

**Resolution No. [...]**  
**of the Annual General Shareholders Meeting**  
**of Cyfrowy Polsat Spółka Akcyjna**  
**seated in Warsaw**  
**dated 4th July 2008**

*on the election of a Chairman of the Annual General Shareholding Meeting*

Pursuant to article 409 § 1 of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby, elects ..... as a Chairman of the Annual General Shareholders Meeting of Cyfrowy Polsat S.A.

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*on the election of the ballot committee*

Pursuant to article 7 of the Regulation of the General Shareholding Meeting, the Annual General Shareholders Meeting elects the ballot Committee that consist of:

[...]

[...]

[...]

**Resolution No. [...]**  
**of the Annual General Shareholders Meeting**  
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**seated in Warsaw**  
**dated 4th July 2008**

*on the adoption of agenda*

The Annual General Shareholders Meeting, hereby, accepts the following agenda of the Annual General Shareholders Meeting published in the Forensic and Economic State Journal dated 12<sup>th</sup> June 2008 no. 114 (2963), position 7979.

Agenda:

1. Opening of the Ordinary Shareholders Meeting.
2. Election of the Ordinary Shareholders Meeting Chairman.
3. Verification of correctness of convening the Ordinary Shareholders Meeting and its capacity to adopt binding resolutions.
4. Adoption of the Agenda of the Ordinary Shareholders Meeting.
5. Election of the Ballot Committee.
6. Presentation by the Management Board of the Directors' report on the Company's operations for the fiscal year 2007, Financial Statements of the Company for the fiscal year 2007, Directors' report on the Group's operations for the fiscal year 2007, Consolidated Financial Statements for the fiscal year 2007 and Management Board' motion on allocation of the profits achieved by Cyfrowy Polsat S.A. in the fiscal year 2007.
7. Presentation by the Supervisory Board of report from the evaluation of:
  - Directors' report on the Company's operations for the fiscal year 2007;
  - Financial Statements of the Company for the fiscal year 2007;
  - Directors' report on the Group's operations for the fiscal year 2007;
  - Consolidated Financial Statements for the fiscal year 2007; and
  - Management Board' motion on allocation of the profits achieved by Cyfrowy Polsat S.A. in the fiscal year 2007.
8. Presentation by the Supervisory Board of the assessment of the Company's condition and evaluation of the Management Board work.
9. Consideration and adoption of the resolution approving Director's report on the Company's operations for the fiscal year 2007 and Financial Statements for the fiscal year 2007.
10. Consideration and adoption of the resolution approving Director's report on the Group's operations for the fiscal year 2007 and Consolidated Financial Statements for the fiscal year 2007.
11. Consideration and adoption of the resolution approving Supervisory Board Report for 2007.
12. Adoption of the resolution approving dividend policy.
13. Adoption of the resolution approving allocation of the profits achieved by Cyfrowy Polsat S.A. In 2007 and on dividend payout.
14. Adoption of resolutions granting approval of the performance by the members of the Cyfrowy Polsat S.A. Management Board duties Turing the fiscal year 2007.
15. Adoption of resolutions granting approval of the performance by the members of the Cyfrowy Polsat S.A. Supervisory Board duties Turing the fiscal year 2007.
16. Adoption of resolutions on changes in the Supervisory Board.

17. Closing the Ordinary Shareholders Meeting.

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**seated in Warsaw**  
**dated 4th July 2008**

*on approval of the report of the Management Report on the Company's activities  
in the 2007 financial year*

After consideration of the report of the Management Board on the Company's activity during the 2007 financial year, the Annual General Shareholders Meeting, pursuant to article 395 § 2 point 1) of the Commercial Companies Code, hereby approved the report of the Management Board on the Company's activity during the 2007 financial year.

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**of the Annual General Shareholders Meeting**  
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**seated in Warsaw**  
**dated 4th July 2008**

*on approval of the financial statements for the 2007 financial year*

After consideration of the financial statements of the Company for the 2007 financial year the Annual General Shareholders Meeting, pursuant to article 395 § 2 point 1) of the Commercial Companies Code, hereby approved the financial statements for the 2007 financial year including:

- a) Balance sheet, showing the assets and liabilities sum of PLN 561,418,906.92;
- b) Profit and loss statement showing the net income of PLN 115,038,239.62;
- c) Cash flow statement showing the increase in the Cash and Cash equivalents of PLN 34,735,534.20;
- d) Statement of changes in equity showing the equity of PLN 125,444,812.35;
- e) Notes.

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dated 4th July 2008**

*on approval of the report of the Management Report on the Group's activities  
in the 2007 financial year*

After consideration of the report of the Management Board on the Company's activity during the 2007 financial year, the Annual General Shareholders Meeting, pursuant to article 395 § 2 point 1) of the Commercial Companies Code, hereby approved the report of the Management Board on the Group's activity during the 2007 financial year.

