

RESOLUTION NO. 1
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the election of Chairperson of the Ordinary General Meeting

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

§ 1

The Ordinary General Meeting of the Company elects Ms Anna Kowalik as Chairperson of the Ordinary General Meeting of the Company.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 384 956 175

The number of votes cast against the resolution: 1 168

The number of abstaining votes: 113

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 2
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

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

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

§ 1

The Ordinary General Meeting adopts the following agenda of the Ordinary 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 the decision not to elect the Returning Committee.
6. The consideration of "The EU-IFRS-compliant standalone financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2018 (in million zlotys)" and the adoption of the resolution concerning their approval.
7. The consideration of "The EU-IFRS-compliant consolidated financial statements of the PGE Capital Group for the year ended 31 December 2018 (in million zlotys)" and the adoption of the resolution concerning their approval.
8. The consideration of the Management Board's report on the activities of the company PGE Polska Grupa Energetyczna S.A. and the PGE Capital Group for the year ended 31 December 2018 and the adoption of the resolution concerning its approval.
9. The adoption of the resolution concerning the allocation of net loss of the company PGE Polska Grupa Energetyczna S.A. for the financial year 2018.
10. The adoption of the resolution concerning the acknowledgement of the fulfilment of duties by the members of the Management Board and the Supervisory Board.
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: 1 384 957 456

The number of votes cast for the resolution: 1 384 957 333

The number of votes cast against the resolution: 10

The number of abstaining votes: 113

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 3
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

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 the company PGE Polska Grupa Energetyczna S.A., the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary 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: 1 384 957 456

The number of votes cast for the resolution: 1 384 957 343

The number of votes cast against the resolution: 0

The number of abstaining votes: 113

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 4
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

*concerning the approval of the EU-IFRS-compliant standalone financial statements of the company
PGE Polska Grupa Energetyczna S.A. for the year 2018 (in million zlotys)*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code and § 53 clause 1 of the Accounting Act, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw ("**Company**") adopts as follows:

§ 1

The Ordinary General Meeting of the Company approves "The EU-IFRS-compliant standalone financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2018 (in million zlotys)" comprising the following parts audited by a certified auditor:

- the statement of comprehensive income for the year ended 31 December 2018 showing a net loss of 203 million zlotys and a total comprehensive income of 310 million zlotys (loss);
- the statement of financial position as at 31 December 2018 showing the balance of assets and liabilities with equity in the amount of 51,311 million zlotys;
- the statement of changes in equity for the year ended 31 December 2018 showing a decrease in equity in the amount of 310 million zlotys;
- the statement of cash flows showing a decrease in cash and cash equivalents during the course of the year ended 31 December 2018 by the amount of 1,598 million zlotys;
- a description of the accounting principles (policies) as well as additional information and notes.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 378 827 587

The number of votes cast against the resolution: 488 799

The number of abstaining votes: 5 641 070

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 5
of the Ordinary General Meeting
of the company PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the approval of the EU-IFRS-compliant consolidated financial statements of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2018 (in million zlotys)

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63 c clause 4 of the Accounting Act, the Ordinary General Meeting of the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**") adopts as follows:

The Ordinary General Meeting of the Company approves the following: "The EU-IFRS-compliant consolidated financial statements of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2018 (in million zlotys)" comprising the following parts audited by a certified auditor:

- the consolidated statement of comprehensive income for the year ended 31 December 2018 showing a net profit of 1,511 million zlotys and a total comprehensive income of 1,214 million zlotys (profit);
- the consolidated statement of financial position as at 31 December 2018 showing the balance of assets and liabilities with equity in the amount of 75,905 million zlotys;
- the consolidated statement of changes in equity for the year ended 31 December 2018 showing an increase in equity by the amount of 1,423 million zlotys;
- the consolidated statement of cash flows showing a decrease in cash and cash equivalents during the course of the year ended 31 December 2018 by the amount of 1.272 million zlotys;
- a description of the accounting principles (policies) as well as additional information and notes.

