

The Management Board of Cyfrowy Polsat Polsat Spółka Akcyjna seated in Warsaw, 4a Łubinowa Street; 03-878 Warsaw, entered o the District Court for the Metropolitan City of Warsaw, 13 Entrepreneurs' Department of KRS, KRS entry: 0000010078 („Company” or „Cyfrowy Polsat”) acting pursuant to the Article 399 § 1 Commercial Code and Article 25 the Articles of Association, hereby convenes Annual General Meeting of Shareholders of Cyfrowy Polsat Spółka Akcyjna on 24 June March 2010 at 11.00 a.m. at the seat of Cyfrowy Polsat S.A. in Warsaw at 4a Łubinowa Street.

Agenda of the 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. Adoption of a resolution amending the Articles of Association.

The wording to date:

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.

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

Proposed wording:

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.

18. Adoption of a uniform text of the Articles of Association to reflect the changes referred to in point 17 above
19. Closing of the meeting.

The right of shareholders to request inclusion of individual items on the agenda of the Ordinary General Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital of the Company may require the inclusion of certain items on the agenda of the Ordinary General Meeting. The request should be submitted before Management Board of the Company not later than 21 (twenty one) days before the date of the meeting i.e. until 3 June 2010. The request shall include a justification or a draft resolution on the proposed item of the agenda. The requests should be sent to the address of the Company or in the electronic form to: akcjonariusze@cyfrowypolsat.pl. The request shall be accompanied by evidence of entitlement to its filing. The Management Board shall promptly, but no later than 18 (eighteen) days before the due date of the General Meeting, i.e. until 6 June 2010, announces changes to the agenda, introduced at the request of shareholders. The announcement shall be executed in the same manner as applicable to convening a General Meeting.

The right of shareholders to submit draft resolution

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, before the date of the Annual General Meeting, submit draft resolutions on items placed on the agenda of the Annual General Meeting, or matters which are to be placed on the agenda, to the Company by sending a letter to the address of the Company or in the electronic form to: akcjonariusze@cyfrowypolsat.pl.

The Company shall promptly provide the draft resolutions at the Company's website.

The right to submit draft resolutions on items placed on the agenda during the Annual General Meeting

Each of the shareholders may submit draft resolutions on items placed on the agenda at the General Meeting. A shareholder also has the right to suggest amendments and additions to the draft resolutions being on the agenda of the Annual General Meeting – until the time of closing the discussion on the item of agenda concerning the draft resolution which the suggestion applies to. These proposals, together with a brief explanation, should be submitted in writing - separately for each draft resolution - giving the name or the company of the shareholder to the Chairman of the Annual General Meeting.

The manner of exercising voting rights by a Proxy

A shareholder who is a natural person may participate in the Annual General Meeting and exercise their right to vote in person or by a proxy.

A shareholder who is not a natural person may participate in the Annual General Meeting and exercise their voting right by the person authorized to make declarations on its behalf or by a proxy.

The power of attorney to attend the Annual General Meeting and exercise voting rights must be granted in writing or in the electronic form.

The forms referred to in Article 402³ § 1 point 5 of the Commercial Companies Code, allowing exercise of voting rights by a proxy, are available on the Company's website at www.cyfrowypolsat.pl, *the Investors' Center* subpage, the *General Shareholders Meeting* tab - *Materials*. The Company does not impose the obligation to provide representation in the form above.

The fact of awarding the power of attorney in the electronic form should be notified to the Company by means of electronic communication in the form of information sent to the following e-mail address: akcjonariusze@cyfrowypolsat.pl, however, this information should include the data of the representative and the principal (indicating the name, surname (name of entity), place of residence (registered address)). The information about the delegation should also indicate the number of Soares with voting rights which will be exercised. Any consequences arising from the improper issuance of the power of attorney shall be borne by the principal.

A power of attorney issued in the electronic form does not require affixing a secure electronic signature verified by a valid qualified certificate.

The Company may take appropriate measures to identify the shareholder and the proxy to verify the validity of the mandate given in the electronic form, in particular, it may apply to the shareholder granting a proxy for confirmation by means of the electronic form.

