

*Draft resolutions of the Annual General Meeting of Cyfrowy Polsat S.A.  
convened for July 23, 2020*

To item 2 of the agenda:

**Resolution No.1  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on the appointment of the Chairman of the Annual General Meeting**

**§ 1  
Appointment of the Chairman**

The Annual General Meeting of 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 (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Annual 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.

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**Resolution No.3  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Annual 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 Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on the appointment of the Ballot Committee**

**§ 1  
Appointment of the Ballot Committee**

The Annual 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.

*Draft resolutions of the Annual General Meeting of Cyfrowy Polsat S.A.  
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To item 5 of the agenda:

**Resolution No.5  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on the adoption of the agenda**

The Annual General Meeting of the Company 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. Appointment of the Chairman of the Annual General Meeting.
3. Validation of the 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:
  - a) the Management Board’s Report on the Company’s activities in the financial year 2019 and the Company’s financial statements for the financial year 2019,
  - b) the Management Board’s Report on the activities of the capital group of the Company in the financial year 2019 and the consolidated financial statements of the capital group of the Company for the financial year 2019.
7. The Supervisory Board’s presentation of its statement concerning the evaluation of the Management Board’s Report on the Company’s activities in the financial year 2019 and the Company’s financial statements for the financial year 2019, as well as the Management Board’s motion regarding the distribution of the Company’s profit generated in the financial year 2019.
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 2019.
10. Consideration and adoption of a resolution approving the Company’s annual financial statements for the financial year 2019.
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 2019.
12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2019.
13. Consideration and adoption of a resolution approving the Supervisory Board’s Report for the financial year 2019.
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 2019.

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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 2019.
16. Adoption of a resolution on the distribution of the Company's profit for the financial year 2019 and the allocation of a part of profits earned in previous years for a dividend payout.
17. Adoption of resolutions on the determination of a number of members of the Supervisory Board and changes to the composition of the Supervisory Board.
18. Adoption of a resolution approving amendments to the mortgage over real properties of the Company.
19. Adoption of a resolution on the registration of shares in the securities depository.
20. Adoption of a resolution on adopting the remuneration policy for the Management Board and Supervisory Board Members of Cyfrowy Polsat S.A.
21. Closing of the Annual General Meeting.

**§2**  
**Entry into force**

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

*Justification of draft resolutions no. 1 – 5*

*The resolutions are of an organizational and formal nature and their purpose is to conduct the Annual General Meeting in a correct manner.*

*Draft resolutions of the Annual General Meeting of Cyfrowy Polsat S.A.  
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To item 9 of the agenda:

**Resolution No.6  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
approving the Management Board’s Report on the Company’s activities in the financial year 2019**

**§1**

**Approval of the Management Board’s Report on the Company’s activities in the financial year 2019**

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code and article 24 item 2 (a) of the Company’s Articles of Association, after consideration of the Management Board’s Report on Company’s activities in the financial year 2019 presented by the Company’s Management Board, the Annual General Meeting hereby approves the aforesaid Report.

**§2**

**Entry into force**

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

Justification of draft resolution no. 6

*Pursuant to article 395 § 2 item 1 of the Commercial Companies Code the agenda of the annual general meeting shall include, among others, the consideration and approval of the management board's report on the operations of the company in the previous financial year, which requires a resolution of the annual general meeting pursuant to article 393 item 1 of the Commercial Companies Code.*

*Draft resolutions of the Annual General Meeting of Cyfrowy Polsat S.A.  
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To item 10 of the agenda:

**Resolution No.7  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
approving the Company’s annual financial statements for the financial year 2019**

**§1  
Approval of the Company’s annual financial statements for the financial year 2019**

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code and article 23 item 2(a) of the Company’s Articles of Association, after consideration of the financial statements for the financial year ended December 31, 2019, the Annual General Meeting hereby approves the financial statements for the financial year ended December 31, 2019, including:

- a) the standalone income statement showing a net profit of PLN 586.8million;
- b) the standalone statement of comprehensive income showing a total comprehensive income of PLN 587.2 million;
- c) the standalone balance sheet showing total assets and total equity and liabilities of PLN 14,941.3 million;
- d) the standalone cash flow statement showing a net decrease in cash and cash equivalents amounting to PLN 116.1 million;
- e) the standalone statement of changes in equity showing a decrease in equity of PLN 7.6 million;
- f) notes to the financial statements.

