

To item 2 of the agenda:

**Resolution No.1
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
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 June 25, 2019
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.3
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
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 June 25, 2019
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.

To item 5 of the agenda:

**Resolution No.5
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
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 2018 and the Company's financial statements for the financial year 2018,
 - b) the Management Board's Report on the activities of the capital group of the Company in the financial year 2018 and the consolidated financial statements of the capital group of the Company for the financial year 2018,
 - c) the Management Board's Report on the activities of Cyfrowy Polsat Trade Marks sp. z o.o. and the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o. (company merged into Cyfrowy Polsat S.A. on November 30, 2018) for the period from January 1, 2018 to November 30, 2018,
 - d) the financial statements of Eileme 1 AB (publ) seated in Stockholm (company merged into Cyfrowy Polsat S.A. on April 28, 2018) for the period from January 1, 2018 to April 28, 2018.
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 2018 and the Company's financial statements for the financial year 2018, as well as the Management Board's motion regarding the distribution of the Company's profit generated in the financial year 2018.
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 2018.
10. Consideration and adoption of a resolution approving the Company's annual financial statements for the financial year 2018.
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 2018.
12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2018.

13. Consideration and adoption of a resolution approving the Management Board's Report on activities of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018.
14. Consideration and adoption of a resolution approving the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018.
15. Consideration and adoption of a resolution approving the financial statements of Eileme 1 AB (publ) for the period from January 1, 2018 to April 28, 2018.
16. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2018.
17. Adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2018.
18. Adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2018.
19. Adoption of resolutions granting a vote of approval to the members of the Management Board of Cyfrowy Polsat Trade Marks sp. z o.o. for the performance of their duties for the period from January 1, 2018 to November 30, 2018.
20. Adoption of resolutions granting a vote of approval to the members of the Management Board of Eileme 1 AB (publ) for the performance of their duties for the period from January 1, 2018 to April 28, 2018.
21. Adoption of a resolution on the distribution of the Company's profit for the financial year 2018 and the allocation of a part of profits earned in previous years for a dividend payout.
22. Adoption of a resolution on the distribution of the profit of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018.
23. Adoption of a resolution on the distribution of the profit of Eileme 1 AB (publ) for the period from January 1, 2018 to April 28, 2018.
24. 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.

To item 9 of the agenda:

**Resolution No.6
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019**

approving the Management Board's Report on the Company's activities in the financial year 2018

§1

Approval of the Management Board's Report on the Company's activities in the financial year 2018

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code and article 24(a) of the Company's Articles of Association, after consideration of the Management Board's Report on Company's activities in the financial year 2018 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.

To item 10 of the agenda:

**Resolution No.7
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
approving the Company’s annual financial statements for the financial year 2018**

**§1
Approval of the Company’s annual financial statements for the financial year 2018**

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code and article 24(a) of the Company’s Articles of Association, after consideration of the financial statements for the financial year ended December 31, 2018, the Annual General Meeting hereby approves the financial statements for the financial year ended December 31, 2018, including:

- a) the standalone income statement showing a net profit of PLN 488.5 million;
- b) the standalone statement of comprehensive income showing a total comprehensive income of PLN 487.8 million;
- c) the standalone balance sheet showing total assets and total equity and liabilities of PLN 13,833.6 million;
- d) the standalone cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 228.4 million;
- e) the standalone statement of changes in equity showing an increase in equity of PLN 248.7 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.

To item 11 of the agenda:

**Resolution No.8
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019**

**approving the Management Board’s Report on the activities of the capital group of the Company
in the financial year 2018**

§1

**Approval of the Management Board’s Report on the activities of the capital group of the Company
in the financial year 2018**

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 2018, 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.

To item 12 of the agenda:

**Resolution No.9
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019**

**approving the consolidated annual financial statements of the capital group of the Company
for the financial year 2018**

§1

**Approval of the consolidated annual financial statements of the capital group of the Company
for the financial year 2018**

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, 2018 the Annual General Meeting hereby approves the consolidated financial statements of the capital group of the Company for the financial year ended December 31, 2018, including:

- a) the consolidated income statement showing a net profit of PLN 816.1 million;
- b) the consolidated statement of comprehensive income showing a total comprehensive income of PLN 815.9 million;
- c) the consolidated balance sheet showing total assets and total equity and liabilities of PLN 30,696.8 million;
- d) the consolidated cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 5.3 million;
- e) the consolidated statement of changes in equity showing an increase in equity of PLN 1,758.4 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.

