

The Management Board of Cyfrowy Polsat Polsat Spółka Akcyjna seated in Warsaw, 4a Łubinowa Street; 03-878 Warsaw, entered o the District Court for the Metropolitan City of Warsaw, 13 Entrepreneurs' Department of KRS, KRS entry: 0000252905 („**Company**” or „**Cyfrowy Polsat**”) working in accordance with Article 399 § 1 Commercial Code and Article 25 the Articles of Association, held Extraordinary Shareholders Meeting of Cyfrowy Polsat Spółka Akcyjna on 8 March 2010 at 10.00 am in the Company's headquarters in Warsaw, at 4a Łubinowa Street.

Agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Validation of convening the Extraordinary General Meeting and its ability to adopt resolutions.
4. Appointment of the Scrutiny Commission.
5. Adoption of the agenda.
6. Adoption of a resolution amending the Articles of Association.

The wording to date:

Art. 8

Share capital of the Company amounts to 10,733,000 (ten million seven hundred and thirty three thousand) zlotys, and is divided into 268,325,000 (two hundred and sixty eight million three hundred and twenty five thousand) shares of face value of four groszy (0.04 zlotys) each, including:

- 1. 2,500,000 (two million five hundred thousand) registered shares series A, privileged as to the voting rights. Each A series share gives a right to two (two) votes in a General Meeting.-*
- 2. 2,500,000 (two million five hundred thousand) registered shares series B, privileged as to the voting rights. Each B series share gives a right to two (two) votes in a General Meeting.-*
- 3. 7,500,000 (seven million five hundred thousand) registered shares series C, privileged as to the voting rights. Each C series share gives a right to two (two) votes in a General Meeting.*
- 4. 175,000,000 (one hundred seventy five million) registered shares series D, privileged as to the voting rights. Each D series share gives a right to two (two) votes in a General Meeting.*
- 5. 75,000,000 (seventy five million) bearer shares series E.*
- 6. 5,825,000 (five million eight hundred twenty five thousand) bearer shares series F.-*

Proposed wording:

Art. 8

Share capital of the Company amounts to 10,733,000 (ten million seven hundred and thirty three thousand) zlotys, and is divided into 268,325,000 (two hundred and sixty eight million three hundred and twenty five thousand) shares of face value of four groszy (0.04 zlotys) each, including:

- 1. 2,500,000 (two million five hundred thousand) registered shares series A, privileged as to the voting rights, identified by the numbers A No. 1 – 2,500,000. Each A series share gives a right to two (2) votes in a General Meeting.*

2. 2,500,000 (two million five hundred thousand) registered shares series B, privileged as to the voting rights identified by the numbers B No. 1 – 2,500,000. Each B series share gives a right to two (2) votes in a General Meeting.
3. 7,500,000 (seven million five hundred thousand) registered shares series C, privileged as to the voting rights identified by the numbers C No. 1 – 7,500,000. Each C series share gives a right to two (2) votes in a General Meeting.
4. 175,000,000 (one hundred seventy five million) shares series D, identified by the numbers D No. 1 – 175,000,000 including:
 - a) 166,917,501 (one hundred sixty six million, nine hundred seventeen thousand, five hundred and one) registered shares, privileged as to the voting rights in a manner that each of the shares entitles to two (2) votes in a General Meeting identified by the numbers D No. 1 – 166,917,501,
 - b) 8,082,499 (eight million, eighty two thousand, four hundred and ninety nine) bearer shares identified by the numbers D No. 166,917,502 – 175,000,000.
5. 75,000,000 (seventy five million) ordinary, bearer shares series E identified by the numbers E No. 1 – 75,000,000.
6. 5,825,000 (five million eight hundred twenty five thousand) ordinary, bearer shares series F identified by the numbers F No. 1 – 5,825,000.

The wording to date:

Art. 27 par. 2

Shareholders participating in a General Meeting have a number of votes equal to the number of shares held, with the proviso that the shares of Series "A" to "D" give the right to two (2) votes in a General Meeting.

