

**RESOLUTION NO. 1  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on the election of the Chairperson of the Annual General Meeting**

Pursuant to Article 409 §1 of the Commercial Companies Code, it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith elects, as the Chairperson of the Meeting,  
Mr./Ms. ....

§2

The resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 2**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on the adoption of the agenda of the Annual General Meeting**

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

1. Opening of the Annual General Meeting of Shareholders.
2. Election of the Chairperson of the Annual General Meeting of Shareholders.
3. Statement of the correctness of convening the Annual General Meeting and its capacity to adopt resolutions.
4. Adoption of the agenda.
5. Consideration of the Report of the Management Board on the activities of CIECH Group and CIECH S.A. for 2022 together with the Non-Financial Report of CIECH Group for 2022.
6. Consideration of the Financial Statements of CIECH S.A. for the financial year 2022.
7. Consideration of the Consolidated Financial Statements of CIECH Group for the financial year 2022.
8. Consideration of Report of the Supervisory Board of CIECH S.A. on its activity in year 2022.
9. Adoption of a resolution on the approval of the Report of the Management Board on the activity of CIECH Group and CIECH S.A. for 2022, together with the Non-Financial Report of CIECH Group for year 2022.
10. Adoption of a resolution on the approval of the Financial Statements of CIECH S.A. for the financial year 2022.
11. Adoption of a resolution on the approval of the Consolidated Financial Statements of CIECH Group for the financial year 2022.
12. Adoption of a resolution on the approval of the Report of the Supervisory Board of CIECH S.A. on its activity in year 2022.
13. Adoption of resolutions on granting a discharge to the Members of the Management Board for the performance of their duties in the financial year 2022.
14. Adoption of resolutions on granting a discharge to the Members of the Supervisory Board for the performance of their duties in the financial year 2022.
15. Adoption of a resolution on issuing the opinion on the Report of the Supervisory Board of CIECH S.A. on remuneration for the year 2022.
16. Adoption of a resolution on amending the Remuneration Policy for the Members of the Management Board and Supervisory Board of CIECH S.A.

17. Adoption of a resolutions on amendments to the Articles of Association of CIECH S.A.
18. Adoption of a resolution on authorization of the Supervisory Board of CIECH S.A. to adopt the consolidated text of the Articles of Association of CIECH S.A.
19. Adoption of a resolution on the dissolution of capitals and the creation of a capital reserve for the payment of dividends or dividend advances in the future.
20. Adoption of a resolution on the distribution of net profit for the financial year 2022.
21. Closure of the General Meeting.

§2

The resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot*

**RESOLUTION NO. 3**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on the Approval of the Report of the Management Board on the activity of the CIECH Group and CIECH S.A. for 2022, together with the Non-Financial Report of the CIECH Group for year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code, as well as §18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A., having considered the Report of the Management Board on the activity of the CIECH Group and CIECH S.A. for 2022, together with the Non-Financial Report of the CIECH Group for 2022, herewith approves the Report of the Management Board on the activity of the CIECH Group and CIECH S.A. for 2022, together with the Non-Financial Report of the CIECH Group for 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot.*

**RESOLUTION NO. 4**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on the Approval of the Financial Statements of**  
**CIECH S.A. for the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code, as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A., having considered the report of the independent auditor - BDO Sp. z o.o. Sp. k. with its registered office in Warsaw – on the audit of the Financial Statements of CIECH S.A. for the financial year 2022 and the evaluation of the Financial Statements of CIECH S.A. for the financial year 2022 presented by the Supervisory Board of CIECH S.A., herewith approves the Financial Statements of CIECH S.A. for the financial year 2022, including:

