

POWER OF ATTORNEY FORM
for
ANNUAL GENERAL MEETING of
CYFROWY POLSAT S.A. with registered office in Warsaw
convened on June 11, 2013

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

..... (name and surname/company of the shareholder) (hereinafter „**the Shareholder**”) holds (number:) shares in the Company,

and hereby grant the power of attorney to:

(i)

Mr./Ms....., holder ofNo.,

or

(ii)

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

to represent the Shareholder in the Annual General Meeting of the Company convened on June 11, 2013, at 11:00 a.m. in Warsaw at 4a Łubinowa Street, 03-878 Warsaw, and in particular to participate, speak in the Annual General Meeting, vote on behalf of the Shareholder and to perform any other activities relating to the Annual General Meeting according to the voting instructions found below / according to the proxy’s will (*delete the unwanted option*).

signature

Name and surname:

.....

Company:

.....

Position:

.....

Address:

.....

signature

Name and surname:

.....

Company:

.....

Position:

.....

Address:

.....

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 2 OF THE AGENDA – APPOINTMENT OF THE CHAIRMAN OF THE ANNUAL
GENERAL MEETING (Draft resolution No.1 – Attachment No. 1)**

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

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE
(draft resolution No. 2 – Attachment No. 2)**

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

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE (draft resolution No. 3 – Attachment No. 3)			
<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE
(draft resolution No. 4– Attachment No. 4)**

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

ITEM 5 OF THE AGENDA – ADOPTION OF THE AGENDA (draft resolution No. 5– Attachment No. 5)			
<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 9 OF THE AGENDA – APPROVING THE MANAGEMENT BOARD’S
REPORT ON THE COMPANY’S ACTIVITIES IN THE FINANCIAL YEAR 2012**

(draft resolution No. 6– Attachment No. 6)

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 10 OF THE AGENDA – APPROVING THE COMPANY’S ANNUAL
FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2012
(draft resolution No. 7 – Attachment No. 7)**

In favour

Number of shares:

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

Number of shares:

**Abstain from
voting**

Number of shares:

**At the discretion
of the proxy**

Number of shares:

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 11 OF THE AGENDA - APPROVING THE MANAGEMENT BOARD'S
REPORT ON CYFROWY POLSAT CAPITAL GROUP'S ACTIVITIES IN THE
FINANCIAL YEAR 2012**

(draft resolution No. 8 – Attachment No. 8)

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 12 OF THE AGENDA - APPROVING THE CYFROWY POLSAT CAPITAL
GROUP'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL
YEAR 2012**

(draft resolution No. 9 – Attachment No. 9)

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 14 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO DOMINIK
LIBICKI FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2012**

(draft resolution No. 11 – Attachment No. 11)

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 14 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO DARIUSZ
DZIAŁKOWSKI FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2012
(draft resolution No. 12 – Attachment No. 12)**

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 14 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO TOMASZ
SZELAĞ FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2012
(draft resolution No. 13 – Attachment No. 13)**

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013

ITEM 14 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO ANETA JASKÓLSKA FOR THE PERFORMANCE OF HER DUTIES IN THE YEAR 2012 (draft resolution No. 14 – Attachment No. 14)

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

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO ROBERT
GWIAZDOWSKI FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2012
(draft resolution No. 15 – Attachment No. 15)**

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013

ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO ANDRZEJ PAPIS FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2012

(draft resolution No. 16 – Attachment No. 16)

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013

<p>ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO LESZEK REKSA FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2012 (draft resolution No. 17 – Attachment No. 17)</p>			
<input type="checkbox"/> In favour Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes Number of shares: _____	<input type="checkbox"/> Abstain from voting Number of shares: _____	<input type="checkbox"/> At the discretion of the proxy Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO HERONIM
RUTA FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2012**

(draft resolution No. 18 – Attachment No. 18)

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO ZYGMUNT
SOLORZ-ŻAK FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2012
(draft resolution No. 19 – Attachment No. 19)**

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 11, 2013**

**ITEM 16 OF THE AGENDA - DISTRIBUTION OF PROFIT FOR THE FINANCIAL
YEAR 2012**

(draft resolution No. 20 – Attachment No. 20)

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 11, 2013

ITEM 17 OF THE AGENDA – RESOLUTION REGARDING AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND AUTHORISATION FOR THE SUPERVISORY BOARD TO ADOPT A CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

(draft resolution No. 21 – Attachment No. 21)

<input type="checkbox"/> In favour	<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 discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

Attachment No. 1
draft

To item 2 of the agenda:

Resolution No. 1
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
on the appointment of the Chairman of the Annual General Meeting

§ 1

Appointment of the Chairman

The Annual General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [•] as the Chairman of the Annual General Meeting of the Company.

