

**Announcement on the convening of
the Annual General Meeting of Shareholders of CIECH Spółka Akcyjna**

The Management Board of CIECH Spółka Akcyjna with its registered office in Warsaw (the "Company"), entered in the Register of Entrepreneurs by the District Court for the capital city of Warsaw, XII (12th) Commercial Division of the National Court Register, under KRS number: 0000011687, tax identification number (NIP): 118-00-19-377, BDO number: 000015168, share capital of PLN 263,500,965.00 (paid in full), acting pursuant to Art. 395 and Art. 399 § 1 of the Code of Commercial Companies, and Art. 402¹ and Art. 402² of the Code of Commercial Companies, and § 17 section 2 of the Articles of Association of the Company, herewith convenes

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF CIECH S.A.

The General Meeting will be held on 21 May 2020

at 09:00 a.m.

at the registered office of the Company in Warsaw at 62 Wspólna St.

AGENDA OF THE MEETING:

1. The opening of the Annual General Meeting of Shareholders.
2. Election of the Chairman of the Annual General Meeting of Shareholders.
3. Determination that the Annual General Meeting of Shareholders was duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Consideration of the Report of the Management Board on the activity of CIECH Group and CIECH S.A. for 2019, together with the Non-Financial Report of CIECH Group for 2019.
6. Consideration of the Separate Financial Statements of CIECH S.A. for financial year 2019.
7. Consideration of the Consolidated Financial Statements of CIECH Group for financial year 2019.
8. Consideration of the Report of the Supervisory Board of CIECH S.A. on the activity in financial year 2019, including a report on the results of evaluation of reports on the activity of CIECH Group and CIECH S.A. for 2019, financial statements of CIECH S.A. and CIECH Group for 2019, taking into account the assessment of the internal control system and the system for the management of risks which are significant to the Company, as well as the proposal of the Management Board regarding the distribution of net profit of CIECH S.A. for 2019.
9. Adoption of a resolution on the approval of the Report of the Management Board on the activities of CIECH Group and CIECH S.A. for 2019, together with the Non-Financial Report of CIECH Group for 2019.
10. Adoption of a resolution on the approval of the Separate Financial Statements of CIECH S.A. for financial year 2019.
11. Adoption of a resolution on the approval of the Consolidated Financial Statements of CIECH Group for financial year 2019.
12. Adoption of a resolution on the approval of the Report of the Supervisory Board of CIECH S.A. on the activity in financial year 2019, including a report on the results of evaluation of reports on the activity

of CIECH Group and CIECH S.A. for 2019, financial statements of CIECH S.A. and CIECH Group for financial year 2019, taking into account the assessment of the internal control system and the system for the management of risks which are significant to the Company, as well as the proposal of the Management Board regarding the distribution of net profit of CIECH S.A. for 2019.

13. Adoption of a resolution on the approval of the distribution of net profit for financial year 2019.
14. Adoption of a resolution on the granting to members of the Management Board of acknowledgement of the fulfilment of their duties in financial year 2019.
15. Adoption of a resolution on the granting to members of the Supervisory Board of acknowledgement of the fulfilment of their duties in financial year 2019.
16. Adoption of a resolution on the approval of the Remuneration Policy for Members of the Management Board and Supervisory Board.
17. Granting consent (i) to establish a registered pledge on the set of movable property and economic (property-related) rights of CIECH S.A. or to change the existing registered pledge and (ii) to raise debt financing and incur liabilities related to such financing in an amount not exceeding PLN 500,000,000.
18. Changes in the composition of the Supervisory Board of CIECH S.A.
19. Adoption of a resolution on the authorising the Management Board to buy back own shares.
20. Adoption of a resolution on the creation of a capital share redemption reserve for the purpose of the buy-back of own shares.
21. Closure of the General Meeting.

