

**Resolution No. 179/2011
of the Management Board of CIECH S.A.
of 5 October 2011**

on convening the Company's Extraordinary General Meeting

The Management Board of CIECH S.A, with its registered office in Warsaw (Company), acting pursuant to Articles § 398 and 399 § 1 of the Commercial Companies Code Act of 15 September 2000 (CCC), as well as § 17 section 3 item 1 and section 5 and § 24 section 4 item 4 of the company's Statute, resolves as follows:

§1

to convene the Company's Extraordinary General Meeting, which is to be held on 7 November 2011, 12:00 p.m., at ul. Puławska 182, 02-670 Warsaw, and shall have the following agenda:

- 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 MAŁY S.A. and JANIKOSODA S.A.;**
- 6) **Closing of the Extraordinary General Meeting.**

§2

A draft notice on convening the Company's Extraordinary General Meeting referred to in § 1 of this resolution forms an annex to this resolution.

§3

The resolution takes effect as of the day of its passing.

Participants present: 4

For: 4; Against: 0; Abstained: 0

Signatures of attending Members of the Management Board:

1. **Ryszard Kunicki**
2. **Andrzej Bąbaś**
3. **Artur Osuchowski**
4. **Rafał Rybkowski**

formal and legal compliance
Joanna Giżyńska
legal counsel
5.10.2011



**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.), 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 of the Commercial Companies Code as well as Article 402¹ and Article 402² of the Commercial Companies Code and § 17 section 3 item 1 and § 17 section 5 of the Company's Statute, hereby convenes

**THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A.
The Meeting shall take place on 7 November 2011
at 12 p.m.
in Warsaw, ul. Puławska 182, room 1.08, 1st floor**

AGENDA:

- 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 MAŁY S.A. and JANI-KOSODA S.A.;**
- 6) Closing of the Extraordinary General Meeting.**

Right to attend the General Meeting

1. Pursuant to Article 406¹ of the Commercial Companies Code, only the persons being the Company's Shareholders sixteen days prior to the date of the General Meeting (the date of registration of participation in a general meeting), i.e. as of 22 October 2011, have the right to participate in the general meeting of a public company.
2. In order to ensure participation in the General Meeting, a shareholder authorised under dematerialised bearer shares shall request, not earlier than after the publication of the notice on convening the General Meeting, i.e. not earlier than 12 October 2011, and not later than on the first weekday after the registration date, i.e. not later than 24 October 2011, the entity that keeps their securities account to issue a registered certificate confirming their right to participate in the General Meeting of CIECH S.A.



3. The Company establishes the list of shareholders authorised under bearer shares to attend the General Meeting on the basis of the list prepared by the entity in charge of keeping the securities depository in accordance with the laws on trading in financial instruments.
4. The entity keeping the securities account prepares the list referred to section 3 based on lists which are to be submitted not later than twelve days prior to the date of the General Meeting by the authorised entities, in accordance with the laws on trading in financial instruments.
5. The list of shareholders authorised to attend the General Meeting will be made available at the Company's registered office in Warsaw, ul. Puławska 182, during 3 weekdays prior to the General Meeting between 9:00 a.m. and 3:00 p.m. A shareholder can request to have the list of shareholders sent to him free of charge by e-mail and provide 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@ciech.com).

Granting a power of attorney and exercising the right to vote by a representative

