

CYFROWY POLSAT S.A.

Report of the Supervisory Board for the period from January 1, 2018 to December 31, 2018

Warsaw, May 27, 2019



N E T I A

Fulfilling its obligations under the Commercial Companies Code (the "CCC"), the Best Practices of WSE Listed Companies 2016 ("Best Practices 2016") as well as the Articles of Association and the By-Laws of the Supervisory Board of Cyfrowy Polsat SA, the Supervisory Board of Cyfrowy Polsat S.A. (hereinafter the "Company" or "Cyfrowy Polsat") presents to the Annual General Meeting of the Company's Shareholders a report for the period from January 1, 2018 to December 31, 2018 which includes:

- I. the Supervisory Board's report on its activities in the financial year 2018 (II.Z.10.2. Best Practices 2016), including:
 - an assessment of the existence of any relations or circumstances which could affect the ability of a given Supervisory Board Member to meet the criteria of independence (II.Z.6 Best Practices 2016)
 - an assessment of the Company's standing, including an assessment of the internal control, risk management and compliance systems, and the internal audit function (II.Z.10.1. Best Practices 2016),
 - an assessment of the Company's compliance with information disclosure obligations regarding the observance of corporate governance principles defined in the Warsaw Stock Exchange Rules and in the regulations governing the provision of current and periodical information by issuers of securities ((II.Z.10.3. Best Practices 2016),
 - an assessment of the rationality of the Company's policy in the areas of sponsoring, charity and other activities of similar nature (II.Z.10.4. Best Practices 2016);
- II. the report on the results of the assessment of the Company's financial statements for the financial year 2018, the Management Board's report on the Company's activities in the financial year 2018, as well as the motion of the Company's Management Board regarding the distribution of the Company's net profit for the financial year 2018 (art. 382 § 3 CCC).

I. REPORT OF THE SUPERVISORY BOARD ON ITS ACTIVITIES IN THE FINANCIAL YEAR 2018

1. Composition of the Supervisory Board

From January 1, 2018 to June 28, 2018 the Supervisory Board comprised the following members:

- Mr. Marek Kapuściński – Chairman of the Supervisory Board,
- Mr. Józef Birka - Member of the Supervisory Board,
- Mr. Robert Gwiazdowski – Independent Member of the Supervisory Board,
- Mr. Aleksander Myszka – Member of the Supervisory Board,
- Mr. Leszek Reksa – Independent Member of the Supervisory Board,
- Mr. Tomasz Szelaĝ – Member of the Supervisory Board.

On June 28, 2018, the Annual General Meeting appointed the Supervisory Board, for a new term of office, in the following composition:

- Mr. Marek Kapuściński – Chairman of the Supervisory Board,
- Mr. Józef Birka - Member of the Supervisory Board,
- Mr. Robert Gwiazdowski – Independent Member of the Supervisory Board,
- Mr. Aleksander Myszka – Member of the Supervisory Board,
- Mr. Leszek Reksa – Independent Member of the Supervisory Board,
- Mr. Tomasz Szelaĝ – Member of the Supervisory Board,
- Mr. Piotr Źak. – Member of the Supervisory Board.

Until December 31, 2018, the composition of the Supervisory Board was shaped as described above.

Assessment of the existence of any relations or circumstances which could affect a given Supervisory Board's Member ability to meet the criteria of independence

Based on submitted declarations, the Supervisory Board confirmed that the below listed Supervisory Board Members met the criteria of independence:

- Mr. Robert Gwiazdowski,
- Mr. Leszek Reksa.

The above constitutes the fulfillment of the rule II.Z.3 of the Best Practices 2016, according to which at least two Members of the Supervisory Board meet the criteria of independence from the Company as well as from entities that are substantially related to the Company.

