POWER OF ATTORNEY FORM

for the

EXTRAORDINARY GENERAL MEETING of

CYFROWY POLSAT S.A. with its registered office in Warsaw

convened on January 23, 2017

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: ……..…) of shares in the Company,

and hereby grant the power of attorney to:

(i) Mr./Ms..... ....., holder of ……..…… (identification) no. …....,

or

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

to represent the Shareholder at the Extraordinary General Meeting of the Company convened on January 23, 2017, at 11:00 a.m. in Warsaw at 4a Łubinowa Street, 03-878 Warsaw, and in particular to participate, speak at 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 as appropriate).*

Signature	Signature
Name and surname:.....	Name and surname:.....
Company:.....	Company:.....
Position:.....	Position:.....
Address:.....	Address:.....

INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW CONVENED ON JANUARY 23, 2017

<table>
<tr><td colspan="4">ITEM 2 OF THE AGENDA – APPOINTMENT OF THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING

(Draft resolution No.1 – Attachment No. 1)</td></tr>
<tr><td>☐ In favor

Number of shares:
_____</td><td>☐ Against

☐ Objection and request for its inclusion in the minutes

Number of shares:
_____</td><td>☐ Abstain from voting

Number of shares:
_____</td><td>☐ At the discretion of the proxy

Number of shares:
_____</td></tr>
<tr><td colspan="4">☐ Other</td></tr>
</table>

INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW CONVENED ON JANUARY 23, 2017

<table>
<tr><td colspan="4">ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE
(draft resolution No. 2 – Attachment No. 2)</td></tr>
<tr><td>□ In favor

Number of shares:
_____</td><td>□ Against
□ Objection and request for its inclusion in the minutes

Number of shares:
_____</td><td>□ Abstain from voting

Number of shares:
_____</td><td>□ At the discretion of the proxy

Number of shares:
_____</td></tr>
<tr><td colspan="4">□ Other</td></tr>
</table>

INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW CONVENED ON JANUARY 23, 2017

<table>
<tr><td colspan="4">ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE
(draft resolution No. 3 – Attachment No. 3)</td></tr>
<tr><td>□ In favor

Number of shares:
_____</td><td>□ Against
□ Objection and request for its inclusion in the minutes

Number of shares:
_____</td><td>□ Abstain from voting

Number of shares:
_____</td><td>□ At the discretion of the proxy

Number of shares:
_____</td></tr>
<tr><td colspan="4">□ Other</td></tr>
</table>

INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW CONVENED ON JANUARY 23, 2017

<table>
<tr><td colspan="4">ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE
(draft resolution No. 4 – Attachment No. 4)</td></tr>
<tr><td>□ In favor

Number of shares:
_____</td><td>□ Against
□ Objection and request for its inclusion in the minutes

Number of shares:
_____</td><td>□ Abstain from voting

Number of shares:
_____</td><td>□ At the discretion of the proxy

Number of shares:
_____</td></tr>
<tr><td colspan="4">□ Other</td></tr>
</table>

INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW CONVENED ON JANUARY 23, 2017

<table>
<tr><td colspan="4">ITEM 5 OF THE AGENDA – ADOPTION OF THE AGENDA
(draft resolution No. 5 – Attachment No. 5)</td></tr>
<tr><td>□ In favor

Number of shares:
_____</td><td>□ Against
□ Objection and request for its inclusion in the minutes

Number of shares:
_____</td><td>□ Abstain from voting

Number of shares:
_____</td><td>□ At the discretion of the proxy

Number of shares:
_____</td></tr>
<tr><td colspan="4">□ Other</td></tr>
</table>

INSTRUCTION ON THE EXECUTION OF THE VOTING RIGHTS BY A PROXY AT THE EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW CONVENED ON JANUARY 23, 2017

ITEM 6 OF THE AGENDA – ADOPTION OF A RESOLUTION CONCERNING CROSS-BORDER MERGER BY ACQUISITION CYFROWY POLSAT S.A. WITH METELEM HOLDING COMPANY LIMITED WITH ITS REGISTERED OFFICE IN CYRPUS **(draft resolution No. 6 – Attachment No. 6)**			
□ **In favor** **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**			

Attachments – draft resolutions of the Extraordinary General Meeting

To item 2 of the agenda:
Attachment no. 1

Resolution No. 1
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated January 23, 2017
on the appointment of the Chairman of the Extraordinary General Meeting

§ 1

Appointment of the Chairman

The Extraordinary General Meeting of 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 as of the moment of its adoption.

