

**ARTICLES OF ASSOCIATION  
OF CYFROWY POLSAT S.A.  
SEATED IN WARSAW**

(consolidated text considering amendments implemented on 19 May 2011, adopted by the resolution 1/31/05/2011 of the Supervisory Board based on the authorization granted in the resolution no 23 of the Annual General Shareholders Meeting of the Company dated May 19, 2011)

**CHAPTER I**

**General provisions**

Art. 1

The persons arriving are the founders of a joint-stock company, herein referred to as the Company

Art. 2

1. The business name of the Company is: Cyfrowy Polsat Spółka Akcyjna
2. The Company may also use its abbreviated name: Cyfrowy Polsat S.A. and its distinctive logo.

Art. 3

The registered office for the Company is in Warsaw.

Art. 4

The Company conducts its activity on the territory of the Republic of Poland and abroad.

Art. 5

The Company may establish branches as well as other organizational entities, incorporate companies, join already existing companies and other business organizations

Art. 6

The term of the Company is unlimited.

**CHAPTER II**

**The object of the Company**

Art. 7

The object of the Company is:

1. Radio and television business;
2. telecom business;
3. Data processing;
4. database business;
5. IT business;
6. call center services;
7. arts and literary business;
8. entertainment business;

9. film, audio and video recordings, production and distribution, purchase and sale of copyrights;
10. advertising business;
11. printing business;
12. electrical equipment installation, repair and maintenance services;
13. radio and television transmitter installation, repair and maintenance services;
14. construction business;
15. real estate management;
16. real estate development, purchase, sale, rental and management;
17. telecom, television and radio equipment and machinery production;
18. electrical and electronic equipment production;
19. Rental of other machines and equipment;
20. loading, storing and warehousing of goods;
21. trade business (wholesale and retail), commission sale;
22. performance of research and technical analysis;
23. research and development activities within technical sciences;
24. holding business;
25. business and management advisory services;
26. financial services;
27. financial mediation;
28. bookkeeping service;
29. payroll and personnel services;
30. economic and financial consulting services.

An activity for which a concession or permit is required shall be undertaken by the Company after such concession or permit has been obtained.

### **CHAPTER III**

#### **Share capital. Shares**

##### Art. 8

Share capital of the Company amounts to 13,934,113.44 (thirteen million nine hundred thirty four thousand one hundred and thirteen 44/100) zlotys, and is divided into 348,352,836 (three hundred forty eight million three hundred fifty two thousand eight hundred and thirty six) shares of face value of four groszy (0.04 zlotys) each, including:

1. 2,500,000 (two million five hundred thousand) registered shares series A, privileged as to the voting rights, identified by the numbers A No. 1 - 2,500,000. Each A series share gives a right to two (2) votes in a General Meeting.
2. 2,500,000 (two million five hundred thousand) registered shares series B, privileged as to the voting rights identified by the numbers B No. 1 - 2,500,000. Each B series share gives a right to two (2) votes in a General Meeting.
3. 7,500,000 (seven million five hundred thousand) registered shares series C, privileged as to the voting rights identified by the numbers C No. 1 - 7,500,000. Each C series share gives a right to two (2) votes in a General Meeting.
4. 175,000,000 (one hundred seventy five million) shares series D, identified by the numbers D No. 1 - 175,000,000 including:
  - a) 166,917,501 (one hundred sixty six million nine hundred seventeen thousand five hundred and one) registered shares, privileged as to the voting rights in a manner that each of the shares entitles to two (2) votes in a General Meeting identified by the numbers D No. 1 - 166,917,501,
  - b) 8,082,499 (eight million eighty two thousand four hundred and ninety nine) bearer shares identified by the numbers D No. 166,917,502 - 175,000,000.

5. 75,000,000 (seventy five million) ordinary, bearer shares series E identified by the numbers E No. 1 - 75,000,000.
6. 5,825,000 (five million eight hundred twenty five thousand) ordinary, bearer shares series F identified by the numbers F No. 1 - 5,825,000.
7. 80,027,836 (eighty million twenty seven thousand eight hundred and thirty six) bearer shares identified by the numbers H No. 1 – 80,027,836.

