

Appendix to Resolution No.
of the Ordinary (Annual) General Meeting
of CIECH Spółka Akcyjna
of June 2017

REGULATIONS

OF THE SUPERVISORY BOARD OF CIECH SPÓŁKA AKCYJNA

adopted by means of Resolution No. 112/2017 of the Supervisory Board of CIECH S.A. of 24 May
2017

I. GENERAL PROVISIONS

§ 1

In these Regulations, the following terms shall have the meaning assigned to them below:

- a) a Member of the Supervisory Board – shall mean a Member of the Supervisory Board, including the Chairman, Vice-Chairman and Secretary,
- b) a Member of the Management Board – shall mean a Member of the Management Board of the Company, including the President of the Management Board,
- c) the Commercial Companies Code – shall mean the Act of 15 September 2000 - the Commercial Companies Code (consolidated text of 19 April 2013, Journal of Laws of 2013, item 1030, as amended),
- d) the Chairman of the Supervisory Board – shall mean the Chairman of the Supervisory Board of CIECH S.A.,
- e) the Company – shall mean CIECH Spółka Akcyjna, with a registered office in Warsaw,
- f) the Supervisory Board - shall mean the Supervisory Board of the Company,
- g) the Regulations – shall mean these Regulations,
- h) the Statute – shall be the current version of the Statute of the Company,
- i) the Management Board – shall mean the Management Board of the Company,
- j) the General Meeting – shall mean the Ordinary (Annual) or Extraordinary General Meeting of the Company,
- k) the Elected Member of the Supervisory Board - shall mean a Member of the Supervisory Board elected by means of a vote in separate groups who has been delegated to individually perform the supervisory activities, according to Art. 390 § 2 of the Commercial Companies Code, on a regular basis,
- l) the Delegated Member of the Supervisory Board - a Member of the Supervisory Board delegated by the Supervisory Board to independently perform the supervisor activities according to Art. 390 § 1 of the Commercial Companies Code,
- m) the Committee - shall mean a committee appointed within the Supervisory Board according to § 19 section 1 or 2 of these Regulations.

§ 2

These Regulations set out the organization and procedure of performing its tasks by the Supervisory Board of the Company.

§ 3

1. The Supervisory Board shall exercise regular supervision of the activity of the Company in all areas of its business, according to the provisions of the Commercial Companies Code and its Statute.
2. The Supervisory Board shall exercise supervision based on the regular and exhaustive information obtained from the Management Board, regarding all the important issues concerning the activity of the Company and the risk connected with the conducted activity, as well as methods of

managing such risk.

3. The Supervisory Board shall operate on the basis of the Regulations adopted by the Supervisory Board and approved by the General Meeting.

§ 4

A Member of the Supervisory Board, in the course of serving his/her duties, shall bear in mind the interest of the Company.

§ 5

1. All Members of the Supervisory Board shall be obliged to respect the provisions of the commonly-binding law, including, in particular, the Commercial Companies Code and the Act on Combating Unfair Competition, the provisions of the Statute and these Regulations, as well as other internal acts binding in the Company which concern the activity of the Supervisory Board or a Member of the Supervisory Board.
2. Members of the Supervisory Board shall be obliged to maintain in confidentiality all information obtained in connection with the exercise of rights and fulfilment of their duties in the Supervisory Board and not to disclose the same to any third parties. The respecting of the confidentiality obligation constitutes the duty of a Member of the Supervisory Board even after the expiry of his/her mandate.
3. Members of the Supervisory Board shall be obliged to submit a confidentiality statement to the Company whose text shall be consistent with Appendix no. 1 to these Regulations.

§ 6

1. The Supervisory Board shall be composed of five to nine Members, appointed and dismissed by the General Meeting.
2. Members of the Supervisory Board shall be appointed for a joint term of three years.
3. The number of Members of the Supervisory Board of a given term shall be determined by the General Meeting by means of a resolution adopted before the commencement of the process of election of Members of the Supervisory Board.