**§2  
Entry into force**

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

Justification of draft resolution no. 7

*Pursuant to article 395 § 2 item 1 of the Commercial Companies Code the agenda of the annual general meeting shall include, among others, the consideration and approval of the financial statements for the previous financial year, which requires a resolution of the annual general meeting pursuant to article 393 item 1 of the Commercial Companies Code.*

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To item 11 of the agenda:

**Resolution No.8  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
approving the Management Board’s Report on the activities of the capital group of the Company  
in the financial year 2019**

**§1  
Approval of the Management Board’s Report on the activities of the capital group of the Company  
in the financial year 2019**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the Management Board's Report on the activities of the capital group of the Company in the financial year 2019, the Annual General Meeting hereby approves the aforesaid Report.

**§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 395 § 5 of the Commercial Companies Code the agenda of the annual general meeting may also include the consideration and approval the financial statements of the capital group in the meaning of the accounting law, and matters other than those listed in § 2.*

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To item 12 of the agenda:

**Resolution No.9  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
approving the consolidated annual financial statements of the capital group of the Company  
for the financial year 2019**

**§1  
Approval of the consolidated annual financial statements of the capital group of the Company  
for the financial year 2019**

Pursuant to article 395 § 5 of the Commercial Companies Code, after consideration of the consolidated financial statements of the capital group of the Company for the financial year ended December 31, 2019 the Annual General Meeting hereby approves the consolidated financial statements of the capital group of the Company for the financial year ended December 31, 2019, including:

- a) the consolidated income statement showing a net profit of PLN 1,114.6 million;
- b) the consolidated statement of comprehensive income showing a total comprehensive income of PLN 1,112.5 million;
- c) the consolidated balance sheet showing total assets and total equity and liabilities of PLN 32,589.6 million;
- d) the consolidated cash flow statement showing a net decrease in cash and cash equivalents amounting to PLN 426.4 million;
- e) the consolidated statement of changes in equity showing an increase in equity of PLN 589.3 million;
- f) notes to the consolidated financial statements.

**§2  
Entry into force**

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

Justification of draft resolution no. 9

*Pursuant to article 395 § 5 of the Commercial Companies Code the agenda of the annual general meeting may also include the consideration and approval of the financial statements of the capital group in the meaning of the accounting law, and matters other than those listed in § 2.*

*Draft resolutions of the Annual General Meeting of Cyfrowy Polsat S.A.  
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To item 13 of the agenda:

**Resolution No.10  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
approving the Supervisory Board’s Report for the financial year 2019**

**§1**

**Approval of the Supervisory Board’s Report for the financial year 2019**

Pursuant to article 395 § 5 of the Commercial Companies Code and article 23 item 2(a) of the Company’s Articles of Association, the Annual General Meeting approves the report of the Supervisory Board on its activities in the financial year 2019.

**§2**

**Entry into force**

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

Justification of draft resolution no.10

*Pursuant to article 395 § 5 of the Commercial Companies Code the agenda of the annual general meeting may also include the consideration and approval the financial statements of the capital group in the meaning of the accounting law, and matters other than those listed in § 2. According to the provisions of article 23 item 2(a) of the Company’s Articles of Association, the approval of the Supervisory Board’s Report lies in the competence of the Annual General Meeting and requires the adoption of an appropriate resolution. Pursuant to principle II.Z.10 of the Code of Best Practices of WSE Listed Companies 2016, once a year the Supervisory Board prepares and presents to the Annual General Meeting the information included in the Supervisory Board’s Report for the financial year 2019.*

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To item 14 of the agenda:

**Resolution No.11  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Tobias Solorz**

**§1**

**Granting a vote of approval to Mr. Tobias Solorz**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Tobias Solorz, serving as President of the Management Board of the Company from January 1, 2019 to March 31, 2019, of his duties in the aforesaid period.

**§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 (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Mirosław Błaszczyk**

**§1**

**Granting a vote of approval to Mr. Mirosław Błaszczyk**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Mirosław Błaszczyk, serving from April 1, 2019 to December 31, 2019 as President of the Management Board of the Company, of his duties in the aforesaid period.

