

Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, December 21st 2018

Current Report No. 64/2018

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Notice of Extraordinary General Meeting of PGNiG SA to be held on January 23rd 2019

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Acting pursuant to Art. 399.1 of the Commercial Companies Code and Art. 47.1.1 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw convenes an Extraordinary General Meeting of PGNiG S.A. pursuant to Art. 402¹.1 of the Commercial Companies Code, to be held on January 23rd, 2019, at 12 p.m. CET at the registered office of Polskie Górnictwo Naftowe i Gazownictwo S.A. in Warsaw, at st. Marcina Kasprzaka 25.

Agenda:

1. Opening of the Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been duly convened and has the capacity to pass resolutions.
4. Preparation of the attendance list.
5. Adoption of the agenda.
6. Voting on a resolution to approve the sale to Polska Spółka Gazownictwa Sp. z o.o. of fixed assets comprising a high-pressure gas pipeline connecting the Kościan gas production site to KGHM Polkowice/Żukowice, along with ancillary transmission infrastructure.
7. Voting on a resolution to amend the Company's Articles of Association.
8. Voting on a resolution to adopt the amended Rules of Procedure for the General Meeting.
9. Closing of the Meeting.

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the General Meeting. Any such request should be sent to the Company in the Polish language, in writing, or in electronic form to the following e-mail address: wz@pgnig.pl. The request should contain grounds or a draft resolution

concerning the proposed agenda item and should be submitted to the Management Board no later than 21 days before the scheduled date of the General Meeting. The shareholder or shareholders should prove that they are entitled to exercise this right by submitting relevant documents in writing.

Any shareholder or shareholders representing at least one-twentieth of the Company's share capital may, before the date of the General Meeting, submit to the Company draft resolutions concerning items which have been or are to be placed on the General Meeting's agenda, in writing or in electronic form to the e-mail address: wz@pgnig.pl. Any such draft resolutions should be in the Polish language, in the form of a Word file. The shareholders should prove their eligibility to exercise this right by submitting relevant documents in writing.

During the Company's General Meeting, each shareholder may submit draft resolutions for the items on the agenda. Such draft resolutions should be prepared in the Polish language.

Shareholders may participate in the General Meeting in person or by proxy. Pursuant to Art. 412^{1.2} of the Commercial Companies Code, a power of proxy to participate in the General Meeting of a public company and to exercise voting rights should be granted in writing or in electronic form. The power of proxy should be in the Polish language and may be sent to the Company prior to the General Meeting in electronic form, as a PDF file, to the e-mail address: wz@pgnig.pl.

Given that the Company does not provide for the possibility of participating in the General Meeting by electronic means (including taking the floor at the General Meeting using means of electronic communication) or exercising voting rights by postal ballot or by electronic means, no proxy ballot forms will be published.

Representatives of legal persons should have on them the original or a copy (certified by a notary public) of an excerpt from the relevant register (issued within the last three months), and if their right to represent the legal person does not follow from the relevant register entry – they should have on them written powers of proxy (the original or a copy certified by a notary public) along with the original or a copy (certified by a notary public) of the excerpt from the relevant register which must be valid as at the date of granting the powers of proxy.

While at the General Meeting, all shareholders and proxies should carry a valid identity document.

The General Meeting may be attended only by persons who are Company shareholders on the record date, i.e. 16 days prior to the General Meeting.

The record date for participation in the General Meeting is January 7th 2019.

At the request of a holder of rights under bearer shares in book-entry form, made no earlier than after the date of the notice of the General Meeting and no later than on the first business day following the registration date, the entity keeping the relevant securities account issues a certificate to such holder's name confirming the holder's right to participate in the General Meeting.

With respect to shares registered in an omnibus account, a certificate confirming the holder's right to participate in the General Meeting may be made in the Polish or English language, issued by the holder of that omnibus account. Shareholders are advised to collect the certificates and bring them to the General Meeting.

The list of entities entitled to participate in the General Meeting as holders of rights under bearer shares is determined based on a list prepared by Krajowy Depozyt Papierów Wartościowych S.A. (Central Securities Depository of Poland) in accordance with the laws governing trading in financial instruments.

Persons entitled to participate in the General Meeting may obtain the full text of documents to be submitted to the General Meeting, along with draft resolutions and comments of the Management and Supervisory Boards, from the Company's registered office.

Also, persons entitled to participate in the General Meeting may obtain copies of proposals concerning all matters placed on the agenda for a week before the General Meeting, i.e. starting from January 16th 2019, from the Company's registered office in Warsaw, st. Marcina Kasprzaka 25, the SCADA building, 2nd floor, room 216 (Governing Bodies Services Division), from 9am to 3pm.

In accordance with Art. 407.1 of the Commercial Companies Code, the list of shareholders entitled to participate in the General Meeting will be available for inspection at the Company's registered office in Warsaw, st. Marcina Kasprzaka 25, the SCADA building, for three weekdays prior to the date of the General Meeting, i.e. starting from January 18th 2019.

Information concerning the General Meeting is available on the Company's website at: www.pgnig.pl in the 'Corporate Governance – General Meeting' section.

To ensure that the General Meeting of PGNiG SA proceeds smoothly, the Management Board is requesting all participants to arrive at the venue of meeting about 30 minutes before the scheduled time of its commencement.

Legal basis:

Par. 19.1.1 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. 2018, item. 757).

Information on personal data protection of Polish Oil and Gas Company (PGNiG SA)

1. The controller of your personal data is Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna (PGNiG) of Warsaw, with its registered office at ul. Marcina Kasprzaka 25, 01-224, Warsaw, Poland.

2. You may contact PGNiG by letter sent to the following address: Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw, ul. Marcina Kasprzaka 25, 01-224 Warsaw.

3. PGNiG has appointed a data protection officer, who can be contacted via email iod@pgnig.pl on any matter regarding the processing of personal data.

4. Your personal data provided in the course of entering into a contract will be processed:

a. in the performance of the legal relationship between the Company and the shareholder – legal basis: Article 6.1b) of General Data Protection Regulation 2016/679 – GDPR;

b. to perform PGNiG's public obligations related to employee shareholders, including in particular the obligations under the Act on Commercialisation and Certain Employee Rights – legal basis for data processing: the legal obligation to which PGNiG is subject (Article 6.1c) of the GDPR);

c. to establish or exercise potential legal claims or to defend such legal claims by PGNiG – legal basis for data processing: legitimate interest of PGNiG (Article 6.1f) of the GDPR); the legitimate interest of PGNiG is facilitating the establishment, exercise or defence of legal claims.

5. Your personal data may be transferred to entities providing services to PGNiG, such as postal operators/couriers, legal or accounting service providers, as well as IT system and IT service providers.

6. Your personal data will be processed as long as you are a PGNiG shareholder. The period of processing may each time be extended by the statutory limitations period if the processing of personal data proves necessary for the exercise or defence of any legal claims by PGNiG. After this period, your personal data will be processed only to the extent and for a period required by law, in particular by the Accounting Act.

7. You have the right to request access to your data, and its rectification or erasure, or restriction of its processing, the right to data portability and the right to object to its processing.

8. You also have the right to lodge a complaint with the supervisory authority competent for the protection of personal data where you consider that the processing of your personal data is an infringement of the GDPR.

9. Provision of data is required by law and by PGNiG for purposes related to the corporate relationship between you and PGNiG.