

RESOLUTION No. 1
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of August 29th, 2012

on the appointment of the Chairperson of the Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders of CIECH SA, acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 11 of the Regulations of the General Meeting of Shareholders of CIECH SA, resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of CIECH SA appoints Ms Agnieszka Terlikowska – Kulesza as Chairperson of the Extraordinary General Meeting of Shareholders.

§ 2

The resolution comes into effect upon adoption.

Number of shares based on which valid votes were cast: 31,567,589.
Percentage share of these shares in the share capital: 59.90%.

Total number of valid votes: 31,567,589.
For: 31,558,317.
Against: 0.
Abstained: 9,272.

The resolution has been adopted by secret ballot.

RESOLUTION No. 2
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of August 29th, 2012

on the adoption of the agenda of the Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders of CIECH SA, acting pursuant to § 25 of the Regulations of the General Meeting of Shareholders of CIECH SA, resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of CIECH SA adopts the following agenda of the Extraordinary General Meeting of Shareholders of CIECH SA:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Appointment of the Chairperson of the Extraordinary General Meeting of Shareholders.
3. Confirmation of correct convening of the Extraordinary General Meeting and its capacity to adopt resolutions.

4. Adoption of the agenda.
5. Submission of the Management Board's motion concerning the issue of secured domestic bearer bonds up to the value of PLN 500,000,000.
6. Submission of the Management Board's motion concerning the issue of secured foreign bearer bonds up to the value of EUR 300,000,000.
7. Submission of the Management Board's motion concerning an amendment to the Statute of CIECH SA.
8. Adoption of resolutions concerning the issue of secured bearer bonds:
 - a. to the maximum value of PLN 500,000,000 (domestic bonds),
 - b. to the maximum value of EUR 300,000,000 (foreign bonds).
9. Adoption of resolutions concerning an amendment to the Statute of CIECH S.A. and the authorisation of the Supervisory Board of CIECH SA to compile the consolidated text of the amended Statute of CIECH SA.
10. Closing of the Extraordinary General Meeting of Shareholders.

§ 2

The resolution comes into effect upon adoption.

*Number of shares based on which valid votes were cast: 31,567,589.
Percentage share of these shares in the share capital: 59.90%.*

Total number of valid votes: 31,567,589.

For: 31,558,317.

Against: 0.

Abstained: 9,272.

The resolution has been adopted by open ballot.

**RESOLUTION No. 3
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of August 29th, 2012**

on an issue of secured bearer bonds up to the value of PLN 500,000,000

Acting pursuant to § 18 item 10 of the Statute of CIECH SA, it is resolved as follows:

§ 1

1. The Extraordinary General Meeting of Shareholders of CIECH SA gives its consent to the issue by CIECH SA ("Company") of secured bearer bonds without the form of a document ("Bonds").
2. The total nominal value of the issue of the Bonds shall not exceed PLN 500,000,000 (in words: five hundred million zloty).
3. Bonds will be issued only on the domestic market. Bonds will be registered in the securities depository kept by the National Depository for Securities. The terms and conditions of the issue of Bonds of individual series may but do not have to provide for the option of admitting and introducing Bonds to trading in the alternative trading system.
4. The Extraordinary General Meeting of Shareholders of CIECH SA authorises the Management Board of the Company to determine, prior to beginning the process of issuing and subscribing for Bonds, other terms and conditions of the issue (not included in this Resolution) and to allocate the Bonds, in particular to:

- a) determine the method of dividing the issue of the Bonds into series and the maximum number of the Bonds in a relevant series, the nominal value of one Bond, the issue price, the objectives of the issue, the yield rate, the dates and rules of paying the yield on the Bonds, the redemption dates of individual series falling not later than 5 years from the date of the issue, however, not later than on December 31st, 2017, other redemption rules and thresholds that must be met for the Bonds to be issued, in particular to determine in detail the terms and conditions of the issue of the Bonds for this purpose, and also to allocate the Bonds;
 - b) specify in the terms and conditions of the issue of the Bonds the possibility of an early buyout of the Bonds as well as cases in which the Company will be obliged or entitled to an early buyout of the Bonds, and to determine cash payments related to an early buyout of the Bonds or the method of the calculation thereof; as well as
 - c) determine the method of proposing by the Company to acquire the Bonds in accordance with Article 9 of the Act on Bonds.
5. The Extraordinary General Meeting of Shareholders of the Company authorises the Management Board of the Company to conclude agreements to ensure a successful issue of the Bonds, both free of charge and against payment, including an agreement or agreements for a service or investment underwriting.
 6. The Extraordinary General Meeting of Shareholders of the Company authorises the Management Board of the Company to conclude appropriate agreements or documents of Bonds security, in particular, if necessary, a representation/representations on establishing a mortgage/mortgages and a registered pledge/pledges on a set of movables or rights of the Company constituting an organised part of the enterprise of the Company.
 7. Depending on the method of proposing to acquire the Bonds determined by the Company's Management Board, the date of issuing the Bonds shall be defined as the date of registering the Bonds in the depository or the date of registering the Bonds in securities accounts of the Bond holders after they have been fully paid up.
 8. Bonds shall be redeemed by way of a payment on the redemption date determined in the terms and conditions of the issue of an amount equivalent to the nominal value of the Bonds augmented by the yield due.
 9. If the Company's Management Board decides to dematerialise the Bonds in accordance with the provisions of the Act of July 29th, 2005 on Trading in Financial Instruments, the Extraordinary General Meeting of Shareholders of the Company gives its consent to dematerialise the Bonds, and it obliges and authorises the Company's Management Board to take all necessary action to dematerialise the Bonds, including in particular to conclude with the National Depository for Securities an agreement for the registration of the Bonds in the securities depository, as well as any necessary action to admit and introduce the Bonds to trading in the alternative trading system.

§2

The Extraordinary General Meeting of Shareholders of the Company hereby confirms that:

- 1) signing the documents referred to in § 1 hereinabove, and
- 2) performing the obligations resulting from the documents referred to in § 1 hereinabove is in the best interests of the Company.

§ 3

The resolution comes into effect upon adoption.

Number of shares based on which valid votes were cast: 31,567,589.

Percentage share of these shares in the share capital: 59.90%.

Total number of valid votes: 31,567,589.

For: 31,558,317.

Against: 0.

Abstained: 9,272.

The resolution has been adopted by open ballot.

**RESOLUTION No. 4
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of August 29th, 2012**

on an issue of secured bearer bonds up to the value of EUR 300,000,000

Acting pursuant to § 18 item 10 of the Statute of CIECH SA, it is resolved as follows:

§ 1

1. The Extraordinary General Meeting of Shareholders of CIECH SA gives its consent to the issue by CIECH SA ("Company") of secured bearer bonds without the form of a document ("Bonds").
2. The total nominal value of the issue of the Bonds shall not exceed EUR 300,000,000 (in words: three hundred million euro).
3. Bonds will be issued only on the foreign market.
4. Bonds may also be issued by a subsidiary of the Company.
5. The Extraordinary General Meeting of Shareholders of CIECH SA authorises the Management Board of the Company to determine, prior to beginning the process of issuing and subscribing for Bonds, other terms and conditions of the issue (not included in this Resolution) and to allocate the Bonds, in particular to:
 - a) determine the method of dividing the issue of the Bonds into series and the maximum number of the Bonds in a relevant series, the nominal value of one Bond, the issue price, the objectives of the issue, the yield rate, the dates and rules of paying the yield on the Bonds, the redemption dates of individual series falling not later than 7 years from the date of the issue, however, not later than on December 31st, 2020, other redemption rules and thresholds that must be met for the Bonds to be issued, in particular to determine in detail the terms and conditions of the issue of the Bonds for this purpose, and also to allocate the Bonds, as well as;
 - b) specify in the terms and conditions of the issue of the Bonds the possibility of an early buyout of the Bonds as well as cases in which the Company will be obliged or entitled to an early buyout of the Bonds, and to determine cash payments related to an early buyout of the Bonds or the method of the calculation thereof.
6. The Extraordinary General Meeting of Shareholders of the Company authorises the Management Board of the Company to conclude agreements to ensure a successful issue of the Bonds, both free of charge and against payment, including an agreement or agreements for a service or investment underwriting.
7. The Extraordinary General Meeting of Shareholders of the Company authorises the Management Board of the Company to conclude appropriate agreements or documents of Bonds security, in particular, if necessary, a representation/representations on establishing

a mortgage/mortgages and a registered pledge/pledges on a set of movables or rights of the Company constituting an organised part of the enterprise of the Company or a guarantee/surety granted by the Company to the Company's subsidiary directly issuing the Bonds.