In the Supervisory Board's opinion, Mr. Robert Gwiazdowski and Mr. Leszek Reksa meet the criteria of independence mentioned in Annex II to the European Commission Recommendation 2005/162/WE dated February 15, 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board. Moreover, according to the information obtained by the Supervisory Board, neither Mr. Robert Gwiazdowski, nor Mr. Leszek Reksa are employed by the Company, or by any of its subsidiaries or related parties, and they are not bound by any agreements of similar nature with any of these parties. According to the Supervisory Board's knowledge, Mr. Robert Gwiazdowski or Mr. Leszek Reksa have no actual or significant relations with any shareholder of the Company who is entitled to at least 5% of the total number of votes in the Company.

In the face of the above, the Supervisory Board has concluded that there exist no relations or circumstances which could affect the fulfillment of the criteria of independence by the above mentioned Supervisory Board Members.

2. Composition of the Supervisory Board Committees

In 2018 the Audit Committee and the Remuneration Committee functioned as part of the Supervisory Board.

As at January 1, 2018, the composition of the Audit Committee was as follows:

- Mr. Robert Gwiazdowski – Chairman of the Audit Committee,
- Mr. Leszek Reksa – Audit Committee Member,
- Mr. Tomasz Szeląg – Audit Committee Member.

On June 28, 2018, the Supervisory Board, which was appointed for a new term of office, appointed the Audit Committee in the same composition.

As at January 1, 2018, the composition of the Remuneration Committee was as follows:

- Mr. Tomasz Szeląg - Audit Committee Member.

On June 28, 2018, the Supervisory Board, which was appointed for a new term of office, appointed to the Remuneration Committee the following persons:

- Mr. Marek Kapuściński – Chairman of the Remuneration Committee,
- Mr. Tomasz Szeląg – Member of the Remuneration Committee.

3. Scope of activities of the Supervisory Board and the Supervisory Board Committees

In 2018 the Supervisory Board acted on the basis of the Commercial Companies Code as well as the Company's Articles of Association and the Supervisory Board By-Laws dated December 3, 2007, later replaced with the Supervisory Board By-Laws dated March 16, 2018.

In 2018 the Supervisory Board held 5 meetings and in addition adopted resolutions in the mode stipulated by art. 22, section 3 of the Company's Articles of Association and § 5, section 4 of the Supervisory Board By-Laws, i.e. by means of direct

remote communication. At the Supervisory Board's invitation, the meetings were attended by Management Board Members who presented issues related to the Company's current business as well as organizational and legal matters.

In 2018 the Supervisory Board exercised permanent supervision over the Company's operations in all areas of its activities.

Acting pursuant to art. 19, section 3, letter h) of the Company's Articles of Association, the Supervisory Board repeatedly expressed its consent for the Company to incur liabilities with a value exceeding PLN 10,000,000 (ten million), for, among others, the following purposes:

- placing orders for the purchase of services required for the Company's operations, in particular with its strategic partners such as providers of conditional access or satellite capacity services,
- concluding contracts for airing commercials and for sponsoring activities,
- entering into or amending conditions of license agreements related to broadcasting of programs constituting part of Cyfrowy Polsat's offer,
- purchasing equipment for end-users,
- purchasing real estate property located in Warsaw at 4 Utrata Street, and
- entering into an agreement for a bank guarantee facility.

Furthermore, the Supervisory Board expressed its consent to approve changes to the Senior Facilities Agreement dated September 21, 2015 as well as to conclude and execute an agreement amending the above mentioned Senior Facilities Agreement.

Acting pursuant to art. 19 section 4 of the Company's Articles of Association, due to the necessity to adjust the Company's internal regulations to the requirements of the Act of May 11, 2017 on statutory auditors, audit firms and public oversight, the Supervisory Board adopted the new Supervisory Board By-Laws (which replaced the Supervisory Board By-Laws which had been adopted with the resolution No. 01/03/12/2007 dated December 3, 2007) and the Audit Committee By-Laws.

Acting pursuant to art. 19 section 3 letter c) of the Company's Articles of Association, the Supervisory Board approved the Budget of the Polsat S.A. Capital Group for 2018-2023, as prepared by the Management Board.

