

**Draft resolutions of the Annual General Meeting**

*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 29, 2016  
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 29, 2016  
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 29, 2016  
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 29, 2016  
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 29, 2016  
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 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 2015 and the Company’s financial statements for the financial year 2015,
  - b) the Management Board’s Report on the activities of the capital group of the Company in the financial year 2015 and the consolidated financial statements of the capital group of the Company for the financial year 2015,
  - c) the report on the activities of Redefine Sp. z o.o. (company merged with Cyfrowy Polsat S.A. on June 30, 2015) for the period from January 1, 2015 to June 30, 2015 and the financial statements of Redefine Sp. z o.o. for the period from January 1, 2015 to June 30, 2015.
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 2015 and the Company’s financial statements for the financial year 2015, as well as the Management Board’s motion regarding the distribution of the Company’s profit generated in the financial year 2015.
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 2015.
10. Consideration and adoption of a resolution approving the Company’s annual financial statements for the financial year 2015.
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 2015.

12. Consideration and adoption of a resolution approving the consolidated annual financial statements of the capital group of the Company for the financial year 2015.
13. Consideration and adoption of a resolution approving the Management Board's Report on the activities of Redefine Sp. z o.o. in the period from January 1, 2015 to June 30, 2015.
14. Consideration and adoption of a resolution approving the annual financial statements of Redefine Sp. z o.o. in the period from January 1, 2015 to June 30, 2015.
15. Consideration and adoption of a resolution approving the Supervisory Board's Report for the financial year 2015.
16. Adoption of resolutions granting a vote of approval to the members of the Management Board for the performance of their duties in the year 2015.
17. Adoption of resolutions granting a vote of approval to the members of the Supervisory Board for the performance of their duties in the year 2015.
18. Adoption of resolutions granting a vote of approval to the members of the Management Board of Redefine Sp. z o.o. for the performance of their duties in the period from January 1, 2015 to June 30, 2015.
19. Adoption of a resolution on the distribution of the Company's profit for the financial year 2015.
20. Adoption of a resolution on the distribution of profit of Redefine Sp. z o.o. for the financial year 2015.
21. Adoption of a resolution on the determination of remuneration of Members of the Supervisory Board.
22. 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 29, 2016  
approving the Management Board’s Report on the Company’s activities in the financial  
year 2015**

**§1  
Approval of the Management Board’s Report on the Company’s activities in the  
financial year 2015**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24(a) of the Company’s Article of Association, after consideration of the Management Board's Report on Company’s activities in the financial year 2015 presented by the Company’s Management Board, the Annual General Meeting hereby approves the Management Board's Report on the Company’s activities in the financial year 2015.

**§ 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 point 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, which requires a resolution of the annual general meeting pursuant to article 393 point 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 29, 2016  
approving the Company’s annual financial statements for the financial year 2015**

**§1**

**Approval of the Company’s annual financial statements for the financial year 2015**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code and article 24(a) of the Company’s Article of Association, after consideration of the financial statements for the financial year ended December 31, 2015, the Annual General Meeting hereby approves the financial statements for the financial year ended December 31, 2015, including:

- a) the income statement showing a net profit of PLN 446.1 million;
- b) the statement of comprehensive income showing a total comprehensive income of PLN 451.6 million;
- c) the balance sheet showing total assets and total equity and liabilities of PLN 13,093.0 million;
- d) the cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 132.1 million;
- e) the statement of changes in equity showing an increase in equity of PLN 561.3 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 point 1) of the Commercial Companies Code the agenda of the annual general meeting shall include, among others, the consideration and approval of the financial report for the previous financial year, which requires a resolution of the annual general meeting pursuant to article 393 point 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 29, 2016**

**approving the Management Board’s Report on the activities of the capital group of the  
Company in the financial year 2015**

**§1**

**Approval of the Management Board’s Report on the activities of the capital group of the  
Company in the financial year 2015**

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 2015, the Annual General Meeting hereby approves the Management Board's Report on the activities of the capital group of the Company in the financial year 2015.

