

**RESOLUTION No. 1
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of November 19th, 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/Mr 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: Percentage share of these shares in the share capital:%

Total number of valid votes:

For:

Against:

Abstained:

The resolution shall be adopted by secret ballot.

**RESOLUTION No. 2
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of November 19th, 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 Meeting of Shareholders of CIECH SA adopts the following agenda:

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.

§ 2

The resolution comes into effect upon adoption.

Number of shares based on which valid votes were cast: Percentage share of these shares in the share capital:%

Total number of valid votes:

For:

Against:

Abstained:

The resolution shall be adopted by open ballot.

***Ad. item 6 of the agenda
DRAFT***

RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA of November 19th, 2012

on: the division of Inowrocławskie Zakłady Chemiczne Soda Mątwy Spółka Akcyjna with its registered office in Warsaw and Janikowskie Zakłady Sodowe Janikosoda Spółka Akcyjna with its registered office in Warsaw

§ 1

Acting pursuant to Article 529 § 1 item 4 of the Commercial Companies Code ("CCC") in relation to Article 541 § 1 of the CCC, the Extraordinary General Meeting of Shareholders of "Ciech" SA hereby resolves to:

- a) divide the company **Inowrocławskie Zakłady Chemiczne Soda Mątwy Spółka Akcyjna** with its registered office in Warsaw (02-670), at ul. Puławska 182, entered into the Register of Companies maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register (KRS) under KRS number 0000022064 ("**Soda Mątwy**"), by transferring to "Ciech" SA a part of the assets of Soda Mątwy in the form of an organised part of the enterprise under the business name *Inowrocławskie Zakłady Chemiczne SODA MĄTWY Spółka Akcyjna Oddział w Inowrocławiu* [Inowrocław Branch], spun off by way of Resolution of the Management Board of Soda Mątwy no. 01/VIII/2012 of June 1st, 2012 ("**Soda Branch of Soda Mątwy**"). Pursuant to Article 530 § 2 of the CCC the said division will take place upon an entry of an increase of the share capital of Ciech Sa to the register.

- b) divide the company **Janikowskie Zakłady Sodowe Janikosoda Spółka Akcyjna** with its registered office in Warsaw (02-670), at ul. Puławska 182, entered into the Register of Companies maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register (KRS) under KRS number 0000023517 ("**Janikosoda**"), by transferring to "Ciech" SA a part of the assets of Janikosoda in the form of an organised part of the enterprise under the business name *Janikowskie Zakłady Sodowe Janikosoda Spółka Akcyjna Oddział w Janikowie* [Janikowo Branch], spun off by way of Resolution of the Management Board of Janikosoda no. 01/VIII/2012 of June 1st, 2012 ("**Soda Branch of Janikosoda**"). Pursuant to Article 530 § 2 of the CCC the said division will take place upon an entry of an increase of the share capital of "Ciech" SA to the register.

§ 2

Acting pursuant to Article 541 § 1 and 541 § 6 of the CCC, the Extraordinary General Meeting of Shareholders of "Ciech" SA **gives its consent** to:

- a) the Soda Mątwy division plan agreed by Soda Mątwy and "Ciech" SA on August 27th, 2012, published in "Monitor Sądowy i Gospodarczy" No. 172/2012 (4037) of September 5th, 2012, submitted to the registry court competent for "Ciech" SA and Soda Mątwy on August 31st, 2012 ("**Soda Mątwy Division Plan**"), and to
- b) the Janikosoda division plan agreed by Janikosoda and "Ciech" SA on August 27th, 2012, published in "Monitor Sądowy i Gospodarczy" No. 172/2012 (4037) of September 5th, 2012, submitted to the registry court competent for "Ciech" SA and Janikosoda on August 31st, 2012 ("**Janikosoda Division Plan**").

§ 3

1. Acting pursuant to 541 § 1 and 541 § 6 of the CCC, the Extraordinary General Meeting of Shareholders of "Ciech" SA **gives its consent** to amend § 7 section 1 of the Statute of "Ciech" SA, taken into account in Annexe no. 3 to the Soda Mątwy Division Plan and in Annexe no. 3 to the Janikosoda Division Plan, and **gives** the following wording to § 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."

2. In relation to the amendment of § 7 section 1 of the Statute of "Ciech" SA, as referred to above, the Extraordinary General Meeting of Shareholders of "Ciech" SA authorises the Supervisory Board of "Ciech" SA to compile the consolidated text of the amended Statute of "Ciech" SA.

