



8. Consideration of the *Supervisory Board Report for the financial year 2012 and the report on the evaluation of Management Board Reports on operations of CIECH SA and Ciech Group, the Financial Statements of CIECH SA and Ciech Group for the financial year 2012 as well as the Management Board's motion on covering the loss of CIECH SA for 2012.*
9. Consideration of the Management Board's motion on expressing the consent to purchase own shares by CIECH SA with the aim of redemption, on redemption of own shares: 2 F series ordinary registered shares and a decrease in the Company's share capital and an amendment to the Company's Articles of Association.
10. Consideration of the Management Board's motion on a proposal to amend the Articles of Association of CIECH SA – (extension) of the Company's business.
11. Adoption of a resolution regarding the approval of the *Report on operations of CIECH SA for 2012.*
12. Adoption of a resolution regarding the approval of the *Separate Financial Statements of CIECH SA for the financial year 2012.*
13. Adoption of a resolution regarding the approval of the *Report on operations of the Ciech Group for 2012.*
14. Adoption of a resolution regarding the approval of the *Consolidated Financial Statements of the Ciech Group for the financial year 2012.*
15. Adoption of the resolution on covering the loss of CIECH SA for the financial year 2012.
16. Adoption of a resolution on approval of the *Supervisory Board's report on its activities in the financial year 2012 and a report on the results of the assessment of the Management Board's reports on operations of CIECH SA and the Ciech Group, financial statements of CIECH SA and the Ciech Group for the financial year 2012, and the Management Board's on covering the loss of CIECH SA for 2012.*
17. Adoption of resolutions concerning acknowledgment of the fulfilment of duties by Members of the Management Board in the financial year 2012.
18. Adoption of resolutions concerning acknowledgment of the fulfilment of duties by Members of the Supervisory Board in the financial year 2012.
19. Adoption of resolutions on appointment of the Management Board of CIECH SA for the next joint term of office.
20. Adoption of a resolution on expressing the consent to purchase own shares by CIECH SA with the aim of redemption.
21. Adoption of the resolution concerning redemption of own shares of CIECH SA of F series, a decrease in the Company's share capital and an amendment to the Company's Articles of Association.
22. Adoption of resolutions concerning amendments to the Articles of Association of CIECH SA concerning the change (extension) of the Company's business and the authorisation of the CIECH SA Supervisory Board to compile the consolidated text of the Articles of Association of CIECH SA
23. Closing of the meeting.

## § 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: ... Percentage of these shares in the share capital: ...*

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

Number of "abstaining" votes: ...

*The resolution shall be adopted by open ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on approval of the Report on operations of CIECH SA in 2012.*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

After examination, the Annual Shareholders' Meeting of CIECH SA approves the *Report on operations of CIECH SA for 2012*.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes:   Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by open ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on approval of the Separate Financial Statements of CIECH SA for the financial year 2012.*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA, having read the report and the opinion of the certified auditor KPMG Audyt Sp. z o.o. as well as the evaluation of the financial statements of CIECH SA for the financial year 2012 submitted by the Supervisory Board of CIECH SA, approves the *Separate Financial Statements of CIECH SA for the financial year 2012* comprising:

- a statement of financial position as at 31 December 2012, presenting the total balance of assets of liabilities in the amount of PLN 2,665,988 thousand (in words: two billion six hundred sixty-five million nine hundred eighty-eight thousand zloty);
- the profit and loss account for the period from 1 January 2012 to 31 December 2012 showing a net loss of PLN 484,776 thousand (in words: four hundred eighty-four million seven hundred seventy-six thousand zloty);
- the statement of comprehensive income for the period from 1 January 2012 to 31 December 2012, showing a negative comprehensive income totalling at PLN 484,776 thousands (in words: four hundred eighty-four million seven hundred seventy-six thousand zloty);
- a statement of changes in equity for the period from 1 January 2012 to 31 December 2012, presenting a decrease in equity in the amount of PLN 485,063 thousand (in words: four hundred eighty-five million sixty-three thousand zloty);
- a cash flow statement for the period from 1 January 2012 to 31 December 2012, presenting an increase in cash by the amount of PLN 16,827 thousand (in words: sixteen million eight hundred twenty-seven thousand zloty);
- notes providing information on the adopted accounting policy and other explanatory information.