**Resolution No. [...]  
of the Annual General Shareholders Meeting  
of Cyfrowy Polsat Spółka Akcyjna  
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*on approval of the consolidated financial statements for the 2007 financial year*

After consideration of the consolidated financial statements of the Group for the 2007 financial year the Annual General Shareholders Meeting, pursuant to article 395 § 2 point 1) of the Commercial Companies Code, hereby approved the consolidated financial statements for the 2007 financial year including:

- a) Consolidated balance sheet, showing the assets and liabilities sum of PLN 595,202,761.08;
- b) Consolidated profit and loss statement showing the net income of PLN 113,422,989.48;
- c) Consolidated cash flow statement showing the increase in the Cash and Cash equivalents of PLN 41,185,494.96;
- d) Consolidated statement of changes in equity showing the equity of PLN 123,758,040.95;
- e) Notes.

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**dated 4th July 2008**

*on approval of the Supervisory Board report from its activities in 2007*

Pursuant to article 24 of the Company's Articles of Association, the Annual General Shareholders Meeting approved the Supervisory Board report from its activities in 2007.

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**seated in Warsaw**  
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*on approval of dividend policy*

The Annual General Shareholders Meeting approved the following dividend policy:

The Company is willing to assure Shareholders the participation in the Company's profits through the dividend payout.

Between 2008 and 2010 the Company will be presenting to the Annual Shareholders Meeting the proposal for the dividend payout of 33% to 66% of net income. The proposed amount will depend on the achieved profits, financial situation, existing liabilities (including restrictions coming from the loan agreements), possibility of disposition of capital reserves, valuation of the Company's perspective in the described market situation by the Management Board and Supervisory Board, as well as necessity of cash resources in the realization of the Company's superior target, which is its further development, especially through the acquisitions and new projects.

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*on division of profits achieved in 2007 and dividend payout*

Pursuant to article 395 § 2 point 2 of the Commercial Companies Code and article 24 section. b) of the Company's Article of Association, the Annual Shareholders Meeting decided:

1. That the net profit of the Company of PLN 115,038,239.62 will be divided in the following way:
  - amount of PLN 37,565,500.00 will be dedicated for the dividend payout for 2007.
  - amount of PLN 464,129.07 will be dedicated to reserve capital
  - amount of 77,008,610.55 will be dedicated to cover prior years losses
2. Dividend for 2007 will be paid in the amount of PLN 0.14 per share.

Additionally, pursuant to the article 348 § 3 of the Commercial Companies Code, the Annual Shareholders Meeting decided that:

1. the dividend date will be on 18<sup>th</sup> July 2008.
2. the dividend will be paid on 5<sup>th</sup> August 2008.

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*on granting approval of the performance by the President of Cyfrowy Polsat Management Board of his duties during the financial year*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby granted approval of the performance by the President of Cyfrowy Polsat Management Board – Dominik Libicki of his duties during the financial year 2007.

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*on granting approval of the performance by the member of Cyfrowy Polsat Management Board of his duties during the financial year*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General

Shareholders Meeting, hereby granted approval of the performance by the member of Cyfrowy Polsat Management Board – Maciej Gruber of his duties during the financial year 2007.

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*on granting approval of the performance by the member of Cyfrowy Polsat Management Board of his duties during the financial year*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby granted approval of the performance by the member of Cyfrowy Polsat Management Board – Dariuszowi Działkowskiemu of his duties during the financial year 2007.

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*on granting approval of the performance by the member of Cyfrowy Polsat Management Board of his duties during the financial year*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby granted approval of the performance by the member of Cyfrowy Polsat Management Board – Andrzejowi Matuszyńskiemu of his duties during the financial year 2007.

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*on granting approval of the performance by the Chairman of Cyfrowy Polsat Supervisory Board of his duties during the financial year 2007*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby granted approval of the performance by the Chairman of Cyfrowy Polsat Supervisory Board – Heronim Ruta of his duties during 2007.

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*on granting approval of the performance by the member of Cyfrowy Polsat Supervisory Board of her duties during the financial year 2007*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby granted approval of the performance by the Chairman of Cyfrowy Polsat Supervisory Board – Mariola Gaca of her duties during 2007.

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*on granting approval of the performance by the member of Cyfrowy Polsat Supervisory Board of his duties during the financial year 2007*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby granted approval of the performance by the Chairman of Cyfrowy Polsat Supervisory Board – Zdzisław Gaca of his duties during 2007.

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*on granting approval of the performance by the member of Cyfrowy Polsat Supervisory Board of her duties during the financial year 2007*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby granted approval of the performance by the Chairman of Cyfrowy Polsat Supervisory Board – Anna Kwaśnik of her duties during 2007.

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*on granting approval of the performance by the member of Cyfrowy Polsat Supervisory Board of his duties during the financial year 2007*

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Shareholders Meeting, hereby granted approval of the performance by the Chairman of Cyfrowy Polsat Supervisory Board – Andrzej Papis of his duties during 2007.

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*on changes in the Supervisory Board*

Pursuant to article 385 § 1 of the Commercial Companies Code and article 24 point d) of the Company's Article of Association, the Annual General Shareholders Meeting hereby decided to call off the following member from the Supervisory Board:

- [...]

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*on changes in the Supervisory Board*

Pursuant to article 385 § 1 of the Commercial Companies Code and article 24 point d) of the Company's Article of Association, the Annual General Shareholders Meeting hereby decided nominate the following member to the Supervisory Board:

- [...]