



Polish Oil and Gas Company (PGNiG SA) Head Office

Warsaw, May 24th 2022

#### Draft resolutions for the PGNiG Annual General Meeting convened for June 22th 2022

Current Report No. 33/2022

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 22nd 2022.

of

## Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

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. \_\_/2022

#### of the Annual General Meeting

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

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:

- 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.
- Adoption of the agenda.
- 6. Review and voting on a resolution on approval of the Separate Financial Statements of PGNiG S.A. for 2021.
- 7. Review and voting on a resolution on approval of the Consolidated Financial Statements of the PGNiG Group for 2021, the Directors' Report on the Operations of PGNiG S.A. and the PGNiG Group in 2021, and the PGNiG Group's Non-Financial Report for 2021.
- 8. Review of motion of the Management Board of PGNiG S.A. and voting on a resolution on allocation of the PGNiG S.A. net profit for 2021.
- 9. Voting on resolutions to grant discharge from liability to members of the Management Board of PGNiG S.A. in respect of 2021.
- 10. Voting on resolutions to grant discharge from liability to members of the Supervisory Board of PGNiG S.A. in respect of 2021.
- 11. Voting on a resolution to issue an opinion on the Report on Remuneration of Members of the Management Board and Supervisory Board of PGNiG S.A. for 2021.
- 12. Closing of the Meeting.

#### Section 2

This Resolution shall come into force as of its date.

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: review and approval of the Separate financial statements of PGNiG S.A. for 2021

#### 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 2021, prepared in accordance with International Financial Reporting Standards, comprising:

- a) statement of profit or loss for the period from January 1st to December 31st 2021, showing net profit of PLN 5,121m;
- b) statement of comprehensive income for the period from January 1st to December 31st 2021, showing net comprehensive income of PLN 2,327m;
- c) statement of financial position as at December 31st 2021, showing total assets and total equity and liabilities of PLN 69,690m;
- d) statement of cash flows for the period from January 1st to December 31st 2021, showing a net increase in cash of PLN 6,468m;
- e) statement of changes in equity for the period from January 1st to December 31st 2021, showing a decrease in equity of PLN 660m;
- 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 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 (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 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.

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: review and approval of the consolidated financial statements of the PGNiG Group for 2021, the Directors' Report on the operations of the PGNiG Group and PGNiG S.A. in 2021, and the Non-Financial Report of the PGNiG Group for 2021

#### Section 1

Acting pursuant to Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code as well as 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:

- The consolidated financial statements of the PGNiG Group for the financial year from January 1st to December 31st 2021, prepared in accordance with International Financial Reporting Standards, comprising:
  - a) consolidated statement of profit or loss for the period from January 1st to December 31st 2021, showing net profit of PLN 6,014m;
  - b) consolidated statement of comprehensive income for the period from January 1st to December 31st 2021, showing net comprehensive income of PLN 3,240m;
  - c) consolidated statement of financial position as at December 31st 2021, showing total assets and total equity and liabilities of PLN 101,576m;
  - d) consolidated statement of cash flows for the period from January 1st to December 31st 2021, showing a net increase in cash of PLN 4,006m;
  - e) consolidated statement of changes in equity for the period from January 1st to December 31st 2021, showing an increase in equity of PLN 254m;
  - notes, including a summary of the adopted accounting policies and other explanatory notes;
- 2. Directors' Report on the operations of the PGNiG Group and PGNiG S.A. for 2021.
- 3. Non-Financial Report of the PGNiG Group for 2021.

#### 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'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 financial statements must be accompanied by the Directors' report on the group's operations. Acting in accordance with Article 55.2c, the Company has separately prepared a group's non-financial report. 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 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.

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: allocation of PGNiG S.A.'s net profit for 2021

#### Section 1

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code as well as Art. 56.1.3 and Art. 63.1 of the Articles of Association of PGNiG S.A., the Annual General Meeting of PGNiG S.A. resolves to allocate the net profit of PGNiG S.A. for 2021 in the amount of PLN 5,120,798,108.45 (five billion, one hundred and twenty million, seven hundred and ninety-eight thousand, one hundred and eight złoty, 45/100) to increase the Company's statutory reserve funds.

