

Draft resolutions of the Annual General Meeting

To item 2 of the agenda:

**Resolution No. 1
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
on the appointment of the Chairman of the Annual General Meeting**

§ 1

Appointment of the Chairman

The Annual General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [•] as the Chairman of the Annual General Meeting of the Company.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

To item 4 of the agenda:

**Resolution No. 2
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
regarding the appointment of the Ballot Committee**

**§ 1
Appointment of the Ballot Committee**

The Annual General Meeting of Cyfrowy Polsat S.A. (the “Company”) hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 3
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
regarding the appointment of the Ballot Committee**

**§ 1
Appointment of the Ballot Committee**

The Annual General Meeting of Cyfrowy Polsat S.A. (the “Company”) hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 4
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
regarding the appointment of the Ballot Committee**

**§ 1
Appointment of the Ballot Committee**

The Annual General Meeting of Cyfrowy Polsat S.A. (the “Company”) hereby appoints Ms./Mr. [●] to the Ballot Committee.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 4 of the agenda:

**Resolution No. 5
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
regarding the adoption of the agenda**

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

**§ 1
Adoption of the agenda**

The agenda of the Annual General Meeting is hereby adopted with the following wording:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Making an attendance list, validation of correctness of convening the Annual General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda of the Annual General Meeting.
6. Management Board's presentation of the Management Board's Report on the Company's activities in the financial year 2011, the Company's annual financial statements for the financial year 2011, Management Board's Report on activities of Cyfrowy Polsat Capital Group in the financial year 2011, annual consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year 2011.
7. The Supervisory Board's presentation of its statement concerning the evaluation of:
 - a) the Management Board's Report on the Company's activities in the financial year 2011;
 - b) the Company's financial statements for the financial year 2011; and
 - c) the Management Board's motion regarding the distribution of profit generated in the financial year 2011.
8. The Supervisory Board's presentation of the evaluation of the Company's standing and the Management Board's activities.
9. Consideration and adoption of a resolution approving the Management Board's Report on the Company's activities in the financial year 2011.
10. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2011.

11. Consideration and adoption of a resolution approving the Management Board's Report on activities of the capital group of the Company in the financial year 2011.
12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2011.
13. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2011.
14. Consideration and adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2011.
15. Consideration and adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2011.
16. Adoption of a resolution on distribution of profit for the financial year 2011.
17. Adoption of a resolution determining the number of members of the Supervisory Board and resolutions regarding appointment of members of the Supervisory Board for a new term.
18. Adoption of a resolution regarding amendments to the Articles of Association of the Company and granting an authorization to the Supervisory Board to adopt a consolidated text of the Articles of Association of the Company.

Wording to date:

“Art. 27 sec. 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.”

Proposed wording:

“Art. 27 sec. 1

The General Meeting shall be valid if attended by shareholders representing jointly more than 50% of the total number of votes in the Company.”

19. Closing the Annual General Meeting.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

To item 9 of the agenda:

**Resolution No. 6
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
approving the Management Board's Report on the Company's activities in the financial
year 2011**

**§1
Approving the Management Board's Report on the Company's activities in the financial
year 2011**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24 section. a) of the Company's Article of Association, after consideration of the Management Board's Report on Company's activities in the financial year 2011 presented by the Management Board, the Annual General Meeting hereby approves the Management Board's Report on Company's activities in the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 10 of the agenda:

**Resolution No. 7
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
approving the Company's annual financial statements for the financial year 2011**

§1

Approving the Company's annual financial statements for the financial year 2011

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24 section. a) of the Company's Article of Association, after consideration of the annual financial statements for the financial year ended December 31, 2011, the Annual General Meeting hereby approves the annual financial statements for the financial year ended December 31, 2011, including:

- a) balance sheet, showing the assets and liabilities sum of PLN 5,774,580 thousand;
- b) profit and loss statement showing the net income of PLN 156,093 thousand;
- c) statement of comprehensive income showing a total comprehensive income of PLN 160,851 thousand;
- d) cash flow statement showing a decrease in the cash and cash equivalents of PLN 12,458 thousand;
- e) statement of changes in equity showing an increase in the equity of PLN 1,444,040 thousand;
- f) supplementary information.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

To item 11 of the agenda:

**Resolution No. 8
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012**

**approving the Management Board's Report on the Company Group's activities in the
financial year 2011**

§1

**Approving the Management Board's Report on the Company Group's activities in the
financial year 2011**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the financial year 2011 the Annual General Meeting hereby approves the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the financial year 2011.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

To item 12 of the agenda:

**Resolution No. 9
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
approving the Company Group's consolidated annual financial statements for the
financial year 2011**

§1

**Approving the Company Group's consolidated annual financial statements for the
financial year 2011**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the annual consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year ended December 31, 2011 the Annual General Meeting hereby approves the annual consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year ended December 31, 2011, including:

- a) consolidated balance sheet, showing the assets and liabilities sum PLN 5,325,168 thousand;
- b) consolidated profit and loss statement showing the net income of PLN 160,190 thousand;
- c) consolidated statement of comprehensive income showing a total comprehensive income of PLN 169,801 thousand;
- d) consolidated cash flow statement showing an increase in the cash and cash equivalents of PLN 247,724 thousand;
- e) consolidated statement of changes in equity showing an increase in the equity of PLN 1,468,105 thousand;
- f) supplementary information.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

To item 13 of the agenda:

**Resolution No. 10
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
approving the Supervisory Board's Report for the financial year 2011**

**§1
Approving the Supervisory Board's Report for the financial year 2011**

Pursuant to article 24 lit. a) of the Company's Articles of Association, the Annual General Meeting approves the Supervisory Board report from its activities in the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 14 of the agenda:

**Resolution No. 11
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Dominik Libicki**

**§1
Granting a vote of approval to Dominik Libicki**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the President of Cyfrowy Polsat Management Board – Dominik Libicki of his duties during the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 12
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Dariusz Działkowski**

**§1
Granting a vote of approval to Dariusz Działkowski**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Dariusz Działkowski of his duties during the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 13
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Tomasz Szeląg**

**§1
Granting a vote of approval to Tomasz Szeląg**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Tomasz Szeląg of his duties during the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 14
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Aneta Jaskólska**

**§1
Granting a vote of approval to Aneta Jaskólska**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Aneta Jaskólska of her duties during the period from July 13, 2011 to December 31, 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 15 of the agenda:

**Resolution No. 15
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Robert Gwiazdowski**

**§1
Granting a vote of approval to Robert Gwiazdowski**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board - Robert Gwiazdowski, of his duties during the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 16
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Andrzej Papis**

**§1
Granting a vote of approval to Andrzej Papis**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Andrzej Papis, of his duties during the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 17
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Leszek Reksa**

**§1
Granting a vote of approval to Leszek Reksa**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Leszek Reksa, of his duties during the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 18
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Heronim Ruta**

**§1
Granting a vote of approval to Heronim Ruta**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Supervisory Board – Heronim Ruta, of his duties during the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 19
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
granting a vote of approval to Zygmunt Solorz-Żak**

**§1
Granting a vote of approval to Zygmunt Solorz-Żak**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24 letter c of the Company's Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Chairman of Cyfrowy Polsat Supervisory Board – Zygmunt Solorz-Żak, of his duties during the financial year 2011.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

To item 16 of the agenda:

**Resolution No. 20
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
on distribution of profit for the financial year 2011**

**§1
Distribution of profit for the financial year 2011**

Pursuant to article 395 § 2 point 2 of the Commercial Companies Code and article 24 section b), and taking the economic situation of the Company into account, the Annual General Meeting decides to distribute the profit for the financial year 2011 in the amount of PLN 156,092,789.88 as follows:

- PLN 140,979,430.60 for the reserve capital
- PLN 15,113,359.28 to cover losses from previous years, being losses of the companies acquired by the Company, i.e. M.Punkt Holdings Ltd., mPunkt Polska S.A. and mTel Sp. z o.o.

**§ 2
Entry into force**

The Resolution shall enter into force on the date of its adoption.

The justification for the draft resolution No. 20:

The Management Board of the Company justifies its recommendation by the necessity not to pay the dividend from the profit for the financial year 2011 and to allocate the remaining, after covering the losses from previous years, amount of profit for the financial year 2011 to the reserve capital. The distribution of profit, explained in the proposed resolution draft, is justified by one of the strategic objectives of the Company, which is lowering the Company's indebtedness, arisen due to the acquisition of Telewizja Polsat by Cyfrowy Polsat S.A.

