

RESOLUTION NO. 1
OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
Of 7 October 2015

regarding the election of the Chairman of the Ordinary 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.

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":

The resolution was adopted in a secret ballot.

RESOLUTION NO. 2
OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
Of 7 October 2015

regarding the adoption of the agenda of the Ordinary 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 Ordinary 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 a resolution regarding the granting of consent for refinancing of the existing debt of CIECH S.A. And its subsidiaries by an issue of debentures or otherwise, and establishment of a registered pledge on the moveable property and property rights of CIECH S.A.
6. 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":

The resolution was adopted in an open ballot..

RESOLUTION NO. 3
OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CIECH S.A., with a
registered office in Warsaw
Of 7 October 2015

regarding the granting of consent for refinancing of the existing debt of CIECH S.A. And its subsidiaries by an issue of debentures or otherwise, and establishment of a registered pledge on the moveable property and property rights of CIECH S.A.

Acting pursuant to Art. 393 point 3 of the Commercial Companies Code, § 18 point 6) and § 18 point 9) of the By-laws of CIECH S.A. (“the Company”), with reference to the intention of the conduct by the Company and its subsidiaries of refinancing of the existing debt of the Company and its subsidiaries (“Refinancing”) and obtainment of additional financing (together with Refinancing “Financing”), it is resolved as follows:

§ 1

1. The Extraordinary Shareholders’ Meeting grants its consent to the obtainment by the Company or its subsidiaries of Financing by an issue by the Company or its subsidiaries of debentures in international markets or in the Polish market, incurring of bank credit or by merger of various instruments of Financing from among those listed above.
2. The total amount of Financing shall not exceed the amount of PLN 1,750,000,000 (say: one billion seven hundred fifty million) or the equivalent of this amount in Euro, converted into Euro at the average exchange rate announced by the National Bank of Poland on the date of adoption of this resolution.
3. The Extraordinary Shareholders’ Meeting authorizes the Management Board of the Company to specify all the terms and conditions of Financing other than those specified in the present resolution, including, in particular:
 - a) determination of the share of individual instruments of Financing in the general amount of the Financing;
 - b) agreements with the creditors of the existing debt of the Company and its subsidiaries of the terms of earlier repayment (early redemption, acquisition for the purpose of redemption) of the instruments of the existing debt or change of conditions of the existing debt;
 - c) obtainment of unsecured or secured Financing, including with the use of the structure and instruments of securities designed for the existing financial debt of the Company and its subsidiaries or by designing a new structure and security instruments;
 - d) to the extent in which the instrument of the Financing will be constituted by debentures – conduct of an issue by the Company or its subsidiary, determination of possible rules of division of the issue into series and maximum number of debentures in a given series, the face value of one debenture, the issue price, purpose of the issue, interest, dates and rules of payments under debentures, dates and rules of buyout of individual series (including possible early buyout), other buyout rules and any other conditions of offering debentures (including the selection of markets on which debentures will be offered) and terms of their issue, including possible dematerialization and circulation of debentures in the regulated market in Poland and abroad or in the alternative trading system, as well as allocation of debentures; and
 - e) arrangement of the text and development of any documentation necessary for the purpose of Refinancing and obtainment of Financing connected therewith, including possible issue of debentures or grant of loans between the Company and subsidiaries of the Company, for the purpose of transfer of funds obtained under the Financing.

4. Notwithstanding the consent of the Extraordinary Shareholders' Meeting of the Company, expressed in this resolution, individual activities connected with the Financing shall require the consent of the Supervisory Board of the Company, according to the provisions of the By-laws of the Company.

§ 2

1. The Extraordinary Shareholders' Meeting of the Company grants its consent to the establishment by the Company of a registered pledge or registered pledges on the moveable property and property rights constituting an organized part of the Company, for the purpose of securing the fulfilment of liabilities of the Company or its subsidiaries towards their creditors, in connection with the Financing.
2. The Extraordinary Shareholders' Meeting of the Company grants its consent to any methods of satisfaction of pledge-holders, as anticipated in the relevant pledge agreement, pledge agreements concerning an increased registered pledge or registered pledges, including the takeover of the property or sale of the object of the pledge, or lease of the enterprise of the Company, according to the provisions of the relevant pledge agreement and the Law of 6 December 1996 on Registered Pledge and the Register of Pledges.
3. In the event that the Management Board of the Company decides that the security of the Financing should be constituted by a registered pledge on moveable property and property rights, which has already been established in execution of resolution no. 3 of the Extraordinary Shareholders' Meeting of the Company of 19 November 2012, the Extraordinary Shareholders' Meeting of the Company hereby grants its consent for such registered pledge to secure any amounts receivable of the creditors of the Company or its subsidiaries, connected with the Financing.

§ 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":

The resolution was adopted in an open ballot..