§ 7

The mandate of a Member of the Supervisory Board shall expire at the time of closure of the General Meeting convened to approve the financial statement for the last full financial year in which the Member of the Supervisory Board has served his/her function in the Supervisory Board of the Company during the term for which he/she has been appointed.

§ 8

1. The mandate of a Member of the Supervisory Board shall also expire as a result of death, resignation or dismissal from the Supervisory Board.
2. A Member of the Supervisory Board submitting his/her resignation from his/her function should submit a relevant statement to the Company. The Member of the Supervisory Board should also notify the Chairman and Vice-Chairman of the Board of his/her resignation.
3. In the event of death, resignation or dismissal of a Member of the Supervisory Board, the Chairman of the Supervisory Board shall apply to the Management Board for convening of a General Meeting whose purpose would be to conduct a supplementary election to the Supervisory Board.

II. THE SCOPE OF TASKS OF THE SUPERVISORY BOARD

§ 9

1. The Supervisory Board shall operate in the area of matters which are specified by the commonly-binding provisions of law, including the Commercial Companies Code and the Statute.
2. The Supervisory Board shall adopt resolutions on matters specified in the commonly-binding provisions of law, including the Commercial Companies Code and the Statute of the Company.
3. The Supervisory Board shall annually prepare and submit to the General Meeting a report on the results of the evaluation of the financial statements of the Company and the proposal of the Management Board regarding the method of distribution of profits/coverage of losses, including the report on the activity of the Supervisory Board.
4. The Supervisory Board shall fulfil its duties as a collective body, but it may, by means of a resolution, delegate its Members to independently perform certain supervisory functions, according to Art. 390 § 1 of the Commercial Companies Code.
5. The Supervisory Board shall be entitled to control the scope of activity of the Company, and in particular:
 - a) to demand from the Management Board presentation of the Company's documents;
 - b) to check the Company's documents;
 - c) to demand from the Management Board and the employees of the Company presentation of statements and explanations;
 - d) inspect the assets of the Company.
6. The supervisory activities of the Supervisory Board shall be performed in the following way:
 - a) the Supervisory Board may demand from the Members of the Management Board and employees of the Company present at the meeting of the Supervisory Board oral explanations concerning the current affairs of the Company. If the submission of such explanations requires additional activities, a Member of the Management Board should present such explanations in writing within a time limit set by the Supervisory Board, provided that such time limit shall not be shorter than 14 days,

- b) the Supervisory Board may demand from Members of the Management Board and employees of the Company the submission of written explanations and reports concerning the affairs of the Company. In the demand for submission of certain explanations and reports, the Supervisory Board should set a time limit for such presentation, provided that it does not interfere with the normal activity of the Company and the duties of the persons obliged to provide explanations, and so the time limit set for the submission of such explanations should be at least 14 days. In the event of a demand for submission of written explanations and reports from the employees of the Company, the Supervisory Board shall send a copy of such demand to the Management Board,
 - c) the Supervisory Board may demand the submission of oral explanations by Members of the Management Board and employees of the Company. In the demand for submission of oral explanations, the Supervisory Board should set a time limit for such presentation, provided that it does not interfere with the normal activity of the Company and the duties of the persons obliged to provide explanations, and so the time limit set for the submission of such explanations should each time be at least 14 days. In the event of a demand for submission of oral explanations from the employees of the Company, the Supervisory Board shall send a copy of such demand to the Management Board. Oral explanations shall be submitted at the registered office of the Company or in a place of work of a given employee, if he/she works outside the registered office of the Company. At the consent of the person obliged to submit explanations, they may be submitted in another location. The Management Board may appoint another person or persons who shall be present at the time of submission of explanations by an employee of the Company. A note shall be drawn-up on the submission of oral explanations which be signed by all the people present during such submission. In the event of refusal to sign the note, this fact shall be noted in the note and a reason shall be provided for such refusal, if known.
 - d) The Supervisory Board may demand insight into the documents of the Company. The demanded documents should be provided at the place designated by the Management Board, within the premises of the Company, within 14 days of the date of submission of a relevant demand in writing; in justified cases, the Management Board may take a decision to provide the documents of the Company in another location, agreed upon with the Supervisory Board or provide the Supervisory Board with copies or print-outs of the relevant documents of the Company,
 - e) The Supervisory Board may audit the assets of the Company. During the audit, Members of the Supervisory Board shall be accompanied by at least one Member of the Management Board of the Company or another person delegated by the Management Board. The audit of the Company's assets shall take place at a time agreed upon with the Management Board of the Company. An intention of conducting the audit of the Company's assets should be notified at least days before the planned audit date.
 - f) The Management Board shall be entitled to appoint another person or persons who shall be present at the time of performance of the supervisory activities.
7. In addition to the Supervisory Board, the supervisory tasks may be performed by a Committee appointed within the Supervisory Board, according to § 19 section 1 or 2, in the event that the