**§2**

**Entry into force**

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

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**Resolution No.13  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Maciej Stec**

**§1**

**Granting a vote of approval to Mr. Maciej Stec**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Maciej Stec, serving from January 1, 2019 to March 31, 2019 as Member of the Management Board and from April 1, 2019 to December 31, 2019 as Vice President of the Management Board of the Company, of his duties in the aforesaid periods.

**§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 (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Dariusz Działkowski**

**§1**

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

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Dariusz Działkowski, serving from January 1, 2019 to March 31, 2019 as Member of the Management Board of the Company, of his duties in the aforesaid period.

**§2**

**Entry into force**

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

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**Resolution No.15  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Tomasz Gillner – Gorywoda**

**§1**

**Granting a vote of approval to Mr. Tomasz Gillner – Gorywoda**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Tomasz Gillner – Gorywoda, serving from January 1, 2019 to March 31, 2019 as Member of the Management Board of the Company, of his duties in the aforesaid period.

**§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 (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Jacek Felczykowski**

**§1**

**Granting a vote of approval to Mr. Jacek Felczykowski**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Jacek Felczykowski, serving from April 1, 2019 to December 31, 2019 as Member of the Management Board of the Company, of his duties in the aforesaid period.

**§2**

**Entry into force**

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

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**Resolution No.17  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Ms. Aneta Jaskólska**

**§1**

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

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 24(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Ms. Aneta Jaskólska, Member of the Management Board of the Company, of her duties in 2019.

**§2**

**Entry into force**

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

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**Resolution No.18  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Ms. Agnieszka Odorowicz**

**§1**

**Granting a vote of approval to Ms. Agnieszka Odorowicz**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Ms. Agnieszka Odorowicz, Member of the Management Board of the Company, of her duties in 2019.

**§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 (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Ms. Katarzyna Ostap-Tomann**

**§1**

**Granting a vote of approval to Ms. Katarzyna Ostap-Tomann**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Ms. Katarzyna Ostap-Tomann, Member of the Management Board of the Company, of her duties in 2019.

**§2**

**Entry into force**

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

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To item 15 of the agenda:

**Resolution No.20  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Marek Kapuściński**

**§1**

**Granting a vote of approval to Mr. Marek Kapuściński**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Marek Kapuściński, Chairman of the Supervisory Board of the Company, of his duties in 2019.

**§2**

**Entry into force**

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

**Resolution No.21  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Tomasz Szeląg**

**§1**

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

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Tomasz Szeląg, Member of the Supervisory Board of the Company, of his duties in 2019.

**§2**

**Entry into force**

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

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**Resolution No.22  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Józef Birka**

**§1**

**Granting a vote of approval to Mr. Józef Birka**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Józef Birka, Member of the Supervisory Board of the Company, of his duties in 2019.

**§2**

**Entry into force**

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

**Resolution No.23  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Robert Gwiazdowski**

**§1**

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

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Robert Gwiazdowski, Member of the Supervisory Board of the Company, of his duties in 2019.

**§2**

**Entry into force**

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

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**Resolution No.24  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Aleksander Myszka**

**§1**

**Granting a vote of approval to Mr. Aleksander Myszka**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Aleksander Myszka, Member of the Supervisory Board of the Company, of his duties in 2019.

**§2**

**Entry into force**

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

**Resolution No.25  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Leszek Reksa**

**§1**

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

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Leszek Reksa, Member of the Supervisory Board of the Company, of his duties in 2019.

**§2**

**Entry into force**

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

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**Resolution No.26  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
granting a vote of approval to Mr. Piotr Żak**

**§1**

**Granting a vote of approval to Mr. Piotr Żak**

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code and article 23 item 2(c) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Piotr Żak, Member of the Supervisory Board of the Company in the period from June 28, 2019 to December 31, 2019, of his duties in 2019.