The Supervisory Board expressed its consent to the purchase of shares of Netshare Media Group Sp. z o.o.

Acting pursuant to art. 19, section 2 letter g) of the Company's Articles of Association, the Company's Supervisory Board granted to the Management Board Members the annual bonuses in recognition of their involvement and contribution to the Company's development in 2017.

Acting pursuant to art. 19, section 3, letter f) of the Company's Articles of Association, the Supervisory Board expressed its consent several times regarding the appointment or dismissal of members of corporate authorities of the Company's subsidiaries.

Acting pursuant to art. 14, section 4 of the Company's Articles of Association, the Supervisory Board set out the division of responsibilities between the members of the Company's Management Board.

Acting pursuant to art. 19, section 3, letter b) of the Company's Articles of Association, upon becoming acquainted with the draft resolutions of the General Meetings of the Company's Shareholders in 2018, the Supervisory Board positively reviewed these draft resolutions and filed for their adoption by the General Meeting.

Acting pursuant to art. 382 § 3 of the Commercial Companies Code, art. 19, section 2, letters a) and b) of the Company's Articles of Association and the principle contained in point II.Z.10 of the Best Practices 2016, the Supervisory Board approved the report on its activities in the financial year 2017, which included in particular the results of the assessment of the Management Board's report on the Company's operations in the financial year 2017, the Company's financial statements for the financial year 2017, and the Management Board's motion concerning the distribution of the profit generated by the Company in the financial year 2017.

In 2018, the Supervisory Board recommended that the Annual General Meeting approve the financial statements for the financial year 2017 and grant a vote of approval for the performance of their duties in 2017 to the Members of the Management Board.

Following an analysis, the Supervisory Board issued a positive opinion on the Management Board's motion regarding the distribution of net profit earned by the Company in the financial year 2017 in the amount of PLN 605,963,020.33 (six hundred five million nine hundred sixty three thousand twenty zloty and thirty three grosz) by allocating it in its entirety to the reserve capital.

Acting pursuant art. 19, section 2, letter h) o the Company's Articles of Association, upon having acquainted itself with the recommendations of the Management Board and the Audit Committee, the Company's Supervisory Board appointed Ernst & Young Audyt Polska Spółka z ograniczoną odpowiedzialnością sp. k., with its seat in Warsaw, to conduct the audit of the financial statements of the Company and the consolidated financial statements of Cyfrowy Polsat Group for the financial years 2018-2019.

In 2018, the Supervisory Board conducted no controls or investigations and did not suspend any Members of the Management Board of the Company.

Activities of the Audit Committee

The basic tasks of the Audit Committee include supporting the Supervisory Board in the fulfillment of its duties, in particular in the field of correctness and efficiency of functioning of internal controls in the Company as well as supervising the integrity of financial information presented by the Company. In 2018, the Audit Committee held 5 meetings with the participation of the Management Board Member responsible for finance (CFO) and the Director of the Audit and Internal Control Division. In the course of its work in 2018, the Audit Committee:

- reviewed both, the Company's and Cyfrowy Polsat Group's interim reports, as well as positively assessed the correctness and the compliance of the accounting principles followed by the Company,
- presented its recommendation to the Supervisory Board regarding the appointment of a certified auditor, his remuneration and terms of contract. The Audit Committee recommended that the Supervisory Board appoints Ernst & Young Audyt Polska Spółka z ograniczoną odpowiedzialnością sp.k. as the party authorized to perform the audit of the stand-alone financial statements of Cyfrowy Polsat S.A. as well as the consolidated financial statements of Cyfrowy Polsat Group for the financial years 2018-2019,
- assessed the internal control and risk management systems,
- monitored the works of the Company's Audit and Internal Control Division,
- positively evaluated the progress of the works on the implementation of the compliance rules in the Group,
- monitored the risks resulting from the tax controls conducted in the Group's companies,
- pursuant to art. 130 section 1 items 2) and 4) of the Act of May 11, 2017 on statutory auditors, audit firms and public supervision, the Audit Committee consented that the audit firm Ernst & Young Audyt Polska Spółka z ograniczoną odpowiedzialnością sp.k. performed the review of the interim stand-alone financial statements of Cyfrowy Polsat S.A. as well as the consolidated financial statements of Cyfrowy Polsat Group for the six-month periods ended June 30, 2018 and June 30, 2019 (services required by law other than a statutory audit).