Supervisory Board grants such authority to it or if this is provided for by the provisions of the commonly-binding law. The provisions of section 6 shall apply accordingly.

8. In addition to the Supervisory Board and the Committee referred to in section 7, the supervisory activities may also be performed by:
 - a) an Elected Member of the Supervisory Board,
 - b) a Delegated Member of the Supervisory Board.
9. The performance of the supervisory activities by the entities indicated in section 7 shall be governed by the provisions of § 18 and, respectively, the provisions of § 9 section 6.

§ 10

The Supervisory Board may submit motions to the General Meeting concerning all matters which fall within its scope of duties.

III. THE FUNCTIONING OF THE SUPERVISORY BOARD

§ 11

The Supervisory Board shall appoint, from among its Members, by means of a secret ballot: the Chairman of the Supervisory Board, the Vice-Chairman of the Supervisory Board and the Secretary of the Supervisory Board.

§ 12

1. The Chairman of the Supervisory Board shall be responsible for co-ordination of the tasks connected with the exercise of the supervisory function by the Supervisory Board, including:
 - a) the management of the work of the Supervisory Board;
 - c) the convening of meetings of the Supervisory Board;
 - e) the presentation to the Supervisory Board of the proposed agenda and draft resolutions;
 - f) representation of the Supervisory Board;
 - i) supervision of implementation of resolutions of the Supervisory Board.
2. The Vice-Chairman of the Supervisory Board shall fulfil the duties and exercise the rights specified in the Regulations and/or the Statute. Moreover, he/she shall act as a deputy of the Chairman of the Supervisory Board in the event that, due to objective reasons, the Chairman of the Supervisory Board may not fulfil its duties. The Chairman of the Supervisory Board may delegate individual rights or tasks of the Chairman of the Supervisory Board to the Vice-Chairman of the Supervisory Board, with the exception of the rights and tasks which fall within his/her exclusive competence under the provisions of the commonly-binding law or the Statute.
3. The Secretary of the Supervisory Board shall fulfil the duties and exercise the rights specified in the Regulations and/or the Statute.

§ 13

1. Meetings of the Supervisory Board shall be held as necessary, but at least once in a quarter of a year.
2. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board. In the event that the Chairman may not convene a meeting, the meeting shall be convened by the Vice-Chairman of the Supervisory Board.
3. The Management Board or a Member of the Supervisory Board may demand the convening of a meeting of the Supervisory Board, providing the text of the proposed agenda. In such case, the meeting of the Supervisory Board should be convened within two weeks of the date of delivery of the request to the Vice-Chairman of the Supervisory Board. In the event of failure to convene a meeting of the Supervisory Board at such time, the requesting party may convene the same independently, at the times specified in § 14 sections 1, 2 and 4.
4. Meetings of the Supervisory Board shall be opened and conducted by the Chairman of the Supervisory Board, and, in the event of his/her absence, by the Vice-Chairman of the Supervisory Board.