1. A shareholder may attend the General Meeting and exercise the right to vote in person or through a representative.
2. A representative has all the rights of a shareholder at the General Meeting, unless the scope of their power of attorney provides otherwise.
3. If authorised to do so by the power of attorney, the attorney may appoint another attorney. An attorney may represent more than one shareholder and vote differently for every shareholder. A shareholder with shares registered on more than one security account may appoint different attorneys to exercise rights under shares registered on each of these accounts.
4. The power of attorney to attend the General Meeting and exercise the right to vote shall be granted in writing or electronically.
5. The power of attorney granted in electronic form does not require a secure electronic signature verified by a valid qualified certificate.
6. A notification of granting a power of attorney in an electronic form shall be sent to the Company via means of electronic communication.
7. On its website (www.ciech.com), the Company has provided a downloadable model form of the notice of granting the power of attorney in electronic form, which the shareholder shall complete and send as an attachment to wza@ciech.com.
8. A notification of granting a power of attorney in an electronic form shall be sent one day prior to the General Meeting at the latest.
9. The Company, as part of verifying the validity of powers of attorney granted in an electronic form and identifying the shareholder, may request the shareholder to send a power of attorney scanned to the PDF Format in an electronic form. The Company, as part of the system of verifying the validity of powers of attorney granted in an electronic form and identifying the shareholder, may also undertake other adequate measures. The Company shall attach the powers of attorney obtained in this way and printed to the minutes of the General Meeting.
10. The above provisions apply to revoking a power of attorney as appropriate.

Shareholders' rights

1. The shareholder or shareholders of the Company representing at least one twentieth of the share capital have the right to demand that specific items be included in the agenda of the General Meeting of CIECH S.A. This demand, comprising a statement of reasons or a draft resolution concerning the proposed item of the agenda, should be submitted to the Management Board of CIECH S.A. not later than 21 days prior to the agreed date of the meeting, i.e. by 17 October 2011. This demand can be submitted in an electronic form to the Company's e-mail address (wza@ciech.com), or in writing to the address: Management Board of CIECH S.A., ul. Puławska 182, 02-670 Warsaw. The announcement is made in the manner appropriate for convening a General Meeting.
2. A shareholder or shareholders of the Company representing at least one twentieth of the share capital may, prior to the date of the General Meeting of CIECH S.A., submit draft resolutions concerning items introduced to the agenda of the General Meetings or items that are to be introduced to the agenda. Such notices can be submitted in an electronic form to the Company's e-mail address (wza@ciech.com), or in writing to the address: Management Board of CIECH S.A., ul. Puławska 182, 02-670 Warsaw. The Company shall publish draft resolutions on its website without delay.
3. Demands to include particular items in the agenda and notices of draft resolutions shall be signed by the shareholder or persons acting on their behalf in accordance with the rules of representation set out in relevant registers or records. To make it easier for the Company to verify the validity of such demands and notices, it is recommended to send, together with the demand or the notice, a registered depository receipt confirming the number of shares held and an extract from the relevant register or records, as well as indicate the person, together with their contact data (phone number/e-mail address), with whom the Company can verify any such demands or notices.
If the above demands or notices are signed by representatives, the relevant power of attorney granted shall be attached as well.
4. When verifying the validity of submitting the demands and notices defined in sections 1 and 2 in an electronic form and announcing the convening of the General Meeting, the Company may demand the presentation of the documents listed in section 3 and it may undertake other measures to verify such demands and notices, but adequately to the purpose which they are to serve.
5. Furthermore, each Shareholder may submit drafts of resolutions on matters included in the agenda.
6. The demands or notices referred to in sections 1, 2 and 5 shall be made in Polish.

Final provisions

1. The information about the General Meeting, the documentation to be presented to the General Meeting as well as draft resolutions, comments of the Management Board or the Supervisory Board on matters introduced to the agenda of the General Meeting or matters that are to be introduced to the agenda prior to the date of the General Meeting shall be published on the Company's website: www.ciech.com.



2. The Statute of CIECH S.A. does not allow for attending the General Meeting with the use of means of electronic communication as well as taking the floor and exercising the right to vote by mail or with the use of means of electronic communication.
3. Demands and notices connected with the General Meeting submitted in an electronic form should be sent to the e-mail address: wza@ciech.com, and in writing to the Company's address: CIECH S.A. Management Board Department, ul. Puławska 182, 02-670 Warsaw.
4. The provisions of the Commercial Companies Code, the Statute of the Company as well as the Regulations of the General Meeting of the Company shall apply to all matters not regulated herein.