§ 4

Acting pursuant to Article 541 § 1 of the CCC, the Extraordinary General Meeting of Shareholders of "Ciech" SA **gives its consent** to:

a) divide Soda Mątwy by reducing the share capital of Soda Mątwy from PLN 74,160,750.00 (in words: seventy four million, one hundred sixty thousand, seven hundred and fifty zloty) to PLN 148,321.48 (in words: one hundred forty-eight thousand, three hundred and twenty-one zloty, 48/100) by cancelling (in relation to Article 455 § 1 *in fine* of the CCC) 1 A series bearer share of Soda Mątwy number 005 299 913 held by Mr Grzegorz Margas (domiciled in Warsaw (02-495) at ul. Rumiankowa 6, ID card: ACC 231837, PESEL: 61033008870, NIP: 772-140-19-97) and reducing the nominal value of remaining Soda Mątwy shares, and in the other scope – with the use of equities of Soda Mątwy other than the share capital, i.e. in the following order by:

- reducing the supplementary capital of Soda Mątwy to an amount equivalent to 1/3 of the share capital of Soda Mątwy as of the date of increasing the share capital of "Ciech" SA in relation to the division of Soda Mątwy;
- reducing the reserve capital of Soda Mątwy

and amending the Statute of Soda Mątwy, taken into account in Annexe no. 4 to the Soda Mątwy Division Plan and covering:

- giving the following wording to § 7 section 1 of the Statute of Soda Mątwy:

"The share capital of the Company amounts to PLN 148,321.48 (in words: one hundred forty-eight thousand, three hundred and twenty-one zloty, 48/100) and is divided into 7,416,074 (in words: seven million, four hundred sixteen thousand and seventy-four) shares of a nominal value of 2 (two) groszy each, including:

- 1) 6,219,599 (six million, two hundred nineteen thousand, five hundred and ninety-nine) A series shares numbered from 000 000 001 to 005 299 912 and from 005 299 914 to 006 219 600,
- 2) 440,807 (four hundred forty thousand, eight hundred and seven) B series shares numbered from 006 219 601 to 006 660 407,
- 3) 755,668 (seven hundred fifty-five thousand, six hundred and sixty-eight) C series shares numbered from 006 660 408 to 007 416 075".

- giving the following wording to title of the Statute of Soda Mątwy:

***"Statute
of Inowrocławskie Zakłady Chemiczne SODA MĄTWY Spółka Akcyjna"***

b) divide Janikosoda by reducing the share capital of Janikosoda from PLN 44,676,080.00 (in words: forty-four million, six hundred seventy-six thousand and eighty zloty) to PLN 134,028.21 (in words: one hundred thirty-four thousand and twenty-eight zloty, 21/100) by cancelling (in relation to Article 455 § 1 *in fine* of the CCC) 1 A series bearer share of Janikosoda number 003 008 011 held by Mr Grzegorz Margas (domiciled in Warsaw (02-495) at ul. Rumiankowa 6, ID card: ACC 231837, PESEL: 61033008870, NIP: 772-140-19-97) and reducing the nominal value of remaining Janikosoda shares, and in the other scope – with the use of equities of Janikosoda other than the share capital, i.e. in the following order by:

- reducing the supplementary capital of Janikosoda to an amount equivalent to 1/3 of the share capital of Janikosoda as of the date of increasing the share capital of "Ciech" SA in relation to the division of Janikosoda;

- reducing the reserve capital of Janikosoda

and amending the Statute of Janikosoda, taken into account in Annexe no. 4 to the Janikosoda Division Plan and covering:

- giving the following wording to § 7 section 1 of the Statute of Janikosoda:

"The share capital of the Company amounts to PLN 134,028.21 (in words: one hundred thirty four thousand and twenty-eight zloty, 21/100) and is divided into 4,467,607 (in words: four million, four hundred sixty-seven thousand, six hundred and seven) shares of a nominal value of PLN 0.03 (3 groszy) each, including:

- a) 3,992,459 (in words: three million, nine hundred ninety-two thousand, four hundred and fifty-nine) A series shares numbered from 000 000 001 to 003 008 010 and from 003 008 012 to 003 992 460,
- b) 109,650 (in words: one hundred nine thousand, six hundred and fifty) B series shares numbered from 003 992 461 to 004 102 110,
- c) 365,498 (in words: three hundred sixty-five thousand, four hundred and ninety-eight) C series shares numbered from 004 102 111 to 004 467 608."

