

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

regarding the election of the Chairman of the Ordinary (Annual) Shareholders' Meeting

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

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. hereby appoints, as the Chairman of the Meeting, Ms/Mr.....

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast

Percentage share of those votes in the share capital

Total number of valid votes: Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with its
registered office in Warsaw
of 22 June 2018**

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

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

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. hereby adopts the following agenda of the Annual Shareholders' Meeting of CIECH S.A.:

1. The opening of the Ordinary (Annual) Shareholders' Meeting.
2. Election of the Chairman of the Ordinary (Annual) Shareholders' Meeting.
3. Determination that the Ordinary (Annual) Shareholders' Meeting was duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Consideration of the Report on the Activities of CIECH Group and CIECH S.A. for the year 2017, together with the Non-Financial Report of CIECH Group for 2017.
6. Consideration of the Separate Financial Statements of CIECH S.A. for financial year 2017.
7. Consideration of the Consolidated Financial Statements of the CIECH Group for financial year 2017.
8. Consideration of the Report of the Supervisory Board on the Activities in financial year 2017, including reports on the results of evaluation of: reports of the Management Board on the activity of CIECH S.A. and CIECH Group, financial statements of CIECH S.A. and CIECH Group, a proposal of the Management Board regarding distribution of net profits for 2017 as well as evaluation of the internal control system and management system of the risks significant for the Company.
9. Adoption of a resolution regarding the approval of the Report on the Activities of CIECH Group and CIECH S.A. for 2017 together with the Non-Financial Report of CIECH Group for 2017.
10. Adoption of a resolution regarding the approval of the Separate Financial Statements of CIECH S.A. for financial year 2017.
11. Adoption of a resolution regarding the approval of the Consolidated Financial Statements of CIECH Group for financial year 2017.
12. Adoption of a resolution regarding the approval of the Report of the Supervisory Board on the activities in 2017 containing reports on the results of evaluation of the report on the activities of CIECH Group for 2017, together with the Non-Financial Report of CIECH Group for 2017, financial statements of CIECH S.A. and CIECH Group for 2017, proposal of the Management Board regarding distribution of net profits for 2017, as well as evaluation of the internal control system and management system of the risks significant for the Company.

13. Adoption of a resolution on distribution of net profit for the financial year 2017, transfer of an amount from supplementary capitals created from net profits in order to allocate it to the payment of dividend, and dividend payment.
14. Adoption of resolutions regarding the granting to members of the Management Board of acknowledgement of the fulfilment of their duties in financial year 2017.
15. Adoption of resolutions regarding the granting to members of the Supervisory Board of acknowledgement of the fulfilment of their duties in financial year 2017.
16. Adoption of a resolution on the fixing of the number of members of the Supervisory Board of CIECH S.A.
17. Adoption of Resolutions on the appointment of members of the Supervisory Board of CIECH S.A. for the next joint term of office.
18. Closure of the meeting

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast
Percentage share of those votes in the share capital

Total number of valid votes:
Number of votes cast "in favour":
Number of votes cast "against":
Number of votes "abstaining":

This resolution will be adopted in an open vote.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with its
registered office in Warsaw
of 22 June 2018**

**on the approval of the Report of the Management Board on the activities of CIECH Group and
CIECH S.A. for financial year 2017, together with the Non-Financial Report of CIECH Group
for 2017**

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 1) of the Commercial Companies Code and
§ 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

Upon consideration, the Shareholders' Meeting of CIECH S.A. hereby approves the Report of the
Management Board on the activity of the CIECH Group and CIECH S.A. for financial year 2017
together with the Non-Financial Report of CIECH Group for 2017.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast
Percentage share of those votes in the share capital

Total number of valid votes:
Number of votes cast "in favour":
Number of votes cast "against":
Number of votes "abstaining":

This resolution will be adopted in an open vote.

RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with its
registered office in Warsaw
of 22 June 2018
regarding the approval of the Separate Financial Statements of
CIECH S.A. for financial year 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 1) and § 5 of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A., after consideration of the report of an independent chartered accountant– PricewaterhouseCoopers Sp. z o.o. on the audit of the annual financial statements and the evaluation of the financial statements of CIECH S.A. for financial year 2017, presented by the Supervisory Board of CIECH S.A. for financial year 2017, approves the Separate Financial Statements of CIECH S.A., covering:

- statement on the financial situation drawn-up as of 31 December 2017 which, on the side of assets and liabilities shows an amount of **PLN 3,652,664 thousand** (say: three billion six hundred and fifty-two million six hundred and sixty-four thousand),
- profit and loss account for the period from 1 January 2017 to 31 December 2017, showing a net profit in the amount of **PLN 243,907 thousand** (say: two hundred and forty-three million nine hundred and seven thousand),
- statement on other total income for the period from 1 January 2017 to 31 December 2017, showing a positive total income in the amount of **PLN 252,262 thousand** (say: two hundred and fifty-two million two hundred and sixty-two thousand),
- statement on changes in the equity capital for the period from 1 January 2017 to 31 December 2017, showing a decrease in the equity by **PLN 252,262 thousand** (say: two hundred and fifty-two million two hundred and sixty-two thousand),
- cash flow statement for the period from 1 January 2017 to 31 December 2017, showing an increase in cash by the amount of **PLN 32,786 thousand** (say: thirty-two thousand seven hundred and eighty-six),
- additional information, covering information about the adopted accounting policy and other explanations.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast
Percentage share of those votes in the share capital

