

POWER OF ATTORNEY FORM
for
ANNUAL GENERAL MEETING of
CYFROWY POLSAT S.A. with registered office in Warsaw
convened on June 5, 2012

I/We, the undersigned shareholder(s)/representative(s) of a shareholder of Cyfrowy Polsat S.A. with registered office in Warsaw (hereinafter „**the Company**”) hereby declare that:

..... (name and surname/company of the shareholder) (hereinafter „**the Shareholder**”) holds (number:) shares in the Company,

and hereby grant the power of attorney to:

(i)

Mr./Ms....., holder ofNo.,

or

(ii)

..... (name of entity), with registered office in address

to represent the Shareholder in the Annual General Meeting of the Company convened on June 5, 2012, at 11:00 a.m. in Warsaw at 4a Łubinowa Street, 03-878 Warsaw, and in particular to participate, speak in the Annual General Meeting, vote on behalf of the Shareholder and to perform any other activities relating to the Annual General Meeting according to the voting instructions found below / according to the proxy’s will (*delete the unwanted option*).

signature

Name and surname:

.....

Company:

.....

Position:

.....

Address:

.....

signature

Name and surname:

.....

Company:

.....

Position:

.....

Address:

.....

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE (draft resolution No. 3 – Attachment No. 3)			
<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE
(draft resolution No. 4– Attachment No. 4)**

In favour

Number of shares:

Against
 **Objection and
request for its
inclusion in the
minutes**

Number of shares:

**Abstain from
voting**

Number of shares:

**At the discretion
of the proxy**

Number of shares:

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 9 OF THE AGENDA – APPROVING THE MANAGEMENT BOARD’S
REPORT ON THE COMPANY’S ACTIVITIES IN THE FINANCIAL YEAR 2011**

(draft resolution No. 6– Attachment No. 6)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 10 OF THE AGENDA – APPROVING THE COMPANY’S ANNUAL
FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2011
(draft resolution No. 7 – Attachment No. 7)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 11 OF THE AGENDA - APPROVING THE MANAGEMENT BOARD'S
REPORT ON CYFROWY POLSAT CAPITAL GROUP'S ACTIVITIES IN THE
FINANCIAL YEAR 2011**

(draft resolution No. 8 – Attachment No. 8)

In favour

Number of shares:

Against
 **Objection and
request for its
inclusion in the
minutes**

Number of shares:

**Abstain from
voting**

Number of shares:

**At the discretion
of the proxy**

Number of shares:

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 12 OF THE AGENDA - APPROVING THE CYFROWY POLSAT CAPITAL
GROUP'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL
YEAR 2011**

(draft resolution No. 9 – Attachment No. 9)

In favour

Number of shares:

Against
 **Objection and
request for its
inclusion in the
minutes**

Number of shares:

**Abstain from
voting**

Number of shares:

**At the discretion
of the proxy**

Number of shares:

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 14 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO DOMINIK
LIBICKI FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2011**

(draft resolution No. 11 – Attachment No. 11)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 14 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO DARIUSZ
DZIAŁKOWSKI FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2011
(draft resolution No. 12 – Attachment No. 12)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 14 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO ANETA
JASKÓLSKA FOR THE PERFORMANCE OF HER DUTIES IN THE YEAR 2011
(draft resolution No. 14 – Attachment No. 14)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH
REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO ROBERT
GWIAZDOWSKI FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2011
(draft resolution No. 15 – Attachment No. 15)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO LESZEK
REKSA FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2011**

(draft resolution No. 17 – Attachment No. 17)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO HERONIM
RUTA FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2011**

(draft resolution No. 18 – Attachment No. 18)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 15 OF THE AGENDA - GRANTING A VOTE OF APPROVAL TO ZYGMUNT
SOLORZ-ŻAK FOR THE PERFORMANCE OF HIS DUTIES IN THE YEAR 2011
(draft resolution No. 19 – Attachment No. 19)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 16 OF THE AGENDA - DISTRIBUTION OF PROFIT FOR THE FINANCIAL
YEAR 2011**

(draft resolution No. 20 – Attachment No. 20)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 17 OF THE AGENDA – DETERMINATION OF THE NUMBER OF
MEMBERS OF THE SUPERVISORY BOARD**

(draft resolution No. 21 – Attachment No. 21)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 17 OF THE AGENDA – APPOINTMENT OF A MEMBER OF THE
SUPERVISORY BOARD FOR A NEW TERM**

(draft resolution No. 22 – Attachment No. 22)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED OFFICE IN WARSAW CONVENED ON JUNE 5, 2012

<p>ITEM 17 OF THE AGENDA – APPOINTMENT OF A MEMBER OF THE SUPERVISORY BOARD FOR A NEW TERM</p> <p>(draft resolution No. 23 – Attachment No. 23)</p>			
<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other			

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 17 OF THE AGENDA – APPOINTMENT OF A MEMBER OF THE
SUPERVISORY BOARD FOR A NEW TERM**

(draft resolution No. 24 – Attachment No. 24)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 17 OF THE AGENDA – APPOINTMENT OF A MEMBER OF THE
SUPERVISORY BOARD FOR A NEW TERM**

(draft resolution No. 26 – Attachment No. 26)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE
ANNUAL GENERAL MEETING OF CYFROWY POLSAT S.A. WITH REGISTERED
OFFICE IN WARSAW CONVENED ON JUNE 5, 2012**

**ITEM 18 OF THE AGENDA – RESOLUTION REGARDING AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

(draft resolution No. 27 – Attachment No. 27)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against <input type="checkbox"/> Objection and request for its inclusion in the minutes	<input type="checkbox"/> Abstain from voting	<input type="checkbox"/> At the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other

Attachment No. 1
draft

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.

Attachment No. 2
draft

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.

Attachment No. 3
draft

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.

Attachment No. 4
draft

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.

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.

Attachment No. 6
draft

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.

Attachment No. 7
draft

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.

Attachment No. 8
draft

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.

Attachment No. 9
draft

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.

Attachment No. 10
draft

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.

Attachment No.11
draft

**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 for the performance of his duties
in the year 2011**

**§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.

Attachment No. 12
draft

**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 for the performance of his duties
in the year 2011**

**§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.

Attachment No. 13
draft

**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 for the performance of his duties
in the year 2011**

**§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.

Attachment No. 14
draft

**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 for the performance of her duties
in the year 2011**

**§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.

Attachment No. 15
draft

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.

Attachment No. 16
draft

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.

Attachment No. 17
draft

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.

Attachment No. 18
draft

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.

Attachment No. 19
draft

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.

Attachment No. 20
draft

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.

Attachment No. 21
draft

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.

Attachment No. 22
draft

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.

Attachment No. 23
draft

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.

Attachment No. 24
draft

**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.

Attachment No. 25
draft

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.

Attachment No. 26
draft

**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.

Attachment No. 27
draft

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.