- 1) statement on the financial situation drawn-up as at December the 31<sup>st</sup> 2022 which, on the side of assets and liabilities shows an amount of **PLN 5,290,147 thousand** (in words: five billion two hundred and ninety million one hundred and forty-seven thousand zlotys);
- 2) profit and loss account for the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022, showing a net profit of **PLN 612,255 thousand** (in words: six hundred and twelve million two hundred and fifty-five thousand zlotys);
- 3) statement on other total income for the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022, showing a total income of **PLN 597,474 thousand** (in words: five hundred and ninety-seven million four hundred and seventy-four thousand zlotys);
- 4) statement on changes in equity for the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022, showing an increase in equity of **PLN 518,424 thousand** (in words: five hundred and eighteen million four hundred and twenty-four thousand zlotys);
- 5) statement on cash flows for the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022, showing an increase in cash of **PLN 74,846 thousand** (in words: seventy-four million eight hundred and forty-six thousand zlotys);
- 6) additional information, including information on the adopted accounting policy and other explanatory notes.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot.*

**RESOLUTION NO. 5**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on the Approval of the Consolidated Financial Statements of the CIECH Group**  
**for the financial year 2022**

Pursuant to Article 395 § 5 of the Commercial Companies Code and § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A., having considered the report of the independent auditor - BDO Sp. z o.o. Sp. k. with its registered office in Warsaw – on the audit of the Consolidated Annual Financial Statements of the CIECH Group for the financial year 2022 and the evaluation of the Consolidated Financial Statements of the CIECH Group for the financial year 2022 presented by the Supervisory Board of CIECH S.A., herewith approves the Consolidated Financial Statements of CIECH S.A. for the financial year 2022, including:

- 1) consolidated statement on the financial situation of the CIECH Group, drawn up as at December the 31<sup>st</sup> 2022 which, on the side of assets and liabilities shows an amount of **PLN 8,092,527 thousand** (in words: eight billion ninety-two million five hundred twenty-seven thousand zlotys);
- 2) consolidated profit and loss account of the CIECH Group for the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022, showing a net profit of **PLN 564,701 thousand** (in words: five hundred and sixty-four million seven hundred and one thousand zlotys);
- 3) consolidated statement on other total income of the CIECH Group for the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022, showing a total income of **PLN 397,031 thousand** (in words: three hundred and ninety-seven million thirty-one thousand zlotys);
- 4) consolidated statement of changes in equity of the CIECH Group for the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022, showing an increase in equity by **PLN 317,981 thousand** (in words: three hundred and seventeen million nine hundred and eighty-one thousand zlotys);
- 5) consolidated cash flow statement of the CIECH Group for the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022, showing an decrease in cash by **PLN 112,310 thousand** (in words: one hundred and twelve million three hundred and tent thousand zlotys);
- 6) additional information, including information on the adopted accounting policy and other explanatory notes.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot.*



**RESOLUTION NO. 6  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on the approval of the Report of the Supervisory Board of CIECH S.A. on its activity  
in year 2022**

Pursuant to § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith approves the Report of the Supervisory Board of CIECH S.A. on its activity in year 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot.*

**RESOLUTION NO. 7  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on granting a discharge to Mr. Dawid Jakubowicz for the performance of his duties  
as the President of the Management Board in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 §2 item 3) of the Commercial Companies Code as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants a discharge to Mr. Dawid Jakubowicz for the performance of his duties as the President of the Management Board in the financial year 2022, i.e. in the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 8**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on granting a discharge to Mr. Mirosław Skowron for the performance of his duties  
as a Member of the Management Board in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants a discharge to Mr. Mirosław Skowron for the performance of his duties as a Member of the Management Board in the financial year 2022, i.e. in the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 9  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on granting discharge to Mr. Jarosław Romanowski for the performance of his duties  
as a Member of the Management Board in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 §2 item 3) of the Commercial Companies Code as well as §18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants discharge to Mr. Jarosław Romanowski for the performance of his duties as a Member of the Management Board in the financial year 2022, i.e. in the period January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 10  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on granting discharge to Mr. Kamil Majczak for the performance of his duties  
as a Member of the Management Board in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants discharge to Mr. Kamil Majczak for the performance of his duties as a Member of the Management Board in the financial year 2022, i.e. in the period June the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 11**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on granting discharge to Mr. Sebastian Kulczyk for the performance of his duties  
as a Member of the Supervisory Board, including as the Chairperson of the Supervisory  
Board, in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code as well as §18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants discharge to Mr. Sebastian Kulczyk for the performance of his duties as a Member of the Supervisory Board, including as the a Chairman of the Supervisory Board, in the financial year 2022, i.e. in the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 12**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on granting discharge to Mr. Marek Kośnik for the performance of his duties as a Member  
of the Supervisory Board, including as the Deputy Chairperson of the Supervisory Board  
in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of Shareholders of CIECH S.A. herewith grants discharge to Mr. Marek Kośnik for the performance of his duties as a Member of the Supervisory Board, including as the Deputy Chairman of the Supervisory Board in the financial year 2022, i.e. in the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 13  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on granting discharge to Mr. Łukasz Rędziniak for the performance of his duties  
as a Member of the Supervisory Board in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants discharge to Mr. Łukasz Rędziniak for the performance of his duties as a Member of the Supervisory Board in the financial year 2022, i.e. in the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*



