

Resolution No 101/2013
of the Management Board of CIECH SA
of 19 April 2013

on adopting the Report on operations of CIECH SA for 2012

Acting pursuant to § 24 section 4 item 3 of the Articles of Association of CIECH SA and § 4 section 3 item 3 of the Regulations of the Management Board, it is resolved as follows:

§1

1. The Management Board of CIECH SA adopts the *Report on operations of CIECH SA for 2012*.
2. The *Report on operations of CIECH SA for 2012* is attached hereto.

§2

The Management Board requests the Supervisory Board of CIECH SA to evaluate, on the basis of Article 382 § 3 of the Commercial Companies Code, § 21 section 2 item 1 of the Articles of Association of CIECH SA and § 3 section 2 item 1 of the Regulations of the Supervisory Board of CIECH SA, the *Report* referred to in § 1.

§3

The Management Board of CIECH SA submits the *Report on operations of CIECH SA for 2012* to the Annual Shareholders' Meeting of CIECH SA for consideration and approval in accordance with 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

§4

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

Attending members: 3

Number of votes cast "in favour": 3; "against": 0; "abstaining": 0

Signatures of attending Members of the Management Board:

1. Dariusz Krawczyk
2. Andrzej Kopeć
3. Artur Osuchowski

Resolution No 102/2013
of the Management Board of CIECH SA
of 19 April 2013

on adopting the Separate Financial Statements of CIECH SA for 2012

Acting pursuant to § 24 section 4 item 3 of the Articles of Association of CIECH SA and § 4 section 3 item 3 of the Regulations of the Management Board, it is resolved as follows:

§1

1. The Management Board of CIECH SA adopts the Separate Financial Statements of CIECH SA for 2012 including:
 - 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 Management Board of CIECH SA ensures that the *Separate Financial Statements of CIECH SA for 2012* meet all the requirements stipulated in the Accounting Act of 29 September 1994 (as amended).
3. The *Separate Financial Statements of CIECH SA for 2012* are attached hereto.

§2

The Management Board requests the Supervisory Board of CIECH SA to evaluate, on the basis of Article 382 § 3 of the Commercial Companies Code, § 21 section 2 item 1 of the Articles of Association of CIECH SA and § 3 section 2 item 1 of the Regulations of the Supervisory Board of CIECH SA, the *Report* referred to in § 1.

§3

The Management Board of CIECH SA submits the *Separate Financial Statements of CIECH SA for 2012* to the Annual Shareholders' Meeting of CIECH SA for consideration and approval in accordance with 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

§4

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

Attending members: 3

Number of votes cast "in favour": 3; "against": 0; "abstaining": 0

Signatures of the members of the Management Board:

1. Dariusz Krawczyk
2. Andrzej Kopec
3. Artur Osuchowski



Resolution No 103/2013
of the Management Board of CIECH SA
of 19 April 2013

on adopting the Report on operations of the Ciech Group for 2012

Acting pursuant to § 24 section 4 item 3 of the Articles of Association of CIECH SA and § 4 section 3 item 3 of the Regulations of the Management Board, it is resolved as follows:

§1

1. The Management Board of CIECH SA adopts the *Report on operations of the Ciech Group for 2012*.
2. The *Report on operations of the Ciech Group for 2012* is attached hereto.

§2

The Management Board requests the Supervisory Board of CIECH SA to evaluate, on the basis of Article 382 § 3 of the Commercial Companies Code, § 21 section 2 item 1 of the Articles of Association of CIECH SA and § 3 section 2 item 1 of the Regulations of the Supervisory Board of CIECH SA, the *Report* referred to in § 1.

