

**NOTICE ON CONVENING
THE EXTRAORDINARY GENERAL MEETING OF CIECH SPÓŁKA AKCYJNA**

The Management Board of CIECH Spółka Akcyjna, with its registered office in Warsaw (**CIECH S.A., Company**), entered into the Register of Entrepreneurs by the District Court for the capital city of Warsaw, 13th Economic Division of the National Court Register (KRS), under no. KRS 0000011687, tax ID (NIP) 118-00-19-377, with share capital amounting to PLN 263,500,965.00 (fully paid), acting pursuant to Articles 398 and 399 § 1 and Article 400 § 1 as well as Article 402¹ and Article 402² of the Commercial Companies Code (CCC) and § 17 section 3 item 1), section 4 and section 5 of CIECH S.A.'s Statute, at the request of KI Chemistry s. à r. l., with its registered office in Luxembourg, Shareholder representing at least 1/20 of CIECH S.A.'s share capital, hereby convenes

THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A.

**The Meeting shall take place on 7 July 2014
at 12 p.m.
in Warsaw, ul. Puławska 182, room 1.08, 1st floor**

Agenda of the Extraordinary General Meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation of correct convening of the Extraordinary General Meeting and its capacity to adopt resolutions.
4. Adopting the agenda.
5. Adopting resolutions on changing the composition of CIECH S.A.'s Management Board by dismissing and/or appointing Members of CIECH S.A.'s Management Board.
6. Adopting resolutions on changing the composition of CIECH S.A.'s Supervisory Board by dismissing and/or appointing Members of CIECH S.A.'s Supervisory Board.
7. Adopting resolutions on amending CIECH S.A.'s Statute.
8. Adopting a resolution on accepting a complete text of CIECH S.A.'s Statute.
9. Closing of the Extraordinary General Meeting.

Pursuant to Article 402² of the Commercial Companies Code, the Company presents information on the participation in the Company's Extraordinary General Meeting (General Meeting):

Record date of participation in the General Meeting

The record date of participation in the General Meeting is 21 June 2014.

Shareholders' right to request inclusion of individual items in the agenda of the General Meeting

1. A shareholder or shareholders representing at least 1/20 of the share capital may request that specific issues are included in the agenda of the Company's General Meeting. The request shall be presented to the Company's Management Board not later than 21 days prior to the scheduled date of the General Meeting. The request must include a justification or a draft resolution related to the agenda item proposed. This request can be submitted in writing at the Company's office, ul. Puławska 182, 02-670 Warsaw, or sent in an electronic form to the Company's e-mail address wza@ciechgroup.com.
2. The shareholders referred to in item 1 shall prove that they hold the required number of shares on the request date by enclosing a deposit certificate or a statement produced by the entity which maintains the shareholder's securities account. In addition, the shareholders referred to in item 1 who are natural persons shall present a copy of their ID card, passport or another document for identifying the shareholder, and if the request is sent in electronic form, the scans of such documents must be attached. All documents presented to the Company, including documents sent in electronic form, must be translated into Polish by a certified translator. An apostil can be presented. Furthermore, if the shareholders submit their request in electronic form, all documents must be sent in PDF format.
3. The Company may take appropriate steps to identify the shareholder and its attorney in order to verify their rights when such rights are exercised using electronic communication.

Shareholders' right to propose draft resolutions

4. Prior to the date of the General Meeting, the Company's shareholders representing at least 1/20 of the share capital can submit draft resolutions on issues that are on the agenda of the General Meeting or are to be included in the agenda in writing to the Company's office at ul. Puławska 182, 02-670 Warsaw, or using electronic communication (using the method and e-mail address specified in item 1 before).
Using the method indicated in items 2 and 3 before, the shareholders shall prove that they hold the required number of shares as of the request date and shall enclose documents to identify the requesting party or parties.
5. During the General Meeting, each shareholder authorised to participate in the General Meeting can submit draft resolutions relating to the issues on the agenda.

Procedure for exercising the right to vote via an attorney

6. A shareholder can attend the General Meeting and exercise the right to vote in person or through a representative. The power of attorney to participate in the general meeting and exercise the right to vote must be granted in writing or in electronic form. A shareholder who is not a natural person may participate in the General Meeting and exercise the right to vote through a person authorised to submit declarations of intent on their behalf or through an attorney.
7. Using the Company's e-mail address (wza@ciechgroup.com), the Company's shareholders can notify the Company on granting and revoking a power of attorney in electronic form to participate in the General Meeting, and send a document of granting or revoking such power of attorney. In addition to the notification on granting a power of attorney in electronic form, the shareholder shall send the text of the granted power of attorney, scanned ID card, passport or another document to identify the shareholder, as the principal, and the attorney, including a natural person acting on behalf of an attorney who is a legal person. The shareholder shall provide the Company with documents confirming the power of the attorneys and any further attorneys to represent the shareholder. Any documents sent in electronic form must be



translated into Polish by a certified translator. An apostil can be sent in this way. The shareholder who sends a notification on granting the power of attorney shall provide the Company with an e-mail address which the Company can use to communicate with the shareholder and its attorney. The provisions of this section shall not relieve the attorney from the obligation to present their identification documents when the General Meeting's attendance list is prepared. The above rules for identifying the principal shall apply as appropriate to the notification of the Company about revoking the power of attorney. A notification on granting and revoking the power of attorney without observing the above requirements shall not have any legal consequences for the Company. The Company may take appropriate steps to identify the shareholder and its attorney in order to verify their rights when such rights are exercised using electronic communication.

