

The Management Board of Cyfrowy Polsat S.A. ("Company") hereby informs that it convenes an Extraordinary General Meeting of the Company to be held on 15 September 2010 at 10.00 a.m. in the Company's headquarters in Warsaw, at 4a Łubinowa Street.

Agenda:

1. Opening of the Extraordinary General Meeting of the Company.
2. Election of the Chairman of the Extraordinary General Meeting of the Company.
3. Validation of convening the Extraordinary General Meeting of the Company and its ability to adopt resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda of the Extraordinary General Meeting of the Company.
6. Adoption of a resolution in the matter of the cross-border merger of the Company with the M. Punkt Holdings Limited with registered office in Cyprus.
7. Closing of the Extraordinary General Meeting of the Company.

The right of shareholders to request inclusion of individual items on the agenda of the Extraordinary 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 25 August 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 28 August 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 Extraordinary General Meeting, submit draft resolutions on items placed on the agenda of the Extraordinary 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 Extraordinary 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 Extraordinary 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 General Meeting.

The manner of exercising voting rights by a Proxy

A shareholder who is a natural person may participate in the Extraordinary 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 Extraordinary 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 Extraordinary 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 Shares 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 General Meeting.

If a proxy at the Extraordinary 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 Extraordinary General Meeting by means of electronic communication.

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

The manner of expressing oneself during the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting

The registration date for participation in the Extraordinary General Meeting is 30 August 2010 ("Registration Day").

Information about the right to participate in the Extraordinary General Meeting

Only the persons being shareholders of the Company on the Registration Day are entitled to participate in the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting, i.e. not earlier than on 21 August 2010 and no later than on the first working day after the Registration Day, i.e. not later than on 31 August 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 30 August 2010, and
- b) for holders of authorized bearer shares - requested - no sooner than on 21 August 2010 and no later than on 31 August 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 Extraordinary General Meeting.

The list of shareholders entitled to participate in the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting together with the draft resolutions will be published on the website of the Company from the date of informing about convening the Extraordinary 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 Extraordinary General Meeting, or matters which are to be placed on the agenda prior to the date of the Extraordinary General Meeting will be available on the Company's website immediately after their creation.

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