

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting  
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 5 September 2016**

*concerning the election of Chairperson of the Extraordinary General Meeting*

Acting pursuant to article 409 § 1 of the Commercial Companies Code and § 32 of the Company Statutes, the Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**the Company**"), adopts as follows:

**§ 1**

The Extraordinary General Meeting elects Mr/Ms [●] as Chairperson of the Extraordinary General Meeting of the Company.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting  
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 5 September 2016**

*concerning the adoption of the agenda of the Extraordinary General Meeting*

The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**the Company**"), adopts as follows:

**§ 1**

The Extraordinary General Meeting of the Company adopts the following agenda of the Extraordinary General Meeting:

1. The opening of the General Meeting.
2. The election of Chairperson of the General Meeting.
3. The ascertainment of the correctness of convening the General Meeting and its capability of adopting binding resolutions.
4. The adoption of the agenda of the General Meeting.
5. The adoption of a decision not to elect the Returning Committee.
6. The adoption of a resolution concerning an increase in the company's share capital.
7. The adoption of a resolution concerning changes in the Company Statutes.
8. The adoption of a resolution concerning the allocation of the supplementary capital for the financing of the flat-rate income tax related to the increase in the share capital.
9. The adoption of a resolution concerning changes in the composition of the Supervisory Board of PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw.
10. The adoption of a resolution concerning the payment of the costs related to the convening and holding of the General Meeting.
11. The closing of the General Meeting.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]**  
**of the Extraordinary General Meeting**  
**of "PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 5 September 2016**  
*concerning the adoption of a decision not to elect the Returning*  
*Committee*

Acting pursuant to § 16 clause 6 of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A., The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**the Company**"), adopts as follows:

**§ 1**

The Extraordinary General Meeting decides not to elect the Returning Committee.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]**  
**of the Extraordinary General Meeting of**  
**“PGE Polska Grupa Energetyczna Spółka Akcyjna”**  
**of 5 September 2016**

*concerning an increase in the share capital to be financed from  
the Company's own funds*

Acting pursuant to Article 442 § 1 of the Commercial Companies Code and § 37 clause 1 item 3 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**the Company**”), adopts as follows:

§ 1

The Extraordinary General Meeting increases the Company's share capital from the amount of PLN 18,697,608,290 (say: eighteen billion six hundred and ninety-seven million six hundred and eight thousand two hundred and ninety zloty) to the amount of PLN 24,306,890,777 (say: twenty-four billion three hundred and six million eight hundred and ninety thousand seven hundred and seventy-seven zloty), i.e. by the amount of PLN 5,609,282,487 (say: five billion six hundred and nine million two hundred and eighty-two thousand four hundred and eighty-seven zloty), from the Company's supplementary capital by increasing the par value of the shares in series A, B, C and D from PLN 10 (say: ten zloty) to PLN 13 (say: thirteen zloty).

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
“PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of 5 September 2016**

*concerning changes in the Company Statutes and an authorisation for the  
Supervisory Board to determine the consolidated text of the Company  
Statutes*

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code and § 37 clause 1 item 1 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**the Company**”), adopts as follows:

§ 1

The Extraordinary General Meeting changes § 7 of the Company Statutes, whose new wording is as follows:

*“The Company's share capital shall equal PLN 24.306.890.777 (say: twenty-four billion three hundred and six million eight hundred and ninety thousand seven hundred and seventy-seven zloty) and shall be divided into 1,869,760,829 (say: one billion eight hundred and sixty-nine million seven hundred and sixty thousand eight hundred and twenty-nine) shares with a par value of PLN 13 (thirteen zloty) each, including:*

- 1) 1,470,576,500 series “A” bearer shares,*
- 2) 259,513,500 series “B” bearer shares,*
- 3) 73,228,888 series “C” bearer shares,*
- 4) 66,441,941 series “D” bearer shares.”*

§ 2

The Extraordinary General Meeting authorises the Supervisory Board to determine the consolidated text of the Company Statutes, including the change referred to in § 1 above.

§ 3

The resolution becomes effective as at the date of its adoption, with full legal effect as at the date on which the aforementioned changes are entered in the register of entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
“PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of 5 September 2016**

*concerning the allocation of the supplementary capital for the financing  
of the flat-rate income tax related to the increase in the share capital to  
be financed from the Company's own funds*

Acting pursuant to Article 396 § 5 of the Commercial Companies Code and § 41 clause 2 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**the Company**”), adopts as follows:

§ 1

The Extraordinary General Meeting decides to allocate a part of the Company's supplementary capital for the financing of the flat-rate income tax payable by the shareholders in connection with:

- the increase in the share capital to be financed from the Company's own funds, pursuant to resolution no. ... of the Extraordinary General Meeting of 5 September 2016 and
- the allocation of a part of the supplementary capital for the financing of the income tax payable by the shareholders, pursuant to this resolution,

taking into consideration the lack of the possibility of allocating the supplementary capital in the amount of 1/3 of the share capital for any purpose other than to finance a loss shown in financial statements, pursuant to Article 396 § 5 of the Commercial Companies Code.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO. [●]**  
**of the Extraordinary General Meeting**  
**of "PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 5 September 2016**

*concerning changes in the composition of the Supervisory Board*

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**the Company**"), adopts as follows:

§ 1

The Extraordinary General Meeting dismisses Mr/Ms [●], as of ..... 2016, from the Supervisory Board.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting  
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 5 September 2016**

*concerning changes in the composition of the Supervisory Board*

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**the Company**") adopts as follows:

§ 1

The Extraordinary General Meeting appoints Mr/Ms [●], as of ..... 2016, as member of the Supervisory Board.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.



**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
“PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of 5 September 2016**

*concerning the payment of the costs related to the convening and holding  
of the Extraordinary General Meeting*

Acting pursuant to Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**the Company**”) adopts as follows:

**§ 1**

The Extraordinary General Meeting decides that the costs related to the convening and holding of this Extraordinary General Meeting are to be borne by the Company.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.