**§2**

**Entry into force**

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

*Justification of draft resolutions no.14 – 26*

*Pursuant to article 393 item 1) of the Commercial Companies Code granting of approval of the performance by the members of the company governing bodies of their duties requires a resolution of the general meeting. Pursuant to article 395 § 2 item 3) of the Commercial Companies Code the agenda of the annual general meeting should also include granting of approval of the performance by the members of the company governing bodies of their duties.*

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To item 16 of the agenda:

**Resolution No.27  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on the distribution of the Company’s profit for the financial year 2019  
and the allocation of a part of profits earned in previous years for a dividend payout**

The Annual General Meeting of the Company hereby resolves as follows:

**§ 1**

**Allocation of the Company’s profit for the financial year 2019 and a part of profits earned in previous years  
for a dividend payout**

1. Pursuant to article 395 § 2 item 2, in connection with article 348 § 1, of the Commercial Companies Code and pursuant to article 23 item 2(b) of the Company’s Articles of Association, as well as taking into account the economic standing of the Company, the entire net profit earned by the Company in the financial year 2019, in the amount of PLN 586,802,125.73 (say: five hundred eighty six million eight hundred two thousand one hundred twenty five zlotys and seventy three grosze), is being allocated for a dividend payout. Furthermore, the amount of PLN 52,743,890.27 (say: fifty two million seven hundred forty three thousand eight hundred ninety zlotys and twenty seven grosze) from the reserve capital, created from profits earned in previous years, is also being allocated for a dividend payout. The total amount of the dividend amounts to PLN 639,546,016.00 (say: six hundred thirty nine million five hundred forty six thousand sixteen zlotys), i.e., PLN 1.00 (say: one zloty) per share.
2. Pursuant to article 348 § 4 of the Commercial Companies Code and article 30 item 1 of the Company’s Articles of Association, the dividend day is scheduled for October 15, 2020, and the dividend payout shall be made in two tranches as follows:
  - the first tranche in the amount of PLN 223,841,105,60 (say: two hundred twenty three million eight hundred forty one thousand one hundred five zlotys and sixty grosze), i.e., PLN 0.35 (say: thirty five grosze) per share – on October 22, 2020, and
  - the second tranche in the amount of PLN 415,704,910.40 (say: four hundred fifteen million seven hundred four thousand nine hundred ten zlotys and forty grosze), i.e., PLN 0.65 (say: sixty five grosze) per share – on January 11, 2021.

Justification of draft resolution no. 27

*In the opinion of the Management Board of the Company, the proposed profit distribution is consistent with the dividend policy of Cyfrowy Polsat S.A. capital group (the “Group”) adopted on March 15, 2019 (the „Dividend Policy”)(see the Company’s current report No. 7/2019 dated March 15, 2019.*

*Moreover, the Management Board of the Company underscores that while preparing the proposal for the distribution of profit for the financial year ended December 31, 2019 and the suggested schedule of dividend payment it had taken into consideration the Group’s net profit, financial standing and liquidity, existing and future liabilities, the assessment of the Group’s prospects in specific market and macroeconomic conditions, in particular accounting for the effects of the epidemic caused by the SARS-CoV-2 virus, the potential necessity of spending funds for the Group’s development, in particular*

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*through acquisitions (including the planned cash settlement of the acquisition of Interia Group and the potential participation in the planned process of sale of the 3.4-3.8 GHz band) and embarking on new projects, one-off items, as well as valid legal regulations.*

*In the Management Board's opinion the proposed dividend payout for the financial year 2019 shall not interrupt the development concept of the Group, enabling at the same time its further deleveraging.*

To item 17 of the agenda:

**Resolution No.28  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna ("Company")  
seated in Warsaw  
dated July 23, 2020  
on determination of a number of members of the Supervisory Board**

The Annual General Meeting of the Company hereby resolves as follows:

**§ 1  
Determination of a number of members of the Supervisory Board**

Acting pursuant to art. 385 § 1 of the Polish Commercial Companies Code and Article 19 item 3 of the Company's Articles of Association, the Annual General Meeting of the Company herewith resolves that the Supervisory Board of the present term of office shall consist of ..... members.

**§ 2  
Entry into force**

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

**Resolution No.29  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna ("Company")  
seated in Warsaw  
dated July 23, 2020  
on changes to the composition of the Supervisory Board**

The Annual General Meeting of the Company hereby resolves as follows:

**§ 1  
Election of a member of the Supervisory Board**

Acting pursuant to art. 385 § 1 of the Polish Commercial Companies Code and Article 19 item 2 of the Company's Articles of Association, the Annual General Meeting of the Company herewith resolves to appoint Ms./Mr. .... as member of the Supervisory Board.