8. If the power of attorney is granted in writing, the attorney shall present the original power of attorney to the Company. In addition, the shareholders' assistants, when preparing an attendance list, shall produce an ID card, passport or another reliable document to identify them. The right to represent a shareholder who is not a natural person must be based on a valid excerpt from the respective register (to be submitted as original or copy confirmed to be genuine by a civil law notary or a legal counsel) and documents confirming the power of the attorneys and any further attorneys to represent the shareholders.

Options and procedures for participation in the General Meeting by means of electronic communication

CIECH S.A. does not currently plan to allow participation in the General Meeting through means of electronic communication.

Procedure for expressing opinions at the General Meeting by means of electronic communication

CIECH S.A. does not currently plan to allow the expression of opinions during the General Meeting through means of electronic communication.

Procedure for exercising voting rights by mail or by means of electronic communication

CIECH S.A. does not currently plan to allow the exercise of voting rights by mail or by means of electronic communication.

Information about the right to participate in the General Meeting

The Company's Ordinary General Meeting can only be attended by persons who:

- a) sixteen days prior to the date of the General Meeting (i.e. 21 June 2014) are the Company's shareholders, i.e. the Company's shares are registered on their securities account, and
- b) between 10 June 2014 and 23 June 2014 request the entity keeping the securities account on which the Company's shares are registered for a personal certificate confirming the right to participate in the General Meeting.

It is recommended that the shareholders collect the above certificate confirming the right to participate and take it with them to the General Meeting.

Based on a list provided to it by the National Depository for Securities (KDPW) and created based on personal certificates confirming the right to participate issued by the entities keeping the securities accounts, the Company shall create the list of shareholders authorised to participate in the General Meeting. Three days


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Bank account:
Bank Pekao S.A.
67 1240 2034 1111 0000 0306 7077

Statistical No. (REGON): 011179878
Tax ID (NIP): 118-00-19-377

Register of entrepreneurs:
District Court for the Capital City of Warsaw
13th Economic Division of the National Court
Register, KRS 0000011687

Share capital:
PLN 263,500,965.00 (fully paid)



prior to the date of the General Meeting, the list of shareholders authorised to participate in the General Meeting shall be presented at the Company's office in Warsaw, ul. Puławska 182, room 13 B 11, 13th floor, from 9 a.m. to 5 p.m.

A shareholder may request to have the list of shareholders sent to him free of charge by e-mail, informing of the e-mail address to which the said list is to be sent. This request can be sent in an electronic form to the Company's e-mail address wza@ciechgroup.com.

When requesting access to or the sending of the list of shareholders, the shareholder shall verify their identity and status as CIECH S.A.'s shareholder in the manner referred to in items 1-3 before. To this end, a certificate confirming the right to participate in the General Meeting or a deposit certificate can be presented.

Final provisions

The documents to be presented to the General Meeting and draft resolutions shall be published on CIECH S.A.'s website (www.ciechgroup.com).

Information on amendments to the Company's Statute

Considering the fact that KI Chemistry s. à r. l., with its registered office in Luxembourg, included item 7 in the agenda, concerning amendments to the Company's Statute, according to Article 402 § 2 of the Commercial Companies Code, the Company's Management Board presents the amendment to the Company's Statute proposed by KI Chemistry s. à r. l., with its registered office in Luxembourg:

§ 18, reading as follows:

"The responsibilities of the General Meeting shall include in particular:

- 1) examining and approving the Company's management report, financial statements for the previous financial year, consolidated financial statements and the Capital Group's management report, where the Company is the parent, if the Company prepares such statements, as well as examining and approving an annual report by the Supervisory Board, and acknowledging the fulfilment of duties by the members of the Company's authorities,
- 2) passing resolutions on profit appropriation or loss coverage,
- 3) adopting the regulations for the General Shareholders' Meeting,
- 4) amending the Company's Statute,
- 5) changing the subject of the Company's business activity,
- 6) selling and leasing the enterprise or its organised part and establishing a limited property right thereon,
- 7) appointing and dismissing Members of the Supervisory Board and determining their remuneration,
- 8) appointing and dismissing Members of the Management Board, including the President of the Management Board,
- 9) increasing or decreasing the share capital,
- 10) passing resolutions on the issue of bonds, including convertible bonds,
- 11) merging the Company with other companies, demerging and transforming the Company,
- 12) dissolving the Company,
- 13) approving the purchase of shares by the Company for redemption and passing resolutions on the terms of shares redemption,
- 14) passing other resolutions stipulated by the laws or the Statute".

shall now read as follows:

"The responsibilities of the General Meeting shall include in particular:

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Fax (+48 22) 639 14 51
ciech@ciechgroup.com
www.ciechgroup.com

Bank account:
Bank Pekao S.A.
67 1240 2034 1111 0000 0306 7077

Statistical No. (REGON): 011179878
Tax ID (NIP): 118-00-19-377

Register of entrepreneurs:
District Court for the Capital City of Warsaw
13th Economic Division of the National Court
Register, KRS 0000011687

Share capital:
PLN 263,500,965.00 (fully paid)



- 1) examining and approving the Company's management report, financial statements for the previous financial year, consolidated financial statements and the Capital Group's management report, where the Company is the parent, if the Company prepares such statements, as well as examining and approving an annual report by the Supervisory Board, and acknowledging the fulfilment of duties by the members of the Company's authorities,
- 2) passing resolutions on profit appropriation or loss coverage,
- 3) adopting the regulations for the General Shareholders' Meeting,
- 4) amending the Company's Statute,
- 5) changing the subject of the Company's business activity,
- 6) selling and leasing the enterprise or its organised part and establishing a limited property right thereon,
- 7) appointing and dismissing Members of the Supervisory Board and determining their remuneration,
- 8) increasing or decreasing the share capital,
- 9) passing resolutions on the issue of bonds, including convertible bonds,
- 10) merging the Company with other companies, demerging and transforming the Company,
- 11) dissolving the Company,
- 12) approving the purchase of shares by the Company for redemption and passing resolutions on the terms of shares redemption,
- 13) passing other resolutions stipulated by the laws or the Statute".

§ 21 section 2, reading as follows:

"2. The responsibilities of the Supervisory Board include in particular:

- 1) assessment of the Company's management report and financial statements for the previous financial year, consolidated financial statements and management report of the capital group, where the Company is the parent, if the Company compiles such statements, for their consistency with accounting books and documents and the actual status, as well as assessment of the Management Board's proposals on profit distribution or loss coverage and submitting to the General Meeting an annual written report on the results of this assessment,
- 2) expressing opinions on the Company's action plans prepared by the Management Board,
- 3) examining and expressing opinions on matters subject to resolutions of the General Meeting,
- 4) adopting the regulations of the Supervisory Board,
- 5) approving the regulations of the Management Board,
- 6) determining remuneration rules and amounts for the Members of the Management Board, including the President of the Management Board,
- 7) appointing a statutory auditor to audit the Company's financial statements and the capital group's consolidated financial statements,
- 8) expressing consent for the execution of any right or incurring of any liability exceeding the equivalent of PLN 10,000,000 (in words: ten million zloty) based on one or several related acts in law, except for:
 - a) agreements for the sale of raw materials, semi-finished products and finished products linked to the Company's business,
 - b) actions which require the consent of the General Meeting".

shall now read as follows:

„2. The responsibilities of the Supervisory Board include in particular:

- 1) assessment of the Company's management report and financial statements for the previous financial year, consolidated financial statements and management report of the capital group, where the Company is the parent, if the Company compiles such statements, for their consistency with accounting books and documents and the actual status, as well as assessment of the Management Board's proposals on profit distribution or loss coverage and submitting to the General Meeting an annual written report on the results of this assessment,
- 2) expressing opinions on the Company's action plans prepared by the Management Board,
- 3) examining and expressing opinions on matters subject to resolutions of the General Meeting,
- 4) adopting the regulations of the Supervisory Board,



- 5) approving the regulations of the Management Board,
- 6) appointing and dismissing Members of the Management Board, including the President of the Management Board,
- 7) determining remuneration rules and amounts for the Members of the Management Board, including the President of the Management Board,
- 8) appointing a statutory auditor to audit the Company's financial statements and the capital group's consolidated financial statements,
- 9) approving the purchase and sale of real property, perpetual usufruct title or interest in real property,
- 10) expressing consent for disposing of rights or incurring liabilities in excess of 5% of the Company's equity, except for:
 - a) purchase and sale of raw materials, semi-finished products and finished products linked to the Company's business,
 - b) incurring liabilities related to the Company's core business in amounts not exceeding 10% of the Company's equity,
 - c) actions which require the consent of the General Meeting".

§ 23 section 1, reading as follows:

„1. The Management Board consists of three to five Members, including the President of the Management Board, appointed and dismissed by the General Meeting”.

shall now read as follows:

"1. The Management Board shall be composed of one or more members. The Supervisory Board shall appoint the President and other members of the Management Board. The Supervisory Board shall determine the number of the Management Board members”.

According to the justification presented by KI Chemistry s. à r. l., with its registered office in Luxembourg, the proposed amendments to the Company's Statute are intended to provide greater management flexibility.

MANAGEMENT BOARD OF CIECH S.A.

<i>PRESIDENT OF THE MANAGEMENT BOARD</i>	<i>MEMBER OF THE MANAGEMENT BOARD</i>	<i>MEMBER OF THE MANAGEMENT BOARD</i>
<i>Dariusz Krawczyk</i>	<i>Andrzej Kopeć</i>	<i>Artur Osuchowski</i>

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