

FORM

**to exercise a voting right by the attorney
at the Annual Meeting of Shareholders of CIECH S.A. on 21 May 2020**

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 General Meeting of Shareholders, 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 Annual Meeting of Shareholders 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, authorised to participate in the Annual Meeting of Shareholders of CIECH S.A. on 21 May 2020 (hereinafter: "the Meeting"), according to a certificate of the right to participate in the Meeting, issued by on 2020, 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 Annual Meeting of Shareholders

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on the election of the Chairman of the Annual Meeting of Shareholders

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

§ 1

The Annual Meeting of Shareholders of CIECH S.A. herewith appoints, as the Chairman of the Meeting,
Mr/Ms

§ 2

This resolution shall come into force on the date of 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 Annual Meeting of Shareholders

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on Adoption of the agenda of the Annual Meeting of Shareholders

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

§ 1

The Annual Meeting of Shareholders of CIECH S.A. herewith adopts the following agenda of the Annual Meeting of Shareholders of CIECH S.A.:

1. The opening of the Annual Meeting of Shareholders.
2. Election of the Chairman of the Annual Meeting of Shareholders.
3. Determination that the Annual Meeting of Shareholders was duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Consideration of the Report of the Management Board on the activity of CIECH Group and CIECH S.A. for 2019, together with the Non-Financial Report of CIECH Group for 2019.
6. Consideration of the Separate Financial Statements of CIECH S.A. for financial year 2019.
7. Consideration of the Consolidated Financial Statements of CIECH Group for financial year 2019.
8. Consideration of the Report of the Supervisory Board of CIECH S.A. on the activity in financial year 2019, including a report on the results of evaluation of reports on the activity of CIECH Group and CIECH S.A. for 2019, financial statements of CIECH S.A. and CIECH Group for 2019, taking into account the assessment of the internal control system and the system for the management of risks which are significant to the Company, as well as the proposal of the Management Board regarding the distribution of net profit of CIECH S.A. for 2019.
9. Adoption of a resolution on the approval of the Report of the Management Board on the activities of CIECH Group and CIECH S.A. for 2019, together with the Non-Financial Report of CIECH Group for 2019.
10. Adoption of a resolution on the approval of the Separate Financial Statements of CIECH S.A. for financial year 2019.
11. Adoption of a resolution on the approval of the Consolidated Financial Statements of CIECH Group for financial year 2019.
12. Adoption of a resolution on the approval of the Report of the Supervisory Board of CIECH S.A.

on the activity in financial year 2019, including a report on the results of evaluation of reports on the activity of CIECH Group and CIECH S.A. for 2019, financial statements of CIECH S.A. and CIECH Group for financial year 2019, taking into account the assessment of the internal control system and the system for the management of risks which are significant to the Company, as well as the proposal of the Management Board regarding the distribution of net profit of CIECH S.A. for 2019.

13. Adoption of a resolution on the approval of the distribution of net profit for financial year 2019.
14. Adoption of a resolution on the granting to members of the Management Board of acknowledgement of the fulfilment of their duties in financial year 2019.
15. Adoption of a resolution on the granting to members of the Supervisory Board of acknowledgement of the fulfilment of their duties in financial year 2019.
16. Adoption of a resolution on the approval of the Remuneration Policy for Members of the Management Board and Supervisory Board.
17. Granting consent (i) to establish a registered pledge on the set of movable property and economic (property-related) rights of CIECH S.A. or to change the existing registered pledge and (ii) to raise debt financing and incur liabilities related to such financing in an amount not exceeding PLN 500,000,000.
18. Changes in the composition of the Supervisory Board of CIECH S.A.
19. Adoption of a resolution on the authorising the Management Board to buy back own shares.
20. Adoption of a resolution on the creation of a captial share redemption reserve for the purpose of the buy-back of own shares.
21. Closure of the General Meeting.

§ 2

This resolution shall come into force on the date of 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. Approval of the Report of the Management Board on the activity of CIECH Group and CIECH S.A. for 2019, together with the Non-Financial Report of CIECH Group for 2019

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on the Approval of the Report of the Management Board on the activity of CIECH Group and CIECH S.A. for 2019, together with the Non-Financial Report of CIECH Group for 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A., upon consideration, herewith approves the Report of the Management Board on the activity of CIECH Group and CIECH S.A. for 2019, together with the Non-Financial Report of CIECH Group for 2019.