## § 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes:    Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by open ballot.*

---

## **RESOLUTION** **OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA** **of 22 May 2013**

*on approval of the Report on operations of the Ciech Group for 2012*

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

## § 1

After examination, the Annual Shareholders' Meeting of CIECH SA approves the *Report on operations of the Ciech Group for 2012*.

## § 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes:    Percentage share of these shares in the share capital: ....*

...

capital: ....

Total number of valid votes: ....

Number of votes cast "in favour": ...

Number of votes cast "against": ...

Number of "abstaining" votes: ...

*The resolution shall be adopted by open ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on approval of the Consolidated Financial Statements of the CIECH Capital Group for the financial year 2012*

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA, having read the report and the opinion of the certified auditor KPMG Audyt Sp. z o.o. as well as the evaluation of the consolidated financial statements of the Ciech Group for the financial year 2012 submitted by the Supervisory Board of Ciech SA, approves the *Consolidated financial statements of the Ciech Group for the financial year 2012* comprising:

- a consolidated statement of financial position as at 31 December 2012, presenting the total balance of assets of liabilities in the amount of PLN 3,728,035 thousand (in words: three billion seven hundred twenty-eight million thirty-five thousand zloty);
- a consolidated profit and loss account for the period from 1 January 2012 to 31 December 2012, presenting net loss in the amount of PLN 437,711 thousand (in words: four hundred thirty-seven million seven hundred eleven thousand zloty);
- a consolidated statement of comprehensive income for the period from 1 January 2012 to 31 December 2012, presenting positive comprehensive income totalling at PLN -434,602 thousands (in words: minus four hundred thirty-four million six hundred two thousand zloty);
- a consolidated statement of changes in equity for the period from 1 January 2012 to 31 December 2012, presenting a decrease in equity in the amount of PLN 434,943 thousand (in words: four hundred thirty-four million nine hundred forty-three thousand zloty);
- the consolidated cash flow statement for the period from 1 January 2012 to 31 December 2012, presenting a decrease in cash by the amount of PLN 57,178 thousand (in words: fifty-seven million one hundred seventy-eight thousand zloty);
- notes providing information on the adopted accounting policy and other explanatory information.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*

...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by open ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on covering the loss of CIECH SA for the financial year 2012*

Acting pursuant to Article 395 § 2 item 2 of the Commercial Companies Code and § 18 item 2 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA, having read the Management Board's motion concerning proposed covering of loss of CIECH SA for 2012 and having read an opinion of the Supervisory Board of CIECH SA approving this motion, decides to cover the loss of CIECH SA for 2012 amounting to PLN 484,776,191.69 (in words: four hundred eighty-four million seven hundred seventy-six thousand one hundred ninety-one zloty 69/100) from the Company's supplementary capital.

§ 2

The resolution shall come into force on the date of its adoption.

<i>Number of shares based on which valid votes were cast: ...</i>	<i>Percentage share of these shares in the share capital: ....</i>
---	--

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by open ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on approval of the Supervisory Board's report on its activities in the financial year 2012 and a report on the results of the assessment of the Management Board's reports on operations of CIECH SA and the Ciech Group, financial statements of CIECH SA and the Ciech Group for the financial year 2012, and the Management Board's on covering the loss of CIECH SA for 2012.*

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, it is resolved as follows:



Number of "abstaining" votes: ...