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**§ 2**  
**Entry into force**

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

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convened for July 23, 2020*

**Resolution No.30  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on changes to the composition of the Supervisory Board**

The Annual General Meeting of the Company hereby resolves as follows:

**§ 1  
Election of a member of the Supervisory Board**

Acting pursuant to art. 385 § 1 of the Polish Commercial Companies Code and Article 19 item 2 of the Company's Articles of Association, the Annual General Meeting of the Company herewith resolves to appoint Ms./Mr. .... as member of the Supervisory Board.

**§ 2  
Entry into force**

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

*Justification of draft resolutions no. 28-30*

*When convening the Annual General Meeting, the Management Board of the Company included in its agenda the adoption of the resolutions on changes to the composition of the Supervisory Board, bearing in mind that two Members of the Supervisory Board shall lose the attribute of independence due to the overall time of their serving in this body.*

*To item 19 of the agenda:*

**Resolution No.31  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on approval of amendments to the mortgage over real properties of the Company**

The Annual General Meeting of the Company hereby resolves as follows:

**§ 1  
Consent to carry out the transaction**

Having considered that:

- (A) The Company as the borrower and guarantor and other companies from the capital group to which the Company belongs are parties to the senior facilities agreement of 21 September 2015 (as amended by the amendment, restatement and consolidation deed of 21 September 2015 and the second amendment and restatement deed of 2 March 2018) up to the maximum amount of PLN 12,500,000,000 (twelve billion five hundred million zloty) entered into with UniCredit Bank AG, London Branch as agent and security agent (the “**Security Agent**”) and a consortium of Polish and foreign banks (the “**Facilities Agreement**”) and the intercreditor agreement related thereto of 21

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September 2015 (the “**Intercreditor Agreement**”);

- (B) On 27 November 2019, the Company, as the obligors’ agent, entered into an additional facility accession deed pursuant to the Facilities Agreement (the “**Accession Deed**”), pursuant to which the Company incurred an additional facility to the maximum amount of PLN 1,000,000,000 (one billion zloty); the Facilities Agreement, the Intercreditor Agreement, the Accession Deed and the documents and agreements related thereto will be jointly referred to hereinafter as the “**Financing Documents**”;
- (C) On 27 April 2020, the Company, as the obligors’ agent, entered into a third amendment and restatement deed to the Facilities Agreement (the “**Third Amendment and Restatement Deed**”) and a first amendment and restatement deed to the Accession Deed (the “**First Amendment and Restatement Deed to the Accession Deed**”);
- (D) In connection with the Third Amendment and Restatement Deed and the First Amendment and Restatement Deed to the Accession Deed the Company was obliged to amend the mortgage established as security for repayment of financing granted under the Financing Documents by extending the final due date of the secured claims.

Now, therefore, the Ordinary General Meeting of the Company hereby approves the amendment of the mortgage over real properties of the Company established for the benefit of the Security Agent as security for repayment of financing granted under the Financing Documents by extending the final due date of the secured claims pursuant to the Third Amendment and Restatement Deed and the First Amendment and Restatement Deed to the Accession Deed.

**§ 2**  
**Entry into force**

The Resolution enters into force on the date of its adoption.

*Justification of draft resolution no. 31*

*The Management Board of the Company requests to approve the mortgage over real properties of the Company established for the benefit of the Security Agent as security for repayment of financing granted under the Financing Documents by extending the final due date of the secured claims pursuant to the Third Amendment and Restatement Deed and the First Amendment and Restatement Deed to the Accession Deed – the Company informed about the conclusion of the above mentioned deeds in its current report no. 14/2020 dated April 27, 2020.*

*Draft resolutions of the Annual General Meeting of Cyfrowy Polsat S.A.  
convened for July 23, 2020*

To item 19 of the agenda:

**Resolution No.32  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on the registration of shares in the securities depository**

**§ 1**

**Registration of shares in the securities depository**

Based on Article. 328<sup>12</sup> of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves as follows:

- 1) all shares of the Company which have not been dematerialized and are not admitted to trading on a regulated market operated by the Warsaw Stock Exchange (“*Giełda Papierów Wartościowych w Warszawie S.A.*”), hereinafter the “Shares”, are subject to the registration in the securities depository in the meaning of the Act of trading in financial instruments dated July 29, 2005 (Journal of Laws of 2020, item 89 as amended), hereinafter the “Depository”,
- 2) Trigon Dom Maklerski Spółka Akcyjna with its registered seat in Cracow is being chosen as a broker for the registration of the Shares of the Company in the Depository.