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in an open vote.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with its
registered office in Warsaw
of 22 June 2018**

**regarding the approval of the Consolidated Financial Statements of CIECH Group for financial
year 2017**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A., after consideration of the report of an independent chartered accountant– PricewaterhouseCoopers Sp. z o.o. on the audit of the consolidated annual financial statements and the evaluation of the consolidated financial statements of the Ciech Group for financial year 2017, presented by the Supervisory Board of CIECH S.A. for financial year 2017, approves the Consolidated Financial Statements of the Ciech Group for financial year 2017, covering:

- consolidated statement on the financial situation drawn-up as of 31 December 2017 which, on the side of assets and liabilities shows an amount of **PLN 4,643,511 thousand** (say: four billion six hundred and forty-three million five hundred and eleven thousand);
- consolidated profit and loss account for the period from 1 January 2017 to 31 December 2017, showing a net profit to the amount of **PLN 393.975 thousand** (say: three hundred and ninety-three million nine hundred and seventy-five thousand);
- consolidated statement on other total income for the period from 1 January 2017 to 31 December 2017, showing a total income to the amount of **PLN 421,153 thousand** (say: four hundred and twenty-one million one hundred and fifty-three thousand);
- consolidated statement of changes in equity for the period from 1 January 2017 to 31 December 2017, showing an increase in the equity by **PLN 421,153 thousand** (say: four hundred and twenty-one million one hundred and fifty-three thousand);
- consolidated cash flow statement of CIECH Group for the period from 1 January 2017 to 31 December 2017, showing an increase in cash by **PLN 75,385 thousand** (say: seventy-five million three hundred and eighty-five thousand),
- additional information, covering information about the adopted accounting policy and other explanations.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast
Percentage share of those votes in the share capital

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in an open vote.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with its
registered office in Warsaw
of 22 June 2018**

regarding the approval of the Report of the Supervisory Board on the Activities in financial year 2017 containing reports on the results of evaluation of the report on the activities of CIECH Group for 2017, together with the Non-Financial Report of CIECH Group for 2017, financial statements of CIECH S.A. and CIECH Group for 2017, proposal of the Management Board regarding distribution of net profits for 2017, as well as evaluation of the internal control system and management system of the risks significant for the Company.

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. approves the Report of the Supervisory Board on the Activities in financial year 2017 containing reports on the results of evaluation of the report on the activities of CIECH Group for 2017, together with the Non-Financial Report of CIECH Group for 2017, financial statements of CIECH S.A. and CIECH Group for 2017, proposal of the Management Board regarding distribution of net profits for 2017, as well as evaluation of the internal control system and management system of the risks significant for the Company.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast
Percentage share of those votes in the share capital

*Total number of valid votes:
Number of votes cast "in favour":
Number of votes cast "against":
Number of votes "abstaining":*

This resolution will be adopted in an open vote.

RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with its
registered office in Warsaw
of 22 June 2018
regarding the distribution of the net profit of CIECH S.A. for financial year 2017, transfer of an
amount from supplementary capitals created from net profits in order to allocate it to the
payment of dividend, and dividend payment.

Acting pursuant to Art. 395 § 2 point 2) of the Commercial Companies Code and § 18 point 2) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. upon reviewing the motion of the Management Board of CIECH S.A. regarding the proposal of distribution of the net profit of CIECH S.A. for 2017 and upon reviewing an opinion of the Supervisory Board of CIECH S.A., decides:

- 1) allocate the net profit of CIECH S.A. of **PLN 243,907,228.06** (say: two hundred and forty-three million nine hundred and seven thousand two hundred and twenty-eight and 06/100 zlotys) for dividend payment,
- 2) transfer the amount of **PLN** (say:) from supplementary capitals created from profits, in order to allocate it to dividend payments,
- 3) distribute dividend of **PLN** (say:), i.e. **PLN** per share, from the net profit of the Company for 2017, increased by the amount transferred from the supplementary capital created from profits, as specified in pt. 2).

§ 2

The dividend record date shall be

The dividend payment date shall be

§ 3

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast:

Percentage share of those votes in the share capital:

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in an open vote.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

regarding the granting of acknowledgement to Mr Maciej Tybura for the fulfilment of his duties of the President of the Management Board in the period from 1 January 2017 to 31 December 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants of acknowledgement to Mr Maciej Tybura for the fulfilment of his duties of the President of the Management Board in the period from 1 January 2017 to 31 December 2017

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast:

Percentage share of those votes in the share capital:

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

regarding the granting of acknowledgement to Mr Artur Król for the fulfilment of his duties of the Member of the Management Board in the period from 1 January 2017 to 31 December 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants of acknowledgement to Mr Artur Król for the fulfilment of his duties of the Member of the Management Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This resolution shall come into force on the date of its adoption..