The right to participate in the General Meeting of Shareholders

1. Pursuant to Art. 406¹ § 1 of the Code of Commercial Companies, the right to participate in the General Meetings of Shareholders of a public company shall be conferred upon persons who are shareholders of the company sixteen days before the date of the General Meeting of Shareholders (the date of registration of participation in the meeting), i.e. on **5 May 2020**.
2. In order to ensure his/her/its participation in the General Meeting of Shareholders, the shareholder authorized under dematerialized bearer's shares should demand - not earlier than after the announcement of the fact of convening of this Meet *and no later than on the first working day after the date of registration of the participation*, i.e. on **6 May 2020**, an issue of a certificate issued in his name confirming his right to participate in the General meeting of shareholders of CIECH S.A. by the entity keeping the securities account.
3. The list of persons authorized under bearer's shares to participate in the General Meeting of Shareholders shall be determined by the Company on the basis of a list drawn-up by the entity keeping the securities deposit, according to the provisions on trade in financial instruments.
4. The list of shareholders authorized to participate in the General Meeting of Shareholders shall be displayed at the registered office of the Company in Warsaw, 62 Wspólna St., **on 18-20 May 2020**. A shareholder may request a list to be sent to him free of charge by electronic mail, providing an e-mail address to which the list must be sent. This request may be submitted in an electronic form to the e-mail address of the Company wza@ciechgroup.com.

Granting of a power of attorney and exercise of the right of vote through a representative

1. A shareholder may participate in the General Meeting of Shareholders and exercise the right of vote in person or through an attorney.
2. An attorney shall exercise all the rights of the shareholder at the General Meeting of Shareholders, unless the power of attorney stipulates otherwise.
3. An attorney may grant further powers of attorney, if allowed under the originally-granted power of attorney. An attorney may represent more than one shareholder and vote differently for each of the represented shareholders. A shareholder holding shares kept in more than one securities account may appoint separate attorneys for the purpose of exercise of rights pertaining to the shares deposited in each of such accounts. A shareholder of a public company holding shares deposited in a collective account may appoint separate attorneys to exercise the rights pertaining to the shares deposited in such account.
4. A power of attorney to participate in the General Meeting of Shareholders and exercise the right of vote shall require a written form or an electronic form.
5. If an attorney at a general meeting of shareholders of a public company is a member of the management board, a member of the supervisory board, a liquidator, an employee of the public company or a member of authorities or an employee of a company or a co-operative which is a subsidiary of such company, the power of attorney may authorize him to represent its Principal only during one Meeting of Shareholders. The attorney shall be obliged to disclose to the shareholder the circumstances indicating the existence or a possibility of existence or occurrence of a conflict of interests. The granting of further power of attorney shall be excluded.
6. The granting of a power of attorney in an electronic form shall not require a safe electronic signature verified by means of a valid qualified certificate.
7. The Company should be notified of the granting of an electronic power of attorney by electronic means of communication, to the email address of the Company: wza@ciechgroup.com with the inscription: "Power of Attorney".
8. A notification on the granting of a power of attorney in an electronic form should be made not later than a day before the General Meeting of Shareholders.
9. The Company, as part of the process of verification of validity of powers of attorney granted electronically and identification of the shareholder, may apply to the shareholder for the submission of an electronic version - a PDF-scanned file - of the power of attorney. The Company, within the system of verification of the validity of powers of attorney granted in an electronic form and of identification of the shareholder may also undertake other actions proportional to the goal thereof. The Company shall attach the powers of attorney obtained in the aforementioned manner and printed to the minutes of the General Meeting of Shareholders.
10. The above provisions shall apply accordingly to the revocation of the power of attorney.
11. The Company informs you that a draft form providing for the exercise of the right of vote by an attorney, containing the data specified in Art. 402³ of the Code of Commercial Companies, is posted on the website of the Company: www.ciechgroup.com.

