

Re item 2 of the agenda

*Resolution No. ...
of the Extraordinary General Meeting of
CIECH S.A., with its registered office in Warsaw
of November 2011*

on the appointment of the Chairman of the Extraordinary General Meeting

The Extraordinary General Meeting of CIECH S.A., acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 11 of the Regulations of CIECH S.A.'s General Meeting, resolves as follows:

§ 1

The Extraordinary General Meeting of CIECH S.A. appoints Ms/Mr as the Chairman/Chairwoman of the Extraordinary General Meeting.

§ 2

The resolution comes to force as of its passing.

Number of shares with valid votes cast: Percentage share of these shares in the share capital:

Total number of valid votes:

For:

Against:

Abstained:

The resolution shall be adopted by secret ballot.

Re item 4 of the agenda

*Resolution No. ...
of the Extraordinary General Meeting of
CIECH S.A., with its registered office in Warsaw
of November 2011*

on the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of CIECH S.A., acting pursuant to § 25 of the Regulations of CIECH S.A.'s General Meeting, resolves as follows:

§ 1

The Extraordinary General Meeting of CIECH S.A. adopts the following agenda of the Extraordinary General Meeting of CIECH S.A.:

- 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) Adoption of the agenda;
- 5) Adopting resolutions on the merger of CIECH S.A., SODA MĄTWY S.A. and JANIKOSODA S.A.;
- 6) Closing of the Extraordinary General Meeting.

§ 2

The resolution comes to force as of its passing.

Number of shares with valid votes cast: Percentage share of these shares in the share capital:

Total number of valid votes:

For:

Against:

Abstained:

The resolution shall be adopted by open ballot.

Re item 5 of the agenda

Resolution
of the Extraordinary General Meeting of
CIECH S.A., with its registered office in Warsaw
of November 2011

concerning: the merger of: CIECH S.A., SODA MĄTWY S.A. and JANIKOSODA S.A.

Acting pursuant to § 18 item 11) of CIECH S.A.'s Statute and Article 506 of the Commercial Companies Code, it has been resolved as follows:

§ 1

Approval is given to the Merger Plan of 29.08.2011 for CIECH S.A., with its registered office in Warsaw, Inowrocławskie Zakłady Chemiczne SODA MĄTWY S.A., with its registered office in Inowrocław, and Janikowskie Zakłady Sodowe JANIKOSODA S.A., with its registered office in Janikowo, by way of the acquisition of Inowrocławskie Zakłady Chemiczne SODA MĄTWY S.A., with its registered office in Inowrocław, and Janikowskie Zakłady Sodowe JANIKOSODA S.A., with its registered office in Janikowo, by CIECH S.A, with its registered office in Warsaw, which was published in the Court and Commercial Gazette No. 175 (3788), Item 11615, dated 9 September 2011, reading as follows:

"MERGER PLAN FOR

CIECH Spółka Akcyjna
with its registered office in Warsaw
and
Inowrocławskie Zakłady Chemiczne SODA MĄTWY Spółka Akcyjna
with its registered office in Inowrocław
and
Janikowskie Zakłady Sodowe JANIKOSODA Spółka Akcyjna

with its registered office in Janikowo

This merger plan has been prepared according to Article 499 of the Commercial Companies Code (CCC).

The merger shall involve transferring the assets of the Acquired Companies to the Acquiring Company (merger by acquisition), according to the rules described in Article 492 § 1 item 1 of the Commercial Companies Code (CCC), in consideration of Article 516 § 6 CCC.

1. The following companies are involved in the merger:

- a) Acquiring Company: CIECH S.A., with its registered office in Warsaw (02670), ul. Puławska 182, entered into the Register of Entrepreneurs by the District Court for the capital city of Warsaw, 13th Economic Division of the National Court Register, under no. KRS 0000011687 (the share capital of PLN 263,500,965.00 is fully paid and divided into 52,699,909 shares with a value of PLN 5.00 each).
- b) Acquired Company: Inowrocławskie Zakłady Chemiczne SODA MĄTWY S.A. (SODA MĄTWY S.A.), with its registered office in Inowrocław (88101), ul. Fabryczna 4, entered into the Register of Entrepreneurs by the District Court in Bydgoszcz, 13th Economic Division of the National Court Register, under no. KRS 0000022064 (the share capital of PLN 74,160,750.00 is fully paid and divided into 7,416,075 shares with a value of PLN 10.00 each). Shareholding structure of SODA MĄTWY S.A. as of 31 July 2011: CIECH Spółka Akcyjna: 7,416,075 shares with a total value of PLN 74,160,750.00, accounting for 100% of the share capital.
- c) Acquired Company: Janikowskie Zakłady Sodowe JANIKOSODA S.A. (JANIKOSODA S.A.), with its registered office in Janikowo (88160), ul. Przemysłowa 30, entered into the Register of Entrepreneurs by the District Court in Bydgoszcz, 13th Economic Division of the National Court Register, under no. KRS 0000023517 (the share capital of PLN 44,676,080.00 is fully paid and divided into 4,467,608 shares with a value of PLN 10.00 each). Shareholding structure of JANIKOSODA S.A. (Acquired Company) as of 31 July 2011: CIECH Spółka Akcyjna: 4,467,608 shares with a total value of PLN 44,676,080.00, accounting for 100% of the share capital.

2. Considering the fact that CIECH S.A. is the only shareholder of the Acquired Companies, i.e. SODA MĄTWY S.A. and JANIKOSODA S.A., and that the value of the assets of SODA MĄTWY S.A. and JANIKOSODA S.A. is already accounted for in CIECH S.A.'s assets (under long-term investments), no new shares shall be created, as stipulated by Article 514 § 1 CCC.
3. The merger shall be carried out without increasing the share capital of CIECH S.A. in accordance with Article 515 § 1 of the Commercial Companies Code.
4. As a result of the merger, the Acquiring Company is not expected to award any rights referred to in Article 499 § 1 CCC.
5. In connection with the merger, no special benefits shall be awarded to the members of the merging Companies' corporate bodies and to other persons involved in the merger (Article 499 § 1 item 6 CCC).
6. The acquisition of the Acquired Company shall not result in any amendments to the Acquiring Company's Statute".

§ 2

The acquisition of Inowrocławskie Zakłady Chemiczne SODA MĄTWY S.A., with its registered office in Inowrocław, and Janikowskie Zakłady Sodowe JANIKOSODA S.A., with its registered office in Janikowo, by CIECH S.A, with its registered office in Warsaw, shall not result in any amendments to the Statute of CIECH S.A, with its registered office in Warsaw.

§ 3

The resolution comes to force as of its passing.

Number of shares with valid votes cast: Percentage share of these shares in the share capital:

Total number of valid votes:

For:

Against:

Abstained:

The resolution shall be adopted by open ballot.