To item 13 of the agenda:

**Resolution No.10
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019**

**approving the Management Board’s Report on the activities of Cyfrowy Polsat Trade Marks sp. z o.o.
for the period from January 1, 2018 to November 30, 2018**

§1

**Approval of the Management Board’s Report on the activities of Cyfrowy Polsat Trade Marks sp. z o.o.
for the period from January 1, 2018 to November 30, 2018**

Pursuant to article 395 § 2 item 1 and in connection with article 231 § 2 item 1 of the Commercial Companies Code, after consideration of the Management Board’s Report on the activities of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018, 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.10

In connection with the merger by acquisition of Cyfrowy Polsat Trade Marks sp. z o.o. with Cyfrowy Polsat S.A. on November 30, 2018, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 1 of the Commercial Companies Code and in connection with article 231 § 2 item 1 of the Commercial Companies Code the agenda of the Annual General Meeting should include, among others, the consideration and approval of the financial report of the company for the previous financial year, which, based on article 393 item 1 of the Commercial Companies Code and in connection with article 228 item 1 of the Commercial Companies Code, requires a resolution of the general meeting.

To item 14 of the agenda:

**Resolution No.11
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019**

**approving the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o.
for the period from January 1, 2018 to November 30, 2018**

§1

**Approval of the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o.
for the period from January 1, 2018 to November 30, 2018**

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code, after consideration of the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018, the Annual General Meeting hereby approves the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018, including:

- a) the income statement showing a net profit of PLN 54,275 thousand;
- b) the statement of comprehensive income showing a total comprehensive income of PLN 54,275 thousand;
- c) the balance sheet showing total assets and total equity and liabilities of PLN 779,892 thousand;
- d) the cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 14,972 thousand;
- e) the statement of changes in equity showing a decrease in equity of PLN 4,251.

§2

Entry into force

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

Justification of draft resolution no.11

In connection with the merger by acquisition of Cyfrowy Polsat Trade Marks sp. z o.o. with Cyfrowy Polsat S.A. on November 30, 2018, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 1 of the Commercial Companies Code the agenda of the Annual General Meeting should include, among others, the consideration and approval of the financial report of the company for the previous financial year, which requires a resolution of the general meeting.

To item 15 of the agenda:

**Resolution No.12
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
approving the financial statements of Eileme 1 AB (publ)
for the period from January 1, 2018 to April 28, 2018**

**§1
Approval of the financial statements of Eileme 1 AB (publ)
for the period from January 1, 2018 to April 28, 2018**

Pursuant to article 395 § 2 item 1 of the Commercial Companies Code, after consideration of the financial statements of Eileme 1 AB (publ) seated in Stockholm for the period from January 1, 2018 to April 28, 2018, the Annual General Meeting hereby approves the aforesaid financial statements of Eileme 1 AB (publ), including:

- a) the income statement showing a net profit of SEK 1,261,261;
- b) the balance sheet showing total assets and total equity and liabilities of SEK 13,633,954,946.

**§2
Entry into force**

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

Justification of draft resolution no. 12

In connection with the merger by acquisition of Eileme 1 AB (publ), seated in Stockholm, with Cyfrowy Polsat S.A. on April 28, 2018, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 1 of the Commercial Companies Code the agenda of the Annual General Meeting should include, among others, the consideration and approval of the financial report of the company for the previous financial year, which requires a resolution of the general meeting.

To item 16 of the agenda:

**Resolution No.13
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
approving the Supervisory Board’s Report for the financial year 2018**

**§1
Approval of the Supervisory Board’s Report for the financial year 2018**

Pursuant to article 395 § 5 of the Commercial Companies Code and article 24(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 2018.

**§2
Entry into force**

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

Justification of draft resolution no.13

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 24(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 2018.

To item 17 of the agenda:

**Resolution No.14
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
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 24(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Tobias Solorz, President of the Management Board of the Company, of his duties in 2018.

§2

Entry into force

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

**Resolution No.15
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
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 24(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Dariusz Działkowski, Member of the Management Board of the Company, of his duties in 2018.