Shareholder rights

1. A shareholder or shareholders of the Company representing at least one-twentieth of the share capital shall be entitled to request the placement of certain matters on the agenda of the Annual general meeting of shareholders of CIECH S.A. Such request, containing a justification or a draft resolution concerning the proposed point of the agenda should be submitted to the Management Board of CIECH S.A. not later than 21 days before the set date of the meeting, i.e. **30 April 2020**. The request may also be submitted in an electronic form to the e-mail address of the Company, wza@ciechgroup.com, or in writing at the following address: The Management Board of CIECH S.A., 62 Wspólna St., 00-684 Warsaw, with the inscription: "General Meeting of Shareholders". The announcement shall be placed in a matter stipulated for the convening of Meetings of Shareholders.
2. A shareholder or shareholders representing at least one-twentieth of the share capital may, before the date of the Annual general meeting of shareholders of CIECH S.A., submit their proposals of draft resolutions concerning matters covered by the agenda of the Annual Meeting of Shareholders or matters which they wish to placed in such agenda prior to the date of the General Meeting, and matters included in the agenda during the General Meeting. The request may be submitted in an electronic form to the e-mail address of the Company wza@ciechgroup.com or in writing at the following address: The Management Board of CIECH S.A., 62 Wspólna St., 00-684 Warsaw, with the inscription: "General Meeting of Shareholders". The Company shall immediately announce draft resolutions on its website.
3. Requests for placement of certain matters on the agenda and submissions of draft resolutions should be signed by the shareholder or a person acting in the shareholder's behalf, according to the rules of representation contained in the appropriate registers or records. In order to facilitate the verification of the validity of such requests and submissions by the Company, it is recommended to place, together with the request or submission, a registered deposit certificate confirming the number of shares held, and an extract from the relevant register or record, as well as indication of a persons, including his/her contact details (telephone no./email address), where the Company may verify the aforementioned requests or submissions. In the event that the aforementioned requests or submissions are signed by attorneys, the granted power of attorney should also be attached.
4. The Company, as part of verification of the validity of the requests and submissions referred to in sections 1 and 2 in electronic form and in the event of a request for the convening of the General Meeting of Shareholders, may request presentation of the documents listed in section 3 and may also undertake other actions aimed at verification of such requests and submissions, provided however that this is done proportionally to the purpose they are supposed to serve.
5. Moreover, each shareholder may, during the General Meeting of Shareholders, submit draft resolutions concerning the matters placed on the agenda.
6. The requests and/or submissions referred to in sections 1, 2 and 5 should be made in Polish.

Final provisions - documentation, draft resolutions, form of participation

1. Information concerning the General Meeting of Shareholders, documentation which must be presented to the General Meeting of Shareholders and draft resolutions, comments of the Management Board or the Supervisory Board concerning the matters covered by the agenda of the General Meeting of Shareholders or matters which are to be placed on the agenda before the date of the General Meeting of Shareholders shall be posted at the website of the Company: www.ciechgroup.com/relacje_inwestorskie/walne_zgromadzenie.
2. The Articles of Association of CIECH S.A. do not stipulate a possibility of participation in the General Meeting of Shareholders with the use of electronic means and of speaking and exercising the right of vote by correspondence or with the use of electronic means of communication.
3. According to art. 406⁵ § 4 of the Code of Commercial Companies, the Company provides real-time broadcast of the General Meeting, assuming that technical requirements are met. The broadcast shall be made available on the CIECH CG website: www.ciechgroup.com/relacje_inwestorskie/walne_zgromadzenie - (link with an address to video transmission will be placed two days before the General Meeting on above website and will be activated on the date of opening of the General Meeting. Technical requirements necessary to launch video transmission using electronic means of communication.
 - a. connection to the public internet network with a minimum bandwidth of 1 Mbps (constant bandwidth when using the platform),
 - b. a computer with the ability to play audio and receive video, operating under the control of the Windows or macOS operating system with one of the browsers installed on it: IE (minimum version 11 and newer), Firefox (version 60 and newer), Chrome (version 70 and newer), Safari (version 12 and newer) or Opera (version 55 and newer) (all listed browsers are free for download on the public internet) and Adobe Flash Player plugin (minimum version 27 and newer) (for possible free download of this software from the manufacturer's website). In addition, JavaScript and SSL 3.0 support must be enabled in the browser (these are standard browser settings).

Lower bandwidth of the internet connection and older versions of browsers may cause difficulties or prevent transmission from the GM venue, delay transmission, or prevent from voting.

While using the platform, it is suggested that the user should not use any other applications that significantly burden the computer and communication link used by the platform.

4. Requests, submissions connected with the General Meeting of Shareholders made in an electronic form should be sent to the following e-mail address: wza@ciechgroup.com, and in writing to the following address of the Company: **CIECH S.A. Legal Department**, 62 Wspólna St., 00-684 Warsaw.
5. In all matters not governed by this announcement, the provisions of the Code of Commercial Companies, the Articles of Association of the Company, as well as the Rules and Regulations of the General Meeting of Shareholders of the Company shall be applied.

MANAGEMENT BOARD OF CIECH S.A.