



NOTICE ON CONVENING THE EXTRAORDINARY GENERAL MEETING OF CIECH SPÓŁKA AKCYJNA

The Management Board of CIECH Spółka Akcyjna, with its registered office in Warsaw (**CIECH S.A., Company**), entered into the Register of Entrepreneurs by the District Court for the capital city of Warsaw, 13th Economic Division of the National Court Register (KRS), under no. KRS 0000011687, tax ID (NIP) 118-00-19-377, with share capital amounting to PLN 263,500,965.00 (fully paid), acting pursuant to Articles 398 and 399 § 1, and Articles 402¹ and 402² of the Commercial Companies Code (CCC), as well as § 17 section 3 item 1) and section 5) of CIECH S.A.'s Statute, hereby convenes

THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A.

The Meeting shall take place on 29 August 2012
at 12 p.m.
in Warsaw, ul. Puławska 182, room 1.08, 1st floor
(General Meeting)

Agenda of the General Meeting:

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. Submission of the Management Board's proposal concerning the issue of secured domestic bearer bonds of up to PLN 500,000,000.
6. Submission of the Management Board's proposal concerning the issue of secured foreign bearer bonds of up to EUR 300,000,000.
7. Submission of the Management Board's proposal concerning an amendment to CIECH S.A.'s Statute.
8. Adopting resolutions concerning the issue of collateralised bearer bonds:
 - a. up to PLN 500,000,000 (domestic bonds),
 - b. up to EUR 300,000,000 (foreign bonds).
9. Adopting resolutions on amending CIECH S.A.'s Statute and authorising CIECH S.A.'s Supervisory Board to accept a complete text of the amended Statute of CIECH S.A.
10. Closing of the Extraordinary General Meeting.

The Management Board of CIECH S.A. announces the proposed amendments to the Company's Statute:

• Existing wording of § 6 of CIECH S.A.'s Statute:

"The Company's business is:

- 1) *activity of agents involved in the sale of fuels, ores, metals and industrial chemicals (PKD 46.12.Z),*
- 2) *activity of agents specialised in the sale of certain other products (PKD 46.18.Z),*
- 3) *activity of agents involved in the sale of various types of goods (PKD 46.19.Z),*
- 4) *wholesale of pharmaceutical and medical products (PKD 46.46.Z),*
- 5) *wholesale of fuels and related products (PKD 46.71.Z),*
- 6) *wholesale of chemical products (PKD 46.75.Z),*
- 7) *wholesale of other semi-finished products (PKD 46.76.Z),*
- 8) *non-specialised wholesale trade (PKD 46.90.Z),*
- 9) *cargo handling at sea ports (PKD 52.24.A),*
- 10) *cargo handling at inland ports (PKD 52.24.B),*

Ciech S.A.
ul. Puławska 182
02-670 Warsaw
Phone (+48 22)63910 00
Fax (+48 22) 639 14 51
ciech@ciech.com
www.ciech.com

Bank account:
Citibank Handlowy S.A.
6th Branch in Warsaw
93 1030 1061 0000 0000 0034 0001

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

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

Share capital:
PLN 263,500,965.00 (fully paid)

- 11) *cargo handling at other goods-handling centres (PKD 52.24.C),*
- 12) *warehousing and storage of other goods (PKD 52.10.B),*
- 13) *other credit granting (PKD 64.92.Z),*
- 14) *other financial service activities, except insurance and pension funding n.e.c. (PKD 64.99.Z),*
- 15) *buying and selling of own real estate (PKD 69.10.Z),*
- 16) *renting and operating of own or leased real estate (PKD 68.20.Z),*
- 17) *legal activities (PKD 69.10.Z),*
- 18) *market research and public opinion polling (PKD 73.20.Z),*
- 19) *business and other management consultancy activities (PKD 70.22.Z),*
- 20) *activities of head offices and holdings, excluding financial holdings (PKD 70.10.Z),*
- 21) *other professional, scientific and technical activities n.e.c. (PKD 74.90.Z)".*

• **Proposed extension of the Company's business by the following items according to the Polish**

Classification of Activities:

- 1) trade in electricity (PKD 35.14),
- 2) trade in gas through mains (PKD 35.23),
- 3) steam and air conditioning supply (PKD 35.3),
- 4) wired telecommunications activities (PKD 61.1),
- 5) wireless telecommunications activities excluding satellite telecommunication (PKD 61.2),
- 6) satellite telecommunications activities (PKD 61.3),
- 7) other telecommunications activities (PKD 61.9),
- 8) computer programming activities (PKD 62.01),
- 9) computer consultancy activities (PKD 62.02),
- 10) computer facilities management activities (PKD 62.03),
- 11) other information technology and computer service activities (PKD 62.09),
- 12) data processing, hosting and related activities (PKD 63.11),
- 13) web portals (PKD 63.12),
- 14) real estate agencies (PKD 68.31),
- 15) management of real estate on a fee or contract basis (PKD 68.32),
- 16) accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.2),
- 17) public relations and communication activities (PKD 70.21),
- 18) technical testing and analysis (PKD 71.20.B),
- 19) other research and experimental development on natural sciences and engineering (PKD 72.19),
- 20) activities of employment placement agencies (PKD 78.1),
- 21) other human resources provision (PKD 78.3),
- 22) repair of computers and peripheral equipment (PKD 95.11),
- 23) repair and maintenance of communication equipment (PKD 95.12),
- 24) other service activities n.e.c. (PKD 96.09.Z).

• **Proposed wording of § 6 section 1 of CIECH S.A.'s Statute:**

"The Company's business is:

- 1) *trade in electricity (PKD 35.14.Z),*
- 2) *trade in gas through mains (PKD 35.23.Z),*
- 3) *steam, hot water 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 certain other 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 products (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 semi-finished products (PKD 46.76.Z),*
- 11) *non-specialised wholesale trade (PKD 46.90.Z),*

Ciech S.A.

ul. Puławska 182
02-670 Warsaw
Phone (+48 22)63910 00
Fax (+48 22) 639 14 51
ciech@ciech.com
www.ciech.com

Bank account:

Citibank Handlowy S.A.
6th Branch in Warsaw
93 1030 1061 0000 0000 0034 0001

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

Register of entrepreneurs:

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

Share capital:

PLN 263,500,965.00 (fully paid)

- 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) IT equipment management activities (PKD 62.03.Z),
- 23) other information technology and computer services (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 agency (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)".

Substantiation

The proposed amendment (extension) of the Company's business will enable the Company's Management Board to take measures aimed at concentrating the management of key areas of non-production activities of the Companies of the Ciech Group in CIECH S.A. (parent company), leading to optimised costs for the whole Group.

Right to attend the General Meeting

1. Pursuant to Article 406¹ § 1 of the Commercial Companies Code, only the persons being the Company's Shareholders 16 days prior to the date of the General Meeting (the date of registration of participation in a general meeting), i.e. as of 13 August 2012, have the right to participate in the General Meeting.
2. In order to ensure participation in the General Meeting, a shareholder authorised under dematerialised bearer shares should request, not 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 August 14th, 2012, the entity that keeps their securities account for the issuance of a registered certificate confirming their right to participate in the Company's General Meeting.
3. The Company establishes the list of shareholders authorised under bearer shares to attend the 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 3 weekdays prior to the General Meeting between 9:00 a.m. and 3:00 p.m. A shareholder may request to have the list of shareholders authorised to attend the General Meeting sent to them free of charge by e-mail, informing of the e-mail address to which the said list is to be sent. This request can be sent in an electronic form to the Company's e-mail address: wza@ciech.com.

Granting a power of attorney and exercising the right to vote by a representative

1. A shareholder can attend the General Meeting and exercise the right to vote in person or through a representative.
2. A representative has all the rights of a shareholder at the General Meeting, unless the scope of their power of attorney provides otherwise.
 3. If authorised to do so by the power of attorney, the attorney may appoint another attorney. An attorney may represent more than one shareholder and vote differently for every shareholder. A shareholder with shares registered on more than one security account may appoint different attorneys to exercise rights under shares registered on each of these accounts.
4. The power of attorney to attend the General Meeting and exercise the right to vote shall be granted in writing or electronically.
5. The power of attorney granted in electronic form does not require a secure electronic signature verified by a valid qualified certificate.
6. A notification of granting a power of attorney in an electronic form shall be sent to the Company via means of electronic communication.
7. A notification of granting a power of attorney in an electronic form shall be sent one day prior to the General Meeting at the latest.
8. The Company, as part of verifying the validity of powers of attorney granted in an electronic form and identifying the shareholder, may request the shareholder to send a power of attorney scanned to the PDF Format in an electronic form. The Company, as part of the system of verifying the validity of powers of attorney granted in an electronic form and identifying the shareholder, may also undertake other adequate measures. The Company shall attach the powers of attorney obtained in this way and printed to the minutes of the General Meeting.
9. The above provisions apply to revoking a power of attorney as appropriate.

