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OPINION OF THE INDEPENDENT AUDITOR

To the General Meeting Cyfrowy Polsat S.A.

We have audited the accompanying separate financial statements of Cyfrowy Polsat S.A., seated in Warsaw, ul. Łubinowa 4a ("the Company"), which comprise the balance sheet as at 31 December 2011, the income statement and the statement of comprehensive income, the statement of changes in equity and the cash flow statement for the year then ended and supplementary information to the financial statements, comprising of a summary of significant accounting policies and other explanatory information.

Management's and Supervisory Board's Responsibility for the Financial Statements

Management of the Company is responsible for the accuracy of the accounting records and the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, as adopted by European Union and with other applicable regulations and preparation of the Report on the Company's activities. Management of the Company is also responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

According to the Accounting Act dated 29 September 1994 (Official Journal from 2009, No. 152, item 1223 with amendments) ("the Accounting Act"), Management of the Company and members of the Supervisory Board are required to ensure that the financial statements and the Report on the Company's activities are in compliance with the requirements set forth in the Accounting Act.

Auditor's Responsibility

Our responsibility, based on our audit, is to express an opinion on these financial statements and whether the financial statements are derived from properly maintained accounting records. We conducted our audit in accordance with section 7 of the Accounting Act, national standards on auditing issued by the Polish National Council of Certified Auditors and International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements and the accounting records from which they are derived are free of material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the accompanying separate financial statements of Cyfrowy Polsat S.A. have been prepared and present fairly, in all material respects, the unconsolidated financial position of the Company as at 31 December 2011 and its unconsolidated financial performance and its unconsolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union, are in compliance with the respective regulations and the provisions of the Company's articles of association that apply to the Company's separate financial statements and have been prepared from accounting records, that, in all material respects, have been properly maintained.


Other Matters

As required under the Accounting Act, we also report that the Report on the Company's activities includes, in all material respects, the information required by Art. 49 of the Accounting Act and by the Decree of the Ministry of Finance dated 19 February 2009 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent information required by the law of a non-Member State (Official Journal from 2009, No 33, item 259 with amendments) and the information is consistent with the financial statements.

On behalf of KPMG Audyt Spółka z ograniczoną
odpowiedzialnością sp.k. registration number 3546
ul. Chłodna 51, 00-867 Warsaw



.....
Certified Auditor No. 90106
Krzysztof Kuśmierski



.....
Certified Auditor No. 9645
Limited Liability Partner with power of
attorney
Marek Strugała

9 March 2012
Warsaw



Cyfrowy Polsat S.A.

**Report supplementing
the auditor's opinion
on the separate financial
statements**

**Financial Year ended
31 December 2011**

The report supplementing the auditor's opinion
contains 10 pages

Report supplementing the auditor's opinion
on the separate financial statements
for the financial year ended
31 December 2011

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1. General

1.1. General information about the Company

1.1.1. Company name

Cyfrowy Polsat S.A.

1.1.2. Registered office

ul. Lubinowa 4a
03-878 Warsaw

1.1.3. Registration in the National Court Register

Registration court:	District Court for the Capital City Warsaw in Warsaw, XIII Commercial Department of the National Court Register
Date:	21 June 2001
Registration number:	KRS 0000010078
Share capital as at balance sheet date:	PLN 13,934,113

1.1.4. Management of the Company

The Management Board is responsible for management of the Company.

At 31 December 2011, the Management Board of the Company was comprised of the following members:

- | | |
|-----------------------|--------------------------------------|
| • Dominik Libicki | – President of the Management Board, |
| • Tomasz Szela | – Member of the Management Board, |
| • Dariusz Działkowski | – Member of the Management Board, |
| • Aneta Jaskólska | – Member of the Management Board. |

1.2. Auditor information

1.2.1. Key certified auditor information

Name and surname:	Marek Strugała
Registration number:	9645

Name and surname:	Krzysztof Kuśmierski
Registration number:	90106

1.2.2. Audit firm information

Name:	KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.
Address:	ul. Chłodna 51, 00-867 Warsaw
Registration number:	KRS 0000339379
Registration court:	District Court for the Capital City Warsaw in Warsaw, XII Commercial Department of the National Court Register
NIP number:	527-26-15-362

KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. is entered in the register of audit firms under number 3546.

1.3. Prior period financial statements

The separate financial statements for the period ended 31 December 2010 were audited by KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. and received an unqualified opinion.