§ 14

1. Meetings of the Supervisory Board shall be convened by means of a written notice specifying the date and agenda of the meeting, delivered to each Member of the Supervisory Board fourteen days in advance of the planned date of the meeting. A notice of the meeting of the Supervisory Board may also be sent to the Member of the Supervisory Board by electronic mail, if he/she previously grants his/her consent for such form of notification, specifying his/her address to which such notice should be sent.
2. In the event that the on-going activity of the Company requires immediate convening of the Supervisory Board, this may be done, provided however that any resolutions adopted during such meeting shall be valid only if each of the Members of the Supervisory Board provides the Chairman of the Supervisory Board and, in the event of his/her absence, to the Vice-Chairman or Secretary of the Supervisory Board, not later than before the opening of the meeting, a written statement that he/she has been notified of the date of the meeting and of its agenda. The above statement may also be sent by fax or electronic mail to the number/electronic mail address indicated on the website of the Company.
3. A notice of the meeting of the Supervisory Board, signed by the Chairman of the Supervisory Board, should specify: the date and time of the meeting, the venue and the agenda. If all the Members of the Supervisory Board are present at the meeting, the agenda of the meeting may be amended.
4. Meeting of the Supervisory Board may be held without being formally convened if all the Members of the Supervisory Board are present and if none of the persons present raises any objections as to the fact of holding the meeting or to its agenda.
5. Members of the Supervisory Board, upon prior written notice and at the consent of the Chairman, may participate in the meeting with the use of means of remote direct communication. Such participation shall be deemed to constitute presence at a given meeting.

6. Other persons, invited by the Chairman of the Supervisory Board, may also participate in the meeting, without a right of vote, including Members of the Management Board, experts and advisers.

§ 15

1. The Supervisory Board shall adopt resolutions if its meeting is participated in by at least a half of its Members, and all the Members of the Supervisory Board have been duly notified of the meeting.
2. Resolutions of the Supervisory Board shall be adopted by means of an absolute majority of votes with the presence of at least a half of the composition of the Supervisory Board. In the event of an equal number of votes cast in favour or against a given resolution, the vote of the Chairman of the Supervisory Board shall decide. In the event that the Chairman of the Supervisory Board is absent, the vote of the Vice-Chairman of the Supervisory Board shall decide.
3. The vote at a meeting of the Supervisory Board shall be open, with the exception of the vote in the following matters:
 - a) appointment and dismissal of Members of the Management Board,
 - b) suspension of Members of the Management Board due to important reasons,
 - c) appointment and dismissal of the Chairman of the Supervisory Board, the Vice-Chairman of the Supervisory Board and the Secretary of the Supervisory Board to or from their functions.
4. At the request of a Member of the Supervisory Board present at a meeting, a secret ballot shall be held.
5. In matters not covered by the agenda of the meeting, the Supervisory Board may not adopt a resolution, unless all its Members are present and they express their consent to the adoption of such resolution.
7. Members of the Supervisory Board may take part in the adoption of resolutions of the Supervisory Board, casting their votes in writing through another Member of the Supervisory Board. The casting of a vote in writing shall not apply to matters which are placed on the agenda during the meeting of the Supervisory Board. The casting of a vote in writing may not take place with regard to election of the Chairman of the Supervisory Board, the Vice-Chairman of the Supervisory Board, the Secretary of the Supervisory Board and with regard to appointment, dismissal and suspension of a Member of the Management Board in his/her duties.

§ 16

1. The Supervisory Board may adopt resolutions without holding a meeting, by means of a vote in writing or with the use of the means of remote direct communication. Such resolution shall be valid if all the Members of the Supervisory Board have been notified of the text of the draft resolution and at least a half of the Members of the Supervisory Board take part in the vote.
2. The Chairman of the Supervisory Board and, in the event of his absence, the Vice-Chairman of the Supervisory Board, may order a vote in the manner specified in section 1, by way of an invitation to cast a vote in a matter of adoption of a given resolution.

