

**RESOLUTION NO. 1**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 15 March 2021**

**on the election of the Chairperson of the Extraordinary General Meeting of Shareholders**

Acting pursuant to Art. 409 § 1 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Extraordinary General Meeting of Shareholders of CIECH S.A. herewith appoints, as the Chairperson of the Meeting, Ms Justynę Kieza.

§ 2

This resolution shall come into force on the date of its adoption.

*The number of shares from which valid votes have been cast: 36 761 354*

*Percentage share of those votes in the share capital: 69,76%*

*Total number of valid votes: 36 761 354*

*Number of votes cast "in favour": 36 761 354*

*Number of votes cast "against": 0*

*Number of votes "abstaining": 0*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 2**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 15 March 2021**

**on Adoption of the agenda of the Extraordinary General Meeting of Shareholders**

Acting pursuant to § 18 section 1 of the Rules and Regulations of the General Meeting of Shareholders of CIECH S.A., it is resolved as follows:

§ 1

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

1. The opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairperson of the Extraordinary General Meeting of Shareholders.
3. Determination that the Extraordinary General Meeting of Shareholders was duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of resolution on regarding consent to conclude a pledge agreement and to establish registered pledge (registered pledges) over collection of movables and rights constituting the organized entirety with variable composition, being the part of the Company's enterprise, to secure the receivables resulting from (inter alia) the facilities agreements.
6. Closure of the Extraordinary General Meeting of Shareholders.

§ 2

This resolution shall come into force on the date of its adoption.

*The number of shares from which valid votes have been cast: 36 761 354*

*Percentage share of those votes in the share capital: 69,76%*

*Total number of valid votes: 36 761 354*

*Number of votes cast "in favour": 36 761 354*

*Number of votes cast "against": 0*

*Number of votes "abstaining": 0*

*This resolution will be adopted in a open ballot.*

**RESOLUTION NO. 3**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 15 March 2021**

**regarding consent to conclude a pledge agreement and to establish registered pledge (registered pledges) over collection of movables and rights constituting the organized entirety with variable composition, being the part of the Company's enterprise, to secure the receivables resulting from (inter alia) the facilities agreements**

§ 1

**Consent to carry out the transaction**

Having considered that:

- (A) The Company and certain other companies from the capital group to which the Company belongs (the "**Group**") are a party to the amended and restated senior term and revolving facilities agreement dated 29 October 2015 (as subsequently amended and restated) entered into with (*inter alia*) Bank Handlowy w Warszawie S.A. as agent and Powszechna Kasa Oszczędności Bank Polski S.A. as security agent (the "**Existing Facilities Agreement**").
- (B) The Management Board of the Company has taken actions to obtain financing in order to (*inter alia*) refinance the indebtedness of the Group, including in particular indebtedness under the Existing Facilities Agreement by execution of a new facilities agreement by (*inter alia*) the Company (the "**New Facilities Agreement**") and a new intercreditor agreement related thereto (the "**New Intercreditor Agreement**" together with the New Facilities Agreement and any other finance documents related thereto (including hedging agreements and overdraft facility agreements) are hereinafter jointly referred to as "**New Finance Documents**").
- (C) The New Finance Documents will provide for the creation by the Company, as well as other members of the Group, of security interests for repayment of the indebtedness arising out of or in connection with the New Finance Documents; one of such security interests shall be a registered pledge (registered pledges) over a collection of movables and rights constituting the organized entirety with variable composition, being the property of Company's enterprise (*zbiór rzeczy i praw stanowiących organizacyjną całość o zmiennym składzie wchodzących w skład przedsiębiorstwa Spółki*).

Now, therefore, pursuant to Article 393 item 3 of the Code of Commercial Companies, in conjunction with § 18 point 6) of the Memorandum of Association of CIECH S.A., the Extraordinary General Meeting of the Company resolves as follows:

- 1) The Extraordinary General Meeting of the Company authorizes the Company to execute

the pledge agreement and take all other legal and factual actions in order to establish registered pledge (registered pledges) over a collection of movables and rights constituting the organized entirety with variable composition, being the property of Company's enterprise (*zbiór rzeczy i praw stanowiących organizacyjną całość o zmiennym składzie wchodzących w skład przedsiębiorstwa Spółki*), up to the maximum amount of the security interest being 150% of the general principal of financing set forth in the New Finance Documents and limits of transactions in derivative instruments, in accordance with the hedging agreements, including the inclusion in the registered pledge agreement of any and all possible enforcement methods permitted under the Act on Registered Pledges and the Register of Pledges of 6 December 1996 (as amended), in order to secure the repayment of the indebtedness arising out of or in connection with the New Finance Documents.

- 2) In the scope permitted by the peremptory provisions of law, the registered pledge (registered pledges) referred to in this resolution may be created in favor of all the creditors jointly, in favor of individual creditors, certain creditors or in favor of entities that are not creditors, but act for or on behalf the other creditors, as a pledge administrator, security agent, security trustee or in any similar capacity; and may be created as security for any indebtedness and claims for the repayment of the given financing directly, or as security for any indebtedness or claims arising from the parallel debt established in the New Finance Documents, in particular, the New Intercreditor Agreement, the establishment of which is intended to satisfy and secure the indebtedness and claims for the repayment of the financing.

## § 2

This resolution shall come into force on the date of its adoption.

*The number of shares from which valid votes have been cast: 36 761 354*

*Percentage share of those votes in the share capital: 69,76%*

*Total number of valid votes: 36 761 354*

*Number of votes cast "in favour": 34 229 461*

*Number of votes cast "against": 1 705 893*

*Number of votes "abstaining": 826 000*

*This resolution will be adopted in a open ballot.*