§ 2

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

1

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 378 826 419

The number of votes cast against the resolution: 488 809

The number of abstaining votes: 5 642 228

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 6
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the approval of the Management Board's Report on the activities of the PGE Polska Grupa Energetyczna S.A. and PGE Capital Group for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code and Article 55 clause 2a of the Accounting Act, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting approves the "Report of the Management Board on the activities of the PGE Polska Grupa Energetyczna S.A. and PGE Capital Group for the year 2018 ended 31 December 2018".

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 379 315 218

The number of votes cast against the resolution: 10

The number of abstaining votes: 5 642 228

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 7
of the Ordinary General Meeting
of the company PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the allocation of the Company's net loss for the financial year 2018.

Acting pursuant to Article 395 § 2 item 2 and Article 348 § 3 of the Commercial Companies Code as well as § 43 clause 5 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw ("**Company**") adopts as follows:

§ 1

The Ordinary General Meeting decides to allocate supplementary capital to cover the Company's net loss for the financial year 2018 in the amount of 202,768,919.52 (say: two hundred and two million seven hundred and sixty-eight thousand nine hundred and nineteen zlotys and fifty-two groszy).

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 257 396 634

The number of votes cast against the resolution: 1 178

The number of abstaining votes: 127 559 644

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO.8
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Anna Kowalik for the financial year 2018 in connection with her performance of the duties of the Chairperson of the Supervisory Board in the period from 1 January to 19 July 2018 and from 24 July to 31 December 2018 and in connection with her performance of the duties of the Member of the Supervisory Board in the period from 20 July to 23 July 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 9
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Artur Składanek for the financial year 2018 in connection with his performance of the duties of the Vice Chairperson of the Supervisory Board in the period from 1 January to 19 July 2018 and from 24 July to 31 December 2018 and in connection with his performance of the duties of the Member of the Supervisory Board in the period from 20 July to 23 July 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 537 257

The number of abstaining votes: 7 333 721

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO.10
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Grzegorz Kuczyński for the financial year 2018 in connection with his performance of the duties of the Secretary of the Supervisory Board in the period from 1 January to 19 July 2018 and from 24 July to 31 December 2018 and in connection with his performance of the duties of the Member of the Supervisory Board in the period from 20 July to 23 July 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO.11
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Janina Goss for the financial year 2018 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 January to 31 December 2018 .

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 12
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Witold Rafał Kozłowski for the financial year 2018 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January to 9 July 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 13
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Mieczysław Edward Sawaryn for the financial year 2018 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 14
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Tomasz Hapunowicz for the financial year 2018 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 9 January to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 15
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Artur Bartoszewicz for the financial year 2018 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 20 July to 14 November 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 537 257

The number of abstaining votes: 7 333 721

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 16
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jerzy Sawicki for the financial year 2018 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 20 July to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 17
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Radosław Winiarski for the financial year 2018 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 14 November to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 18
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Henryk Baranowski for the financial year 2018 in connection with his performance of the duties of the President of the Management Board in the period from 1 January to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 087 646

The number of votes cast against the resolution: 5 537 257

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 19
of the Ordinary General Meeting of the company
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Wojciech Kowalczyk for the financial year 2018 in connection with her performance of the duties of the Vice President of the Management Board in the period from 1 January to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 415

The number of abstaining votes: 7 332 563

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 20
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Marek Pastuszko for the financial year 2018 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 415

The number of abstaining votes: 7 332 563

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO.21
of the Ordinary General Meeting of the company
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Paweł Śliwa for the financial year 2018 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO.22
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Ryszard Wasilek for the financial year 2018 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 086 478

The number of votes cast against the resolution: 5 538 425

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO.23
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019

concerning the acknowledgement of the fulfillment of duties for the year 2018

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Emil Wojtowicz for the financial year 2018 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January to 31 December 2018.