3. The invitation should be sent via electronic mail to the addresses indicated by Members of the Supervisory Board. The invitation may also be sent in writing.
4. A draft resolution should be attached to the invitation or provided to Members of the Supervisory Board via electronic mail to the addresses indicated by Members of the Supervisory Board at least 2 days before the opening of the vote.
5. The Chairman of the Supervisory Board may set the final deadline for the vote. The date of adoption of the resolution or rejection of its draft shall be deemed to be the date of the lapse of the deadline for the vote or, in the event of casting the votes by all Members of the Supervisory Board before the lapse of the said deadline, on the date of casting the last vote.
6. In the event of a vote in writing, the Members of the Supervisory Board shall sign the received draft of the resolution with an indication of their voting: "in favour", "against" or "abstaining" and return the same to the Chairman of the Supervisory Board.
7. In the event of a vote held with the use of the means of remote direct communication, the Members of the Supervisory Board shall cast their votes via telephone number or electronic mail address indicated in the invitation to cast their votes. A Member of the Supervisory Board casting his/her vote via electronic mail should clearly indicate his/her vote by marking: "in favour", "against" or "abstaining". A Member of the Supervisory Board casting his/her vote via telephone informs other Members whether he/she is casting a vote "in favour", "against" or whether he/she is "abstaining" and shall confirm the vote cast in the aforementioned manner in writing or via electronic mail as soon as possible. If all the Members of the Supervisory Board may communicate with the use of the means of remote direct communication, the draft resolution may be amended before the vote on such resolution is held.
8. Following the procedure specified in § 16, the Supervisory Board may not adopt resolutions concerning the election of the Chairman of the Supervisory Board, the Vice-Chairman of the Supervisory Board, the Secretary of the Supervisory Board and with regard to appointment, dismissal and suspension of a Member of the Management Board in his/her duties.

§ 17

1. Minutes shall be drawn-up on each meeting of the Supervisory Board.
2. The minutes should briefly and to-the-point reflect the session, specifying the date and agenda of the meeting, first and last names of all the Members of the Supervisory Board and other invited persons present at the meeting, text of resolutions, results of the vote and any objections, if raised by Members of the Supervisory Board present at the meeting.
3. The minutes on the meeting shall be signed by all the Members of the Board present at the meeting. Members of the Supervisory Board absent during the meeting acknowledge and accept, during the next meeting, the adopted resolutions, confirming this fact by placement of their signatures on the minutes during the next meeting. In the event of refusal to sign the minutes, this fact shall be noted in the minutes and a reason shall be provided for such refusal, if known.

4. The adoption of the minutes should take place not later than during the next meeting of the Supervisory Board.
5. Each Member of the Board may, by the time of holding the next meeting of the Supervisory Board, demand the correction or supplementation of the minutes. In the event that such demand is not granted, the justification thereof shall be determined by the Chairman.
6. The Secretary of the Supervisory Board, in co-operation with the Team of Legal Counsels of the Company, shall keep a book of minutes and the book of resolutions of the Supervisory Board. The book of minutes, including any attachments thereto, shall be kept at the office of the Company.

§ 18

1. Prior to the commencement of performance of individual supervisory activities, the Elected Member of the Supervisory Board or the Delegated Member of the Supervisory Board shall be obliged to submit a confidentiality statement of a Member of the Supervisory Board performing individual supervisory activities, whose text shall correspond to Appendix no. 2 to these Regulations.
2. The performance of individual supervisory activities by the Elected Member of the Supervisory Board or the Delegated Member of the Supervisory Board shall be governed, respectively, by the provisions of § 9 section 6, unless the provisions of § 18 stipulate otherwise.
3. The Elected Member of the Supervisory Board or the Delegated Member of the Supervisory Board shall be obliged to maintain in confidentiality the information obtained in connection with the performance of his/her individual supervisory activities, and also he/she shall be obliged to:
 - a. justify in detail the demands for submission of certain documents of the Company or disclosure of certain information of the Company,
 - b. prepare and immediately (within 1 week of the date of reviewing the information) provide the Supervisory Board with a report on the performed supervisory activities, with an indication of the way of using the disclosed information and documents of the Company,
 - c. perform the individual supervisory activities only at the locations indicated by the Management Board of the Company, in the registered office of the Company, at the times indicated by the Management Board and in the presence of at least one Member of the Management Board or a person designated by the Management Board of the Company,
 - d. not to copy any documents of the Company disclosed to him/her and not to take any such documents outside the office of the Company.
4. The Elected Member of the Supervisory Board or the Delegated Member of the Supervisory Board may not, without the consent of the Supervisory Board get involved in any competitive interests and participate in any competitive companies as a partner of a civil-law company, a partnership or as a member of authorities of a capital company, or to participate in any other competitive legal

