

FORM

**to exercise a right of vote by the attorney
at the Extraordinary Shareholders' Meeting of CIECH S.A. on 18 December 2017**

The use of this form shall not constitute an obligation of a shareholder and shall not constitute a condition for casting a vote by an Attorney. The use of this form depends on mutual arrangement and undertakings in this regard between the Attorney and the Shareholder. This document shall not substitute the document of the power of attorney. The Shareholder and the Attorney may use only some of the pages of this form, at their own discretion.

The form, after being filled in by the Shareholder granting the power of attorney, in the event of an open vote taking place at the Shareholders' Meeting, may constitute a voting card of the Attorney, and in the event of a secret ballot, a filled-in form should be treated as a written instruction regarding the method of voting by the Attorney in such vote and should be retained by him.

Underneath, there are draft resolutions of the Extraordinary Shareholders' Meeting of CIECH S.A. Under each draft resolution, there is space for instructions regarding the method of vote issues by the Shareholder for the Attorney, as well space where the vote should be marked and possibly where objections should be raised in the event of voting against a given resolution in a specific vote. The casting of a vote and submission of possible objections takes place by means of marking a relevant field in the box with *. Moreover, if the Attorney casts a different vote from different shares within the package of shares he represents and one vote, he should enter, in the relevant fields, the relevant numbers of shares/votes which he dedicates to a given type of vote in a given ballot.

The Company notes that, in the event of use of this form by the Shareholder and Attorney, no verification shall be performed of the compliance of vote with the text of the instruction contained therein. The casting or non-casting of the vote by the Attorney shall be decisive also in the event when certain conduct of the Attorney is in contradiction with the instruction.

Details of the Principal - Shareholder:

First name and last name/business name
Address of residence/registered office:
Personal identification number PESEL/Statistical number REGON
Personal identification card number/number of entry in the National Court Register KRS

I, the undersigned, authorized to participate in the Extraordinary Shareholders' Meeting of CIECH S.A. on 18 December 2017 (hereinafter: "the Meeting"), according to a certificate of the right to participate in the Meeting, issued by on 2017, number represented by:

Details of the Attorney:

First name and last name/business name
Address of residence/registered office:
Personal identification number PESEL/Statistical number REGON
Personal identification card number/number of entry in the National Court Register KRS

on the basis of this form, give an instruction for the Attorney to vote on each of the resolutions which are to be adopted according to the agenda indicated in the announcement of convening the Meeting.

The vote on individual resolutions shall take place by placement of X in the relevant box¹.

.....
date and signature of the Shareholder:

Resolutions to be taken during the Meeting:

1. Election of the Chairman of the Extraordinary Shareholders' Meeting

Instruction regarding the vote on resolution no. 1 for the Attorney

RESOLUTION NO. 1
OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A., with a registered
office in Warsaw
of 18 December 2017

regarding the election of the Chairman of the Extraordinary Shareholders' Meeting

Acting pursuant to Art. 409 § 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

The Extraordinary Shareholders' Meeting of CIECH S.A. hereby appoints, as the Chairman of the Meeting, Ms/Mr.....

§ 2

The resolution comes into force upon its adoption.

Votes "**in favour**": number of shares.....

Votes "**against**": number of shares.....

Votes "**abstaining**": number of shares.....

In the event of votes "**against**", I submit my objection YES NO

Other instructions of the Principal:.....
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¹ In the event that different decision is taken regarding a vote from each of the shares held, the Principal shall be requested to indicate, in each box, the number of shares from which the Attorney will cast a vote “in favour”, “against”, “abstaining”. In the event that there is no indication what number of shares supports a given vote, the Attorney shall issue a vote from all shares in a manner agreed upon with the Principal.

2. Adoption of the agenda of the Extraordinary Shareholders' Meeting

Instruction regarding the vote on resolution no. 2 for the Attorney

RESOLUTION NO. 2
OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A., with a registered
office in Warsaw
of 18 December 2017

regarding the adoption of the agenda of the Extraordinary Shareholders' Meeting

Acting pursuant to § 18 section 1 of the Rules and Regulations of the Shareholders' Meeting of CIECH S.A., it is resolved as follows:

§ 1

The Extraordinary Shareholders' Meeting of CIECH S.A. hereby adopts the following agenda of the Extraordinary Shareholders' Meeting of CIECH S.A.:

1. The Opening of the Extraordinary Shareholders' Meeting.
2. Election of the Chairman of the Extraordinary Shareholders' Meeting.
3. Determination that the Extraordinary Shareholders' Meeting was duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of the resolution on fixing the amount of remuneration of the Supervisory Board Members of CIECH S.A.
6. Closure of the Extraordinary Shareholders' Meeting

§ 2

The resolution comes into force upon its adoption.

Votes “*in favour*”: number of shares.....

Votes “*against*”: number of shares.....

Votes “*abstaining*”: number of shares.....

In the event of votes “against”, I submit my objection YES NO

Other instructions of the Principal:.....
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3. Fixing the amount of remuneration of the Supervisory Board Members of CIECH S.A.

Instruction regarding the vote on resolution no. 3 for the Attorney

RESOLUTION NO. 3
OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A., with a registered
office in Warsaw
of 18 December 2017

on fixing the amount of remuneration of the Supervisory Board Members of CIECH S.A.

Acting pursuant to article 392 § 1 of the Code of Commercial Companies, in conjunction with § 18 pt. 7) of the Articles of Association of the Company, it has been resolved as follows:

§ 1

The Extraordinary General Meeting of CIECH S.A. defines the following remuneration principles applicable to Members of the Supervisory Board of CIECH S.A:

1. Members of the Supervisory Board shall have the right to monthly gross remuneration, the amount of which shall be determined as a percentage of the calculation base. The calculation base shall be understood as the average monthly salary in the corporate sector, i.e. enterprises with profit distributions, for the month preceding the calculation, as announced by the President of the Central Statistical Office.
2. The remuneration referred to in section 1 above shall be paid in the following amounts:
 - 1) Chairperson of the Supervisory Board - in the amount representing 400% of the calculation base;
 - 2) Deputy Chairperson of the Supervisory Board - in the amount representing 350% of the calculation base;
 - 3) Member of the Supervisory Board - in the amount representing 300% of the calculation base.
3. The Chairperson of the Audit Committee shall be entitled to additional monthly gross remuneration, the amount of which shall be equal to 150% of the remuneration specified in section 2 pt.3.
4. Members of the Audit Committee shall be entitled to additional monthly gross remuneration, the amount of which shall be equal to 100% of the remuneration specified in section 2 pt.3.
5. Remuneration shall be paid in arrears, until the last day of the month for which it has accrued.
6. Remuneration, the amount of which is specified above, shall be paid as of 1 November 2017.
7. Irrespective of the monthly remuneration, Members of the Supervisory Board shall be entitled to a share in the net profit, in the amount determined by the General Meeting when adopting a resolution on the distribution of net profit.
8. The amount of individual awards for each member of the Supervisory Board shall be determined by a resolution of the General Meeting.

§ 2

Upon adoption of this resolution, the resolution of the Extraordinary General Meeting of CIECH S.A. of 19.12.1995 on defining terms and conditions of remuneration of Members of the Supervisory Board of CIECH S.A. shall become shall become ineffective, null and void.

§ 3

The resolution comes into force upon its adoption.

Votes "*in favour*":

number of shares.....

Votes ***“against”***: number of shares.....

Votes ***“abstaining”***: number of shares.....

In the event of votes **“against”**, I submit my objection YES NO

Other instructions of the Principal:.....
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Signature of the Principal