

**Draft resolutions
of the Extraordinary General Meeting of Cyfrowy Polsat S.A.
held on September 23, 2014**

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**Resolution No. 1
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
dated September 23, 2014
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 as of the moment of its adoption.

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**Resolution No. 2
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
dated September 23, 2014
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 as of the moment of its adoption.

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**Resolution No. 3
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
dated September 23, 2014
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 as of the moment of its adoption.

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**Resolution No. 4
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
dated September 23, 2014
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 as of the moment of its adoption.

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**Resolution No. 5
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
dated September 23, 2014
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:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Validation of correctness of convening the Extraordinary General Meeting and its ability to adopt binding resolutions.
4. Appointment of the Ballot Committee.
5. Adoption of the agenda.
6. Adoption of the resolution on the amendment of the Company's Articles of Association and authorization of the Supervisory Board to determine the consolidated text of the Company's Articles of Association.
7. Closing the Extraordinary General Meeting.

**§ 2
Entry into force**

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

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**Resolution No. 6
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
dated September 23, 2014**

regarding the Adoption of the resolution on the amendment of the Company's Articles of Association and authorization of the Supervisory Board to determine the consolidated text of the Company's Articles of Association.

Acting pursuant to Art. 430, § 1 of the Commercial Companies Code ("KSH") and Art. 24, letter (e) of the Company's Articles of Association, the Extraordinary General Meeting of Cyfrowy Polsat S.A. ("the Company") has hereby resolved as follows:

§ 1

Amendment of Art. 8 of the Company's Articles of Association

In consideration of the issue of 291,193,180 ordinary bearer shares, including 47,260,690 series I ordinary bearer shares as well as 243,932,490 series J ordinary bearer shares having the nominal value of four grosz (0.04 PLN) each, which was carried out as part of the conditional increase of the Company's share capital adopted by Resolution no. 7 of the Extraordinary General Meeting of the Company of 16 January 2014, as well as bearing in mind release of the shares to their buyers on 14 May 2014 and registration of these shares and of the amount of share capital, which included the issue of these shares, by the registration court of proper jurisdiction for the Company, Article 8 of the Company's Articles of Association is hereby amended and shall now read as follows:

„Art. 8

Share capital of the Company amounts to 25,581,840.64 (twenty five million five hundred eighty one thousand eight hundred forty 64/100) zlotys, and is divided into 639,546,016 (six hundred thirty nine million five hundred forty six thousand sixteen) shares with a nominal value of 4 (four) groszy (0.04 PLN) each, including:

- 1. 2,500,000 (two million five hundred thousand) series A registered shares, privileged as to the voting rights, identified by the numbers A No. 1 – 2 500 000. Each series A share gives a right to two (2) votes in a General Meeting.*
- 2. 2,500,000 (two million five hundred thousand) series B registered shares, privileged as to the voting rights, identified by the numbers B No. 1 – 2 500 000. Each series B share gives a right to two (2) votes in a General Meeting.*
- 3. 7,500,000 (seven million five hundred thousand) series C registered shares, privileged as to the voting rights, identified by the numbers C No. 1 – 7 500 000. Each series C share gives a right to two (2) votes in a General Meeting.*
- 4. 175,000,000 (one hundred seventy five million) series D shares, identified by the numbers D No. 1 – 175 000 000, including:*

- a) 166,917,501 (one hundred sixty six million nine hundred seventeen five hundred one) registered shares, privileged as to the voting rights in such a way that each of these shares gives the right to 2 (two) votes at the General Meeting, identified by the numbers D No. 1 – 166 917 501
- b) 8,082,499 (eight million eighty two thousand four hundred ninety nine) bearer shares, identified by the numbers D No. 166 917 502 – 175 000 000.
5. 75,000,000 (seventy five million) series E bearer shares, identified by the numbers E No. 1 – 75 000 000.
6. 5,825,000 (five million eight hundred twenty five thousand) series F bearer shares, identified by the numbers F No. 1 – 5 825 000.
7. 80,027,836 (eighty million twenty seven thousand eight hundred thirty six) series H bearer shares, identified by the numbers H No. 1 – 80 027 836.
8. 47,260,690 (forty seven million two hundred sixty thousand six hundred ninety) ordinary series I bearer shares, identified by the numbers I No. 1 – 47 260 690.
9. 243,932,490 (two hundred forty three million nine hundred thirty two thousand four hundred ninety) ordinary series J bearer shares, identified by the numbers J No. 1 – 243 932 490.”

Amendment of Art. 15, sect. 1 of the Company’s Articles of Association

Art. 15, sect. 1 of the Company’s Articles of Association is hereby amended and shall now read as follows:

”Art. 15

1. *The Management Board shall be composed of 1 (one) or more members, including the President of the Board and the Vice-President of the Board.”*

§ 3

Amendment of Art. 16 of the Company’s Articles of Association

Art. 16 of the Company’s Articles of Association is hereby amended and shall now read as follows:

”Art. 16

The following are entitled to issue statements on behalf on the Company:

- *in the case of one person board - the President of the Board acting solely,*
- *in the case of a group board - the President of the Board acting solely, the Vice-President of the Board acting jointly with a proxy, or a member of the board acting jointly with a proxy.”*

§ 4

Authorization of the Supervisory Board

Acting pursuant to Art. 430 § 5 of the Commercial Companies Code (KSH), the Extraordinary General Meeting hereby authorizes the Supervisory Board of the Company to

determine the consolidated text of the Company's Articles of Association, including the amendments introduced by the present Resolution

§ 5
Entry into force

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