

**Draft resolutions of the Extraordinary General Meeting**

*To item 2 of the agenda:*

**Resolution No. 1  
of the Extraordinary General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated September 30, 2016  
on the appointment of the Chairman of the Extraordinary General Meeting**

**§ 1**

**Appointment of the Chairman**

The Extraordinary General Meeting of 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.

To item 4 of the agenda:

**Resolution No. 2  
of the Extraordinary General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated September 30, 2016  
on the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Extraordinary General Meeting of 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 Extraordinary General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated September 30, 2016  
on the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Extraordinary General Meeting of 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 Extraordinary General Meeting**  
**of Cyfrowy Polsat Spółka Akcyjna (“Company”)**  
**seated in Warsaw**  
**dated September 30, 2016**  
**on the appointment of the Ballot Committee**

**§ 1**

**Appointment of the Ballot Committee**

The Extraordinary General Meeting of 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.

*Resolutions no. 1 – 4 are of an organizational and formal nature and their purpose is to conduct the Extraordinary General Meeting in a correct manner.*

To item 5 of the agenda:

**Resolution No. 5  
of the Extraordinary General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated September 30, 2016  
on the adoption of the agenda**

The Extraordinary General Meeting of 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. 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 a resolution on the determination of the number of members of the Supervisory Board.
7. Adoption of a resolution on changes in the composition of the Supervisory Board.
8. Adoption of a resolution regarding the costs of convening and holding the Extraordinary General Meeting.
9. Closing of the Extraordinary General Meeting.

**§ 2**

**Entry into force**

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

Justification of draft resolution no. 5

*On September 24, 2016, the company Reddev Investments Limited, a Shareholder of the Company representing 24.11% of the share capital, demanded, on the basis of article 400 § 1 of the Commercial Companies Code, the convening of an Extraordinary General Meeting and the inclusion of certain items on the agenda, of which the Company informed in current report no. 22/2016 dated August 25, 2016.*

To item 6 of the agenda:

**Resolution No. 6  
of the Extraordinary General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated September 30, 2016  
on the determination of the number of members of the Supervisory Board**

**§1**

**Determination of the number of members of the Supervisory Board**

Pursuant to article 385 § 1 of the Commercial Companies Code and article 20 items 1 and 2 of the Company’s Articles of Association, the Extraordinary General Meeting resolves to change resolution no. 24 of the Annual General Meeting dated April 2, 2015 on the determination of the number of the members of the Supervisory Board by waiving § 1 of the said resolution and modify its wording in the following manner:

*“Pursuant to Article 385 § 1 of the Commercial Companies Code and pursuant to Article 20 items 1 and 2 of the Company’s Articles of Association, the General Meeting hereby determines that the Supervisory Board of the new term of office will consist of 7 (seven) members.*

**§ 2**

**Entry into force**

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

*Justification of draft resolution no. 6*

*In accordance with the demand of the Shareholder, Reddev Investments Limited, submitted on the basis of article 400 § 1 of the Commercial Companies Code, the agenda of the Extraordinary General Meeting includes, among others, the determination of the number of members of the Supervisory Board. Given that the number of Supervisory Board members of the current term was determined in resolution no. 24 of the Annual General Meeting of April 2, 2015, a modification of the said resolution is necessary. The draft resolution acknowledges the recommendation of the abovementioned Shareholder regarding the appointment of another person to the Supervisory Board of the current term of office.*

To item 7 of the agenda:

**Resolution No. 7  
of the Extraordinary General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated September 30, 2016  
on the appointment of Mr. Tomasz Szelağ to the position of Member of the Supervisory  
Board**

**§1**

**Appointment of Mr. Tomasz Szelağ to the position of Member of the Supervisory Board**

Pursuant to article 385 § 1 of the Commercial Companies Code and article 24(d) of the Company’s Articles of Association, the Extraordinary General Meeting hereby resolves to appoint Mr. Tomasz Szelağ to the Supervisory Board of the current term of office, effective on October 1, 2016.

**§ 2**

**Entry into force**

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

Justification of draft resolution no. 7

*In accordance with the demand of the Shareholder, Reddev Investments Limited, submitted on the basis of article 400 § 1 of the Commercial Companies Code, the agenda of the Extraordinary General Meeting includes, among others, changes in the composition of the Supervisory Board of the Company. In accordance with the recommendation of the abovementioned Shareholder, Mr. Tomasz Szelağ is a candidate for the new member of the Supervisory Board. On August 24, 2016, Mr. Tomasz Szelağ submitted a resignation from the position of member of the Management Board of the Company, effective September 30, 2016, of which the Company informed in current report no. 23/2016 dated August 25, 2016.*

To item 8 of the agenda:

**Resolution No. 8  
of the Extraordinary General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated September 30, 2016**

**regarding the costs of convening and holding the Extraordinary General Meeting**

**§1**

**Resolution regarding the costs of convening and holding  
the Extraordinary General Meeting**

Pursuant to article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting hereby resolves that the costs of convening and holding this Extraordinary General Meeting shall be incurred by the Company.

**§ 2**

**Entry into force**

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

*Justification of draft resolution no. 8*

*Pursuant to article 400 § 4 of the Commercial Companies Code, an Extraordinary General Meeting convened on the basis of article 400 § 1 of the Commercial Companies Code, i.e. upon the demand of a Shareholder or Shareholders representing at least 1/20 of the share capital, resolves whether the costs of convening and holding the Meeting are to be incurred by the Company.*