

**RESOLUTION No. 1
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A.
of 19 November 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 Ms/Mr 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.

**RESOLUTION No. 2
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A.
of 19 November 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:

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. Presentation of significant elements of the demerger plans for: Inowrocławskie Zakłady Chemiczne Soda Mątwy Spółka Akcyjna, with its registered office in Warsaw (Soda Mątwy), and Janikowskie Zakłady Sodowe Janikosoda Spółka Akcyjna, with its registered office in Warsaw (Janikosoda), the Company's management reports justifying the demerger of Soda

Mątwy and Janikosoda, an auditor's opinion and any significant changes in assets, equity and liabilities which occurred between the date of preparing the demerger plans for Soda Mątwy and Janikosoda and the date of adopting a resolution on the demerger of Soda Mątwy and Janikosoda.

6. Adoption of a resolution on the demerger of Soda Mątwy and Janikosoda, amending Ciech's Statute, increasing Ciech's share capital of and authorising the Supervisory Board of Ciech to adopt a complete text of the amended Statute.
7. Submission of a proposal concerning the establishment of a registered pledge or registered pledges on Ciech S.A.'s movable property and property rights.
8. Adoption of a resolution on the consent to establishing a registered pledge or registered pledges on Ciech S.A.'s movable property and property rights.
9. 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.

*Re item 6 of the agenda
DRAFT*

RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. of 19 November 2012

concerning: demerger of Inowrocławskie Zakłady Chemiczne Soda Mątwy Spółka Akcyjna, with its registered office in Warsaw, and Janikowskie Zakłady Sodowe Janikosoda Spółka Akcyjna, with its registered office in Warsaw

§ 1

Acting pursuant to Article 529 § 1 item 4 of the Commercial Companies Code (CCC), in connection with Article 541 § 1 CCC, Ciech S.A.'s Extraordinary General Meeting hereby adopts a resolution on the following:

- a) demerger of **Inowrocławskie Zakłady Chemiczne Soda Mątwy Spółka Akcyjna**, with its registered office in Warsaw (02-670), ul. Puławska 182, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Economic Division of the National Court Register (KRS), under KRS number 0000022064 (**Soda Mątwy**), by transferring to Ciech S.A. a part of Soda Mątwy's assets in the form of an organised part of the enterprise under the business name *Inowrocławskie Zakłady Chemiczne SODA MĄTWY Spółka Akcyjna Oddział w Inowrocławiu*, separated by way of Resolution of Soda Mątwy's Management Board No. 01/VIII/2012 of 2 June 2012 (**Soda Mątwy's Soda Division**). Pursuant to Article 530 § 2 CCC, the said demerger shall take place on the day when the increase of Ciech S.A.'s share capital is entered into the register.
- b) demerger of **Janikowskie Zakłady Sodowe Janikosoda Spółka Akcyjna**, with its registered office in Warsaw (02-670), ul. Puławska 182, entered into the Register of Entrepreneurs

maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Economic Division of the National Court Register (KRS) under KRS number 0000023517 (**Janikosoda**), by transferring to Ciech S.A. a part of Janikosoda's assets of in the form of an organised part of the enterprise under the business name *Janikowskie Zakłady Sodowe Janikosoda Spółka Akcyjna Oddział w Janikowie*, separated by way of Resolution of Janikosoda's Management Board No. 01/VIII/2012 of 1 June 2012 (**Janikosoda's Soda Division**). Pursuant to Article 530 § 2 CCC, the said demerger shall take place on the day when the increase of Ciech S.A.'s share capital is entered into the register.

§ 2

Acting pursuant to Article 541 § 1 and 541 § 6 CCC, the Extraordinary General of Ciech S.A. **approves**:

- a) the demerger plan for Soda Mątwy, agreed by Soda Mątwy and Ciech S.A. on 27 August 2012, published in Court and Commercial Gazette No. 172/2012 (4037) of 5 September 2012, and filed with the register court competent for Ciech S.A. and Soda Mątwy on 31 August 2012 (**Demerger Plan for Soda Mątwy**), and
- b) the demerger plan for Janikosoda, agreed by Janikosoda and Ciech S.A. on 27 August 2012, published in Court and Commercial Register No. 172/2012 (4037) of 5 September 2012, and filed with the register court competent for Ciech S.A. and Janikosoda on 31 August 2012 (**Demerger Plan for Janikosoda**).

