

[The coat of arms of the Republic of Poland]

MINISTER OF ENERGY

Warszawa, 5 October 2018

IK: 274724

**Mr Henryk Baranowski**  
**President of the Management Board**  
**PGE Polska Grupa Energetyczna S.A.**

Dear Sir,

Acting in the capacity of the representative of the shareholder – the State Treasury, on the basis of the appointment letter of 11 December 2017, as the person authorised under Article 400 § 1 of the Commercial Companies Code, I request that an Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna S.A. with its registered office in Warsaw be convened and that the following matters be included in the agenda of this Extraordinary General Meeting:

- 1) *The adoption of a resolution on amendments to “The Statutes of the Company PGE Polska Grupa Energetyczna Spółka Akcyjna”.*
- 2) *The adoption of a resolution concerning the authorization for the Supervisory Board to determine the consolidated text of “The Statutes of the Company PGE Polska Grupa Energetyczna Spółka Akcyjna”.*

Pursuant to the content of Article 402 § 2 of the Commercial Companies Code, below please find the proposed changes to “The Statutes of the Company PGE Polska Grupa Energetyczna Spółka Akcyjna”:

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

*“3. The consent of the General Meeting is required for the following:*

- 1) *the Company's disposal of shares/interests in a company with respect to which frequencies from the ranges 452.5-457.5 MHz and 462.5-467.5 MHz have been reserved pursuant to a decision on frequency reservation to be issued, after consultations with the minister competent for energy-related matters, by the President of the Electronic Communication Office,*
- 2) *the determination of the manner of voting at the General Meeting of a company with respect to which frequencies from the ranges 452.5-457.5 MHz and 462.5-467.5 MHz have been reserved pursuant to a decision on frequency reservation to be issued, after consultations with the minister competent for energy-related matters, by the President of the Electronic Communication Office, on matters concerning amendments to such a company's statutes / articles of association.”*

In the attachment please find the drafts of the resolutions to be adopted by the Extraordinary General Meeting.

Kind regards

/-/ [illegible signature]

[stamp:] Krzysztof Tchórzewski

**RESOLUTION NO. ...  
of the Extraordinary General Meeting of  
of the company “PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of ..... 2018**

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

**§ 1**

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

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

*“3. The consent of the General Meeting is required for the following:*

- 1) the Company's disposal of shares/interests in a company with respect to which frequencies from the ranges 452.5-457.5 MHz and 462.5-467.5 MHz have been reserved pursuant to a decision on frequency reservation to be issued, after consultations with the minister competent for energy-related matters, by the President of the Electronic Communication Office,*
- 2) the determination of the manner of voting at the General Meeting of a company with respect to which frequencies from the ranges 452.5-457.5 MHz and 462.5-467.5 MHz have been reserved pursuant to a decision on frequency reservation to be issued, after consultations with the minister competent for energy-related matters, by the President of the Electronic Communication Office, on matters concerning amendments to such a company's statutes / articles of association.”*

**§ 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.

**RESOLUTION NO. ...  
of the Extraordinary General Meeting of  
of the company “PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of ..... 2018**

*concerning an authorization for the Supervisory Board to determine the  
consolidated text of the Company Statutes*

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

**§ 1**

The Extraordinary General Meeting of the Company authorizes the Supervisory Board to determine the consolidated text of the Company Statutes including the amendments to the Company Statutes adopted by the Extraordinary General Meeting on .....2018.

**§ 2**

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