

NOTICE OF CONVENING
the Annual General Meeting of Shareholders of CIECH Spółka Akcyjna

The Management Board of CIECH Spółka Akcyjna, with a registered office in Warsaw ("the Company"), entered in the Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register, entry number KRS 0000011687, tax identification number NIP: 118-00-19-377, with the share capital amounting to PLN 263,500,965.00 (paid-up in full), acting pursuant to Art. 395 and Art. 399 § 1 of the Commercial Companies Code and Art. 402¹, Art. 402² of the Commercial Companies Code and § 17 section 2 of the Articles of Association of the Company, hereby convenes

THE ANNUAL GENERAL MEETING OF CIECH S.A.
The Meeting shall be held on 24 April 2014
at 12.00 noon
in Warsaw, ul. Puławska 182, in room No 1.08, 1st floor

AGENDA:

1. The opening of the Annual Shareholders' Meeting.
2. Election of the Chairman of the Annual Shareholders' Meeting.
3. Determination of correctness of convening of the Annual Shareholders' Meeting and its capability of adopting resolutions.
4. Adoption of the agenda.
5. Consideration of the *Report on operations of CIECH S.A. for 2013 and Separate Financial Statements of CIECH S.A. for the financial year 2013.*
6. Consideration of the *Report on operations of the Ciech Group for 2013 and Consolidated Financial Statements of the Ciech Group for the financial year 2013.*
7. Consideration of the *Report of the Supervisory Board on activity in financial year 2013, including the report on results of evaluation of: reports of the Management Board on activity of CIECH S.A. and the Ciech Group, financial statements of CIECH S.A. and the Ciech Group for the financial year 2013, a motion of the Management Board regarding distribution of net profit of CIECH S.A. for 2013.*
8. Consideration of the motion of the Management Board regarding distribution of net profit of CIECH S.A. for financial year 2013.
9. Adoption of a resolution regarding the approval of the *Report on operations of CIECH S.A. for 2013.*
10. Adoption of a resolution regarding the approval of the *Separate Financial Statement of CIECH S.A. for the financial year 2013.*
11. Adoption of a resolution regarding the approval of the *Report on operations of the Ciech Group for 2013.*
12. Adoption of a resolution regarding the approval of the *Consolidated Financial Statements of the Ciech Group for the financial year 2013.*
13. Adoption of a resolution regarding the approval of the *Report of the Supervisory Board on activity in financial year 2013, including the report on results of evaluation of: reports of the Management Board on operations of CIECH S.A. and the Ciech Group, financial statements of*



CIECH S.A. and the Ciech Group for the financial year 2013, a motion of the Management Board regarding distribution of net profit of CIECH S.A. for 2013.

14. Adoption of a resolution regarding distribution of net profit of CIECH S.A. for financial year 2013.
15. Adoption of resolutions concerning acknowledgment of the fulfilment of duties by Members of the Management Board in the financial year 2013.
16. Adoption of resolutions concerning acknowledgment of the fulfilment of duties by Members of the Supervisory Board in the financial year 2013.
17. Adoption of resolutions regarding the appointment of the Supervisory Board of CIECH S.A. for the next joint term of office.
18. Closing of the session.

The right of participation in the Shareholders' Meeting

1. Pursuant to Art. 406¹ § 1 of the Commercial Companies Code, the right to participate in the shareholders' meeting of a public company is conferred upon persons who are shareholders of the company sixteen days before the date of the shareholders' meeting (the date of registration of participation in the shareholders' meeting), i.e. on 8 April 2014.
2. In order to ensure participation in the General Meeting, a shareholder authorised under dematerialised bearer shares should request, no earlier than after the publication of the notice of convening the General Meeting and not later than on the first weekday after the registration date, i.e. not later than on 9 April 2014, the entity that keeps their securities account for the issuance of a registered certificate confirming their right to participate in the General Meeting of CIECH S.A.
3. The Company establishes the list of shareholders authorised under bearer shares to attend to General Meeting on the basis of the list prepared by the entity in charge of keeping the securities depository in accordance with the laws on trading in financial instruments.
4. The list of shareholders authorised to attend the General Meeting will be made available at the Company's registered office in Warsaw, ul. Puławska 182, during three weekdays prior to the General Meeting, i.e. on 18, 22 and 23 April 2014. A shareholder may request that the list of shareholders is sent to him free of charge by electronic mail, specifying the address to which such list should be sent. Such request may be submitted by electronic mail, to the following e-mail address of the Company: wza@ciechgroup.com.

The granting of a power of attorney and the exercise of a right of vote by an attorney

1. A shareholder may participate in the Shareholders' Meeting and exercise the right of vote in person or through an attorney.
2. An attorney shall exercise all the shareholder's rights at the Shareholders' Meeting, unless the power of attorney states otherwise.
3. An attorney may grant further powers of attorney, if permitted by the original power of attorney. An attorney may represent more than one shareholder and vote in a different manner in connection with different shares of individual shareholders he represents. A shareholder holding shares kept more than one securities account may appoint separate attorneys to exercise rights from the shares kept in each of the accounts. A shareholder of a public company, holding shares kept in a collective account, may appoint separate attorneys to exercise rights from the shares kept in such account.
4. A power of attorney to participate in the Shareholders' Meeting and exercise of the right of vote shall require a written or electronic form.