8. The Extraordinary General Meeting of Shareholders of the Company authorises the Management Board of the Company to conclude appropriate agreements or documents related to the provision to the Company of funds raised by the Company's subsidiary issuing the Bonds on account of the issue of the Bonds (a borrowing agreement or other). Funds may also be provided by way of bonds issued by the Company and taken up by the Company's subsidiary issuing the Bonds.

§2

The Extraordinary General Meeting of Shareholders of the Company hereby confirms that:

- 3) signing the documents referred to in § 1 hereinabove, and
4) performing the obligations resulting from the documents referred to in § 1 hereinabove is in the best interests of the Company.

§ 3

The resolution comes into effect upon adoption.

Number of shares based on which valid votes were cast: 31,567,589.

Percentage share of these shares in the share capital: 59.90%.

Total number of valid votes: 31,567,589.

For: 31,558,317.

Against: 0.

Abstained: 9,272.

The resolution has been adopted by open ballot.

**RESOLUTION No. 5
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of August 29th, 2012**

on amending the Statute of CIECH SA

The Extraordinary General Meeting of Shareholders of CIECH SA, acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 18 item 4 of the Statute of CIECH SA, resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of CIECH SA amends the Statute of CIECH SA as follows:

§ 6 section 1 of the Statute of CIECH S.A.

in the current wording:

"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 other particular 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 goods (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 intermediate 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),*
- 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)."*

is amended as follows:

"The Company's business is:

- 1) *trade of electricity (PKD 35.14.Z),*
- 2) *trade of gas through mains (PKD 35.23.Z),*
- 3) *steam 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 other particular 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 goods (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 intermediate products (PKD 46.76.Z),*
- 11) *non-specialised wholesale trade (PKD 46.90.Z),*
- 12) *warehousing and storage of other goods (PKD 52.10.B),*
- 13) *cargo handling in seaports (PKD 52.24.A),*
- 14) *cargo handling in inland ports (PKD 52.24.B),*
- 15) *handling of goods at other reloading stations (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) *computer facilities management activities (PKD 62.03.Z),*
- 23) *other information technology and computer service activities (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 agencies (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)."*

§ 2

The Resolution comes into effect upon adoption with legal effects as of the day of entering the amendments to the Statute to the Register of Companies of the National Court Register.

Statement of reasons

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 SA ("parent company") and, as a result, optimisation of the operating expenses of the entire Group in this scope.

Number of shares based on which valid votes were cast: 31,567,589.

Percentage share of these shares in the share capital: 59.90%.

Total number of valid votes: 31,567,589.

For: 31,558,317.

Against: 0.

Abstained: 9,272.

The resolution has been adopted by open ballot.

RESOLUTION No. 6 OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA of August 29th, 2012

on authorising the Supervisory Board of CIECH SA to compile the consolidated text of the Statute of CIECH SA

The Extraordinary General Meeting of Shareholders of CIECH SA, acting pursuant to Article 430 § 5 of the Commercial Companies Code, resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of CIECH SA authorises the Supervisory Board of CIECH SA to compile the consolidated text of the Statute of CIECH SA including the amendments introduced to the Statute of CIECH SA at this Extraordinary General Meeting of Shareholders.

§ 2

The Resolution shall come into full force and effect on the date of its adoption.

Number of shares based on which valid votes were cast: 31,567,589.

Percentage share of these shares in the share capital: 59.90%.

Total number of valid votes: 31,567,589.

For: 31,558,317.

Against: 0.

Abstained: 9,272.

The resolution has been adopted by open ballot.
