

DRAFT

**RESOLUTION No. ....  
of the Extraordinary General Meeting of CIECH S.A.  
of 19 January 2012**

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 Mr/Ms ..... as the Chairman/Chairwoman of the Extraordinary General Meeting.

§ 2

The resolution comes into 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.*

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DRAFT

**RESOLUTION No. ...  
of the Extraordinary General Meeting of CIECH S.A.  
of 19 January 2012**

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. Adopting the agenda.
5. Changes in the composition of the CIECH S.A. Supervisory Board.

6. Closing of the Extraordinary General Meeting.

§ 2

The resolution comes into 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.*

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**RESOLUTION No. ...  
of the Extraordinary General Meeting of CIECH S.A.  
of 19 January 2012**

on changing the composition of CIECH S.A.'s Supervisory Board,

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, in connection with § 18 item 7) and § 20 section 1 and 3 of the Company's Statute, it is resolved as follows:

§ 1

The Extraordinary General Meeting of CIECH S.A. dismisses Mr/Ms ..... from CIECH S.A.'s Supervisory Board. .

§ 2

The resolution comes into 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.*

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**RESOLUTION No. ...  
of the Extraordinary General Meeting of CIECH S.A.  
of 19 January 2012**

on changing the composition of CIECH S.A.'s Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, in connection with § 18 item 7) and § 20 section 1 and 3 of the Company's Statute, it is resolved as follows:

§ 1

The Extraordinary General Meeting of CIECH S.A. appoints Mr/Ms ..... (PESEL No.: .....) to sit in CIECH S.A.'s Supervisory Board.

§ 2

The resolution comes into 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.*