entity as a member of its authorities. The above prohibition shall also cover participation in a capital company in the event that the Elected Member of the Supervisory Board or the Delegated Member of the Supervisory Board holds at least 10% of the shares or stock of such company or holds a right to appoint at least one member of the management board of such company.

5. In the event of a justified suspicion of a breach by the Elected Member of the Supervisory Board or the Delegated Member of the Supervisory Board of the provisions of section 4 or the confidentiality provisions, the Company shall be entitled to refuse to provide the Elected Member of the Supervisory Board or the Delegated Member of the Supervisory Board with information or documents of the Company. In such case, the Management Board shall, within 3 days, notify the Supervisory Board of such situation, indicating the reasons of its refusal to provide information or documents of the Company. The Supervisory Board shall be entitled to demand the disclosure of such information or documents under § 9 section 6.

§ 19

1. The Audit Committee and the Committee for Remuneration of the Supervisory Board shall operate within the structures of the Supervisory Board. The Audit Committee and the Committee for Remuneration of the Supervisory Board shall operate based on the regulations adopted by the Supervisory Board.
2. The Supervisory Board may appoint, from among its Members, other standing or *ad hoc* committees. In its resolution on the appointment of a committee, the Supervisory Board shall specify the term of such committee, the scope of its tasks, as well as the method of its operation.
3. The Supervisory Board shall be entitled to appoint commissions to perform certain functions, specialised teams of experts from among people other than the Members of the Supervisory Board.

IV. FINAL PROVISIONS

§ 20

1. The Company shall be obliged to provide the Supervisory Board with conference rooms to hold its meetings, technical equipment and other assistance which may be necessary in order to hold the meetings of the Supervisory Board. The Company shall not be obliged to provide regular premises for the Delegated Member of the Supervisory Board.
2. The Company shall cover the costs of operation of the Supervisory Board.

§ 21

1. In all matters not governed by these Regulations, the provisions of the Statute and the provisions of the Commercial Companies Code shall apply.
2. In the event of a conflict between the provisions of these Regulations and the provisions of the Statute, the provisions of the Statute shall prevail. In the event of any amendments to the provisions of the Statute concerning the functioning of the Supervisory Board, instead of the same provisions of these Regulations, the amended provisions of the Statute shall apply, starting on their effective date.

§ 22

These Regulations shall come into force on the date of their approval by the General Meeting of CIECH S.A.

Statement

1. I hereby certify that I am aware of the obligation and I undertake to maintain in confidentiality and not to disclose to any third parties any information which I have obtained or will obtain in connection with the serving of the function of a Member of the Supervisory Board of CIECH SA, unless the information is publicly disclosed by CIECH SA according to the binding provisions of law.
2. The above shall apply to, in particular:
 - information which has not been made public according to the provisions concerning information obligations imposed on public companies listed at the Warsaw Stock Exchange or the Frankfurt Stock Exchange,
 - information provided to Members of the Supervisory Board of CIECH SA by the Management Board of CIECH SA in order to hold meetings of the Supervisory Board of CIECH SA,
 - minutes on meetings of the Supervisory Board and issues discussed during meetings of the Supervisory Board of CIECH SA, as well as decisions and resolutions of the Supervisory Board, unless, according to the relevant provisions of law, it is publicly disclosed by CIECH SA;
 - information constituting a business secret of CIECH SA, according to the provisions of the Act on Combating Unfair Competition, i.e. technical, technological, organizational information of the undertaking or other information (including financial information) which is not publicly disclosed and which has an economic value.
3. Moreover, I declare that I am aware that disclosure of the aforementioned information may entail damages to CIECH SA and my personal liability (both civil and penal) according to the relevant provisions of law, in particular the provisions of: the Civil Code, the Commercial Companies Code, the Act on Combating Unfair Competition, the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.
4. This undertaking shall remain in force during the term of my function of a Member of the Supervisory Board of CIECH SA and for a period of 10 years from the end of that term.

