

**POWER OF ATTORNEY FORM**

for

**EXTRAORDINARY GENERAL MEETING**

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

**convened for 3 April 2014**

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:

..... (full name/company of the shareholder)  
(hereinafter the “**Shareholder**”) holds (m)..... (number: .....)  
shares in the Company,

and hereby grant the power of attorney to:

(i)

Mr./Ms.....  
....., holder of ..... No. ....,

or

(ii)

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

to represent the Shareholder at the Extraordinary General Meeting convened for 3 April 2014 at 11.00 AM CET in Warsaw, ul. Łubinowa 4A, 03-878 Warszawa, and, in particular, to participate, speak at the Extraordinary General Meeting, vote on behalf of the Shareholder and to any and all other actions concerning the Extraordinary General Meeting

in accordance with the voting instructions hereinbelow / at the discretion of the proxy (*delete as appropriate*).

Signature	Signature
Full name: .....	Full name: .....
Company: .....	Company: .....
Position: .....	Position: .....
Address: .....	Address: .....

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS  
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING  
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED FOR 3 APRIL 2014**

**ITEM 2 OF THE AGENDA - APPOINTMENT OF THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING**

**(Draft Resolution No. 1 – Attachment No. 1)**

**For**

**Number of shares:**  
\_\_\_\_\_

**Against**

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

**Number of shares:**  
\_\_\_\_\_

**Abstain from voting**

**Number of shares:**  
\_\_\_\_\_

**At the proxy's  
discretion**

**Number of shares:**  
\_\_\_\_\_

**Other**

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS  
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING  
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED FOR 3 APRIL 2014**

**ITEM 4 OF THE AGENDA - APPOINTMENT OF THE MEMBER OF THE BALLOT COUNTING COMMITTEE**

**(Draft Resolution No. 2 – Attachment No. 2)**

**For**

**Number of shares:**  
\_\_\_\_\_

**Other**

**Against**

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

**Number of shares:**  
\_\_\_\_\_

**Abstain from voting**

**Number of shares:**  
\_\_\_\_\_

**At the proxy's  
discretion**

**Number of shares:**  
\_\_\_\_\_

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS  
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING  
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED FOR 3 APRIL 2014**

**ITEM 4 OF THE AGENDA – APPOINTMENT OF THE MEMBER OF THE BALLOT COUNTING COMMITTEE**

**(Draft Resolution No. 3 – Attachment No. 3)**

**For**

**Number of shares:**

\_\_\_\_\_

**Against**

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

**Number of shares:**

\_\_\_\_\_

**Abstain from voting**

**Number of shares:**

\_\_\_\_\_

**At the proxy's discretion**

**Number of shares:**

\_\_\_\_\_

**Other**

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS  
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING  
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED FOR 3 APRIL 2014**

**ITEM 4 OF THE AGENDA - APPOINTMENT OF THE MEMBER OF THE BALLOT COUNTING COMMITTEE**

**(Draft Resolution No. 4 – Attachment No. 4)**

**For**

**Number of shares:**

\_\_\_\_\_

**Against**

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

**Number of shares:**

\_\_\_\_\_

**Abstain from voting**

**Number of shares:**

\_\_\_\_\_

**At the proxy's discretion**

**Number of shares:**

\_\_\_\_\_

**Other**

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS  
BY PROXY AT THE EXTRAORDINARY GENERAL MEETING  
OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW  
CONVENED FOR 3 APRIL 2014**

**ITEM 5 OF THE AGENDA – ADOPTION OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

**(Draft Resolution No. 5 – Attachment No. 5)**

**For**

**Number of shares:**

\_\_\_\_\_

**Against**

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

**Number of shares:**

\_\_\_\_\_

**Abstain from voting**

**Number of shares:**

\_\_\_\_\_

**At the proxy's  
discretion**

**Number of shares:**

\_\_\_\_\_

**Other**

**INSTRUCTION ON EXECUTION OF VOTING RIGHTS**  
**BY PROXY AT THE EXTRAORDINARY GENERAL MEETING**  
**OF CYFROWY POLSAT S.A. WITH ITS REGISTERED OFFICE IN WARSAW**  
**CONVENED FOR 3 APRIL 2014**

**ITEM 6 OF THE AGENDA – ADOPTION OF THE RESOLUTION REGARDING AN APPROVAL FOR THE EXECUTION OF A PLEDGE AGREEMENT AND ESTABLISHING A REGISTERED PLEDGE ON A COLLECTION OF THINGS AND RIGHTS CONSTITUTING AN ORGANIZATIONALLY INTEGRAL CONGLOMERATE WITH REPLACEABLE COMPONENTS, COMPRISED IN THE COMPANY’S ENTERPRISE, IN ORDER TO SECURE THE REPAYMENT OF THE COMPANY’S DEBT FINANCING (Draft Resolution No. 6 – Attachment No. 6)**

**For**

**Number of shares:**  
\_\_\_\_\_

**Other**

**Against**

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

**Number of shares:**  
\_\_\_\_\_

**Abstain from voting**

**Number of shares:**  
\_\_\_\_\_

**At the proxy’s discretion**

**Number of shares:**  
\_\_\_\_\_

Attachment no.1

**Resolution No. 1 of the Extraordinary General Meeting of Cyfrowy Polsat S.A.  
of 3 April 2014**

**regarding the election of the Chairman of the Extraordinary General Meeting**

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

**§ 1**

**Election of the Chairman**

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

**§ 2**

**Entry into force**

The 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.  
of 3 April 2014**

**regarding the appointment of a member of the Ballot Counting Committee**

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 [Mr./Ms.] [*name and surname*] as the member of the Ballot Counting 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 S.A.  
of 3 April 2014**

