

RESOLUTION NO. 3
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. with its registered office in Warsaw
of April 17, 2023

on the adoption of the agenda of the Extraordinary 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 Extraordinary General Meeting 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 a resolution on authorization for the Management Board to increase the share capital of the Company within the framework of the authorised capital by issuing ordinary bearer shares of the following series, full exclusion of the pre-emptive rights for all current shareholders and on amendments to the Company's Articles of Association.
6. Adoption of resolutions on amendments to the Company's Articles of Association.
7. 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.
8. Adoption of a resolution on determining the number of members of the Supervisory Board of CIECH S.A.
9. Adoption of a resolution on the appointment of a member of the Supervisory Board by voting in groups.
10. Adoption of a resolution on the appointment of member of the Supervisory Board of CIECH S.A.
11. Adoption of a resolution on incurring by the Company the costs of convening and holding the Extraordinary General Meeting.
12. Closing of the Extraordinary General Meeting of Shareholders.

§ 2

The resolution shall enter into force upon adoption.

Number of shares from which valid votes have been cast: 43 688 350

Percentage of these shares in the share capital: 82,90 %

Total number of valid votes: 43 688 350

Number of votes "in favour": 43 645 340

Number of votes "against": 43 010

Number of votes "abstaining": 0

This resolution was adopted in an open ballot.

RESOLUTION NO. 4
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. with its registered office in Warsaw
of April 17, 2023

on authorization for the Management Board to increase the share capital of the Company within the framework of the authorised capital by issuing ordinary bearer shares of the following series, full exclusion of the pre-emptive rights for all current shareholders and on amendments to the Company's Articles of Association

Pursuant to Articles 444, 445, 447 in conjunction with Article 433 § 2 and Article 430 § 1 of the Commercial Companies Code in conjunction with § 18 letter (d) and letter (h) of the Articles of Association of CIECH S.A., it is resolved as follows:

§ 1

1. The management board of the Company (the “**Management Board**”) presented to the Extraordinary General Meeting an opinion justifying the adoption of a resolution on authorization for the Management Board to increase the share capital of the Company within the framework of the authorised capital.
2. Adoption of the Resolution is aimed to enable the Company to acquire the capital necessary to finance the merger and acquisition transactions of other entrepreneurs within its operating activity. This objective can be achieved due to the advantages of the institution of the authorised capital, such as:
 - (a) simplification of the procedure for raising funds by means of a share capital increase, as a share capital increase does not require a general meeting to be convened and held;
 - (b) reducing the cost of the share capital increase;
 - (c) making the share capital increase procedure more flexible, as the Management Board can offer newly issued shares much faster and at the time convenient for the Company, taking into the account current condition of the capital market, as opposed to the procedure of an ordinary share capital increase.
3. Thus, having considered the Management Board's opinion on the exclusion of the pre-emptive rights in whole or in part in regard to the current shareholders, the Extraordinary General Meeting adopts the present resolution on authorizing the Management Board to increase the share capital of the Company within the framework of the authorised capital and on amending the articles of association of the Company.

§ 2

1. The share capital may be increased within the framework of the authorised capital by an amount not exceeding 197,625,720.00 PLN (in words: one hundred and ninety-seven million, six hundred and twenty-five thousand, seven hundred and twenty zloty) (“**Authorised Capital**”).
2. The Management Board shall be authorised to increase the share capital within the limits of the Authorised Capital, through the single or multiple issue of bearer shares, conducted within three years from the date of registration in the Register of Business Entities of the National Court Register of the amendment to the articles of association of the Company providing for the Authorised Capital.

3. The Management Board shall also be authorised to issue subscription warrants in accordance with Article 444 §7 of the CCC, with the term of exercise of subscription rights expiring no later than three years from the date of registration in the Register of Business Entities of the National Court Register of the amendment to the articles of association of the Company providing for the Authorised Capital. The provisions of this Resolution on the issue of shares within the increase of the share capital within the limits of the Authorized Capital shall apply accordingly to the issue of subscription warrants.
4. An increase of the share capital within the limits of the Authorised Capital by the Management Board shall require the approval of the supervisory board of the Company (the “**Supervisory Board**”) and the adoption of an appropriate resolution by the Management Board.
5. An increase in the share capital within the limits of the Authorised Capital may take place in order for the Company to acquire the capital necessary to finance merger and acquisition transactions of other businesses within its operating activity.