§ 2

This resolution shall come into force on the date of 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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4. Approval of the Separate Financial Statements of CIECH S.A. for financial year 2019

Instruction regarding the vote on the resolution for the Attorney
RESOLUTION NO.
OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on the approval of the Separate Financial Statements of CIECH S.A. for financial year 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A., upon consideration of the report of the independent auditor - PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp. k. with its registered office in Warsaw – on the audit of the annual financial statements and the evaluation of the Separate Financial Statements of CIECH S.A. for financial year 2019 presented by the Supervisory Board of CIECH S.A., herewith approves the Separate Financial Statements of CIECH S.A. for financial year 2019, including:

- 1) statement on the financial situation drawn-up as of 31 December 2019 which, on the side of assets and liabilities shows an amount of **PLN 3,889,932 thousand** (in words: three billion eight hundred eighty nine million nine hundred thirty two thousand zlotys),
- 2) profit and loss account for the period from 1 January 2019 to 31 December 2019, showing a net profit of **PLN 60,436 thousand** (in words: sixty million four hundred thirty six thousand zlotys),
- 3) statement on other total income for the period from 1 January 2019 to 31 December 2019, showing a positive total income of **PLN 60,505 thousand** (in words: sixty million five hundred five thousand zlotys),
- 4) statement on changes in equity for the period from 1 January 2019 to 31 December 2019, showing an increase in equity by **PLN 60,505 thousand** (in words: sixty million five hundred five thousand zlotys),
- 5) statement of cash flows for the period from 1 January 2019 to 31 December 2019, showing an increase in cash by **PLN 114,918 thousand** (in words: one hundred fourteen million nine hundred eighteen thousand zlotys),
- 6) 6) additional information, including information on the adopted accounting policy and other explanatory notes.

§ 2

This resolution shall come into force on the date of 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:

5. Approval of the Consolidated Financial Statements of CIECH Group for financial year 2019

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
 of 21 May 2020

on the approval of the Consolidated Financial Statements of CIECH Group for financial year 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A., upon consideration of the report of the independent auditor - PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp. k. with its registered office in Warsaw – on the audit of the Consolidated Annual Financial

Statements and the evaluation of the Consolidated Financial Statements of CIECH Group for financial year 2019 presented by the Supervisory Board of CIECH S.A., herewith approves the Consolidated Financial Statements of CIECH S.A. for financial year 2019, including:

- 1) consolidated statement on the financial situation of CIECH Group, drawn up as at 31 December 2019 which, on the side of assets and liabilities shows an amount of **PLN 5,046,442 thousand** (in words: five billion forty six million four hundred forty two thousand zlotys);
- 2) consolidated profit and loss account of CIECH Group for the period from 1 January 2019 to 31 December 2019, showing a net profit of **PLN 116,412 thousand** (in words: one hundred sixteen million four hundred twelve thousand zlotys);
- 3) consolidated statement on other total income of CIECH Group for the period from 1 January 2019 to 31 December 2019, showing a total income of **PLN 78,090 thousand** (in words: seventy eight million ninety thousand zlotys);
- 4) consolidated statement of changes in equity of CIECH Group for the period from 1 January 2019 to 31 December 2019, showing an increase in equity by **PLN 78,090 thousand** (in words: seventy eight million ninety thousand zlotys);
- 5) consolidated cash flow statement of CIECH Group for the period from 1 January 2019 to 31 December 2019, showing an increase in cash by **PLN 107,349 thousand** (in words: one hundred seven million three hundred forty nine thousand zlotys);
- 6) additional information, including information on the adopted accounting policy and other explanatory notes.

§ 2

This resolution shall come into force on the date of 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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6. Approval of the Report of the Supervisory Board of CIECH S.A.

