



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, November 24th 2016

**Resolutions adopted by the Extraordinary General Meeting of PGNiG SA
convened for November 24th 2016**

Current Report No. 109/2016

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing resolutions adopted by the PGNiG Extraordinary General Meeting convened for November 24th 2016.

**RESOLUTION No. 1/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
of November 24th 2016**

to appoint Chairman of this General Meeting

§ 1

The Annual General Meeting of PGNiG S.A. resolves to appoint Mr Radosław Kwaśnicki as Chairman of this General Meeting.

§ 2

The resolution comes into force as of the moment of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,656,678,735
Percentage of share capital represented by the shares on which valid votes were cast	78.92 %
Total number of valid votes	4,656,678,735
including votes:	
in favour	4,656,678,735
against	0
abstentions	0

**RESOLUTION No. 2/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
of November 24th 2016**

to authorise the absence of certain members of the Management Board and Supervisory Board of PGNiG S.A. from this General Meeting

§ 1

The Extraordinary General Meeting of PGNiG S.A. resolves to authorise the absence of the following members of the Company's Management Board and Supervisory board from this General Meeting:

members of the Company's Management Board, i.e:

1. Mr Piotr Woźniak – President of the PGNiG Management Board
2. Mr Bogusław Marzec – Vice-President of the PGNiG Management Board,
3. Mr Janusza Kowalskiego – Vice-President of the PGNiG Management Board,
4. Mr Łukasza Kroplewskiego – Vice-President of the PGNiG Management Board,
5. Mr Macieja Woźniaka – Vice-President of the PGNiG Management Board,
6. Mr Waldemar Wójcik – Vice-President of the PGNiG Management Board,

and

members of the Company's Supervisory Board, i.e:

1. Mr Mateusz Boznański – Member of the PGNiG Supervisory Board,
2. Mr Andrzej Gonet – Member of the PGNiG Supervisory Board,
3. Mr Piotr Sprzączak – Member of the PGNiG Supervisory Board,
4. Mr Ryszard Wąsowicz – Member of the PGNiG Supervisory Board,
5. Ms Anna Wellisz – Member of the PGNiG Supervisory Board,
6. Ms Magdalena Zegarska – Member of the PGNiG Supervisory Board.

§ 2

The resolution comes into force as of the moment of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,656,678,735
Percentage of share capital represented by the shares on which valid votes were cast	78.92 %
Total number of valid votes	4,656,678,735
including votes:	
in favour	4,244,785,886
against	0
abstentions	411,892,849

**RESOLUTION No. 3/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
of November 24th 2016**

to adopt the agenda for the Extraordinary General Meeting of PGNiG SA

Section 1.

The Extraordinary General Meeting of PGNiG SA resolves to adopt the following agenda:

1. Opening of the Meeting
2. Appointment of the Chairperson of the Meeting
3. Preparation of the attendance list
4. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions
5. Adoption of the agenda
6. Resolution to amend Resolution No. 5/VIII/2016 of the Extraordinary General Meeting of August 25th 2016
7. Resolution on the purchase by PGNiG S.A. of the Orient Hotel from Exalo Drilling S.A. and making an in-kind contribution of the hotel to Geovita S.A.
8. Resolutions to cancel shares, reduce the Company's share capital, and create a capital reserve
9. Resolution to amend the Company's Articles of Association
10. Resolution on the rules of remuneration for members of the Management Board of PGNiG S.A.
11. Resolution on changes in the composition of the Supervisory Board of PGNiG S.A.
12. Closing of the Meeting.

Section 2.

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,656,678,735
Percentage of share capital represented by the shares on which valid votes were cast	78.92 %
Total number of valid votes	4,656,678,735
including votes:	
in favour	4,656,678,735
against	0
abstentions	0

**RESOLUTION No. 4/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
of November 24th 2016**

to amend Resolution No. 5/VIII/2016 of the Extraordinary General Meeting of August 25th 2016

Acting pursuant to Art. 359 and Art. 362.1.5 of the Commercial Companies Code ("CCC"), the Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("Company") hereby resolves as follows:

Section 1.

