

LAZARD

CIECH S.A.
ul. Wspólna 62
00-684
Warsaw
Poland
Attn: The Management Board

March 21, 2023

Dear Members of the Management Board:

We understand that on March 9, 2023, KI Chemistry S. A R.L. (the “Offeror”) published a tender offer document via the Polish Press Agency (*Polska Agencja Prasowa*) (the “Tender Offer Document”) pursuant to which it intends to acquire all of the outstanding shares of CIECH S.A. (the “Company”) consisting of 25,747,857 shares of the Company pursuant to the art. 72a sec. 1 of the Polish Act of 29 July 2005 on public offering, the conditions governing the introduction of financial instruments to organised trading, and on public companies (the “Act on Public Offering”) for a cash consideration equal to 49.00zł per share (the “Consideration”), subject to fulfillment of the conditions listed in the Tender Offer Document (the “Tender Offer” or the “Transaction”).

Please be advised that while certain provisions of the Tender Offer are summarized herein, the terms of the Transaction are more fully described in the Tender Offer Document, which is the only binding document fully describing details of the Transaction.

You have requested the opinion of Lazard & Co., Limited (“Lazard”) as of the date hereof as to the fairness, from a financial point of view, to the holders of the shares of the Company (other than the Offeror or any of its affiliates) of the Consideration to be paid in the Tender Offer. In connection with this opinion, we have:

- (i) reviewed the financial terms and conditions of the Tender Offer as set out in the Tender Offer document;
- (ii) reviewed certain publicly available historical business and financial information relating to the Company;
- (iii) reviewed various financial forecasts and other data provided to us by the Company relating to the business of the Company and extrapolations of such forecasts for the years beyond 2027 as approved for our use by senior management of the Company;
- (iv) held discussions with members of the senior management of the Company with respect to the business and prospects of the Company;

- (v) reviewed public information with respect to certain other companies in lines of business we believe to be generally relevant in evaluating the business of the Company;
- (vi) reviewed the financial terms of certain transactions involving companies in lines of businesses we believe to be generally relevant in evaluating the business of the Company;
- (vii) reviewed historical stock prices and trading volumes of the Company; and
- (viii) conducted such other financial studies, analyses and investigations as we deemed appropriate.

As agreed with you in preparing this opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all of the foregoing information, including, without limitation, all the financial and other information and reports provided or discussed with us and all representations made to us. We have not undertaken any independent investigation or appraisal of such information, reports or representations. We have not provided, obtained or reviewed on your behalf any specialist advice, including but not limited to, legal, accounting, actuarial, environmental, information technology or tax advice, and accordingly our opinion does not take into account the possible implications of any such specialist advice.

We have assumed that the valuation of assets and liabilities and the profit and cash flow forecasts, including future capital expenditure projections made by the management, of the Company are fair and reasonable. We have not independently investigated, valued or appraised any of the assets or liabilities (contingent or otherwise) of the Company or the solvency of the Company, and we have not been furnished with any such valuation or appraisal. With respect to the financial forecasts and projections utilized in our analyses, we have assumed, with the Company's consent, that they have been reasonably prepared based on the best currently available estimates and judgments of the management of the Company as to the future results of operations and financial condition and performance of the Company, and we have assumed, with the Company's consent, that such financial forecasts and projections will be realized in the amounts and at the times contemplated thereby. In addition and at your direction, we have relied primarily on the financial forecasts and projections of management of the Company rather than those of the equity research analysts. We assume no responsibility or liability for and express no view as to any such forecasts, projections or the assumptions on which they are based.

In preparing our opinion, we have assumed that the Transaction will be consummated on the terms and subject to the conditions described in the Tender Offer Document without any waiver or modification of any of its material terms or conditions. We have also assumed that all governmental, regulatory or other approvals and consents required in connection with the consummation of the Tender Offer will be obtained without any reduction in the benefits of the Tender Offer to the Company's shareholders or any adverse effect on the Company or the Transaction.

Further, our opinion is necessarily based on the financial, economic, monetary, market and other conditions as in effect on, and the information made available to us as of, the date hereof. Events or circumstances occurring after the date hereof (including changes in laws and regulations) may affect this opinion and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this opinion. We further note that the current volatility and disruption in the credit, commodities and financial markets, including with respect to the war in Ukraine and the sanctions imposed on Russia and Belarus, may have an

effect on the Company or the Transaction and we are not expressing an opinion as to the effects of such volatility or such disruption on the Company or the Transaction. In addition, changes in the energy and broader chemicals sector and the laws and regulations applicable to such sector could affect the financial forecasts of the Company.

We are acting as financial advisor to the Company in connection with the issue by the Company's Management Board of an opinion regarding the Tender Offer under art. 80 sec. 3 of the Act on Public Offering and will receive a fee for the delivery of this opinion. Lazard or other companies of the Lazard Group have in the past provided financial advisory services to the Company and an affiliate of the Offeror on matters unrelated to the Transaction, and may in the future provide financial advisory services to the Company, the Offeror and their affiliates for which they may receive customary fees. In addition, certain companies of the Lazard Group may trade in the shares and other securities of the Company for their own account and for the accounts of their customers, and accordingly, may at any time hold a long or short position in such securities, and may also trade and hold securities on behalf of the Offeror, the Company and/or certain of their respective affiliates. Lazard does not express any opinion as to the price at which the shares of the Company may trade at any time.

This opinion is being provided solely for the benefit of the Management Board of the Company (in its capacity as such) in connection with, and for the purposes of, its consideration, in its sole independence of judgment, of the Transaction and the discharging by the Management Board of the obligations of the Company set forth in Article 80 of the Act on Public Offering and is not on behalf or for the benefit of, and shall not confer rights or remedies upon the Offeror, any other shareholder of the Company, the Company itself or any other person. This opinion may not be used or relied upon by any person other than the Management Board of the Company for any purpose. This opinion addresses only the fairness, as of the date hereof from a financial point of view, of the Consideration, and does not address any other aspect or implication of the Transaction, including without limitation, any legal, tax, regulatory or accounting matters or the form or structure of the Transaction or any agreements or arrangements entered into in connection with, or contemplated by, the Transaction. In connection with our engagement, we were not authorized to, and we did not, solicit indications of interest from third parties regarding a potential transaction with the Company.

In addition, this opinion does not address the relative merits of the Transaction as compared to any alternative transaction or strategy that might be available to the Company or the merits of the underlying decision by the Offeror to engage in the Transaction. This opinion is not intended to and does not constitute a recommendation as to how any shareholder of the Company should vote or act with respect to the Transaction or any matter relating thereto.

This opinion is confidential and may not be disclosed, referred to or communicated by you (in whole or in part) to any third party for any purpose whatsoever without our prior written authorization, provided that the Company may disclose this opinion under Art. 80 sec. 3 of the Act on Public Offering or any other applicable laws.

This opinion is issued in the English language, and if any translations of this opinion may be delivered, they are provided only for ease of reference, have no legal effect and we make no representation as to (and accept no liability in respect of) the accuracy of any such translation. This opinion shall be governed by and construed in accordance with English law.

Based on and subject to the foregoing, we are of the opinion, as of the date hereof, that the Consideration to be paid in the Transaction is fair, from a financial point of view, to the holders of the outstanding shares of the Company (other than the Offeror or any of its affiliates).

Very truly yours,

Lazard & Co., Limited

A handwritten signature in black ink, appearing to read 'M. Knott', is written over a long, thin horizontal line that extends across the width of the signature.

By: Matt Knott, Managing Director