

**Justification
to the resolutions covered by item's no. 2, 4 - 6, 8 of the agenda
of the Extraordinary General Meeting of CIECH S.A.
dated April 11, 2023**

Under agenda item no. 2:

Election of the Chairperson of the Extraordinary General Meeting.

Pursuant to Article 409 § 1 of the CCC, the chairman shall be elected from among persons entitled to participate in the general meeting.

Pursuant to § 7 of the Regulations of the General Meeting of the Company, the person opening the general meeting immediately orders the election of the chairman.

Pursuant to § 8 sec. 3 of the Regulations of the General Meeting of the Company the general meeting elects the chairman in a secret ballot among the persons entitled to participate in the general meeting.

Due to the above, the adoption of a resolution is of order nature and is necessary for the proper organization of the general meeting.

Under agenda item no. 4:

Adoption of the agenda of the Extraordinary General Meeting.

Pursuant to Article 409 § 2 of the Commercial Companies Code of 15 September 2000 and § 9 sec. 1 of the Regulations of the General Meeting of the Company, the chairman of the general meeting directs the course of the general meeting in accordance with the adopted agenda. The chairman is not allowed, without the consent of the general meeting, to delete or change the order of matters included in the agenda.

Due to the above, the adoption of a resolution is of order nature and is necessary for the proper organization of the general meeting.

Under agenda item no. 5:

Authorisation for the management board of the Company (the "Management Board") to increase the share capital within the authorised capital, excluding pre-emptive rights in full for all current shareholders.

Adoption of a resolution authorising the Management Board to increase the share capital of the Company within the framework of the authorised capital is purposeful and reasonable. The Management Board, in

exercising its authority to increase the share capital within the authorised capital, will be able to adjust the volume and select a convenient time for the Company to conduct the increase within the framework of the authorised capital. It will enable the Company to respond more effectively to the dynamically changing economic and market environment.

Under agenda item no. 6 – amendments updating the Articles of Association:

Change in the method of appointment of members of the supervisory board of the Company (the “Supervisory Board”).

The proposed arrangement will enhance the Supervisory Board's supervision over the Management Board which manages the Company's affairs. The proposed arrangement does not identify by name the preferred shareholder, but merely uses the criteria of the number of shares held, making the arrangement objective and capable of constituting a permanent rule, irrespective of the ownership structure of the Company at a particular time.

Under agenda item no. 6 – amendments updating the Articles of Association:

Introduction of a quorum at the general meeting of the Company of 15% of the Company's share capital.

The proposed amendment will ensure that resolutions of the general meeting will be passed in the presence of the Company's significant shareholders, thereby excluding the possibility that they will be passed by an incidentally assembled minority, and thereby will strengthen the influence of the significant shareholders in the Company's decision making process. Ensuring stability in the exercise of ownership rights by the Company's shareholders should be in the Company's own interest.

Under agenda item no. 8:

Company incurring the costs of convening and holding the Extraordinary General Meeting.

Pursuant to Article 400 § 4 of the CCC, it is required to adopt a resolution on the costs of convening and holding the extraordinary general meeting, if such meeting is conveyed at the request of a shareholder.

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The drafts of the proposed resolutions have been already made available publicly along with other materials disclosed for persons interested in the Extraordinary Shareholders' Meeting of the Company dated April 11, 2023. These materials are available on: <https://ciechgroup.com/relacje-inwestorskie/walne-zgromadzenie/>.