**RESOLUTION NO. 14  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on granting discharge to Mr. Artur Olech for the performance of his duties as a Member  
of the Supervisory Board in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants discharge to Mr. Artur Olech for the performance of his duties as a Member of the Supervisory Board in the financial year 2022, i.e. in the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 15  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on granting discharge to Mr. Martin Laudенbach for the performance of his duties  
as a Member of the Supervisory Board in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Code of Commercial Companies as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants discharge to Mr. Martin Laudенbach for the performance of his duties as a Member of the Supervisory Board in the financial year 2022, i.e. in the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 16  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on granting discharge to Mrs. Natalia Scherbakoff for the performance of her duties  
as a Member of the Supervisory Board in the financial year 2022**

Pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Code of Commercial Companies as well as § 18 letter (a) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A. herewith grants discharge to Mrs. Natalia Scherbakoff for the performance of her duties as a Member of the Supervisory Board in the financial year 2022, i.e. in the period from January the 1<sup>st</sup> 2022 to December the 31<sup>st</sup> 2022.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO. 17**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on issuing the opinion on the Report of the Supervisory Board of CIECH S.A. on remunerations for the year 2022**

Pursuant to § 18 letter (m) of the Articles of Association of CIECH S.A. and Article 90g section 6 of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to an organized trading and public companies, it is resolved as follows:

§1

The Annual General Meeting of CIECH S.A., having considered the auditor's assessment of the Report of the Supervisory Board of CIECH on remuneration of the Members of the Management Board and the Supervisory Board for 2022 (hereinafter referred to as the "**Report**"), gives a positive opinion on the Report presented by the Supervisory Board of CIECH S.A. as attached to this Resolution.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot.*

**RESOLUTION NO. 18**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on the amending the Remuneration Policy for the Members of the Management Board  
and Supervisory Board of CIECH S.A.**

Pursuant to § 18 letter (m) of the Articles of Association of CIECH S.A., in connection with Article 90d section 1 and Article 90e section 4 of the Act of 29 July 2005 on public offering and conditions for introduction of financial instruments to the organised trading system and on public companies, it is resolved as follows:

§ 1

The Annual General Meeting of CIECH S.A. resolves to amend the "Remuneration Policy for Members of the Management Board and Supervisory Board of CIECH S.A." ("Policy") in such a way that Policy shall read as set out in the attachment to this resolution.

§ 2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in a secret ballot.*

**RESOLUTION NO.19**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on amendments to the Articles of Association of the Company**

Acting pursuant to article 430 § 1 of the Commercial Companies Code, in conjunction with § 18 letter (d) of the Articles of Association of CIECH S.A., it has been resolved as follows:

§ 1

The Annual General Meeting of CIECH S.A. hereby amends the Articles of Association of CIECH S.A. in the following manner:

**1. In § 15, after sec. 3, a new section, sec.4, shall be added with the following wording:**

“4. The Supervisory Board submits to the General Meeting an annual written report of the Supervisory Board for the previous financial year, containing, as a minimum, the elements referred to in art. 382 § 3<sup>1</sup> of the Commercial Companies Code.”

