Proposed amendments to the Rules of Procedure of the General Meeting of PGE Polska Grupa Energetyczna Spółka Akcyjna

I. Deleting chapters and adding headings to the following paragraphs:

- *§ 1 Scope*
- *§ 2 Definitions*
- *§ 3 Convening the General Meeting*
- *§ 4 Draft resolutions, materials and Shareholders' rights*
- *§ 5 Shareholder's Proxy*
- *§ 6 List of shareholders*
- *§ 7 Attendance at the General Meeting*
- *§ 8 Powers and duties of the members of the Management Board and the Supervisory Board*
- *§ 9 Costs of convening the General Meeting*
- *§ 10 Cancellation of the General Meeting*
- *§ 11 Transmission*
- *§ 12 Opening of the General Meeting*
- *§ 13 Election of the Chairperson*
- *§ 14 Attendance List*
- *§ 15 Ballot-Counting Committee*
- *§ 16 Proceedings of the General Meeting*
- *§ 17 Formal motions*
- *§ 18 Resolutions of the General Meeting*
- *§ 19 Voting*
- *§ 20 Appointment and dismissal of Supervisory Board members*
- *§ 21 Minutes*
- *§ 22 Final provisions*

II. Reorganisation and redrafting of the provisions in line with the actual course of General Meetings and current requirements.

Below are the most important changes:

1. The existing content (currently § 7):

'General Meetings shall be held at the Company's registered office.'

shall be replaced by the following (following the amendment to § 3(9)):

'9. General Meetings shall be held at the Company's registered office, or in the town where the company operating the regulated market on which the Company's shares are traded has its registered office.'

2. The existing content (currently § 6(3) and (5)):

'3. The cancellation or any change in the date of the General Meeting shall take place in the same manner as its convening, whilst ensuring the least possible adverse effects on the Company and the Shareholders.'

'5. The cancellation or change in the date of the General Meeting shall take place by means of an announcement published on the Company's website, together with a statement of reasons and in compliance with other legal requirements.'

shall be replaced by the following (following the amendment to § 10(3)):

'3. The cancellation and any change in the date of the General Meeting shall take place in the same manner as its convening, whilst ensuring the least possible adverse effects on the Company and the Shareholders. In addition, information regarding the cancellation or change in the date of the General Meeting should be published on the Company's website, together with a statement of reasons and in compliance with other legal requirements."

3. The existing content (currently § 11(3)):

'3. Where a Shareholder grants a power of attorney to attend the proceedings and exercise voting rights at the General Meeting, to identify the Shareholder and the Proxy representing him/her, the following documents should be attached to the document confirming the grant of the power of attorney and submitted to the person or persons designated to register Shareholders:

a) *for a Shareholder who is a natural person – a copy of his/her identity card, the pages of his/her passport enabling identification, or another official document confirming the Shareholder's identity;*

b) *for a Shareholder who is not a natural person – a copy of a current extract from the relevant register or another document confirming the existence of such a Shareholder and the right of its representative or representatives, who appeared on behalf of such a Shareholder at the General Meeting, to represent it, together with copies of the identity card, the pages of the passport enabling identification or another official document confirming the identity of the representative or representatives authorised to represent the Shareholder;*

c) *for a Proxy who is a natural person – a copy of his/her identity card, the pages of his/her passport enabling identification, or another official document confirming the Proxy's identity;*

d) *for a Proxy who is not a natural person – a copy of a current extract from the relevant register or another document confirming the existence of such a Proxy and the right of its representative or representatives, who have appeared on behalf of such a Proxy at the General Meeting, to represent it, together with copies of the identity card, the pages of the passport enabling identification or another official document confirming the identity of the representative or representatives authorised to represent the Proxy.'*

shall be replaced by the following (following the amendment to § 5(3)):

'3. Where a Shareholder grants a power of attorney to attend the proceedings and exercise voting rights at the General Meeting, for the purpose of identifying the Shareholder and the Proxy representing him/her, the document confirming the grant of the power of attorney should be accompanied by documents or copies thereof enabling the identification of those persons, to verify the validity of the power of attorney granted.'

4. The following new provision shall be added (§ 7(8)):

'8. Any Shareholder or Proxy who leaves the General Meeting whilst it is in progress shall notify the Chairperson of this fact so that it may be recorded in the attendance list.'