_____, date _____

Member of the Supervisory Board

CONFIDENTIALITY STATEMENT

of a Member of the Supervisory Board performing individual supervisory activities (hereinafter: “**the Member of SB**”)

I, the undersigned, _____, in connection with:

- election to the Supervisory Board of CIECH SA by means of a vote in separate groups and delegation to individually perform the supervisory activities, according to Art. 390 § 2 of the Commercial Companies Code*, on a regular basis,
- delegation by the Supervisory Board independently perform the supervisor activities according to Art. 390 § 1 of the Commercial Companies Code*,

** - cross-off as necessary*

as a Member of SB, declare as follows:

§ 1

Due to a possibility of obtainment by the Member of SB of access to information constituting a business secret of CIECH SA in connection with the performance of individual supervisory activities, the Member of SB hereby undertakes to maintain in confidentiality any information and knowledge, whether received orally, in writing or otherwise (hereinafter referred to as “the Business Secret”), concerning CIECH S.A. (hereinafter: “the Company” or “CIECH”) or entities belonging to its capital group, as defined by the Act of 16 February 2007 on Protection of Competition and Consumers (Journal of Laws of 2007, No. 50, item 331, as amended) (“the CIECH Group”) and the activity conducted by CIECH or the companies of the CIECH Group, which has been received or acquired or which has come to his/her knowledge as a result of performance of such individual supervisory activities. This obligation to maintain confidentiality and secrecy shall also apply to any information and knowledge regarding the companies or persons who are contractors of CIECH and/or the companies of the CIECH Group.

§ 2

A Business Secret shall be deemed to be any information concerning CIECH and the CIECH Group, its activity which is not publicly known and which has been or will be received by the Member of SB in connection with the performance of individual supervisory activities.

§ 3

1. The Member of SB undertakes, in particular, to protect the Business Secret against access of unauthorized persons and he/she undertakes not to disclose the Business Secret, in particular any received documents and data (whether in whole or in part) to any third parties.
2. The Member of SB shall endeavour to prevent any unauthorized use, disclosure or publication of any Business Secret. Moreover, the Member of SB shall be obliged to use the Business Secret of CIECH only for the purposes connected with the performance of individual supervisory activities.
3. The Member of SB undertakes not to make any copies of any documents, memoranda, correspondence and computer discs, CD-ROMs, memory cards, video tapes or other media (for avoidance of any doubt - also in an electronic form) and not to take such materials outside the premises of the Company or any company belonging to the CIECH Group for a purpose other than in order to duly fulfil the duties connected with the supervisory activities, unless the Member of SB obtains, each time, a written authorization of CIECH in this regard.

§ 4

1. In the event that the Member of SB fails to comply with the provisions of this Statement, the Member of SB shall bear full liability for any direct or indirect damages intentionally or unintentionally caused to CIECH or any company of the CIECH Group in connection with unauthorized disclosure of the Business Secret, including the received documents and data, or providing unauthorized parties with access to such documents and information.
2. The Member of SB declares that he/she is aware of the provisions of the Act on Combating Unfair Competition with regard to civil and penal liability for any disclosure of information constituting the Business Secret.
3. The maintenance of confidentiality of information constituting the Business Secret shall remain in force both for the duration and for a period of 10 after the end of performance of individual supervisory activities.

_____, date _____

Member of the Supervisory Board