Instruction regarding the vote on the resolution for the Attorney
RESOLUTION NO.
OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on the Approval of the Report of the Supervisory Board of CIECH S.A. on the activity in 2019, including a report on the results of evaluation of reports on the activity of CIECH Group and CIECH S.A. for 2019, and financial statements of CIECH S.A. and CIECH Group, taking into account the assessment of the internal control system and the system for the management of risks which are significant to the Company, as well as the proposal of the Management Board regarding the
Form to exercise a voting right by the Attorney at the Annual Meeting of Shareholders of CIECH S.A. - 21.05.2020r.

distribution of net profit of CIECH S.A. for 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith approves the Report of the Supervisory Board of CIECH S.A. on the Activity in 2019, including a report on the results of evaluation of: reports on the activity of CIECH Group and CIECH S.A. for 2019, and financial statements of CIECH S.A. and CIECH Group for 2019, taking into account the assessment of the internal control system and the system for the management of risks which are significant to the Company, as well as the proposal of the Management Board regarding the distribution of net profit of CIECH S.A. for 2019.

§ 2

This resolution shall come into force on the date of 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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7. Distribution of net profit of CIECH S.A.

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on the distribution of net profit of CIECH S.A. for financial year 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A., upon reviewing the proposal of the Management Board of CIECH S.A. regarding distribution of net profit of CIECH S.A. for financial year 2019 and upon reviewing an opinion of the Supervisory Board of CIECH S.A., herewith decides to allocate net profit of CIECH S.A. for financial year 2019, amounting to **PLN 60,436,467.46** (in words: sixty million four hundred thirty six thousand four hundred sixty seven 46/100 zlotys) to the reserve capital.

Form to exercise a voting right by the Attorney at the Annual Meeting of Shareholders of CIECH S.A. - 21.05.2020r.

§ 2

This resolution shall come into force on the date of 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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8. Granting acknowledgement of fulfilment of duties by Mr Dawid Jakubowicz

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

**on granting acknowledgement to Mr Dawid Jakubowicz for the fulfilment of his duties of the
President of the Management Board in the period from 1 January 2019 to 31 December 2019**

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr
Dawid Jakubowicz for the fulfilment of his duties of the President of the Management Board in the
period from 1 January 2019 to 31 December 2019.

§ 2

This resolution shall come into force on the date of 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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9. Granting acknowledgement of fulfilment of duties by Mr Mirosław Skowron

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on granting acknowledgement to Mr Mirosław Skowron for the fulfilment of his duties of a Member of the Management Board in the period from 1 January 2019 to 31 December 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr Mirosław Skowron for the fulfilment of his duties of a Member of the Management Board in the period from 1 January 2019 to 31 December 2019.

§ 2

This resolution shall come into force on the date of 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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10. Granting acknowledgement of fulfilment of duties by Mr Artur Osuchowski

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on granting acknowledgement Mr Artur Osuchowski for the fulfilment of his duties of a Member of the Management Board in the period from 1 January 2019 to 25 October 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr Artur Osuchowski for the fulfilment of his duties of a Member of the Management Board in the period from 1 January 2019 to 25 October 2019.

§ 2

This resolution shall come into force on the date of 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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11. Granting acknowledgement of fulfilment of duties by Mr Sebastian Kulczyk

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on granting acknowledgement to Mr Sebastian Kulczyk for the fulfilment of his duties of a Member of the Supervisory Board, including as the Chairman of the Supervisory Board, in the period from 1 January 2019 to 31 December 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr Sebastian Kulczyk for the fulfilment of his duties of a Member of the Supervisory Board, including as the Chairman of the Supervisory Board, in the period from 1 January 2019 to 31 December 2019.

§ 2

This resolution shall come into force on the date of 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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12. Granting acknowledgement of fulfilment of duties by Mr Tomasz Mikołajczak

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on granting acknowledgement to Mr Tomasz Mikołajczak for the fulfilment of his duties of a Member of the Supervisory Board, including as the Deputy Chairman of the Supervisory Board, in the period from 1 January 2019 to 31 December 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr Tomasz Mikołajczak for the fulfilment of his duties of a Member of the Supervisory Board, including as the Deputy Chairman of the Supervisory Board, in the period from 1 January 2019 to 31 December 2019.

§ 2

This resolution shall come into force on the date of 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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13. Granting acknowledgement of fulfilment of duties by Mr Marek Kośnik

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on granting acknowledgement to Mr Marek Košnik for the fulfilment of his duties of a Member of the Supervisory Board in the period from 21 January 2019 to 31 December 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr Marek Košnik for the fulfilment of his duties of a Member of the Supervisory Board in the period from 21 January 2019 to 31 December 2019.

