

POWER OF ATTORNEY FORM

for

EXTRAORDINARY GENERAL MEETING of

CYFROWY POLSAT S.A. with registered office in Warsaw

convened on May 18, 2015

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:

..... (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 May 18, 2015, at 11.00 a.m. 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 MAY 18, 2015**

ITEM 2 OF THE AGENDA – APPOINTMENT OF THE CHAIRMAN OF THE 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 MAY 18, 2015**

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 MAY 18, 2015**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COUNTING 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
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENEED ON MAY 18, 2015**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COUNTING 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: _____
<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 CONVENEED ON MAY 18, 2015**

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
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON MAY 18, 2015**

**ITEM 6 OF THE AGENDA – ADOPTION OF THE RESOLUTION ON THE MERGER OF CYFROWY
POLSAT S.A. WITH REDEFINE SP. Z O.O. SEATED IN WARSAW**

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

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

Attachment No. 1

**Resolution No. 1
of the Extraordinary General Meeting
of Cyfrowy Polsat S.A.
dated May 18, 2015
on the appointment of the Chairman of the Extraordinary General Meeting**

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

**§ 1
Appointment of the Chairman**

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

**§ 2
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

Attachment No. 2

**Resolution No. 2
of the Extraordinary General Meeting
of Cyfrowy Polsat S.A.
dated May 18, 2015
on the appointment of the Ballot Counting Committee member**

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

**§ 2
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

Attachment No. 3

**Resolution No. 3
of the Extraordinary General Meeting
of Cyfrowy Polsat S.A.
dated May 18, 2015
on the appointment of the Ballot Counting Committee member**

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

**§ 2
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

Attachment No. 4

**Resolution No. 4
of the Extraordinary General Meeting
of Cyfrowy Polsat S.A.
dated May 18, 2015
on the appointment of the Ballot Counting Committee member**

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

**§ 2
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

**Resolution No. 5
of the Extraordinary General Meeting
of Cyfrowy Polsat S.A.
dated May 18, 2015
on 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 the agenda**

The agenda of the Extraordinary General Meeting is hereby adopted 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 Ballot Counting Committee.
5. Adoption of the agenda of the Extraordinary General Meeting.
6. Adoption of the resolution on the merger of Cyfrowy Polsat S.A. with Redefine Sp. z o.o. seated in Warsaw.
7. Closing of the Extraordinary General Meeting.

**§ 2
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

**Resolution No. 6
of the Extraordinary General Meeting
of Cyfrowy Polsat S.A.
dated May 18, 2015
on the merger of Cyfrowy Polsat S.A. with Redefine Sp. z o.o. seated in Warsaw**

§ 1

Acting on the basis art. 506 § 492 of the Commercial Companies Code (the "**CCC**"), the Extraordinary General Meeting of Shareholders of Cyfrowy Polsat S.A. (the "**Taking-over Company**") hereby decides on the merger of the Taking-over Company with the company of Redefine Sp. z o.o. (limited liability company) seated in Warsaw, entered in the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000287684 (the "**Acquired Company**"), to be executed pursuant to art. 492 § 1 item 1 of the CCC, this is by transferring all the assets of the Acquired Company to the Taking-over Company (being the sole shareholder in the Acquired Company) and subsequent dissolution of the Acquired Company without its liquidation.

§ 2

The Extraordinary General Meeting of Shareholders of the Taking-over Company furthermore decides that the merger of the Taking-over Company with the Acquired Company shall be carried out in the manner set forth in art. 515 § 1 of the CCC, this is without increasing the share capital of the Taking-over Company as well as without amending its Articles of Association, following the rules provided for in the merger plan as agreed between the management boards of the Taking-over Company and the Acquired Company on April 14, 2015 (the "**Merger Plan**"), made publicly available, free of charge, on the websites of the Taking-over Company and the Acquired Company, in accordance with article 500 §2¹ of the CCC, attached to this Resolution.

§3

Because the Taking-over Company is the sole shareholder in the Acquired Company, the merger shall be performed in a simplified procedure according to art. 516 § 6 of the CCC, with certain restrictions resulting from the fact that the Taking-over Company is a public company.

§4

The Extraordinary General Meeting of Shareholders of the Taking-over Company hereby approves the Merger Plan as attached to this Resolution.

§5

The Company's Management Board shall be authorized to undertake any actions necessary to complete the procedure of merger between the Taking-over Company and the Acquired Company.