

**Draft resolutions  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
convened on 18 August 2015**

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**Resolution No. 1  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated 18 August 2015  
on the appointment of the Chairman of the Extraordinary General Meeting**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1  
Appointment of the Chairman**

The Extraordinary General Meeting hereby appoints [Ms./Mr.] [*name and surname*] as the Chairman of the Extraordinary General Meeting.

**§ 2  
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

**Resolution No. 2**  
**of the Extraordinary General Meeting**  
**of Cyfrowy Polsat S.A.**  
**dated 18 August 2015**  
**on the appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1**  
**Appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting hereby appoints [Ms./Mr.] [*name and surname*] as the Ballot Counting Committee member.

**§ 2**  
**Entry into force**

This resolution shall enter into force as of the moment of its adoption.

**Resolution No. 3**  
**of the Extraordinary General Meeting**  
**of Cyfrowy Polsat S.A.**  
**dated 18 August 2015**  
**on the appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1**  
**Appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting hereby appoints [Ms./Mr.] [*name and surname*] as the Ballot Counting Committee member.

**§ 2**  
**Entry into force**

This resolution shall enter into force as of the moment of its adoption.

**Resolution No. 4**  
**of the Extraordinary General Meeting**  
**of Cyfrowy Polsat S.A.**  
**dated 18 August 2015**  
**on the appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. hereby resolves as follows:

**§ 1**

**Appointment of the Ballot Counting Committee member**

The Extraordinary General Meeting hereby appoints [Ms./Mr.] [*name and surname*] as the Ballot Counting Committee member.

**§ 2**

**Entry into force**

This resolution shall enter into force as of the moment of its adoption.

**Resolution No. 5  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated 18 August 2015  
on the adoption of the agenda of the Extraordinary General Meeting**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) 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. Appointment of the Chairman of the Extraordinary General Meeting.
3. Drawing up an attendance list, confirming that the Extraordinary General Meeting has been properly convened and is able to adopt valid resolutions.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda of the Extraordinary General Meeting.
6. Adoption of the resolution regarding consent to conclude a pledge agreement and to establish registered pledge (registered pledges) on collection of movables and rights constituting the organized entirety with variable composition, being the part of the Company’s enterprise (*zbiór rzeczy i praw stanowiących organizacyjną całość o zmiennym składzie wchodzących w skład przedsiębiorstwa Spółki*), to secure the receivables resulting from the facilities agreements.
7. Closing of the Extraordinary General Meeting.

**§ 2  
Entry into force**

This resolution shall enter into force as of the moment of its adoption.

**Resolution No. 6  
of the Extraordinary General Meeting  
of Cyfrowy Polsat S.A.  
dated 18 August 2015**

**regarding consent to conclude a pledge agreement and to establish registered pledge (registered pledges) on collection of movables and rights constituting the organized entirety with variable composition, being the part of the Company's enterprise (*zbiór rzeczy i praw stanowiących organizacyjną całość o zmiennym składzie wchodzących w skład przedsiębiorstwa Spółki*), to secure the receivables resulting from the facilities agreements**

The Extraordinary General Meeting of Cyfrowy Polsat Spółka Akcyjna (the "**Company**") hereby resolves as follows:

**§1**

**Consent to carry out the transaction**

Having considered that:

- (A) On April 11, 2014, the Company and other companies from the capital group to which the Company belongs (the "**Group**") entered into Senior Facilities Agreement up to the total (original) amount of PLN 3,000,000,000 with a consortium of Polish and foreign banks (the "**Existing CP SFA**"). On June 17, 2013 Polkomtel sp. z o.o., a subsidiary of the Company ("**Polkomtel**"), and other Group companies entered into Senior Facilities Agreement up to the total (original) amount of PLN 7,950,000,000 with a consortium of Polish and foreign banks (the "**Existing PLK SFA**");
- (B) On January 26, 2012, Eileme 2 AB (publ), a subsidiary of the Company ("**Eileme 2**"), issued senior notes with a nominal value of EUR 542,500,000 and USD 500,000,000 pursuant to Indenture entered into on January 26, 2012 by, among others, Eileme 2 and Citibank N.A. London Branch (the "**HY Notes**");
- (C) The Management Board of the Company has taken actions to obtain financing in order to refinance the indebtedness of the Group, including in particular indebtedness under the Existing CP SFA, Existing PLK SFA and HY Notes and for other purposes by execution of a new senior facilities agreement by, among others, the Company (the "**New CP SFA**"), a new intercreditor agreement (the "**New CP ICA**") related thereto and a new senior facilities agreement by, among others, Polkomtel (the "**New PLK SFA**"), with features determined by management boards and approved by supervisory boards of the respective companies pursuant to provisions of law and respective articles of association. Following the repayment of debt under HY Notes, the New CP SFA and New PLK SFA will be transformed into one agreement pursuant to the amendment, restatement and consolidation agreement related to the New CP ICA (the "**New Senior Facilities Agreements**");
- (D) The New Senior Facilities Agreements will stipulate that in addition to the Company and Polkomtel some other companies from the Group will become parties to the New Senior Facilities Agreements as of the date of their execution, as the so-called original borrowers, original guarantors or original debtors, as well as will be able to enter into the New Senior Facilities Agreements after their execution as, among others, additional

borrowers and in this way they will be able to use the facilities pursuant to terms and conditions set forth in the New Senior Facilities Agreements. Additionally, the Group companies will have an option, or will be under an obligation, subject to certain circumstances, to enter into the New Senior Facilities Agreements as, among others, additional guarantors, debtors or intra-group lenders;

- (E) The New Senior Facilities Agreements will provide for the creation by the Company or Polkomtel, as well as other entities, of security interests for repayment of the facilities; one of such security interests shall be a registered pledge (registered pledges) on a collection of movables and rights constituting the organized entirety with variable composition, being the property of Company's enterprise (*zbiór rzeczy i praw stanowiących organizacyjną całość o zmiennym składzie wchodzących w skład przedsiębiorstwa Spółki*).

Now, therefore, pursuant to Article 393 item 3 of the Code of Commercial Companies, the Extraordinary General Meeting of the Company resolves as follows:

- 1) The Extraordinary General Meeting of the Company authorizes the Company to execute the pledge agreement and take all other legal and factual actions in order to establish registered pledge (registered pledges) on a collection of movables and rights constituting the organized entirety with variable composition, being the property of Company's enterprise (*zbiór rzeczy i praw stanowiących organizacyjną całość o zmiennym składzie wchodzących w skład przedsiębiorstwa Spółki*), up to the maximum amount of the security interest being up to 200% of the principal amount of a given facility (or a total of individual loans or a parallel debt established to secure the respective loans), including the inclusion in the registered pledge agreement of any and all possible enforcement methods permitted under the Act on Registered Pledges and the Register of Pledges of December 6, 1996 (Consolidated text of April 23, 2009, Dz. U. No. 67 item 569), for the purpose of securing the repayment of the obligations related to loans, which will be granted under the New Senior Facilities Agreements and any other finance documents related thereto.
- 2) In the scope permitted by the peremptory provisions of law, the registered pledge (registered pledges) referred to in this resolution may be established jointly in favor of all of the creditors or any of them individually or in groups, or in favor of other entities which are not creditors but act for or on account of the other creditors as pledge administrator, security agent, security trustee or in similar capacity, and to secure claims for the repayment of relevant loans directly or claims arising from any parallel debt contracted for the purpose of satisfying and securing the claims for repayment of the relevant loans and other claims related to these loans.

## **§2 Entry into force**

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