



"PGE Polska Grupa Energetyczna Spółka Akcyjna"
The Ordinary General Meeting
convened for June 27th, 2017

PROXY FORM

I (We), the undersigned shareholder / representative of the shareholder** of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw (the "**Company**"), hereby declare that:

_____ ("**Shareholder**")
(given name and surname / business name and registered office of Shareholder)

holds: _____ shares in the Company
(number)

and hereby appoint*:

Ms/Mr _____, holding identity card/passport/any other official identity document** number _____, issued by _____ (the "**Proxy**") to act in accordance with the voting instruction included below / the Proxy's own discretion**, in the scope described below.

or:

_____ (corporate/business name), with the registered office in _____,

address: _____ (the "**Proxy**") to act in accordance with the voting instruction included below / at the Proxy's own discretion**, in the scope described below.

Does the Proxy have the right to grant further proxies*? Yes No

Scope of authority: The Proxy is authorized to represent the Shareholder at the Ordinary General Meeting of the Company to be held **at 12.00 p.m. on June 27th, 2017, in Warsaw, Hotel Novotel at 94/98 Marszałkowska Street in Warsaw** (the "**General Meeting**"), and in particular to participate in the General Meeting and take the floor in its debates, to sign the attendance list, to exercise the voting rights related to the shares held by the Shareholder for and on behalf of the Shareholder and to perform any other necessary acts in connection with the General Meeting.

Does this proxy cover all shares held by the Shareholder*? Yes No

This proxy covers _____ (number) shares held by the Shareholder***.

Particulars of the Shareholder / persons authorized to represent the Shareholder:

Given name and surname: _____ Given name and surname: _____

Business name: _____ Business name: _____

Position: _____ Position: _____

Address: _____ Address: _____

Signature: _____ Signature: _____

Place: _____ Place: _____

Date: _____ Date: _____

* Mark as applicable
** Delete as applicable
*** Fill in only if this proxy does not cover all shares held by the Shareholder.

ADDITIONAL INFORMATION

Identification:

In order to identify the Shareholder granting a proxy and the Proxy representing such a Shareholder, a document granting the proxy should be accompanied by the following:

- a) in the case of the Shareholder who is a natural person – a copy of their identity card, pages from a passport allowing identification or any other official document certifying the Shareholder's identity;
- b) in the case of the Shareholder who is not a natural person - a copy of a current extract from a proper register or any other document certifying the existence of the Shareholder or the right of its representative or representatives to represent the Shareholder, together with copies of an identity card, pages from a passport allowing identification or any other official document certifying the identity of such representative or representatives authorized to represent the Shareholder;
- c) in the case of the Proxy who is a natural person – a copy of their identity card, pages from a passport allowing identification or any other official document certifying the Proxy's identity;
- d) in the case of the Proxy who is not a natural person - a copy of a current extract from a proper register or any other document certifying the existence of the Proxy or the right of its representative or representatives to represent the Proxy, together with copies of an identity card, pages from a passport allowing identification or any other official document certifying the identity of such representative or representatives authorized to represent the Proxy.

In the case of foreign entities in whose countries of registration relevant registers are not kept, instead of a copy of a current extract from a register referred to in letters b) and d) above, a copy of a document certifying the existence of the given entity or the right of its representative or representatives to represent the entity should be presented.

In the event of doubts concerning the authenticity of the copies of the documents referred to above, the Company or a person appointed by the Company to register the Shareholders reserves the right to demand before the beginning of the General Meeting the presentation of the originals of the said documents or their copies certified by a notary public or any other entity authorized to certify true copies of documents. If such documents are not presented, a Proxy of the Shareholder may be not allowed to participate in the General Meeting.

All documents referred to above which are drawn up in a foreign language should be accompanied by a proper certified translation into the Polish language drawn up by a sworn translator.

If a proxy to participate in the General Meeting and exercise the voting right granted by the Shareholder is a conditional proxy, it should be accompanied by a documentary evidence that the particular condition has been fulfilled.

A proxy granted in the electronic format:

A proxy to participate in the General Meeting and exercise the voting right may be granted in an electronic format. A proxy granted in an electronic format needs not to be accompanied by a secure electronic signature verified by means of a valid qualified certificate. The Management Board should be notified of the fact of granting a proxy in an electronic format using the electronic means of communication. Such notification may be sent by electronic mail to the Company's e-mail address: wza@gkpge.pl. The notification should be accompanied by a scanned copy of the granted proxy and scanned copies of the documents referred to in letters a), b), c) and d) above. The notification should include also an electronic mail address at which the Company may contact the Shareholder and the Proxy. The Management Board shall have the right to verify submitted notifications and to take actions aiming at the identification of the Shareholder or the Proxy and the confirmation of their authorization. The verification may consist, in particular, in asking verification questions of the Shareholder or the Proxy by telephone or electronic mail. The above principles will apply to a change in or revocation of the granted proxy. Notifications which do not meet the requirements referred to above will not result in any legal consequences for the Company. The Company will not be liable for any errors in the proxy forms or actions of people using proxies. At the request of the Company or a person (persons) appointed by the

Company to register the Shareholders, a Proxy appearing in the General Meeting is obliged to present the originals of the documents attached to the notification referred to above.

In the case of foreign entities in whose countries of registration relevant registers are not kept, instead of a scanned copy of a current extract from a register, a scanned copy of a document certifying the existence of the given entity or the right of its representative or representatives to represent the entity should be presented.

In the event of doubts concerning the authenticity of the documents referred to above, the Company or a person appointed by the Company to register the Shareholders reserves the right to demand before the beginning of the General Meeting the presentation of the originals of the said documents or their copies certified by a notary public or any other entity authorized to certify true copies of documents. If such documents are not presented, a Proxy of the Shareholder may be not allowed to participate in the General Meeting.

All documents referred to above which are drawn up in a foreign language should be accompanied by a proper certified translation into the Polish language drawn up by a sworn translator.

If the Shareholder grants a proxy together with a voting instruction, the Company will not verify if Proxies exercise the voting rights in accordance with the instructions received from the Shareholders. Therefore, a voting instruction should be given to the Proxy only.