**§ 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 report 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 29, 2016  
approving the consolidated annual financial statements of the capital group of the  
Company for the financial year 2015**

**§1**

**Approval of the consolidated annual financial statements of the capital group of the  
Company for the financial year 2015**

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, 2015 the Annual General Meeting hereby approves the consolidated financial statements of the capital group of the Company for the financial year ended December 31, 2015, including:

- a) the consolidated income statement showing a net profit of PLN 1,163.4 million;
- b) the consolidated statement of comprehensive income for the period showing a total comprehensive income of PLN 1,171.9 million;
- c) the consolidated balance sheet showing total assets and total equity and liabilities of PLN 26,490.1 million;
- d) the consolidated cash flow statement showing a net decrease in cash and cash equivalents amounting to PLN 225.6 million;
- e) the consolidated statement of changes in equity showing an increase in equity of PLN 1,171.9 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 the financial report 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 29, 2016  
approving the Management Board’s Report on the activities of Redefine Sp. z o.o. in the  
period from January 1, 2015 to June 30, 2015**

**§1**

**Approval of the Management Board’s Report on the activities of Redefine Sp. z o.o. in  
the period from January 1, 2015 to June 30, 2015**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code in connection with article 231 § 2 point 1) of the Commercial Companies Code, after consideration of the Management Board's Report on the activities of Redefine Sp. z o.o. in the period from January 1, 2015 to June 30, 2015, the Annual General Meeting hereby approves the Management Board's Report on the Company's activities in the financial year 2015.

**§ 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 Redefine Sp. z o.o. with Cyfrowy Polsat S.A. on June 30, 2015, 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 point 1) of the Commercial Companies Code in connection with article 231 § 2 point 1) of the Commercial Companies Code the agenda of the annual general meeting should include, among others, the consideration and approval of the management board's report on the operations of the company, which requires a resolution of the annual general meeting pursuant to article 393 point 1) of the Commercial Companies Code in connection with article 228 point 1) of the Commercial Companies Code.*

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 29, 2016**

**approving the annual financial statements of Redefine Sp. z o.o. for the period from  
January 1, 2015 to June 30, 2015**

**§1**

**Approval of the annual financial statements of Redefine Sp. z o.o. for the period from  
January 1, 2015 to June 30, 2015**

Pursuant to article 395 § 2 point 1) of the Commercial Companies Code in connection with article 231 § 2 point 1) of the Commercial Companies Code, after consideration of the financial statements of Redefine Sp. z o.o. for the period from January 1, 2015 to June 30, 2015, the Annual General Meeting hereby approves the financial statements of Redefine Sp. z o.o. for the period from January 1, 2015 to June 30, 2015, including:

- a) the income statement showing a net profit of PLN 27,508 thousand;
- b) the statement of comprehensive income showing a total comprehensive income of PLN 27,508 thousand;
- c) the balance sheet showing total assets and total equity and liabilities of PLN 104,500 thousand;
- d) the cash flow statement showing a net increase in cash and cash equivalents amounting to PLN 14,310 thousand;
- e) the statement of changes in equity showing an increase in equity of PLN 27,508 thousand;
- 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. 11

*In connection with the merger by acquisition of Redefine Sp. z o.o. with Cyfrowy Polsat S.A. on June 30, 2015, 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 point 1) in connection with article 231 § 2 point 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 annual general meeting pursuant to article 393 point 1) of the Commercial Companies Code in connection with article 228 point 1) of the Commercial Companies Code.*

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 29, 2016  
approving the Supervisory Board’s Report for the financial year 2015**

**§1**

**Approval of the Supervisory Board’s Report for the financial year 2015**

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 Supervisory Board report on its activities in the financial year 2015.

**§ 2**

**Entry into force**

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

Justification of draft resolution no. 12

*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 report 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 the detailed principle II.Z.10 of the Code of Best Practices of WSE Listed Companies 2016, the Supervisory Board prepares and presents to the Annual General Meeting once a year the information included in the Supervisory Board’s Report for the financial year 2015.*

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 29, 2016  
granting a vote of approval to Mr. Tobias Solorz**

**§1**

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

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting hereby grants approval of performance by Mr. Tobias Solorz – the Vice-President of the Management Board of the Company in the period from January 1, 2015 to December 8, 2015 and the President of the Management Board of the Company in the period from December 8, 2015 to December 31, 2015 – of his duties in 2015.