§ 2

Entry into force

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

Attachment No. 2
draft

To item 4 of the agenda:

Resolution No. 2
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
regarding the appointment of the Ballot Committee

§ 1
Appointment of the Ballot Committee

The Annual 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.

Attachment No. 3
draft

Resolution No. 3
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
regarding the appointment of the Ballot Committee

§ 1

Appointment of the Ballot Committee

The Annual 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.

*Attachment No. 4
draft*

**Resolution No. 4
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
regarding the appointment of the Ballot Committee**

**§ 1
Appointment of the Ballot Committee**

The Annual 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 Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
regarding the adoption of the agenda**

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

**§ 1
Adoption of the agenda**

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

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Validation of correctness of convening the Annual General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda.
6. Management Board's presentation of the Management Board's Report on the Company's activities in the financial year 2012, the Company's financial statements for the financial year 2012, Management Board's Report on activities of Cyfrowy Polsat Capital Group in the financial year 2012, consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year 2012.
7. The Supervisory Board's presentation of its statement concerning the evaluation of:
 - a) the Management Board's Report on the Company's activities in the financial year 2012;
 - b) the Company's financial statements for the financial year 2012.
8. The Supervisory Board's presentation of the evaluation of the Company's standing and the Management Board's activities.
9. Consideration and adoption of a resolution approving the Management Board's Report on the Company's activities in the financial year 2012.
10. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2012.
11. Consideration and adoption of a resolution approving the Management Board's Report on activities of the capital group of the Company in the financial year 2012.

12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2012.
13. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2012.
14. Consideration and adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2012.
15. Consideration and adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2012.
16. Adoption of a resolution on distribution of profit for the financial year 2012.
17. Adoption of a resolution regarding amendments to the Articles of Association of the Company and granting an authorization to the Supervisory Board to adopt a consolidated text of the Articles of Association of the Company.

Wording to date:

“Art. 7

The object of the Company is:

- 1. radio and television business;*
- 2. telecom business;*
- 3. data processing;*
- 4. database business;*
- 5. IT business;*
- 6. call center services;*
- 7. arts and literary business;*
- 8. entertainment business;*
- 9. film, audio and video recordings, production and distribution, purchase and sale of copyrights;*
- 10. advertising business;*
- 11. printing business;*
- 12. electrical equipment installation, repair and maintenance services;*
- 13. radio and television transmitter installation, repair and maintenance services;*
- 14. construction business;*
- 15. real estate management;*
- 16. real estate development, purchase, sale, rental and management;*
- 17. telecom, television and radio equipment and machinery production;*
- 18. electrical and electronic equipment production;*
- 19. rental of other machines and equipment;*
- 20. loading, storing and warehousing of goods;*
- 21. trade business (wholesale and retail), commission sale;*
- 22. performance of research and technical analysis;*
- 23. research and development activities within technical sciences;*
- 24. holding business;*
- 25. business and management advisory services;*
- 26. financial services;*
- 27. financial mediation;*
- 28. bookkeeping service;*

29. *payroll and personnel services;*
30. *economic and financial consulting services.*

An activity for which a concession or permit is required shall be undertaken by the Company after such concession or permit has been obtained.”

Proposed wording:

“Art. 7

The object of the Company is:

1. *radio and television business;*
2. *telecom business;*
3. *data processing;*
4. *database business;*
5. *IT business;*
6. *call center services;*
7. *arts and literary business;*
8. *entertainment business;*
9. *film, audio and video recordings, production and distribution, purchase and sale of copyrights;*
10. *advertising business;*
11. *printing business;*
12. *electrical equipment installation, repair and maintenance services;*
13. *radio and television transmitter installation, repair and maintenance services;*
14. *construction business;*
15. *real estate management;*
16. *real estate development, purchase, sale, rental and management;*
17. *telecom, television and radio equipment and machinery production;*
18. *electrical and electronic equipment production;*
19. *rental and lease;*
20. *loading, storing and warehousing of goods;*
21. *trade business (wholesale and retail), commission sale;*
22. *performance of research and technical analysis;*
23. *research and development activities within technical sciences;*
24. *holding business;*
25. *business and management advisory services;*
26. *financial services;*
27. *financial mediation;*
28. *bookkeeping service;*
29. *payroll and personnel services;*
30. *economic and financial consulting services;*
31. *activity of insurance agents and brokers;*
32. *activity related to games of chance and betting;*
33. *Web portal business;*
34. *IT advisory services;*
35. *retail mail-order sale or retail Web sale.*