Activities of the Remuneration Committee

The Remuneration Committee advises the Supervisory Board on the overall remuneration policy in Cyfrowy Polsat Group and provides recommendations regarding the appointment of Management Board Members, the terms and conditions of remuneration and the amounts of bonuses for Management Board Members. In 2018, the Remuneration Committee prepared the recommendation for the Supervisory Board regarding the bonuses for Management Board Members for 2017.

Bearing in mind the above, in the opinion of the Supervisory Board, during the reporting period the Supervisory Board fulfilled, properly and efficiently, its statutory obligations involving constant supervision of overall operations of the Company. The Supervisory Board also confirms that its Members fulfilled their roles in a professional and reliable manner, while acting with due diligence, including by being actively involved in the works of the Supervisory Board and of its standing Committees.

Assessment of the Company's standing, including the assessment of its internal control, risk management and compliance systems as well as its internal audit function

Assessment of the standing of the Company and of Cyfrowy Polsat Capital Group

The Supervisory Board became acquainted with and analyzed in detail all the major operating indicators, as well as the financial results achieved by the Company and by Cyfrowy Polsat Group in 2018. The Supervisory Board concluded that in 2018 the Company and its subsidiaries consistently pursued the adopted strategy, which included the maximization of revenue from contract customers by upselling additional products and services to the combined customer base of Cyfrowy Polsat and its subsidiaries, Polkomtel Sp. z o.o. and Netia S.A.

In the segment of services provided to individual and business customers the total number of active revenue generating units (RGUs) amounted to 16.9¹ million at the end of 2018. The share of contract services in the total number of services provided by the Group has been growing systematically and at the end of the fourth quarter of 2018 it reached the level of 84%, which guarantees higher stability of revenues in the future as well as higher customer loyalty. The Group's integrated offer, i.e. the smartDOM program which enjoys high interest among customers and is being successively developed, is yet another factor strengthening customer loyalty and positively contributing to average revenue per customer. At the end of 2018, there were already 1.8 million members of the program who used a total of 5.4 million services.

In 2018 the broadcasting and TV production segment recorded very good operating results. The segment was characterized by a growing audience share of Cyfrowy Polsat Group's channels, which were the leading channels on the market, accompanied by very dynamic growth of advertising revenue, which was faster than the market average. What is more, in June 2018, Cyfrowy Polsat Group finalized the acquisition of television channels from Eleven Sports Group and the Superstacja channel, thanks to which it strengthened its position in competition with international and domestic players on the media market.

Solid operational performance translated into very good financial results: stable and diversified revenue, mainly generated from recurrent contract services, and very high EBITDA margin, distinctly above the market average. In 2018, Cyfrowy Polsat Group recorded PLN 10.7 billion in revenue, which when coupled with effective cost control enabled the Company to maintain its EBITDA at a high level of PLN 3.7 billion. In 2018, Cyfrowy Polsat Group generated free cash flow at the level of PLN 1.5 billion.

In the opinion of the Supervisory Board, the acquisition of the controlling blocks of shares of Netia S.A. and Eleven Sports Network Polska Sp. z o.o., finalized in 2018, are consistent with a long-term strategy of the Group's development. The acquisition of Netia's assets, that is an extensive fixed-line infrastructure of new generation and attractive residential and business customer base, enabled the Company not only to create a fully convergent and unique offer, but also to enter with this offer a new market of big agglomerations, which had been so far inaccessible to Cyfrowy Polsat Group. Moreover, the acquisition of a majority stake in Eleven Sport Network Sp. z o.o., a company which owns broadcasting rights to attractive sports programs and manages premium sports channels which are dynamically developing on the Polish market, strengthened the Group's position in the area of offered content.

