

Warsaw, 9<sup>th</sup> June 2014

**Board of Directors of CIECH S.A.**  
**182 Puławska St.**  
**02-670 Warsaw**

**REQUEST FOR  
AN EXTRAORDINARY GENERAL MEETING OF CIECH S.A.**

Pursuant to article 400 § 1 of the Code of Commercial Companies and § 17 section 4 of the Articles of Association of CIECH S.A., KI Chemistry s.à.r.l. with its registered office in Luxembourg (the “**Company**”), as a shareholder of CIECH S.A., requests that an Extraordinary General Meeting of CIECH S.A. be convened and held on 7<sup>th</sup> July 2014 at 12:00 o’clock.

At the same time, the Company requests that the below indicated matters be included in the agenda of the Extraordinary General Meeting of CIECH S.A., and proposes the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Validation of the manner of convening of the Extraordinary General Meeting and its ability to adopt binding resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on changes in the composition of the Board of Directors of CIECH S.A., involving dismissal and/or appointment of a member/members of the Board of Directors of CIECH S.A.
6. Adoption of resolutions on changes in the composition of the Supervisory Board of CIECH S.A., involving dismissal and/or appointment of a member/members of the Supervisory Board of CIECH S.A.
7. Adoption of a resolution on amendments to the Articles of Association of CIECH S.A.
8. Adoption of a resolution on the approval of the consolidated text of the Articles of Association of CIECH S.A.
9. Closing of the Extraordinary General Meeting.

The Company considers the inclusion of the resolutions on the change in the composition of the Board of Directors and the Supervisory Board of CIECH S.A. in the agenda of the Extraordinary General Meeting of CIECH S.A. to be appropriate and justified due to the fact of acquisition by the Company, on 9<sup>th</sup> June 2014, of 26,952,052 shares of CIECH S.A., representing 51.1% of its share capital.

As far as point 7 of the proposed agenda of the Extraordinary General Meeting of CIECH S.A. is concerned, the Company seeks to amend the Articles of Association of CIECH S.A., in accordance with the proposed amendments to the Articles of Association of CIECH S.A., appended to this request. The proposed amendments will improve, inter alia, the flexibility of corporate management of CIECH S.A.

The Company holds 26,952,052 shares of CIECH S.A. and represents 51.1 % of its share capital, as evidenced by a certificate of deposit issued on 9<sup>th</sup> June 2014 by Dom Maklerski BZ WBK S.A.,

appended to this request. Thus, the Company is duly entitled to submit this request to convene an Extraordinary General Meeting of CIECH S.A.

[illegible signature]

Łukasz Rędziniak

Authorised representative /Attorney/

Appendixes:

1. Proposed amendments to the Articles of Association of CIECH S.A.
2. Certificate of shareholding of 9<sup>th</sup> June 2014 .
3. Excerpt from the commercial register of the Company.
4. Power of attorney.

#### **Appendix to the request to convene an Extraordinary General Meeting of CIECH S.A. dated 9<sup>th</sup> June 2014**

##### **Proposed amendments to the Articles of Association of CIECH S.A.:**

###### **1. § 18, in its current wording:**

“In particular, the General Meeting shall decide on the following:

- 1) review and approval of the report of the Board of Directors on the operations of the Company, the financial statements for the previous financial year, consolidated financial statements and report on the operations of the Group in which the Company is the parent entity, if prepared by the Company, and the annual report of the Supervisory Board, as well as the acknowledgement [discharge] of the fulfilment of duties by members of the bodies of the Company;
- 2) adoption of resolutions on profit distribution or covering of loss;
- 3) approval of the Rules of Procedure of the General Meeting;
- 4) amendment of the Articles of Association of the Company;
- 5) change of the scope of business of the Company;
- 6) disposal and lease of an enterprise or its organised part, and establishing a limited property right thereupon;
- 7) appointment and dismissal of members of the Supervisory Board, and determination of remuneration of members of the Supervisory Board;
- 8) appointment and dismissal of members of the Board of Directors, including the President of the Board of Directors;
- 9) increase or reduction of the share capital;
- 10) adoption of resolutions on the issue of bonds, including convertible bonds;
- 11) merger, demerger and reorganisation of the Company;
- 12) dissolution of the Company;
- 13) approval of acquisition of its own shares by the Company for the purpose of redemption of such shares, and adoption of terms and conditions of share redemption;

14) adoption of other resolutions, as provided by law or these Articles of Association.”