IMPORTANT INFORMATION:

IN THE EVENT OF ANY DIFFERENCES BETWEEN THE PARTICULARS OF THE SHAREHOLDER INCLUDED IN THE PROXY AND THE PARTICULARS INCLUDED IN THE LIST OF THE SHAREHOLDERS DRAWN UP ON THE BASIS OF A SPECIFICATION RECEIVED BY THE COMPANY FROM THE ENTITY RESPONSIBLE FOR KEEPING THE DEPOSIT OF SECURITIES UNDER ARTICLE 406³ OF THE COMMERCIAL COMPANIES CODE, SUCH A SHAREHOLDER MAY BE NOT ALLOWED TO PARTICIPATE IN THE GENERAL MEETING.

THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT A PROXY ON THE PROXY FORM PRESENTED ABOVE.

**PROXY VOTING RIGHT
EXERCISE FORM**

The General Meeting of the Company to be held at 12.00 p.m. on June 27th, 2017, in Warsaw, in the building of Hotel Novotel at 94/98 Marszałkowska Street in Warsaw.

Notes:

1. This form is not used to verify how the Proxy exercises the voting right on behalf of the Shareholder.
2. This form does not substitute the proxy granted to the Proxy by the Shareholder.
3. The Shareholder is not obliged to use the form prepared by the Company. The use of the form is not a necessary condition for the Proxy to exercise the voting right.
4. The manner of the Proxy's exercise of the voting right depends on the scope of the proxy granted by the Shareholder.

1. Item 2 of the agenda: The election of Chairperson of the General Meeting.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 4 of the agenda: The adoption of the agenda of the General Meeting.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 5 of the agenda: The adoption of a decision not to elect the Returning Committee.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 6 of the agenda: The consideration of the PGE Polska Grupa Energetyczna S.A. Financial Statements for the year 2016 consistent with IFRS-EU and the adoption of a resolution concerning its approval.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 7 of the agenda: The consideration of the PGE Polska Grupa Energetyczna S.A. Consolidated Financial Statements for the year 2016 consistent with IFRS-EU and the adoption of a resolution concerning its approval.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 8 of the agenda: The consideration of the Management Board's Report on the activities of the PGE Polska Grupa Energetyczna S.A. and PGE Capital Group for the year 2016 and the adoption of a resolution concerning its approval.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 9 of the agenda: The adoption of a resolution concerning the distribution of the PGE Polska Grupa Energetyczna S.A. net profit for the financial year 2016.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Anna Kowalik for the year 2016 in connection with her performance of the duties of the Chairperson of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jacek Barylski for the year 2016 in connection with his performance of the duties of the Vice Chairperson of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Malgorzata Molas for the year 2016 in connection with her performance of the duties of the Secretary of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Malgorzata Mika-Bryska for the year 2016 in connection with her performance of the duties of the Member of the Supervisory Board and in connection with her performance of the duties of the Vice Chairperson of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jaroslaw Gołbiewski for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Piotr Machnikowski for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Marek Sciążko for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jacek Fotek for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Marek Pastuszko for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board and in connection with his performance of the duties as delegated to perform temporarily the responsibilities of a Member of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Pawel Śliwa for the year 2016 in connection with his performance of the duties of Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Janina Goss for the year 2016 in connection with her performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Mateusz Gramza for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jaroslaw Glowacki for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Witold Kozłowski for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Grzegorz Kuczyński for the year 2016 in connection with her performance of the duties of the Member of the Supervisory Board and in connection with his performance of the duties of the Secretary of the Supervisory Board .

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Radosław Osiński for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board and in connection with his performance of the duties of the Vice Chairperson of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Mieczyslaw Sawaryn for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Artur Skladanek for the year 2016 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Marek Woszczyk for the year 2016 in connection with his performance of the duties of the President of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Dariusz Marzec for the year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Development.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Grzegorz Krystek for the year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Operations and Trading.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jacek Drozd for the year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Corporate Affairs.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Henryk Baranowski for the year 2016 in connection with his performance of the duties of the President of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Ryszard Wasilek for the year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Development.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Boleslaw Jankowski for the year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Trading.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Marek Pastuszko for the year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Corporate Affairs.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Emil Wojtowicz for the year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Finance.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Marta Gajęcka for the year 2016 in connection with her performance of the duties of the Vice President of the Management Board for Market Development and International Relations.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Pawel Śliwa for the year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Innovations.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution on amendments to resolution no. 4 adopted by the Extraordinary General Meeting on 14 December 2016 concerning the principles of determining the amount of remuneration for members of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 12 of the agenda: The adoption of a resolution on amendments to § 11 of the Company Statutes

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 12 of the agenda: The adoption of a resolution on amendments to § 15 of the Company Statutes

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 12 of the agenda: The adoption of a resolution on to § 16 of the Company Statutes

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 12 of the agenda: The adoption of a resolution on amendments to § 18 of the Company Statutes

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 12 of the agenda: The adoption of a resolution on amendments to § 37 of the Company Statutes

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 12 of the agenda: The adoption of a resolution on amendments to the Company Statutes

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 12 of the agenda: The adoption of a resolution on amendments to § 42 of the Company Statutes

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 12 of the agenda: The adoption of a resolution on amendments to § 45 of the Company Statutes
Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 13 of the agenda: The adoption of a resolution concerning authorization of the Supervisory Board of the Company to determine the consolidated text of “The Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna”.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 14a of the agenda: The adoption of resolutions concerning the disposal of the components of non-current assets.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 14b of the agenda: The adoption of resolutions concerning the principles of entering into agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services as well as introducing amendments into such agreements.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 14c of the agenda: The adoption of resolutions concerning the principles of the Company's entering into donation agreements, debt release agreements or other agreements with similar consequences.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 14d of the agenda: The adoption of resolutions concerning the principles and procedures of the disposal of non-current assets.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 14e of the agenda: The adoption of resolutions concerning an obligation to submit reports on representation expenditures as well as expenditures for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 14f of the agenda: The adoption of resolutions concerning the determination of requirements for candidates for a member of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 14g of the agenda: The adoption of resolutions concerning the appointment of a member of the Management Board and the recruitment procedure for the position of member of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 14h of the agenda: The adoption of resolutions concerning: the implementation of the principles specified in the Act on the Management of State-owned Property in the companies for which the Company is the parent company

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 15 of the agenda: The adoption of a resolution concerning changes in the composition of the Supervisory Board of PGE Polska Grupa Energetyczna S.A.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Others (in the event of submitting draft resolutions other than those proposed by the Management Board)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Particulars of the Shareholder / persons authorized to represent the Shareholder:

Given name and surname: _____

Given name and surname: _____

Business name: _____

Business name: _____

Position: _____

Position: _____

Address: _____

Address: _____

Signature: _____

Signature: _____

Place: _____

Place: _____

Date: _____

Date: _____

*Mark as applicable

NOTES

The Shareholders who want to give a voting instruction are asked to do it by putting "X" in the correct field.