1. Section 1.5 of Resolution No. 5/VIII/2016 of the Extraordinary General Meeting of August 25th 2016 shall be amended to read as follows:
"The repurchase price of Company Shares shall be no more than PLN 5.39 (five 39/100 zloty) per Company Share."
2. The other provisions of Resolution No. 5/VIII/2016 of the Extraordinary General Meeting of August 25th 2016 shall remain unchanged.

Section 2.

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,656,678,735
Percentage of share capital represented by the shares on which valid votes were cast	78.92 %
Total number of valid votes	4,656,678,735
including votes:	
in favour	4,258,016,968
against	77,068,438
abstentions	321,593,329

RESOLUTION No. 5/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A.
of November 24th 2016

on the purchase by PGNiG S.A. of the Orient Hotel from Exalo Drilling S.A. and making an in-kind contribution of the hotel to Geovita S.A.

Acting pursuant to Art. 56.3.2, Art. 56.3.3a of the Company's Articles of Association, in view of the favourable opinions of the PGNiG Supervisory Board contained in Resolution No. 98/VII/2016 of October 17th 2016, the General Meeting resolves to approve:

Section 1

1. the acquisition from Exalo Drilling S.A. of perpetual usufruct rights to plots of land No. 119/4, No. 125/7 and No. 125/8, cadastral district 0054, located at ul. Sołtysowska 25b, Kraków, Poland, together with the ownership title to the buildings, structures, equipment and fittings comprising a facility under the name of Orient Hotel, for which the District Court for Kraków-Podgórze in Kraków, 4th Land and Mortgage Division, keeps land and mortgage register No. KR1P/00255123/5 and No. KR1P/00197668/2, and perpetual usufruct rights to undeveloped land comprising plot No. 125/11, cadastral district 0054, located at ul. Sołtysowska, Kraków, Poland, for which the District Court for Kraków-Podgórze in Kraków, 4th Land and Mortgage Division, keeps land and mortgage register No. KR1P/00479371/4, for a total consideration, based on current valuations, of PLN 11,375,394, exclusive of VAT,
2. making an in-kind contribution to Geovita S.A. in the form of perpetual usufruct rights to plots of land No. 119/4, No. 125/7 and No. 125/8, cadastral district 0054, located at ul. Sołtysowska 25b, Kraków, Poland, together with the ownership title to the buildings, structures, equipment and fittings comprising a facility under the name of Orient Hotel, for which the District Court for Kraków-Podgórze in Kraków, 4th Land and Mortgage Division, keeps land and mortgage register No. KR1P/00255123/5 and No. KR1P/00197668/2, and perpetual usufruct rights to undeveloped land comprising plot No. 125/11, cadastral district 0054, located at ul. Sołtysowska, Kraków, Poland, for which the District Court for Kraków-Podgórze in Kraków, 4th Land and Mortgage Division, keeps land and mortgage register No. KR1P/00479371/4, in exchange for shares in Geovita S.A.'s increased share capital, by transferring the title to the above assets to Geovita S.A. of Warsaw.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,656,678,735
Percentage of share capital represented by the shares on which valid votes were cast	78.92 %
Total number of valid votes	4,656,678,735
including votes:	
in favour	4,546,678,735
against	0
abstentions	110,000,000

**RESOLUTION No. 6/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A.
of November 24th 2016**

on share cancellation

Acting pursuant to Art. 359.1 and 359.2 of the Commercial Companies Code, and Art. 10.1 of the Articles of Association of Polskie Górnictwo Naftowe i Gazownictwo S.A. (the "Company") (the "Articles of Association"), the Company's Extraordinary General Meeting resolves as follows:

Section 1

1. 121,685,143 (one hundred and twenty-one million, six hundred and eighty-five thousand, one hundred and forty-three) ordinary bearer shares in the Company, with a par value of PLN 1.00 (one złoty, 00/100) per share (the "Cancelled Shares") shall be cancelled. The Cancelled Shares were repurchased by the Company for cancellation, under Art. 362.1.5 of the Commercial Companies Code and the authorisation given in Resolution No. 5/2016 of the Extraordinary General Meeting of August 25th 2016 authorising the Management Board of PGNiG S.A. to repurchase Company shares for cancellation, and in Resolution No. 6/2016 of the Extraordinary General Meeting of August 25th 2016 to supplement Resolution No. 5/2016 of the Extraordinary General Meeting of August 25th 2016 authorising the Management Board of PGNiG S.A. to repurchase Company shares for cancellation and Resolution No. 614/2016 of the Management Board of PGNiG S.A. from November 4th 2016 regarding the repurchase of Company shares and establishing the specific conditions and procedures for the repurchase of Company shares.
2. The Company repurchased 92,764,327 (ninety-two million, seven hundred and sixty-four thousand, three hundred and twenty-seven) of the Cancelled Shares for a consideration of PLN 5.39 (five złoty, 39/100) per Cancelled Share and 28,920,816 (twenty-eight million, nine hundred and twenty thousand, eight hundred and sixteen) of the Cancelled Shares for a consideration of PLN 5.00 (five złoty) per Cancelled Share. A total amount paid was equal PLN 644,603,802.53 (six hundred and forty-four million, six hundred and three thousand, eight hundred and two złoty, 53/100) for all the Cancelled Shares, excluding the cost of repurchasing the shares incurred by the Company.
3. In connection with the cancellation, the Company's share capital will be reduced under an amendment to the Articles of Association, by cancellation of the Cancelled Shares, without compliance with the requirements referred to in Art. 456 of the Commercial Companies Code, pursuant to Art. 360.2.2 of the Commercial Companies Code.
4. The cancellation shall take effect upon the share capital reduction.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,656,678,740
Percentage of share capital represented by the shares on which valid votes were cast	78.92 %
Total number of valid votes	4,656,678,740
including votes:	
in favour	4,452,904,976
against	0
abstentions	203,773,764

**RESOLUTION No. 7/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A.
of November 24th 2016**

on reduction of the share capital and creation of a capital reserve

Acting pursuant to Art. 455.1 and 455.2 of the Commercial Companies Code, as well as Art. 13, Art. 56.3.5 and Art. 56.3.9 of the Articles of Association of Polskie Górnictwo Naftowe i Gazownictwo S.A. (the "Company") (the "Articles of Association"), the Company's Extraordinary General Meeting resolves as follows:

Section 1

1. In view of Resolution No. 6/XI//2016 to cancel shares, passed by the Extraordinary General Meeting held on November 24th 2016, the Extraordinary General Meeting hereby reduces the Company's share capital from PLN 5,900,000,000 (five billion, nine hundred million zloty) to PLN 5,778,314,857 (five billion, seven hundred and seventy-eight million, three hundred and fourteen thousand, eight hundred and fifty-seven zloty), that is by PLN 121,685,143 (one hundred and twenty-one million, six hundred and eighty-five thousand, one hundred and forty-three zloty).
2. The Company's share capital shall be reduced by way of cancellation of 121,685,143 (one hundred and twenty-one million, six hundred and eighty-five thousand, one hundred and forty-three) ordinary bearer shares in the Company, with a par value of PLN 1.00 (one zloty, 00/100) per share (the "**Cancelled Shares**"). The Cancelled Shares were purchased by the Company for cancellation, under Art. 362.1.5 of the Commercial Companies Code and the authorisation given in Resolution No. 5/2016 of the Extraordinary General Meeting of August 25th 2016 authorising the Management Board of PGNiG S.A. to repurchase Company shares for cancellation, and in Resolution No. 6/2016 of the Extraordinary General Meeting of August 25th 2016 to supplement Resolution No. 5/2016 of the Extraordinary General Meeting of August 25th 2016 authorising the Management Board of PGNiG S.A. to repurchase Company shares for cancellation and Resolution No. 614/2016 of the Management Board of PGNiG S.A. from November 4th 2016 regarding the repurchase of Company shares and establishing the specific conditions and procedures for the repurchase of Company shares.
3. The purpose of the reduction of the Company's share capital is to adjust the share capital amount to the total par value of Company shares outstanding after the cancellation of the Cancelled Shares.
4. Pursuant to Art. 360.2.2 of the Commercial Companies Code, the share capital shall be reduced without compliance with the requirements referred to in Art. 456 of the Commercial Companies Code.

Section 2

In connection with the share capital reduction, pursuant to Art. 457.2, in conjunction with Art. 360.2 of the Commercial Companies Code, a separate capital reserve shall be created to which the amount of the reduction of the Company's share capital, that is PLN 121,685,143 (one hundred and twenty-one million, six hundred and eighty-five thousand, one hundred and forty-three zloty), shall be transferred.