The separate financial statements were approved at the General Meeting on 19 May 2011 where it was resolved to allocate the profit for the prior financial year of PLN 884,165 thousand to reserve capital.

The separate financial statements were submitted to the Registry Court on 31 May 2011 and were published in Monitor Polski B No. 1421 on 29 August 2011.

1.4. Audit scope and responsibilities

This report was prepared for the General Meeting of Cyfrowy Polsat S.A. seated in Warsaw, ul. Łubinowa 4a and relates to the separate financial statements comprising: the balance sheet as at 31 December 2011, the income statement and the statement of comprehensive income, the statement of changes in equity and the cash flow statement for the year then ended and supplementary information to the financial statements, comprising of a summary of significant accounting policies and other explanatory information.

The audited Company prepares its separate financial statements in accordance with International Financial Reporting Standards as adopted by the European Union on the basis of the decision of General Meeting dated 4 December 2007.

The separate financial statements have been audited in accordance with the contract dated 29 December 2011, concluded on the basis of the resolution of Supervisory Board dated 5 July 2011 on the appointment of the auditor.

We conducted the audit in accordance with section 7 of the Accounting Act, national standards on auditing issued by the Polish National Council of Certified Auditors and International Standards on Auditing.

We audited the separate financial statements in the Company's head office during the period from 6 February to 9 March 2012.

Management of the Company is responsible for the accuracy of the accounting records and the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with other applicable regulations and preparation of the Report on the Company's activities.

Our responsibility is to express an opinion and to prepare a supplementing report on the separate financial statements and whether these financial statements are derived from properly maintained accounting records based on our audit.

Management of the Company submitted a statement dated the same date as this report as to the true and fair presentation of the separate financial statements presented for audit, which confirmed that there were no undisclosed matters which could significantly influence the information presented in the separate financial statements.

All required statements, explanations and information and all our requests for additional documents and information necessary for expressing our opinion and preparing the report have been fulfilled.

Key certified auditors and KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. fulfill independence requirements as described in Art. 56 points 3 and 4 of the Act on Certified Auditors and Their Government, Audit Firms and Public Oversight dated 7 May 2009 (Official Journal from 2009, No. 77, item 649).

The scope of the work planned and performed has not been limited in any way. The method and scope of our audit is detailed in working papers prepared by us and retained in the offices of KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.

2. Financial analysis of the Company

2.1. Summary of the separate financial statements

2.1.1. Balance sheet

ASSETS	31.12.2011		31.12.2010	
	PLN '000	% of total	PLN '000	% of total
Non-current assets				
Reception equipment	434,316	7.5	291,208	18.3
Other property, plant and equipment	133,841	2.3	131,994	8.3
Goodwill	52,022	0.9	-	-
Intangible assets	28,598	0.5	20,479	1.3
Investment property	6,843	0.1	6,931	0.4
Shares in subsidiaries and associates	4,516,033	78.2	675,471	42.4
Other non-current assets	44,691	0.8	35,898	2.3
Total non-current assets	5,216,344	90.3	1,161,981	73.0
Current assets				
Inventories	159,950	2.8	140,165	8.8
Short-term loans granted to related parties	-	-	5,446	0.3
Bonds	14,854	0.2	-	-
Trade and other receivables	178,417	3.1	178,588	11.2
Income tax receivable	9,619	0.2	6,760	0.4
Other current assets	183,538	3.2	77,154	4.8
Cash and cash equivalents	11,858	0.2	24,195	1.5
Total current assets	558,236	9.7	432,308	27.0
TOTAL ASSETS	5,774,580	100.0	1,594,289	100.0
EQUITY AND LIABILITIES				
	31.12.2011		31.12.2010	
	PLN '000	% of total	PLN '000	% of total
Equity				
Share capital	13,934	0.2	10,733	0.7
Reserve capital	1,037,258	18.0	153,093	9.6
Other reserves	1,305,277	22.6	10,174	0.6
Hedge valuation reserve	4,758	0.1	-	-
Retained earnings	141,849	2.5	885,036	55.5
Total equity	2,503,076	43.4	1,059,036	66.4
Non-current liabilities				
Loans and borrowings	958,406	16.6	-	-
Issued bonds	1,397,481	24.2	-	-
Finance lease liabilities	934	0.0	884	0.1
Deferred tax liabilities	65,378	1.1	69,986	4.4
Other non-current liabilities and provisions	5,589	0.1	1,900	0.1
Total non-current liabilities	2,427,788	42.0	72,770	4.6
Current liabilities				
Loans and borrowings	290,617	5.0	-	-
Issued bonds	119,473	2.1	-	-
Finance lease liabilities	252	-	226	0.0
Trade and other payables	239,831	4.2	280,411	17.6
Deposits for equipment	12,743	0.2	15,434	1.0
Deferred income	180,800	3.1	166,412	10.4
Total current liabilities	843,716	14.6	462,483	29.0
Total liabilities	3,271,504	56.6	535,253	33.6
TOTAL EQUITY AND LIABILITIES	5,774,580	100.0	1,594,289	100.0