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Andrzej Bąbaś  
of the fulfilment of duties as a Member of the Management Board  
in the period from 01 June 2012 to 26 April 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgement to Mr Andrzej Bąbaś of the fulfilment of duties of a Member of the Management Board in the period from 01 January 2012 to 26 April 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Rafał Rybkowski  
of the fulfilment of duties of a Member of the Management Board  
in the period from 1 January 2012 to 26 April 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:



§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Rafał Rybkowski of the fulfilment of duties of a Member of the Management Board in the period from 01 January 2012 to 26 April 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Maciej Lipiec  
of the fulfilment of duties of a Member of the Management Board  
in the period from 27 April 2012 to 28 May 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Maciej Lipiec, a member of the Supervisory Board delegated to the Management Board pursuant to resolution of the Supervisory Board of 27 April 2012 to temporarily perform the duties of a Member of the Management Board, of the fulfilment of duties as a Member of the Management Board in the period from 27 April 2012 to 28 May 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

---

*The resolution shall be adopted by secret ballot.*

**RESOLUTION  
OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA  
of 22 May 2013**

*on granting acknowledgement to Mr Dariusz Krawczyk  
of the fulfilment of duties of the President of the Management Board  
in the period from 27 April 2012 to 31 December 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA hereby grants to Mr Dariusz Krawczyk the acknowledgement of fulfilment of his duties of the President of the Management Board in the period from 27 April 2012 to 31 December 2012, including:

- as a member of the Supervisory Board delegated to the Management Board pursuant to resolution of the Supervisory Board of 27 April 2012 to temporarily perform the duties of a Member of the Management Board, of the fulfilment of duties of the President of the Management Board during the period from 27 April 2012 to 28 May 2012,
- as the President of the Management Board during the period from 28 May 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION  
OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA  
of 22 May 2013**

*on granting acknowledgement to Mr Andrzej Kopeć  
of the fulfilment of duties of a Member of the Management Board  
in the period from 28 May 2012 to 31 December 2012.*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA hereby grants to Mr Andrzej Kopeć the acknowledgement of fulfilment of his duties of the Member of the Management Board in the period from 28 May 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Artur Osuchowski  
of the fulfilment of duties of a Member of the Management Board  
in the period from 01 January 2012 to 31 December 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Artur Osuchowski of the fulfilment of duties of a Member of the Management Board in the period from 01 January 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Jacek Goszczyński of the fulfilment of duties as a Member of the Supervisory Board of in the period from 01 January 2012 to 19 January 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgement to Mr Jacek Goszczyński of the fulfilment of duties as a Member of the Supervisory Board of CIECH SA in the period from 01 January 2012 to 19 January 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Krzysztof Salwach of the fulfilment of duties as a Member of the Supervisory Board, including duties of the Secretary of the Supervisory Board in the period from 01 January 2012 to 19 January 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgement to Mr Krzysztof Salwach of the fulfilment of duties as a Member of the Supervisory Board, including the Secretary of the Supervisory Board in the period from 01 January 2012 to 19 January 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Ms Ewa Sibrecht-Ońska of the fulfilment of duties as a Member of the Supervisory Board, including duties of the Chairperson of the Supervisory Board in the period from 01 January 2012 to 31 December 2010*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Ms Ewa Sibrecht-Ońska of the fulfilment of duties of a Member of the Supervisory Board, including duties of the Chairperson of the Supervisory Board in the period from 01 January 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Dariusz Krawczyk of the fulfilment of duties as a Member of the Supervisory Board of in the period from 19 January 2012 to 28 May 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Dariusz Krawczyk of the fulfilment of duties as a Member of the Supervisory Board of CIECH SA in the period from 19 January 2012 to 28 May 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes:   Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION  
OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA  
of 22 May 2013**

*on granting acknowledgement to Mr Przemysław Cieszyński of the fulfilment of duties as a Member of the Supervisory Board, including duties of the Vice Chairman of the Supervisory Board in the period from 01 January 2012 to 31 December 2010*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Przemysław Cieszyński of the fulfilment of duties of a Member of the Supervisory Board, including duties of the Vice Chairman of the Supervisory Board in the period from 01 January 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes:   Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

Number of "abstaining" votes: ...