**2. § 20 sec. 2 shall read as follows:**

“2. The joint term of office of the Members of the Supervisory Board is five years. The term of office is calculated in full financial years. For the avoidance of doubt, in the event that all members of the Supervisory Board are dismissed (or otherwise expire), the appointment of new members of the Supervisory Board starts a new joint term of office”

**3. § 20 sec. 5 shall read as follows:**

“5. The Supervisory Board elects the Chairman of the Supervisory Board and, if necessary, his/her Deputy.”

**4. § 20 sec. 6 shall read as follows:**

“The Supervisory Board may appoint, by way of a resolution, committees, both permanent and ad hoc, provided that the subject of the committee's work falls within the competence of the Supervisory Board. The Supervisory Board defines in a

resolution or in the rules of procedure of the committee adopted by a resolution of the Supervisory Board, the composition, organization and operation of these committees.”

**5. In § 20, after sec. 7, a new section 8, shall be added with the following wording:**

“8. If the number of members of the Supervisory Board is less than the number determined by the resolution of the General Meeting referred to in sec. 1 above, but more than the minimum indicated in this sec. 1, this does not mean that the Supervisory Board of the Company cannot act. In such a situation, the Management Board of the Company shall immediately convene the General Meeting and include in the agenda of this Meeting an item regarding the appointment of the appropriate number of members of the Supervisory Board.”

**6. § 21 sec. 2 letter (a) shall read as follows:**

“(a) evaluation of the report of the Management Board on the activity of the Company, of the financial statement for the previous financial year, of the consolidated financial statement and the report on the activity of the capital group, where the Company is a dominant entity, if the Company prepares the same, in respect of their compliance with the books and documentation as well as with the actual state of affairs, and evaluation of motions of the Management Board regarding distribution of profits or coverage of losses, as well as the submission to the General Meeting of an annual report of the Supervisory Board for the previous financial year”

**7. § 21 sec. 2 letter (l) point 2) shall read as follows:**

“2) incurring liabilities other than those in point 1), connected with the basic, on-going activity of the Company, to the amounts not exceeding 10% of the equity capital of the Company,”

**8. § 21 sec. 2. letter (l) point 5) shall read as follows:**

“5) incurring of liabilities or disposing of rights within the implementation of project referred to in letter (m), the implementation of which the Supervisory Board approved,”

**9. In § 21 sec. 2, the sentence following the listing shall read as follows:**

“Project” referred to in sec. 2 letter (m) shall be understood as an agreement or set of agreements entered into between, respectively, the Company or its subsidiary, and a third party, the subject of which is implementation of a specific investment, including construction agreement, supply of goods or provision of services.”

**10. In § 21 sec. 3 shall be deleted.**

**11. § 21 sec. 4 shall read as follows:**

“4. Members of the Supervisory Board shall exercise their rights and perform their duties in person, subject to § 22 sec. 10”.

**12. § 22 shall read as follows:**

**§ 22.**

1. The Chairman of the Supervisory Board shall manage and organize the work of the Supervisory Board, in particular he shall convene, open and chair meetings of the Supervisory Board, and orders voting in writing or by means of remote communication.
2. The Deputy Chairman of the Supervisory Board shall have the powers of the Chairman of the Supervisory Board indicated in sec. 1 above, unless the Chairman objects to their exercise by the Deputy Chairman. The above does not affect the right to independently convene a meeting of the Supervisory Board by a member of the Supervisory Board, as referred to in the Commercial Companies Code.
3. In the absence of the Chairman of the Supervisory Board or his Deputy during the meeting of the Supervisory Board, the meeting of the Supervisory Board shall be opened and chaired by the oldest member of the Supervisory Board among the current Members of the Supervisory Board.
4. The Supervisory Board of the new term of office elects from among its members, immediately after the appointment: the Chairman of the Supervisory Board and, if necessary, the Deputy Chairman of the Supervisory Board.
5. If the Chairman of the Supervisory Board of the new term of office has not been elected earlier, the first meeting of the Supervisory Board of the new term of office shall be convened and opened by the Chairman of the Supervisory Board of the previous term of office and chaired until the new Chairman of the Supervisory Board is elected. In the event of his absence or failure to fulfil this obligation, this role is performed by the Deputy Chairman of the Supervisory Board of the previous term of office or a person indicated by the previous Chairman. In the absence of each of the aforementioned persons, this role is performed by the oldest member of the Supervisory Board of the new term of office. For the avoidance of doubt, the



provisions of this section 5 shall also apply in the case of election of the Supervisory Board by voting in separate groups.