§ 3

1. Acting pursuant to 541 § 1 and 541 § 6 CCC, the Extraordinary General Meeting of Ciech S.A. **approves** the amendment to § 7 section 1 of Ciech S.A.'s Statute included in Annex 3 to the Demerger Plan for Soda Mątwy and in Annex 3 to the Demerger Plan for Janikosoda, and **gives the following wording** to § 7 section 1 of Ciech S.A.'s Statute:

"The share capital of the Company amounts to PLN 263,500,975 (in words: two hundred sixty-three million five hundred thousand nine hundred seventy-five zloty) and is divided into 52,699,911 (fifty-two million six hundred ninety-nine thousand nine hundred eleven) shares with a nominal value of PLN 5 (five zloty) each, including:

- 20,816 (in words: twenty thousand eight hundred sixteen) series A ordinary bearer shares,
- 19,775,200 (in words: nineteen million seven hundred seventy-five thousand two hundred) series B ordinary bearer shares,
- 8,203,984 (in words: eight million two hundred three thousand nine hundred and eighty-four) series C ordinary bearer shares,
- 23,000,000 (in words: twenty-three million) series D ordinary bearer shares,
- 1,699,909 (in words: one million six hundred ninety-nine thousand nine hundred nine) series E ordinary bearer shares,
- 2 (in words: two) F series ordinary registered shares".

2. In connection with the amendment to § 7 section 1 of Ciech S.A.'s Statute referred to before, the Extraordinary General Meeting of Ciech S.A. authorises the Supervisory Board of Ciech S.A. to adopt a complete text of the amended Statute of Ciech S.A.

§ 4

Acting pursuant to Article 541 § 1 CCC, the Extraordinary General Meeting of Ciech S.A. **approves** the following:

- a) demerger of Soda Mątwy by decreasing the share capital of Soda Mątwy from PLN 74,160,750.00 (in words: seventy four million one hundred sixty thousand seven hundred fifty zloty 00/100) to PLN 148,321.48 (in words: one hundred forty-eight thousand three hundred

twenty-one zloty 48/100) by cancelling (in connection with Article 455 § 1 *in fine* CCC) 1 series A bearer share of Soda Mątwy, number 005 299 913, held by Grzegorz Margas (residing in Warsaw (02-495), ul. Rumiankowa 6, ID card ACC 231837, PESEL 61033008870, tax ID (NIP) 772-140-19-97), and by decreasing the nominal value of the remaining Soda Mątwy's shares, and to the remaining extent, by using Soda Mątwy's equity other than share capital, i.e. in the following order by:

- decreasing the supplementary capital of Soda Mątwy to an amount equivalent to 1/3 of the share capital of Soda Mątwy as of the date of increasing the share capital of Ciech S.A. in connection with the demerger of Soda Mątwy;
- decreasing the reserve capital of Soda Mątwy;

and amending the Statute of Soda Mątwy, included in Annex 4 to the Demerger Plan for Soda Mątwy, which involves:

- giving the following wording to § 7 section 1 of the Statute of Soda Mątwy:

"The share capital of the Company amounts to PLN 148,321.48 (in words: one hundred forty-eight thousand three hundred twenty-one zloty 48/100) and is divided into 7,416,074 (in words: seven million four hundred sixteen thousand seventy-four) shares with a nominal value of 2 (two) grosz each, including:

- 1) 6,219,599 (six million two hundred nineteen thousand five hundred ninety-nine) series A shares, numbered from 000 000 001 to 005 299 912, and from 005 299 914 to 006 219 600,
- 2) 440,807 (four hundred forty thousand eight hundred seven) series B shares, numbered from 006 219 601 to 006 660 407,
- 3) 755,668 (seven hundred fifty-five thousand six hundred sixty-eight) series C shares, numbered from 006 660 408 to 007 416 075".

- giving the following wording to the title of the Statute of Soda Mątwy:

***"STATUTE
of Inowroclawskie Zakłady Chemiczne SODA MĄTWY Spółka Akcyjna"***

b) demerger of Janikosoda by decreasing the share capital of Janikosoda from PLN 44,676,080.00 (in words: forty-four million six hundred seventy-six thousand eighty zloty 00/100) to PLN 134,028.21 (in words: one hundred thirty-four thousand twenty-eight zloty 21/100) by cancelling (in connection with Article 455 § 1 *in fine* CCC) 1 series A bearer share of Janikosoda, number 003 008 011, held by Grzegorz Margas (residing in Warsaw (02-495), ul. Rumiankowa 6, ID card ACC 231837, PESEL 61033008870, tax ID (NIP) 772-140-19-97), and reducing the nominal value of remaining Janikosoda's shares, and to the remaining extent, by using the equity of Janikosoda other than the share capital, i.e. in the following order by:

- decreasing the supplementary capital of Janikosoda to an amount equivalent to 1/3 of the share capital of Janikosoda as of the date of increasing the share capital of Ciech S.A. in connection with the demerger of Janikosoda;
- decreasing the reserve capital of Janikosoda;

and amending the Statute of Janikosoda, included in Annex 4 to the Demerger Plan for Janikosoda, covering:

- giving the following wording to § 7 section 1 of the Statutes of Janikosoda:

"The share capital of the Company amounts to PLN 134,028.21 (in words: one hundred thirty four thousand twenty-eight zloty 21/100) and is divided into 4,467,607 (in words: four million four hundred sixty-seven thousand six hundred seven) shares with a nominal value of PLN 0.03 (3 grosz) each, including:

- a) 3,992,459 (in words: three million nine hundred ninety-two thousand four hundred fifty-nine) series A shares, numbered from 000 000 001 to 003 008 010, and from 003 008 012 to 003 992 460,
- b) 109,650 (in words: one hundred nine thousand six hundred fifty) series B shares, numbered from 003 992 461 to 004 102 110,
- c) 365,498 (in words: three hundred sixty-five thousand four hundred ninety-eight) series C shares, numbered from 004 102 111 to 004 467 608".