2.1.2. Income statement

Statement of comprehensive income (by function)

	1.01.2011 - 31.12.2011 PLN '000	% of total sales	1.01.2010 - 31.12.2010 PLN '000	% of total sales
Revenue	1,631,628	100.0	1,473,540	100.0
Operating costs	(1,254,692)	76.9	(1,096,418)	74.4
Cost of services, goods and materials sold	(881,524)	54.0	(785,477)	53.3
Selling expenses	(257,636)	15.8	(221,202)	15.0
General and administrative expenses	(115,532)	7.1	(89,739)	6.1
Other operating income	5,438	0.3	614,032	41.7
Other operating costs	(72,986)	4.5	(42,763)	2.9
Profit from operating activities	309,388	19.0	948,391	64.4
Finance income	213,018	13.1	5,785	0.4
Finance costs	(371,393)	22.8	(4,982)	0.3
Gross profit for the year	151,013	9.3	949,194	64.4
Income tax	5,080	0.3	(65,028)	4.4
Net profit for the year	156,093	9.6	884,166	60.0
Basic and diluted earnings per share (PLN)	0.48	-	3.30	-

2.2. Selected financial ratios

	2011	2010	2009
1. Return on sales			
$\frac{\text{profit for the period} \times 100\%}{\text{Revenue}}$	9.6%	60.0%	18.3%
2. Return on equity			
$\frac{\text{profit for the period} \times 100\%}{\text{equity} - \text{profit for the period}}$	6.7%	505.5%	242.3%
3. Debtors' days			
$\frac{\text{average trade receivables (gross)} \times 365 \text{ days}}{\text{revenue}}$	53 days	52 days	45 days
4. Debt ratio			
$\frac{\text{liabilities} \times 100\%}{\text{equity and liabilities}}$	56.7%	33.6%	57.6%
5. Current ratio			
$\frac{\text{current assets}}{\text{current liabilities}}$	0.7	0.9	1.0

- Sales revenues are comprised of the revenues from sale of services, merchandise and raw materials.
- Average trade receivables represent the average of trade receivables at the beginning and at the end of the period, excluding allowances for receivables.

3. Detailed report

3.1. Proper operation of the accounting system

The Company maintains current documentation describing the applied accounting principles adopted by the Management Board to the extent required by Art. 10 of the Accounting Act.

During the audit of the separate financial statements, we tested, on a sample basis, the operation of the accounting system.

On the basis of the work performed, we have not identified material irregularities in the accounting system which have not been corrected and that could have a material impact on the separate financial statements. Our audit was not conducted for the purpose of expressing a comprehensive opinion on the operation of the accounting system.

The Company performed a physical verification of assets in accordance with the requirements and time frame specified in Art. 26 of the Accounting Act.

3.2. Notes to the separate financial statements

All information included in the notes to the separate financial statements, comprising of a summary of significant accounting policies and other explanatory notes, is, in all material respects, presented accurately and completely. This information should be read in conjunction with the separate financial statements.

3.3. Report on the Company's activities

The Report on the Company's activities includes, in all material respects, information required by Art. 49 of the Accounting Act and by the Decree of the Ministry of Finance dated 19 February 2009 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent information required by the law of a non-Member State (Official Journal from 2009, No 33, item 259 with amendments) and the information is consistent with the separate financial statements.

3.4. Information on the opinion of the independent auditor

Based on our audit of the separate financial statements as at and for the year ended 31 December 2011, we have issued an unqualified opinion.

On behalf of KPMG Audyt Spółka z ograniczoną
odpowiedzialnością sp.k. registration number 3546
ul. Chłodna 51, 00-867 Warsaw



.....
Certified Auditor No. 90106
Krzysztof Kuśmierski

9 March 2012
Warsaw



.....
Certified Auditor No. 9645
Limited Liability Partner with power of
attorney
Marek Strugała