§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 June 25, 2019
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 24(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, Member of the Management Board of the Company, of his duties in 2018.

§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 ("Company")
seated in Warsaw
dated June 25, 2019
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 2018.

§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 ("Company")
seated in Warsaw
dated June 25, 2019
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 24(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 2018.

§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 June 25, 2019
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 24(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 2018.

§2

Entry into force

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

**Resolution No.20
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
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 24(c) of the Company's Articles of Association, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Maciej Stec, Member of the Management Board of the Company, of his duties in 2018.

§2

Entry into force

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

To item 18 of the agenda:

**Resolution No.21
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
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 24(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 2018.

§2

Entry into force

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

**Resolution No.22
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
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 24(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 2018.

§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 June 25, 2019
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 24(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 2018.

§2

Entry into force

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

**Resolution No.24
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
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 24(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 2018.

§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 June 25, 2019
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 24(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 2018.

§2

Entry into force

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

**Resolution No.26
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
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 24(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 2018.

§2

Entry into force

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

**Resolution No.27
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
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 24(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, 2018 to December 31, 2018, of his duties in the abovementioned period.

§2

Entry into force

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

Justification of draft resolutions no.14 – 27

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.

To item 19 of the agenda:

**Resolution No.28
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
granting a vote of approval to persons acting as Members of the Management Board
of Cyfrowy Polsat Trade Marks sp. z o.o.**

§1

Granting a vote of approval to Ms. Aneta Jaskólska

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby grants approval of performance by Ms. Aneta Jaskólska, Member of the Management Board of Cyfrowy Polsat Trade Marks sp. z o.o. in the period from January 1, 2018 to November 30, 2018, of her duties in the abovementioned period.

§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 June 25, 2019
granting a vote of approval to persons acting as Members of the Management Board
of Cyfrowy Polsat Trade Marks sp. z o.o.**

§1

Granting a vote of approval to Ms. Dorota Wolczyńska

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby grants approval of performance by Ms. Dorota Wolczyńska, Member of the Management Board of Cyfrowy Polsat Trade Marks sp. z o.o. in the period from January 1, 2018 to November 30, 2018, of her duties in the abovementioned period.

§2

Entry into force

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

Justification of draft resolutions no.28 – 29

In connection with the merger by acquisition of Cyfrowy Polsat Trade Marks sp. z o.o. with Cyfrowy Polsat S.A. on November 30, 2018, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 3) 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.

To item 20 of the agenda:

**Resolution No.30
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
granting a vote of approval to persons acting as Members of the Management Board
of Eileme 1 AB (publ)**

§1

Granting a vote of approval to Mr. Jan Hugo Nihlen

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Jan Hugo Nihlen, Member of the Management Board of Eileme 1 AB (publ), of his duties in the period from January 1, 2018 to April 28, 2018.

§2

Entry into force

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

**Resolution No.31
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
granting a vote of approval to persons acting as Members of the Management Board
of Eileme 1 AB (publ)**

§1

Granting a vote of approval to Mr. Ole Meier Sorensen

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Ole Meier Sorensen, Member of the Management Board of Eileme 1 AB (publ), of his duties in the period from January 1, 2018 to April 28, 2018.

§2

Entry into force

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

**Resolution No.32
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
granting a vote of approval to persons acting as Members of the Management Board
of Eileme 1 AB (publ)**

§1

Granting a vote of approval to Mr. Jesper Kryger Nielsen

Pursuant to article 395 § 2 item 3) of the Commercial Companies Code, the Annual General Meeting of the Company hereby grants approval of performance by Mr. Jesper Kryger Nielsen, Member of the Management Board of Eileme 1 AB (publ), of his duties in the period from January 1, 2018 to April 28, 2018.

§2

Entry into force

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

Justification of draft resolutions no.30 – 32

In connection with the merger by acquisition of Eileme 1 AB (publ) with Cyfrowy Polsat S.A. on April 28, 2018, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 3) 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.