- giving the following wording to title of the Statute of Janikosoda:

"STATUTES
of Janikowskie Zakłady Sodowe JANIKOSODA Spółka Akcyjna"

§ 5

1. The Extraordinary General Meeting of Shareholders of "Ciech" SA resolves that in connection with the division of Soda Mątwy and the division of Janikosoda by transferring to "Ciech" SA an organised part of the enterprise – the Soda Branch of Soda Mątwy and an organised part of the enterprise – the Soda Branch of Janikosoda, the share capital of "Ciech" SA is increased from PLN 263,500,965.00 (in words: two hundred sixty-three million, five hundred thousand, nine hundred and sixty-five zloty) by:

- i. **PLN 5.00** (in words: five zloty) – in connection with the transfer to "Ciech" SA of the Soda Branch of Soda Mątwy, and
- ii. **PLN 5.00** (in words: five zloty) – in connection with the transfer to "Ciech" SA of the Soda Branch of Janikosoda,

i.e. by the total amount of **PLN 10.00** (in words: ten zloty) to PLN 263,500,975.00 (in words: two hundred sixty-three million, five hundred thousand, nine hundred and seventy-five zloty) by way of an issue of a total of 2 (in words: two) F series ordinary registered shares, of which:

- i. 1 (in words: one) share will be held by Mr Grzegorz Margas – a shareholder of Soda Mątwy, in return for 1 A series bearer share of Soda Mątwy number 005 299 913;
 - iii. 1 (in words: one) share will be held by Mr Grzegorz Margas – a shareholder of Janikosoda, in return for 1 A series bearer share of Janikosoda number 003 008 011.
2. „Ciech” SA holding:
 - a) 6,219,599 A series shares, 440,807 B series shares and 755,668 C series shares in the share capital of Soda Mątwy,
 - b) 3,992,459 A series shares, 109,650 B series shares and 365,498 C series shares in the share capital of Janikosoda

- will not receive shares in the increased share capital of "Ciech" SA in connection with the division of Soda Mątwy and Janikosoda.
3. To equalise the rights under shares in the share capital of "Ciech" SA issued prior to determining the Soda Mątwy Division Plan and the Janikosoda Division Plan with the rights under newly created F series ordinary registered shares of "Ciech" SA allocated to Mr Grzegorz Margas in accordance with section 1, the above-mentioned newly created shares of "Ciech" SA entitle to a share in the profit of "Ciech" SA from the financial year 2012, i.e. from January 1st, 2012.
 4. Neither the minority shareholder of Soda Mątwy and Janikosoda, Mr Grzegorz Margas, nor "Ciech" SA are granted any rights referred to in Article 534 § 1 item 5 of the CCC.
 5. In connection with the division of Soda Mątwy and Janikosoda, no benefits are anticipated for the members of the bodies of "Ciech" SA, Soda Mątwy or Janikosoda, or other persons participating in the division of Soda Mątwy or Janikosoda.

Number of shares based on which valid votes were cast: Percentage share of these shares in the share capital:%

Total number of valid votes:

For:

Against:

Abstained:

The resolution shall be adopted by open ballot.

*Ad. item 8 of the agenda
DRAFT*

**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of November 19th, 2012
on giving a consent to establish a registered pledge on a set of movable assets and
property rights by CIECH SA**

Acting pursuant to Article 393 item 3 of the Commercial Companies Code and § 18 item 6 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 establish a pledge or pledges by CIECH SA ("**Company**") on a set of movable assets and property rights constituting an organised part of the enterprise of the Company in order to secure the performance of the Company's obligations towards its creditors in relation to:

- (a) the intention of the Company to conclude a revolving loan agreement to the anticipated amount of PLN 100,000,000.00 (and a revolving loan agreement that will replace the former agreement after the loan granted under it has been finally repaid);
- (b) the intention of the Company to issue secured bearer bonds to the maximum amount of PLN 500,000,000.00;
- (c) the intention of a subsidiary of the Company to issue secured bearer bonds to the maximum amount of EUR 300,000,000.00;

as well as to satisfy the pledgee in any possible manner as stipulated in the pledge agreement or in the Act of December 6th, 1996 on the Registered Pledge and the Register of Pledges, including to take over ownership or dispose of the object pledged or to lease the enterprise of the Company, in accordance with the provisions of the pledge agreement or the Act of December 6th, 1996 on the Registered Pledge and the Register of Pledges.

2. The Extraordinary General Meeting of Shareholders of CIECH SA authorises the Management Board of CIECH SA to conclude an appropriate pledge agreement or agreements regarding the above pledges.

§ 2

The Resolution comes into effect upon adoption.

Number of shares based on which valid votes were cast: Percentage share of these shares in the share capital:%

Total number of valid votes:

For:

Against:

Abstained:

The resolution shall be adopted by open ballot.