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Arkadiusz Grabalski of the fulfilment of duties as a Member of the Supervisory Board of in the period from 1 January 2012 to 31 December 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Arkadiusz Grabalski of the fulfilment of duties as a Member of the Supervisory Board of CIECH SA in the period from 1 January 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Zygmunt Kwiatkowski of the fulfilment of duties as a Member of the Supervisory Board of in the period from 26 April 2012 to 31 December 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Zygmunt Kwiatkowski of the fulfilment of duties as a Member of the Supervisory Board of CIECH SA in the period from 26 April 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION  
OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA  
of 22 May 2013**

*on granting acknowledgement to Mr Maciej Lipiec of the fulfilment of duties as a Member of the Supervisory Board of in the period from 26 April 2012 to 31 December 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Maciej Lipiec of the fulfilment of duties as a Member of the Supervisory Board of CIECH SA in the period from 26 April 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---



**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Maciej Lipiec of the fulfilment of duties as a Member of the Supervisory Board of in the period from 1 January 2012 to 31 December 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Waldemar Maj of the fulfilment of duties as a Member of the Supervisory Board of CIECH SA in the period from 1 January 2012 to 31 December 2012

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes:   Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

---

*The resolution shall be adopted by secret ballot.*

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Krzysztof Salwach of the fulfilment of duties as a Member of the Supervisory Board in the period from 19 January 2012 to 31 December 2012, including duties of the Secretary of the Supervisory Board in the period from 8 February 2012 to 31 December 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Krzysztof Salwach of the fulfilment of duties as a Member of the Supervisory Board in the period from 19 January 2012 to 31 December 2012, including duties of the Secretary of the Supervisory Board in the period from 8 February 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on granting acknowledgement to Mr Sławomir Stelmasiak of the fulfilment of duties as a Member of the Supervisory Board of in the period from 1 January 2012 to 31 December 2012*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code and § 18 item 1 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA grants acknowledgment to Mr Sławomir Stelmasiak of the fulfilment of duties as a Member of the Supervisory Board of CIECH SA in the period from 1 January 2012 to 31 December 2012.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

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**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on appointing Ms/Mr [•] as a member of the Management Board of CIECH SA*

Acting pursuant to § 18 item 8 in connection with § 23 section 2 of the Articles of Association of CIECH SA, it is resolved as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA appoints Mr/Ms [•] PESEL no [•] for the next joint three-year term of office.

§ 2

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by secret ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on expressing the consent to purchase own shares by Company with the aim of redemption*

The Annual Shareholders' Meeting of CIECH SA, acting pursuant to § 8 section 1 and 2 and § 18 item 13 of the Articles of Association of CIECH SA, resolves as follows:

§1

1. The Annual Shareholders' Meeting of CIECH SA gives its consent to the purchase by CIECH SA of own shares with the aim of redemption on conditions and in the manner specified in the conditional agreement for the purchase of shares of CIECH SA with the aim of redemption dated 26 April 2013, concluded between CIECH SA and a shareholder, Mr Grzegorz Margas, under which the dispositive result of the agreement, in the form of a transfer of shares of CIECH SA held by Mr Grzegorz Margas to CIECH SA with the aim of redemption depends on the adoption by the Annual Shareholders' Meeting of CIECH SA of a resolution as to the consent to the purchase by the Company of own shares with the aim of redemption on conditions specified by the said agreement.
2. Further to section 1 above, the Annual Shareholders' Meeting of CIECH SA gives its consent to the purchase of own shares by CIECH SA on the following conditions:
  - a) the subject of the purchase are 2 (two) registered ordinary D series shares of CIECH SA with consecutive numbers from 1 to 2, with a nominal value of PLN 5 (in words: five zloty) each, with a total nominal value of PLN 10 (in words: ten zloty), held by Mr Grzegorz Margas;
  - b) the purchase of own shares with the aim of redemption shall be made for a consideration for Mr Grzegorz Margas in the amount of PLN 40.00 (in words: forty zloty);
  - c) the funds for the purchase of own shares with the aim of redemption shall be taken only from the amount that may be distributed pursuant to Article 348 § 1 of the Commercial Companies Code.

§ 2

The resolution shall become effective on the date it is adopted.

