

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 Code of Commercial Companies 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 Anna Kowalik 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: 25,212,927 shares. Percentage share of these shares in the share capital: 47.84%.

Total number of valid votes: 25,212,927.

For: 25,186,691.

Against: 0.

Abstained: 26,236.

The resolution has been adopted by secret ballot.

The representative of the Shareholder, the State Treasury, proposed an amendment to the agenda so that the matters specified in items 7 and 8 of the agenda would be discussed before items 5 and 6.

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. Submission of a motion concerning establishment of a registered pledge or pledges on a set of movable assets and property rights of Ciech SA.
6. 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.
7. 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 division plans for Soda Mątwy and Janikosoda and the date of adoption a resolution on the division of Soda Mątwy and Janikosoda.

8. 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.
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: 25,212,927 shares. Percentage share of these shares in the share capital: 47.84%.

Total number of valid votes: 25,212,927.

For: 25,111,355.

Against: 0.

Abstained: 101,572.

The resolution has been adopted by open ballot.

**RESOLUTION No. 3
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 Code of Commercial Companies 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: 25,212,927. Percentage share of these shares in the share capital: 47.84%.

Total number of valid votes: 25,212,927.

For: 23,330,085.

Against: 1,743,676.

Abstained: 139,166.

The resolution has been adopted by open ballot.

**RESOLUTION No. 4
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH SA
of November 19th, 2012
on announcing a break in the Extraordinary General Meeting of Shareholders**

The Extraordinary General Meeting of Shareholders orders a break in the Meeting **until November 27th, 2012, 10:00am**, when the meeting will be resumed in the building situated at ul. Puławska number 182 in Warsaw, Mazowieckie Province (the first floor, room number 1.08).

Number of shares based on which valid votes were cast: 25,212,927. Percentage share of these shares in the share capital: 47.84%.

Total number of valid votes: 25,212,927.

For: 23,285,935.

Against: 0.

Abstained: 1,926,992.

The resolution has been adopted by open ballot.