§ 2

This resolution shall come into force on the date of 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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14. Granting acknowledgement of fulfilment of duties by Mr Piotr Augustyniak

Instruction regarding the vote on the resolution for the Attorney
RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on granting acknowledgement to Mr Piotr Augustyniak for the fulfilment of his duties of a Member of the Supervisory Board in the period from 1 January 2019 to 31 December 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr Piotr Augustyniak for the fulfilment of his duties of a Member of the Supervisory Board in the period from 1 January 2019 to 31 December 2019.

§ 2

This resolution shall come into force on the date of 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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15. Granting acknowledgement of fulfilment of duties by Mr Artur Olech

Instruction regarding the vote on the resolution for the Attorney
 RESOLUTION NO.
 OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
 of 21 May 2020

on granting acknowledgement to Mr Artur Olech for the fulfilment of his duties of a Member of the Supervisory Board in the period from 1 January 2019 to 31 December 2019

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr Artur Olech for the fulfilment of his duties of a Member of the Supervisory Board in the period from 1 January 2019 to 31 December 2019.

§ 2

This resolution shall come into force on the date of 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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16. Granting acknowledgement of fulfilment of duties by Mr Mariusz Nowak

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

**on granting acknowledgement to Mr Mariusz Nowak for the fulfilment of his duties of a Member
of the Supervisory Board in the period from 1 January 2019 to 31 December 2019**

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

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants acknowledgement to Mr
Mariusz Nowak for the fulfilment of his duties of a Member of the Supervisory Board in the period
from 1 January 2019 to 31 December 2019.

§ 2

This resolution shall come into force on the date of 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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17. Approval of the Remuneration Policy

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

**on the approval of the Remuneration Policy for Members of the Management Board and Supervisory
Board of CIECH S.A.**

Acting pursuant to § 18 point 13) of the Articles of Association of CIECH S.A., in consideration of Art.
90d section 1 of the Act of 29 July 2005 on Public Offering and conditions governing the introduction
of financial instruments to organised trading, and on public companies (consolidated text: Journal of
Laws of 2019, item 623, as amended), it is resolved as follows:

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith approves and adopts the Remuneration Policy for Members of the Management Board and Supervisory Board of CIECH S.A. which is appended hereto.

§ 2

This resolution shall come into force on the date of 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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18. Establish a registered pledge on the set of movable property and economic (property-related) rights of CIECH S.A. or to change the existing registered pledge

Instruction regarding the vote on the resolution for the Attorney
RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on granting consent (i) to establish a registered pledge on the set of movable property and economic (property-related) rights of CIECH S.A. or to change the existing registered pledge and (ii) to raise debt financing and incur liabilities related to such financing in an amount not exceeding PLN 500,000,000.

Acting pursuant to Art. 393 point 3 of the Code of Commercial Companies, § 18 point 6) and § 18 point 9) of the Articles of Association of CIECH S.A. (the "Company"), in connection with the Company's intention to obtain additional financing (the "Financing"), it is resolved as follows:

§ 1

1. The Annual General Meeting of Shareholders of the Company herewith grants its consent to the Company or its subsidiaries obtaining Financing through the issue of bonds by the Company or its subsidiaries on international markets or the Polish market, taking out bank loans, taking out loans, incurring debt in any other form or by combining various Financing instruments, provided however that the claims of entities providing such Financing may be subordinated to the claims of creditors of the Company's existing debt (the "Subordination").
2. The total amount of the additional Financing shall not exceed PLN 500,000,000 (in words: five hundred million zlotys) or the equivalent of this amount in other currencies, converted into PLN at the average exchange rate of the respective currency, as announced by the National Bank of Poland on the date of adoption of this resolution.