Art. 9

The Shares shall be paid up at 1/4 (one fourth) of their face value before the Company registration, and the remainder in installments and dates indicated in a resolution of the General Meeting.

Art. 10

1. Conversion of shares from registered into bearer shares is done upon the motion of a shareholder.
2. The possibility of conversion of the bearer shares into registered shares is excluded.

Art. 11

1. The share capital may be increased:
  - a) through new shares issue,
  - b) through share face value increase.
2. Company shares are issued in series marked with subsequent letters of the alphabet.
3. A decrease of the share capital may be effected through:
  - a) a decrease in the share face value,
  - b) redemption of a part of shares, or
  - c) share consolidation.

Art. 12

1. Shares may be redeemed pursuant to a resolution of the General Meeting in the case of:
  - a) resolving to decrease the share capital,
  - b) purchase of own shares by the Company.
2. Redemption of shares requires a decrease in the share capital of the Company.
3. Shares may be redeemed upon a shareholder's request.
4. The repayment of redeemed shares shall be made according to the book value. In the case a the company being a listed one, the repayment price is determined as an average share price of the Company for the 30 previous days prior the resolution of the General Meeting regarding the redemption.

**CHAPTER IV**

**Authorities of the Company**

Art. 13

The authorities of the Company's are:

- I. The Management Board
- II. The Supervisory Board
- III. The General Meeting of Shareholders

**I. THE MANAGEMENT BOARD**

Art. 14

1. The Management Board conducts the Company's daily business under the lead of the President of the Board and represents it in external relations.
2. All matters related to the business of the Company, not restricted by the law or the Articles of Association to the competence of the Supervisory Board or the General Meeting are within the scope the business of the Board.
3. A detailed procedure for the conduct of the Board of the Company is set out by the Regulations of the Board, adopted by the Board and approved by the Supervisory Board.

#### Art. 15

1. The Management Board shall be composed of one (1) member, including the President of the Board.
2. The Supervisory Board appointing members of the Board sets out their number.
3. The term of the First Board is two years. The term of each subsequent Board is three years. The term of the Board is a joint one.
4. Members of the Board may be dismissed at any time by the Supervisory Board, not preventing them from forwarding claims resulting from their employment agreements.
5. In a case of equal number of votes upon passing resolution by the Board, the President's vote shall be the decisive one.

#### Art. 16

The following are entitled to issue statements on behalf on the Company:

- in the case of one person board - the President of the Board acting solely,
- in the case of group board - the President of the Board acting solely, two members of the Board acting jointly, or a member of the board acting jointly with a proxy.

#### Art. 17

All the members of the Board must grant their consent to establishment of a proxy.  
Each member of the Board may revoke the power of proxy.

#### Art. 18

The Supervisory Board is authorized to enter into agreements with members of the Board on behalf of the Company.

## II. THE SUPERVISORY BOARD

#### Art. 19

1. The Supervisory Board exercises permanent supervision over the Company's activities in all areas. Within their supervisory competence, the Supervisory Board may claim any information or document regarding the activities of the Company.
2. Competencies of the Supervisory Board include matters set out by the commercial companies code, in particular:
  - a) audit of financial statements both with regards to its compliance with the books and documents and the factual state, audit of interim and annual reports of the Board, and motions of the Board regarding appropriation of profits and covering for the losses and forwarding a written report on results of the audits to the General Meeting,
  - b) creating, once a year, and present before the Annual General Meeting a concise evaluation of the situation of the Company, considering the evaluation of the internal control system, and the system for managing risks relevant for the Company,
  - c) appointing members of the Board
  - d) delegating members of the Supervisory Board to temporarily perform functions of the members of the Board who are unable to perform their duties,
  - e) suspending particular or all members of the Board for material reasons,
  - f) approving the regulations of the Board,