§ 2

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

The total number of valid votes cast: 1 384 957 456

The number of votes cast for the resolution: 1 372 087 656

The number of votes cast against the resolution: 5 537 247

The number of abstaining votes: 7 332 553

The resolution has been adopted in an secret ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO.24
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019
concerning amendments to § 3 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 the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("Company") adopts as follows:

§ 1

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

In § 3 clause 3 item 1), the following fragment is deleted:

"(Journal of Laws of 2012, item 1059, 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: 1 374 074 528

The number of votes cast for the resolution: 1 259 367 406

The number of votes cast against the resolution: 113 339 568

The number of abstaining votes: 1 367 554

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 374 074 528 shares accounting for 73,49 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO.25
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019
concerning amendments to § 14 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 the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("Company") adopts as follows:

§ 1

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

In § 14 clause 3 item 7), the phrase "100,000 euro" is replaced by the following phrase:
"400,000 zlotys"

§ 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: 1 384 957 456

The number of votes cast for the resolution: 1 270 250 334

The number of votes cast against the resolution: 113 339 568

The number of abstaining votes: 1 367 554

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 26
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019
concerning amendments to § 16 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 the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("Company") adopts as follows:

§ 1

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

§ 16 clause 3 is changed as follows:

"3. A member of the Management Board shall submit his/her resignation to another member of the Management Board or a commercial proxy, and shall notify the Chairperson of the Supervisory Board of such resignation. If, in consequence of the resignation of a member of the Management Board, none of the mandates in the Management Board was to be held, a member of the Management Board shall submit his/her resignation to the Supervisory Board."

§ 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: 1 384 957 456

The number of votes cast for the resolution: 1 270 249 166

The number of votes cast against the resolution: 113 339 568

The number of abstaining votes: 1 368 722

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 27
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019
concerning amendments to § 18 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 the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its 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 § 18 clause 1 item 4), the phrase "a statutory auditor" is replaced by the following phrase:
"an audit firm"
2. § 18 clause 1 item 12) is changed as follows:
"12) providing opinions on the Management Board's reports on representation expenses, expenses on legal services, marketing services, public relations services and social communication services, and management consultancy services, as well as a report on the use of the good practices referred to in Article 7 clause 3 of the State Property Management Act of 16 December 2016,"
3. § 18 clause 2 is changed as follows:
"2. The competence of the Supervisory Board shall also include giving consent to the following: -----
 - 1) *disposing of the components of non-current assets within the meaning of the provisions 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 20,000,000 zlotys or 5% of the value of total assets within the meaning of the Accounting Act 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 1,000,000 zlotys or 5% of the total value of 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 non-current assets within the meaning of the Accounting Act of 29 September 1994 whose value exceeds:*
 - a) *20,000,000 zlotys or*
 - b) *5% of the value of 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 or interests in another company whose value exceeds:*
 - a) *20,000,000 zlotys or*
 - b) *10% of the value of 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 or interests in another company whose market value exceeds:*
 - a) *20,000,000 zlotys or*
 - b) *10% of the value of total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements,*
- 5) *the Company's entering into the following agreements:*
 - a) *agreements providing for donations or debt releases or other agreements with similar consequences whose value exceeds 20,000 zlotys or 0.1% of the value of total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements,*
 - b) *agreements not related to the Company's business activities specified in § 3 clause 1 of the Statutes whose value equals at least 20,000 zlotys,*
 - c) *agreements for the provision of legal services, marketing services, public relations and social communication services, as well as advisory services connected with management if the net amount of total remuneration to be paid for provided services under one agreement or more agreements entered into with the same entity is higher than 500,000 zlotys per year,*
 - d) *changes in agreements for the provision of legal services, public relations services, social communication services and management consultancy services if such changes increase the amount of remuneration above the amount referred to in letter c,*
 - e) *agreements for the provision of legal services, public relations services, social communication services and management consultancy services which do not provide for the maximum amount of remuneration,*
- 6) *the Company's granting of sureties or guarantees for entities other than directly or indirectly subordinate companies (within the meaning of the Commercial Companies Code),*
- 7) *agreements providing for the construction or commissioning of connections with power systems of other countries,*
- 8) *the Company's incurring other liabilities with a value equal to or exceeding 400,000,000 zlotys, exclusive of agreements or liabilities related to trade transactions concerning electricity and gas, related products or related rights, as well as trade transactions concerning the purchase and sale of fuels and raw materials,*
- 9) *advance payments towards planned dividends,*
- 10) *investment undertakings concerning or related to a power generation unit or a combined heat and power generation unit with a value exceeding 200,000,000 zlotys, or a power distribution network with a value exceeding 20,000,000 zlotys, within the meaning of the Energy Law, to be carried out or co-financed by the Company or to be secured by the Company or on the Company's assets,*
- 11) *projects concerning or related to exploration or prospection for mineral deposits or extraction of minerals with a value exceeding 200,000,000 zlotys, within the meaning of the Geological and Mining Law, to be carried out or co-financed by the Company or to be secured by the Company or on the Company's assets,*
- 12) *the manner of exercising the voting right by a representative of PGE Polska Grupa Energetyczna S.A. at General Meetings in companies in which the Company holds at least 50% of shares or interests, in matters concerning power generation units or combined heat and power generation units with a value exceeding 200,000,000 zlotys or power distribution networks with a value exceeding 20,000,000 zlotys, within the meaning of the Energy Law,*
- 13) *the manner of exercising the voting right by a representative of PGE Polska Grupa Energetyczna S.A. at General Meetings in companies in which the Company holds at least 50% of shares or interests, in matters concerning projects related to exploration or prospection for mineral deposits or extraction of minerals, within the meaning of the Geological and Mining*