Consistent reduction of the level of the Company's debt and thereby reduction of the net debt/EBITDA ratio, according to the loan agreements will reduce interest charges and thus will have a positive impact on the Company's financial standing in future periods.

In accordance with provisions of the loan agreements, the Management Board of the Company can consider the payment of dividend when net debt/EBITDA ratio is less than 2x.

To item 17 of the agenda:

**Resolution No. 21
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
on determination of the number of members of the Supervisory Board**

§1

Determination of the number of members of the Supervisory Board

Pursuant to article 385 § 1 of the Commercial Companies Code and article 20 point 1 and 2 of the Company's Articles of Association, due to expiry of the term of the Members of the Supervisory Board, the Annual General Meeting of Cyfrowy Polsat S.A. (the "**Company**") hereby decides, that the Supervisory Board of the new term will consist of 5 (five) of members.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 22
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
on appointment of Member of the Supervisory Board**

§1

Appointment of Member of the Supervisory Board

Pursuant to article 385 § 1 of the Commercial Companies Code and article 24 point d) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. (the "**Company**") hereby decides to appoint _____ to the position of Member of to the Supervisory Board for a new term.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 23
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
on appointment of members of the Supervisory Board**

§1

Appointment of Member of the Supervisory Board

Pursuant to article 385 § 1 of the Commercial Companies Code and article 24 point d) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. (the "**Company**") hereby decides to appoint _____ to the position of Member of to the Supervisory Board for a new term.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 24
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
on appointment of members of the Supervisory Board**

§1

Appointment of Member of the Supervisory Board

Pursuant to article 385 § 1 of the Commercial Companies Code and article 24 point d) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. (the "**Company**") hereby decides to appoint _____ to the position of Member of to the Supervisory Board for a new term.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 25
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
on appointment of members of the Supervisory Board**

§1

Appointment of Member of the Supervisory Board

Pursuant to article 385 § 1 of the Commercial Companies Code and article 24 point d) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. (the "**Company**") hereby decides to appoint _____ to the position of Member of to the Supervisory Board for a new term.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 26
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012
on appointment of members of the Supervisory Board**

§1

Appointment of Member of the Supervisory Board

Pursuant to article 385 § 1 of the Commercial Companies Code and article 24 point d) of the Company's Articles of Association, the Annual General Meeting of Cyfrowy Polsat S.A. (the "**Company**") hereby decides to appoint _____ to the position of Member of to the Supervisory Board for a new term.

§ 2

Entry into force

The Resolution shall enter into force on the date of its adoption.

The justification for the draft resolutions No. 21-26:

Adoption of the resolutions regarding appointment of members of the Supervisory Board for a new term results from the provisions of article 386 § 2 of the Commercial Companies Code in conjunction with article 369 § 4 CCC, according to which the term of duty of the members of the Supervisory Board expire the latest on the day of the Annual General Meeting approving the financial statement for the last full financial year of their duties. The last full financial year of the duties of the current Members of the Supervisory Board was the year 2011. Pursuant to article 385 § 1 of the Commercial Companies Code and article 20 point 1 and 2 of the Company's Articles of Association, adoption of resolutions on appointment of the Supervisory Board members must be preceded by a resolution determining the number of members of the Supervisory Board for the new term.

To item 18 of the agenda:

**Resolution No. 27
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated June 5, 2012**
**regarding amendments to the Articles of Association and granting an authorization to the
Supervisory Board to adopt a consolidated text of the Articles of Association of the Company**

Pursuant to Article 430 § 1 of the Code of Commercial Companies and Article 24 letter e) of the Company's Articles of Association the Annual General Meeting of Cyfrowy Polsat S.A. (the „**Company**”) hereby resolves as follows:

§ 1

It is hereby resolved to amend the existing wording of Article 27 sec. 1 of the Articles of Association of the Company and replace it with the following wording:

“Art. 27 sec. 1

The General Meeting shall be valid if attended by shareholders representing jointly more than 50% of the total number of votes in the Company.”

§2

The Supervisory Board is authorized to adopt a consolidated text of the Articles of Association of the Company incorporating the amendment introduced by this Resolution and to make necessary editorial amendments including the corrections of the numeration of points in the art. 19 sec. 3 of the Articles of Association of the Company.

§3

This resolution shall become effective at the moment of its adoption.