6. The meeting of the Supervisory Board may also be attended by means of direct remote communication (in particular by: teleconference, videoconference or e-mail).
7. The Supervisory Board may also adopt resolutions outside the meeting, i.e. in writing or using means of remote communication, however, for the effective adoption of a resolution outside the meeting, it is necessary to notify all members of the Supervisory Board of the content of the draft resolution and participate at least half of its members in adopting a given resolution.
8. The Supervisory Board adopts resolutions by an absolute majority of votes in the presence of at least half of the members of the Supervisory Board, and in the event of an equal number of votes, the Chairman of the Supervisory Board has the casting vote. Detailed rules for adopting resolutions are set out in the Regulations of the Supervisory Board.
9. Resolutions of the Supervisory Board are recorded in the minutes. The minutes are signed by hand or using a qualified electronic signature by the Chairman of the Supervisory Board, Deputy Chairman or a Member of the Supervisory Board authorized by the Chairman of the Supervisory Board.
10. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. Casting a vote in writing may not concern matters introduced to the agenda at the meeting of the Supervisory Board.”

**13. § 23 sec. 1 - 3 shall have the following wording:**

“1. The Management Board shall be composed of at least two members. The Supervisory Board shall appoint the President of the Management Board and the other members of the Management Board, and shall determine the number of members of the Management Board.

2. The joint term of members of the Management Board shall be three years. The term of office is calculated in full financial years.

3. Contracts of employment with members of the Management Board or managerial agreements based on the principles determined by means of a resolution of the Supervisory Board shall be concluded, on behalf of the Company, by the Supervisory Board, with a representative of the Supervisory Board acting on its behalf and delegated from among its members. The same procedure shall apply to other legal actions between the Company and members of the Management Board.”

**14. § 24 sec. 2 shall read as follows:**

“2. The work of the Management Board shall be managed by the President of the Management Board. The President of the Management Board shall convene meetings of the Management Board subject to the terms specified in the regulations of the Management Board and may issue orders in all matters concerning the order and organization of the work of the Management Board. The President of the Management Board orders voting in writing or using means of direct remote communication.”

**15. § 24 sec. 4 letter (j) shall read as follows:**

“(j) incurring liabilities under bank or insurance guarantees, incurring of liabilities under bills of exchange, granting of any types of sureties and establishment of other securities.”

**16. § 24 sec. 6 shall read as follows:**

“6. Resolutions of the Management Board shall be adopted by means of an absolute majority of votes, with at least half of its members participating in the vote. In the event of an equal number of votes, the vote of the President of the Management Board shall be decisive. Resolutions of the Management Board are recorded in minutes. The minutes shall be signed by hand or using a qualified electronic signature by one member of the Management Board participating in the voting.”

**17. § 24 sec. 8 and 9 shall have the following wording:**

“8. The resolutions of the Management Board can be adopted if all members of the Management Board have been properly notified about the date and place of the Management Board's meeting. The meeting may also be attended by means of direct remote communication. The President of the Management Board orders voting in writing or using means of direct remote communication.

9. The Management Board may adopt resolutions also without holding a meeting, i.e. in a written mode or with the use of means of direct remote communication, however, in order to pass a resolution effectively in such mode it is necessary to notify all members of the Management Board of the content of the draft resolution. Members of the Management Board may participate in adopting resolutions of the Management Board by voting in writing through another member of the Management Board. Detailed rules for adopting resolutions are set out in the Regulations of the Management Board.”

§ 2.

This resolution comes into force on the date of its adoption, with legal effects as of the date of entry of the amendments to the Articles of Association to the Register of Entrepreneurs of the National Court Register.