An activity for which a concession or permit is required shall be undertaken by the Company after such concession or permit has been obtained.”

18. Closing the Annual General Meeting.

§ 2
Entry into force

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

Attachment No. 6
draft

To item 9 of the agenda:

Resolution No. 6
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
approving the Management Board's Report on the Company's activities in the financial
year 2012

§1
Approving the Management Board's Report on the Company's activities in the financial
year 2012

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24 section. a) of the Company's Article of Association, after consideration of the Management Board's Report on Company's activities in the financial year 2012 presented by the Management Board, the Annual General Meeting hereby approves the Management Board's Report on Company's activities in the financial year 2012.

§ 2
Entry into force

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

Attachment No. 7
draft

To item 10 of the agenda:

Resolution No. 7
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
approving the Company's annual financial statements for the financial year 2012

§1
Approving the Company's annual financial statements for the financial year 2012

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24 section. a) of the Company's Article of Association, after consideration of the financial statements for the financial year ended December 31, 2012, the Annual General Meeting hereby approves the financial statements for the financial year ended December 31, 2012, including:

- a) balance sheet, showing total assets and total equity and liabilities of PLN 5,994,539 thousand;
- b) income statement showing a net profit of PLN 529,837 thousand;
- c) cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 47,453 thousand;
- d) statement of changes in equity showing an increase in equity of PLN 477,422 thousand;
- e) supplementary information.

§ 2
Entry into force

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

Attachment No. 8
draft

To item 11 of the agenda:

**Resolution No. 8
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013**

**approving the Management Board's Report on the Company Group's activities in the
financial year 2012**

§1

**Approving the Management Board's Report on the Company Group's activities in the
financial year 2012**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the financial year 2012 the Annual General Meeting hereby approves the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the financial year 2012.

§ 2

Entry into force

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

Attachment No. 9
draft

To item 12 of the agenda:

Resolution No. 9
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
approving the Company Group's consolidated annual financial statements for the
financial year 2012

§1

Approving the Company Group's consolidated annual financial statements for the
financial year 2012

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year ended December 31, 2012 the Annual General Meeting hereby approves the consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year ended December 31, 2012, including:

- a) consolidated balance sheet, showing total assets and total equity and liabilities of PLN 5,561,345 thousand;
- b) consolidated income statement showing a net profit of PLN 598,298 thousand;
- c) consolidated cash flow statement showing a net decrease in cash and cash equivalents amounting to PLN 5,411 thousand;
- d) consolidated statement of changes in equity showing an increase in equity of PLN 572,360 thousand;
- e) supplementary information.

§ 2

Entry into force

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

Attachment No. 10
Draft

To item 13 of the agenda:

**Resolution No. 10
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
approving the Supervisory Board's Report for the financial year 2012**

**§1
Approving the Supervisory Board's Report for the financial year 2012**

Pursuant to article 24 lit. a) of the Company's Articles of Association, the Annual General Meeting approves the Supervisory Board report from its activities in the financial year 2012.

**§ 2
Entry into force**

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

Attachment No.11
draft

To item 14 of the agenda:

**Resolution No. 11
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Dominik Libicki**

**§1
Granting a vote of approval to Dominik Libicki**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the President of Cyfrowy Polsat Management Board – Dominik Libicki of his duties during the financial year 2012.

**§ 2
Entry into force**

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

Attachment No. 12
draft

Resolution No. 12
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Dariusz Działkowski

§1
Granting a vote of approval to Dariusz Działkowski

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Dariusz Działkowski of his duties during the financial year 2012.

§ 2
Entry into force

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

Attachment No. 13
draft

Resolution No. 13
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Tomasz Szeląg

§1
Granting a vote of approval to Tomasz Szeląg

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Tomasz Szeląg of his duties during the financial year 2012.