5. The following new provisions shall be added (§ 8(7)-(8)):

'7. Responses to questions from Participants at the General Meeting should be provided taking into account the fact that the Company fulfils its information obligations in accordance with generally applicable regulations, and that certain information may not be provided in any manner other than that prescribed by those regulations. The provision or refusal to provide information by the Management Board shall be in accordance with the rules set out in Article 428 of the Commercial Companies Code.

8. At the Annual General Shareholders' Meeting, the Management Board shall present the Company's financial results and other material information contained in the financial statements subject to approval by the Annual General Shareholders' Meeting.'

6. The following new provision shall be added (§ 11)):

'The Company shall provide a publicly accessible live stream of the General Meeting. Information on the planned live stream of the meeting shall be posted on the Company's website.'

7. The previous wording (previously § 16(1) and (6)):

'1. The General Meeting shall appoint a Ballot Counting Committee, whose duties shall include, in particular, supervising the conduct of the vote, especially the actions of persons operating the vote-counting equipment, as well as determining the results of the vote and communicating them to the Chairperson.'

'6. The General Meeting may waive the appointment of a Ballot Counting Committee, in particular if voting at the General Meeting takes place by electronic means (cards or similar devices issued to Shareholders, recording the number of votes to which they are entitled), unless a Shareholder or Shareholders will submit a motion to appoint such a committee according to the procedure provided for in the Commercial Companies Code."

shall be replaced by the following (following the amendment of § 15(1)):

'1. If voting at the General Meeting is not conducted by electronic means (cards or similar devices issued to Meeting Participants who exercise their voting rights, recording the number of votes to which they are entitled), the Chairperson shall order the election of a Ballot Counting Committee.'

8. The existing content (currently § 16(3)):

'3. Each Shareholder may nominate one candidate to be a member of the Ballot Counting Committee and may vote for only one candidate. The Ballot Counting Committee shall consist of the persons who have received the highest number of votes.'

shall be replaced by the following (following the amendment to § 15(3)):

'3. Each Shareholder may nominate one candidate to be a member of the Ballot Counting Committee.'

9. Clause 4 of the existing § 16 shall be deleted:

'4. The Ballot Counting Committee shall cooperate with the persons responsible for the operation of the electronic vote-counting system, where such a system is used.'

10. The existing content (currently § 18(1)):

'1. In matters of formal motions, the Chairperson may call on members to speak out of turn. Formal motions include, in particular, motions to:

a) *close the discussion,*

b) *close the list of speakers,*

c) *limit the speaking time allocated to speakers during the discussion,*

d) *change the order in which individual items on the agenda are considered,*

e) *order a break in the proceedings of the General Meeting,*

f) *vote without discussion.'*

shall be replaced by the following (following the amendment to § 17(1)):

'1. In matters of formal motions, the Chairperson may call on members to speak out of turn. Formal motions include, in particular, motions to:

a) *close the discussion,*

b) *close the list of speakers,*

c) *limit the speaking time allocated to speakers during the discussion,*

d) *change the order in which individual items on the agenda are considered,*

e) *order a break in the proceedings of the General Meeting,*

f) *vote without discussion.*

g) *appoint a committee of the General Meeting.'*

11. The following new provision shall be added (§ 17(6)):

'6. A resolution of the General Meeting ordering a break in the proceedings shall specify the date for the resumption of the proceedings, and such date shall be set so as to enable the majority of Shareholders, including minority Shareholders, to participate in the resumed proceedings.'

12. The existing content (currently § 20(4)):

'4. Before voting on the draft resolution in the wording that takes into account the results of the vote on amendments, the Chairperson or a person designated by him/her shall read out the text of that draft resolution.'

shall be replaced by the following (following the amendment of § 19(4)):

'4. Before voting on the draft resolution in the wording presented by a Shareholder or incorporating the proposed amendments, the Chairperson or a person designated by him/her shall read out the text of that draft resolution. The Chairperson may refrain from reading out the draft, provided there is no objection from the Shareholders, in particular where Shareholders have been given the opportunity to familiarise themselves with the draft resolution by displaying or printing it and distributing it to the Shareholders, or by making it available on devices provided during the General Meeting (e.g., a tablet).'