**regarding the appointment of a member of the Ballot Counting Committee**

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 [Mr./Ms] [*name and surname*] as the member of the Ballot Counting 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 S.A.  
of 3 April 2014**

**regarding the appointment of a member of the Ballot Counting Committee**

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

**§ 2**

**Entry into force**

The 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.  
of 3 April 2014**

**regarding 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 Agenda**

The Extraordinary General Meeting hereby adopts the agenda 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 has been properly convened and is able to adopt valid resolutions.
- (4) Appointment of the members of the Ballot Counting Committee.
- (5) Adoption of the agenda of the Extraordinary General Meeting.
- (6) Adoption of the resolution regarding an approval for the execution of a pledge agreement and establishing a registered pledge on a collection of things and rights constituting an organizationally integral conglomerate with replaceable components, comprised in the Company’s enterprise, in order to secure the repayment of the Company’s debt financing.
- (7) Closing of the Extraordinary General Meeting.

**§ 2**

**Entry into force**

The 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.  
of 3 April 2014**

**regarding AN approval for the execution of a pledge agreement and establishing a registered pledge on a collection of things and rights constituting an organizationally integral conglomerate with replaceable components, comprised in the Company's enterprise, in order to secure the repayment of the Company's debt financing**

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

**§ 1  
Approval**

Having considered that:

- (A) On March 31, 2011, Cyfrowy Polsat S.A. (the “**Company**” or “**Cyfrowy Polsat**”) concluded a senior facilities agreement with the aggregate (original) principal amount of up to PLN 1,600,000,000 with a consortium of Polish and foreign banks, later joined by other companies from the Company's capital group (the “**Group**”); the said facilities agreement was amended after March 31, 2011 (the “**Senior Facilities Agreement**”);
- (B) On May 20, 2011 the Company issued unsecured interest-bearing registered series A bonds with a nominal value of EUR 35,000,000,000 each (thirty five million euro) and a total nominal value of EUR 350,000,000 (three hundred and fifty million euro) (the “**Series A Bonds**”, the “**Bonds**”), which were acquired by Cyfrowy Polsat Finance AB (publ) (“**CP Finance**”);
- (C) On May 20, 2011, CP Finance issued senior secured notes with a nominal value of EUR 350,000,000 under an indenture concluded on May 20, 2011 by the Company, CP Finance, certain other companies from the Group, The Bank of New York Mellon, London Branch and The Bank of New York Mellon (Luxembourg) S.A. (the “**SSN Bonds**”); funds obtained from the issue of the SSN Bonds were allocated to the acquisition of Series A Bonds by CP Finance;
- (D) The Management Board of the Company has taken actions to obtain new financing to refinance the indebtedness of the Group, including in particular the indebtedness under the Senior Facilities Agreement and the SSN Bonds, and for other purposes, by way of execution of a new senior (term and revolving) facilities agreement with the aggregate principal amount of up to (or about) of PLN 3,000,000,000 (the “**New Senior Facilities Agreement**”);
- (E) The New Senior Facilities Agreement will provide that, in addition to Cyfrowy Polsat, some other Group companies will become parties to the New Senior Facilities Agreement as of the moment of its execution, as original borrowers and/or original guarantors, and will be able to enter into the New Senior Facilities Agreement after its execution as additional borrowers, and in this way they will be able to use the (revolving) loan on terms and conditions set forth in the New Senior Facilities Agreement; some other Group companies may also be required to enter into the New Facilities Agreement as additional guarantors;
- (F) The New Senior Facilities Agreement will provide for the creation by Cyfrowy Polsat, as well as other entities, of security interests for the repayment of the loan; a registered pledge on a collection of things and rights constituting an organizationally integral conglomerate with replaceable components, comprised in the Company's enterprise (*zbiór rzeczy i praw stanowiących organizacyjną całość o zmiennym składzie wchodzących w skład przedsiębiorstwa spółki Cyfrowy Polsat*) will constitute one of these security interests.

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

- (1) The Extraordinary General Meeting of the Company authorizes the Company to execute the pledge agreement and take all other legal and factual actions in order to establish a registered pledge on the collection of things and rights constituting an organizationally integral conglomerate with replaceable components, comprised in the Company's enterprise (*zbiór rzeczy i praw stanowiących organizacyjną całość o zmiennym składzie wchodzących w skład przedsiębiorstwa Spółki*), up to the maximum amount of the security interest being 200% of the principal amount of the given loan (or a total of the individual loans or any parallel debt established to secure the respective loans), including the inclusion in the registered pledge agreement of any and all possible enforcement methods 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), in order to secure the repayment of the obligations related to the Company's debt financing that will be granted under the New Senior Facilities Agreement, and the repayment of any other dues related to the New Senior Facilities Agreement or any other finance documents.
- (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 administrator, security agent, security trustee or in similar capacity; it may also be established to secure claims for the repayment of relevant loans directly or claims arising from any parallel debt contracted (in particular in an intercreditor agreement) for the purpose of satisfying and securing the claims for repayment of the relevant loans and other claims related to these loans.

## **§2**

### **Entry into force**

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