In the event of marking "others", the Shareholders are asked to put in this field a detailed instruction concerning the exercise of the voting right by the Proxy in case other draft resolutions are proposed by the Shareholders attending the General Meeting.

If the Shareholder decides to vote differently on a particular resolution with respect to shares held by them, the Shareholder is asked to specify in the correct field the numbers of shares with respect to which the Proxy is to vote for or against a resolution, or to abstain from voting. If such numbers of shares are not specified, it is presumed that the Proxy is entitled to vote in a given manner with respect to all shares held by the Shareholder. In no event may the sum of the shares in the Company covered by an instruction concerning different voting exceed the total number of shares held by the Shareholder.

The drafts of the resolutions to be adopted with respect to the particular items of the agenda of the General Meeting constitute enclosures to these instructions.

The drafts of the resolutions attached to these instructions may be different from the drafts of the resolutions submitted for voting at the Ordinary General Meeting. In order to avoid doubts concerning the manner of voting by the Proxy, the Shareholders are asked to specify in the field "others" how the Proxy should act in the situation referred to above.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the election of Chairperson of the Ordinary General Meeting

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 32 of the Company Statutes, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company elects Mr/Ms [●] as Chairperson of the Ordinary 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017
concerning the adoption of the agenda
of the Ordinary General Meeting

The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting adopts the following agenda of the Ordinary 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 consideration of the PGE Polska Grupa Energetyczna S.A. Financial Statements for the year 2016 consistent with IFRS-EU and the adoption of a resolution concerning its approval.
7. The consideration of the PGE Polska Grupa Energetyczna S.A. Consolidated Financial Statements for the year 2016 consistent with IFRS-EU and the adoption of a resolution concerning its approval.
8. The consideration of the Management Board's Report on the activities of the PGE Polska Grupa Energetyczna S.A. and PGE Capital Group for the year 2016 and the adoption of a resolution concerning its approval.
9. The adoption of a resolution concerning the distribution of the PGE Polska Grupa Energetyczna S.A. net profit for the financial year 2016.
10. The adoption of a resolutions concerning acknowledgement of the fulfillment of duties by the members of the Management Board and Supervisory Board.
11. The adoption of a resolution on amendments to resolution no. 4 adopted by the Extraordinary General Meeting on 14 December 2016 concerning the principles of determining the amount of remuneration for members of the Management Board.
12. The adoption of a resolution on amendments to "The Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna".
13. The adoption of a resolution concerning authorization of the Supervisory Board of the Company to determine the consolidated text of "The Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna".
14. The adoption of resolutions concerning the following matters:
 - a) the disposal of the components of non-current assets,
 - b) the principles of entering into agreements for the provision of legal services, marketing services, public relations services, social communication services and

- management consultancy services as well as introducing amendments into such agreements,
- c) the principles of the Company's entering into donation agreements, debt release agreements or other agreements with similar consequences,
 - d) the principles and procedures of the disposal of non-current assets,
 - e) an obligation to submit reports on representation expenditures as well as expenditures for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services,
 - f) the determination of requirements for candidates for a member of the Management Board,
 - g) the appointment of a member of the Management Board and the recruitment procedure for the position of member of the Management Board,
 - h) the fulfilment of the obligations resulting from Article 17 clause 7, Article 18 clause 2, Article 20 and Article 23 of the Act on the Management of State-owned Property.
15. The adoption of a resolution concerning changes in the composition of the Supervisory Board of PGE Polska Grupa Energetyczna S.A.
 16. Notification of the results of the qualification procedure on the appointment of the members of the Management Board of PGE Polska Grupa Energetyczna S.A.
 17. 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

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

§ 1

The Ordinary 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.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

*concerning the approval of the PGE Polska Grupa Energetyczna S.A.
Financial Statements for the year 2016 consistent with IFRS-EU*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code and Article 53 clause 1 of the Accounting Act, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting approves the "PGE Polska Grupa Energetyczna S.A. Separate Financial Statements for the year 2016 ended 31 December 2016 in accordance with IFRS-EU" comprising the following elements audited by a statutory auditor:

- a statement of comprehensive income for the year ended 31 December 2016 showing a net profit of PLN 1,598 million and a total comprehensive income of PLN 1,764 million;
- a statement of financial position drawn up as at 31 December 2016 showing a total balance of assets and equity and liabilities in the amount of PLN 44,651 million;
- a statement of changes in equity for the year ended 31 December 2016 showing an increase in equity in the amount of PLN 1,184 million;
- a statement of cash flows showing a decrease in cash and cash equivalents during the course of the year ended 31 December 2016 in the amount of PLN 80 million;
- a description of the accounting principles (policies) as well as additional information and notes.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

*concerning the approval of the PGE Polska Grupa Energetyczna S.A.
Consolidated Financial Statements for the year 2016 consistent with IFRS-EU*

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63 c clause 4 of the Accounting Act, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting approves the "PGE Polska Grupa Energetyczna S.A. Consolidated Financial Statements for the year 2016 ended 31 December 2016 in accordance with IFRS-EU", comprising the following elements audited by a statutory auditor:

- a consolidated statement of comprehensive income for the year ended 31 December 2016 showing a net profit of PLN 2,566 million and a total comprehensive income of PLN 2,938 million (profit);
- a consolidated statement of financial position drawn up as at 31 December 2016 showing a total balance of assets and equity and liabilities in the amount of PLN 67,474 million;
- a consolidated statement of changes in equity for the year ended 31 December 2016 showing an increase in equity in the amount of PLN 2,358 million;
- a consolidated statement of cash flows showing a decrease in cash and cash equivalents during the course of the year ended 31 December 2016 in the amount of PLN 435 million;
- a description of the accounting principles (policies) as well as additional information and notes.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

*concerning the approval of the Management Board's Report on the activities of
the PGE Polska Grupa Energetyczna S.A. and PGE Capital Group
for the year 2016*

Acting pursuant to Article 393 item 1 and Article 395 § 5 of the Commercial Companies Code and Article 63 c clause 4 in connection with the Article 55 clause 2a of the Accounting Act, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting approves the "Report of the Management Board on the activities of the PGE Polska Grupa Energetyczna S.A. and PGE Capital Group for the year 2016 ended 31 December 2016".

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

*concerning the distribution of the PGE Polska Grupa Energetyczna S.A.
net profit for the financial year 2016*

Acting pursuant to Article 395 § 2 item 2 and Article 348 § 3 of the Commercial Companies Code, and § 43 clause 5 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting decides to allocate the Company's net profit for the financial year 2016 in the amount of PLN 1,597,678,012.98 (say: one billion five hundred and ninety seven million, six hundred and seventy eight thousand and twelve zloty and ninety-eight groszy) to the Company's supplementary capital.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Anna Kowalik for the financial year 2016 in connection with her performance of the duties of the Chairperson of the Supervisory Board in the period from 1 January 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jacek Barylski for the financial year 2016 in connection with his performance of the duties of the Vice Chairperson of the Supervisory Board in the period from 1 January 2016 to 1 March 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Małgorzata Molas for the financial year 2016 in connection with her performance of the duties of the Secretary of the Supervisory Board in the period from 1 January 2016 to 1 March 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Małgorzata Mika – Bryska for the financial year 2016 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 January 2016 to 2 march 2016 and in connection with her performance of the duties of the Vice Chairperson of the Supervisory Board in the period from 2 march 2016 to 5 September 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jarosław Gołębiewski for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2016 to 1 March 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Piotr Machnikowski for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2016 to 5 February 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Marek Ściążko for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2016 to 1 March 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jacek Fotek for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2016 to 1 March 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Marek Pastuszko for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 28 January 2016 to 25 February 2016 and in connection with his performance of the duties as delegated to perform temporarily the responsibilities of a Member of the Management Board in the period from 29 January 2016 to 25 February 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Paweł Śliwa for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 March 2016 to 22 March 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Janina Goss for the financial year 2016 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Mateusz Gramza for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jarosław Głowacki for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Witold Kozłowski for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 5 September 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Grzegorz Kuczyński for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 march 2016 to 2 march 2016 and in connection with his performance of the duties of the Secretary of the Supervisory Board in the period from 2 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Radosław Osiński for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 5 September 2016 to 13 September 2016 and in connection with his performance of the duties of the Vice Chairperson of the Supervisory Board in the period from 13 September 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Mieczysław Sawaryn for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Artur Składanek for the financial year 2016 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Marek Woszczyk for the financial year 2016 in connection with his performance of the duties of the President of the Management Board in the period from 1 January 2016 to 30 March 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Dariusz Marzec for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Development in the period from 1 January 2016 to 29 January 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Grzegorz Krystek for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Operations and Trading in the period from 1 January 2016 to 30 March 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jacek Drozd for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Corporate Affairs in the period from 1 January 2016 to 29 January 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Henryk Baranowski for the financial year 2016 in connection with his performance of the duties of the President of the Management Board in the period from 31 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Ryszard Wasilek for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Development in the period from 7 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Boleslaw Jankowski for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Trading in the period from 31 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Marek Pastuszko for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Corporate Affairs in the period from 25 February 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Emil Wojtowicz for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Finance in the period from 15 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Marta Gajęcka for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Market Development and International Relations in the period from 31 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

concerning the acknowledgement of the fulfillment of duties for the year 2016

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Paweł Śliwa for the financial year 2016 in connection with his performance of the duties of the Vice President of the Management Board for Innovations in the period from 31 March 2016 to 31 December 2016.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017

*concerning an amendment to resolution no. 4 adopted by the Extraordinary
General Meeting on 14 December 2016*

The Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows :

§ 1

The General Meeting amends § 3 clause 3 of resolution no. 4 adopted by the Extraordinary General Meeting on 14 December 2016. The amended resolution receives the following wording: “3. The General Meeting establishes the following additional Managerial Objectives whose achievement determines the possibility of receiving the variable part of a remuneration: a) implementing the principles of remunerating members of the management and supervisory bodies in all companies belonging to the Capital Group in accordance with the provisions of the Act by 30 June 2017, b) determining the composition of the supervisory boards in all companies belonging to the Capital Group in such a manner that their members hold qualifications required of members of supervisory boards, such qualifications being confirmed by a positive result of the examination for candidates for members of supervisory boards, or hold qualifications exempting them from the obligation to pass the examination, in particular hold a doctoral degree in economic sciences or law, or are entered in the list of legal counsels, attorneys, expert auditors or investment advisers by 31 December 2017, c) fulfilling the obligations specified in Articles 17-20, Article 22 and Article 23 of the Act on the Management of State-owned Property of 16 December 2016 by 31 December 2017 ”.

§ 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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 11 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

§ 11 clause 9 receives the following wording:

“9. Each shareholder who intends to participate in the General Meeting, directly or by proxy, shall be obliged, without a separate call referred to in clause 10 below, to notify the Management Board or the Chairperson of the General Meeting of the fact that he holds, directly or indirectly, more than 10% (ten percent) of the total number of votes in the Company. The above obligation shall not apply to shareholders specified in § 46 clause 1.”.

