

Polskie Górnictwo Naftowe i Gazownictwo SA  
Centrala Spółki

Warsaw, June 19th 2020

**Draft resolution proposed by a shareholder for the Annual General Meeting of PGNiG SA  
to be held on June 24th 2020**

Current Report No. 32/2020

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG") hereby publishes a draft resolution pertaining to item 13 of the agenda of the Annual General Meeting of PGNiG convened for June 24th 2020: "Resolution to amend the Articles of Association of Polskie Górnictwo Naftowe i Gazownictwo SA", as per a proposal submitted by the State Treasury as the Company's entitled shareholder pursuant to Art. 401.4 of the Commercial Companies Code.

Notice of convocation of the Annual General Meeting of PGNiG was published in Current Report No. 23/2020 of May 26th, 2020 and Current Report No. 31/2020 of June 18th, 2020.

Legal basis:

Par. 19.1.4 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018 (Dz.U. of 2018, item 757).

*Draft*

**RESOLUTION No. ....../2020  
of the Annual General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw  
dated 2020**

**to amend the Articles of Association of Polskie Górnictwo Naftowe i Gazownictwo S.A.**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and Art. 56.4.6 of the Articles of Association, the Annual General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. resolves as follows:

Section 1

The Annual General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. resolves to amend the Company's Articles of Association as follows:

1. Art. 16.1 shall be amended to read as follows:

“1. Eligible employees shall have the right to acquire, free of charge, up to 15% of the shares subscribed for by the State Treasury on the date of the company's registration, in accordance with the terms and conditions stipulated in the Act on Commercialisation and Certain Employee Rights of August 30th 1996 and the secondary legislation thereto.”
2. Art. 17.1 shall be amended to read as follows:

“1. The shareholder - the State Treasury, represented by the entity authorised to exercise the rights attached to the shares held by the State Treasury (the “Authorised Entity”), shall have the rights provided for in these Articles of Association and in separate regulations.”
3. Art. 17.2 shall be amended to read as follows:

“2. The minister competent for energy shall, after obtaining the opinion of the Authorised Entity, approve in writing:

  - a. amendment of material provisions of existing contracts for natural gas imports to Poland and execution of new such contracts,
  - b. implementation of strategic investment projects or the Company's participation in investment projects that may result in a lasting or temporary deterioration of the Company's business performance, but are necessary for ensuring the energy security of Poland.”

4. In Art. 22.2.9, the following words shall be deleted at the end of the sentence: “and Art. 56.3.2 to Art. 56.3.3a),”
5. Art. 22a.2.7) shall be amended to read as follows:

“7) in other justified cases, at the request of the Management Board, for the price and on the terms determined in a Supervisory Board resolution.”
6. Art. 22b.1 shall be amended to read as follows:

“1. A tender or auction shall be announced in the Public Information Bulletin on the Authorised Entity website, on the Company’s website, in a visible and generally accessible place at the Company’s registered office, and in other places customarily used for posting announcements.”
7. Art. 22b.7 shall be deleted.
8. Art. 23.2 shall be amended to read as follows:

“2. The Management Board shall, upon each request of the Authorised Entity and the minister competent for energy, submit to them detailed information on the activities performed to ensure the energy security of Poland.”
9. In Art. 23.2a the introductory sentence shall be amended to read as follows:

“2a. The Management Board of the Company shall submit, to the Authorised Entity and the minister competent for energy, within two months from the closing of the General Meeting approving the financial statements and the directors’ reports of subsidiaries and associates, annual information, along with an assessment of its effect on Poland’s energy security, concerning:”
10. Art. 23.2b the introductory sentence shall be amended to read as follows:

“2b. The Management Board of the Company shall submit, to the Authorised Entity and the minister competent for energy, within 21 days of the closing of subsidiaries’ and associates’ General Meeting which debated on:”
11. Art. 23.3 shall be amended to read as follows:

“3. After the end of each quarterly period, the Management Board shall prepare and submit, or shall procure the preparation and submission, to the Authorised Entity and the minister competent for matters pertaining to energy, by the end of the month in which a periodic report was released on the Warsaw Stock Exchange, an economic and financial

analysis of the Company and its subsidiaries acting as the distribution system operator or the storage system operator.”

12. Art. 25.3 shall be amended to read as follows:

“3. A member of the Management Board shall submit his/her resignation to the Company, represented by another member of the Management Board or a commercial proxy, with a copy to the Chairman of the Supervisory Board and the Authorised Entity. If as a result of resignation of a Management Board member no position on the Management Board is filled in, the Management Board member shall submit his/her resignation to the Supervisory Board. A resignation statement shall not be deemed effective with respect to the Company unless given in writing. The provisions of the Civil Code governing the termination of a mandate by the party accepting the mandate shall apply accordingly to such resignation.

13. Art. 33.3.5) d) shall be amended to read as follows:

“d) The announcement of a recruitment procedure shall be published on the Company’s website and in the Public Information Bulletin of the Authorised Entity.”

14. Art. 33.3.10) shall be amended to read as follows:

“10) issuing opinions on the Company Management Board’s recommendation on designating PGNiG S.A. representatives to the Management Board and the Supervisory Board or on removing PGNiG S.A. representatives from the Management Board and Supervisory Board of System Gazociągów Tranzytowych EuRoPol Gaz S.A. and its submission for acceptance to Authorised Entity.”

15. In Art. 35.1, the second sentence shall be amended to read as follows:

“The Supervisory Board shall be composed of five to nine members, appointed by the General Meeting, subject to Art. 36.1 of these Articles of Association. Notwithstanding the foregoing, as long as the State Treasury holds Company shares, the State Treasury, represented by the Authorised Entity, shall have the right to appoint and remove one member of the Supervisory Board.”

16. In Art. 35.5, the first sentence shall be amended to read as follows:

“A member of the Supervisory Board shall submit his/her resignation to the Company, represented by a member of the Management Board or a commercial proxy, with a copy to the Chairman of the Supervisory Board and the Authorised Entity.”

17. Art. 44 shall be amended to read as follows:

- “1. The Supervisory Board may adopt resolutions if at least half of its members are present at the meeting and all the members have been invited to the meeting.
2. The Supervisory Board meeting may also be attended via means of remote communication.
3. The Supervisory Board shall adopt resolutions in an open ballot.
4. A secret ballot shall be called at the request of a Supervisory Board member or when the matter put to vote concerns personnel matters.
5. Supervisory Board members may participate in adopting resolutions by casting their votes in writing through another member of the Supervisory Board. Matters placed on the agenda during the meeting of the Supervisory Board may not be voted on in writing.
6. The Supervisory Board may adopt resolutions in writing or with the use of means of remote communication. A resolution adopted with the use of means of remote communication shall be valid if all Supervisory Board members have been notified of the contents of the draft resolution and at least half of the Supervisory Board members participated in the adoption of the resolution.
7. Any resolutions adopted pursuant to Art. 44.6 above shall be presented at the next meeting of the Supervisory Board, along with the voting results.
8. The Supervisory Board may adopt resolutions in writing or with the use of means of remote communication also on matters with respect to which the Articles of Association provide for a secret ballot if none of the Supervisory Board members objects to such ballot.

## Section 2

This Resolution shall come into force as of its date, with effect from the date when the amendments are entered in the business register of the National Court Register.