

Luxembourg, June 15, 2023.

From:

KI Chemistry S.à r.l.

11 rue Aldringen,
L-1118 Luxembourg

To:

**Management Board
of CIECH S.A.**

62 Wspólna St,
00-684 Warsaw

**Submission of a draft resolution concerning the matter placed on the agenda of the Ordinary
General Meeting of CIECH S.A. with its registered office in Warsaw, Poland
on the distribution of net profit for the financial year 2022**

Acting on behalf of **KI Chemistry S.à r.l.** (*Société à responsabilité limitée*) with its registered office in Luxembourg and address: 11 rue Aldringen, L-1118 Luxembourg, Grand Duchy of Luxembourg, registered in the *Registre de Commerce et des Sociétés* under number B133556 (the "**Shareholder**"),

being a shareholder of **CIECH S.A.** with its registered office in Warsaw, ul. Wspólna 62, 00-684 Warsaw, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XII Economic Department of the National Court Register under the number KRS 0000011687 (the "**Company**") entitled to 30,681.904 (thirty million six hundred and eighty-one nine hundred and four) shares representing 58.22% of the shares in the Company's share capital, entitling to 30,681,904 (thirty million six hundred and eighty-one nine hundred and four) votes at the Company's general meeting representing 58.22% of the total number of votes at the Company's general meeting, i.e. representing more than one-twentieth of the Company's share capital,

in connection with the convening of the Ordinary General Meeting of Shareholders of the Company for May 25, 2023 (the "**General Meeting**") and the adjournment of the General Meeting until June 22, 2023, pursuant to Article 401 § 4 and § 5 of the Law of September 15, 2000 – Polish Code of Commercial Partnerships and Companies, I hereby submit a draft resolution on the matter placed on the agenda of the General Meeting on the distribution of net profit for the financial year 2022.

Justification

KI Chemistry S.à r.l. with its registered office in Luxembourg (the "**Shareholder**"), pursuant to Article 401 § 4 and § 5 of the Commercial Companies Code, submits a draft resolution concerning the matter on the agenda of the Annual General Meeting of CIECH S.A. with its registered office in Warsaw (the "**Company**"), i.e. the distribution of net profit for the financial year 2022.

The Shareholder seeks to increase equity involvement and corporate control over the Company. The increase of the Shareholder's equity involvement in the Company is intended to enable further integration of the Shareholder's group and to support the Company more fully in the event of unforeseen events, including possible capital requirements related to the circumstances identified by the Company's Management Board in the Management Board's recommendation on the distribution of profit for 2022. The Shareholder's specific intentions for the Company were described in the tender offer for the Company's shares announced on 9 March 2023 and have not changed. The aforementioned intentions may be achieved if the Shareholder's share in the total number of votes at the General Meeting of the Company is increased accordingly. In the event that the Shareholder's objective of receiving binding offers for the sale of shares allowing the Shareholder to acquire a number of shares resulting in the Shareholder achieving 70,00% in the total number of votes at the Company's General Meeting is achieved, the Shareholder intends to vote in favour of the resolution on the distribution of net profit for the financial year 2022 in the notified wording. If this objective is not fulfilled or is abandoned, the Shareholder reserves the right to decide otherwise on the matter, in particular by voting in favour of the resolution in the wording proposed by the Management Board of the Company.

On behalf of **KI Chemistry S.à r.l.**

Robert Wozniak
Manager A

Andrzej Pruski
Manager B

Attachments:

- *Document confirming the Shareholder's representation with translation into Polish*
- *Draft resolutions of the General Meeting*
- *Deposit certificate confirming the Shareholder's ownership of the Company's shares with a Polish translation*