

Draft resolutions of the Annual General Meeting

To item 2 of the agenda:

**Resolution No. 1
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
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 as of the moment of its adoption.

To item 4 of the agenda:

**Resolution No. 2
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
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 as of the moment of its adoption.

**Resolution No. 3
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
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 as of the moment of its adoption.

**Resolution No. 4
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
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 as of the moment of its adoption.

To item 5 of the agenda:

**Resolution No. 5
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
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. 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 the Management Board's Report on the Company's activities in the financial year 2013, the Company's financial statements for the financial year 2013, Management Board's Report on activities of Cyfrowy Polsat Capital Group in the financial year 2013, consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year 2013.
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 2013;
 - b) the Company's financial statements for the financial year 2013;
 - c) the Management Board's motion regarding the distribution of the Company's profit generated in the financial year 2013.
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 2013.
10. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2013.

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 2013.
12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2013.
13. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2013.
14. Adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2013.
15. Adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2013.
16. Adoption of a resolution on the distribution of profit for the financial year 2013.
17. Closing the Annual General Meeting.

§ 2

Entry into force

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

To item 9 of the agenda:

**Resolution No. 6
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
approving the Management Board's Report on the Company's activities in the financial
year 2013**

**§1
Approving the Management Board's Report on the Company's activities in the financial
year 2013**

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 2013 presented by the Management Board, the Annual General Meeting hereby approves the Management Board's Report on Company's activities in the financial year 2013.

**§ 2
Entry into force**

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

To item 10 of the agenda:

**Resolution No. 7
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
approving the Company's annual financial statements for the financial year 2013**

**§1
Approving the Company's annual financial statements for the financial year 2013**

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 financial year ended December 31, 2013, the Annual General Meeting hereby approves the financial statements for the financial year ended December 31, 2013, including:

- a) balance sheet, showing total assets and total equity and liabilities of PLN 6,022,707 thousand;
- b) income statement showing a net profit of PLN 429,013 thousand;
- c) cash flow statement showing a net decrease in cash and cash equivalents amounting to PLN 33,225 thousand;
- d) statement of changes in equity showing an increase in equity of PLN 440,680 thousand;
- e) supplementary information.

**§ 2
Entry into force**

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

To item 11 of the agenda:

**Resolution No. 8
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014**

**approving the Management Board's Report on the activities of Cyfrowy Polsat Capital
Group in the financial year 2013**

§1

**Approving the Management Board's Report on the activities of Cyfrowy Polsat Capital
Group in the financial year 2013**

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 2013 the Annual General Meeting hereby approves the Management Board's Report on Cyfrowy Polsat Capital Group's activities in the financial year 2013.

§ 2

Entry into force

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

To item 12 of the agenda:

**Resolution No. 9
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
approving the consolidated annual financial statements of Cyfrowy Polsat Capital
Group for the financial year 2013**

§1

**Approving the consolidated annual financial statements of Cyfrowy Polsat Capital
Group for the financial year 2013**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year ended December 31, 2013 the Annual General Meeting hereby approves the consolidated financial statements of Cyfrowy Polsat Capital Group for the financial year ended December 31, 2013, including:

- a) consolidated balance sheet, showing total assets and total equity and liabilities of 5,676,320 thousand;
- b) consolidated income statement showing a net profit of PLN 525,445 thousand;
- c) consolidated cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 72,358 thousand;
- d) consolidated statement of changes in equity showing an increase in equity of PLN 532,808 thousand;
- e) supplementary information.

§ 2

Entry into force

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

To item 13 of the agenda:

**Resolution No. 10
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
approving the Supervisory Board's Report for the financial year 2013**

**§1
Approving the Supervisory Board's Report for the financial year 2013**

Pursuant to article 24 lit. a) of the Company's Articles of Association, the Annual General Meeting approves the Supervisory Board report on its activities in the financial year 2013.

**§ 2
Entry into force**

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

To item 14 of the agenda:

**Resolution No. 11
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Mr. Dominik Libicki**

**§1
Granting a vote of approval to Mr. Dominik Libicki**

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 – Mr. Dominik Libicki of his duties during the financial year 2013.

**§ 2
Entry into force**

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

**Resolution No. 12
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Mr. Dariusz Działkowski**

**§1
Granting a vote of approval to Mr. Dariusz Działkowski**

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 – Mr. Dariusz Działkowski of his duties during the financial year 2013.

**§ 2
Entry into force**

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

**Resolution No. 13
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Mr. Tomasz Szeląg**

**§1
Granting a vote of approval to Mr. Tomasz Szeląg**

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 – Mr. Tomasz Szeląg of his duties during the financial year 2013.

**§ 2
Entry into force**

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

**Resolution No. 14
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Ms. Aneta Jaskólska**

**§1
Granting a vote of approval to Ms. Aneta Jaskólska**

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 – Ms. Aneta Jaskólska of her duties during the financial year 2013.

**§ 2
Entry into force**

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

To item 15 of the agenda:

**Resolution No. 15
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Mr. Robert Gwiazdowski**

**§1
Granting a vote of approval to Mr. Robert Gwiazdowski**

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 – Mr. Robert Gwiazdowski, of his duties during the financial year 2013.

**§ 2
Entry into force**

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

**Resolution No. 16
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Mr. Andrzej Papis**

**§1
Granting a vote of approval to Mr. Andrzej Papis**

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 – Mr. Andrzej Papis, of his duties during the financial year 2013.

**§ 2
Entry into force**

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

**Resolution No. 17
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Mr. Leszek Reksa**

**§1
Granting a vote of approval to Mr. Leszek Reksa**

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 – Mr. Leszek Reksa, of his duties during the financial year 2013.

**§ 2
Entry into force**

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

**Resolution No. 18
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Mr. Heronim Ruta**

**§1
Granting a vote of approval to Mr. Heronim Ruta**

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 – Mr. Heronim Ruta, of his duties during the financial year 2013.

**§ 2
Entry into force**

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

**Resolution No. 19
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
granting a vote of approval to Mr. Zygmunt Solorz-Żak**

**§1
Granting a vote of approval to Mr. Zygmunt Solorz-Żak**

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 – Mr. Zygmunt Solorz-Żak, of his duties during the financial year 2013.

**§ 2
Entry into force**

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

To item 16 of the agenda:

**Resolution No. 20
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna
seated in Warsaw
dated April 29, 2014
on distribution of profit for the financial year 2013**

The Annual General Meeting of Cyfrowy Polsat S.A. (the "Company") hereby resolves as follows:

§1

Allocation of profit for the financial year 2013

- (1) Acting pursuant to Article 395 § 2 Clause 2 of the Commercial Companies Code and pursuant to Article 24(b) and Article 34 of the Articles of Association of the Company, as well as taking into account the economic standing of the Company, the Annual General Meeting of the Company hereby allocates the net profit earned by the Company in the financial year of 2013, in the amount of PLN 429,012,74.99 as follows: (i) PLN 102,859,516.76 to dividends payable to the shareholders of the Company, (ii) the remaining portion of the net profit, i.e. PLN 326,153,158.23 to the supplementary capital.
- (2) Acting pursuant to the provisions of Article 35 Section 1 of the Articles of Association of the Company, the General Meeting is hereby schedules the dividend day (as defined in 348 § 2 in conjunction with Article 348 § 3 of the Commercial Companies Code) for 13 May 2014, and the dividend payment day (as defined in 348 § 4 of the Commercial Companies Code) is hereby scheduled for 28 May 2014.

§ 2

Entry into force

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