*The number of shares from which valid votes have been cast:*

*Percentage share of those votes in the share capital:*

*Total number of valid votes:*

*Number of votes cast "in favour":*

*Number of votes cast "against":*

*Number of votes "abstaining":*

*This resolution was adopted in an open vote.*

**RESOLUTION NO. 20  
OF THE ANNUAL GENERAL MEETING OF CIECH S.A.  
with its registered office in Warsaw  
of 25 May 2023**

**on amendment to the Articles of Association of the Company**

Acting pursuant to article 430 § 1 of the Commercial Companies Code, in conjunction with § 18 letter (d) of the Articles of Association of CIECH S.A., it has been resolved as follows:

§ 1

The Annual General Meeting of CIECH S.A. hereby amends the Articles of Association of CIECH S.A. by adding § 24 the new section 10 with the following wording:

“10. Information obligations of the Management Board specified in art. 380<sup>1</sup> § 1 of the Code of Commercial Companies are limited in such a way that Management Board shall provide the Supervisory Board with the information referred to in Art. 380<sup>1</sup> § 1 item 4 and 5 of the Code of Commercial Companies, at each of Supervisory Board’s meeting.”

§ 2.

This resolution comes into force on the date of its adoption, with legal effects as of the date of entry of the amendments to the Articles of Association to the Register of Entrepreneurs of the National Court Register.

*The number of shares from which valid votes have been cast:*

*Percentage share of those votes in the share capital:*

*Total number of valid votes:*

*Number of votes cast "in favour":*

*Number of votes cast "against":*

*Number of votes "abstaining":*

*This resolution was adopted in an open vote.*

**RESOLUTION NO. 21**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on amendments to the Articles of Association of the Company**

Acting pursuant to article 430 § 1 of the Commercial Companies Code, in conjunction with § 18 letter (d) of the Articles of Association of CIECH S.A., it has been resolved as follows:

§ 1

The Annual General Meeting of CIECH S.A. hereby amends the Articles of Association of CIECH S.A. in the following manner:

**1. In § 21 sec. 2 letter (l), the preliminary sentence shall read as follows:**

“(l)granting consent to disposal of right or incur of liability exceeding the amount of PLN 30,000,000 (say: thirty million zlotys) net, with the exception of:”

**2. § 21 sec. 2 letter (m) shall read as follows:**

“(m) granting consent to the implementation of an project in the value exceeding PLN 30,000,000 (say: thirty million zlotys) net, including incurring liabilities or disposing of rights resulting therefrom,”

**3. § 21 sec. 2 letters (p) and (q) shall have the following wording:**

“(p)granting the consent to the encumbrance of the property assets of the Company to the amount (the sum of security) not exceeding PLN 20,000,000 (say: twenty million zlotys) net,

(q)granting consent to the Company's granting of sureties or guarantees or establishing other securities with regard to cases with a value exceeding PLN 30,000,000 (say: thirty million zlotys) net. The consent of the Supervisory Board is not

required for the guarantee or other security, if the beneficiary of the established security is a subsidiary of the Company,”

**4. § 21 sec. 2 letter (s) shall read as follows:**

“(s)granting consent to the exercise by the Company of ownership rights, vested in it as a shareholder or stockholder of a subsidiary or as a parent company with regard to cases exceeding PLN 30,000,000 (say: thirty million zlotys) net, provided that such consent is not required in cases referred to in letter (l) points 1) – 5), related to a subsidiary,”

**5. § 24 sec. 4 letter (i) shall read as follows:**

“(i)disposal of rights or incurring of liabilities with regard to cases exceeding PLN 1,000,000.00 (say: one million zlotys) net, excluding purchase and sale of raw materials, semi-finished products, commercial goods, energy, gas, CO2 emission rights, media, transport services and packaging connected with the object of activity of the Company up to PLN 15,000,000.00 (say: fifteen million zlotys) net, in a single transaction or a series of associated transactions,”

§ 2.

This resolution comes into force on the date of its adoption, with legal effects as of the date of entry of the amendments to the Articles of Association to the Register of Entrepreneurs of the National Court Register.