§3

The Management Board of CIECH SA submits the *Report on operations of the Ciech Group for 2012* to the Annual Shareholders' Meeting of CIECH SA for consideration and approval in accordance with 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

§4

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

Attending members: 3

Number of votes cast "in favour": 3; "against": 0; "abstaining": 0

Signatures of attending Members of the Management Board:

1. Dariusz Krawczyk
2. Andrzej Kopeć
3. Artur Osuchowski

Resolution No 104/2013
of the Management Board of CIECH SA
of 19 April 2013

on adopting the Consolidated Financial Statements of Ciech Group for 2012

Acting pursuant to § 24 section 4 item 3 of the Articles of Association of CIECH SA and § 4 section 3 item 3 of the Regulations of the Management Board, it is resolved as follows:

§1

1. The Management Board of CIECH SA adopts the *Consolidated Financial Statements of Ciech Group for 2012* including:
 - 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 Management Board of CIECH SA ensures that the *Consolidated Financial Statements of the Ciech Group for 2012* meet all the requirements stipulated in the Accounting Act of 29 September 1994 (as amended).
3. The *Consolidated Financial Statements of the Ciech Group for 2012* are attached hereto.

§2

The Management Board requests the Supervisory Board of CIECH SA to evaluate, on the basis of Article 382 § 3 of the Commercial Companies Code, § 21 section 2 item 1 of the Articles of Association of CIECH SA and § 3 section 2 item 1 of the Regulations of the Supervisory Board of CIECH SA, the *Report* referred to in § 1.

§3

The Management Board of CIECH SA submits the *Consolidated Financial Statements of the Ciech Group for 2012* to the Annual Shareholders' Meeting of CIECH SA for consideration and approval in accordance with Article 395 § 5 item 1 of the Commercial Companies Code and § 18 item 5) of the Articles of Association of CIECH SA

§4

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

Attending members: 3

Number of votes cast "in favour": 3; "against": 0; "abstaining": 0

Signatures of attending Members of the Management Board:

1. Dariusz Krawczyk
2. Andrzej Kopec
3. Artur Osuchowski



Resolution No 105/2013
of the Management Board of CIECH SA
of 19 April 2013

on covering the loss of CIECH SA for 2012

Acting pursuant to § 24 section 4 item 3 of the Articles of Association of CIECH SA and § 4 section 3 item 3 of the Regulations of the Management Board, it is resolved as follows:

§1

The Management Board of CIECH SA decided 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 Management Board of CIECH SA requests the Supervisory Board of CIECH SA to evaluate, on the basis of Article 382 § 3 of the Commercial Companies Code, § 21 section 2 item 1 of the Articles of Association of CIECH SA and § 3 section 2 item 1 of the Regulations of the Supervisory Board of CIECH SA, the proposed covering of loss of CIECH SA for 2012 from the Company's supplementary capital.

§3

The Management Board of CIECH SA submits the motion referred to in § 1 of this Resolution to the Annual Shareholders' Meeting of CIECH SA for consideration in accordance with Article 395 § 2 item 2 of the Commercial Companies Code and § 18 item 2 of the Articles of Association of CIECH SA

§4

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

Attending members: 3

Number of votes cast "in favour": 3; "against": 0; "abstaining": 0

Signatures of attending Members of the Management Board:

1. Dariusz Krawczyk
2. Andrzej Kopeć
3. Artur Osuchowski



**THE ANNUAL SHAREHOLDERS' MEETING OF
CIECH SA**Information concerning the reasons for the issue of two registered F series shares.

The spin-off by separation of IZCH Soda Mątwy SA (hereinafter: SM) and ZS Janikosoda SA (hereinafter: JS), i.e. pursuant to Article 529 § 1 item 4) of the Commercial Companies Code, through the transfer separated assets of SM and JS to CIECH SA required an introduction of a minority shareholder to the divided companies. The consolidation through a spin-off by separation allowed for achieving the business goal in the form of transferring the "soda-related activities" of JS and SM to CIECH SA (shares in Soda Polska Ciech SA and a contract with Solino) and gave a notable result in the form of tax benefits of approx. **PLN 63 million**. The minority shareholder was introduced to JS and SM by way of purchase of 1 share of both companies and was necessary due to legal requirement of the spin-off by separation, i.e. the requirement imposed by Article 530 § 2 of the Commercial Companies Code to increase share capital of CIECH SA as the acquiring company in the spin-off of JS and SM, with CIECH SA's (as the acquiring company) inability, pursuant to Article 550 § 1 of the Commercial Companies Code, to acquire own shares issued in connection with the separation in exchange for shares held in SM and JS. As a consequence, in order to avoid doubts as to the interpretation, one share of JS and one share of SM were sold to a third party – a natural person. Subsequently, as a result of registration on 25 January 2013, of the spin-off by the court, CIECH SA's share capital was increased by PLN 10 by way of issue of two registered F series shares for the minority shareholder. On 26 February 2013, these shares were granted to the minority shareholder of JS and SM, in exchange for the held:

- 1 A series ordinary bearer share in the share capital of Inowrocławskie Zakłady Chemiczne SODA MĄTWY Spółka Akcyjna, number 005 299 913 and
- 1 A series ordinary bearer share in the share capital of Janikowskie Zakłady Sodowe JANIKOSODA Spółka Akcyjna, number 003 008 011.

Currently, in order to complete the process it is advisable that CIECH SA acquire 2 registered F series shares held by the minority shareholder and that these shares are redeemed in exchange for a remuneration, which will allow to restore a situation where all shares of CIECH SA are listed on the Warsaw Stock Exchange. The proposed price is PLN 20 per share which reflects the level of price of one share listed on the WSE. The total value of the purchased own F series shares would be PLN 40.

Summary

In light of the above, we request the Annual Shareholders' Meeting to adopt resolutions on giving a consent to purchase own shares by CIECH SA with the aim of redemption and on the redemption of own shares: 2 F series ordinary registered shares and the reduction of share capital, as well as amendment of the Articles of Association of CIECH SA



Resolution No 107/2013
of the Management Board of CIECH SA
of 19 April 2013

on the motion to the Annual Shareholders' Meeting of CIECH SA as to the consent to purchase own shares by Company with the aim of redemption and the motion to the Supervisory Board to issue an opinion concerning the aforementioned motion as a matter that is to be the subject matter of a resolution of the Annual Shareholders' Meeting

Acting pursuant to § 24 section 4 item 3 of the Articles of Association of CIECH SA and § 4 section 3 item 3 of the Regulations of the Management Board of CIECH SA in connection with § 18 item 13 and § 21 section 2 item 3) of the Articles of Association of CIECH SA it is resolved as follows:

§1

The Management Board of CIECH SA requests the Annual Shareholders' Meeting to give a consent to purchase own shares by CIECH SA with the aim of redemption, on the following conditions:

- 1) 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;
- 2) 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);
- 3) 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.
- 4) the purchase will be made under a conditional agreement for the purchase of shares concluded between CIECH SA and Mr Grzegorz Margas, under which the dispositive result 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 a resolution as to the consent to the purchase by the Company of own shares with the aim of redemption.

§2

The Management Board of CIECH SA requests the Supervisory Board of CIECH SA to examine the motion referred to in § 1 hereof, pursuant to § 21 section 2 item 3) of the Articles of Association of CIECH SA and to issue an opinion on that motion as a matter that is to be the subject matter of a resolution of the Annual Shareholders' Meeting.

§3

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

Attending members: 3

Number of votes cast "in favour": 3; "against": 0; "abstaining": 0

Signatures of attending Members of the Management Board:

1. Dariusz Krawczyk
2. Andrzej Kopeć
3. Artur Osuchowski



Resolution No 108/2013
of the Management Board of CIECH SA
of 19 April 2013

on the motion to the Annual Shareholders' Meeting of CIECH SA concerning the redemption of own shares: 2 F series ordinary registered shares and the motion to the Supervisory Board to issue an opinion concerning the aforementioned motion as a matter that is to be the subject matter of a resolution of the Annual Shareholders' Meeting

Acting pursuant to § 24 section 4 item 3 of the Articles of Association of CIECH SA and § 4 section 3 item 3 of the Regulations of the Management Board of CIECH SA in connection with § 18 item 13 and § 21 section 2 item 3) of the Articles of Association of CIECH SA it is resolved as follows:

§1

1. The Management Board of CIECH SA requests the Annual Shareholders' Meeting to adopt resolution concerning the redemption, by way of a voluntary redemption, of 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).
2. The shares shall be redeemed for a consideration in the amount of PLN 20.00 (in words: twenty zloty) for each share.
3. 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.

