



Information concerning changes in the Company Statutes

Below please find a specification of the current provisions of the Company Statutes and the proposed changes to the text of the selected provisions of the Company Statutes.

I. It is proposed that § 3 clause 1 of the Company Statutes be changed as follows (by adding items 31), 56) and 57)):

The proposed new text:

"§ 3

1. *The Company's economic activity shall include the following:*
 - 1) *Activities of head offices and holdings, except financial holdings (PKD 70.10.Z),*
 - 2) *Activities of holding companies (PKD 64.20.Z),*
 - 3) *Regulation of and contribution to more efficient operation of businesses (PKD 84.13.Z),*
 - 4) *Management consultancy activities (PKD 70.2),*
 - 5) *Trusts, funds and similar financial entities (PKD 64.30.Z),*
 - 6) *Other financial service activities, except insurance and pension funding (PKD 64.9),*
 - 7) *Other activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z),*
 - 8) *Other monetary intermediation (PKD 64.19.Z),*
 - 9) *Electric power generation, transmission and distribution (PKD 35.1),*
 - 10) *Manufacture of gas; distribution of gaseous fuels through mains (PKD 35.2),*
 - 11) *Generation and supply of steam, hot water and air to air conditioning systems (PKD 35.3),*
 - 12) *Mining of hard coal (PKD 05.10.Z),*
 - 13) *Mining of lignite (PKD 05.20.Z),*
 - 14) *Mining and quarrying n.e.c. (PKD 08.9),*
 - 15) *Support activities for other mining and quarrying (PKD 09.90.Z),*
 - 16) *Manufacture and processing of coke oven products (PKD 19.10.Z),*
 - 17) *Transport via pipeline (PKD 49.50),*
 - 18) *Water collection, treatment and supply (PKD 36.00.Z),*
 - 19) *Construction of utility projects (PKD 42.2),*
 - 20) *Construction of other civil engineering projects n.e.c. (PKD 42.99 Z),*
 - 21) *Specialised construction activities (PKD 43),*
 - 22) *Construction of residential and non-residential buildings (PKD 41.20.Z),*
 - 23) *Construction of water projects (PKD 42.91.Z),*

- 24) *Architectural and engineering activities and related technical consultancy (PKD 71.1),*
- 25) *Specialised design activities (PKD 74.10.Z),*
- 26) *Technical testing and analysis (PKD 71.20),*
- 27) *Other research and experimental development on natural sciences and engineering (PKD 72.19.Z),*
- 28) *Operation of gravel and sand pits; mining of clays and kaolin (PKD 08.12.Z),*
- 29) *Wholesale on a fee or contract basis (PKD 46.1),*
- 30) *Other specialised wholesale (PKD 46.7),*
- 31) *Wholesale of solid, liquid and gaseous fuels and related products (PKD 46.71.Z)*
- 32) *Telecommunications (PKD 61),*
- 33) *Computer programming, consultancy and related activities (PKD 62),*
- 34) *Data processing, hosting and related activities (PKD 63.11.Z),*
- 35) *Market research and public opinion polling (PKD 73.20.Z),*
- 36) *Other education n.e.c. (PKD 85.59),*
- 37) *Accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z),*
- 38) *Manufacture of metal structures and parts of structures (PKD 25.11.Z),*
- 39) *Manufacture of electricity distribution and control apparatus -----(PKD 27.12.Z),*
- 40) *Manufacture of electronic components (PKD 26.11.Z),*
- 41) *Manufacture of wiring devices (PKD 27.33.Z),*
- 42) *Manufacture of other electrical equipment (PKD 27.90.Z),*
- 43) *Repair and installation of machinery and equipment (PKD 33),*
- 44) *Security systems service activities (PKD 80.20.Z),*
- 45) *Freight rail transport (PKD 49.20.Z),*
- 46) *Freight transport by road (PKD 49.41.Z),*
- 47) *Service activities incidental to land transportation (PKD 52.21.Z),*
- 48) *Cargo handling (PKD 52.24.C),*
- 49) *Renting and leasing of other machinery, equipment and tangible goods n.e.c. (PKD 77.39.Z),*
- 50) *Renting and leasing of other machinery, equipment and tangible goods n.e.c. (PKD 77.39.Z),*
- 51) *Renting and leasing of construction and civil engineering machinery and equipment (PKD 77.32.Z),*
- 52) *Waste collection, treatment and disposal activities; materials recovery (PKD 38),*
- 53) *Sewerage (PKD 37.00.Z),*
- 54) *Defence activities (PKD 84.22.Z),*
- 55) *Business support service activities n.e.c. (PKD 82.9).*
- 56) *Agents specialised in the sale of other particular products (PKD 46.18.Z),*
- 57) *Agents involved in the sale of a variety of goods (PKD 46.19.Z)".*

II. It is proposed that § 6 of the Company Statutes be changed as follows:

The current text:

"§ 6

- 1. The founder of the Company is the State Treasury.*
- 2. Pursuant to article 492 § 1 item 1 of the Commercial Companies Code, the Company (as the acquiring company) has been merged with the following companies: PGE Górnictwo i Energetyka S.A. with the registered office in Łódź, PGE Energia S.A. with the registered office in Lublin."*

The proposed new text:

"§ 6

- 1. The founder of the Company is the State Treasury.*
- 2. Pursuant to article 492 § 1 item 1 of the Commercial Companies Code, the Company (as the acquiring company) has been merged with the following companies: PGE Górnictwo i Energetyka S.A. with the registered office in Łódź, PGE Energia S.A. with the registered office in Lublin.*
- 3. Pursuant to article 492 § 1 item 1 of the Commercial Companies Code, the Company (as the Acquiring Company) has been merged with PGE Electra S.A. with the registered office in Warsaw."*

III. It is proposed that § 14 clause 2 item 3 of the Company Statutes be changed as follows:

The current text:

"§ 14 clause 2

- 3) the Company's entering into agreements other than these mentioned above or incurring liabilities other than these mentioned above in the amount exceeding 400,000 euros,"*

The proposed new text:

"§ 14 clause 2

- 3) the Company's entering into agreements other than these mentioned above or incurring liabilities other than these mentioned above in the amount exceeding 400,000 euros, excluding agreements or liabilities related to trade transactions concerning electricity, related products or related rights as well as trade transactions concerning the purchase and sale of fuels,"*

IV. It is proposed that § 18 clause 2 item 6 of the Company Statutes be changed as follows:

The current text:

"§ 18 clause 2

- 6) the Company's entering into agreements other than these referred to above or incurring liabilities other than these mentioned above whose value is equal to or higher than 100,000,000.00 euros; however, the Company's entering into agreements with directly or indirectly subordinate companies (within the meaning of the Commercial Companies Code) or incurring liabilities related to electricity trade shall not require the Supervisory Board's consent,"*

The proposed new text:

"§ 18 clause 2

- 6) the Company's entering into agreements other than these referred to above or incurring liabilities other than these mentioned above whose value is equal to or higher than 100,000,000.00 euros; however, the Supervisory Board's consent shall not be required in the following cases:*
- a) the Company's entering into agreements with directly or indirectly subordinate companies (within the meaning of the Commercial Companies Code),*
- b) entering into agreements or incurring liabilities related to trade in electricity, related products or related rights as well as fuels,"*