*The number of shares from which valid votes have been cast:*

*Percentage share of those votes in the share capital:*

*Total number of valid votes:*

*Number of votes cast "in favour":*

*Number of votes cast "against":*

*Number of votes "abstaining":*

*This resolution was adopted in an open vote.*

**RESOLUTION NO. 22**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on authorization for the Supervisory Board of CIECH S.A. to adopt consolidated text  
of the Articles of Association**

Pursuant to Article 430 § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§1

The Annual General Meeting of CIECH S.A. authorizes the Supervisory Board of CIECH S.A. to agree upon the consolidated text of the Articles of Association of CIECH S.A. taking into the account amendments introduced by the resolutions adopted at this General Meeting.

§2

This resolution enters into force on the day of its adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution was adopted in an open ballot.*

**RESOLUTION NO. 23**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on the dissolution of capitals and the creation of a capital reserve for the payment of  
dividends or dividend advances in the future**

Acting pursuant to article 396 § 4 and § 5 of the Code of Commercial Companies and § 11 and § 12 of the Articles of Association of CIECH S.A., it has been resolved as follows:

§ 1

1. The Annual General Meeting Of CIECH S.A., after reviewing the motion of the Management Board of CIECH S.A. on the creation of a reserve capital for the payment of dividend or interim dividend in the future, and after reviewing the opinion of the Supervisory Board of CIECH S.A., the Annual General Meeting has decided to create a reserve capital in the amount of **PLN 836,206,280.13** (in words: eight hundred and thirty-six million two hundred and six thousand two hundred and eighty zlotys 13/100) (the **Reserve Capital**) and allocating it to the payment of dividends or interim dividends in the future.
2. The Reserve Capital is created from the following sources:
  - a. the release of the "Development Fund" capital in the amount of **PLN 57,669,327.15** (in words: fifty-seven million six hundred sixty-nine thousand three hundred twenty-seven zlotys 15/100), created from the profit for the period from 1 January to 31 August 1995, by Resolution No. 7 of the Annual General Meeting of the Company of 21 May 1996, and subsequently increased by profit for:
    - i. the period from 1 September to 31 December 1995, by Resolution No. 8 of the Annual General Meeting of the Company of 21 May 1996,
    - ii. the financial year 1996, by Resolution No. 6 of the Annual General Meeting of the Company of 25 June 1997,
    - iii. the financial year 1997, by Resolution No. 5 of the Annual General Meeting of the Company of 2 June 1998.and the transfer, in its entirety, to the Reserve Capital,
  - b. the release of the "Soda Companies Purchase Fund" capital in the amount of **PLN 15,200,000.00** (in words: fifteen million two hundred thousand zlotys 00/100), created from the profit for the financial year 1996, by Resolution No. 6 of the Annual General Meeting of the Company of 25 June 1997 and the transfer, in its entirety, to the Reserve Capital,
  - c. the release of the "Commercial Risk Fund" in the amount of **PLN 3,330,000.00**



(three million three hundred and thirty thousand zlotys 00/100), created from the profit for the financial year 1996, by Resolution No. 6 of the Annual General Meeting of the Company of 25 June 1997 and the transfer, in its entirety, to the Reserve Capital,

- d. the release of the reserve capital for the purchase of own shares in the amount of **PLN 346,500,000.00** (in words: three hundred and forty-six million five hundred thousand zlotys 00/100), created through separation by Resolution No. 21 of the Annual General Meeting of the Company of 21 May 2020 from part of the supplementary capital of the Company created from profit and the transfer, in its entirety, to the Reserve Capital,
- e. transferring part of the reserve capital, created from profit in the amount of **PLN 413,506,952.98** (in words: four hundred and thirteen million five hundred and six thousand nine hundred and fifty-two zlotys 98/100) to the Reserve Capital.

## §2

The Management Board is authorized to use the Reserve Capital for the payment of dividend advances in the future.

