

Current report no. 42/2014

From: **Kino Polska TV S.A.**

Issued on: 23 December 2014

Subject: **The registration of the Merger between Kino Polska TV S.A. and its subsidiary – Kino Polska Program TV Sp. z o.o.**

Legal basis: Art. 56 sec. 1 point 2 the Act on Public Offering - current and periodic information

Contents of the report:

Kino Polska TV S.A. (the "Issuer", the "Acquiring Company") hereby gives notice that on 23 December 2014, the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register (the "Registry Court") has made an entry in the register of entrepreneurs of the merger between the Issuer and its subsidiary - Kino Polska Program TV Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw (the "Acquired Company"), formerly: Kino Polska Program Spółka z ograniczoną odpowiedzialnością S.K.A. (the "Merger").

The Merger was held pursuant to art.492 §1 point 1) of the Code of Commercial Companies ("CCC") i.e. by transferring all assets of the Acquired Company to the Acquiring Company. Given the fact that the Acquiring Company had held 100% of the share in the share capital of the Acquired Company, the Merger was held pursuant to art.515 §1 of the Code of Commercial Companies without the share capital increase of the Acquiring Company. The Statute of the Acquiring Company was not amended. Pursuant to art.516 §6 of the Code of Commercial Companies, the Merger was implemented in the so-called simplified procedure, without subjecting of the Merger Plan to a qualified auditor.

The transfer of the assets of the Acquired Company to the Acquiring Company took place on the day of entering of the Merger into the Business Register maintained by the Registration Court in Warsaw kept for Kino Polska TV S.A.

The Merger included:

1. A company under the name of Kino Polska TV S.A. with its registered office in Warsaw, at ul. Puławska 61, 02-595 Warsaw, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register under KRS number 0000363674, as the Acquiring Company in accordance with the provisions of art.492 §1 point 1) of the Code of Commercial Companies.

The core business of Kino Polska TV S.A. is the production and distribution of television channels, sale of advertising time on FilmBox Channel, distribution of *video on demand* (VoD) licenses, distribution of TV broadcasting licenses (sale of rights), production and sale of DVDs of Wydawnictwo DVD Telewizja Kino Polska.

2. A company under the name of Kino Polska Program TV Sp. z o.o. with its registered office in Warsaw, at ul. Puławska 435A, 02-801 Warsaw, entered into the Register of

Entrepreneurs maintained by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register under KRS number 0000521453, as the Acquired Company in accordance with the provisions of art.492 §1 point 1) of the Code of Commercial Companies.

The core business of Kino Polska Program TV Sp. z o.o. are operations related to the production and broadcast of TV channels of Kino Polska, Kino Polska Muzyka, Kino Polska International and Kino Polska Muzyka International and sale of advertising time.

The Issuer gave notice on the planned Merger of the above companies in a current report no. 34/2014.

Legal basis: § 5 sec. 1 point 14 of the Regulation as at 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (Dz. U. as of 2009. No. 33, item 259, later amended)

Signed by:

Bogusław Kisielewski, President of the Management Board
Marcin Kowalski, Proxy