

CYFROWY POLSAT S.A.

Current report No. 15/2011

Report date: 15 April 2011

Subject: **Notice of intention to merger Cyfrowy Polsat S.A. seated in Warsaw and mPunkt Polska S.A. seated in Warsaw – second notice.**

The Management Board of Cyfrowy Polsat S.A. ("Cyfrowy Polsat" or "Acquiring Company"), in accordance with article 504 § 1 and § 2 of Commercial Companies Code (KSH), informs the Shareholders of Cyfrowy Polsat S.A. on the planned merger of Cyfrowy Polsat and mPunkt Polska S.A. seated in Warsaw, address: Domaniewska 37, 02-672 Warsaw, Poland, registered in entrepreneurs register kept by the District Court for the Capital City of Warsaw in Warsaw, XIII Business Division of the National Court Register, under the number KRS 0000246160 („MPP" or "Ceasing company").

The merger will be effected by:

- (i) transferring to Acquiring Company – as the sole shareholder of Ceasing company – all the assets of Ceasing Company by the way of universal succession, and
- (ii) termination of Ceasing Company without liquidation,

in accordance with article 492 §1 item 1) KSH.

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

Given that Acquiring Company holds all the shares of Ceasing Company, and according to article 515 §1 KSH, the merger will be effected without increasing the share capital of Acquiring Company.

The detailed terms of the merger, were specified in the Merger Plan prepared on March 21, 2011 and published on April 1, 2011 in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy) no 3620/2011, item 3908.

The Management Board of Cyfrowy Polsat S.A. also informs, that the following documents :

1. Merger Plan,
2. Financial Statements and Management Board's Reports on Activities of the merging companies for the last three financial years, together with opinion of the independent auditor and report supplementing the auditor's opinion (if opinion or report was issued),
3. Draft resolution of the General Meeting of Acquiring Company concerning the merger,
4. Draft resolution of the General Meeting of Ceasing Company concerning the merger,
5. Valuation of assets and liabilities of Ceasing Company as at 28 February 2011,
6. Statement containing information on accounting condition of Acquiring Company as at 28 February 2011,
7. Statement containing information on accounting condition of Ceasing Company as at 28 February 2011.

("Merger Documents") are available for inspection for Cyfrowy Polsat shareholders from the date of publication of the first announcement, that was April 1, 2011 until May 1, 2011.

Merger Documents are available in Cyfrowy Polsat Headquarters, at Lubinowa 4A in Warsaw, building B1, room no 118, from Monday to Friday from 9.00 am to 4.00 pm.

Cyfrowy Polsat Shareholders may request copies of Merger Documents free of charge in Cyfrowy Polsat Headquarters.

This notice is the second notice.

Warsaw, April 15, 2011

Legal basis: § 5 Section 1 item 13 of the Ordinance of the Minister of Finance of February 19, 2009 regarding current and periodic information to be submitted by issuers of securities, and the conditions for recognizing equivalence of information required under non-member states regulations.

Signed by:

/p/ Aneta Jaskólska
Aneta Jaskólska,
Member of the Management Board

/p/ Tomasz Szelağ
Tomasz Szelağ,
Member of the Management Board