§ 2
Entry into force

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

Attachment No. 14
draft

Resolution No. 14
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Aneta Jaskólska

§1
Granting a vote of approval to Aneta Jaskólska

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Aneta Jaskólska of her duties during the financial year 2012.

§ 2
Entry into force

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

Attachment No. 15
draft

To item 15 of the agenda:

**Resolution No. 15
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Robert Gwiazdowski**

**§1
Granting a vote of approval to Robert Gwiazdowski**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board - Robert Gwiazdowski, of his duties during the financial year 2012.

**§ 2
Entry into force**

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

Attachment No. 16
draft

Resolution No. 16
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Andrzej Papis

§1
Granting a vote of approval to Andrzej Papis

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Andrzej Papis, of his duties during the financial year 2012.

§ 2
Entry into force

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

Attachment No. 17
draft

Resolution No. 17
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Leszek Reksa

§1
Granting a vote of approval to Leszek Reksa

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Leszek Reksa, of his duties during the financial year 2012.

§ 2
Entry into force

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

Attachment No. 18
draft

Resolution No. 18
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Heronim Ruta

§1
Granting a vote of approval to Heronim Ruta

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Heronim Ruta, of his duties during the financial year 2012.

§ 2
Entry into force

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

Attachment No. 19
draft

Resolution No. 19
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
granting a vote of approval to Zygmunt Solorz-Żak

§1
Granting a vote of approval to Zygmunt Solorz-Żak

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Chairman of Cyfrowy Polsat Supervisory Board – Zygmunt Solorz-Żak, of his duties during the financial year 2012.

§ 2
Entry into force

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

Attachment No. 20
draft

To item 16 of the agenda:

Resolution No. 20
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
on distribution of profit for the financial year 2012

§1
Distribution of profit for the financial year 2012

Pursuant to article 395 § 2 point 2 of the Commercial Companies Code and article 24 section b) and article 34 section 1) of the Articles of Association of the Company, and taking the economic situation of the Company into account, the Annual General Meeting allocates the net profit for the financial year 2012 in the amount of PLN 529,837,249.45 in total to the reserve capital.

§ 2
Entry into force

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

Attachment No. 21
draft

To item 17 of the agenda:

Resolution No. 21
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 11, 2013
regarding amendments to the Articles of Association

Pursuant to Article 430 § 1 of the Code of Commercial Companies and Article 24 of the Company's Articles of Association the Annual General Meeting of Cyfrowy Polsat S.A. (the „**Company**”) hereby resolves as follows:

§ 1

It is hereby resolved to amend the existing wording of Article 7 of the Articles of Association of the Company and replace it with the following wording:

“Art. 7

The object of the Company is:

- 1. radio and television business;*
- 2. telecom business;*
- 3. data processing;*
- 4. database business;*
- 5. IT business;*
- 6. call center services;*
- 7. arts and literary business;*
- 8. entertainment business;*
- 9. film, audio and video recordings, production and distribution, purchase and sale of copyrights;*
- 10. advertising business;*
- 11. printing business;*
- 12. electrical equipment installation, repair and maintenance services;*
- 13. radio and television transmitter installation, repair and maintenance services;*
- 14. construction business;*
- 15. real estate management;*
- 16. real estate development, purchase, sale, rental and management;*
- 17. telecom, television and radio equipment and machinery production;*
- 18. electrical and electronic equipment production;*
- 19. rental and lease;*
- 20. loading, storing and warehousing of goods;*
- 21. trade business (wholesale and retail), commission sale;*
- 22. performance of research and technical analysis;*

23. *research and development activities within technical sciences;*
24. *holding business;*
25. *business and management advisory services;*
26. *financial services;*
27. *financial mediation;*
28. *bookkeeping service;*
29. *payroll and personnel services;*
30. *economic and financial consulting services;*
31. *activity of insurance agents and brokers;*
32. *activity related to games of chance and betting;*
33. *Web portal business;*
34. *IT advisory services;*
35. *retail mail-order sale or retail Web sale.*

An activity for which a concession or permit is required shall be undertaken by the Company after such concession or permit has been obtained.”

§2

The Supervisory Board is authorized to adopt a consolidated text of the Articles of Association of the Company incorporating the amendment introduced by this Resolution.