Shareholders' rights

1. The shareholder or shareholders of the Company representing at least one twentieth of the share capital have the right to request that specific items be included in the agenda of the General Meeting of CIECH S.A. This request, comprising a statement of reasons or a draft resolution concerning the proposed item of the agenda, should be submitted to the Management Board of CIECH S.A. not later than 21 days prior to the agreed date of the meeting, i.e. by 08 August 2012. This request can be submitted in an electronic form to the Company's e-mail address (wza@ciech.com), or in writing to the address: Management Board of CIECH S.A., ul. Puławska 182, 02-670 Warsaw. The announcement is made in the manner appropriate for convening a General Meeting.
2. A shareholder or shareholders of the Company representing at least one- twentieth of the share capital may, prior to the date of the General Meeting of CIECH S.A., submit draft resolutions concerning items introduced to the agenda of the General Meetings or items that are to be introduced to the agenda. Such notices can be submitted in an electronic form to the Company's e-mail address (wza@ciech.com), or in writing to the address: Management Board of CIECH S.A., ul. Puławska 182, 02-670 Warsaw. The Company shall publish draft resolutions on its website without delay.
3. Requests to include particular items in the agenda and notices of draft resolutions shall be signed by the shareholder or persons acting on their behalf in accordance with the rules of representation set out in relevant

Ciech S.A.
ul. Puławska 182
02-670 Warsaw
Phone (+48 22)63910 00
Fax (+48 22) 639 14 51
wza@ciech.com
www.ciech.com

Bank account:
Citibank Handlowy S.A.
6th Branch in Warsaw
93 1030 1061 0000 0000 0034 0001

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

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

Share capital:
PLN 263,500,965.00 (fully paid)



registers or records. To make it easier for the Company to verify the validity of such requests and notices, it is recommended to send, together with the request or the notice, a registered depository receipt confirming the number of shares held and an extract from the relevant register or records, as well as indicate the person, together with their contact data (phone number/e-mail address), with whom the Company can verify any such requests or notices. If the above requests or notices are signed by representatives, the relevant power of attorney granted shall be attached as well.

4. When verifying the validity of submitting the requests and notices defined in sections 1 and 2 in an electronic form and announcing the convening of the General Meeting, the Company may request the presentation of the documents listed in section 3 and it may undertake other measures to verify such requests and notices, but adequately to the purpose which they are to serve.
5. Furthermore, each Shareholder may submit drafts of resolutions on matters included in the agenda.
6. The requests or notices referred to in sections 1, 2 and 5 shall be made in Polish.

Final provisions

1. The information about the General Meeting, the documentation to be presented to the General Meeting as well as draft resolutions, comments of the Management Board or the Supervisory Board on matters introduced to the agenda of the General Meeting or matters that are to be introduced to the agenda prior to the date of the General Meeting shall be published on the Company's website: www.ciech.com.
2. The Statute of CIECH S.A. does not allow for attending the General Meeting with the use of means of electronic communication as well as taking the floor and exercising the right to vote by mail or with the use of means of electronic communication.
3. Requests and notices connected with the General Meeting submitted in an electronic form shall be sent to the e-mail address wza@ciech.com, or in writing to the Company's address: CIECH S.A. Management Board Office, ul. Puławska 182, 02-670 Warsaw.
4. The provisions of the Commercial Companies Code, the Statute of the Company as well as the Regulations of the General Meeting of the Company shall apply to all matters not regulated herein.

Ciech S.A.
ul. Puławska 182
02-670 Warsaw
Phone (+48 22)63910 00
Fax (+48 22) 639 14 51
ciech@ciech.com
www.ciech.com

Bank account:
Citibank Handlowy S.A.
6th Branch in Warsaw
93 1030 1061 0000 0000 0034 0001

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

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

Share capital:
PLN 263,500,965.00 (fully paid)