§ 3

1. Subsequent issues of shares under the share capital increase within the limits of the Authorised Capital will be identified by successive letters of the alphabet, beginning with the letter F.
2. The Management Board is authorised to allot shares issued as a part of the share capital increase within the limits of the Authorised Capital in return for cash and non cash contributions.
3. The Management Board is not allowed to grant shareholders who subscribe for shares in connection with an increase in the share capital within the limits of the Authorised Capital preference shares, nor is it allowed to grant them the personal rights described in Article 354 of the CCC.
4. The Management Board is authorised to determine the issue price and allotment of shares issued within the limits of the Authorised Capital subject to the consent of the Supervisory Board.
5. The issue price of shares issued under the share capital increase within the limits of the Authorised Capital may not be lower than the share price determined in accordance with the provisions of Article 79 sections 1-2 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, in the wording of this Act from the date of registration in the Register of Business Entities of the National Court Register of the amendment to the articles of association of the Company providing for the Authorised Capital. The reference point for the determination of the minimum share issue price shall be the day of adoption of the resolution of the Management Board on increasing the share capital within the limits of the Authorised Capital.
6. The Management Board is authorised to decide on all other matters relating to the increase of the share capital within the limits of the Authorised Capital (including the issue of subscription warrants).

§ 4

1. The Management Board presented to the Extraordinary General Meeting an opinion justifying the exclusion, in whole or in part, of existing shareholders of the Company of their pre-emptive rights to shares issued within the framework of an increase in the share capital within the limits of the Authorised Capital or for the purpose of issuing subscription warrants, subject to the priority right to subscribe for new shares for shareholders holding at least 1% of the share capital.

2. Having considered the opinion of the Management Board, the Extraordinary General Meeting authorises the Management Board, subject to the consent of the Supervisory Board, to fully or partially exclude the existing shareholders of the Company of their pre-emptive rights to shares issued within the limits of the Authorised Capital or for the purpose of issuing subscription warrants with respect to any increase in the share capital within the limits of the Authorised Capital.
3. In the case of subscription warrants, the allotment procedure will follow the principles described in paragraph 2 above, while the allotment of shares within the Authorised Capital will take place in accordance with the rights attached to these subscription warrants.
4. The written opinion of the Management Board referred to in paragraphs 1 and 2 above constitutes an Appendix No. 1 to this Resolution.

§ 5

The Extraordinary General Meeting hereby authorises and obliges the Management Board to:

- (a) establish the detailed terms and manner of carrying out the subscriptions of shares issued in connection with the increase of the share capital within the limits of the Authorised Capital, and in the event of a decision to issue shares under closed or open subscription, in particular to (i) establish the opening and closing dates for the subscription of shares, (ii) establish the manner and conditions for the submission of subscriptions, and (iii) allot shares, including the allotment of shares not taken up by virtue of the exercise of pre-emptive rights;
- (b) take all actions, in fact and in law, aimed at admitting the shares to trading on a regulated market operated by the Warsaw Stock Exchange, or any other relevant stock exchange, including performing all actions and submitting all motions, documents or notices with a view to admitting the shares to trading on a regulated market operated by the Warsaw Stock Exchange, or any other relevant stock exchange;
- (c) adopt resolutions and take all other factual and legal actions concerning the dematerialisation of shares and conclude agreements with the National Depository for Securities for the registration and dematerialisation of shares.

§ 6

The Extraordinary General Meeting of the Company hereby amends the articles of association of the Company in the manner, that is:

7. After § 7. of the articles of association of the Company new § 7a. shall be added:

„ § 7a.