§2

The Management Board of CIECH SA requests the Annual Shareholders' Meeting to adopt a resolution on the reduction of share capital of the Company 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).

§3

The Management Board of CIECH SA requests the Annual Shareholders' Meeting to adopt a resolution on amending the Articles of Association of CIECH SA by amending § 7 section 1 of the Articles of Association of CIECH Spółka Akcyjna 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."

§4



The Management Board of CIECH SA requests the Supervisory Board of CIECH SA to examine the matters referred to in §§ 1, 2 and 3 hereof, pursuant to § 21 section 2 item 3 of the Articles of Association of CIECH SA and to issue an opinion on those matters as a matters that are to be the subject matter of a resolution of the Annual Shareholders' Meeting.

§5

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

Attending members: 3

Number of votes cast "in favour": 3; "against": 0; "abstaining": 0

Signatures of attending Members of the Management Board:

1. Dariusz Krawczyk
2. Andrzej Kopeć
3. Artur Osuchowski

Ciech SA

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Statistical No. (REGON): 011179878
Tax ID (NIP): 118-00-19-377

Register of entrepreneurs:
District Court for the Capital City of Warsaw,
13th Commercial Division of the National
Court Register, KRS 0000011687

share capital:
PLN 263,500,975.00 (fully paid)



**THE ANNUAL SHAREHOLDERS' MEETING OF
CIECH SA**

The Management Board of CIECH SA requests the Annual Shareholders' Meeting to adopt a resolution concerning an amendment to § 6 section 1 of the Articles of Association of CIECH SA involving an extension of CIECH SA's business with two additional items, i.e.:

- 1) service activities to support land transport (PKD 52.21.Z),
- 2) service activities to support sea transport (PKD 52.22.A).

The Logistics Department of CIECH SA conducts activities for and in the interest of CIECH SA and other entities of Ciech Group. These actions involve mainly joint procurement of transport services for the Group. The Logistics Department also acts as an intermediary for the current, operational commissioning of transport services, therefore it acts as a forwarder for Ciech Group companies. In order to formalize these activities and enable the settlement of provided services it is necessary to extend the Company's business with the aforementioned classification codes (PKD).

Thanks to the extension of the business, it will be possible to obtain and improve synergies in searching, contracting and ordering logistics services.

Therefore, the Management Board of CIECH SA requests the Annual Shareholders' Meeting of CIECH SA to adopt a resolution concerning an amendment to the Articles of Association of CIECH SA according to which the current wording of § 6 section 1 of the Articles of Association of CIECH S.A:

"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 61.102),*
- 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).”*

Resolution No 109/2013
of the Management Board of CIECH SA
of 19 April 2013

on the proposed amendment to the Articles of Association of CIECH SA

Acting pursuant to § 24 section 4 item 3 of the Articles of Association of CIECH SA and § 4 section 3 item 3 of the Regulations of the Management Board of CIECH SA in connection with § 18 item 4 and § 21 section 2 item 3) of the Articles of Association of CIECH SA it is resolved as follows:

§1

The Management Board of CIECH SA requests the Annual Shareholders' Meeting of CIECH SA to adopt a resolution concerning an amendment to the Articles of Association of CIECH SA involving the addition in § 6 section 1 of the Articles of Association of CIECH SA after item 45), of the following items 46) and 47):

“ 46) service activities to support land transport (PKD 52.21.Z),
47) service activities to support sea transport (PKD 52.22.A).”

§2

The Management Board of CIECH SA requests the Supervisory Board of CIECH SA to examine the motion referred to in § 1 hereof, pursuant to § 21 section 2 item 3) of the Articles of Association of CIECH SA and to issue an opinion on that motion as a matter that is to be the subject matter of a resolution of the Annual Shareholders' Meeting.

§3

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

Attending members: 3

Number of votes cast “in favour”: 3; “against”: 0; “abstaining”: 0

Signatures of attending Members of the Management Board:

1. Dariusz Krawczyk
2. Andrzej Kopeć
3. Artur Osuchowski