

POWER OF ATTORNEY FORM
for
EXTRAORDINARY GENERAL MEETING of
CYFROWY POLSAT S.A. with registered office in Warsaw
convened on March 30, 2011

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 Extraordinary General Meeting of the Company convened on March 30, 2011, at 10:00 hours in Warsaw at 4a Łubinowa Street, 03-878 Warsaw, and in particular to participate, speak in the Extraordinary General Meeting, vote on behalf of the Shareholder and to perform any other activities relating to the Extraordinary General Meeting

according to the voting instructions found below / according to the proxy's will (*delete the unwanted option*).

signature

signature

Name and surname:

Name and surname:

Company:

Company:

Position:

Position:

Address:

Address:

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON 30 MARCH 2011**

ITEM 2 OF THE AGENDA – APPOINTMENT OF THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING			
(Draft resolution No.1 – Attachment No. 1)			
<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
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON 30 MARCH 2011**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COUNTING COMMITTEE			
(Draft resolution No.2 – Attachment No. 2)			
<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
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON 30 MARCH 2011**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COUNTING COMMITTEE (Draft resolution No.3 – Attachment No. 3)			
<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
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON 30 MARCH 2011**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COUNTING COMMITTEE (Draft resolution No.4 – Attachment No. 4)			
<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
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON 30 MARCH 2011**

ITEM 5 OF THE AGENDA – ADOPTION OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY (Draft resolution No.5 – Attachment No. 5)			
<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
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON 30 MARCH 2011**

ITEM 6 OF THE AGENDA – ADOPTION OF THE RESOLUTION REGARDING CONSENT TO CONCLUDE A PLEDGE AGREEMENT AND TO ESTABLISH REGISTERED PLEDGE ON A COLLECTION OF MOVABLES AND ECONOMIC RIGHTS WITH VARIABLE COMPOSITION, BEING THE PART OF THE COMPANY'S ENTERPRISE, TO SECURE THE RECEIVABLES RESULTING FROM THE FACILITY AGREEMENTS

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

<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 			

Attachment No. 1

Draft

To Item 2 of the agenda:

**Resolution No. [1]
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of March 30, 2011
regarding the appointment of the Chairman**

**§ 1
Appointment of the Chairman**

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

**§ 2
Entry into force**

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

Attachment No. 2
Draft

To Item 4 of the agenda:

**Resolution No. [2]
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of March 30, 2011
regarding the appointment of the Ballot Counting Committee**

**§ 1
Appointment of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [●] to the Ballot Counting 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 Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of March 30, 2011
regarding the appointment of the Ballot Counting Committee**

**§ 1
Appointment of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [●] to the Ballot Counting 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 Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of March 30, 2011
regarding the appointment of the Ballot Counting Committee**

**§ 1
Appointment of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the "**Company**") hereby appoints Ms./Mr. [●] to the Ballot Counting Committee.

**§ 2
Entry into force**

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

Attachment No. 5

Draft

To Item 5 of the agenda:

**Resolution No. [5]
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of March 30, 2011
regarding the adoption of the agenda**

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

**§ 1
Adoption of the agenda**

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

1. Opening of the Extraordinary General Meeting of the Company.
2. Appointment of the Chairman of the Extraordinary General Meeting of the Company.
3. Preparing the attendance list, confirming that the Extraordinary General Meeting of the Company has been properly convened and is able to adopt valid resolutions.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda of the Extraordinary General Meeting of the Company.
6. Adoption of the resolution regarding consent to conclude a pledge agreement and to establish registered pledge on a collection of movables and economic rights with variable composition, being the part of the Company's enterprise, to secure the receivables resulting from the facility agreements.
7. Closing of the Extraordinary General Meeting of the Company.

