

**A justification for the draft resolutions to be voted on by the Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna ("Company", "PGE") convened for 14 December 2022:**

**I. For item 6 of the agenda concerning the adoption of the resolutions on changes in the composition of the Supervisory Board.**

Together with the request to convene an Extraordinary General Meeting of PGE, the Minister of State Assets, representing the State Treasury acting in the capacity of a shareholder on the basis of Article 7(2)(1) of the of the State Assets Management Principles Act of 16 December 2016 (i.e. Journal of Laws of with 2021, item 1933), pursuant to the provisions of Article 400(1) of the Commercial Companies Act of 15 September 2000 (i.e. Journal of Laws of 2022, item 1467) and § 28(1)(3) of the Company Statutes, requested that the aforementioned matter be included in the agenda of the General Meeting. As a justification for the aforementioned request, the Minister of State Assets indicated the shareholders' right to influence the composition of the Company's supervising body. The Minister of State Assets submitted a justification for his request without providing draft resolutions related to the proposed item of the agenda of the General Meeting.

**II. For item 7 of the agenda concerning the adoption of the resolution concerning the payment of the costs related to convening the Extraordinary General Meeting.**

Pursuant to Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting convened at the request of the Shareholder representing at least one twentieth of the share capital adopts the resolution concerning the payment of the costs related to convening and holding the Extraordinary General Meeting by the Company.