- Law, with a value exceeding 200,000,000 zlotys,*
- 14) *the manner of exercising the voting right by a representative of PGE Polska Grupa Energetyczna S.A. at General Meetings in companies whose objects include electric power generation, transmission, distribution or trade, in matters concerning the following:*
- the incurring of contingent liabilities by such companies,*
 - the execution of credit or loan agreements by such companies,*
 - the establishment of security by such companies, including security on such companies' assets,*
 - the execution of other agreements by such companies or the adoption of resolutions by such companies' General Meetings,*
- concerning or related to power generation units, combined power and heat generation units with a value exceeding 200,000,000 zlotys or power distribution networks, within the meaning of the Energy Law, with a value exceeding 20,000,000 zlotys, or concerning or related to exploration or prospection for mineral deposits or extraction of minerals, within the meaning of the Geological and Mining Law, with a value exceeding 200,000,000 zlotys,*
- 15) *the manner of exercising the voting right by a representative of PGE Polska Grupa Energetyczna S.A. at General Meetings in companies for which the Company is the parent company within the meaning of Article 4 item 3 of the Competition and Consumer Protection Act of 16 February 2007, in the following matters:*
- a) the establishment of another company by a company,*
 - b) changes in a company's statutes, articles of association or objects,*
 - c) a company's merger, transformation, demerger, dissolution or liquidation,*
 - d) an increase or decrease in a company's share capital,*
 - e) the disposal or lease of a company's undertaking or its organized part, or the establishment of a limited property right thereon,*
 - f) the redemption of shares or interests,*
 - g) the determination of remuneration for members of management boards and supervisory boards,*
 - h) decisions with respect to claims for compensation of damage caused in connection with the establishment of a company and the fulfilment of managerial or supervisory duties,*
 - i) matters referred to in Article 17 clause 1 of the Act on the Management of State-owned Property of 16 December 2016, subject to § 42 item 8.*

§ 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: 1 384 957 456

The number of votes cast for the resolution: 1 270 249 166

The number of votes cast against the resolution: 113 340 726

The number of abstaining votes: 1 367 564

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 28
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019
concerning amendments to § 41¹ 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 the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its 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. § 41¹ clause 1 is changed as follows:

"1. The Company's disposal of components of non-current assets within the meaning of the Accounting Act of 29 September 1994 whose market value exceeds 0.1% of the total assets established on the basis of the latest approved financial statements shall be carried out in the form of a tender procedure or an auction, unless the market value of components to be disposed of is lower than 20,000 zlotys."

