

Draft resolutions

Resolution No. 1
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on the election of the Chairman of the Annual General Meeting

The Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna shall adopt the following:

§ 1

Mr./Ms has been hereby elected as the Chairman of this Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 2
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on election of the Ballot Committee

The Ordinary General Meeting of Cyfrowy Polsat Spółka Akcyjna shall adopt the following:

§ 1

The Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna hereby elect Mr./Ms to the Ballot Committee.

§ 2

The resolution comes into force on the date of adoption.

**Resolution No. 3
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on election of the Ballot Committee**

The Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna shall adopt the following:

§ 1

The Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna hereby elect Mr./Ms
..... to the Ballot Committee.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 4
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on election of the Ballot Committee

The Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna shall adopt the following:

§ 1

The Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna hereby elect Mr./Ms
..... to the Ballot Committee.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 5
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on approval of agenda of the
Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna

The Annual General Meeting of Cyfrowy Polsat Spółka Akcyjna shall adopt the following:

§ 1

The following agenda has been approved for this Annual General Meeting:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. 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.
6. Management Board's presentation of Management Board's Report on Company's activities in the fiscal year 2009, Company's financial statements for the fiscal year 2009, Management Board's Report on Cyfrowy Polsat Capital Group's activities in the fiscal year 2009, consolidated financial statements of Cyfrowy Polsat Capital Group in the fiscal year 2009 and Management Board's motion regarding allocation of the Company's profits for the fiscal year 2009
7. .The Supervisory Board's presentation of statement on evaluation of:
 - a) Management Board's Report on Company's activities in the fiscal year 2009;
 - b) Company's financial statements for the fiscal year 2009; and
 - c) Management Board's motion regarding allocation of the Company's profits for the fiscal year of 2009.
8. The Supervisory Board's presentation of the evaluation of Company's standing and Management Board's activities.
9. Consideration and adoption of a resolution regarding approval of the Management Board's Report Company's activities in the fiscal year 2009.
10. Consideration and adoption of a resolution regarding approval of the Company's financial statements for the fiscal year 2009.
11. Consideration and adoption of a resolution regarding approval of the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the fiscal year 2009.
12. Consideration and adoption of a resolution regarding approval of the Cyfrowy Polsat Capital Group's consolidated financial statements for the fiscal year of 2009.
13. Consideration and adoption of a resolution on the Report from activities of Cyfrowy Polsat Supervisory Board containing an assessment of its activities in 2009.
14. Adoption of a resolution granting members of the Management Board the approval of performance of their duties in 2009.
15. Adoption of a resolution granting members of the Supervisory Board the approval of the performance of their duties in 2009.
16. Adoption of a resolution on distribution of profits for the fiscal year 2009 and dividend payout.
17. Closing of the meeting.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 6
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010

on approval of the Management Board's Report on Company's activities in the fiscal year 2009

§1

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 fiscal year 2009 presented by the Management Board, the Annual General Meeting hereby approves t the Management Board's Report on Company's activities in the fiscal year 2009

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 7
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010

on approval of the financial statements for the fiscal year 2009

§1

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 financial statements for the fiscal year ended 31 December 2009, the Annual General Meeting hereby approves the financial statements for the fiscal year ended 31 December 2009, including:

- a) balance sheet, showing the assets and liabilities sum of PLN 773,860,230.74;
- b) profit and loss statement showing the net income of PLN 232,040,914.16;

- c) cash flow statement showing a decrease in the cash and cash equivalents of PLN 143,690,117.67;
- d) statement of changes in equity showing an increase in the equity of PLN 30,797,164.16;
- e) notes.

§ 2

The resolution comes into force on the date of adoption.

**Resolution No. 8
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010**

**on approval of the Management Board's Report on Cyfrowy Polsat Capital Group's activities in
the fiscal year 2009**

§1

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 fiscal year 2009 the Annual General Meeting hereby approves the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the fiscal year 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 9
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010

**on approval of the consolidated financial statements of Cyfrowy Polsat Capital Group for the
fiscal year 2009**

§1

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the consolidated financial statements of Cyfrowy Polsat Capital Group for the fiscal year ended 31 December 2009 the Annual General Meeting hereby approves the consolidated financial statements of Cyfrowy Polsat Capital Group for the fiscal year ended 31 December 2009, including:

- a) balance sheet, showing the assets and liabilities sum PLN 774,846,196.43;
- b) profit and loss statement showing the net income of PLN 230,318,874.57;
- c) cash flow statement showing an decrease in the cash and cash equivalents of PLN 146,865,885.48;
- d) statement of changes in equity showing an increase in the equity of PLN 29,075,124.57;
- e) notes.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 10
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010

on approval of the Supervisory Board report from its activities in 2009

§1

Pursuant to article 24 of the Company's Articles of Association, the Annual General Meeting approves the Supervisory Board report from its activities in 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 11
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010

**on granting approval of performance by Dominik Libicki of his duties during
the financial year 2009**

§1

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, 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 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 12
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on granting approval of performance by Dariusz Działkowski of his duties during
the financial year 2009

§1

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, 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 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 13
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on granting approval of performance by Maciej Gruber of his duties during
the financial year 2009

§1

Pursuant to article 395 § 2 point 3) and § 3 of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Maciej Gruber of his duties during the period from 1 January 2009 until 14 May 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 14
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on granting approval of performance by Tomasz Szelağ of his duties during
the financial year 2009

§1

Pursuant to article 395 § 2 point 3) and § 3 of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Tomasz Szelağ of his duties during the period from 14 May 2009 until 31 December 2009.

§ 2

The resolution comes into force on the date of adoption

Resolution No. 15
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on granting approval of performance by Andrzej Matuszyński of his duties during
the financial year 2009

§1

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by the Member of Cyfrowy Polsat Management Board – Andrzej Matuszyński of his duties during the financial year 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 16
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on granting approval of performance by Robert Gwiazdowski of his duties during
the financial year 2009

§1

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, 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 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 17
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on granting approval of performance by Andrzej Papis of his duties during
the financial year 2009

§1

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, 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 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 18
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010

**on granting approval of performance by Leszek Reksa of his duties during
the financial year 2009**

§1

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, 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 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 19
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010

**on granting approval of performance by Heronim Ruta of his duties during
the financial year 2009**

§1

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, 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 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 20
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on granting approval of performance by Zygmunt Solorz-Żak of his duties during
the financial year 2009

§1

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code, 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 2009.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 21
of the Annual General Shareholders Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated 24 June 2010
on distribution of profits for the fiscal year 2009 and dividend payout

§1

Pursuant to article 395 § 2 point 2 and article 348 § 3 of the Commercial Companies Code and article 24 section. b), article 34 point 3 and article 35 of the Company's Article of Association, and also taking the economic situation of the Company into account, decide as follows:

1. Net income for the financial year 2009 of PLN 232,040,914.16 will be allocate as follows:
 - a) for the dividend payout for 2009 the amount of PLN 152,945,250.00, which is PLN 0.57 per share;

b) the remaining amount of profit in the amount of PLN 79, 095,664.16 to reserve capital.

2. The Annual General Meeting decides:

a) The dividend date (day of establishing the list of shareholders entitled to the dividend) will be on 19 July 2010;

b) The dividend will be paid on:

i. 11 August 2010 for amount of PLN 101,963,500;

ii. 17 November 2010 for amount of PLN 50,981,750.

§ 2

The resolution comes into force on the date of adoption.