**§ 2
Entry into force**

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

Attachment No. 6

Draft

To Item 6 of the agenda:

**Resolution No. [6]
of the Extraordinary General Meeting of
Cyfrowy Polsat Spółka Akcyjna
of March 30, 2011 regarding consent to conclude a pledge agreement and to establish registered
pledge on a collection of movables and economic rights with variable composition, being the part of
the Company's enterprise, to secure the receivables resulting from the facility agreements**

**§ 1
Authorization**

Having considered that:

(A) Cyfrowy Polsat S.A. ("**Company**" or "**Cyfrowy Polsat**") as the borrower intends to execute a Senior Facilities Agreement ("**Facilities Agreement**") and a Bridge Facility Agreement ("**Bridge Facility Agreement**") with a syndicate of Polish and foreign banks;

(B) The Facilities Agreement will provide for a Term Facility Loan up to PLN 1,400,000,000 (one billion four hundred million) ("**Term Loan**") and a Revolving Facility Loan up to PLN 200,000,000 (two hundred million) ("**Revolving Loan**");

(C) The Bridge Facility Agreement will provide for a Bridge Facility Loan up to an equivalent in EUR of PLN 1,400,000,000 (one billion four hundred million) ("**Bridge Loan**");

(D) The Company shall use the Term Loan and the Bridge Loan, among other things, for an acquisition of shares of Telewizja Polsat S.A.;

(E) The Company (or other borrowers) may use the Revolving Loan for other purposes including, without limitation, the refinancing of existing indebtedness, but not for the acquisition of shares of Telewizja Polsat S.A.;

(F) The Bridge Loan shall be refinanced, that is repaid with proceeds from an issue of High Yield Notes. Cyfrowy Polsat will issue these notes directly or indirectly through a special purpose vehicle being a subsidiary or affiliate of Cyfrowy Polsat.

(G) Pursuant to the Facilities Agreement, certain other members of the Cyfrowy Polsat group or the Telewizja Polsat S.A. group will become parties to the Facilities Agreement alongside with Cyfrowy Polsat, either from the moment of its execution as Original Borrowers or at a later stage as Additional Borrowers. In this way Telewizja Polsat S.A. and/or other such companies will have the right to use the loan in compliance with the terms of the Facilities Agreement;

(H) Under the Facilities Agreement and the Bridge Facility Agreement Cyfrowy Polsat and certain other entities shall be required to secure the repayment of the loans and/or the repayment (buy-out, redemption etc.) of the High Yield Notes. One of such security interests shall be a registered pledge on a collection of movables and economic rights with variable composition, being the property of Cyfrowy Polsat's enterprise.

Now, therefore, pursuant to Article 393 item 3 of the Code of Commercial Companies:

- 1) The General Meeting of the Company authorizes the Company to execute the pledge agreement and take all other factual and legal actions in order to establish registered pledge on a collection of movables and economic rights with variable composition, being the property of Company's enterprise, up to the maximum amount of the collateral being 150% of the principal of the given loan and/or the principal of the High Yield Notes (or as the case may be, a total of the individual loans and/or the principal of the High Yield Notes) or any parallel debt established to secure the respective loans

and/or High Yield Notes, including the inclusion in the registered pledge agreement of any and all possible methods of satisfying the creditors' claims permitted under the Act on Registered Pledges and the Register of Pledges of December 6, 1996 (*Dziennik Ustaw* of 2009, No. 67, item 569, as amended), for the purpose of securing the repayment of the Term Loan, Revolving Loan, Bridge Loan and/or the repayment (buy-out, redemption etc.) of the High Yield Notes) and the repayment of any liabilities related to these loans and/or High Yield Notes under the Facilities Agreement, Bridge Facility Agreement, indenture documents concerning the *High Yield Notes* and any other finance documents related thereto.

- 2) In the scope permitted by the peremptory provisions of law, the registered pledge referred to in this resolution may be established jointly in favor of all of the creditors or any of them individually or in groups, or in favor of other entities which are not creditors but act for or on account of the other creditors as pledge administrators, security agents, security trustees or in similar capacity, and to secure claims for the repayment of relevant loans and/or the repayment (buy-out, redemption etc.) of the High Yield Notes directly or claims arising from any parallel debt contracted for the purpose of satisfying and securing the claims for repayment of the relevant loans and/or High Yield Notes.

§ 2 **Entry into force**

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