3. The Annual General Meeting of Shareholders of the Company herewith authorises the Management Board of the Company to determine any Financing conditions other than those specified herein, including in particular:
- (a) determining the share of individual Financing instruments in the total Financing amount;
 - (b) agreeing on the principles of Subordination, if any, with the Company's creditors;
 - (c) agreeing on the principles of a possible change to the terms and conditions of existing debt with the creditors of such existing debt of the Company and its subsidiaries;
 - (d) obtaining unsecured or secured Financing, including through the collateral structure and instruments established for the existing financial debt of the Company and its subsidiaries or by determining the new collateral structure and instruments;
 - (e) to the extent that bonds are such Financing instrument – carrying out the issue by the Company or its subsidiary, determining possible rules for the division of the bond issue into series and the maximum number of bonds in the relevant series, the nominal value per bond, the issue price and goals, interest rates, dates and rules for the payment of benefits from such bonds, redemption dates and principles for each series (including any earlier redemption), any other redemption principles and any other conditions for offering such bonds (including the choice of markets on which the bonds will be offered) and the terms of their issue, including possible dematerialisation and introduction to trading on a regulated market in Poland or abroad, or to an alternative trading system, as well as to the allocation of such bonds; and
 - (f) agreeing on the content and conclusion of all documentation necessary to obtain the Financing or related thereto, including possible issue of bonds or granting loans between the Company and the Company's subsidiaries in order to transfer funds obtained under such Financing.
4. Irrespective of the consent of the Annual General Meeting of Shareholders of the Company, as expressed in this resolution, pursuant to the Articles of Association of the Company, consent of the Supervisory Board of the Company is required for any specific acts related to the Financing.

§ 2

1. The Annual General Meeting of Shareholders of the Company herewith grants its consent to the Company establishing a registered pledge or registered pledges on a set of movable property and economic (property-related) rights constituting an organised part of its enterprise in order to secure the fulfilment of the obligations of the Company or its subsidiaries to their creditors in connection with the Financing.
2. The Annual General Meeting of Shareholders of the Company herewith grants its consent to any means of satisfying the pledgee provided for in the relevant pledge agreement, pledge agreements related to the aforementioned registered pledge or pledges, including the acquisition or sale of the pledged object or the lease of the Company's enterprise, in accordance with the provisions of the relevant pledge agreement and the Act of 6 December 1996 on registered pledges and the pledge register.

- 3. In the event that the Management Board of the Company decides that the Financing is to be secured and the Financing security is to constitute a registered pledge on the set of movable property and economic (property-related) rights already established in the implementation of Resolution No. 3 of the Annual General Meeting of Shareholders of the Company of 19 November 2012 and Resolution No. 3 of the Annual General Meeting of Shareholders of the Company of 7 October 2015, the Annual General Meeting of Shareholders of the Company herewith agrees that the registered pledge in question will secure all claims of the creditors of the Company or its subsidiaries related to the Financing and, to the extent required to obtain additional Financing, to a possible change of such registered pledge.
- 4. Irrespective of the consent of the Annual General Meeting of Shareholders of the Company, as expressed in this resolution, the Supervisory Board of the Company has the right to express its opinion on specific acts related to the establishment by the Company of a registered pledge on a set of movable property and economic (property-related) rights constituting an organised part of the enterprise of the Company.

§ 3

This resolution shall come into force on the date of 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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19. Appointment of a member of the Supervisory Board of CIECH S.A.

Instruction regarding the vote on the resolution for the Attorney
 RESOLUTION NO.
 OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
 of 21 May 2020

on the appointment of a member of the Supervisory Board of CIECH S.A.

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies, in conjunction with § 18 point 7) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

The Annual General Meeting of Shareholders of CIECH S.A. herewith appoints Mr/Ms
 Form to exercise a voting right by the Attorney at the Annual Meeting of Shareholders of CIECH S.A. - 21.05.2020r.

..... as a member of the Supervisory Board of CIECH S.A.

§ 2

This resolution shall come into force on the date of 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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20. Authorisation of the Management Board to buy back own shares

Instruction regarding the vote on the resolution for the Attorney

RESOLUTION NO.

OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on the authorisation of the Management Board to buy back own shares

Acting pursuant to article 362 § 1 point 5) and point 8), in conjunction with article 360 § 2 point 2 of the Code of Commercial Companies, § 8 sections 1-2, in conjunction with § 18 section 12) of the Articles of Association of CIECH S.A. (the "Company"), in connection with the intention of the Company to acquire its own shares, it is resolved as follows:

§ 1

1. The Annual General Meeting of Shareholders of the Company authorises the Management Board of the Company to purchase fully paid shares issued by the Company ("Own Shares") from one or more of the Company's shareholders on the basis and within the limits of the authorisation granted herein.