- g) establishment of rules of setting remuneration for the members of the Board,
  - h) appointment of the auditors of the financial statements of the Company,
  - i) granting consent to disburse a down-payment toward a future dividend to shareholders.
3. Moreover, the following matters belong the competencies of the Supervisory Board:
- a) creation and presentation of evaluation of the work of the Board before the Annual General Meeting,
  - b) discussion and issuing an opinion regarding matters to be subject of resolutions of the General Meeting,
  - c) approval of annual and long-term programs of activities of the Company developed by the Board,
  - d) determination of the level of remuneration for the members of the Supervisory Board delegated to temporary performance of duties of a member of the Board,
  - e) granting consent for participation in other companies,
  - f) granting consent for appointing, dismissing and suspending members of authorities of the subsidiaries,
  - g) granting consent for entering into a material agreement by the Company with a related party,
  - h) granting consent for the Company to perform activities resulting in incurring liabilities with exception of:
    - (i) activities anticipated in the annual plan of activities for the Company approved by the Supervisory Board, or
    - (ii) activities resulting in incurring liabilities up to the amount of 10,000,000 zlotys (ten million zlotys), including granting guarantees and issuing and guaranteeing bills of exchange, performed in the course of daily business, including the business of pay television and MVNO.
- h) issuing, upon a request of the Board, opinions on all matters relevant for the Company.
4. A detailed procedure of proceedings of the Supervisory Board, including the regulations of activities of particular committees in its composition, is set out by the Regulations of the Supervisory Board set out by them.

#### Art. 20

1. The Supervisory Board comprises from five to nine members including the Chairman of the Supervisory Board.
2. The General Meeting, prior to election of members of the Supervisory Board for a new term, determines the number of members the Supervisory Board.
3. The Supervisory Board, in a secret ballot, elects the Chairman of the Supervisory Board from among its members.
4. The term of the Supervisory Board is three years and is performed jointly.

#### Art. 20a

In the period in which the shares of the Company shall be subject to public trade on a regulated market as set out in the Law dated 29 July 2005 on trade in financial instruments, the Supervisory Board may comprise two members meeting the criteria of an independent member of the Supervisory Board, set out in the rules governing the regulated market on which the shares of the Company are traded.

#### Art. 21

1. Meetings of the Supervisory Board are held at least once a quarter.
2. The Chairman of the Supervisory Board, or a member of the Supervisory Board indicated by the Chairman convenes meetings of the Supervisory Board. The meetings of the Supervisory Board are chaired by the Chairman, or in the case of their absence by a member of the Supervisory Board appointed by the Chairman in writing, or another member of the Supervisory Board appointed by the members present in the meeting.
3. Moreover, the Chairman convenes meetings of the Supervisory Board upon a motion of a member of the Board, or a member of the Supervisory Board or upon a motion of shareholders representing at least 1/10

(one tenth) of the share capital. Meetings of the Supervisory Board shall be convened at the latest within 14 days of submitting a written motion to the Chairman.

#### Art. 22

1. Resolutions of the Supervisory Board are adopted by majority of votes cast. In the case equal number of votes the Chairman's vote is decisive.
2. For the validity of resolutions of the Supervisory Board inviting all the members of the Supervisory Board is required, and also presence of at least half of the composition of the Board.
3. Resolutions of the Supervisory Board may be adopted by means of remote direct communication, and moreover, a member of the Board may cast their vote in writing through another member of the Supervisory Board.

#### Art. 23

Members of the Supervisory Board exercise their rights and duties personally.

### III. GENERAL MEETING

#### Art. 24

The General Meeting of Shareholders takes decisions limited to matters set out in the commercial companies code and in the Articles of Association herein.