Proposed wording:

Hereby paragraph 2 of Article 27 of the Articles of Association of the Company has been repealed.

The so far paragraph 3 and 4 of Article 27 of the Articles of Association shall then be paragraph 2 and 3 of Article 27

7. Adoption of a resolution on the admission of certain shares to trading on a regulated market, carrying out other related operations and their dematerialization.
8. Adoption of a uniform text of the Articles of Association to reflect the changes referred to in point 8 and 9 above.
9. Closure of the meeting.

The right of shareholders to request inclusion of individual items on the agenda of the Extraordinary General Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital of the Company may require the inclusion of certain items on the agenda of the Extraordinary General Meeting. The request should be submitted before Management Board of the Company not later than 21 (twenty one) days before the date of the meeting i.e. until 15 February 2010. The request shall include a justification or a draft resolution on the proposed item of the agenda. The requests should be sent to the address of the Company or in the electronic form to: akcjonariusze@cyfrowypolsat.pl. The request shall be accompanied by evidence of entitlement to its filing. The Management Board shall promptly, but no later than 18 (eighteen) days before the due date of the General Meeting, i.e. until 18 February 2010, announces changes to the agenda, introduced at the request of shareholders. The announcement shall be executed in the same manner as applicable to convening a General Meeting.

The right of shareholders to submit draft resolutions

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, before the date of the Extraordinary General Meeting, submit draft resolutions on items placed on the agenda of the Extraordinary General Meeting, or matters which are to be placed on the agenda, to the Company by sending a letter to the address of the Company or in the electronic form to: akcjonariusze@cyfrowypolsat.pl.

The Company shall promptly provide the draft resolutions at the Company's website.

The right to submit draft resolutions on items placed on the agenda during the General Meeting

Each of the shareholders may submit draft resolutions on items placed on the agenda at the General Meeting. A shareholder also has the right to suggest amendments and additions to the draft resolutions being on the agenda of the Extraordinary General Meeting – until the time of closing the discussion on the item of agenda concerning the draft resolution which the suggestion applies to. These proposals, together with a brief explanation, should be submitted in writing - separately for each draft resolution - giving the name or the company of the shareholder to the Chairman of the General Meeting.

The manner of exercising voting rights by a proxy

A shareholder who is a natural person may participate in the Extraordinary General Meeting and exercise their right to vote in person or by a proxy.

A shareholder who is not a natural person may participate in the Extraordinary General Meeting and exercise their voting right by the person authorized to make declarations on its behalf or by a proxy.

The power of attorney to attend the General Meeting and exercise voting rights must be granted in writing or in the electronic form.

The forms referred to in Article 402³ § 1 point 5 of the Commercial Companies Code, allowing exercise of voting rights by a proxy, are available on the Company's website at www.cyfrowypolsat.pl, the *Investors' Center* subpage, the *General Shareholders Meeting* tab - *Materials*. The Company does not impose the obligation to provide representation in the form above.

The fact of awarding the power of attorney in the electronic form should be notified to the Company by means of electronic communication in the form of information sent to the following e-mail address: akcjonariusze@cyfrowypolsat.pl, however, this information should include the data of the representative and the principal (indicating the name, surname (name of entity), place of residence (registered address)). The information about the delegation should also indicate the number of shares with voting rights which will be exercised. Any consequences arising from the improper issuance of the power of attorney shall be borne by the principal.

A power of attorney issued in the electronic form does not require affixing a secure electronic signature verified by a valid qualified certificate.

The Company may take appropriate measures to identify the shareholder and the proxy to verify the validity of the mandate given in the electronic form, in particular, it may apply to the shareholder granting a proxy for confirmation by means of the electronic form.

The right to represent the shareholder who is not a natural person should be derived from a copy of an appropriate register, or a chain of powers of attorney presented upon the creation of the attendance list.