## §3

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot.*

**RESOLUTION NO. 24**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on the distribution of net profit of CIECH S.A. for the financial year 2022**

Pursuant to Article 395 § 2 item 2) of the Commercial Companies Code as well as § 18 letter (b) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of Shareholders of CIECH S.A., having considered the motion of the Management Board of CIECH S.A. regarding the distribution of net profit of CIECH S.A. for the financial year 2022, as well as the assessment thereof by the Supervisory Board of CIECH S.A., herewith resolves to allocate the net profit of CIECH S.A. for the financial year 2022, amounting to **PLN 612,255,371.67** (in words: six hundred and twelve million two hundred and fifty-five thousand three hundred and seventy-one and 67/100), shall be allocated divide as follows:

1. to allocate the amount of **PLN 79,049,863.50** (in words: seventy-nine million forty-nine thousand eight hundred and sixty-three zlotys and 50/100), for the payment of dividend to shareholders, which means that the value of the dividend per share will amount to **PLN 1.50** (in words: one zloty 50/100), which - taking into account the interim dividend for the financial year beginning on 1 January 2022 and ending on 31 December 2022 in the amount of **PLN 79,049,863.50** (in words: seventy-nine million forty-nine thousand eight hundred and sixty-three zlotys and 50/100), i.e. **PLN 1.50** (in words: one zloty 50/100) per share paid by the Company pursuant to Resolution of the Management Board No. 194/2022 of 15 November 2022 - fully exhausts the amount of dividend for shareholders, causing the remaining dividend for the financial year **2022** for shareholders to amount to **PLN 0,00**.
2. to allocate the remaining amount, i.e. PLN 533,205,508.17 (say: five hundred and thirty three million two hundred and five thousand five hundred and eight zlotys and 17/100/100), to the reserve capital established by Resolution No. 23 of the Annual General Meeting of CIECH S.A. of May 25, 2023, allocated to the payment of dividends or interim dividends in the future.

§2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot.*

[alternative resolution in the event of failure to adopt resolutions No. 24 above]

**RESOLUTION NO. 25**  
**OF THE ANNUAL GENERAL MEETING OF CIECH S.A.**  
**with its registered office in Warsaw**  
**of 25 May 2023**

**on the distribution of net profit of CIECH S.A. for the financial year 2022**

Pursuant to Article 395 § 2 item 2) of the Commercial Companies Code as well as § 18 letter (b) of the Articles of Association of CIECH S.A., it is resolved as follows:

§1

The Annual General Meeting of Shareholders of CIECH S.A., having considered the motion of the Management Board of CIECH S.A. regarding the distribution of net profit of CIECH S.A. for the financial year 2022, as well as the assessment thereof by the Supervisory Board of CIECH S.A., herewith resolves to allocate the net profit of CIECH S.A. for the financial year 2022, amounting to **PLN 612,255,371.67** (in words: six hundred and twelve million two hundred and fifty-five thousand three hundred and seventy-one and 67/100), shall be allocated divide as follows:

1. to allocate the amount of **PLN 79,049,863.50** (in words: seventy-nine million forty-nine thousand eight hundred and sixty-three zlotys and 50/100), for the payment of dividend to shareholders, which means that the value of the dividend per share will amount to **PLN 1.50** (in words: one zloty 50/100), which - taking into account the interim dividend for the financial year beginning on 1 January 2022 and ending on 31 December 2022 in the amount of **PLN 79,049,863.50** (in words: seventy-nine million forty-nine thousand eight hundred and sixty-three zlotys and 50/100), i.e. **PLN 1.50** (in words: one zloty 50/100) per share paid by the Company pursuant to Resolution of the Management Board No. 194/2022 of 15 November 2022 - fully exhausts the amount of dividend for shareholders, causing the remaining dividend for the financial year **2022** for shareholders to amount to **PLN 0,00**.
2. to allocate the remaining amount, i.e. PLN 533,205,508.17 (say: five hundred and thirty three million two hundred and five thousand five hundred and eight zlotys and 17/100/100), to the supplementary capital.

§ 2

This resolution shall enter into force upon adoption.

*Number of shares from which valid votes have been cast:*

*Percentage of these shares in the share capital:*

*Total number of valid votes:*

*Number of votes "in favour":*

*Number of votes "against":*

*Number of votes "abstaining":*

*This resolution will be adopted in an open ballot.*