1. *The Management Board is authorized to increase the share capital by an amount not higher than the PLN 197,625,720.00 (say: one hundred ninety seven million six hundred twenty five thousand seven hundred twenty zlotys) by way of one or more share capital increases within the limit specified above, by way of the issue of bearer shares (the “**authorized capital**”).*
2. *The authorisation referred to in sec. 1 shall expire 3 years after the date of registration of the amendment to the Company’s Memorandum of Association providing for this authorized capital in the register of entrepreneurs of the National Court Register.*
3. *The condition for the Management Board to increase the share capital within the authorized capital limit is obtaining the authorization of the Supervisory Board to make such an increase and adoption of an appropriate resolution by the Management Board.*

4. *The increase in share capital within the authorized capital limit may be carried out in order to allow the Company to obtain required financing for the merger and acquisition transactions of other business entities within its operating activity.*
5. *The Management Board is authorized to determine the detailed terms and conditions and the manner of conducting the subscription of shares issued due to the increase of the share capital within the authorized capital limit, and in the event a decision is made to issue shares within a closed or open subscription, in particular with regard to:*
 - (a) *determining the deadlines for the opening and closing of shares subscription,*
 - (b) *determining the manner and terms and conditions for making subscription for shares,*
 - (c) *making the allocation of shares, including the allocation of shares not taken-up as a result of the preemptive rights exercise.*
6. *A resolution of the Management Board on determining the issue price and on allocating shares issued within the authorized capital requires the authorization of the Supervisory Board. The issue price of shares issued within the authorized capital cannot be lower than the price determined in accordance with the provisions of art. 79 sec. 1-2 of the act dated 29 July 2005 – on public offering, conditions governing the introduction of financial instruments to organized trading, and listed companies in wording binding on the day of registration in the register of entrepreneurs of the National Court Register regarding amendment of the articles of association of the Company introducing the authorized capital. The point of reference for determining the issue price of shares will be the day of adoption by the Management Board of a resolution on increasing the share capital within the authorized capital limits.*
7. *With the authorization of the Supervisory Board, the Management Board is authorized to deprive shareholders of their preemptive right (in whole or in part) to shares issued within the share capital increase within the limits of the authorized capital.*
8. *With the authorization of the Supervisory Board, the Management Board is authorized to deprive shareholders of their preemptive right (in whole or in part) to shares issued within the share capital increase within the limits of the authorized capital.*
9. *With the authorization of the Company's Supervisory Board, the Management Board is authorized to deprive shareholders of their preemptive right (in whole or in part) to shares issued within the share capital increase within the limits of the authorized capital.*
10. *The Management Board is authorized, within the increase of the share capital within the limit of the authorized capital, also to issue subscription warrants in accordance with art. 444 § 7 of the Commercial Companies Code, with the term of exercising the subscription right expiring not later than 3 years from the day of registration in the register of entrepreneurs of the National Court Register of the amendment to the Company's Memorandum of Association providing for this authorized capital. The provisions of sec. 6 and 7 apply accordingly to the issue of subscription warrants.*
11. *Unless the provisions of law or this paragraph provide otherwise, the Management Board is authorized to decide about all matters related to the increase of the share capital within the limits of the authorized capital (including related to the issue of subscription warrants), in particular the Management Board is authorized to:*
 - (a) *undertake all factual and legal actions aimed at admitting the shares to trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A.*

(Warsaw Stock Exchange) or other appropriate stock exchange, including to take appropriate actions and submit all applications, documents or notifications to admit the shares to trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) or other appropriate stock exchange,

- (b) adopt resolutions and any other factual and legal actions concerning the dematerialization of shares and concluding agreements with the Krajowy Depozyt Papierów Wartościowych S.A. on the registration and dematerialization of shares.*

2. after sec. 2 letter (v) of § 21 of the articles of association of the Company new letters (w) and (x) shall be added:

„(w) granting consent to the exclusion of shareholders' preemptive rights (in whole or in part) to shares issued as part of an increase in the share capital within the limit of the authorized capital, or to subscription warrants issued as part of an increase in the share capital within the limit of the authorized capital,

(x) granting consent to determine the issue price and granting shares issued by the Management Board within the limit of the authorized capital.”

§ 7

This resolution enters into force as of the moment of its adoption, with legal effects from the date of entry of the amendments to the articles of association of the Company in the Register of Business Entities of the National Court Register.

Number of shares from which valid votes have been cast: 43 688 350

Percentage of these shares in the share capital: 82,90 %

Total number of valid votes: 43 688 350

Number of votes "in favour": 27 158 707

Number of votes "against": 16 529 643

Number of votes "abstaining": 0

An open vote was ordered.

This resolution was not adopted.