The person / persons granting the power of attorney on behalf of the shareholder not being a natural person must be shown in the current extract of a register applicable to the shareholder.

A Member of the Management Board of the Company and a company employee can act as proxies of the shareholders at the Extraordinary General Meeting.

If a proxy at the Extraordinary General Meeting is a member of the Management Board of the Company, a member of the Supervisory Board, the liquidator, an employee or a member of the authority or an employee of a subsidiary of Cyfrowy Polsat the power of attorney may authorize the proxy to represent the shareholder at one general meeting only. The proxy is obligated to disclose to the shareholder circumstances indicating to the existence or possibility of conflict of interest. The above mentioned proxy is not entitled to granting further powers of attorney.

The Management Board of the Company informs that in the case of granting a power of attorney by a shareholder together with voting instructions, the Company will not verify whether the proxy holders vote in accordance with the instructions they have received from the shareholders. Accordingly, the Management Board of the Company indicates that the instruction to vote should be given to the proxy only.

The possibility and manner of participating in the Extraordinary General Meeting by means of electronic communication.

The Company does not provide the possibility to participate in the Extraordinary General Meeting by means of electronic communication.

The manner of expressing oneself during the Extraordinary General Meeting by means of electronic communication

The Articles of Association of the Company do not foresee the possibility to express oneself by means of electronic communication during the Extraordinary General Meeting.

The manner of exercising voting rights by correspondence or through the use of electronic communication

The Bylaws of the General Meeting of the Company do not foresee the possibility to exercise voting rights by correspondence or by electronic means.

The registration date for participation in the Extraordinary General Meeting

The registration date for participation in the Extraordinary General Meeting is 20 February 2010 ("Registration Day").

Information about the right to participate in the Extraordinary General Meeting

Only the persons being shareholders of the Company on the Registration Day are entitled to participate in the Extraordinary General Meeting.

Holders of registered shares and interim certificates and pledgees and users who have the right to vote, are entitled to participate in the Extraordinary General Meeting if they are entered in the register of shareholders on the Registration Day.

At the request of the holder of dematerialized bearer shares of the Company, made no earlier than after the notice about convening the Extraordinary General Meeting, i.e. not earlier than on 10 February 2010 and no later than on the first working day after the Registration Day, i.e. not later than on 22 February 2010, the entity holding the securities account issues a registered statement about the right to participate in the general meeting.

The Company hereby informs that the only those who:

- a) were shareholders of the Company on the Registration Day, i.e. on 20 February 2010, and
- b) for holders of authorized bearer shares - requested - no sooner than on 10 February 2010 and no later than on 22 February 2010 - the holder of their securities account to issue a registered certificate of the right to participate in the general meeting,

will have the right to participate in the Extraordinary General Meeting.

The list of shareholders entitled to participate in the Extraordinary General Meeting shall be available at the Company's headquarters in Warsaw (03-878), at Łubinowa 4a, between 9:00 – 15:00, three working days prior to the date of the Meeting.

Cyfrowy Polsat shareholder may request receipt of a list of shareholders entitled to participate in the Extraordinary General Meeting, free of charge, by e-mail, giving their own e-mail address to which the list should be sent.

Persons eligible to participate in the General Meeting are invited to register and to collect voting papers directly before the entrance to the conference hall just half an hour before the start of the meeting.

Access to documentation

The documentation to be presented in Extraordinary General Meeting together with the draft resolutions will be published on the website of the Company from the date of informing about convening the Extraordinary General Meeting in accordance with Article. 402³ § 1 of the Commercial Companies Code. The remarks of the Management Board of the Company or the Supervisory Board of the Company about matters placed on the agenda of the Extraordinary General Meeting, or matters which are to be placed on the agenda prior to the date of the Extraordinary General Meeting will be available on the Company's website immediately after their creation.

Information about the Extraordinary General Meeting is available at www.cyfrowypolsat.pl, the *Investors' Center* subpage, the *General Shareholders Meeting* tab - *Materials*.