*The number of shares which casted valid votes: Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by open ballot.*

---

**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on the redemption of own shares: 2 F series ordinary registered shares and a decrease in the Company's share capital and an amendment to the Company's Articles of Association*

The Annual Shareholders' Meeting of CIECH SA, acting pursuant to Article 359 § 1 and § 2 of the Commercial Companies Code and Article 430 § 1, and Article 455 of the Commercial Companies Code, as well as § 8 section 1 and 2, and § 18 of the Articles of Association of CIECH SA, resolves as follows:

§ 1

1. The Annual Shareholders' Meeting of CIECH SA resolves to redeem, by way of a voluntary redemption:
  - 2 (in words: two) F series ordinary registered shares with consecutive numbers from 1 to 2, with a nominal value of PLN 5 (in words: five zloty) each, with a total nominal value of PLN 10 (in words: ten zloty), purchased by the Company under a conditional agreement for the purchase of shares with the aim of redemption dated 26 April 2013, concluded between the Company and a shareholder, Mr Grzegorz Margas, with the moment of adopting by this Annual Shareholders' Meeting of resolution no ..... on expressing the consent to purchase own shares by Company with the aim of redemption.
2. The shares shall be redeemed for a consideration in the amount of PLN 20.00 (in words: twenty zloty) for each share.
3. In exchange for the redeemed 2 F series ordinary registered shares, the shareholder, Mr Grzegorz Margas, shall receive a total remuneration of PLN 40.00 (in words: forty zloty) which will be paid by the Company within 5 working days of the date of this resolution.
4. The reduction of share capital of the Company resulting from the redemption of the aforementioned shares shall take place by way of amending the Articles of association of the Company, without notifying the creditors of share capital reduction referred to in Article 456 § 1 of the Commercial Companies Code, pursuant to Article 360 § 2 item 2 of the Commercial Companies Code due to the fact that the remuneration for the redeemed shares will be paid from the amount that can be distributed, in accordance with Article 348 § 1 of the Commercial Companies Code.
5. The shares shall be redeemed upon the registration of the reduction of share capital of the Company.

## § 2

1. In connection to the redemption of own shares purchased by the Company adopted under § 1, the share capital of the Company is hereby decreased from the amount of PLN 263,500,975.00 (in words: two hundred sixty-three million five hundred thousand nine hundred seventy-five zloty) to the amount of PLN 263,500,965.00 (in words: two hundred sixty-three million five hundred thousand nine hundred sixty-five), i.e. by the amount of PLN 10 (in words: ten zloty) by way of a redemption of 2 (in words: two) F series ordinary registered shares of the Company with a nominal value of PLN 5.00 (in words: five zloty) each and total nominal value of PLN 10 (in words: ten zloty).
2. The share capital shall be decreased upon the registration of the amendments to the Articles of Association of the Company.

## § 3

1. In connection with the reduction of share capital of the Company referred to in § 2 above, § 7 section 1 of the Articles of Association of CIECH Spółka Akcyjna is hereby amended with the following wording:

*"The share capital of the Company amounts to PLN 263,500,965 (in words: two hundred sixty-three million, five hundred thousand, nine hundred and sixty-five) and is divided into 52,699,909 (fifty-two million, six hundred ninety-nine thousand, nine hundred and nine) shares of a nominal value of PLN 5 (five) each, including:*

- *20,816 (in words: twenty thousand, eight hundred and sixteen) A series ordinary bearer shares,*
  - *19,775,200 (in words: nineteen million, seven hundred seventy-five thousand, two hundred) B series ordinary bearer shares,*
  - *8,203,984 (in words: eight million, two hundred three thousand, nine hundred and eighty-four) C series ordinary bearer shares,*
  - *23,000,000 (in words: twenty-three million) D series ordinary bearer shares,*
  - *1,699,909 (in words: one million, six hundred ninety-nine thousand, nine hundred and nine) E series ordinary bearer shares."*
2. In connection with the amendment of § 7 section 1 of the Articles of Association of CIECH Spółka Akcyjna referred to in item 1 above, the Annual Shareholders' Meeting of the Company authorises the Supervisory Board of the Company to compile the consolidated text of the amended Articles of Association of the Company.

## § 4

The resolution shall come into force on the date of its adoption.

*The number of shares which casted valid votes:   Percentage share of these shares in the share capital: ....*  
...