**RESOLUTION NO. 5
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. with its registered office in Warsaw
of April 17, 2023**

on amendments to the Company's Articles of Association

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 is resolved as follows:

§ 1

The Extraordinary General Meeting of the Company hereby amends the articles of association of the Company, in such a way that the:

existing wording of § 19 of the articles of association of the Company shall be renumbered as „§ 19 sec. 1”, and the sec. 2 is added thereafter:

„2. *The General Meeting is valid and may adopt resolutions if at least 15% of the Company's share capital is represented at the General Meeting.*”

§ 2

This resolution enters into force as of the moment of its adoption, with legal effect as of the date of entry of the amendments to the articles of association of the Company in the Register of Business Entities of the National Court Register.

Number of shares from which valid votes have been cast: 43 688 350

Percentage of these shares in the share capital: 82,90 %

Total number of valid votes: 43 688 350

Number of votes "in favour": 29 344 013

Number of votes "against": 12 857 117

Number of votes "abstaining": 1 487 220

An open vote was ordered.

This resolution was not adopted.

RESOLUTION NO. 6
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. with its registered office in Warsaw
of April 17, 2023

on amendments to the Company's Articles of Association

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 is resolved as follows:

§ 1

The Extraordinary General Meeting of the Company hereby amends the articles of association of the Company, as follows:

1. § 20. sec. 3 of articles of association of the Company, shall read as follows:

„3. Subject to sec. 3a, the members of the Supervisory Board are appointed and dismissed by the General Meeting.”

2. in § 20. of articles of association of the Company. after sec. 3, a new sections 3a and 3b shall be added in the following wording:

„3a. A shareholder who represents more than 50% of the Company's share capital shall have the right to appoint and dismiss Members of the Supervisory Board in a number constituting a majority of the Board as of the date of exercising this right (where the number of members of the Supervisory Board in a given term of office is determined by a resolution of the General Meeting), through a written declaration submitted to the Company (whereby if the declaration is submitted during a General Meeting, it may be submitted to the Chairperson of that General Meeting) (for example: in the case of a five-member Supervisory Board, the right to appoint and dismiss 3 members of the Supervisory Board; in the case of a six-member Supervisory Board, the right to appoint and dismiss 4 members of the Supervisory Board; in the case of a seven-member Supervisory Board, the right to appoint and dismiss 4 members of the Supervisory Board). Such appointment or dismissal is effective as of the date of delivery of an appropriate statement to the Management Board and does not require a resolution of the General Meeting. The right expires the moment the shareholder ceases to hold more than 50% of shares of the Company. In the event shareholder referred to in this section 3a fails to appoint a member or members of the Supervisory Board within 1 month from the date on which, for any reason, the Supervisory Board is composed of fewer persons than provided for in the relevant resolution of the General Meeting determining the number of members of the Supervisory Board, the General Meeting may appoint such Member or Members of the Supervisory Board. For clarity, the appointment by the General Meeting of such Member or Members of the Supervisory Board by the General Meeting shall not waive the shareholder's right, referred to in this section 3a, to subsequently dismiss such Member or Members of the Supervisory Board in accordance with this section 3a. For the avoidance of doubt, the shareholder referred to in this section 3a may waive the right referred to in this section 3a, and in such event the General Meeting shall appoint all members of the Supervisory Board (without waiving the right of such shareholder to dismiss those Members of the Supervisory Board in accordance with the provisions of this section 3a. The waiver shall be made in a written statement submitted to the Company (provided that if the statement is submitted during a General Meeting, the statement may be submitted to the Chairman of that General Meeting). For the avoidance of doubt, the power set out in this section 3a shall not restrict the shareholder referred to in this section 3a in his right to vote at the General Meeting on appointment or dismissal of the other members of the Supervisory Board who are appointed and dismissed by the General Meeting.

- 3b. *If members of the Supervisory Board are elected by voting in separate groups, each group may elect only one member of the Supervisory Board, and a shareholder who participates in the group may not participate in the election of Supervisory Board members in another group or in the vote in which mandates on the Supervisory Board not filled on the Supervisory Board not filled by voting in separate groups.*

§ 2

This resolution enters into force as of the moment of its adoption, with legal effect as of the date of entry of the amendments to the articles of association of the Company in the Register of Business Entities of the National Court Register.

