

Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, May 25th 2021

Draft resolutions for the PGNiG Annual General Meeting convened for June 21st 2021

Current Report No. .../2021

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG" or the "Company") publishes draft resolutions to be submitted to the PGNiG Annual General Meeting convened for June 21st 2021.

**Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021**

concerning: appointment of Chair of the Annual General Meeting

Section 1

The Annual General Meeting of PGNiG S.A. resolves to appoint _____ as
Chair of the Meeting.

Section 2

This Resolution shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: adoption of the agenda for the Annual General Meeting

Section 1

The Annual General Meeting of PGNiG S.A. resolves to adopt the following agenda:

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.

Section 2

This Resolution shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: review and approval of the separate financial statements of PGNiG S.A. for 2020

Section 1

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code and Art. 56.1.1 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. resolves to approve:

The separate financial statements of PGNiG S.A. for the financial year from January 1st to December 31st 2020, prepared in accordance with International Financial Reporting Standards, comprising:

- a) statement of profit or loss for the period from January 1st to December 31st 2020, showing net profit of PLN 6,909m;
- b) statement of comprehensive income for the period from January 1st to December 31st 2020, showing net comprehensive income of PLN 5,900m;
- c) statement of financial position as at December 31st 2020, showing total assets of PLN 43,746m;
- d) statement of cash flows for the period from January 1st to December 31st 2020, showing a net increase in cash of PLN 3,009m;
- e) statement of changes in equity for the period from January 1st to December 31st 2020, showing an increase in equity of PLN 5,612m;
- f) notes, including a summary of the adopted accounting policies and other explanatory notes.

Section 2

This Resolution shall come into force as of its date.

Statement of reasons:

Art. 52.2 of the Polish Accounting Act of September 29th 1994 provides that the financial statements of an entity must be signed by the entity's director or, where the entity is managed by a body composed of more than one member – by all members of that body (i.e. the Company's Management Board). Pursuant to Art. 49.1 of the Accounting Act, the financial statements must be accompanied by the Directors' report on the entity's operations. The Directors' Report on the operations of PGNiG S.A. and the PGNiG Group for 2019 has been prepared as a single

document (Art. 55.2a of the Accounting Act) and has been submitted for approval together with the consolidated financial statements of the PGNiG Group. Once approved, the separate financial statements are submitted by the Management Board to the Supervisory Board for assessment and then to the General Meeting for approval.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: 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

Section 1

Acting pursuant to Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code, and Art. 56.1.1 and 56.2.2 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. resolves to approve:

1. The consolidated financial statements of the PGNiG Group for the financial year from January 1st to December 31st 2020, prepared in accordance with International Financial Reporting Standards, comprising:
 - g) consolidated statement of profit or loss for the period from January 1st to December 31st 2020, showing net profit of PLN 7,340m;
 - h) consolidated statement of comprehensive income for the period from January 1st to December 31st 2020, showing net comprehensive income of PLN 6,285m;
 - i) consolidated statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 62,871m;
 - j) consolidated statement of cash flows for the period from January 1st to December 31st 2020, showing a net increase in cash of PLN 4,211m;
 - k) consolidated statement of changes in equity for the period from January 1st to December 31st 2020, showing an increase in equity of PLN 6,018m;
 - l) notes, including a summary of the adopted accounting policies and other explanatory notes;
2. Directors' Report on the operations of PGNiG S.A. and the PGNiG Group in 2020.
3. PGNiG Group's Non-Financial Report for 2020

Section 2

This Resolution shall come into force as of its date.

