

Warsaw, 9 June 2014

Management Board of CIECH S.A.
ul. Puławska 182
02-670 Warsaw

REQUEST TO CONVENE THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A.

KI Chemistry S.à r.l., with its registered office in Luxembourg (**Company**), as CIECH S.A.'s shareholder, pursuant to article 400 § 1 of the Commercial Companies Code and § 17 section 4 of CIECH S.A.'s Statute, requests the convening of CIECH S.A.'s Extraordinary General Meeting on 7 July 2014, 12:00 p.m.

The Company also requests that the following items be included in the agenda of CIECH S.A.'s 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.

The Company believes that adding changes in the composition of CIECH S.A.'s Management Board and Supervisory Board to the agenda of CIECH S.A.'s Extraordinary General Meeting is justified due to the Company's purchase, on 9 June 2014, of 26,952,052 CIECH S.A.'s shares, representing a 51.1% share in CIECH S.A.'s share capital.

With regard to item 7 of the proposed agenda of CIECH S.A.'s Extraordinary General Meeting, the Company requests amendments to CIECH S.A.'s Statute, according to the proposed amendments to CIECH S.A.'s Statute enclosed to this request. Among other things, the proposed amendments will ensure greater flexibility in managing CIECH S.A.

The Company holds 26,952,052 of CIECH S.A.'s shares and represents 51.1% of its share capital, which is confirmed by the enclosed deposit certificate issued on 9 June 2014 by Dom Maklerski BZ WBK S.A., authorising the Company to request the convening of CIECH S.A.'s Extraordinary General Meeting.

Łukasz Redziniak
Attorney

Annexes:

1. Proposed amendments to CIECH S.A.'s Statute
2. Shareholding certificate of 9 June 2014
3. Excerpt from the Company's commercial register
4. Power of attorney.

Proposed amendments to CIECH S.A.'s Statute:

1. § 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:

- 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".

2. § 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) approving the rules 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".