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 15 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw (“**Company**”), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

In § 15, clauses 3 and 4 are added with the following wording:

“3. A candidate for a member of the Management Board shall meet jointly the following conditions:

- 1) *a candidate has higher education or higher education acquired abroad and recognized in the Republic of Poland on the basis of separate regulations,*
- 2) *a candidate has at least a five years’ period of employment on the basis of an employment agreement, appointment, selection, nomination, a cooperative employment agreement, or providing services on the basis of other agreements, or conducting business activities in the capacity of a self-employed entrepreneur,*
- 3) *a candidate has at least three years’ experience of working at managerial or independent positions, or experience resulting from business activities conducted in the capacity of a self-employed entrepreneur,*
- 4) *a candidate meets requirements other than these specified in items 1–3, specified in separate regulations, in particular, a candidate does not breach any restrictions or prohibitions related to the holding of a position of member of a governing body in commercial companies.*

4. A candidate for a member of the Management Board may not meet any of the following conditions::

- 1) *a candidate holds a position of voluntary coworker or is employed in an office of a Member of the Parliament, a Member of the Senate or a Member of the European Parliament on the basis of an employment agreement or performs work on the basis of a contract of mandate or any other contract of a similar character,*
- 2) *a candidate is a member of a political party's body representing a political party and authorized to incur liabilities,*
- 3) *a candidate is employed by a political party on the basis of an employment agreement or performs work on the basis of a contract of mandate or any other contract of a similar character,*
- 4) *a candidate holds an elective position in a trade union functioning in the company or a trade union functioning in a company belonging to the capital group,*
- 5) *a candidate's social or business activities are in conflict with the interests of the*

company.”

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 16 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

In § 16, clause 4 is added with the following wording:

“4. The Supervisory Board shall appoint a Member of the Management Board after conducting a recruitment procedure whose objective is to check and assess candidates’ qualifications and to choose the best candidate for a Member of the Management Board.

- 1) The Supervisory Board shall conduct a recruitment procedure in the event of circumstances justifying the appointment of a Member of the Management Board,*
- 2) Initiating a recruitment procedure for the position of Member of the Management Board, the Supervisory Board shall determine, by way of a resolution, the detailed principles and rules of such a procedure, in particular: the position being the subject matter of the procedure, the date and place of submitting applications, the date and place of conducting interviews, the scope of issues to be discussed in interviews, the requirements and the method of assessing candidates.*
- 3) A candidate for a Member of the Management Board shall meet the requirements specified in Article 22 of the Act on the Management of State-owned Property.*
- 4) An announcement about a recruitment procedure shall be published on the Company’s website and in the Public Information Bulletin of the Ministry of Energy.*
- 5) The deadline for the submission of applications may not be shorter than 14 days from the date of the publication of an announcement about a recruitment procedure,*
- 6) The Supervisory Board shall inform shareholders about the results of a recruitment procedure and shall provide them with the minutes of a recruitment procedure.*

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 18 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw (“**Company**”), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

1. § 18 clause 1 item 6) receives the following wording:

“6) providing opinions on the principles of conducting sponsoring activities and assessing the effectiveness of sponsoring activities conducted by the Company.”.

2. The current § 18 clause 1 item 12) becomes item 15) and new items 12-14 are added with the following wording:

“12) providing opinions on the Management Board's reports on representation expenses, expenses on legal services, marketing services, public relations services and social communication services, as well as management consultancy services,

13) providing opinions on changes in the principles of the disposal of the non-current assets specified in § 41¹,

14) approving the remuneration policy for the capital group,”.

3. In § 18 clause 2 item 1), at the end of this item, the following phrase is added:

“subject to § 37 clause 3,”

4. § 18 clause 2 item 3) receives the following wording:

“3) the Company's entering into the following agreements:

- a) agreements providing for donations or debt releases or other agreements with similar consequences whose value exceeds 20,000 zlotys or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements,*
- b) agreements not related to the Company's business activities specified in § 3 clause 1 of the Statutes whose value equals at least 20,000 zlotys,*
- c) agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services if the value of planned combined remuneration for provided services exceeds the net amount of 500,000 zlotys per year,*

- d) *changes in agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services if such changes increase the amount of remuneration above the amount referred to in letter c,*
- e) *agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services which do not provide for the maximum amount of remuneration.”.*

5. In § 18 clause 2, item 13) is added with the following wording:

“13) the manner of exercising the voting right by a representative of PGE Polska Grupa Energetyczna S.A. at General Meetings of companies for which the Company is the parent company within the meaning of Article 4 item 3 of the Competition and Consumer Protection Act of 16 February 2007 (Journal of Laws of 2017, item 229), in the following matters:

- a) *the establishment of another company by a company,*
- b) *changes in a company's statutes, articles of association or objects,*
- c) *a company's merger, transformation, demerger, dissolution or liquidation,*
- d) *an increase or decrease in a company's share capital,*
- e) *the disposal or lease of a company's undertaking or its organized part, or the establishment of a limited property right thereon,*
- f) *the redemption of shares or interests,*
- g) *the determination of remuneration for members of management boards and supervisory boards,*
- h) *decisions with respect to claims for compensation of damage caused in connection with the establishment of a company and the fulfilment of managerial and supervisory duties,*
- i) *matters referred to in Article 17 of the Act on the Management of State-owned Property of 16 December 2016 (Journal of Laws of 2016, item 2259), subject to § 42 item 8.”*

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 37 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

1. § 37 clause 2 receives the following wording:

“2. Purchasing and disposing of real property, perpetual usufruct or interests in real property or perpetual usufruct shall not require the consent of the General Meeting, subject to clause 3 items 1 and 2.”