**shall be given the following new wording:**

“In particular, the General Meeting shall decide on the following:

- 1) review and approval of the report of the Board of Directors on the operations of the Company, the financial statements for the previous financial year, consolidated financial statements and report on the operations of the Group in which the Company is the parent entity, if prepared by the Company, and the annual report of the Supervisory Board, as well as the acknowledgement [discharge] of the fulfilment of duties by members of the bodies of the Company;
- 2) adoption of resolutions on profit distribution or covering of loss;
- 3) approval of the Rules of Procedure of the General Meeting;
- 4) amendment of the Articles of Association of the Company;
- 5) change of the scope of business of the Company;
- 6) disposal and lease of an enterprise or its organised part, and establishing a limited property right thereupon;
- 7) appointment and dismissal of members of the Supervisory Board, and determination of remuneration of members of the Supervisory Board;
- 8) increase or reduction of the share capital;
- 9) adoption of resolutions on the issue of bonds, including convertible bonds;
- 10) merger, demerger and reorganisation of the Company;
- 11) dissolution of the Company;
- 12) approval of acquisition of its own shares by the Company for the purpose of redemption of such shares, and adoption of terms and conditions of share redemption;
- 13) adoption of other resolutions, as provided by law or these Articles of Association.”

**2. § 21 section 2, in its current wording:**

“2. In particular, the Supervisory Board shall decide on the following:

- 1) review of the report of the Board of Directors on the operations of the Company, the financial statements for the previous financial year, consolidated financial statements and report on the operations of the Group in which the Company is the parent entity, if prepared by the Company, in term of their compliance with accounting ledgers and documents, and in terms of their factual accuracy, as well as review of proposals of the Board of Directors on the distribution of profits or covering of loss, and presentation of an annual report on the results of such review to the General Meeting;
- 2) evaluation of Company operational programmes, prepared by the Board of Directors;
- 3) review and evaluation of matters to be resolved by the General Meeting;
- 4) approval of the Rules of Procedure of the Supervisory Board;
- 5) approval of the Rules of Procedure of the Board of Directors;
- 6) determination of the principles and the amount of remuneration of members of the Board of Directors, including the President of the Board of Directors;
- 7) appointment of the auditor for the purpose of auditing the financial statements of the Company and the consolidated financial statements of the Company’s Group;
- 8) consent to the disposal of a right or incurring of a liability, which - based on one or a series of connected legal acts – exceeds the equivalent of PLN 10,000,000 (in words: ten million Polish zloty), excluding:
  - a) contracts for the sale of raw materials, semi-products and products related to the objects of the Company;
  - b) any acts which require the consent of the General Meeting.”

**shall be given the following new wording:**

“2. In particular, the Supervisory Board shall decide on the following:

- 1) review of the report of the Board of Directors on the operations of the Company, the financial statements for the previous financial year, consolidated financial statements and report on the operations of the Group in which the Company is the parent entity, if prepared by the Company, in term of their compliance with accounting ledgers and documents, and in terms of their factual accuracy, as well as review of proposals of the Board of Directors on the distribution of profits or covering of loss, and presentation of an annual report on the results of such review to the General Meeting;
- 2) evaluation of Company operational programmes, prepared by the Board of Directors;
- 3) review and evaluation of matters to be resolved by the General Meeting;
- 4) approval of the Rules of Procedure of the Supervisory Board;
- 5) approval of the Rules of Procedure of the Board of Directors;
- 6) appointment and dismissal of members of the Board of Directors, including the President of the Board of Directors;
- 7) determination of the principles and the amount of remuneration of members of the Board of Directors, including the President of the Board of Directors;
- 8) appointment of the auditor for the purpose of auditing the financial statements of the Company and the consolidated financial statements of the Company’s Group;
- 9) consent to acquisition and disposal of immovable property, perpetual usufruct or interest in the immovable property;
- 10) consent to the disposal of a right or incurring of a liability in amounts exceeding 5% of the Company’s equity, excluding:
  - a) purchase and sale of raw materials, semi-products and products related to the objects of the Company;
  - b) incurring liabilities related to the core current business of the Company, in amounts not exceeding 10% of the Company’s equity;
  - c) any acts which require the consent of the General Meeting.”

**§ 23 section 1, in its current wording:**

“1. The Board of Directors shall be composed of three to five persons, including the President of the Board of Directors, each of them appointed and dismissed by the General Meeting.”

**shall be given the following new wording:**

“1. The Board of Directors shall be composed of one or more members. The Supervisory Board shall appoint the President of the Board of Directors and other members of the Board of Directors. The Supervisory Board shall determine the number of members of the Board of Directors.”