In light of the above, the Supervisory Board positively assessed the standing of the Company and of Cyfrowy Polsat Group, both from operating and financial points of view as well as the prospects for development in the coming quarters.

Assessment of the Company's internal control, risk management and compliance systems as well as its internal audit function

An internal control system operates in the Company, the effectiveness of which is the responsibility of the Management Board. The internal control system covers the Company's major operational processes which require control mechanisms for monitoring and mitigating risks which are material for the Company, including the process of preparing the financial statements and interim reports prepared and published based on the Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014, on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies as well as the Ordinance of the Minister of Finance of 29 March 2018, regarding current and periodic information published by

¹ Please note that the operational indicators do not include operational results of Netia Group over which Cyfrowy Polsat Group took control effective May 22, 2018. Due to the fact that Netia S.A. is a company listed publicly on the Warsaw Stock Exchange in Warsaw, its detailed operational and financial results are continuously available at: inwestor.netia.pl.

issuers of securities and the conditions for recognizing equivalence of information required under non-member states regulations.

The basic task of the internal control system is to assure the accomplishment of business goals by the Company. The Company has an organizational structure, which is updated on on-going basis. The reporting paths, the responsibilities and the levels of authorization (the rights) are clearly defined in that structure, which constitutes an additional tool for the neutralization of material risks associated with the conducted business activities. In the Supervisory Board's opinion, the internal control system and critical risk management, as well as the internal audit function are of satisfactory quality.

Just like in the past years, the Company's Audit and Internal Control Division, in cooperation with the audit firm carrying out statutory audits, carried out an overall audit of functioning of the key components of the internal control system present in the Company. The results of this audit were presented to the Management Board and to the Audit Committee. Upon becoming acquainted with the report prepared by the Director of Audit and Internal Control Division and by the Management Board, as well as upon having read the Audit Committee's opinion, which assessed the functioning of internal control and risk management systems and the internal audit function, the Supervisory Board issued a positive opinion on the effectiveness of functioning of the above systems and functions.

A centralized compliance system does not function in the Company. Nonetheless, the Supervisory Board is of the opinion that there exists satisfactory control of compliance of the Company's operations in various fields with the valid law, including the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation), which is in force since May 25, 2018. The above mentioned compliance control is regulated by the Company's internal regulations and is effectuated at the level of individual organizational units responsible for respective areas of operations.

4. Assessment of the Company's compliance with information disclosure obligations related to implementation of corporate governance principles defined in the WSE Rules, as well as in other regulations concerning current and periodic information disclosure by issuers of securities

In the Supervisory Board's opinion, in 2018 the Company demonstrated reliable and due compliance with information disclosure obligations related to the implementation of the principles of corporate governance as defined in the WSE Rules, as well as in other regulations concerning current and periodic information disclosure by issuers of securities.

In particular, pursuant to § 70, item 6. 5) of the Ordinance of the Minister of Finance of March 29, 2018 regarding current and periodic information published by issuers of securities and the conditions for recognizing equivalence of information required under non-member states regulations, the report on the activities of the Company in the financial year ended December 31, 2018 contains a statement confirming the observance of corporate governance rules, which forms a separate section of the report. In the Supervisory Board's opinion, the disclosures found in the statement are complete and exhaustive and they reflect the actual state of affairs.

Furthermore, pursuant to § 49b of the Accounting Act of September 29, 1994 (as amended), the Company has published the first non-financial report of Cyfrowy Polsat S.A. Capital Group, describing activities in 2018. The publication has been prepared based on the international Global Reporting Initiative standard in Core option.