*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by open ballot.*

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**RESOLUTION**  
**OF THE ANNUAL SHAREHOLDERS' MEETING OF CIECH SA**  
**of 22 May 2013**

*on amendments to the Articles of Association of CIECH SA and the authorisation of the Supervisory Board to compile the consolidated text of the Articles of Association of CIECH SA*

The Annual Shareholders' Meeting of CIECH SA, acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 18 item 4 of the Articles of Association of CIECH SA, resolves as follows:

§ 1

The Annual Shareholders' Meeting of CIECH SA amends the Articles of Association of CIECH SA in a way that § 6 section 1 of the Articles of Association of CIECH SA in the current wording:

*"The Company's business is:*

- 1) *trade of electricity (PKD 35.14.Z),*
- 2) *trade of gas through mains (PKD 35.23.Z),*
- 3) *steam and air conditioning supply (PKD 35.30.Z),*
- 4) *activity of agents involved in the sale of fuels, ores, metals and industrial chemicals (PKD 46.12.Z),*
- 5) *activity of agents specialised in the sale of other particular products (PKD 46.18.Z),*
- 6) *activity of agents involved in the sale of various types of goods (PKD 46.19.Z),*
- 7) *wholesale of pharmaceutical and medical goods (PKD 46.46.Z),*
- 8) *wholesale of fuels and related products (PKD 46.71.Z),*
- 9) *wholesale of chemical products (PKD 46.75.Z),*
- 10) *wholesale of other intermediate products (PKD 46.76.Z),*
- 11) *non-specialised wholesale trade (PKD 46.90.Z),*
- 12) *warehousing and storage of other goods (PKD 52.10.B),*
- 13) *cargo handling at sea ports (PKD 52.24.A),*
- 14) *cargo handling at inland ports (PKD 52.24.B),*
- 15) *cargo handling at other goods-handling centres (PKD 52.24.C),*
- 16) *wired telecommunications activities (PKD 61.10.Z),*
- 17) *wireless telecommunications activities excluding satellite telecommunication (PKD 61.20.Z),*
- 18) *satellite telecommunications activities (PKD 61.30.Z),*
- 19) *other telecommunications activities (PKD 61.90.Z),*
- 20) *computer programming activities (PKD 62.01.Z),*
- 21) *computer consultancy activities (PKD 62.02.Z),*
- 22) *computer facilities management activities (PKD 62.03.Z),*
- 23) *other information technology and computer service activities (PKD 62.09.Z),*
- 24) *data processing, hosting and related activities (PKD 63.11.Z),*
- 25) *web portals (PKD 63.12.Z),*
- 26) *other credit granting (PKD 64.92.Z),*
- 27) *other financial service activities, except insurance and pension funding n.e.c. (PKD 64.99.Z),*
- 28) *buying and selling of own real estate (PKD 69.10.Z),*
- 29) *renting and operating of own or leased real estate (PKD 68.20.Z),*
- 30) *real estate agencies (PKD 68.31.Z),*
- 31) *management of real estate on a fee or contract basis (PKD 68.32.Z),*
- 32) *legal activities (PKD 69.10.Z),*
- 33) *accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z),*
- 34) *activities of head offices and holdings, excluding financial holdings (PKD 70.10.Z),*
- 35) *public relations and communication activities (PKD 70.21.Z),*
- 36) *business and other management consultancy activities (PKD 70.22.Z),*
- 37) *technical testing and analysis (PKD 71.20.B),*
- 38) *other research and experimental development on natural sciences and engineering (PKD 72.19.Z),*
- 39) *market research and public opinion polling (PKD 73.20.Z),*
- 40) *other professional, scientific and technical activities n.e.c. (PKD 74.90.Z),*

- 41) activities of employment placement agencies (PKD 78.10.Z),
- 42) other human resources provision (PKD 78.30.Z),
- 43) repair of computers and peripheral equipment (PKD 95.11.Z),
- 44) repair and maintenance of communication equipment (PKD 95.12.Z),
- 45) other service activities n.e.c. (PKD 96.09.Z)".