2. In § 37, clause 3 is added with the following wording:

“3. The consent of the General Meeting shall be required for the following:

1) disposing of the components of the non-current assets within the meaning of the Accounting Act of 29 September 1994, classified as intangible assets, fixed assets or long-term investments, including their use as a contribution to a company or cooperative, if the market value of such components exceeds 5% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements, as well as making such components available for use by another entity for a period longer than 180 days in a calendar year, on the basis of a legal act, if the market value of the subject of a legal act exceeds 5% of the total assets, with the proviso that making an asset available for use in the case of:

a) rental agreements, lease agreements and other agreements providing for making an asset available for use by other entities - the market value of the subject of a legal act shall be understood as the value of benefits for:

- one year - if an asset is made available for use on the basis of agreements entered into for an indefinite period of time,*
- the whole term of an agreement - for agreements entered into for a definite period of time,*

b) loan-for-use agreements and other agreements providing for making an asset available for use free of charge by other entities - the market value of the subject of a legal act shall be understood as the equivalent of benefits which would be available in the case of entering into a rental or lease agreement for:

- one year - if an asset is made available for use on the basis of agreements*

- entered into for an indefinite period of time,*
- *the whole term of an agreement - for agreements entered into for a definite period of time,*
- 2) *purchasing components of the non-current assets within the meaning of the Accounting Act of 29 September 1994 whose value exceeds:*
 - a) *100,000,000 zlotys, or*
 - b) *the value of 5% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements,*
 - 3) *acquiring or purchasing shares/interests in another company whose value exceeds:*
 - a) *100,000,000 zlotys, or*
 - b) *the value of 10% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements,*
 - 4) *disposing of shares/interests in another company whose value exceeds:*
 - a) *100,000,000 zlotys, or*
 - b) *10% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements”.*

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

§ 41¹ is added in the following wording:

“1. The Company's disposal of components of the non-current assets within the meaning of the Accounting Act of 29 September 1994 whose value exceeds 0.1% of the total assets established on the basis of the latest approved financial statements shall be carried out in the form of a tender procedure, unless the value of a component to be disposed of is lower than 20,000 zlotys.

2. The Company may dispose of the components of the non-current assets without conducting a tender procedure if:

- 1) the subject matter of an agreement is shares/interests or other financial components of the assets or licences, patents or other industrial property rights or know-how, if the conditions for a sales procedure other than a public tender procedure are determined by a resolution of the Supervisory Board,*
- 2) a disposal takes place under liquidation proceedings in accordance with principles specified in a resolution of the General Meeting, subject to separate regulations,*
- 3) the subject matter of a disposal is housing units constituting the property of the Company, the sales price is not lower than 50% of their market value, and they are sold to their tenants or people residing permanently with tenants within the meaning of Article 4 item 13 of the Real Property Management Act of 21 August 1997; the sales price shall take into account the fact that housing units to be sold are occupied; the value of improvements made by a tenant shall be credited towards the price of a particular housing unit,*
- 4) in other justified cases, upon a motion of the Management Board, for the price and in accordance with the principles determined in a resolution of the Supervisory Board,*
- 5) a disposal is to be made for the benefit of subsidiaries,*
- 6) the subject matter of a disposal is CO₂ emission allowances or their equivalents.*

3. Non-current assets shall be disposed of under the following procedure:

- 1) *An announcement about a tender procedure shall be published in the Public Information Bulletin on the relevant website of the Minister of Energy, on the Company's website, in a visible and publicly available place in the Company's registered office and in other places used commonly for such announcements,*
- 2) *A tender procedure shall be conducted not earlier than 14 days after the date of the publication of an announcement,*
- 3) *The following people and entities shall not participate in tender procedures:*
 - a) *the Members of the Management Board and the Supervisory Board,*
 - b) *the entity conducting a tender procedure as well as the Members of its Management Board and Supervisory Board,*
 - c) *people who have been entrusted with the performance of actions related to the conduct of a tender procedure,*
 - d) *spouses, children, parents and siblings of people referred to in letters a-c,*
 - e) *people who remain with the person conducting a tender procedure in a legal or factual relationship which may give rise to justified doubts as to the impartiality of such a person,*
- 4) *Participation in a tender procedure shall depend on the payment of a tender bond in the amount of at least 5% of the asking price of an asset to be sold. The regulations referred to in item 8 may provide for a higher amount of a tender bond.*
- 5) *Before the beginning of a tender procedure the Company shall determine the asking price which may not be lower than the market value determined by expert surveyors; if the market value cannot be determined, the asking price may not be lower than the net book value,*
- 6) *The Company may refrain from having a component of the non-current assets to be sold assessed by an expert surveyor if:*
 - a) *the cost of such assessment would obviously exceed the asset's market value,*
 - b) *the component of the non-current assets has a determined market price,*
- 7) *Tender procedures shall be conducted in the following forms:*
 - a) *an oral tender procedure,*
 - b) *a written tender procedure,*
- 8) *The Company shall determine regulations specifying the principles and rules of conducting a tender procedure, the content of an announcement about a tender procedure, the form of a tender procedure, and the conditions of a tender procedure,*
- 9) *The organizer of a tender procedure shall be entitled to close the tender procedure without selecting any of the submitted bids without providing any reasons,*
- 10) *The bidder who has submitted the highest bid shall win the tender procedure.*

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 42 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

In § 42, items 8) and 9) are added with the following wording:

“8) in the companies for which the Company is the parent company within the meaning of Article 4 item 3 of the Competition and Consumer Protection Act of 16 February 2007, in connection with article 17 clause 7, Article 18 clause 2, Article 20 and Article 23 of the Act on the Management of State-owned Property, to implement the principles specified in the Act on the Management of State-owned Property,
9) to draw up, at least once a year, a report on representation expenses, expenses on legal services, marketing services, public relations services and social communication services, as well as management consultancy services and to submit such a report together with an opinion of the Supervisory Board to the General Meeting”.

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 has been adopted in an open ballot.

RESOLUTION NO.
of the Ordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017
concerning amendments to § 45 of the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with the registered office in Warsaw ("Company"), adopts as follows:

§ 1

The Ordinary General Meeting introduces the following amendments into the content of the Company Statutes:

1. In § 45 clause 7, after the phrase “...to the conclusion of the agreement, the following should be adopted to determine its value”, the following phrase is added:

„– in the event of the lack of any other grounds specified in the Statutes -”

2. In § 45 clause 9, the following phrase is deleted:

“(Journal of Laws of 2012, item 1059, as amended)”

3. In § 45 clause 10, the following phrase is deleted:

“(Journal of Laws of 2015, item 196, no. 163, item 891, as amended)”

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017

*concerning authorization for the Supervisory Board to determine
the consolidated text of "The Statutes of
PGE Polska Grupa Energetyczna Spółka Akcyjna"*

Acting pursuant to Article 430 § 5 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting authorizes the Supervisory Board to determine the consolidated text of the Company Statutes including the amendments adopted by the Ordinary General Meeting of Shareholders on 27 June 2017.