Number of shares from which valid votes have been cast: 43 688 350

Percentage of these shares in the share capital: 82,90 %

Total number of valid votes: 43 688 350

Number of votes "in favour": 27 150 561

Number of votes "against": 16 537 789

Number of votes "abstaining": 0

An open vote was ordered.

This resolution was not adopted.

RESOLUTION NO. 7
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. with its registered office in Warsaw
of April 17, 2023

on determining the number of members of the Supervisory Board of CIECH S.A.

§ 1. [Determining the number of members of the Supervisory Board]

Extraordinary General Meeting of CIECH S.A. with its registered office in Warsaw, acting pursuant to art. 385 § 1 of the Code of Commercial Companies and the provisions of § 20 sec. 1 of the Company's Articles of Association, determines the number of members of the Supervisory Board of CIECH S.A. on 6 persons.

§ 2. [Entry into force]

The resolution shall enter into force upon adoption.

Number of shares from which valid votes have been cast: 42 374 075

Percentage of these shares in the share capital: 80,41 %

Total number of valid votes: 42 374 075

Number of votes "in favour": 13 248 278

Number of votes "against": 27 157 798

Number of votes "abstaining": 1 967 999

An open vote was ordered.

This resolution was not adopted.

RESOLUTION NO. 8
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. with its registered office in Warsaw
of April 17, 2023

on incurring by the Company the costs of convening and holding the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of CIECH S.A. with its registered office in Warsaw, acting pursuant to Article 400 § 4 of the Commercial Companies Code, hereby resolves that the cost and convening and holding the Extraordinary General Meeting will be borne by the Company.

§ 2

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

Number of shares from which valid votes have been cast: 43 688 350

Percentage of these shares in the share capital: 82,90 %

Total number of valid votes: 43 688 350

Number of votes "in favour": 40 593 836

Number of votes "against": 3 094 514

Number of votes "abstaining": 0

This resolution was adopted in an open ballot.

As resolutions number 4, 5 and 6 were not adopted, the following resolution was not put to a vote.

**RESOLUTION NO....
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. with its registered office in Warsaw
of, 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 Extraordinary General Meeting of CIECH S.A. authorizes the Supervisory Board of CIECH S.A. to draft 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.

*As resolution number 7 was not adopted, the following resolution was not put to a vote.
Having regard to § 20 (1) of the Articles of Association of Company, this resolution became irrelevant.*

RESOLUTION NO. ...

**OF THE GROUP OF SHAREHOLDERS ENTITLED TO ELECT A MEMBER OF THE SUPERVISORY BOARD
BY VOTING IN GROUPS AT THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. WITH ITS
REGISTERED OFFICE IN WARSAW ON, 2023**

on the appointment of a member of the Supervisory Board by voting in groups

§ 1. [Appointment of members of the Supervisory Board by voting in groups]

Acting on the basis of art. 385 § 3 of the Code of Commercial Companies, the Extraordinary General Meeting of CIECH S.A. with its registered office in Warsaw, by voting in the group, appoints Mrs. / Mr. [●] as a member of the Supervisory Board of CIECH S.A.

Acting on the basis of art. 390 § 2 of the Code of Commercial Companies, the Extraordinary General Meeting of CIECH S.A. with its registered office in Warsaw, delegates Ms. / Mr. [●] to perform supervisory activities on a permanent, individual basis.

§ 2. [Entry into force]

The resolution shall enter into force upon adoption.

*As resolution number 7 was not adopted, the following resolution was not put to a vote.
Having regard to § 20 (1) of the Articles of Association of Company, this resolution became irrelevant.*

**RESOLUTION NO. ...
OF THE EXTRAORDINARY GENERAL MEETING OF CIECH S.A. with its registered office in Warsaw
of, 2023**

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

§ 1. [Appointment of a member of the Supervisory Board]

Extraordinary General Meeting of CIECH S.A. with its registered office in Warsaw, acting pursuant to art. 385 § 6 of the Code of Commercial Companies, appoints Mrs. / Mr. [●] to the Supervisory Board of CIECH S.A.

§ 2. [Entry into force]

The resolution shall enter into force upon adoption.