

Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, May 25th 2021

Notice of Annual General Meeting of PGNiG SA to be held on June 21st 2021

Current Report No. 20/2021

Acting pursuant to Art. 399.1 in conjunction with Art. 395.1 of the Commercial Companies Code and Art. 55 of the Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw ("PGNiG" or the "Company"), with its registered office at ul. M. Kasprzaka 25, 01-224 Warsaw, Poland, entered in the Business Register maintained by the District Court for the capital city of Warsaw, 13th Commercial Division of the National Court Register, under No. KRS 0000059492, Tax Identification Number (NIP) 525-000-80-28, with a share capital of PLN 5,778,314,857.00, paid up in full, convenes, in accordance with the procedure provided for in Art. 402¹.1 of the Commercial Companies Code, the Annual General Meeting of PGNiG S.A. to be held at 12.00 noon on June 21st 2021 at the registered office of Polskie Górnictwo Naftowe i Gazownictwo S.A. at ul. Marcina Kasprzaka 25, Warsaw, Poland.

- I. Agenda of the Annual General Meeting
 1. Opening of the Meeting.
 2. Appointment of Chair 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. Review and approval of the Separate Financial Statements of PGNiG S.A. for 2020.
 7. Review and approval of the Consolidated Financial Statements of the PGNiG Group for 2020, the Directors' Report on the Operations of PGNiG S.A. and the PGNiG Group in 2020, and the PGNiG Group's Non-Financial Report for 2020.
 8. Voting on resolutions to grant discharge from liability to members of the Management Board of PGNiG S.A. in respect of 2020.
 9. Voting on resolutions to grant discharge from liability to members of the Supervisory Board of PGNiG S.A. in respect of 2020.
 10. Voting on resolutions to change the composition of the PGNiG S.A. Supervisory Board.
 11. Voting on a resolution on allocation of the Company's net profit for 2020 and setting the dividend record date and the dividend payment date.
 12. Voting on a resolution to issue an opinion on the Report on Remuneration of Members of the Management Board and Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo S.A.

13. Closing of the Meeting.

II. Right to attend and the record date for participation in the General Meeting

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

The record date for participation in the Annual General Meeting is June 5th 2021.

The list of persons entitled to participate in the General Meeting is drawn up by the Company based on records prepared by the Central Securities Depository of Poland in accordance with the laws and regulations on trading in financial instruments.

At the request of the holder of rights under bearer shares in book-entry form, made no earlier than after the publication of the notice convening the General Meeting and no later than on the first weekday following the record date for participation in the General Meeting, the entity maintaining the securities account issues a certificate to the holder's name evidencing the holder's right to participate in the General Meeting. With respect to shares registered in an omnibus account, a certificate confirming the right to participate in the General Meeting may be prepared in Polish or English and may be issued by the holder of such omnibus account. Shareholders are recommended to collect the certificate and have it on them at the General Meeting.

III. Procedures for participating in the Annual General Meeting and exercising voting rights

Shareholder(s) representing at least one-twentieth (1/20) of the share capital may request that specific matters be placed on the agenda of the General Meeting. Such request should be submitted at the Company's registered office or sent in writing, in the Polish language, to the Company's Management Board to the following address: Zarząd PGNiG S.A, ul. M. Kasprzaka 25, 01-224 Warsaw, Poland, or in electronic form to wz@pgnig.pl, and should contain a statement of grounds for or a draft of a resolution concerning the proposed agenda item. The request should be submitted to the Management Board no later than 21 days before the scheduled date of the General Meeting. The request should be accompanied by copies of deposit certificates issued to the requestors' names by entities keeping the securities accounts, confirming the right to make the request and, as the case may be, the right to represent the entity making the request.

Company shareholder(s) representing at least one-twentieth (1/20) of the share capital may, before the date of the General Meeting, submit draft resolutions regarding matters placed or intended to be placed on the agenda of the General Meeting. Such request should be submitted at the Company's registered office or sent in writing to the Company's Management Board to the following address: Zarząd PGNiG S.A., ul. M. Kasprzaka 25, 01-224 Warsaw, Poland, or by email to wz@pgnig.pl. Such draft resolutions should be in the Polish language, in the form of a Word file. The request should be accompanied by copies of deposit certificates issued to the requestors' names by entities keeping the securities accounts, confirming the right to make the request and, as the case may be, the right to represent the entity making the request.

