

**RESOLUTION NO. [●]
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 2 December 2019**

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 2 December 2019

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 concerning the principles of determining remuneration for Members of the Management Board and the revocation of resolution no. 4 adopted by the Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. on 14 December 2016 and concerning the principles of determining remuneration for Members of the Management Board as well as the revocation of resolution no. 37 adopted by the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. on 27 June 2017 and concerning an amendment to resolution no. 4 of the Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. of 14 December 2016.
7. The adoption of a resolution concerning an amendment to resolution no. 5 adopted by the Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. on 14 December 2016 and concerning the principles of determining remuneration for Members of the Supervisory Board.
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 2 December 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 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.

Drafts of the resolutions from Items 6 and 7 of the agenda of the General Meeting concerning a resolution on the principles of determining remuneration for Members of the Management Board and the revocation of resolution no. 4 adopted by the Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. on 14 December 2016 and concerning the principles of determining remuneration for Members of the Management Board as well as the revocation of resolution no. 37 adopted by the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. on 27 June 2017 and concerning an amendment to resolution no. 4 of the Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. of 14 December 2016, as well as amendment to resolution no. 5 adopted by the Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. on 14 December 2016 and concerning the principles of determining remuneration for Members of the Supervisory Board.

Together with a request to convene the Extraordinary General Meeting of PGE, the Minister of Energy, in the capacity of the State Treasury as a Company's shareholder exercising the rights and fulfilling the obligations attached to the Company shares, requested that the aforementioned items be included in the agenda of the General Meeting. The Minister of Energy presented a justification for his request without provided draft resolutions related to the proposed items of the agenda of the General Meeting.

In his justification, the Minister of Energy indicated that including the aforementioned items in the agenda of the General Meeting resulted from recommendations provided by the Chancellery of the Prime Minister and was aimed at ensuring greater precision of the present principles of establishing remuneration for members of the Management Board and the Supervisory Board governed by the provisions of the Remuneration Determination Act, taking into consideration the definition of the notion of "assessment basis" indicated in Article 1 Clause 3 Item 11 of the Remuneration Determination Act and the temporary regulations modifying modifying the definition as specified in the Act on special solutions supporting the implementation of the 2019 Budget Act.

Furthermore, the Minister of Energy emphasized that necessity of updating the general catalogue of Managerial Objectives established in 2016. Managerial Objectives to be established by the General Assembly will become applicable after their elaboration by the Supervisory Board for the subsequent years as of 2020.

Additionally, the Minister of Energy also announced that the draft resolutions concerning the principles of establishing remuneration for members of the Management Board and the Supervisory Board would be submitted without undue delay, after their final versions had been prepared.

In view of the fact that, pursuant to Article 400 § 1 of the Commercial Companies Code, a shareholder representing at least one twentieth of the share capital may request that an Extraordinary General Meeting be convened and that particular matters be included in the agenda of such a meeting, the Management Board will put the draft resolutions proposed by the Minister of Energy concerning items 6 and 7 of the agenda of the Extraordinary General Meeting on the Company's website and will include them in a relevant current report immediately after their reception.

The Minister's letter concerning the aforementioned resolutions is available on the Company's website at www.gkpge.pl the webpage dedicated to the Company's General Meetings.

**RESOLUTION NO. [●]
of the Extraordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 2 December 2019**

*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.