

**NOTICE OF CONVENING  
AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SPÓŁKA AKCYJNA**

The Management Board of CIECH Spółka Akcyjna with its registered office in Warsaw ("CIECH SA", or "Company") entered into the Register of Companies by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register (KRS) under KRS number 0000011687, Tax Identification Number (NIP) 118-00-19-377, share capital of PLN 263,500,965.00 (fully paid-up), acting pursuant to Articles 398 and 399 § 1 as well as Article 402<sup>1</sup>, Article 402<sup>2</sup> of the Commercial Companies Code ("CCC") and § 17 section 3 item 1 and section 5 of the Statute of CIECH SA, hereby convenes

**AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA**

**The Meeting shall be convened on November 19th, 2012  
at 10:00am  
in Warsaw, ul. Puławska 182, in room no. 1.08 on the first floor**

**("General Meeting of Shareholders" or "Extraordinary General Meeting of of Shareholders")**

**Agenda of the General Meeting of Shareholders:**

- 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. Presentation of significant elements of the contents of division plans for: Inowrocławskie Zakłady Chemiczne Soda Mątwy Spółka Akcyjna with its registered office in Warsaw ("Soda Mątwy") and Janikowskie Zakłady Sodowe Janikosoda Spółka Akcyjna with its registered office in Warsaw ("Janikosoda"), the Company's management reports justifying the division of Soda Mątwy and Janikosoda, the expert opinion and any significant changes in assets and liabilities which occurred between the date of preparing the spin-off plans for Soda Mątwy and Janikosoda and the date of adoption a resolution on the division of Soda Mątwy and Janikosoda.**
- 6. Adoption of a resolution on the division of Soda Mątwy and Janikosoda, amending the Statute of Ciech, increasing the share capital of Ciech and authorising the Supervisory Board of Ciech to compile a consolidated text of the amended Statute.**
- 7. Submission of a motion concerning establishment of a registered pledge or pledges on a set of movable assets and property rights of Ciech SA.**
- 8. Adoption of a resolution as to the consent to establishment of a registered pledge or pledges on a set of movable assets and property rights of Ciech SA.**
- 9. Closing of the Extraordinary General Meeting of Shareholders.**

The Management Board of CIECH SA publishes **amendments to the Statute of the Company** drawn up in connection with the planned division of Soda Mątwy and Janikosoda:

▪ **Previous wording of § 7 section 1 of the Statute of CIECH SA:**

"The share capital of the Company amounts to PLN 263,500,965 (in words: two hundred sixty-three million, five hundred thousand, nine hundred and sixty-five) and is divided into 52,699,909 (fifty-two million, six hundred ninety-nine thousand, nine hundred and nine) shares of a nominal value of PLN 5 (five) each, including:

- 20,816 (in words: twenty thousand, eight hundred and sixteen) A series ordinary bearer shares,



- 19,775,200 (in words: nineteen million, seven hundred seventy-five thousand, two hundred) B series ordinary bearer shares,
- 8,203,984 (in words: eight million, two hundred three thousand, nine hundred and eighty-four) C series ordinary bearer shares,
- 23,000,000 (in words: twenty-three million) D series ordinary bearer shares,
- 1,699,909 (in words: one million, six hundred ninety-nine thousand, nine hundred and nine) E series ordinary bearer shares."

▪ **Proposed wording of § 7 section 1 of the Statute of CIECH SA:**

"The share capital of the Company amounts to PLN 263,500,975 (in words: two hundred sixty-three million, five hundred thousand, nine hundred and seventy-five) and is divided into 52,699,911 (fifty-two million, six hundred ninety-nine thousand, nine hundred and eleven) shares of a nominal value of PLN 5 (five) each, including:

- 20,816 (in words: twenty thousand, eight hundred and sixteen) A series ordinary bearer shares,
- 19,775,200 (in words: nineteen million, seven hundred seventy-five thousand, two hundred) B series ordinary bearer shares,
- 8,203,984 (in words: eight million, two hundred three thousand, nine hundred and eighty-four) C series ordinary bearer shares,
- 23,000,000 (in words: twenty-three million) D series ordinary bearer shares,
- 1,699,909 (in words: one million, six hundred ninety-nine thousand, nine hundred and nine) E series ordinary bearer shares,
- 2 (in words: two) F series ordinary registered shares."

