

**Justification by the Management Board of CIECH S.A.**  
**of the draft resolutions included in the agenda of the Extraordinary General Meeting of Shareholders**  
**of CIECH S.A.**  
**on 23 January 2020**

**Appointment of a member of the Supervisory Board of CIECH S.A.**

On 16 December 2019, Mr Mariusz Nowak resigned from his office of member of the Supervisory Board of CIECH S.A. with effect as of 22 January 2020. In connection with the said resignation of Mr Mariusz Nowak and the need to fill a vacancy in the composition of the Supervisory Board, a shareholder of CIECH S.A. - KI Chemistry S.a.r.l. requested the Management Board of CIECH S.A. to convene an Extraordinary General Meeting of CIECH S.A. to be scheduled on 23 January 2019.

Pursuant to Resolution No. 17 of the Ordinary (Annual) General Meeting of CIECH S.A. of 22 June 2018, it was determined that there would be six members composing the Supervisory Board of CIECH S.A. Due to the resignation of Mr Mariusz Nowak from his office of member of the Supervisory Board, the number of members of the Supervisory Board would be lower than that resulting from the aforementioned resolution. Accordingly, a resolution on the appointment of a new member of the Supervisory Board has to be adopted.