Section 3

1. In connection with cancellation of the Cancelled Shares, the series designation of Company shares shall be changed in such a way that all existing shares (i.e. Series A, Series A1 and Series B shares) shall now be Series A shares.

Section 4

This Resolution shall come into force as of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,656,678,740
Percentage of share capital represented by the shares on which valid votes were cast	78.92 %
Total number of valid votes	4,656,678,740
including votes:	
in favour	4,452,904,976
against	0
abstentions	203,773,764

RESOLUTION No. 8/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A.
of November 24th 2016

to amend the Company's Articles of Association

Acting pursuant to Art. 430.1 of the Commercial Companies Code and Art. 56.4.6) of the Company's Articles of Association, the Extraordinary General Meeting of PGNiG S.A. resolves as follows:

Section 1

The Extraordinary General Meeting of PGNiG S.A. amends the Company's Articles of Association as follows:

- 1) Article 5 shall read as follows: "The Company shall be governed in particular by the provisions of the Act on Commercialisation and Privatisation of August 30th 1996, the Commercial Companies Code of September 15th 2000, and these Articles of Association.",
- 2) Article 7 shall read as follows: "The Company's share capital shall amount to PLN 5,778,314,857 (five billion, seven hundred and seventy-eight million, three hundred and fourteen thousand, eight hundred and fifty-seven zloty) and shall comprise five billion, seven hundred and seventy-eight million, three hundred and fourteen thousand, eight hundred and fifty-seven Series A bearer shares with a par value of PLN 1 (one zloty) per share and total par value of PLN 5,778,314,857 (five billion, seven hundred and seventy-eight million, three hundred and fourteen thousand, eight hundred and fifty-seven zloty).",
- 3) Article 8.2 shall read as follows: "The share issues shall be designated with successive letters of the alphabet.",
- 4) Article 16.1 shall read as follows: "Eligible employees shall have the right to acquire free of charge up to 15% of the shares subscribed for by the State Treasury on the date of registration of the Company, on the terms and conditions stipulated in the Act on Commercialisation and Privatisation and in the Regulation of the Minister of State Treasury on detailed rules governing division of eligible employees into groups, determination of the number of shares to be allocated to each group, and on the procedure of acquisition of shares by eligible employees of January 29th 2003.",
- 5) Article 21.6 shall read as follows: "The manner of operation of the Management Board shall be defined in detail in the rules of procedure adopted by the Management Board and approved by the Supervisory Board. Votes may be cast by written ballot or by using means of remote communication, with the minutes of such voting to be approved at the next meeting of the Management Board.",
- 6) Article 22.2.7 shall read as follows: "adoption of business plans, including investment plans, subject to Article 33.1.6",
- 7) Article 25.2 shall read as follows: "A member of the Management Board shall be appointed following a recruitment and selection procedure. The foregoing shall not apply to Management Board members elected by employees.",
- 8) Article 25.3 shall read as follows: "A member of the Management Board may resign from his/her position by delivering a statement to that effect to the Company, represented by another Management Board member or a commercial proxy, with copies to the Chairman of the Supervisory Board and the minister competent for matters pertaining to energy. To be valid, such resignation must be submitted in written form, or otherwise shall be ineffective

towards the Company. The provisions of the Civil Code governing termination of a mandate by the party accepting the mandate shall apply accordingly to the resignation.”,

