

Draft resolutions of the Extraordinary General Meeting

To Item 2 of the agenda:

**Resolution No. 1
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of August 5, 2011
regarding the appointment of the Chairman**

**§ 1
Appointment of the Chairman**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [●] as the Chairman of the Extraordinary General Meeting of the Company.

**§ 2
Entry into force**

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

To Item 4 of the agenda:

**Resolution No. 2
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of August 5, 2011
regarding the appointment of the Ballot Counting Committee**

**§ 1
Appointment of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [●] to the Ballot Counting Committee.

**§ 2
Entry into force**

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

**Resolution No. 3
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of August 5, 2011
regarding the appointment of the Ballot Counting Committee**

**§ 1
Appointment of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [●] to the Ballot Counting Committee.

**§ 2
Entry into force**

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

**Resolution No. 4
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of August 5, 2011
regarding the appointment of the Ballot Counting Committee**

**§ 1
Appointment of the Ballot Counting Committee**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the “**Company**”) hereby appoints Ms./Mr. [●] to the Ballot Counting Committee.

**§ 2
Entry into force**

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

To Item 5 of the agenda:

**Resolution No. 5
of the Extraordinary General Meeting
of Cyfrowy Polsat Spółka Akcyjna
of August 5, 2011
regarding the adoption of the agenda**

The Extraordinary General Meeting of Cyfrowy Polsat S.A. (the "Company") hereby resolves as follows:

**§ 1
Adoption of the agenda**

The agenda of the Extraordinary General Meeting is hereby adopted with the following wording:

1. Opening of the Extraordinary General Meeting of the Company.
2. Appointment of the Chairman of the Extraordinary General Meeting of the Company.
3. Preparing the attendance list, confirming that the Extraordinary General Meeting of the Company has been properly convened and is able to adopt valid resolutions.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda of the Extraordinary General Meeting of the Company.
6. Adoption of the resolution regarding the merger of the Company with mTEL Sp. z o.o. seated in Warsaw.
7. Closing of the Extraordinary General Meeting.

**§ 2
Entry into force**

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

To Item 6 of the agenda:

**Resolution No. 6
of the Extraordinary General Meeting of
Cyfrowy Polsat Spółka Akcyjna of August 5, 2011
regarding the merger of the Company with mTEL Sp. z o.o. seated in Warsaw.**

§ 1

Acting on the basis art. 506 § 492 of the Commercial Companies Code (the "CCC"), the Extraordinary General Meeting of Shareholders of Cyfrowy Polsat S.A. (the "**Taking-over Company**") hereby decides on the merger of the Taking-over Company with the company of mTEL Sp. z o.o. (limited liability company) seated in Warsaw, entered in the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000008837 (the "**Acquired Company**"), to be executed pursuant to art. 492 § 1 item 1 of the CCC, this is by transferring all the assets of the Acquired Company to the Taking-over Company (being the sole shareholder in the Acquired Company) and subsequent dissolution of the Acquired Company without its liquidation.

§ 2

The Extraordinary General Meeting of Shareholders of the Taking-over Company furthermore decides that the merger of the Taking-over Company with the Acquired Company shall be carried out in the manner set forth in art. 515 § 1 of the CCC, this is without increasing the share capital of the Taking-over Company as well as without amending its Articles of Association, following the rules provided for in the merger plan as agreed between the management boards of the Taking-over Company and the Acquired Company on 17 June 2011 and subsequently announced on 4 July 2011 in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy) No. 127, item 8632 (the "**Merger Plan**"), attached to this Resolution.

§3

Because the Taking-over Company is the sole shareholder in the Acquired Company, the merger shall be performed in a simplified procedure according to art. 516 § 6 of the CCC, with certain restrictions resulting from the fact that the Taking-over Company is a public company.

§4

The Extraordinary General Meeting of Shareholders of the Taking-over Company hereby approves the Merger Plan as attached to this Resolution.

§5

The Company's Management Board shall be authorized to undertake any actions necessary to complete the procedure of merger between the Taking-over Company and the Acquired Company.