

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 37 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw (“**Company**”), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

1. § 37 clause 2 receives the following wording:

“2. Purchasing and disposing of real property, perpetual usufruct or interests in real property or perpetual usufruct shall not require the consent of the General Meeting, subject to clause 3 items 1 and 2.”

2. In § 37, clause 3 is added with the following wording:

“3. The consent of the General Meeting shall be required for the following:

1) disposing of the components of the non-current assets within the meaning of the Accounting Act of 29 September 1994, classified as intangible assets, fixed assets or long-term investments, including their use as a contribution to a company or cooperative, if the market value of such components exceeds 5% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements, as well as making such components available for use by another entity for a period longer than 180 days in a calendar year, on the basis of a legal act, if the market value of the subject of a legal act exceeds 5% of the total assets, with the proviso that making an asset available for use in the case of:

a) rental agreements, lease agreements and other agreements providing for making an asset available for use by other entities - the market value of the subject of a legal act shall be understood as the value of benefits for:

- one year - if an asset is made available for use on the basis of agreements entered into for an indefinite period of time,*
- the whole term of an agreement - for agreements entered into for a definite period of time,*

b) loan-for-use agreements and other agreements providing for making an asset available for use free of charge by other entities - the market value of the subject of a legal act shall be understood as the equivalent of benefits which would be available in the case of entering into a rental or lease agreement for:

- one year - if an asset is made available for use on the basis of agreements*

- entered into for an indefinite period of time,*
- *the whole term of an agreement - for agreements entered into for a definite period of time,*
- 2) *purchasing components of the non-current assets within the meaning of the Accounting Act of 29 September 1994 whose value exceeds:*
 - a) *100,000,000 zlotys, or*
 - b) *the value of 5% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements,*
 - 3) *acquiring or purchasing shares/interests in another company whose value exceeds:*
 - a) *100,000,000 zlotys, or*
 - b) *the value of 10% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements,*
 - 4) *disposing of shares/interests in another company whose value exceeds:*
 - a) *100,000,000 zlotys, or*
 - b) *10% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements”.*

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments 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 Ordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 45 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw ("Company"), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

1. In § 45 clause 7, after the phrase “...to the conclusion of the agreement, the following should be adopted to determine its value”, the following phrase is added:

„– in the event of the lack of any other grounds specified in the Statutes -”

2. In § 45 clause 9, the following phrase is deleted:

“(Journal of Laws of 2012, item 1059, as amended)”

3. In § 45 clause 10, the following phrase is deleted:

“(Journal of Laws of 2015, item 196, no. 163, item 891, as amended)”

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments 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