During the Company's General Meeting, each shareholder may propose draft resolutions concerning the items placed 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. A power of proxy to participate in the General Meeting of a public company and exercise voting rights should be given in written or electronic form. The language of the power of proxy should be Polish. It may be sent to the Company prior to the General Meeting in electronic form as a PDF file to: wz@pgnig.pl.

Shareholders may notify the Company of granting or revoking a power of proxy given in electronic form, as well as send the contents of the documents.

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Pursuant to Art. 402³ of the Commercial Companies Code, the forms enabling the exercise of voting rights by proxy will be posted on the Company's website at www.pgnig.pl in the Corporate Governance – General Meetings section. Using the forms is optional, and the Company does not check whether proxies exercise voting rights in accordance with the instructions provided in the form.

The Company does not provide for the possibility of participating in the General Meeting by means of electronic communication (including speaking at the General Meeting by means of electronic communication), or of exercising voting rights by postal ballot or by means of electronic communication.

During the General Meeting, each shareholder has the right to ask questions concerning the matters placed on the agenda of the General Meeting.

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 power of proxy.

All shareholders and proxies should carry a valid identity document.

IV. Access to documents relating to the General Meeting

The complete documents to be presented to the General Meeting and draft resolutions or comments from the Management or Supervisory Boards concerning matters which have been or are to be placed on the agenda prior to the date of the General Meeting are available at www.pgnig.pl in the Corporate Governance – General Meetings section.

Copies of the Directors' Report on the Company's operations and the financial statements, together with copies of the Supervisory Board's report and the audit report, shall be provided to the shareholders at their request no later than fifteen days prior to the General Meeting.

Persons entitled to participate in the General Meeting may obtain copies of motions concerning all matters placed on the agenda within a week prior to the General Meeting, i.e. from June 14th 2021, at the Company's registered office in Warsaw, ul. M. Kasprzaka 25, SCADA building, 2nd floor, room 215 (Governing Bodies Support Office), between 9.00 am and 3.00 pm.

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 for three weekdays prior to the date of the General Meeting, i.e. as of June 16th 2021.

Information concerning the General Meeting and the full text of the documents to be presented to the General Meeting will be available on the Company's website at www.pgnig.pl in the Corporate Governance – General Meetings section.

To ensure smooth proceedings of the General Meeting of PGNiG S.A., it is advisable to arrive at the venue of the Meeting approximately 30 minutes before its scheduled start time.

V. Information clause for PGNiG S.A. shareholders who are natural persons, proxies and representatives of shareholders

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- 1) The controller of your personal data is Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw (PGNiG), 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., ul. Marcina Kasprzaka 25, 01-224 Warsaw, Poland.
- 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 is obtained from the Central Securities Depository of Poland, with its registered office in Warsaw (ul. Książęca 4, 00-498 Warsaw, Poland), and is also provided by shareholders, their proxies and representatives, in particular in connection with the need to prove their right to participate in the General Meeting of PGNiG.
- 5) Your personal data will be processed:
 - a) in the performance of PGNiG's public obligations related to the holding of the General Meeting, including in particular the obligations under the Commercial Companies Code – the legal basis for data processing is the legal obligation placed on PGNiG (Article 6(1)c of General Data Protection Regulation No 2016/679 (GDPR));
 - b) to establish or pursue potential claims or to defend such claims by PGNiG – the legal basis for data processing is legitimate interest of PGNiG (Article 6(1)f of the GDPR); the legitimate interest of PGNiG is enabling the establishment, pursuit or defence of legal claims.
- 6) Your personal data may be transferred to entities providing services to PGNiG, such as legal or accounting service providers, as well as IT system and IT service providers. Where appropriate, access to your personal data may be granted to entities authorised under the laws of general application.
- 7) Your personal data will be processed for the period necessary to perform the obligations referred to in item. 5 a) above, in particular the obligations related to the keeping of a book of minutes to which an extract from the minutes is attached along with evidence of convening the General Meeting and copies of powers of attorney granted by shareholders. The period of processing may each time be extended by the statutory limitations period if the processing of personal data proves necessary for the pursuit or defence of legal claims, if any, by PGNiG.
- 8) You have the right to access your data, to demand that it be rectified or erased, to demand restriction of its processing, and to object to its processing.
- 9) You also have the right to lodge a complaint with the supervisory authority competent for the protection of personal data (Prezes Urzędu Ochrony Danych Osobowych (President of the Office of the Protection of Personal Data), ul. Stawki 2, 00-193 Warsaw, Poland), if you consider that the processing of your personal data is an infringement of the GDPR.
- 10) Provision of data is required by law and by PGNiG in order to enable participation in the General Meeting and exercise of voting rights.