

**RESOLUTION NO. [●]
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 14 November 2018**

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 the company "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 14 November 2018

concerning the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of the company "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 on amendments to "The Statutes of the Company PGE Polska Grupa Energetyczna Spółka Akcyjna".
7. The adoption of a resolution concerning the authorization for the Supervisory Board to determine the consolidated text of "The Statutes of the Company PGE Polska Grupa Energetyczna Spółka Akcyjna".
8. The adoption of a resolution concerning the payment of the costs related to the convening and holding of the General Meeting.
9. 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 14 November 2018**

*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 the company "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 14 November 2018

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

§ 1

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

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

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

- 1) the Company's disposal of shares/interests in a company with respect to which frequencies from the ranges 452.5-457.5 MHz and 462.5-467.5 MHz have been reserved pursuant to a decision on frequency reservation to be issued, after consultations with the minister competent for energy-related matters, by the President of the Electronic Communication Office,*
- 2) the determination of the manner of voting at the General Meeting of a company with respect to which frequencies from the ranges 452.5-457.5 MHz and 462.5-467.5 MHz have been reserved pursuant to a decision on frequency reservation to be issued, after consultations with the minister competent for energy-related matters, by the President of the Electronic Communication Office, on matters concerning amendments to such a company's statutes / articles of association.”*

§ 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 Extraordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 14 November 2018**

*concerning an authorization for the Supervisory Board to determine the
consolidated text of the Company Statutes*

Acting pursuant to Article 430 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of the company “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 authorizes the Supervisory Board to determine the consolidated text of the Company Statutes including the amendments to the Company Statutes adopted by the Extraordinary General Meeting on 14th November 2018.

§ 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 14 November 2018

*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 the company “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.