13. The existing content (currently § 25(1)):

'1. The draft resolution should be read out before voting begins. The draft resolution shall be read out before voting commences. If the draft resolution has been printed and is available to every Shareholder present, and no Shareholder requests its reading in full, the Chairperson may refrain from reading out the entire draft resolution, referring instead to the printed text.'

shall be replaced by the following (following the amendment of § 19(1)):

'1. The draft resolution should be read out before voting begins. If the draft resolution has been posted on the Company's website, is displayed whilst the relevant item on the agenda is being considered, or has been printed and distributed to Shareholders during the meeting, or is available to every Shareholder present on devices made available during the meeting (e.g., a tablet), and no Shareholder requests its reading in full, the Chairperson may refrain from reading out the entire draft resolution, referring instead to the text of the draft posted on the Company's website, displayed during the consideration of the relevant agenda item, or printed, or accessible on a device made available to every Shareholder present.'

14. The existing content (currently § 25(2)):

'2. The order of voting shall be determined by the Chairperson, with amendments to the draft resolution being voted on first (amendments that determine the outcome of other motions regarding amendments should be voted on even earlier), followed by a vote on the draft resolution with the previously adopted amendments.'

shall be replaced by the following (following the amendment of § 19(5)):

'5. If, at a given General Meeting, several Shareholders submit several new draft resolutions or amendments to a resolution proposed for adoption by the General Meeting under a specific item on the agenda, the individual motions shall be put to the vote in the order in which they were submitted, and subsequently, if necessary, a vote shall be held on the draft resolutions submitted by the Shareholders, according to the provisions of the Commercial Companies Code, prior to the date of the General Meeting and, finally, on the resolutions proposed by the Management Board. The adoption of a resolution on a given matter means that no vote is taken on subsequent motions.'

15. The following new provision shall be added (§ 19(7)):

'7. A Shareholder may vote differently in respect of each share held.'

16. The existing content (currently § 26((4)-(6)):

'4. The Chairperson should verify which person is standing as a candidate for the position of independent member of the Supervisory Board by obtaining from that person a declaration confirming that he/she meets the independence criteria. The declaration may be in writing, oral or

sent to the Company by fax no later than on the date of the General Meeting. With respect to the independence criteria for members of the Supervisory Board, the criteria set out in the Code of Best Practice shall apply.

5. The Chairperson of the Supervisory Board shall be appointed by the General Meeting, provided that, when voting on the resolution to elect the Chairperson, individual Shareholders may vote for only one candidate. The person who obtains an absolute majority of votes in the first round shall be deemed to have been elected as Chairperson of the Supervisory Board. If no candidate obtains an absolute majority of votes, the two candidates who received the highest number of votes in the first round shall proceed to the second round. The person who receives more votes than his/her opponent in the second round shall be deemed to have been elected as Chairperson of the Supervisory Board.

6. When electing members of the Supervisory Board, a person entitled to vote may cast his/her votes in favour of appointing to the Supervisory Board as many candidates as there are vacant seats on the Board. The candidates who receive the next highest number of votes shall be elected to the Supervisory Board, provided they have obtained an absolute majority of the votes. If only some of the candidates obtain an absolute majority of the votes, a second round of voting shall be held according to the same rules, and, if necessary, a third round as well.'

shall be replaced by the following (following the amendment of § 20((4)-(5)):

'4. When proposing a candidate for the position of independent member of the Supervisory Board, the Shareholder nominating the candidate shall submit to the minutes of the General Meeting a written statement regarding the candidate's independence. Such a candidate should meet the independence criteria set out in the corporate governance rules adopted by the Warsaw Stock Exchange S.A.

5. When electing members of the Supervisory Board, the Chairperson of the General Meeting shall order a vote on the resolutions, separately in respect of each of the nominated candidates in the order in which the individual candidates were nominated by the Shareholders. No vote shall be held on candidates if, as a result of previous votes, all seats on the Supervisory Board have been filled and the number of members of the Supervisory Board has reached the maximum number specified in the Articles of Association.'

17. The existing content (currently § 28(3)):

'3. Any amendment to these Rules of Procedure requires a resolution of the General Meeting and shall enter into force as of the next General Meeting, unless the General Meeting sets a different date for the amendments to take effect.'

shall be replaced by the following (following the amendment of § 22(3)):

'3. Any amendment to these Rules of Procedure requires a resolution of the General Meeting and shall enter into force on the date specified in the resolution and, if no such date is specified, upon the closure of the General Meeting at which the amendment has been adopted.'