is amended as follows:

"The Company's business is:

- 1) trade of electricity (PKD 35.14.Z),
- 2) trade of gas through mains (PKD 35.23.Z),
- 3) steam and air conditioning supply (PKD 35.30.Z),
- 4) activity of agents involved in the sale of fuels, ores, metals and industrial chemicals (PKD 46.12.Z),
- 5) activity of agents specialised in the sale of other particular products (PKD 46.18.Z),
- 6) activity of agents involved in the sale of various types of goods (PKD 46.19.Z),
- 7) wholesale of pharmaceutical and medical goods (PKD 46.46.Z),
- 8) wholesale of fuels and related products (PKD 46.71.Z),
- 9) wholesale of chemical products (PKD 46.75.Z),
- 10) wholesale of other intermediate products (PKD 46.76.Z),
- 11) non-specialised wholesale trade (PKD 46.90.Z),
- 12) warehousing and storage of other goods (PKD 52.10.B),
- 13) cargo handling at sea ports (PKD 52.24.A),
- 14) cargo handling at inland ports (PKD 52.24.B),
- 15) cargo handling at other goods-handling centres (PKD 52.24.C),
- 16) wired telecommunications activities (PKD 61.10.Z),
- 17) wireless telecommunications activities excluding satellite telecommunication (PKD 61.20.Z),
- 18) satellite telecommunications activities (PKD 61.30.Z),
- 19) other telecommunications activities (PKD 61.90.Z),
- 20) computer programming activities (PKD 62.01.Z),
- 21) computer consultancy activities (PKD 62.02.Z),
- 22) computer facilities management activities (PKD 62.03.Z),
- 23) other information technology and computer service activities (PKD 62.09.Z),
- 24) data processing, hosting and related activities (PKD 63.11.Z),
- 25) web portals (PKD 63.12.Z),
- 26) other credit granting (PKD 64.92.Z),
- 27) other financial service activities, except insurance and pension funding n.e.c. (PKD 64.99.Z),
- 28) buying and selling of own real estate (PKD 69.10.Z),
- 29) renting and operating of own or leased real estate (PKD 68.20.Z),
- 30) real estate agencies (PKD 68.31.Z),
- 31) management of real estate on a fee or contract basis (PKD 68.32.Z),
- 32) legal activities (PKD 69.10.Z),
- 33) accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z),
- 34) activities of head offices and holdings, excluding financial holdings (PKD 70.10.Z),
- 35) public relations and communication activities (PKD 70.21.Z),
- 36) business and other management consultancy activities (PKD 70.22.Z),
- 37) technical testing and analysis (PKD 71.20.B),
- 38) other research and experimental development on natural sciences and engineering (PKD 72.19.Z),
- 39) market research and public opinion polling (PKD 73.20.Z),
- 40) other professional, scientific and technical activities n.e.c. (PKD 74.90.Z),
- 41) activities of employment placement agencies (PKD 78.10.Z),
- 42) other human resources provision (PKD 78.30.Z),
- 43) repair of computers and peripheral equipment (PKD 95.11.Z),
- 44) repair and maintenance of communication equipment (PKD 95.12.Z),
- 45) other service activities n.e.c. (PKD 96.09.Z),
- 46) service activities to support land transport (PKD 52.21.Z),
- 47) service activities to support sea transport (PKD 52.22.A)".

The Annual Shareholders' Meeting of CIECH SA authorises the Supervisory Board of CIECH SA to compile and adopt the consolidated text of the Articles of Association of CIECH SA in connection with the amendment referred to in § 1 of this resolution.

### § 3

The Resolution comes into effect upon adoption with legal effects as of the day of entering the amendments to the Articles of Association to the Register of Companies of the National Court Register.

<i>Number of shares based on which valid votes were cast: ...</i>	<i>Percentage of these shares in the share capital: ...</i>
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*Total number of valid votes: ....*

*Number of votes cast "in favour": ...*

*Number of votes cast "against": ...*

*Number of "abstaining" votes: ...*

*The resolution shall be adopted by open ballot.*