Statement of reasons:

Art. 63c.3 of the Accounting Act of September 29th 1994 provides that the consolidated financial statements of a group must be signed by the parent entity's director (the Company's Management

Board) or, where the entity is managed by a body composed of more than one member – by all members of that body and other persons responsible for the preparation of the consolidated financial statements. Pursuant to Art. 55.2a of the Accounting Act, the group's consolidated financial statements must be accompanied by the Directors' report on the group's operations. In accordance with Art. 55.2c, the Company prepared a separate non-financial report of the Group. Once approved, the consolidated financial statements of the Group together with the Directors' Report on the operations of PGNiG S.A. and the PGNiG Group, and the PGNiG Group's non-financial report are submitted by the Management Board to the Supervisory Board for assessment and then to the General Meeting for approval.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Piotr Woźniak, President of the PGNiG S.A.
Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Piotr Woźniak in respect of his duties as President of the PGNiG S.A. Management Board in the period from January 1st 2020 to January 9th 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021**

concerning: grant of discharge from liability to Łukasz Kroplewski, Vice President of the PGNiG S.A. Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Łukasz Kroplewski in respect of his duties as Vice President of the PGNiG S.A. Management Board in the period from January 1st 2020 to January 9th 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Maciej Woźniak, Vice President of the PGNiG S.A.
Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Maciej Woźniak in respect of his duties as Vice President of the PGNiG S.A. Management Board in the period from January 1st 2020 to January 9th 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Robert Perkowski, Vice President of the PGNiG S.A. Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Robert Perkowski in respect of his duties as Vice President of the PGNiG S.A. Management Board in the period from January 1st 2020 to January 9th 2020 and from January 10th 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021**

concerning: grant of discharge from liability to Michał Pietrzyk, Vice President of the PGNiG S.A.
Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Michał Pietrzyk in respect of his duties as Vice President of the PGNiG S.A. Management Board in the period from January 1st to 2020 to January 9th 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Magdalena Zegarska, Vice President of the PGNiG S.A. Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Magdalena Zegarska in respect of her duties as Vice President of the PGNiG S.A. Management Board in the period from January 1st 2020 to February 27th 2020 and from February 27th 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Jerzy Kwieciński, President of the PGNiG S.A.
Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Jerzy Kwieciński in respect of his duties as President of the PGNiG S.A. Management Board in the period from January 10th 2020 to October 22nd 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Jarosław Wróbel, Vice President of the PGNiG S.A. Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Jarosław Wróbel in respect of his duties as Vice President of the PGNiG S.A. Management Board in the period from January 10th 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Przemysław Waclawski, Vice President of the PGNiG S.A. Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Przemysław Waclawski in respect of his duties as Vice President of the PGNiG S.A. Management Board in the period from January 15th 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Arkadiusz Sekściński, Vice President of the PGNiG S.A. Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Arkadiusz Sekściński in respect of his duties as Vice President of the PGNiG S.A. Management Board in the period from January 15th 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Paweł Majewski, President of the PGNiG S.A.
Management Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to Paweł Majewski in respect of his duties as President of the PGNiG S.A. Management Board in the period from November 12th 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Bartłomiej Nowak, Chair of the PGNiG S.A.
Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Bartłomiej Nowak, in respect of his duties as Chair of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021**

concerning: grant of discharge from liability to Piotr Sprzączak, Deputy Chair of the PGNiG S.A. Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Piotr Sprzączak, in respect of his duties as Deputy Chair of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Sławomir Borowiec, Secretary of the PGNiG S.A.
Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Sławomir Borowiec, in respect of his duties as Secretary of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Piotr Broda, Member of the PGNiG S.A.
Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Piotr Broda, in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Roman Gabrowski, Member of the PGNiG S.A.
Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Roman Gabrowski, in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Andrzej Gonet, Member of the PGNiG S.A.
Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Andrzej Gonet, in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Mieczysław Kawecki, Member of the PGNiG S.A.
Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Mieczysław Kawecki, in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021**

concerning: grant of discharge from liability to Stanisław Sieradzki, Member of the PGNiG S.A.
Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Stanisław Sieradzki, in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: grant of discharge from liability to Grzegorz Tchorek, Member of the PGNiG S.A. Supervisory Board, in respect of 2020

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. grants discharge from liability to PGNiG S.A. Supervisory Board Member Grzegorz Tchorek, in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2020 to December 31st 2020.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021**

concerning: removal of PGNiG S.A. Supervisory Board member

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 56.2.1 of the Articles of Association, the PGNiG Annual General Meeting hereby removes from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw.