**§ 2**

**Authorization to conclude an agreement**

The Annual General Meeting of the Company herewith authorizes the Management Board of the Company to conclude an agreement with Trigon Dom Maklerski Spółka Akcyjna with its registered seat in Cracow for acting as a registration agent or an issue sponsor as well as authorizes each existing Management Board of the Company to change it in the future, subject to keeping a written form under pain of invalidity, and to take all necessary factual and legal actions aimed at successful registration of the Shares in the Depository in accordance with the mandatory law provisions.

**§ 2**

**Entry into force**

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

Justification of draft resolution no. 32

*Pursuant the Act of August 30, 2019 amending the Act “Code of Commercial Companies and Certain Other Acts” all existing shares of public companies should be registered in the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych).*

*Draft resolutions of the Annual General Meeting of Cyfrowy Polsat S.A.  
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To item 20 of the agenda:

**Resolution No.33  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated July 23, 2020  
on the adoption of the remuneration policy for the Management Board and Supervisory Board Members  
of Cyfrowy Polsat S.A.**

The Annual General Meeting of the Company hereby resolves as follows:

**§ 1  
Adoption of the remuneration policy**

Pursuant to Article 395 § 5 of the Commercial Companies Code in connection with Article 90d item 1 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, the Annual General Meeting of the Company hereby resolves to adopt the Remuneration Policy for the Management Board and Supervisory Board Members of Cyfrowy Polsat S.A. in the wording appearing in the Annex no. 1 to this resolution.

**§ 2  
Entry into force**

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

Justification of draft resolution no.33

*Pursuant to article 90d item 1 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, the general meeting of the company shall adopt, in the form of a resolution, the remuneration policy for its Management Board and Supervisory Board members.*

*The draft of the Remuneration Policy for the Management Board and Supervisory Board Members of Cyfrowy Polsat S.A. has received a positive opinion of the Remuneration Committee.*

## **REMUNERATION POLICY FOR THE MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS OF CYFROWY POLSAT S.A.**

### **PART I**

#### **COMMON PROVISIONS**

##### **Justification for the implementation of the Policy and the accomplishment of the Company's goals**

1. The Policy has been established to fulfill the obligations imposed on the Company by Article 90c and subsequent articles of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies of 29 July 2005 (Journal of Law of 2019, item 623 with subsequent amendments).
2. The Policy's aim is to ensure sustained growth of the Company's value whose achievement by the Management Board and the Supervisory Board requires, among others, setting up of a relevant structure of remuneration of the members of the Management Board and the Supervisory Board on account of their overall duties. The aim is accomplished by restricting the remuneration of these individuals to a fixed part, allowing them to perform their duties concerning the overall operations of the Company, without focusing on the pursuit of selected specific goals only. Volatility of market, social and economic situation as well as the need for flexible response to the emerging risks and business opportunities provide no justification for setting fixed goals. The required flexible response to the changing situation and to the emerging challenges is assured – in the case of Management Board Members – by potential bonuses that can be awarded to them. Such a solution offers flexibility in terms of assuring stable operation of the Company and its long-term interests.
3. The form in which the Policy has been developed accounts for the specific nature of remuneration of the Company's employees and the structure of that remuneration by assuring that the terms of the remuneration are justified by the scopes of obligations and responsibilities of the members of the Management Board and the Supervisory Board which are associated with the roles that these individuals play in the Company.

##### **Implementation of the Policy, rules of supervision and review of the Policy**

4. The Policy has been adopted by the General Meeting of the Company on the basis of the draft resolution of the General Meeting proposed by the Management Board, while accounting for the opinion of the Supervisory Board's Remuneration Committee.
5. The Remuneration Policy is adopted by the General Meeting not less frequently than once every four years.
6. The supervision of implementation of the Policy is exercised by the Supervisory Board who subjects the Policy to a comprehensive review at least once a year and assesses the functioning of the Remuneration Policy from the point of view of accomplishment of its aims and fulfillment of its provisions. Once a review of the Remuneration Policy is completed, the Supervisory Board submits to the Management Board its potential recommendations as regards the motion to be proposed to the General Meeting with a view to adopt any essential amendments of the Policy. Upon obtaining the Supervisory Board's opinion, the Management Board may put forward a motion for amending the Policy to the General Meeting.