§ 2

The resolution becomes effective as at the day 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 has been adopted in an open ballot.

Re: 14 a)

RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017

concerning: the disposal of the components of non-current assets

Acting pursuant to Article 17 clause 1 of the Act on the Management of State-owned Property of 16 December 2016, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows:

§ 1

The consent of the General Meeting is required for the following:

- 1) disposing of the components of non-current assets within the meaning of the Accounting Act of 29 September 1994, classified as intangible assets, fixed assets or long-term investments, including their use as a contribution to a company or cooperative, if the market value of such components exceeds 5% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements, as well as making such components available for use by another entity for a period longer than 180 days in a calendar year, on the basis of a legal act, if the market value of the subject of a legal act exceeds 5% of the total assets, with the proviso that making an asset available for use in the case of:
 - a) rental agreements, lease agreements and other agreements providing for making an asset available for use by other entities - the market value of the subject of a legal act is understood as the value of benefits for:
 - one year - if an asset is made available for use on the basis of agreements entered into for an indefinite period of time,
 - the whole term of an agreement - for agreements entered into for a definite period of time,
 - b) loan-for-use agreements and other agreements providing for making an asset available for use free of charge by other entities - the market value of the subject of a legal act is understood as the equivalent of benefits which would be available in the case of entering into a rental or lease agreement for:
 - one year - if an asset is made available for use on the basis of agreements entered into for an indefinite period of time,
 - the whole term of an agreement - for agreements entered into for a definite period of time,

- 2) purchasing components of non-current assets within the meaning of the Accounting Act of 29 September 1994 whose value exceeds:
 - a) PLN 100,000,000, or
 - b) the value of 5% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements;
- 3) acquiring or purchasing shares/interests in another company whose value exceeds:
 - a) PLN 100,000,000, or
 - b) the value of 10% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements;
- 4) disposing of shares/interests in another company whose value exceeds:
 - a) PLN 100,000,000, or
 - b) 10% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements.

§ 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 has been adopted in an open ballot.

Re: 14 b)

**RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017**

concerning: the principles of entering into agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services as well as introducing amendments into such agreements

Acting pursuant to Article 17 clause 2 of the Act on the Management of State-owned Property of 16 December 2016, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows:

§ 1

The consent of the Supervisory Board is required for the following:

- 1) agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services if the value of planned combined remuneration for provided services exceeds the net amount of PLN 500,000 per year;
- 2) changes in agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services if such changes increase the amount of remuneration above the amount referred to in item 1;
- 3) agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services which do not provide for the maximum amount of remuneration.

§ 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 has been adopted in an open ballot.

Re: 14 c)

**RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017**

*concerning: the principles of the Company's entering into donation agreements,
debt release agreements or other agreements with similar consequences*

Acting pursuant to Article 17 clause 3 of the Act on the Management of State-owned Property of 16 December 2016, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows:

§ 1

The consent of the Supervisory Board is required for the following:

- 1) donation agreements or other agreements with similar consequences whose value exceeds PLN 20,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements.
- 2) debt release agreements or other agreements with similar consequences whose value exceeds PLN 50,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994 established on the basis of the latest approved financial statements.

§ 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 has been adopted in an open ballot.

Re: 14 d)

**RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017**

concerning: the principles and procedures of the disposal of non-current assets

Acting pursuant to Article 17 clause 4 of the Act on the Management of State-owned Property of 16 December 2016, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows:

§ 1

1. The Company's disposal of components of the non-current assets within the meaning of the Accounting Act of 29 September 1994 whose value exceeds 0.1% of the total assets established on the basis of the latest approved financial statements is carried out in the form of a tender procedure, unless the value of a component to be disposed of is lower than PLN 20,000.
2. The Company may dispose of the components of the non-current assets without conducting a tender procedure if:
 - 1) the subject matter of an agreement is shares/interests or other financial components of the assets or licences, patents or other industrial property rights or know-how, if the conditions for a sales procedure other than a public tender procedure are determined by a resolution of the Supervisory Board,
 - 2) a disposal takes place under liquidation proceedings in accordance with principles specified in a resolution of the General Meeting, subject to separate regulations,
 - 3) the subject matter of a disposal is housing units constituting the property of the Company, the sales price is not lower than 50% of their market value, and they are sold to their tenants or people residing permanently with tenants within the meaning of Article 4 item 13 of the Real Property Management Act of 21 August 1997; the sales price takes into account the fact that housing units to be sold are occupied; the value of improvements made by a tenant are credited towards the price of a particular housing unit,
 - 4) in other justified cases, upon a motion of the Management Board, for the price and in accordance with the principles determined in a resolution of the Supervisory Board,
 - 5) a disposal is to be made for the benefit of subsidiaries,
 - 6) the subject matter of a disposal is CO₂ emission allowances or their equivalents.

§ 2

Non-current assets are disposed of under the following procedure:

1. An announcement about a tender procedure is published in the Public Information Bulletin on the relevant website of the Minister of Energy, on the Company's website, in a visible and publicly available place in the Company's registered office and in other places used commonly for such announcements.