- 9) Article 29.2 shall read as follows: “The total remuneration of a Management Board member elected by the Company’s employees under his or her employment contract and the agreement for serving as a Management Board member shall not exceed the amount defined by the body competent to determine the remuneration of Management Board members in accordance with the applicable law.”,
- 10) Article 33.1.6 shall read as follows: “approval of business plans, including investment plans”,
- 11) Article 33.2.3 shall read as follows: “assume other liabilities whose value exceeds 20% of the Company’s share capital, except where the liability has been provided for in the plans referred to in Article 33.1.6, approved by the Supervisory Board, or agreements for the provision of gas fuel transmission or distribution or change in gas fuel trading services agreements in terms of term validity”,
- 12) Article 33.2.5 shall read as follows: “execute an agreement referred to in Article 19b of the Act on Commercialisation and Privatisation”,
- 13) Article 33.3.5 shall read as follows: “conduct of the recruitment and selection procedure referred to in Article 25.2 of these Articles of Association and Article 19a of the Act on Commercialisation and Privatisation”,
- 14) Article 33.6 shall read as follows: “The Management Board shall submit to the Supervisory Board copies of notifications provided to the Minister of Finance concerning sureties and guarantees issued, in accordance with Article 34 of the Act on Sureties and Guarantees Issued by the State Treasury and Certain Legal Persons of May 8th 1997.”,
- 15) Article 35.4 shall read as follows: “Members of the Supervisory Board other than members appointed pursuant to Article 36.1 should meet the requirements set forth in the Regulation of the Polish Council of Ministers on training and examinations for candidates to the supervisory boards of companies wholly-owned by the State Treasury of September 7th 2004.”,
- 16) Article 35.5 shall read as follows: “A member of the Supervisory Board may resign from his/her position by delivering a statement to that effect to the Company, represented by a Management Board member or a commercial proxy, with copies to the Chairman of the Supervisory Board and the minister competent for matters pertaining to energy. To be valid, such resignation must be submitted in written form, or otherwise shall be ineffective towards the Company. The provisions of the Civil Code governing termination of a mandate by the party accepting the mandate shall apply accordingly to the resignation.”,
- 17) Article 46.3 shall read as follows: “Until the Act on Remuneration of Persons Managing Certain Legal Entities of March 3rd 2000 continues in force, members of the Supervisory Board shall be entitled to monthly remuneration in the amount defined by the General Meeting, subject to the provisions of the said Act.”,
- 18) After Article 47.7, Article 47.8 shall be added, reading as follows: “If there is a good reason, the Management Board may cancel a General Meeting convened on the Management Board’s initiative.”,
- 19) Article 56.3.2 shall read as follows: “acquisition of non-current assets, including real property, perpetual usufruct rights to real property or interest in real property, with a value exceeding the zloty equivalent of EUR 2,000,000,”
- 20) Article 56.8 shall be deleted,
- 21) Article 62.5 shall read as follows: “prepare the consolidated financial statements of the Group and the Directors’ Report on the Group’s operations within two months from the date

prescribed for the preparation of the Company's financial statements, if required under the Accountancy Act of September 29th 1994",

- 22) Article 64.4 shall read as follows: "The Company's Management Board shall disclose information within the scope and time frames provided for in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, of July 29th 2005, and in the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state of February 19th 2009, or any other legislation which may replace the said Act or Regulation.",
- 23) Article 65.6 shall read as follows: "Whenever a reference is made in these Articles of Association to the value of a non-current asset, including real property, perpetual usufruct rights to real property or interest in real property, such value shall be determined in accordance with the provisions of the Act on Commercialisation and Privatisation of August 30th 1996 and the secondary legislation thereto.",
- 24) Article 65.7 shall read as follows: "Whenever a reference is made in these Articles of Association to the Polish Energy Law, the provisions of the Polish Energy Law of April 10th 1997 shall apply.",
- 25) Article 65.8 shall read as follows: "Whenever a reference is made in these Articles of Association to the Polish Geological and Mining Law, the provisions of the Polish Geological and Mining Law of June 9th 2011 shall apply.",
- 26) Article 65.9 shall read as follows: "Whenever a reference is made in these Articles of Association to a foreign entity, the provisions of the Freedom of Business Activity Act of July 2nd 2004 shall apply.",
- 27) Article 65.12 shall read as follows: "Whenever a reference is made in these Articles of Association to subsidiaries or related companies, they shall be understood as direct subsidiaries or directly related companies within the meaning of the Commercial Companies Code, dated September 15th 2000.".

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,656,678,740
Percentage of share capital represented by the shares on which valid votes were cast	78.92 %
Total number of valid votes	4,656,678,740
including votes:	
in favour	4,340,119,089
against	110,000,000
abstentions	206,559,651

RESOLUTION No. 9/XI/2016
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A.
of November 24th 2016

on the rules of remuneration for members of the Management Board of PGNiG S.A.