2. In § 41¹ clause 2, after the phrase "...without conducting a tender procedure", the following phrase is added:

"or an auction"

3. In § 41¹ clause 2 item 1), after the phrase "... a tender procedure", the following phrase is added:

"or an auction"

4. In § 41¹ clause 3 item 1), after the phrase "An announcement about a tender procedure", the following phrase is added:

"or an auction"

5. § 41¹ clause 3 item 2) is changed as follows:

"2) A tender procedure or an auction shall be conducted not earlier than 14 days after the date of the publication of an announcement about a tender procedure or an auction,"

6. § 41¹ clause 3 item 3) is changed as follows:

"3) The following people and entities shall not participate in tender procedures or auctions:

- a) the Members of the Management Board and the Supervisory Board,
- b) the entity conducting a tender procedure or an auction as well as the Members of its Management Board and Supervisory Board,
- c) people who have been entrusted with the performance of actions related to the conduct of a tender procedure or an auction,
- d) spouses, children, parents and siblings of people referred to in letters a-c,
- e) people who remain with the person conducting a tender procedure or an auction in a legal or factual relationship which may give rise to justified doubts as to the impartiality of the person conducting a tender procedure,"

7. In § 41¹ clause 3 item 4), after the phrase "Participation in a tender procedure", the following phrase is added:

"or an auction"

8. In § 41¹ clause 3 item 5), after the phrase "Before the beginning of a tender procedure", the following phrase is added:

"or an auction"

9. § 41¹ clause 3 item 8) is changed as follows:

„8) *The Company shall determine regulations specifying the principles and rules of conducting a tender procedure or an auction, the content of an announcement about a tender procedure or an auction, as well as the form and the conditions of a tender procedure or an auction,*”

10. § 41¹ clause 3 item 9) is changed as follows:

“9) The organizer of a tender procedure or an auction shall be entitled to close the tender procedure or the auction without selecting any of the submitted bids without providing any reasons,”

11. In § 41¹ clause 3 item 10), after the phrase “the tender procedure”, the following phrase is added:

“or the auction”

§ 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: 1 384 957 456

The number of votes cast for the resolution: 1 270 249 166

The number of votes cast against the resolution: 113 339 558

The number of abstaining votes: 1 368 732

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 29
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019
concerning amendments to § 42 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 the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its 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 § 42 item 3), the phrase "a statutory auditor" is replaced by the following phrase:
"an audit firm"
2. § 42 item 4) is changed as follows:
"4) to submit documents referred to in items 1 and 2 together with an audit report prepared by a statutory auditor to the Supervisory Board for evaluation, not later than within fourteen days from receiving a statutory auditor's audit report,"
3. In § 42 item 5), the phrase "§ 18 clause 2 items 8,9" is replaced by the following phrase:
"§ 18 clause 2 items 10,11"
4. In § 42 item 6), the phrase "§ 18 clause 2 items 10, 11, 12" is replaced by the following phrase:
"§ 18 clause 2 item 14"
5. In § 42 item 7), the phrase "50,000,000 euro" is replaced by the following phrase:
"200,000,000 zlotys",
while the phrase "5,000,000 euro" is replaced by the following phrase:
"20,000,000 zlotys"
6. § 42 item 8) is changed as follows:
"8) in the companies for which the Company is the parent company within the meaning of Article 4 item 3 of the Competition and Consumer Protection Act of 16 February 2007, in connection with article 17 clause 7, Article 18 clause 2, Article 20 and Article 23 as well as taking into account Article 18a and Article 23a of the State Property Management Act, to implement the principles specified in the State Property Management Act of 16 December 2016,"
7. § 42 item 9) is changed as follows:
"9) to draw up a report on representation expenses, expenses on legal services, marketing services, public relations services and social communication services, as well as management consultancy services, as well as a report on the use of the good practices referred to in Article 7 clause 3 of the State Property Management Act of 16 December 2016, and to submit such reports together with the Management Board's report on the Company's activities for the previous financial year to the Supervisory Board."

§ 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: 1 384 957 456

The number of votes cast for the resolution: 1 228 101 166

The number of votes cast against the resolution: 113 339 558

The number of abstaining votes: 43 516 732

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 30
of the Ordinary General Meeting of the company
PGE Polska Grupa Energetyczna Spółka Akcyjna
of 15 May 2019
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 the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its 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 4 is deleted.
2. Clauses 5-10 are renumbered as 4-9.

§ 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: 1 384 957 456

The number of votes cast for the resolution: 1 270 249 166

The number of votes cast against the resolution: 113 339 558

The number of abstaining votes: 1 368 732

The resolution has been adopted in an open ballot.

The valid votes was cast from 1 384 957 456 shares accounting for 74,07 % in share capital of PGE Polska Grupa Energetyczna S.A.