- giving the following wording to the title of the Statute of Janikosoda:

"STATUTE
of Janikowskie Zakłady Sodowe JANI-KOSODA Spółka Akcyjna"

§ 5

1. The Extraordinary General Meeting of Ciech S.A. has decided that in connection with the demerger of Soda Mątwy and Janikosoda by transferring to Ciech S.A. organised parts of the enterprise – Soda Mątwy's Soda Division and Janikosoda's Soda Division – the share capital of Ciech S.A. shall be increased from PLN 263,500,965.00 (in words: two hundred sixty-three million five hundred thousand nine hundred sixty-five zloty 00/100) by:
 - i. **PLN 5.00** (in words: five zloty) in connection with the transfer to Ciech S.A. of Soda Mątwy's Soda Division, and
 - ii. **PLN 5.00** (in words: five zloty) in connection with the transfer to Ciech S.A. of Janikosoda's Soda Division,

i.e. by a total of **PLN 10.00** (in words: ten zloty) to PLN 263,500,975.00 (in words: two hundred sixty-three million five hundred thousand nine hundred seventy-five zloty 00/100) by way of an issue of a total of 2 (in words: two) series F ordinary registered shares, of which:

 - i. 1 (in words: one) share shall be awarded to Grzegorz Margas, a shareholder of Soda Mątwy, in return for 1 series A bearer share of Soda Mątwy, number 005 299 913;
 - iii. 1 (in words: one) share shall be awarded to Grzegorz Margas, a shareholder of Janikosoda, in return for 1 series A bearer share of Janikosoda, number 003 008 011.
2. Ciech S.A., holding:
 - a) 6,219,599 series A shares, 440,807 series B shares and 755,668 series C shares in Soda Mątwy's share capital,
 - b) 3,992,459 series A shares, 109,650 series B shares and 365,498 series C shares in Janikosoda's share capital shall not receive any shares in the increased share capital of Ciech S.A. in connection with the demerger of Soda Mątwy and Janikosoda.
3. To offset the rights under shares in the share capital of Ciech S.A. issued prior to determining the Demerger Plan for Soda and the Demerger Plan for Janikosoda against the rights under the newly created series F ordinary registered shares of Ciech S.A. allocated to Grzegorz Margas, in accordance with section 1, the above-mentioned newly created shares of Ciech S.A. shall entitle the holder to a share in the profit of Ciech S.A. as of FY 2012, as of 1 January 2012.
4. Neither the minority shareholder of Soda Mątwy and Janikosoda, Grzegorz Margas, nor Ciech S.A. shall be awarded any rights referred to in Article 534 § 1 item 5 CCC.
5. In connection with the demerger of Soda Mątwy and Janikosoda, no benefits are planned for the members of the corporate bodies of Ciech S.A., Soda Mątwy or Janikosoda, or other persons involved in the demerger of Soda Mątwy or Janikosoda.

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 8 of the agenda
DRAFT*

**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A.
of 19 November 2012**

**on approving the establishment of a registered pledge on movable property and property rights
by CIECH S.A.**

Acting pursuant to Article 393 item 3 of the Commercial Companies Code and § 18 item 6 of CIECH S.A.'s Statute, it is resolved as follows:

§ 1

1. The Extraordinary General Meeting of CIECH S.A. approves the establishment by CIECH S.A. (**Company**) of a pledge or pledges on movable property and property rights constituting an organised part of the Company's enterprise in order to secure the fulfilment of the Company's obligations towards its creditors in connection with:

- (a) the intention of the Company to conclude a revolving loan agreement to the anticipated amount of PLN 100,000,000.00 (and a revolving loan agreement that will replace the former agreement after the loan granted under it has been finally repaid);
- (b) the intention of the Company to issue secured bearer bonds of up to PLN 500,000,000.00;
- (c) the intention of a subsidiary of the Company to issue secured bearer bonds of up to EUR 300,000,000.00;

as well as to satisfy the pledgee's claims in any possible manner, as stipulated in the pledge agreement or in the Act of 6 December 1996 on the Registered Pledge and the Register of Pledges, to take over ownership or sell the Company's business or the subject of the pledge in accordance with the provisions of the pledge agreement or the Act of 6 December 1996 on the Registered Pledge and the Register of Pledges.

2. The Extraordinary General Meeting of CIECH S.A. authorises the Management Board of CIECH S.A. to conclude an appropriate pledge agreement or agreements for the above pledges.

§ 2

The Resolution comes into effect as of the day 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.