5. If an attorney at the shareholders' meeting of a public company is a member of the management board, a member of the supervisory board, a liquidator, an employee of a public company or a member of the authorities or an employee of a company or a co-operative which is a subsidiary of such company, the power of attorney may authorize such person to act as a representative only at one shareholders' meeting. An attorney shall be obliged to disclose to a shareholder the circumstances indicating the existence or a possibility of occurrence of a conflict of interests. The granting of further powers of attorney shall be excluded.
6. The granting of a power of attorney in an electronic form shall not require any safe electronic signature verified with the use of a valid, qualified certificate.
7. The fact of granting a power of attorney in an electronic form must be notified to the Company with the use of electronic communication means.
8. A notice on granting a power of attorney in an electronic form should be made not later than one day before the Shareholders' Meeting.
9. As part of verification of the validity of granted powers of attorney in an electronic form and identification of the shareholder, the Company may request the shareholder to submit, by electronic mail, a scanned copy of the power of attorney in the form of a pdf file. As part of verification of the validity of granted powers of attorney in an electronic form and identification of the shareholder, the Company may also undertake other actions which shall, however, be proportional to the objective. The Company shall attach the powers of attorney obtained in the above manner and printed to the minutes on the Shareholders' Meeting.
10. The above provisions shall apply, accordingly, to the revocation of the power of attorney.

The rights of shareholders

1. A shareholder or shareholders of the Company representing at least one-twentieth of the share capital shall be entitled to request the placement of individual matters on the agenda of the Annual Shareholders' Meeting of CIECH S.A. Such request, containing a justification or a draft resolution concerning the proposed agenda, should be submitted to the Management Board of CIECH S.A. not later than 21 days before the set date of the meeting, i.e. on 3 April 2014. Such request may be submitted in an electronic form to the e-mail address of the Company, wza@ciechgroup.com, or in writing to the following address: The Management Board of CIECH S.A., ul. Puławska 182, 02-670 Warsaw, with the inscription: "Shareholders' Meeting". The notification shall be submitted in the same manner as the convening of the Shareholders' Meeting.
2. A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, before the date of the Annual Shareholders' Meeting of CIECH S.A., submit draft resolutions concerning the matters placed on the agenda of the Annual Shareholders' Meeting or matters which may be placed on the agenda. Such notification may be submitted in an electronic form to the e-mail address of the Company, wza@ciechgroup.com, or in writing to the following address: The Management Board of CIECH S.A., ul. Puławska 182, 02-670 Warsaw, with the inscription: "Shareholders' Meeting". The Company shall immediately announce the draft resolutions on its website.
3. Requests for placement of certain matters on the agenda and notifications of draft resolutions should be signed by the shareholder or a person acting on his behalf, according to the rules of representation contained in relevant registers or records. For the purpose of facilitation to the Company of verification of validity of such requests and notifications, it is recommended to send, together with a request or notification, a registered deposit certificate confirming the number of shares held and an extract from the relevant register or record, as well as to indicate a person, including his/her contact details (telephone number/e-mail address), where the Company may verify the aforementioned requests or notifications. In the event that the aforementioned requests are signed by attorneys, a relevant power of attorney should also be attached.



4. As part of verification of the validity of the requests and notifications referred to in sections 1 and 2 submitted in an electronic form and the announcement of the convening of the Shareholders' Meeting, the Company may request the presentation of the documents listed in section 3 and may also undertake other actions for the purpose of verification of such requests and notifications, however proportionally to the purpose they are supposed to serve.
5. Moreover, each shareholder may, in the course of the Shareholders' Meeting, submit draft resolutions concerning the matters placed on the agenda.
6. The requests and/or notifications referred to in sections 1, 2 and 5 should be made in Polish.

Final provisions

1. Information concerning the Shareholders' Meeting, the documentation to be presented to the Shareholders' Meeting and draft resolutions, comments of the Management Board or the Supervisory Board concerning the matters placed on the agenda of the Shareholders' Meeting or matters which are to be placed on the agenda before the date of the Shareholders' Meeting shall be placed at the Company's website: www.ciechgroup.com.
2. The Articles of Association of CIECH S.A. does not stipulate a possibility of participation in the Shareholders Meeting with the use of electronic communication means and presenting any speeches or exercising the right of vote by correspondence or with the use of means of electronic communication.
3. Any requests and notifications connected with the Shareholders' Meeting and submitted in an electronic form must be sent to the following e-mail address: wza@ciechgroup.com, and in writing to the following address of the Company: CIECH S.A. Organizational Team, ul. Puławska 182, 02-670 Warsaw.
4. In all matters not governed by this announcement, the provisions of the Commercial Companies Code, the Articles of Association of the Company and the Regulations of the Shareholders' Meeting of the Company shall apply.

THE MANAGEMENT BOARD OF CIECH S.A.