5. Assessment of the rationality of the Company's policy in the areas of sponsoring, charity or other similar activities

The Company has not adopted an official policy governing sponsoring and charity activities. Nonetheless, both the Company, and members of Cyfrowy Polsat Group embark on numerous activities of such a nature, mainly in three areas: protection of children health and life, ensuring safety as well as support and promotion of sports.

The activities which the Company and its subsidiaries conducted in 2018 included the following:

- involvement in numerous initiatives aimed at the protection of children life and health as well as support for people in need who face the risk of marginalization (social or economic), carried out in cooperation with public benefit organizations, mainly Polsat Foundation,

- charity projects implemented as part of corporate volunteering activities, targeted on providing material and financial support to people in need, executed in cooperation with, among others, Polsat Foundation and Przyjaciółka Foundation,
- involvement in actions promoting safety by providing financial support for rescue units (TOPR, GOPR, WOPR and MOPR – mountain rescue units and lifeguard service) and cooperation with such units as a technological partner in educational projects and in projects promoting safety (emergency numbers, "Help" application). Year 2018 saw a 15th anniversary of Plus's cooperation with rescue units and lifeguard service,
- support and promotion of the Polish sport: sponsoring activities targeted on support for athletes, celebrating the 20th anniversary and continuing successful cooperation of Plus network with the Polish Volleyball Association, cooperation with the Polish Volleyball League, Plus's engagement in The Piotr Nurowski's Running Festival and The Final of Athletic Thursdays as well as presenting to Polish fans sport events of the highest global level in Polsat channels, which hold leading positions in the rankings of most frequently watched sports programs.
- educational and technological projects executed in cooperation with Copernicus Science Center in Warsaw – Polkomtel Sp. z o.o. is the Center's supporting partner and an exclusive partner of Family Workshops, and since Autumn 2017 it has ensured Wi-Fi connectivity in the building and in the Discovery Park.

The Supervisory Board views the charity and sponsoring activities conducted by the Company and its subsidiaries in 2018 as rational and beneficial for society. These activities offer direct financial or material support for persons, especially ill and disabled children and children in need. Through sponsoring and promotion of sport, the Group disseminates good attitudes and promotes healthy life style and spending free time with your families, while cooperation with rescue units provides them with technological support and translates into improved safety of Poles, among others during holidays in the mountains and at the water. In the opinion of the Supervisory Board, such an attitude strengthens positive relations between the organization and its customers, partners, suppliers and social environment.

II. ASSESSMENT OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2018, THE REPORT OF THE MANAGEMENT BOARD ON THE COMPANY'S ACTIVITIES IN THE YEAR 2018 AS WELL AS THE MANAGEMENT BOARD'S MOTION REGARDING THE DISTRIBUTION OF PROFIT GENERATED BY THE COMPANY IN THE FINANCIAL YEAR 2018

Acting by virtue of art. 382 §3 CCC and art. 19 section 2 letter a) of the Company's Articles of Association, in connection with art. 395 §2 CCC, the Company's Supervisory Board has assessed:

- the stand-alone financial statements of Cyfrowy Polsat S.A. for the financial year ended December 31, 2018,
- the Management Board's Report of Operations of Cyfrowy Polsat S.A. for the financial year ended December 31, 2018,
- the motion of the Company's Management Board regarding the distribution of profit generated by the Company in the financial year ended December 31, 2018.

Upon having analyzed the auditor's report of the audit of the Company's financial statements for the financial year 2018, the opinion of the Audit Committee, as well as upon having assessed the auditor's report, the Supervisory Board has concluded that the Company's financial statements for the financial year 2018 have been prepared on the basis of properly kept accounts and that they comply, in terms of form and content, with valid regulations, presenting a true and fair view of all information essential from the point of view of assessment of the profitability and the financial results for the period subject to audit, as well as of the Company's property and financial standing as of December 31, 2018. Moreover, the Supervisory Board has stated that the Company's financial statements for the financial year 2018 comply with the accounts and the Company's documents as well as the factual circumstances. In the face of the above, the Supervisory Board has positively assessed the Company's financial statements for the financial year 2018.

