

RESOLUTION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH S.A.
with its registered office in Warsaw
of 23 January 2020

on the election of the Chairperson of the Extraordinary General Meeting of Shareholders

Acting pursuant to Art. 409 § 1 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The Extraordinary General Meeting of Shareholders of CIECH S.A. herewith appoints, as the Chairperson of the Meeting, Ms Justyna Kieza.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast: 34,334,343
Percentage share of those votes in the share capital: 65.15%

Total number of valid votes: 34,334,343

Number of votes cast "in favour": 34,334,343

Number of votes cast "against": 0

Number of votes "abstaining": 0

This resolution was adopted in a secret ballot.

RESOLUTION NO. 2
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH S.A.
with its registered office in Warsaw
of 23 January 2020

on Adoption of the agenda of the Extraordinary General Meeting of Shareholders

Acting pursuant to § 18 section 1 of the Rules and Regulations of the General Meeting of Shareholders of CIECH S.A., it is resolved as follows:

§ 1

The Extraordinary General Meeting of Shareholders of CIECH S.A. herewith adopts the following agenda of the Extraordinary General Meeting of Shareholders of CIECH S.A.:

1. The opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairperson of the Extraordinary General Meeting of Shareholders.
3. Determination that the Extraordinary General Meeting of Shareholders was duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on changes in the composition of the Supervisory Board of CIECH S.A.
6. Adoption of a resolution on determining the amount of remuneration of members of the Supervisory Board of CIECH S.A.
7. Closure of the Extraordinary General Meeting of Shareholders.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast: 34,334,343

Percentage share of those votes in the share capital: 65.15%

Total number of valid votes: 34,334,343

Number of votes cast "in favour": 34,334,343

Number of votes cast "against": 0

Number of votes "abstaining": 0

This resolution was adopted in an open ballot.

RESOLUTION NO. 3
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH S.A.
with its registered office in Warsaw
of 23 January 2020

on the appointment of a member of the Supervisory Board of CIECH S.A.

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies, in conjunction with § 18 point 7) of the Articles of Association of CIECH S.A. it is resolved as follows:

§ 1

The Extraordinary General Meeting of CIECH S.A. herewith appoints Mr Łukasz Rędziniak as a member of the Supervisory Board of CIECH S.A.

§ 2

This resolution shall come into force on the date of its adoption.

The number of shares from which valid votes have been cast: 34,334,343
Percentage share of those votes in the share capital: 65.15%

Total number of valid votes: 34,334,343

Number of votes cast "in favour": 26,971,866

Number of votes cast "against": 1,788,902

Number of votes "abstaining": 5,573,575

This resolution was adopted in a secret ballot.

An attorney for the shareholder, KI Chemistry S.a.r.l. with its registered office in Luxembourg, stated that despite the fact that KI Chemistry S.a.r.l. requested that the agenda of this General Meeting be supplemented with an item concerning the adoption of a resolution on determining the amount of remuneration of members of the Supervisory Board of CIECH S.A., he would vote against the resolution in this matter since market research into remuneration of supervisory boards in public companies had not been carried out, and the matter in question would be considered at the next General Meeting of the Company.

RESOLUTION NO. 4
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF CIECH S.A.
with its registered office in Warsaw
of 23 January 2020

on determining the amount of remuneration of members of the Supervisory Board
of CIECH S.A.

Acting pursuant to article 392 § 1 of the Code of Commercial Companies, in conjunction with § 18 point 7) of the Articles of Association of the Company, it is resolved as follows:

§ 1

The Extraordinary General Meeting of Shareholders of CIECH S.A. herewith determines the following principles of remuneration of members of the Supervisory Board of CIECH S.A.:

1. Members of the Supervisory Board shall be entitled to a monthly gross remuneration, determined as a percentage of the basis of calculation. The basis for calculation shall be the average monthly salary in the sector of enterprises with profit distributions, for the month directly preceding such calculation, as announced by the President of the Central Statistical Office.
2. The remuneration referred to in section 1 above shall be paid in the following amount: -
 - 1) Chairperson of the Supervisory Board – in the amount equal to 250% of the basis for calculation;
 - 2) Deputy Chairperson of the Supervisory Board – in the amount equal to 175% of the basis for calculation;
 - 3) Member of the Supervisory Board – in the amount equal to 150% of the basis for calculation.

3. The Chairperson of the Audit Committee of the Supervisory Board shall be entitled to an additional monthly gross remuneration in the amount equal to 125% of the basis for calculation.
4. Members of the Audit Committee of the Supervisory Board shall be entitled to an additional monthly gross remuneration in the amount equal to 100% of the basis for calculation.
5. The remuneration shall be paid in arrears, on or before the last day of the month for which it is due.
6. The remuneration in the amount indicated above shall be paid as of 1 February 2020.
7. Irrespective of the monthly remuneration, Members of the Supervisory Board shall have the right to participate in net profits, in the amount determined by the General Meeting in its resolution on the distribution of net profit.
8. The amount of individual awards for individual Members of the Supervisory Board shall be determined by resolution of the General Meeting.

§ 2

Upon adoption of this resolution, the resolution of the Extraordinary General Meeting of Shareholders of CIECH S.A. of 18 December 2017, establishing the rules of remuneration of Members of the Supervisory Board of CIECH S.A., shall cease to be effective.

The number of shares from which valid votes have been cast: 34,334,343
Percentage share of those votes in the share capital: 65,15%

Total number of valid votes: 34,334,343

Number of votes cast "in favour": 52

Number of votes cast "against": 33,097,466

Number of votes "abstaining": 1,236,825

This resolution was not adopted.