The right to represent the shareholder who is not a natural person should be derived from a copy of an appropriate register, or a chain of powers of attorney presented upon the creation of the attendance list.

The person / persons granting the power of attorney on behalf of the shareholder not being a natural person must be shown in the current extract of a register applicable to the shareholder.

A Member of the Management Board of the Company and a company employee can act as proxies of the shareholders at the Annual General Meeting.

If a proxy at the Ordinary General Meeting is a member of the Management Board of the Company, a member of the Supervisory Board, the liquidator, an employee or a member of the authority or an employee of a subsidiary of Cyfrowy Polsat the power of attorney may authorize the proxy to represent the shareholder at one general meeting only. The proxy is obligated to disclose to the shareholder circumstances indicating to the existence or possibility of conflict of interest. The above mentioned proxy is not entitled to granting further powers of attorney.

The Management Board of the Company informs that in the case of granting a power of attorney by a shareholder together with voting instructions, the Company will not verify whether the proxy holders vote in accordance with the instructions they have received from the shareholders. Accordingly, the Management Board of the Company indicates that the instruction to vote should be given to the Proxy only.

The possibility and manner of participating in the Annual General Meeting by means of electronic communication.

The Company does not provide the possibility to participate in the Annual General Meeting by means of electronic communication.

The manner of expressing oneself during the Annual General Meeting by means of electronic communication

The Articles of Association of the Company do not foresee the possibility to express oneself by means of electronic communication during the Annual General Meeting.

The manner of exercising voting rights by correspondence or through the use of electronic communication

The Bylaws of the General Meeting of the Company do not foresee the possibility to exercise voting rights by correspondence or by electronic means.

The registration date for participation in the Annual General Meeting

The registration date for participation in the Annual General Meeting is 8 June 2010 ("**Registration Day**").

Information about the right to participate in the Annual General Meeting

Only the persons being shareholders of the Company on the Registration Day are entitled to participate in the Annual General Meeting.

Holders of registered shares and interim certificates and pledges and users who have the right to vote, are entitled to participate in the Annual General Meeting if they are entered in the register of shareholders on the Registration Day.

At the request of the holder of dematerialized bearer shares of the Company, made no earlier than after the notice about convening the Annual General Meeting, i.e. not earlier than on 28 May 2010 and no later than on the first working day after the Registration Day, i.e. not later than on 9 June 2010, the entity holding the securities account issues a registered statement about the right to participate in the general meeting.

The Company hereby informs that the only those who:

- a) were shareholders of the Company on the Registration Day, i.e. on 8 June 2010, and
- b) for holders of authorized bearer shares - requested - no sooner than on 28 May 2010 and no later than on 9 June 2010 - the holder of their securities account to issue a registered certificate of the right to participate in the general meeting, will have the right to participate in the Annual General Meeting.

The list of shareholders entitled to participate in the Annual General Meeting shall be available at the Company's headquarters in Warsaw (03-878), at 4a Łubinowa Street, between 9:00 – 15:00, three working days prior to the date of the Meeting.

Cyfrowy Polsat shareholder may request receipt of a list of shareholders entitled to participate in the Ordinary General Meeting, free of charge, by e-mail, giving their own e-mail address to which the list should be sent.

Persons eligible to participate in the General Meeting are invited to register and to collect voting papers directly before the entrance to the conference hall just half an hour before the start of the meeting.

Access to documentation

The documentation to be presented in Annual General Meeting together with the draft resolutions will be published on the website of the Company from the date of informing about convening the Annual General Meeting in accordance with Article. 402³ § 1 of the Commercial Companies Code. The remarks of the Management Board of the Company or the Supervisory Board of the Company about matters placed on the agenda of the Ordinary General Meeting, or matters which are to be placed on the agenda prior to the date of the Ordinary General Meeting will be available on the Company's website immediately after their creation.

Information about the Ordinary General Meeting is available at www.cyfrowypolsat.pl, *the Investors' Center* subpage, *the General Shareholders Meeting* tab - *Materials*.