**Statement of reasons:**

In connection with the planned division of Soda Mątwy and Janikosoda (subsidiaries of CIECH SA), the share capital of CIECH SA will be increased by PLN 10 (in words: ten) by creating 2 ordinary registered shares series F. As a consequence § 7 section 1 of the Statute of CIECH SA shall be amended in the scope specified above.

**The right to attend the General Meeting of Shareholders**

1. Pursuant to Article 406<sup>1</sup> § 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 November 3rd, 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 November 5th, 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 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 9:00am and 3:00pm. 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 may be sent in an electronic form to the Company's e-mail address: [wza@ciech.com](mailto:wza@ciech.com).

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

1. A shareholder may 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. The representative may grant further powers of attorney if the relevant power of attorney permits it. The representative may represent more than one shareholder and cast different votes from the shares of different shareholders they represent. A shareholder holding shares stored on more than one securities account may appoint separate representatives for exercising rights connected with shares stored on every such account.
4. The power of attorney to attend the General Meeting and exercise the right to vote should be granted in writing or electronically.
5. Granting a power of attorney in the electronic form shall not require using a safe electronic signature verified by means of a valid qualified certificate.
6. A notification of having granted a power of attorney in an electronic form shall be sent to the Company via means of electronic communication.
7. A notification of having granted a power of attorney in an electronic form shall be sent one day prior to the General Meeting at the latest.
8. The Company, 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, within the system of verifying the validity of powers of attorney granted in an electronic form and identifying the shareholder, may also undertake other measures proportionate to the objective. The Company attaches powers of attorney obtained this way and printed to the minutes of the General Meeting.
9. The above provisions apply to revoking a power of attorney as appropriate.

### **The rights of shareholders**

1. The shareholder or shareholders of the Company representing at least one twentieth of the share capital have the right to demand that specific items be included in the agenda of the General Meeting of CIECH SA. This demand, 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 SA not later than 21 days prior to the agreed date of the meeting, i.e. by October 29th, 2012. This demand may be submitted in an electronic form to the Company's e-mail address: [wza@ciech.com](mailto: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 SA, 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 may be submitted in an electronic form to the Company's e-mail address: [wza@ciech.com](mailto: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. Demands to include particular items in the agenda and notices of draft resolutions should be signed by the shareholder or persons acting on their behalf in accordance with the rules of representation set out in relevant registers or records. To make it easier for the Company to verify the validity of such demand and notices, it is recommended to send, together with the demand 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) at whom the Company may verify any such demands or notices. If the above demands or notices are signed by representatives, the relevant power of attorney granted shall be attached as well.

4. Verifying the validity of submitting the demands and notices defined in Sections 1 and 2 in an electronic form and announcing the convening of the General Meeting, the Company may demand presentation of the documents listed in section 3 and it may undertake other measures to verify such demands and notices, however, proportionally to the objective which they are to serve.
5. Moreover, each Shareholder may submit drafts of resolutions on matters included in the agenda.
6. The demands or notices referred to in Sections 1, 2 and 5 should be made in the Polish language.

#### **Final provisions**

1. Information about the General Meeting, documentation that is 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](http://www.ciech.com)
2. The Statute of CIECH SA 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. Demands and notices connected with the General Meeting submitted in an electronic form should be sent to the e-mail address: [wza@ciech.com](mailto:wza@ciech.com), and in writing to the Company's address: CIECH SA Management Board Department, ul. Puławska 182, 02-670 Warsaw.
4. Provisions of the Commercial Companies Code, the Statute of the Company as well as the Regulations of the General Meeting of the Company apply to all matters not regulated herein.

