

Resolution No. [...]
of the Extraordinary Shareholders Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 4 November 2008
on the election of a Chairman of the Extraordinary Shareholding Meeting

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

Resolution No. [...]
of the Extraordinary Shareholders Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 4 November 2008
on the adoption of agenda

The Extraordinary Shareholders Meeting, hereby, accepts the following agenda of the Extraordinary Shareholders Meeting published in the Forensic and Economic State Journal dated 8 September 2008 no. 175, position 11609.

Agenda:

1. Opening of the meeting.
2. Election of the Chairman of the Extraordinary Shareholders Meeting.
3. Verification of correctness of convening the Ordinary Shareholders Meeting and its capacity to adopt binding resolutions.
4. Adoption of the Agenda of the Extraordinary Shareholders Meeting.
5. Election of the Ballot Committee.
6. Management Board presentation of material details of the merger plan with Praga Business Park Sp. z o.o. seated in Warsaw
7. Consideration and adoption of the resolution on the merger with Praga Business Park Sp. z o.o. seated in Warsaw.
8. Closing the Extraordinary Shareholders Meeting.

Resolution No. [...]
of the Extraordinary Shareholders Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 4 November 2008
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 Extraordinary Shareholders Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 4 November 2008
on a merger with Praga Business Park Sp. z o.o.

§ 1

Acting pursuant to Art. 506 of the Commercial Companies Code Act, the Extraordinary Meeting of Shareholders of Cyfrowy Polsat S.A. with registered office in Warsaw ("the Acquiring Company") hereby resolves to merge, pursuant to Art. 492 § 1 point 1) of the Commercial Companies Code Act, the Acquiring Company with the company trading as Praga Business Park Sp. z o.o. with registered office in Warsaw, entered into the into the National Court Register of the register of entrepreneurs of the District Court for the Metropolitan City of Warsaw, Department 12 of Corporate Law and the National Court Register under entry No. KRS 0000252905 (herein referred to as "the Acquired Company"), through a transfer of all the assets of the Acquired Company onto the Acquiring Company.

§ 2

The Extraordinary Meeting of Shareholders of the Acquiring Company resolves the merger of the Acquiring Company with the Acquired Company shall be effected pursuant to Art. 515 § 1 and 516 § 6 of the Commercial Companies Code Act, without increasing the share capital of the Acquiring Company and without amending the Articles of Association pursuant to the rules set forth in the merger plan dated 28 August 2008 as published in the Forensic and Economic State Journal No. 175, comprising an appendix to the resolution herein.

§ 3

The Extraordinary Meeting of Shareholders of the Acquiring Company grants its consent to the Merger Plan constituting an appendix to the resolution herein.

MERGER PLAN

Agreed to on 28 August 2008 by and between:

Cyfrowy Polsat S.A. with its seat in Warsaw, ul. Łubinowa 4a, entered into the National Court Register of the register of entrepreneurs of the District Court for the Metropolitan City of Warsaw, Department 13 of the Corporate Law and National Court Register under entry No. KRS 0000010078, with fully paid-up capital of PLN 10 733 000 (hereinafter referred to as: „the Acquiring Company”),

and

„Praga Business Park Sp. z o.o. with its seat in Warsaw, ul. Łubinowa 4a, entered into the National Court Register of the register of entrepreneurs of the District Court for the Metropolitan City of Warsaw, Department 13 of Corporate Law and the National Court Register under entry No. KRS 0000252905, with fully paid-up capital of PLN 1 600 000 (hereinafter also referred to as: „the Acquired Company.”).

Acting pursuant to Art. 498 and Art. 499 of the Commercial Companies Code Act of 15th September 2000, the Acquiring Company and the Acquired Company agree to the following Merger Plan:

1. Type, company and registration address of the Companies

1.1. The Acquiring Company:

Company: Cyfrowy Polsat Spółka Akcyjna

Type: joint-stock company, a public company pursuant to the law dated 29 July 2005 on public issue and conditions of floatation of financial instruments into public trading and on public companies

Registered office: Warsaw

Registrar: the District Court for the Metropolitan City of Warsaw, 13 Entrepreneurs' Department of KRS

KRS entry: 0000010078

1.2. The Acquired Company:

Company: Praga Business Park Sp. z o.o.

Type: limited liability company

Registered office: Warsaw

Registrar: the District Court for the Metropolitan City of Warsaw, 13 Entrepreneurs' Department of KRS

KRS entry: 0000252905

2. Merger method

- 2.1. The merger shall be conducted pursuant to the procedure set forth in Art. 492 § 1 point 1) in connection with Art. 516 § 6 of the Commercial Companies Code and shall be effected by transfer of all assets of the Acquired Company onto the Acquiring Company – as the only partner of the Acquired Company. Whereas the Acquiring Company is the sole shareholder in the Acquired Company, pursuant to Art. 515 § 1 of the Commercial Companies Code, the merger shall take place without increasing the share capital of the Acquiring Company.

3. Rights granted by the Acquiring Company

No rights are to be granted by the Acquiring Company to any persons as set forth in Art. 499 § 1 point 5) of the Commercial Companies Code.

4. Particular advantages

No particular advantages are to be granted to the members of the merging Companies and other persons participating in the merger as set forth in Art. 499 § 1 point 6) of the Commercial Companies Code.

The following have been attached the Merger Plan herein pursuant to Art. 499 § 2 of Commercial Companies Code:

1. Draft Resolution of a Resolution of the General Shareholders' Meeting on the merger of the Companies;

2. Draft Resolution of a Resolution of the General Shareholders' Meeting of the Acquired Company on the merger of the Companies;
3. Assessment of the equity of the Acquired Company as at 31 July 2008;
4. Declaration about accounting books of the Acquiring Company as at 31 July 2008;
5. Declaration about accounting books of the Acquired Company as at 31 July 2008.

In reference to the fact that the merger shall be effected pursuant to Art. 515 § 1 of the Commercial Companies Code, i.e. without an increase in the share capital of the Acquiring Company and the merger does not result in occurrence of circumstances resulting in a need for amendments in the Articles of Association of the Acquiring Company in reference to the merger of the Companies the Articles of Association of the Acquiring Company shall not be amended. As a result the requirement set forth in Art. 499 § 2 point 2) of the Commercial Companies Code, regarding addition to the merger plan a draft of amendments to the Articles of Association of the Acquiring Company does not apply.

This merger plan has been executed in four counterparts.