To item 21 of the agenda:

**Resolution No.33
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna (“Company”)
seated in Warsaw
dated June 25, 2019
on the distribution of the Company’s profit for the financial year 2018
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 2018 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 24(b) and article 34 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 2018, in the amount of PLN 488,520,113.73 (say: four hundred eighty eight million five hundred twenty thousand one hundred thirteen zlotys and seventy three grosze), is being allocated for a dividend payout. Furthermore, the amount of PLN 106,257,681.15 (say: one hundred six million two hundred fifty seven thousand six hundred eighty one zlotys and fifteen 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 594,777,794.88 (say: five hundred ninety four million seven hundred seventy seven thousand seven hundred ninety four zlotys and eighty eight grosze), i.e., PLN 0.93 (say: ninety three grosze) per share.
2. Pursuant to article 348 § 4 of the Commercial Companies Code and article 35 item 1 of the Company’s Articles of Association, the dividend day is scheduled for July 1, 2019, and the dividend payout shall be made in two tranches as follows:
 - the first tranche in the amount of PLN 287,795,707.20 (say: two hundred eighty seven million seven hundred ninety five thousand seven hundred seven zlotys and twenty grosze), i.e., PLN 0.45 (say: forty five grosze) per share – on July 3, 2019, and
 - the second tranche in the amount of PLN 306,982,087.68 (say: three hundred six million nine hundred eighty two thousand eighty seven zlotys and sixty eight grosze), i.e., PLN 0.48 (say: forty eight grosze) per share – on October 1, 2019.

Justification of draft resolution no. 33

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.

Simultaneously, the proposed distribution of the Company’s net profit for the financial year ended December 31, 2018 corresponds with the results of the analysis conducted by the Management Board of the Company in the first quarter of 2019, based on which the Management Board evaluated possibilities of paying out the dividends in the total amount of not less than PLN 2.79 per share in three years period, covering years 2019-2021, including a dividend payout of at least PLN 0.93 per share in 2019.

Moreover, the Management Board of the Company notices that while preparing a proposal for the distribution of profit for the financial year ended December 31, 2018 it took 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, potential necessity of spending funds for the Group's development, in particular through acquisitions and embarking on new projects, one-off items, as well as valid legal regulations.

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

To item 22 of the agenda:

Resolution No.34
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
on the distribution of the profit of Cyfrowy Polsat Trade Marks sp. z o.o.
for the period from January 1, 2018 to November 30, 2018

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

§ 1
Distribution of the profit of Cyfrowy Polsat Trade Marks sp. z o.o.
for the period from January 1, 2018 to November 30, 2018

Pursuant to Article 395 § 2 item 2 in connection with Article 231 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves to allocate the entire net profit resulting from the financial statements of Cyfrowy Polsat Trade Marks sp. z o.o. for the period from January 1, 2018 to November 30, 2018 in the amount of PLN 54,275,493.95 to the reserve capital of Cyfrowy Polsat S.A.

§ 2
Entry into force

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

Justification of draft resolution no.34

In connection with the merger by acquisition of Cyfrowy Polsat Trade Marks sp. z o.o. with Cyfrowy Polsat S.A. on November 30, 2018, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 2 of the Commercial Companies Code the agenda of the annual general meeting should include, among others, the adoption of a resolution on the distribution of profits or the financing of losses.

To item 23 of the agenda:

**Resolution No.35
of the Annual General Meeting
of Cyfrowy Polsat Spółka Akcyjna ("Company")
seated in Warsaw
dated June 25, 2019
on the distribution of the profit of Eileme 1 AB (publ)
for the period from January 1, 2018 to April 28, 2018**

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

§ 1

Distribution of the profit of Eileme 1 AB (publ) for the period from January 1, 2018 to April 28, 2018

Pursuant to Article 395 § 2 item 2 in connection with Article 231 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of the Company hereby resolves to allocate the entire net profit resulting from the financial statements of Eileme 1 AB (publ) for the period from January 1, 2018 to November 30, 2018 in the amount of SEK 1,261,261 to the reserve capital of Cyfrowy Polsat S.A.

§ 2

Entry into force

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

Justification of draft resolution no. 35

In connection with the merger by acquisition of Eileme 1 AB (publ) with Cyfrowy Polsat S.A. on April 28, 2018, Cyfrowy Polsat S.A. became the legal successor of the acquired subsidiary. Thus, the Annual General Meeting of Cyfrowy Polsat S.A., as the legal successor, has taken over the duties of the approving body of the acquired company. Pursuant to article 395 § 2 item 2 of the Commercial Companies Code the agenda of the annual general meeting should include, among others, the adoption of a resolution on the distribution of profits or the financing of losses.