

**RESOLUTION No. ...
of the Extraordinary General Meeting of CIECH S.A.
of 26 April 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 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.

Re item 4 of the agenda

DRAFT

**RESOLUTION No. ...
of the Extraordinary General Meeting of CIECH S.A.
of 26 April 2012**

on the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of CIECH S.A., acting pursuant to § 25 of the Regulations of CIECH S.A.'s General Meeting, resolves as follows:

§1

The Extraordinary General Meeting of CIECH S.A. adopts the following agenda of the Extraordinary General Meeting of CIECH S.A.:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation of correct convening of the Extraordinary General Meeting and its capacity to adopt resolutions.
4. Adopting the agenda.

5. Supplementing the composition of the Supervisory Board of CIECH S.A.
6. Adopting resolutions on changes in the composition of CIECH S.A.'s Management Board.
7. Adopting a resolution on authorising CIECH S.A.'s Supervisory Board to initiate and conduct a competition procedure for the post of a member or members of the Management Board and to present the results of the competition procedure to the General Meeting.
8. 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 shares in the share capital:.....

Total number of valid votes:.....

For: ...

Against: ...

Abstained: ...

The resolution shall be adopted by open ballot.

Re item 5 of the agenda

DRAFT

RESOLUTION No. ...
of the Extraordinary General Meeting of CIECH S.A.
of 26 April 2012

on supplementing the composition of the Supervisory Board of CIECH S.A.

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

§1

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

§2

The resolution comes into force as of its passing.

Number of shares with valid votes cast: ...

Percentage share of shares in the share capital:.....

Total number of valid votes:.....

For: ...

Against: ...

Abstained: ...

The resolution shall be adopted by secret ballot.

**RESOLUTION No. ...
of the Extraordinary General Meeting of CIECH S.A.
of 26 April 2012**

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

§1

Acting pursuant to § 18 item 8) of the Company's Statute as well as Article 368 § 4 of the Commercial Companies Code, CIECH S.A.'s Extraordinary General Meeting dismisses Mr from the post of the Member/President of the Management Board

§2

The resolution comes into force as of its passing.

Number of shares with valid votes cast: ... Percentage share of these shares in the share capital:

Total number of valid votes:.....

For: ...

Against: ...

Abstained: ...

The resolution shall be adopted by secret ballot.

**RESOLUTION No. ...
of the Extraordinary General Meeting of CIECH S.A.
of 26 April 2012**

Re item 7 of the agenda

DRAFT

on authorising CIECH S.A.'s Supervisory Board to initiate and conduct a competition procedure for the post of a member or members of the Management Board and to present the results of the competition procedure to the General Meeting

§1

Acting pursuant to § 18 item 8 of the Company's Statute, CIECH S.A.'s Extraordinary General Meeting authorises CIECH S.A.'s Supervisory Board to initiate and conduct a competition procedure for the post of a member or members of the Management Board and to present the results of the competition procedure to the 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.