

# CYFROWY POLSAT S.A.

Current report No. **30/2017**

Report Date: **December 21, 2017**

**Subject: Notice of intention to conduct a cross-border merger by acquisition between Cyfrowy Polsat S.A. with its registered office in Warsaw and Eileme 1 AB (publ) with its registered office in Stockholm – second notice**

The Management Board of Cyfrowy Polsat S.A. ("**Cyfrowy Polsat**" or the "**Acquiring Company**"), in accordance with article 504 §1 and §2 of the Polish Commercial Companies Code (the "**CCC**"), informs the shareholders of Cyfrowy Polsat of the planned cross-border merger by acquisition of Cyfrowy Polsat and Eileme 1 AB (publ), a public limited company (original name: *publikt aktiebolag*) established under the laws of Sweden, with its registered office in Stockholm, address: Stureplan 4C, 4 tr, 114 35 Stockholm, Sweden, recorded in the Swedish Companies Register under Reg. No. 556854-5668 (the "**Ceasing Company**"), in which Cyfrowy Polsat holds directly 100% of the share capital.

The merger of the Merging Companies will be effected via

- (i) transferring to the Acquiring Company, as the direct holder of 100% share of the Ceasing Company share capital, all of the assets and liabilities of the Ceasing Company by way of universal succession, and
- (ii) dissolving the Ceasing Company without going into liquidation

in accordance with article 492 §1 item 1) of the CCC, in conjunction with article 516<sup>15</sup> of the CCC and article 516<sup>1</sup> of the CCC.

As a result of the merger, Cyfrowy Polsat - in accordance with article 494 §1 of the CCC - will assume all rights and obligations of the Ceasing Company, effective on the date of the merger.

Given that the Acquiring Company (as parent company) holds directly all the shares of the Ceasing Company, according to article 515 §1 of the CCC, the merger will be effected without increasing the share capital of the Acquiring Company.

The detailed terms of the merger are specified in the Common Draft Terms of a Cross-Border Merger by Acquisition approved on December 6, 2017 and made publicly available, free of charge, on the website of the Acquiring Company at <http://www.grupapolsat.pl/en/investor-relations>, in accordance with article 516<sup>4</sup> §1 of the CCC.

With regard to the fact that the Acquiring Company (as parent company) holds directly all the shares in the Ceasing Company, in accordance with art. 516<sup>15</sup> §1 of the CCC in conjunction with art 516<sup>6</sup> of the CCC, the Common Draft Terms of a Cross-Border Merger by Acquisition are not subject to review by an independent auditor.

Concurrently, the Management Board of Cyfrowy Polsat informs that the following documents:

1. Common Draft Terms of a Cross-Border Merger by Acquisition,
2. Financial statements and Management Board's reports on the activities of the merging companies for the last three financial years, together with the opinion of an independent

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auditor and report supplementing the auditor's opinion (if an opinion or a report had been issued),

3. Report of the Management Board justifying the merger,

(the "**Merger Documents**") are available for inspection to Cyfrowy Polsat shareholders and employees from the date of publication of the first notice regarding the merger, that is December 6, 2017, until the date of adoption of a resolution regarding the merger.

The Merger Documents are available in the head office of Cyfrowy Polsat, at 4A Łubinowa Street in Warsaw, building B1, from Monday to Friday from 9.00 a.m. to 4.00 p.m.

Cyfrowy Polsat shareholders and employees may request copies of the Merger Documents free of charge at the head office of Cyfrowy Polsat.

This notice is the second notice.

*Legal basis: Art. 56 Section 1 Clause 2 of the Act of July 29, 2005 on public offering and the conditions of introducing financial instruments to an organized system of trading and on public companies in connection with art. 504 §1 and §2 and art. 402<sup>1</sup> §1 of the CCC*

Signed by:

/s/ Tobias Solorz

Tobias Solorz  
President of the Management Board