Acting pursuant to Art. 2.2.1, Art. 4, Art. 5, Art. 6, Art. 7, and Art. 8 of the Act on Rules of Remunerating Persons Who Manage Certain Companies, dated June 9th 2016 (Dz.U. of 2016, item 1202), the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. hereby resolves as follows:

Section 1

1. A management contract shall be concluded with a Management Board Member for the period of such Member's appointment ("Contract"). The Contract shall require the Member to provide management services personally.
2. The Contract shall be drawn up by the Supervisory Board, in accordance with the provisions of the *Act on Rules of Remunerating Persons Who Manage Certain Companies*, dated June 9th 2016 (the "Act") and in accordance with this Resolution.

Section 2

1. Total remuneration of a Member of the Company's Management Board shall be composed of a fixed component in the form of a monthly base pay ("Fixed Remuneration") and a variable component representing additional remuneration payable for the Company's financial year ("Variable Remuneration").
2. The amount of monthly Fixed Remuneration shall be determined by the Supervisory Board, with the proviso that:
 - a) Fixed Remuneration of the President of the Management Board shall range from 7x to 15x of the average remuneration in the business sector, net of bonuses paid from profit, in the fourth quarter of the previous year, as announced by the President of the Central Statistics Office of Poland;
 - b) Fixed Remuneration of other Management Board Members shall range from 7x to 15x of the average remuneration in the business sector, net of bonuses paid from profit, in the fourth quarter of the previous year, as announced by the President of the Central Statistics Office of Poland.
3. The General Meeting hereby authorises the Supervisory Board to define the amounts of Fixed Remuneration for individual Members of the Management Board in accordance with Section 2.2 above.

Section 3

1. Variable Remuneration shall depend on the progress of Management Objectives and shall not exceed 100% of Fixed Remuneration.
2. The following general set of Management Objectives shall apply:
 - a) delivery of Group's consolidated EBITDA,
 - b) number of new customers acquired,
 - c) progress in delivery of the Group's strategy,
 - d) timely completion of investment projects,

- e) replenishment of Poland's natural gas and crude oil resources on an annual basis.
3. The following additional Management Objectives, to be achieved by June 30th 2017, shall also apply:
- a) Implementation of the rules of remuneration for members of management and supervisory boards in all Group companies, in accordance with the Act,
 - b) Ensuring that supervisory boards of all Group companies are composed of members holding appropriate qualifications to sit on supervisory boards, confirmed by passing of the examination for candidates to supervisory boards, referred to in Art. 12.2 of the Act on Commercialisation and Privatisation of August 30th 1996, or holding relevant qualifications that exempt such board members from the requirement to take the examination, defined in Sections 5.2 and 5.3 of the Regulation of the Polish Council of Ministers on training and examination of candidates to supervisory boards of companies wholly-owned by the State Treasury of September 7th 2004, i.e. holding a PhD degree in economics or law, or being officially registered as a legal counsel, an attorney-at-law, a qualified auditor, or an investment adviser. The requirement to hold the qualifications specified above may be waived if the position of a member of the supervisory board of a Group company is held as part of the performance of duties of an employee of the parent with respect to subsidiaries and associates.
4. The General Meeting hereby authorises the Supervisory Board to define detailed Management Objectives and weights for such Objectives, as well as objective and measurable key performance indicators, subject to the following conditions:
- a) A given Management Board Member shall be entitled to receive Variable Remuneration provided that the General Meeting approves the Directors' Report on the Company's operations in, and the financial statements for, the previous financial year, and provided that the Management Board Member is granted discharge in respect of performance of their duties;
 - b) Payment of a portion of Variable Remuneration may be deferred for a period not longer than 36 months; if conditions set out under the defined Management Objectives are fulfilled within a specified time frame, then the deferred portion of Variable Remuneration, in whole or in part, may be paid at the end of a settlement period;
 - c) Variable Remuneration shall be calculated on a pro rata basis and its amount shall depend on the number of days on which the Management Board Members provide services in a given financial year.
 - d) The Supervisory Board shall assess the fulfilment of conditions for payment of Variable Remuneration to individual Management Board Members for whom Management Objectives were defined and who served on the Management Board during the financial year subject to the assessment, determining the amounts of Variable Remuneration due to individual Management Board Members on the basis of financial statements audited by a qualified auditor and other documents, depending on what Objectives were defined.
5. If a Member's mandate expires after the end of the financial year for which delivery of the Management Objectives is assessed, the Member shall retain the right to Variable Remuneration on the terms defined in Sections 1–4 above. If a Member's mandate expires during a financial year, the Member shall retain the right to a portion of Variable

Remuneration on the terms defined in Sections 1–4 provided that the Member's length of service during such financial year was more than six months.

