

FORM

**to exercise the right of vote through a representative
at the Extraordinary Shareholders' Meeting of CIECH S.A. on 7 March 2016**

Using this form is not an obligation of the shareholder, nor does it constitute a condition of vote casting by the Representative. The use of this form is subject to mutual arrangements between and obligations incurred in that respect by the Representative and the Shareholder. This document does not replace the power of attorney. At their discretion, the Shareholder and the Representative may decide to only use the selected pages of this form.

Once the Shareholder who grants the power of attorney has filled in the form, the Representative may use the form as a voting ballot in an open ballot at the Shareholders' Meeting, and in the case of a secret ballot, the Representative should consider the completed form as a written instruction on how to vote and preserve the form.

Below, there are two draft resolutions of the Extraordinary Shareholders' Meeting of CIECH S.A. Under each of the draft resolutions, there is space for an instruction on how to vote to be given by the Shareholder to the Representative, as well as cells where the vote should be marked and a possible objection made in the case of voting against a given resolution in an actual voting. Votes are cast and a possible opposition expressed by selecting an appropriate field in the box*. Moreover, if the Representative votes differently under different shares, within the represented block of shares in a single voting, in the respective field, the Representative enters the number of shares/votes dedicated to a particular type of vote in a given voting.

The Company makes a reservation that in the event of using this form by the Shareholder or the Representative, the vote cast and the contents of the instruction included in the form will not be verified for consistency. Casting a vote or failing to cast a vote by the Representative will be decisive, also in the event when the action taken by the Representative is contrary to the contents of the instruction.

Principal – Shareholder:

First name, last name / business name:
Place of residence/registered office
PESEL/REGON
ID card number/KRS number

I, the undersigned authorized to participate in the Extraordinary Shareholders' Meeting of CIECH S.A. on 7 March 2016 (hereinafter: "the Meeting"), under a certificate concerning the right to participate in the Meeting, issued by on 2016 number

represented by:

Representative:

First name, last name / business name:
Place of residence/registered office
PESEL/REGON
ID card number/KRS number

on the basis of this form, hereby instruct the Representative to take a vote on each of the resolutions which are to be adopted in accordance with the agenda referred to in the announcement on the convening of the Meeting.

Voting on individual resolutions is carried out by inserting an X in a respective box¹.

.....
date and signature of the
Shareholder

Resolutions to be adopted at the Meeting:

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

Instruction given to the Representative to vote on resolution no. 1

RESOLUTION NO. 1

OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A. with a registered office in Warsaw of 7 March 2016

on 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 Ordinary 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.

Vote "**in favour**": number of shares

Vote "**against**": number of shares

Vote "**abstaining**": number of shares

If voting "against", I express my opposition YES NO

Other instructions of the Principal:
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¹ In the case of a decision to vote differently under each of the available shares, in individual boxes, the Principal is requested to enter the number of shares under which the Representative will cast an "In favour", "Against" or "Abstaining" vote. If there is no indication as to the number of shares under which the vote is cast, the Representative casts the vote under all the shares, in the manner agreed on with the Principal.

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

Instruction given to the Representative to vote on resolution no. 2

RESOLUTION NO. 2

OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A. with a registered office in Warsaw
of 7 March 2016

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

Acting pursuant to § 25 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 Ordinary 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 resolutions on the changes in the composition of the Supervisory Board of CIECH S.A.
6. Closure of the Extraordinary Shareholders' Meeting.

§ 2

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

Vote "***in favour***": number of shares

Vote "***against***": number of shares

Vote "***abstaining***": number of shares

If voting "against", I express my opposition YES NO

Other instructions of the Principal:
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3. Changes in the composition of the Supervisory Board of CIECH S.A.

Instruction given to the Representative to vote on resolution no. 3

RESOLUTION NO. 3

**OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A. with a registered office in Warsaw
of 7 March 2016**

on the changes in the composition of the Supervisory Board of CIECH S.A.

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code, in connection with § 18 point 7) and § 20 paragraph 1 of the By-laws of the Company, it is resolved as follows:

§ 1

The Extraordinary Shareholders' Meeting of CIECH S.A. hereby appoints Ms/Mr [●] to the Supervisory Board of CIECH S.A.

§ 2

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

Vote " in favour ":	<input type="checkbox"/>	number of shares
Vote " against ":	<input type="checkbox"/>	number of shares
Vote " abstaining ":	<input type="checkbox"/>	number of shares

If voting "against", I express my opposition YES NO

Other instructions of the Principal:

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