Based on the presented financial statements, the Company's financial results were as follows:

- net profit in the income statement for the period from January 1, 2018 to December 31, 2018: **PLN 488.5 million**,
- total comprehensive income shown in the total comprehensive income statement for the period from January 1, 2018 to December 31, 2018: **PLN 487.8 million**,
- total assets and total equity and liabilities in the balance sheet as at December 31, 2018: **PLN 13,833.6 million**,
- net increase in cash and cash equivalents in the cash flow statement for the period from January 1, 2018 to December 31, 2018: **PLN 228.4 million**,
- increase in equity in the statement of changes in equity for the period from January 1, 2018 to December 31, 2018: **PLN 248.7 million**.

Upon having analyzed and assessed the Management Board's report on the Company's activities in 2018, the Supervisory Board states that the above mentioned report is consistent with the Company's accounts and documents and with the factual circumstances. In the Supervisory Board's opinion, information presented in the above mentioned document presents a true and reliable view of the Company's operating results and its property and financial standing. In the face of the above, the Supervisory Board has positively assessed and accepted the Management Board's report on the Company's activities in the year 2018.

The Supervisory Board familiarized itself with the Management Board's motion regarding the distribution of the Company's net profit for the financial year 2018 which included:

- the allocation of the entire net profit earned by the Company in the financial year ended December 31, 2018, amounting to PLN 488,520,113.73 (say: four hundred eighty eight million five hundred twenty thousand one hundred thirteen zlotys and seventy three grosze), for distribution as dividends to the shareholders of the Company, and
- the allocation of the amount of PLN 106,257,681.15 (say: one hundred six million two hundred fifty seven thousand six hundred eighty one zlotys and fifteen grosze) from the reserve capital for distribution as dividends to the shareholders of the Company.

The total amount of the recommended dividends to the shareholders of the Company amounts to PLN 594,777,794.88 (say: five hundred ninety four million seven hundred seventy seven thousand seven hundred ninety four zlotys and eighty eight grosze), i.e., PLN 0.93 (say: ninety three grosze) per share.

The Supervisory Board has assessed that the aforesaid motion is compliant with the dividend policy adopted by the Company and has issued a positive opinion on it.

The Supervisory Board recommends that the General Meeting:

- approves the stand-alone financial statements of Cyfrowy Polsat S.A. for the financial year ended December 31, 2018 and the Management Board's report on the activities of Cyfrowy Polsat S.A. for the financial year ended December 31, 2018,
- adopts a resolution regarding the distribution of the Company's net profit for the financial year ended December 31, 2018 in line with the motion of the Company's Management Board,
- grants votes of approval to the following Management Board Members on account of performance of their duties in the year ended 31 December 2018:
 - Mr. Tobias Solorz, President of the Management Board in the year 2018,
 - Mr. Dariusz Działkowski, Management Board Member in the year 2018,
 - Mr. Tomasz Gillner-Gorywoda, Management Board Member in the year 2018,
 - Ms. Aneta Jaskólska, Management Board Member in the year 2018,
 - Ms. Agnieszka Odorowicz, Management Board Member in the year 2018,
 - Mr. Maciej Stec, Management Board Member in the year 2018,
 - Ms. Katarzyna Ostap-Tomann, Management Board Member in the year 2018.

Concurrently, the Supervisory Board of Cyfrowy Polsat S.A. would like to ask the Company's General Meeting to approve the Supervisory Board's report on its activities in the period from January 1, 2018 to December 31, 2018 and to grant all Supervisory Board Members a vote of approval on account of performance of their duties in the year 2018.

Marek Kapuściński
Supervisory Board Chairman

Józef Birka
Supervisory Board Member

Robert Gwiazdowski
Supervisory Board Member

Aleksander Myszka
Supervisory Board Member

Leszek Reksa
Supervisory Board Member

Tomasz Szelağ
Supervisory Board Member

Piotr Źak
Supervisory Board Member

Warsaw, May 27, 2019