**§ 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 June 29, 2016  
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 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by Mr. Tomasz Gillner-Gorywoda – the President of the Management Board of the Company in the period from January 1, 2015 to December 8, 2015 and the Member of the Management Board of the Company from December 8, 2015 to December 31, 2015 – of his duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Mr. Dariusz Działkowski**

**§1  
Granting a vote of approval to Mr. Dariusz Działkowski**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting hereby grants approval of performance by the Member of the Management Board of the Company – Mr. Dariusz Działkowski, of his duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Ms. Aneta Jaskólska**

**§1  
Granting a vote of approval to Ms. Aneta Jaskólska**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Management Board of the Company – Ms. Aneta Jaskólska, of her duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Mr. Maciej Stec**

**§1  
Granting a vote of approval to Mr. Maciej Stec**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Management Board of the Company – Mr. Maciej Stec, of his duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Mr. Tomasz Szeląg**

**§1  
Granting a vote of approval to Mr. Tomasz Szeląg**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Management Board of the Company – Mr. Tomasz Szeląg of his duties in 2015.

**§ 2  
Entry into force**

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

To item 17 of the agenda:

**Resolution No. 19  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated June 29, 2016  
granting a vote of approval to Mr. Zygmunt Solorz-Żak**

**§1  
Granting a vote of approval to Mr. Zygmunt Solorz-Żak**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Chairman of the Supervisory Board of the Company – Mr. Zygmunt Solorz-Żak, of his duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Mr. Heronim Ruta**

**§1  
Granting a vote of approval to Mr. Heronim Ruta**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Heronim Ruta, of his duties in 2015.

**§ 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 June 29, 2016  
granting a vote of approval to Mr. Robert Gwiazdowski**

**§1  
Granting a vote of approval to Mr. Robert Gwiazdowski**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Robert Gwiazdowski, of his duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Mr. Leszek Reksa**

**§1  
Granting a vote of approval to Mr. Leszek Reksa**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Leszek Reksa, of his duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Mr. Józef Birka**

**§1  
Granting a vote of approval to Mr. Józef Birka**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Józef Birka, of his duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Mr. Aleksander Myszka**

**§1  
Granting a vote of approval to Mr. Aleksander Myszka**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company – Mr. Aleksander Myszka, of his duties in 2015.

**§ 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 29, 2016  
granting a vote of approval to Mr. Andrzej Papis**

**§1  
Granting a vote of approval to Mr. Andrzej Papis**

Pursuant to article 395 § 2 point 3) of the Commercial Companies Code and article 24(c) of the Company’s Articles of Association, the Annual General Meeting, hereby grants approval of performance by the Member of the Supervisory Board of the Company in the period from January 1, 2015 to April 2, 2015, Mr. Andrzej Papis, of his duties during the abovementioned period.

**§ 2  
Entry into force**

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

*Justification of draft resolutions no. 13 - 25*

*Pursuant to article 393 point 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 annual general meeting. Pursuant to article 395 § 2 point 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 18 of the agenda:

**Resolution No. 26  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated June 29, 2016**

**granting a vote of approval to persons acting as Members of the Management Board of  
Redefine Sp. z o.o.**

**§1**

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

Pursuant to article 395 § 2 point 3), in connection with article 231 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by Mr. Tomasz Szeląg, Member of the Management Board of Redefine Sp. z o.o. in the period from January 1, 2015 to June 30, 2015, of his duties in the abovementioned period.

**§ 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 29, 2016**

**granting a vote of approval to persons acting as Members of the Management Board of  
Redefine Sp. z o.o.**

**§1**

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

Pursuant to article 395 § 2 point 3), in connection with article 231 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by Mr. Dariusz Działkowski, Member of the Management Board of Redefine Sp. z o.o. in the period from January 1, 2015 to June 30, 2015, of his duties in the abovementioned period.