2. A tender procedure is conducted not earlier than 14 days after the date of the publication of an announcement.
3. The following people and entities may not participate in tender procedures:
 - 1) the Members of the Management Board and the Supervisory Board,
 - 2) the entity conducting a tender procedure as well as the Members of its Management Board and Supervisory Board,
 - 3) people who have been entrusted with the performance of actions related to the conduct of a tender procedure,
 - 4) spouses, children, parents and siblings of people referred to in items 1-3,
 - 5) people who remain with the person conducting a tender procedure in a legal or factual relationship which may give rise to justified doubts as to the impartiality of such a person.
4. Participation in a tender procedure depends on the payment of a tender bond in the amount of at least 5% of the asking price of an asset to be sold. The regulations referred to in item 8 may provide for a higher amount of a tender bond.
5. Before the beginning of a tender procedure the Company determines the asking price which may not be lower than the market value determined by expert surveyors; if the market value cannot be determined, the asking price may not be lower than the net book value.
6. The Company may refrain from having a component of the non-current assets to be sold assessed by an expert surveyor if:
 - 1) the cost of such assessment would obviously exceed the asset's market value
 - 2) the component of the non-current assets has a determined market price
7. Tender procedures are conducted in the following forms:
 - 1) an oral tender procedure;
 - 2) a written tender procedure.
8. The Company determines regulations specifying the principles and rules of conducting a tender procedure, the content of an announcement about a tender procedure, the form of a tender procedure, and the conditions of a tender procedure.
9. The organizer of a tender procedure is entitled to close the tender procedure without selecting any of the submitted bids without providing any reasons.
10. The bidder who has submitted the highest bid wins the tender procedure.

§ 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 has been adopted in an open ballot.

Re: 14 e)

**RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017**

concerning: an obligation to submit reports on representation expenditures as well as expenditures for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services

Acting pursuant to Article 17 clause 6 of the Act on the Management of State-owned Property of 16 December 2016, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows:

§ 1

The Management Board submits a report on representation expenditures as well as expenditures for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services to the General Meeting.

§ 2

The Supervisory Board is obliged to provide opinions on the Management Board's reports on representation expenditures as well as expenditures for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services.

§ 3

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 has been adopted in an open ballot.

Re: 14 f)

**RESOLUTION NO. ...
of the Ordinary General Meeting
of “PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017**

*concerning: the determination of requirements for candidates for a member of
the Management Board*

Acting pursuant to Article 22 of the Act on the Management of State-owned Property of 16 December 2016, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows:

§ 1

A candidate for a member of the Management Board should meet jointly the following conditions:

- a) a candidate has higher education or higher education acquired abroad and recognized in the Republic of Poland on the basis of separate regulations,
- b) a candidate has at least a five years’ period of employment on the basis of an employment agreement, appointment, selection, nomination, a cooperative employment agreement, or providing services on the basis of other agreements, or conducting business activities in the capacity of a self-employed entrepreneur,
- c) a candidate has at least three years’ experience of working at managerial or independent positions, or experience resulting from business activities conducted in the capacity of a self-employed entrepreneur,
- d) a candidate meets requirements other than these specified in letters a-c, specified in separate regulations, in particular, a candidate does not breach any restrictions or prohibitions related to the holding of a position of member of a governing body in commercial companies.

§ 2

Furthermore, a candidate for a member of the Management Board may not meet any of the following conditions:

- a) a candidate holds a position of voluntary co-worker or is employed in an office of a Member of the Parliament, a Member of the Senate or a Member of the European Parliament on the basis of an employment agreement or performs work on the basis of a contract of mandate or any other contract of a similar character,
- b) a candidate is a member of a political party's body representing a political party and authorized to incur liabilities,
- c) is employed by a political party on the basis of an employment agreement or performs work on the basis of a contract of mandate or any other contract of a similar character,

- d) a candidate holds an elective position in a trade union functioning in the company or a trade union functioning in a company belonging to the capital group,
- e) a candidate's social or business activities are in conflict with the interests of the company.

§ 3

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 has been adopted in an open ballot.

Re: 14 g)

**RESOLUTION NO. ...
of the Ordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017**

*concerning: the appointment of a member of the Management Board and the
recruitment procedure for the position of member of the Management Board*

Acting pursuant to Article 18 clause 1 of the Act on the Management of State-owned Property of 16 December 2016, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows:

§ 1

The Supervisory Board appoints a Member of the Management Board after conducting a recruitment procedure whose objective is to check and assess candidates’ qualifications and to choose the best candidate for a Member of the Management Board.

- 1) The Supervisory Board conducts a recruitment procedure in the event of circumstances justifying the appointment of a Member of the Management Board.
- 2) Initiating a recruitment procedure for the position of Member of the Management Board, the Supervisory Board determines, by way of a resolution, the detailed principles and rules of such a procedure, in particular: the position being the subject matter of the procedure, the date and place of submitting applications, the date and place of conducting interviews, the scope of issues to be discussed in interviews, the requirements and the method of assessing candidates.
- 3) A candidate for a Member of the Management Board meets the requirements specified in Article 22 of the Act on the Management of State-owned Property.
- 4) An announcement about a recruitment procedure is published on the Company’s website and in the Public Information Bulletin of the Ministry of Energy.
- 5) The deadline for the submission of applications may not be shorter than 14 days from the date of the publication of an announcement about a recruitment procedure.
- 6) The Supervisory Board informs shareholders about the results of a recruitment procedure and provides them with the minutes of a recruitment procedure.

§ 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 has been adopted in an open ballot.

Re: 14 h)

**RESOLUTION NO. ...
of the Ordinary General Meeting of
“PGE Polska Grupa Energetyczna Spółka Akcyjna”
of 27 June 2017**

*concerning: the implementation of the principles specified in the Act on the
Management of State-owned Property in the companies for which the Company
is the parent company*

Acting pursuant to Article 17 clause 7, Article 18 clause 2, Article 20 and Article 23 of the Act on the Management of State-owned Property of 16 December 2016, the Ordinary General Meeting of “PGE Polska Grupa Energetyczna Spółka Akcyjna” with its registered office in Warsaw (“**Company**”) adopts as follows:

§ 1

In the companies for which the Company is the parent company within the meaning of Article 4 item 3 of the Competition and Consumer Protection Act of 16 February 2007, in connection with article 17 clauses 1-6, Article 18 clause 1, Article 19 clauses 1-5 and Article 22 of the Act on the Management of State-owned Property, the Management Board is obliged to implement the principles specified in the Act on the Management of State-owned Property.

§ 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 has been adopted in an open ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017
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 Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting dismisses Ms/Mr [●] from the position of Member of the Supervisory Board of the tenth term of office as of 2017.

§ 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 Ordinary General Meeting
of "PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2017
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 Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting appoints Ms/Mr [●] as Member of the Supervisory Board of the tenth term of office as of 2017.

§ 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.