Section 2

This Resolution shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: appointment of PGNiG S.A. Supervisory Board member

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 56.2.1 of the Articles of Association, the PGNiG Annual General Meeting hereby appoints Mieczysław Kawecki to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw.

Section 2

This Resolution shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: appointment of PGNiG S.A. Supervisory Board member

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 56.2.1 of the Articles of Association, the PGNiG Annual General Meeting hereby appoints Mariusz Gierczak to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw.

Section 2

This Resolution shall come into force as of its date.

**Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021**

concerning: appointment of PGNiG S.A. Supervisory Board member

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 56.2.1 of the Articles of Association, the PGNiG Annual General Meeting hereby appoints Tomasz Gabzdyl to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw.

Section 2

This Resolution shall come into force as of its date.

**Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021**

concerning: appointment of PGNiG S.A. Supervisory Board member

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 56.2.1 of the Articles of Association, the PGNiG Annual General Meeting hereby appoints to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw.

Section 2

This Resolution shall come into force as of its date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: allocation of the Company's net profit for 2020 and setting the dividend record date and the dividend payment date.

Section 1

Acting pursuant to Art. 395.2.2 and Art. 348.4 of the Commercial Companies Code and Art. 56.1.3 and Art. 56.1.4 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. resolves as follows:

1. PLN 6,908,548,870.60, comprising PGNiG S.A.'s net profit for 2020 of PLN 6,908,551,193.11 and accumulated loss brought forward of PLN 2,322.51 resulting from correction of prior period, shall be distributed as follows:
 - a) PLN 1,213,446,119.97 shall be distributed to the Company's shareholders as dividend (PLN 0.21 per share);
 - b) PLN 5,695,102,750.63 shall be transferred to the Company's statutory reserve funds.
2. The dividend record date shall be July 19th 2021.
3. The dividend payment date shall be August 3rd 2021.

Section 2

This Resolution shall come into force as of its date.

Statement of reasons:

In accordance with the dividend policy defined in the 'PGNiG Group Strategy for 2017–2022 with an Outlook until 2026', the Management Board proposes to distribute up to 50% of the consolidated net profit for 2020 as dividend.

The Management Board would like to note that the 'PGNiG Group Strategy for 2017–2022 with an Outlook until 2026' provides for significant capital expenditure in the period covered by the strategy, in particular on acquisition and implementation of production projects, activities related to exploration for and appraisal of crude oil and natural gas deposits, expansion of the distribution network, development of the power generation sector, and on the following growth areas: renewable energy sources, alternative fuels and energy efficiency.

When analysing the investment plans, the Management Board of PGNiG S.A. took into account the available financial resources and concluded that the PGNiG Group has sufficient financial resources to pursue its investment plans and pay dividend of the proposed amount.

Dividend record date and dividend payment date

In accordance with Art. 348.4 of the Commercial Companies Code, the dividend record date of a public company may be set for a date falling not earlier than five days and not later than three months from the date of resolution of profit allocation.

Considering the Detailed Rules of Operation of the Central Securities Depository of Poland (par. 121), the dividend record date may not fall earlier than on the 5th business day following the AGM's resolution, while the dividend payment date may not fall earlier than on the 5th business day after the dividend record date.

Resolution No. ___/2021
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June ... 2021

concerning: 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.

Section 1

Acting pursuant to Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Annual General Meeting of PGNiG S.A. resolves to give a favourable opinion on the Report on Remuneration of Members of the Management Board and Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. (total remuneration for 2019 and 2020), adopted by Supervisory Board Resolution No. 28/VIII/2021 of March 23rd 2021.

Section 2

This Resolution shall come into force as of its date.

Statement of reasons:

Further to Art. 90g.1 and Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (consolidated text: Dz.U. of 2020, item 2080, Dz.U. of 2021, item 355), the Supervisory Board prepared the Report on Remuneration of Members of the Management Board and Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. (total remuneration for 2019 and 2020) and hereby submits it to the General Meeting of PGNiG S.A. for opinion.

Legal basis:

Par. 19.1.2 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).