Section 4

1. The Contract shall oblige Management Board Members to notify the Company of their intention to hold positions on governing bodies of other commercial companies or acquisition of shares in such companies. The Contract may also prohibit Management Board Members from holding positions on governing bodies of any other commercial company and may impose other restrictions on Members' other activities outside the Company.
2. A Management Board Member may not receive remuneration for holding positions on governing bodies of subsidiaries included in the Company's group within the meaning of Art. 4.14 of the Competition and Consumer Protection Act of February 16th 2007.
3. The General Meeting hereby authorises the Supervisory Board to define the prohibitions and restrictions referred to in Sections 4.1–4.2 above, as well as obligations to report on compliance with such prohibitions and restrictions, and sanctions for failure to observe the prohibitions and restrictions.

Section 5

1. In the Contract, the Supervisory Board shall define what technical equipment and resources owned by the Company, necessary for Members to perform their functions, will be made available to the Management Board Members, as well as the terms on which such technical equipment and resources will be provided to the Members. The Supervisory Board may also define limits (or rules of defining such limits) on costs to be paid by the Company in connection with making such equipment and resources available to the Management Board Members and their use in the performance of the Members' professional duties.

Section 6

1. In the event of expiry of a Management Board Member's mandate, including in particular as a result of the Member's death, removal or resignation, the Contract shall terminate on the last day on which the Member holds the position under the Contract, with no further action required to be taken.
2. Each Party shall have the right to terminate the Contract with immediate effect in the event of material breach of the Contract by the other Party.
3. The Company shall have the right to terminate the Contract for reasons other than those specified in Section 6.2 against a notice of up to 3 (three) months, with the proviso that if during the notice period one of the events referred to in Section 6.1 occurs and triggers the termination due to the Member ceasing to hold the position, then the Contract shall terminate in accordance with the provision of Section 6.1.
4. If the Company terminates the Contract for reasons other than those specified in Section 6.2, the Management Board Member may receive severance pay of:
 - a) up to 1x (one time) Fixed Remuneration, provided that the Member has held the position for at least 6 (months) and up to 12 (twelve) months prior to the termination;
 - b) up to 3x (three times) Fixed Remuneration, provided that the Member has held the position for at least 12 (twelve) months prior to the termination.
5. The Management Board Member shall not have the right to receive severance pay if:
 - a) the Contract is terminated or amended due to the change of the Management Board Member's position on the Management Board or their responsibilities;
 - b) the Contract is terminated or amended due to the Management Board Member's being appointed to the Management Board for another term of office;

- c) the Management Board Member is appointed to the management board of a Group company; or
- d) the Management Board Member has resigned.

Section 7

1. The Supervisory Board may conclude with a Management Board Member a non-competition agreement binding on the Member after they no longer hold their position. Such agreement may be concluded only if the Member has served on the Management Board for at least 3 (three) months.
2. The non-competition agreement may not be concluded after termination of the management contract.
3. The non-competition period shall be no longer than 6 (six) months from the moment the Management Board Member ceases to hold their position on the Management Board. The monthly non-competition compensation shall not be higher than 50% of Fixed Remuneration paid to the Management Board Member during their term of office.
4. If a Management Board Member fails to perform or improperly performs their obligations under the non-competition agreement, the Member shall pay the Company a contractual penalty equal to or higher than the compensation due for the entire non-competition period.
5. In the non-competition agreement, the Supervisory Board shall at least define the activities competitive to the Company's business, the amount of non-competition compensation, dates for payment of such compensation, the Member's notification obligations, and circumstances where the non-competition clause ceases to apply. The Supervisory Board may also include the Company's right to rescind the non-competition agreement or the parties' right to terminate the agreement.

Section 8

This Resolution shall become effective as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,655,421,271
Percentage of share capital represented by the shares on which valid votes were cast	78.91 %
Total number of valid votes	4,655,421,271
including votes:	
in favour	4,248,145,209
against	281,325,695
abstentions	125,950,367

Legal basis: Par. 38.1.3 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz.U. No. 33, item 259).