To item 4 of the agenda:
Attachment no. 2

Resolution No. 2
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated January 23, 2017
on the appointment of the Ballot Committee

§ 1
Appointment of the Ballot Committee

The Extraordinary General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

§ 2
Entry into force

The 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 Spółka Akcyjna ("Company")
seated in Warsaw
dated January 23, 2017
on the appointment of the Ballot Committee

§ 1
Appointment of the Ballot Committee

The Extraordinary General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

§ 2
Entry into force

The 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 Spółka Akcyjna ("Company")
seated in Warsaw
dated January 23, 2017
on the appointment of the Ballot Committee

§ 1
Appointment of the Ballot Committee

The Extraordinary General Meeting of the Company hereby appoints Ms./Mr. [●] to the Ballot Committee.

§ 2
Entry into force

The Resolution shall enter into force as of the moment of its adoption.

To item 5 of the agenda:
Attachment no. 5

Resolution No. 5
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated January 23, 2017
on the adoption of the agenda

The Extraordinary General Meeting of 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. Validation of correctness of convening the Extraordinary General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda of the Extraordinary General Meeting.
6. Adoption of a resolution concerning cross-border merger by acquisition Cyfrowy Polsat S.A. with Metelem Holding Company Limited with its registered office in Cyprus.
7. Closing of the Extraordinary General Meeting.

§ 2
Entry into force

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

Justification of draft resolutions no. 1 – 5

Draft resolutions no. 1 – 5 are of an organizational and formal nature and their purpose is to conduct the Extraordinary General Meeting in a correct manner.

To item 6 of the agenda:
Attachment no. 6

Resolution No. 6
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated January 23, 2017
concerning cross-border merger by acquisition
Cyfrowy Polsat S.A. with Metelem Holding Company Limited with its registered office in Cyprus

§1

Acting pursuant to art. 506 of the Polish Commercial Companies Code (CCC) in connection with art. 516¹ CCC and art. 516^{15} CCC, the Extraordinary General Meeting of Cyfrowy Polsat S.A. with its registered office in Warsaw ("**Acquiring Company**") hereby decides, in accordance with art. 492 § 1 point 1 CCC in conjunction with art. 516^{15} and art. 516¹ CCC, on a cross-border merger (by acquisition) of the Acquiring Company with Metelem Holding Company Limited with its registered office in Limassol, Cyprus, registered with the Department of the Registrar of Companies and Official Receiver under number HE 286591 ("**Ceasing Company**"), by way of transferring to the Acquiring Company - sole shareholder of the Ceasing Company - all of the assets and liabilities of the Ceasing Company and dissolving of the Ceasing Company without going into liquidation.

§ 2

Extraordinary General Meeting of the Acquiring Company decides that the merger of the Acquiring Company with the Ceasing Company will be held in the manner set out in art. 515 § 1 CCC in conjunction with art. 516¹ CCC, without increasing of the Acquiring Company's share capital and without changing of the Articles of Association of the Acquiring Company and in accordance with the rules set out in the common draft terms of a cross-border merger by acquisition, approved by the management boards of the Acquiring Company and the Ceasing Company on 19th of December 2016 ("**Draft Terms**"), attached to this resolution, made publicly available, free of charge, on the website of the Acquiring Company in accordance with article 516[4] §1 CCC.

§3

Extraordinary General Meeting of the Acquiring Company agrees to the Draft Terms attached to this resolution.

§4

The Management Board is authorized to exercise any and all necessary activities related to the carrying out of the cross-border merger of the Acquiring Company with the Ceasing Company.

§ 5

This resolution enters into force on the date of adoption.

Justification of draft resolution no. 6

*Cyfrowy Polsat S.A. and Metelem Holding Company Limited (the "**Merging Companies**") intend to carry out the cross-border merger as a consequence of:*

(i) the acquisition by Cyfrowy Polsat S.A. indirectly, with the participation of Metelem Holding Company Limited, 100% of the shares of the company Polkomtel Sp. z o.o. with its registered seat in Warsaw , which is wholly owned by Metelem Holding Company Limited,

*(ii) the significant reconstruction of the external debt of the group of companies controlled directly or indirectly by Cyfrowy Polsat S.A. ("**Polsat Group**"), to which the Merging Companies belong, ending in the concentration of the debt directly within the companies conducting most significant operational activities and*

(iii) the repayment of intercompany debts within Polsat Group to which the Merging Companies belong.

The cross-border merger of Cyfrowy Polsat S.A. and Metelem Holding Company Limited will simplify the capital structure of Polsat Group, which includes Metelem Holding Company Limited, while simplifying and streamlining the structure of financial flows between the Merging Companies. The cross -border merger will also allow for better financial management of the merging companies and will eliminate maintenance cost of Metelem Holding Company Limited, and thus will lower the operating costs of the Polsat Group at a consolidated level.

Moreover, thanks to the cross-border merger of the Merging Companies, the credibility and transparency of the Polsat Group, of which Cyfrowy Polsat S.A. is publicly listed in the Warsaw Stock Exchange, making intensive use of financing available on the public regulated capital market and receiving the benefits of external debt financing, will improve.