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**Managing the conflict of interest**

7. To avoid conflict of interest associated with the Remuneration Policy, the competencies related to the adoption, application and verification of the Remuneration Policy have been divided among respective governing bodies of the Company. A Management Board Member or a Supervisory Board Member is obligated to notify the Company of any conflict of his/her interests and the Company's interests, or of potential emergence of such a conflict.
8. A Management Board Member or a Supervisory Board Member should refrain from expressing opinions and voting on a resolution concerning a Remuneration Policy-related matter in connection with which there has emerged or may emerge such a conflict of interest.
9. Conflict of interest may emerge in particular if:
  - a) a Management Board Member or a Supervisory Board Member could obtain benefits or avoid loss related to their remuneration as a result of loss incurred by the Company, or
  - b) the financial interest of Management Board Member or a Supervisory Board Member, as expressed by the amount of the remuneration or the terms on which the remuneration is awarded, is contradictory to the interest of the Company itself.

**PART II**

**REMUNERATION POLICY FOR MANAGEMENT BOARD MEMBERS**

10. A fixed remuneration (salary) is paid to a Company's Management Board Member on account of the function performed by a given individual or by virtue of an employment relation. Performance of a function of a Management Board Member is based on a corporate relation. The employment relation may be a work relationship based on an employment contract concluded for a specified or unspecified term, a work relationship based on election, or a work relationship under a non-employment contract.
11. The corporate relationship is subject to termination on the terms stipulated by the Commercial Companies Code. The work relationship based on an employment contract is subject to termination on the terms stipulated by the Labor Code. The work relationship under a non-employment contract is subject to termination on the terms stipulated by the Civil Code and by a relevant contract, in particular when terminated by notice or with immediate effect. The notice period which is adequate from the point of view of the Company's needs in a specific case will be defined in the contract whose terms are defined by the Supervisory Board in the form of a resolution.
12. The remuneration of Management Board Members consists of a fixed part, having the form of a base salary.
13. Management Board Members may have the title to a bonus on the terms defined in the deed establishing their corporate relation or their employment relation.
14. Subject to the terms set by the Supervisory Board in the deed establishing a corporate relation or an employment relation, the Management Board Member may be covered by additional pension schemes.
15. Management Board Members may be entitled to additional benefits of permanent or periodic nature. These include in particular:
  - c) healthcare services for a Management Board Member or for the members of his/her family,
  - d) right to use the elements of the Company's property,
  - e) life insurance and D&O insurance.
16. Management Board Members employed under an employment contract are entitled to the same rights as all other employees of the Company by virtue of the Labor Code regulations, as defined by Article 9 of the Labor Code.
17. Remuneration and other benefits also include benefits on account of the Management Board's activities in the Company's subsidiaries.
18. In the resolution, serving as the basis for entering by a Management Board Member into a corporate relation or into an employment relation, and depending on the nature of the duties of a given Management Board Member as well as the conditions of his/her employment, the Supervisory Board, based on the recommendation issued by the Supervisory

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Board's Remuneration Committee, is entitled to determine the amount of the base salary, the conditions for acquiring the right to a bonus as well as other components of the remuneration and benefits.

**PART III**

**SUPERVISORY BOARD MEMBERS' REMUNERATION POLICY**

19. Supervisory Board Members perform their function on the basis of a corporate relation.
20. Supervisory Board Members receive fixed remuneration on account of the performed function. The remuneration may differ depending on the function in the Supervisory Board, especially in connection with participation in the work of respective Supervisory Board committees. In justified cases a Supervisory Board Member may receive additional remuneration.
21. Supervisory Board Members are entitled to a reimbursement of documented expenses incurred directly in connection with their participation in the work of the Supervisory Board.
22. The amount of the remuneration of the Supervisory Board members is determined by the General Meeting.

**PART IV**

**FINAL PROVISIONS**

23. At a Management Board's justified request, when required by the situation, including the Company's financial standing, the Supervisory Board may – for the duration of the period defined in a relevant Supervisory Board Resolution – derogate from the application of the present Policy, in part or in full.
24. The provisions of the present Policy take effect from the date of adoption by the Company's General Meeting of a resolution implementing the policy.