The number of shares from which valid votes have been cast:

Percentage share of those votes in the share capital:

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

regarding the granting of acknowledgement to Mr Artur Osuchowski for the fulfilment of his duties of the Member of the Management Board in the period from 1 January 2017 to 31 December 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants of acknowledgement to Mr Artur Osuchowski for the fulfilment of his duties of the Member of the Management Board in the period from 1 January 2017 to 31 December 2017

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast:

Percentage share of those votes in the share capital:

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

regarding the granting of acknowledgement to Mr Sebastian Kulczyk for the fulfilment of his duties of the Member of the Supervisory Board, including the duties of the Chairman of the Supervisory Board in the period from 1 January 2017 to 31 December 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants acknowledgement to Mr Sebastian Kulczyk for the fulfilment of his duties of the Member of the Supervisory Board, including the duties of the Chairman of the Supervisory Board in the period from 1 January 2017 to 31 December 2017

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast:

Percentage share of those votes in the share capital:

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018

regarding the granting of acknowledgement to Mr Tomasz Mikołajczak for the fulfilment of his duties of the Member of the Supervisory Board, including the duties of the Vice Chairman of the Supervisory Board in the period from 1 January 2017 to 31 December 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants acknowledgement to Mr Tomasz Mikołajczak for the fulfilment of his duties of the Member of the Supervisory Board, including the duties of the Vice Chairman of the Supervisory Board in the period from 1 January 2017 to 31 December 2017

§ 2

This resolution shall come into force on the date of its adoption..

The number of shares from which valid votes have been cast:

Percentage share of those votes in the share capital:

Total number of valid votes: Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

regarding the granting of acknowledgement to Mr Dominik Libicki for the fulfilment of his duties of the Member of the Supervisory Board in the period from 1 January 2017 to 31 December 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants of acknowledgement to Mr Dominik Libicki for the fulfilment of his duties of the Member of the Supervisory Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast :

Percentage share of those votes in the share capital:

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

**regarding the granting of acknowledgement to Mr Mariusz Nowak for the fulfilment of his
duties of the Member of the Supervisory Board in the period from 1 January 2017 to 31
December 2017**

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants of acknowledgement to Mr Mariusz Nowak for the fulfilment of his duties of the Member of the Supervisory Board in the period from 1 January 2017 to 31 December 2017

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast :

Percentage share of those votes in the share capital:

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

regarding the granting of acknowledgement to Mr Piotr Augustyniak for the fulfilment of his duties of the Member of the Supervisory Board in the period from 1 January 2017 to 31 December 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants of acknowledgement to Mr Piotr Augustyniak for the fulfilment of his duties of the Member of the Supervisory Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast :

Percentage share of those votes in the share capital:

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
of 22 June 2018**

regarding the granting of acknowledgement to Mr Artur Olech for the fulfilment of his duties of the Member of the Supervisory Board in the period from 1 January 2017 to 31 December 2017

Acting pursuant to Art. 393 point 1) and Art. 395 § 2 point 3) of the Commercial Companies Code and § 18 point 1) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. grants of acknowledgement to Mr Artur Olech for the fulfilment of his duties of the Member of the Supervisory Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast

Percentage share of those votes in the share capital

Total number of valid votes:

Number of votes cast "in favour":

Number of votes cast "against":

Number of votes "abstaining":

This resolution will be adopted in a secret ballot.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with its
registered office in Warsaw
of 22 June 2018**

on the fixing of the number of members of the Supervisory Board of CIECH S.A.

Acting pursuant to Art. 20 section 1 of the Articles of Association of CIECH S.A and § 27 section 1 of the Rules and Regulations of the Shareholders' Meeting of CIECH S.A., it is hereby resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. resolves that the Supervisory Board of CIECH S.A. for the new joint term of office, shall be composed of persons.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast:
Percentage share of those votes in the share capital:

Total number of valid votes:
Number of votes cast "in favour":
Number of votes cast "against":
Number of votes "abstaining":

This resolution will be adopted in an open vote.

**RESOLUTION NO.
OF THE ORDINARY (ANNUAL) SHAREHOLDERS' MEETING OF CIECH S.A., with its
registered office in Warsaw
of 22 June 2018**

**on the appointment of the member of the Supervisory Board of CIECH S.A. for the next joint
term of office**

Acting pursuant to § 18 pt. 7) of the Articles of Association of CIECH S.A it is hereby resolved as follows:

§ 1

The Ordinary (Annual) Shareholders' Meeting of CIECH S.A. hereby appoints Ms/Mr [●] to the Supervisory Board of CIECH S.A for the new joint term of office.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast:
Percentage share of those votes in the share capital:

Total number of valid votes:
Number of votes cast "in favour":
Number of votes cast "against":
Number of votes "abstaining":

This resolution will be adopted in a secret ballot.