

RESOLUTION NO. 1
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 5 September 2016

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 "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**the Company**"), adopts as follows:

§ 1

The Extraordinary General Meeting elects Ms Anna Kowalik 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: 1 419 652 040

The number of votes cast for the resolution: 1 406 406 868

The number of votes cast against the resolution: 1

The number of abstaining votes: 13 245 171

The resolution was adopted in a secret ballot.

The valid votes was cast from 1 419 652 040 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point an objection was raised to the protocol to the above resolution no. 1.

RESOLUTION NO. 2
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 5 September 2016

concerning the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of "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 an increase in the company's share capital.
7. The adoption of a resolution concerning changes in the Company Statutes.
8. The adoption of a resolution concerning the allocation of the supplementary capital for the financing of the flat-rate income tax related to the increase in the share capital.
9. The adoption of a resolution concerning changes in the composition of the Supervisory Board of PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw.
10. The adoption of a resolution concerning the payment of the costs related to the convening and holding of the General Meeting.
11. The closing of the General Meeting.

§ 2

The total number of valid votes cast: 1 419 652 040

The number of votes cast for the resolution: 1 416 019 152

The number of votes cast against the resolution: 3 632 888

The number of abstaining votes: 0

The resolution was adopted in an open ballot.

The valid votes was cast from 1 419 652 040 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point an objection was raised to the protocol to the above resolution no. 2.

RESOLUTION NO. 3
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 5 September 2016
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 "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: 1 419 652 039

The number of votes cast for the resolution: 1 419 607 793

The number of votes cast against the resolution: 44 245

The number of abstaining votes: 1

The resolution was adopted in an open ballot.

The valid votes was cast from 1 419 652 039 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 4
of the Extraordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 5 September 2016

*concerning an increase in the share capital to be financed from
the Company's own funds*

Acting pursuant to Article 442 § 1 of the Commercial Companies Code and § 37 clause 1 item 3 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**the Company**”), adopts as follows:

§ 1

The Extraordinary General Meeting increases the Company's share capital from the amount of PLN 18,697,608,290 (say: eighteen billion six hundred and ninety-seven million six hundred and eight thousand two hundred and ninety zloty) to the amount of PLN 19,165,048,497.25 (say: nineteen billion one hundred and sixty five million forty eight thousand four hundred and ninety seven zloty 25/100), i.e. by the amount of PLN 467,440,207.25 (say: four hundred and sixty seven million four hundred and forty thousand two hundred and seven zloty 25/100), from the Company's supplementary capital by increasing the par value of the shares in series A, B, C and D from PLN 10 (say: ten zloty) to PLN 10.25 (say: ten zloty 25/100).

§ 2

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

The total number of valid votes cast: 1 419 652 040

The number of votes cast for the resolution: 1 091 681 706

The number of votes cast against the resolution: 150 981 506

The number of abstaining votes: 176 988 828

The resolution was adopted in an open ballot.

The valid votes was cast from 1 419 652 040 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point 5 objections were raised to the protocol to the above resolution no. 4.

RESOLUTION NO. 5
of the Extraordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 5 September 2016

*concerning changes in the Company Statutes and an authorisation for the
Supervisory Board to determine the consolidated text of the Company
Statutes*

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code and § 37 clause 1 item 1 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**the Company**”), adopts as follows:

§ 1

The Extraordinary General Meeting changes § 7 of the Company Statutes, whose new wording is as follows:

“The Company's share capital shall equal PLN 19,165,048,497.25 (say: nineteen billion one hundred and sixty five million forty eight thousand four hundred and ninety seven zloty 25/100) and shall be divided into 1,869,760,829 (say: one billion eight hundred and sixty-nine million seven hundred and sixty thousand eight hundred and twenty-nine) shares with a par value of PLN 10.25 (ten zloty 25/100) each, including:

- 1) 1,470,576,500 series “A” bearer shares,*
- 2) 259,513,500 series “B” bearer shares,*
- 3) 73,228,888 series “C” bearer shares,*
- 4) 66,441,941 series “D” bearer shares.”*

§ 2

The Extraordinary General Meeting authorises the Supervisory Board to determine the consolidated text of the Company Statutes, including the change referred to in § 1 above.

§ 3

The resolution becomes effective as at the date of its adoption, with full legal effect as at the date on which the aforementioned changes are entered in the register of entrepreneurs of the National Court Register.

The total number of valid votes cast: 1 419 652 040

The number of votes cast for the resolution: 1 091 681 706

The number of votes cast against the resolution: 150 981 506

The number of abstaining votes: 176 988 828

The resolution was adopted in an open ballot.

The valid votes was cast from 1 419 652 040 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point 5 objections were raised to the protocol to the above resolution no. 5.

RESOLUTION NO. 6
of the Extraordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 5 September 2016

concerning the allocation of the supplementary capital for the financing of the flat-rate income tax related to the increase in the share capital to be financed from the Company's own funds

Acting pursuant to Article 396 § 5 of the Commercial Companies Code and § 41 clause 2 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**the Company**”), adopts as follows:

§ 1

The Extraordinary General Meeting decides to allocate a part of the Company's supplementary capital for the financing of the flat-rate income tax payable by the shareholders in connection with:

- the increase in the share capital to be financed from the Company's own funds, pursuant to resolution no. 4 of the Extraordinary General Meeting of 5 September 2016 and
- the allocation of a part of the supplementary capital for the financing of the income tax payable by the shareholders, pursuant to this resolution,

taking into consideration the lack of the possibility of allocating the supplementary capital in the amount of 1/3 of the share capital for any purpose other than to finance a loss shown in financial statements, pursuant to Article 396 § 5 of the Commercial Companies Code.

§ 2

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

The total number of valid votes cast: 1 419 652 040

The number of votes cast for the resolution: 1 268 670 534

The number of votes cast against the resolution: 94 653 235

The number of abstaining votes: 56 328 271

The resolution was adopted in an open ballot.

The valid votes was cast from 1 419 652 040 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point 4 objections were raised to the protocol to the above resolution no. 6.

RESOLUTION NO. 7
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 5 September 2016

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**the Company**"), adopts as follows:

§ 1

The Extraordinary General Meeting dismisses Ms Małgorzata Mika - Bryska as of 5th September 2016, from the Supervisory Board.

§ 2

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

The total number of valid votes cast: 1 419 652 039

The number of votes cast for the resolution: 1 130 165 586

The number of votes cast against the resolution: 158 000 778

The number of abstaining votes: 131 485 675

The resolution was adopted in a secret ballot.

The valid votes was cast from 1 419 652 039 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 8
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 5 September 2016

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**the Company**") adopts as follows:

§ 1

The Extraordinary General Meeting appoints Mr Witold Kozłowski, as of 5th September 2016, as member of the Supervisory Board.

§ 2

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

The total number of valid votes cast: 1 419 652 039

The number of votes cast for the resolution: 1 132 733 138

The number of votes cast against the resolution: 161 485 013

The number of abstaining votes: 125 433 888

The resolution was adopted in a secret ballot.

The valid votes was cast from 1 419 652 039 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 9
of the Extraordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 5 September 2016

*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 “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: 1 419 652 039

The number of votes cast for the resolution: 1 406 451 112

The number of votes cast against the resolution: 2 001

The number of abstaining votes: 13 198 926

The resolution was adopted in an open ballot.

The valid votes was cast from 1 419 652 039 shares accounting for 75,93 % in share capital of PGE Polska Grupa Energetyczna S.A.