all of the series i subscription warrants (the "**Series I Subscription Warrants**").

Furthermore, the Management Board of the Company proposes that the Series I Subscription Warrants be issued free of charge.

The Series I Subscription Warrants shall be issued in order for their holders to be granted the right to acquire shares issued by the Company as part of the conditional increase in its share capital for the

purpose of carrying out the investment plans of the Company, consisting in the acquisition of 2,000,325 (two million three hundred twenty five) shares in Metelem Holding Company Limited ("**Metelem**") with its registered office in Nicosia, Cyprus, representing 100% of the share capital of that company. The shareholders of Metelem agreed to contribute their shares in Metelem as a non-cash contribution cover for the increase in the share capital of the Company through the issuance of series I ordinary bearer shares with a nominal value of PLN 0.04 (four grosz) each (the "**Series I Shares**").

The conditional increase in the share capital of the Company and the issue of the Series I Subscription Warrants entitling to the acquisition of Series I Shares and offering the same to the shareholders of Metelem, and then the acquisition of the Series I Shares by the shareholders, will enable the Company to expand its capital group by Metelem and its subsidiary – Polkomtel Sp. z o.o., which would allow the Company to compete on the market more effectively and build the value for its shareholders. In the opinion of the Management Board, if Metelem and Polkomtel Sp. z o.o., its indirect subsidiary, becomes a member of the capital group, it will lead to increased efficiency of the Company and Metelem and its subsidiaries, including Polkomtel Sp. z o.o., which should be reflected in the level of generated revenues and decrease of the operating costs of both companies in the following years.

The Management Board declares that in all of its actions relating to the conditional increase in the share capital of the Company and the issuance of the Series I Subscription Warrants and Series I Shares, it shall always be driven by the legitimate interests of the Company and the acquisition of shares representing 100% of the share capital of Metelem shall be carried out on an arm's length basis.

The purpose and the nature of the conditional increase in the share capital of the Company and the issuance of the Series I Subscription Warrants justify the deprivation of the existing shareholders of the Company of all their preemptive rights vis-à-vis all of the Series I Subscription Warrants.

This opinion was adopted by the Management Board in its resolution of 20 December 2013.

Attachment No. 10

Resolution No. 10 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014

on authorizing the Management Board to take any and all actions that are necessary to dematerialize series I ordinary bearer shares, issued as part of the conditional increase in the share capital of the Company and to have them admitted to trading on the regulated market operated by the Warsaw Stock Exchange

In connection with resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. (the "**Company**") of 16 January 2014 regarding the conditional increase in the share capital of the Company through the issuance of series I shares, the Extraordinary General Meeting of the Company hereby resolves as follows:

§ 1 Consent to action

The Extraordinary General Meeting hereby consents to:

- (1) the dematerialization of the new series I shares, issued by the Company as part of the conditional increase in the share capital, pursuant to resolution No. 6 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. of 16 January 2014 regarding the conditional increase in the share capital of the Company through the issue of series I shares (the "**Series I Shares**");
- (2) the application for admission of the Series I Shares to trading on the regulated market operated by the Warsaw Stock Exchange (the "**WSE**"), on which the Company's shares are listed.

§ 2 Authorization

The Management Board is hereby authorized to enter into any and all legal transactions and take any other actions that may be necessary to dematerialize and to have the Series I Shares admitted to trading on the regulated market operated by the WSE, including without limitation the authorization:

- (1) for the Company to prepare and apply to the Polish Financial Supervision Authority for its approval of the relevant document, for the purposes of applying for admission of the Series I Shares to trading on the regulated market operated by the WSE;
- (2) to take any actions vis-à-vis the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) (the "**NDS**") that are necessary in order to implement this resolution, which includes entering into an agreement for the registration of the Series I Shares in the securities deposit kept by the NDS;
- (3) to take any actions vis-à-vis the WSE that are necessary in order to implement this resolution, which includes the filing of applications for admission of the Series I Shares to trading on the regulated market operated by the WSE, on which the Company's shares are listed;
- (4) to take any other actions that are necessary in order to have the Series I Shares dematerialized and admitted to trading on the regulated market operated by the WSE.

§ 3 Entry into force

This resolution shall come into force as of the day of its adoption.