**§ 2**

**Entry into force**

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

**Resolution No. 28  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated June 29, 2016  
granting a vote of approval to persons acting as Members of the Management Board of  
Redefine Sp. z o.o.**

**§1  
Granting a vote of approval to Ms. Aneta Jaskólska**

Pursuant to article 395 § 2 point 3), in connection with article 231 § 2 point 3) of the Commercial Companies Code, the Annual General Meeting, hereby grants approval of performance by Ms. Aneta Jaskólska, Member of the Management Board of Redefine Sp. z o.o. in the period from January 1, 2015 to June 30, 2015, 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. 26 - 28*

*In connection with the merger by acquisition of Redefine Sp. z o.o. with Cyfrowy Polsat S.A. on June 30, 2015, 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 point 3) in connection with article 231 § 2 point 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 annual general meeting.*

To item 19 of the agenda:

**Resolution No. 29  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated June 29, 2016  
on the distribution of profit for the financial year 2015**

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

**§1  
Allocation of profit for the financial year 2015**

Pursuant to Article 395 § 2 point 2 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 Annual General Meeting of the Company hereby allocates the entire net profit earned by the Company in the financial year of 2015, in the amount of PLN 446,146,891.55 (four hundred forty six million one hundred forty six thousand eight hundred ninety one zlotys and fifty five groszy) to the reserve capital.

**§ 2  
Entry into force**

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

Justification of draft resolution no. 29

*Pursuant to article 395 § 2 point 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.*

*Considering the relatively high level of the current indebtedness of the capital group of the Company, the Management Board of the Company consistently aims for its reduction. In accordance with the adopted assumptions, the strategic goal of the capital resources management policy is the reduction of the total net indebtedness ratio of the Company's capital group, i.e. net debt to EBITDA, below the level of 1.75 as fast as possible. The rapid achievement of the goal would allow for a revision of the dividend policy and the return to regular payouts of part of the generated profit starting from the year 2017.*

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 29, 2016  
on the distribution of profit of Redefine Sp. z o.o. for the financial year 2015**

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

**§1  
Allocation of profit for the financial year 2015**

Pursuant to Article 395 § 2 point 2 in connection with Article 231 § 2 point 2 of the Commercial Companies Code, the Annual General Meeting of the Company hereby allocates the entire net profit stated in the financial statements of Redefine Sp. z o.o. in the amount of PLN 27,508,516.75 (twenty seven million five hundred and eight thousand five hundred sixteen one zlotys and seventy five groszy) to the reserve capital of Cyfrowy Polsat.

**§ 2  
Entry into force**

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

Justification of draft resolution no. 30

*In connection with the merger by acquisition of Redefine Sp. z o.o. with Cyfrowy Polsat S.A. on June 30, 2015, 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 point 2 in connection with Article 231 § 2 point 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 21 of the agenda:

**Resolution No. 31  
of the Annual General Meeting  
of Cyfrowy Polsat Spółka Akcyjna (“Company”)  
seated in Warsaw  
dated June 29, 2016  
on the determination of remuneration of Members of the Supervisory Board**

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

**§1**

**Determination of remuneration of Members of the Supervisory Board**

1. Pursuant to Article 392 § 1 point 2 of the Commercial Companies Code and pursuant to article 24(d) of the Company’s Articles of Association, the Annual General Meeting of the Company hereby determines the monthly remuneration of the Members of the Supervisory Board in the following amounts:
  - the Chairman of the Supervisory Board – PLN .....  
(say: .....zloty);
  - each of the remaining Members of the Supervisory Board – PLN .....  
..... (say: .....zloty).
2. Resolution No. 4 of the Extraordinary General Meeting of Cyfrowy Polsat S.A. dated September 5, 2007 on the determination of remuneration of Members of the Supervisory Board expires.

**§ 2**

**Entry into force**

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

*Justification of draft resolution no. 31*

*Pursuant to article 392 § 1 of the Commercial Companies Code members of the supervisory board maybe granted remuneration. The remuneration shall be determined by the articles of association or a resolution of the general meeting. Article 24(d) of the Company’s Articles of Association provides that the determination of remuneration of Members of the Supervisory Board is a competence of the General Meeting.*