2. Own Shares shall be acquired at the discretion of the Management Board for any lawful purpose. Own Shares may be acquired in particular for the purpose of:
 - 2.1. their redemption by way of reduction of the share capital of the Company. Such redemption of Own Shares shall be effected under the voluntary redemption procedure

pursuant to article 359 § 1 of the Code of Commercial Companies and § 8 section 1 of the Articles of Association of the Company.

- 2.2. their resale against remuneration;
 - 2.3. using them to acquire or exchange shares or stocks in any other companies.
3. The Company shall acquire its Own Shares within the limits of the authorisation granted hereunder, in accordance with the following principles:
- 1) the total number of Own Shares acquired pursuant to this Resolution shall not exceed 7,700,000 (in words: seven million seven hundred thousand) shares of the Company, representing approx. 14.61% of the share capital of the Company, provided however that under no circumstances will the total number of Own Shares purchased pursuant to this Resolution exceed 20% of the Company's share capital, taking into account the nominal value of any other own shares that have not been sold by the Company, subject to point 7 below;
 - 2) the purchase price per Own Share shall not be lower than PLN 1 (in words: one zloty) or higher than PLN 45 (in words: forty five) zlotys;
 - 3) the maximum amount of remuneration for shareholders shall not be higher than PLN 346,500,000 (in words: three hundred forty six million five hundred thousand zlotys) for a total of up to 7,700,000 (in words: seven million seven hundred thousand) Own Shares, subject to point 7 below;
 - 4) the authorisation of the Management Board to acquire Own Shares shall cover a period of 2 years from the date of adoption hereof;
 - 5) the Company's Own Shares may be acquired in any permissible manner, at the discretion of the Management Board, in particular, but not limited to, by public submission of one or more purchase offers or public invitation to submit share sale offers and conclusion on their basis of block transactions or transactions outside organised trading;
 - 6) all shareholders of the Company shall have the right to participate in the buy-back of Own Shares;
the remuneration for the shareholders of acquired shares, increased by acquisition costs, may be paid only from the reserve capital created for the purpose of acquiring Own Shares from funds which, pursuant to article 348 § 1 of the Code of Commercial Companies may be intended for distribution among shareholders. For the avoidance of doubt, the Company may not acquire its Own Shares over the amount of such reserve capital.
4. Own Shares acquired by the Company in accordance with § 1 section 2 point 2 above may not be sold at a price lower than their purchase price.
5. The Supervisory Board approves the detailed principles for the purchase and sale of the Company's shares defined by the Management Board.

§ 2

The General Meeting herewith authorises the Management Board of the Company to carry out any transaction or legal act with a view to implementing this Resolution, including the announcement of detailed conditions, dates and rules for the purchase of Own Shares, conclusion of agreements with

regard to the purchase of Own Shares with individual shareholders and completion of the buy-back of Own Shares, in whole or in part, at any time, if justified by the Company's interest.

§ 3

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

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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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21. Creation of a reserve redemption capital to acquire own shares

Instruction regarding the vote on the resolution for the Attorney
RESOLUTION NO.
OF THE ANNUAL MEETING OF SHAREHOLDERS OF CIECH S.A. with its registered office in Warsaw
of 21 May 2020

on the creation of a reserve redemption capital to acquire own shares

The Annual General Meeting of Shareholders of CIECH S.A. (the "Company"), acting pursuant to article 396 §§ 4 and 5, in conjunction with article 362 § 2 point 3 of the Code of Commercial Companies, and § 9 of the Articles of Association of the Company, resolves as follows:

§ 1

- 1. To create a reserve redemption capital in order to acquire own shares of the Company, to be acquired on the basis of the authorisation granted to the Management Board of the Company by virtue of Resolution No. [] of the Annual General Meeting of Shareholders of the Company dated ____ 2020.
- 2. To put aside, from the reserve capital of the Company, the amount of PLN [346,500,000] (in words: three hundred forty six million five hundred thousand zlotys), created from the Company's profits and to allocate the same to the reserve redemption capital, from which the funds may be specifically allocated towards acquiring the Company's own shares.

§ 2

This resolution shall come into force on the date of 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