

**POWER OF ATTORNEY FORM**  
**for**  
**EXTRAORDINARY GENERAL MEETING of**  
**CYFROWY POLSAT S.A. with registered office in Warsaw**  
**convened on December 4, 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 of ..... No. ....,

or

(ii)

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

to represent the Shareholder in the Extraordinary General Meeting of the Company convened on December 4, 2012, at 11:00 a.m. in Warsaw at 4a Łubinowa Street, 03-878 Warsaw, and in particular to participate, speak in the Extraordinary General Meeting, vote on behalf of the Shareholder and to perform any other activities relating to the Extraordinary 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  
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH  
REGISTERED OFFICE IN WARSAW CONVENED ON DECEMBER 4, 2012**

## ITEM 2 OF THE AGENDA – APPOINTMENT OF THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING

**(Draft resolution No.1 – Attachment No. 1)**

<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  
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH  
REGISTERED OFFICE IN WARSAW CONVENED ON DECEMBER 4, 2012**

**ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE  
(Draft resolution No. 2 – Attachment No. 2)**

☐ **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  
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH  
REGISTERED OFFICE IN WARSAW CONVENED ON DECEMBER 4, 2012**

**ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE**

**(Draft resolution No. 3 – Attachment No. 3)**

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

☐ **Other**

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE  
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH  
REGISTERED OFFICE IN WARSAW CONVENED ON DECEMBER 4, 2012**

## ITEM 4 OF THE AGENDA – APPOINTMENT OF THE BALLOT COMMITTEE

**(Draft resolution No. 4– Attachment No. 4)**

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

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE  
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH  
REGISTERED OFFICE IN WARSAW CONVENED ON DECEMBER 4, 2012**

## ITEM 5 OF THE AGENDA – ADOPTION OF THE AGENDA

**(Draft resolution No. 5– Attachment No. 5)**

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

**INSTRUCTION ON EXECUTION OF THE VOTING RIGHTS BY A PROXY IN THE  
EXTRAORDINARY GENERAL MEETING OF CYFROWY POLSAT S.A. WITH  
REGISTERED OFFICE IN WARSAW CONVENED ON DECEMBER 4, 2012**

**1. ITEM 6 OF THE AGENDA – ADOPTION OF RESOLUTION REGARDING THE MERGER OF CYFROWY POLSAT S.A. AND CYFROWY POLSAT TECHNOLOGY SP. Z O.O. SEATED IN WARSAW.**

**(Draft resolution No. 6– Attachment No. 6)**

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

*Attachment No. 1*  
*draft*

To item 2 of the agenda:

**Resolution No. 1**  
**of the Extraordinary General Meeting**  
**of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw**  
**dated December 4, 2012**  
**on the appointment of the Chairman of the Extraordinary General Meeting**

**§ 1**

**Appointment of the Chairman**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [•] as the Chairman of the Extraordinary 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 Extraordinary General Meeting**  
**of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw**  
**dated December 4, 2012**  
**regarding the appointment of the Ballot Committee**

**§ 1**  
**Appointment of the Ballot Committee**

The Extraordinary 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 Extraordinary General Meeting**  
**of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw**  
**dated December 4, 2012**  
**regarding the appointment of the Ballot Committee**

**§ 1**  
**Appointment of the Ballot Committee**

The Extraordinary 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 Extraordinary General Meeting**  
**of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw**  
**dated December 4, 2012**  
**regarding the appointment of the Ballot Committee**

**§ 1**  
**Appointment of the Ballot Committee**

The Extraordinary 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. 5*  
*draft*

To item 5 of the agenda:

**Resolution No. 5**  
**of the Extraordinary General Meeting**  
**of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw**  
**dated December 4, 2012**  
**regarding the adoption of the agenda**

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

**§ 1**  
**Adoption of the agenda**

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

2. Opening of the Extraordinary General Meeting.
3. Election of the Chairman of the Extraordinary General Meeting.
4. Making an attendance list, validation of correctness of convening the Extraordinary General Meeting and its ability to adopt binding resolutions.
5. Appointment of the Ballot Committee.
6. Adoption of the agenda.
7. Adoption of resolution regarding the merger of Cyfrowy Polsat S.A. and Cyfrowy Polsat Technology Sp. z o.o. seated in Warsaw.
8. Closing the Extraordinary General Meeting.

**§ 2**  
**Entry into force**

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

To item 6 of the agenda:

**Resolution No. 6**  
**of the Extraordinary General Meeting**  
**of Cyfrowy Polsat Spółka Akcyjna, seated in Warsaw**  
**dated December 4, 2012**  
**on the merger of Cyfrowy Polsat S.A. with Cyfrowy Polsat Technology Sp. z o.o. seated**  
**in Warsaw**

**§ 1**

Acting on the basis art. 506 § 492 of the Commercial Companies Code (the "CCC"), the Extraordinary General Meeting of Shareholders of Cyfrowy Polsat S.A. (the "**Taking-over Company**") hereby decides on the merger of the Taking-over Company with the company of Cyfrowy Polsat Technology Sp. z o.o. (limited liability company) seated in Warsaw, entered in the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000008837 (the "**Acquired Company**"), to be executed pursuant to art. 492 § 1 item 1 of the CCC, this is by transferring all the assets of the Acquired Company to the Taking-over Company (being the sole shareholder in the Acquired Company) and subsequent dissolution of the Acquired Company without its liquidation.

**§ 2**

The Extraordinary General Meeting of Shareholders of the Taking-over Company furthermore decides that the merger of the Taking-over Company with the Acquired Company shall be carried out in the manner set forth in art. 515 § 1 of the CCC, this is without increasing the share capital of the Taking-over Company as well as without amending its Articles of Association, following the rules provided for in the merger plan as agreed between the management boards of the Taking-over Company and the Acquired Company on 19 October 2012 and subsequently announced on October 25, 2012 in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy) No. 208, item 13971 (the "**Merger Plan**"), attached to this Resolution.

**§3**

Because the Taking-over Company is the sole shareholder in the Acquired Company, the merger shall be performed in a simplified procedure according to art. 516 § 6 of the CCC, with certain restrictions resulting from the fact that the Taking-over Company is a public company.

**§4**

The Extraordinary General Meeting of Shareholders of the Taking-over Company hereby approves the Merger Plan as attached to this Resolution.

**§5**

The Company's Management Board shall be authorized to undertake any actions necessary to complete the procedure of merger between the Taking-over Company and the Acquired Company.