

**RESOLUTION NO. [●]
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 14 December 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 Mr/Ms [●] as Chairperson of the Extraordinary General Meeting of the Company.

§ 2

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

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]
of the Extraordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 14 December 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 the principles of determining the amount of remuneration for members of the Management Board of the company PGE Polska Grupa Energetyczna S.A.
7. The adoption of a resolution concerning the principles of determining the amount of remuneration for members of the Supervisory Board of the company PGE Polska Grupa Energetyczna S.A.
8. The adoption of a resolution concerning the payment of the costs related to the convening and holding of the General Meeting.
9. The closing of the General Meeting.

§ 2

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

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

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

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.

JUSTIFICATION

For the items of the agenda of the General Meeting relating to the adoption of a resolution concerning the principles of determining the amount of remuneration for members of the Management Board of the company PGE Polska Grupa Energetyczna S.A. and a resolution concerning the principles of determining the amount of remuneration for members of the Supervisory Board of the company PGE Polska Grupa Energetyczna S.A.

Together with a request for convening an Extraordinary General Meeting with the aforementioned agenda, the State Treasury has presented a relevant justification without including draft resolutions related to the proposed items of the agenda.

In the justification, the Minister of Energy, who represents the State Treasury as the Company's shareholder, indicates that the principles of determining the amount of remuneration for members of management boards in companies in which the State Treasury holds shares are regulated by the provisions of the Act of 9 June 2016 on the principles of determining the amount of remuneration for people managing certain companies. In discharge of the duties specified in Article 2 clause 1 and clause 2 item 1 of the aforementioned Act, the Minister of Energy requests that the General Meeting adopt

a resolution concerning the determination of the amount of remuneration for members of the managing body and members of the supervising body.

In his justification, the Minister of Energy specifies in detail the issues which should be regulated by the resolutions to be adopted with respect to the proposed items of the agenda of the Extraordinary General Meeting.

Furthermore, the Minister of Energy states that the draft resolutions concerning the principles of determining the amount of remuneration for members of the Management Board and the Supervisory Board will be submitted without undue delay, after their final versions have been drawn up.

The aforementioned letter of the Minister of Energy is available on the Company's website

at www.gkpgge.pl, on the webpage dedicated to the Company's General Meetings.

**RESOLUTION NO. [●]
of the Extraordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 14 December 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: [●]

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.