

[The national emblem of Poland]  
MINISTRY OF ENERGY  
*Krzysztof Tchórzewski*

Warsaw, 29 July 2016

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

Dear Mr Baranowski,

Acting in the capacity of the representative of the shareholder - the State Treasury, on the basis of the appointment letter of 30 November 2015, 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 as soon as possible and that the following matters be included in the agenda of this extraordinary General Meeting:

1. The opening of the General Meeting.
2. The election of Chairperson of the General Meeting.
3. The ascertainment of the correctness of convening the General Meeting and its capability of adopting binding resolutions.
4. The adoption of the agenda of the General Meeting.
5. The adoption of a decision not to elect the Returning Committee.
6. The adoption of a resolution concerning an increase in the company's share capital.
7. The adoption of a resolution concerning changes in the Company Statutes.
8. The adoption of a resolution concerning the allocation of the supplementary capital for the financing of the flat-rate income tax related to the increase in the share capital.
9. The adoption of a resolution concerning changes in the composition of the Supervisory Board of PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Warsaw.
10. The closing of the General Meeting.

Pursuant to the content of Article 402 § 2 of the Commercial Companies Code, below please find the proposed changes to the Company Statutes of PGE Polska Grupa Energetyczna S.A.:  
In § 7 of the Company Statutes, the following previous content:

“The Company's share capital shall equal PLN 18,697,608,290 (say: eighteen billion six hundred and ninety-seven million six hundred and eight thousand two hundred and ninety zloty) and shall be divided into 1,869,760,829 (say: one billion eight hundred and sixty-nine million seven hundred and sixty thousand eight hundred and twenty-nine) shares with a par value of PLN 10 (ten zloty) each, including:

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

is to be replaced as follows:

“The Company's share capital shall equal PLN 24.306.890.777 (*say: twenty-four billion three hundred and six million eight hundred and ninety thousand seven hundred and seventy-seven zloty*) and shall be divided into 1,869,760,829 (say: one billion eight hundred and sixty-nine million seven hundred and sixty thousand eight hundred and twenty-nine) shares with a par value of PLN 13 (thirteen zloty) each, including:

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

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

Yours sincerely

/-/ [An illegible signature]

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
“PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of [●] 2016**

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

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

**§ 1**

The Extraordinary General Meeting increases the Company's share capital from the amount of PLN 18,697,608,290 (say: eighteen billion six hundred and ninety-seven million six hundred and eight thousand two hundred and ninety zloty) to the amount of PLN 24,306,890,777 (say: twenty-four billion three hundred and six million eight hundred and ninety thousand seven hundred and seventy-seven zloty), i.e. by the amount of PLN 5,609,282,487 (say: five billion six hundred and nine million two hundred and eighty-two thousand four hundred and eighty-seven zloty), from the Company's supplementary capital by increasing the par value of the shares in series A, B, C and D from PLN 10 (say: ten zloty) to PLN 13 (say: thirteen zloty).

**§ 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 Extraordinary General Meeting of  
“PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of [●] 2016**

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

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

**§ 1**

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

*“The Company's share capital shall equal PLN 24.306.890.777 (say: twenty-four billion three hundred and six million eight hundred and ninety thousand seven hundred and seventy-seven zloty) and shall be divided into 1,869,760,829 (say: one billion eight hundred and sixty-nine million seven hundred and sixty thousand eight hundred and twenty-nine) shares with a par value of PLN 13 (thirteen zloty) each, including:*

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

**§ 2**

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

**§ 3**

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

The total number of valid votes cast: [●]

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 Extraordinary General Meeting of  
“PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of [●] 2016**

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

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

**§ 1**

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

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

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

**§ 2**

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

The total number of valid votes cast: [●]

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.

*DRAFT*

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
“PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of .....2016**

*concerning changes in the composition of the Supervisory Board*

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

§ 1

The Extraordinary General Meeting dismisses Mr/Ms [●], as of ..... 2016, from the Supervisory Board.

§ 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 a secret ballot.

*DRAFT*

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
“PGE Polska Grupa Energetyczna Spółka Akcyjna”  
of .....2016**

*concerning changes in the composition of the Supervisory Board*

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

§ 1

The Extraordinary General Meeting appoints Mr/Ms [●], as of ..... 2016, as member of the Supervisory Board.

§ 2

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

The total number of valid votes cast: [●]

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 a secret ballot.