The following matters, in particular, require a resolution of the General Meeting:

- a) discussion and approval of the report of the Board and the Supervisory Board, financial statements for the previous year,
- b) decision regarding appropriation of profits or covering for a loss,
- c) approval of duties of the Supervisory Board and the Board,
- d) appointment and revocation of members the Supervisory Board and determination of their remuneration, with observation of provisions of 19,
- e) amendments to the Articles of Association of the Company,
- f) change to the business of the Company,
- g) increase or decrease in the share capital,
- h) merger or transformation of the Company,
- i) dissolution or liquidation of the Company,
- j) share issue,
- k) sale or lease of the entity and assignment of usufruct rights and sale of factory premises for the Company,
- l) purchase of real estate or equipment for the Company, serving for permanent usufruct for a price exceeding by 1/5 (one fifth) the paid-up share capital if the purchase takes place within two years of the Company's registration,
- m) all provisions regarding claims for compensation for damage caused upon establishment of the Company, or exercise of management or supervision.
- n) other issues set out by the provisions of the commercial companies code.

#### Art. 25

1. The General Meeting of Shareholders holds its meetings as ordinary or extraordinary.
2. Annual General Meeting shall take place no later than six month after conclusion of the fiscal year of the Company.
3. The Extraordinary General Meeting is convened in cases set out in the Articles of Association herein, and when bodies or persons authorized to convene General Meetings deem it advisable.

#### Art. 26

General Meetings are held in the Company's registered office.

Art. 27

1. Resolutions adopted by the General Meeting are legally binding regardless of the number of Shareholders present in the Meeting and the number of shares they represent.
2. Shareholders may take part in the General Meeting personally or through representatives.
3. Members of the Supervisory Board and the Board participate in proceedings of the General Meeting.

Art. 28

1. Resolutions of the General Meeting are normally adopted by regular majority of votes cast, unless the provisions of the Commercial Companies Code or the Articles of Association set out stricter conditions.
2. With observation of provisions of art. 417 § 4 of the Commercial Companies Code a change of business of the Company may be executed without a share buyback.
3. In cases, when the balance sheet presented by the Board indicates a loss in excess of reserve and surplus capitals, and 1/3 (one third) of the share capital (art. 397 of Commercial Companies Code) a resolution regarding dissolution of the Company shall be passed with 2/3 (two thirds) of votes cast.

Art. 29

Proceedings of the General Meeting are open by the Chairman of the Supervisory Board or a person indicated by them. Next the Meeting elects a Chairman of the Meeting, who takes over the management of the proceedings and appoints a secretary, whose task is to prepare a list of attendance with indication of shares held by each participant and the number of votes they are entitled to. The attendance list signed by the Chairman of the Meeting shall be made available during the proceedings.

ACCOUNTS OF THE COMPANY

Art. 30

The fiscal year corresponds to a calendar year.

Art. 31

The first fiscal year of the Company ends on 31 December 1996.

Art. 32

The Board of the Company is obligated to prepare, within three months of end of a fiscal year, and present before the Supervisory Board an annual financial statements and a detailed written report on the activities of the Company in the period.

Art. 33

The Company creates following capitals and funds:

- a) Share Capital,
- b) Reserve Capital,
- c) other capitals and funds set out by the provisions of law.

Art. 34

The net profit of the Company may be appropriated in particular to:

1. reserve capital,
2. other capitals and funds set out by the provisions of law,
3. dividend for shareholders,
4. other purposes set out in a resolution of the General Meeting.

Art. 35

1. Dividend date and the dividend payment date are set by the Annual General Meeting of Company.
2. The Management Board is authorized to disburse a down-payment towards the future dividend expected at the end of the fiscal year to shareholders.

FINAL PROVISIONS

Art. 36

To all matters, which are not regulated by these Articles of Association, the provisions of the Commercial Companies Code shall apply.

Art. 37

1. The share of votes in the General Meeting of foreign persons and subsidiaries of foreign persons, as set out by the Commercial Companies Code, shall not exceed 49 %.
2. Members of the Board of the Company and the Supervisory Board of the Company must be, in their majority, Polish persons residing permanently in Poland.
3. The limitations set out in section 1 do not apply to foreign persons whose registered office or place of residence is with the member state of the European Commercial Area.