

# CYFROWY POLSAT S.A.

Current report No.: **22/2014**

Report Date: **April 3, 2014**

**Subject: Registration of conditional increase of the share capital of Cyfrowy Polsat S.A. for the purposes of the transaction of the takeover of Metelem Holding Company Limited by Cyfrowy Polsat S.A.**

The Management Board of Cyfrowy Polsat S.A. (the “**Company**”) reports the registration on April 2, 2014 of a conditional increase of the Company’s share capital for the purposes of the transaction of the takeover of Metelem Holding Company Limited („**Metelem**”) by the Company.

As a result of the registration, the Company’s share capital may be conditionally increased by an amount not exceeding PLN 11,647,727.20 by way of the issuance of not more than 291,193,180 ordinary bearer shares with a nominal value of PLN 0.04 per share (including 47,260,690 Series I and 243,932,490 Series J shares).

The issuance of the Series I and Series J shares within the framework of the conditional share capital increase was resolved by the Company’s Extraordinary General Meeting convened on January 16, 2014 (information on the content of the resolutions passed by that Extraordinary General Meeting, including resolutions related to the conditional share capital increase, was supplied by the Company in its current reports No. 4/2014 of January 17, 2014, No. 10/2014 of January 23, 2014 and No. 13/2014 of January 25, 2014). The investors entitled to acquire Series I shares and Series J shares will be the holders of subscription warrants to be issued by the Company pursuant to the resolution of the Extraordinary General Meeting referred to above. Pursuant to the provisions of the Company’s investment agreements with Metelem shareholders of November 14, 2013 (described in current report No. 22/2013 of November 14, 2013) and December 19, 2013 (described in current report No. 27/2013 of December 19, 2013), the subscription warrants authorizing their holders to acquire Series I and Series J shares will be offered to Metelem shareholders on the terms laid down in these agreements, and following the acquisition of Series I and Series J shares through the exercise of the rights arising from the subscription warrants, the Company will acquire all the Metelem shares.

The registration of the conditional increase of the Company’s share capital as described above is one of the conditions precedent of the Company’s obligation to issue shares and to oblige Metelem shareholders to transfer Metelem shares to the Company.

*Legal basis: Article 56 Section 1 Clause 1 of the Act on public offering and conditions of introducing financial instruments to an organized system of trading and on public companies.*

Signed by:

/s/ Dominik Libicki

Dominik Libicki  
President of the Management Board