#### Section 2

This Resolution shall come into force as of its date.

#### Statement of reasons:

In view of the unprecedented increase in gas prices in Europe in 2021, their significant volatility and the continuing uncertainty on the commodity markets triggered by Russian Federation's invasion of Ukraine, the Management Board of PGNiG S.A. proposes that the entire net profit of PGNiG S.A. for 2021 be allocated to the Company's statutory reserve funds.

The armed conflict in Ukraine caused by the Russian Federation has drawn a strong reaction from European Union countries and NATO members in the form of subsequent packages of economic sanctions imposed on Russia. In response to the sanctions, the Russian Federation has enacted a number of decrees targeting countries considered "unfriendly to the Russian Federation", including an order to pay for Russian fuel supplies in rubles on pain of halting the deliveries of that fuel. In view of the decision made by the PGNiG S.A. Management Board on April 12th 2022 to continue payments for gas fuel supplied by PAO Gazprom and OOO Gazprom Export under the Yamal Contract in force (including in the currency specified therein), on April 26th 2022 deliveries of natural gas to Poland under the Yamal Contract were suspended.

High volatility in commodity markets and the need to secure gas supplies from alternative supply sources increase PGNiG S.A.'s cash requirement. At the end of 2021 and beginning of 2022, PGNiG S.A. signed new loan agreements for a total amount of approximately PLN 5.3bn, but given the uncertainty surrounding gas fuel supplies to the European market the Company continues the efforts aimed at securing additional sources of financing.

At the same time, in the performance of the priority task of ensuring Poland's energy security, the PGNiG Group continues to implement its investment plans, in particular in the areas of oil and gas exploration and production, expansion of the distribution network, development of the power sector, and in other key development areas, such as renewable energy sources, alternative fuels and energy efficiency.

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Paweł Majewski in respect of 2021

#### 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 Mr Paweł Majewski in respect of his duties as President of the PGNiG S.A. Management Board in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Robert Perkowski in respect of 2021

#### 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 Mr Robert Perkowski in respect of his duties as Vice President of the PGNiG S.A. Management Board, Operational, in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Arkadiusz Sekściński in respect of 2021

#### 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 Mr Arkadiusz Sekściński in respect of his duties as Vice President of the PGNiG S.A. Management Board, Development, in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Przemysław Wacławski in respect of 2021

#### 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 Mr Przemysław Wacławski in respect of his duties as Vice President of the PGNiG S.A. Management Board, Finance, in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Jarosław Wróbel in respect of 2021

#### 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 Mr Jarosław Wróbel in respect of his duties as Vice President of the PGNiG S.A. Management Board, in the period from January 1st 2021 to March 1st 2021.

#### Section 2

of

## Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Ms. Magdalena Zegarska in respect of 2021

#### 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 Ms. Magdalena Zegarska in respect of his duties as Vice President of the PGNiG S.A. Management Board, in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Artur Cieślik in respect of 2021

#### 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 Mr Artur Cieślik in respect of his duties as Vice President of the PGNiG S.A. Management Board, Strategy and Regulation, in the period from March 16th 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Bartłomiej Nowak in respect of 2021

#### 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 Mr Bartłomiej Nowak, in respect of his duties as Chair of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Piotr Sprzączak in respect of 2021

#### 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 Mr Piotr Sprzączak in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to December 31st 2021, including – in the period from January 1st 2021 to July 29th 2021 – the position of Deputy Chair of the PGNiG S.A. Supervisory Board.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Sławomir Borowiec in respect of 2021

#### 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 Mr Sławomir Borowiec in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to July 8th 2021, including – in the period from January 1st 2021 to July 8th 2021 – the position of Secretary of the PGNiG S.A. Supervisory Board.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Piotr Broda in respect of 2021

#### 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 Mr Piotr Broda in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to July 8th 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Roman Gabrowski in respect of 2021

#### 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 Mr Roman Gabrowski in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Andrzej Gonet in respect of 2021

#### 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 Mr Andrzej Gonet in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to July 8th 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Mieczysław Kawecki in respect of 2021

#### 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 Mr Mieczysław Kawecki in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Stanisław Sieradzki in respect of 2021

#### 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 Mr Stanisław Sieradzki in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to July 8th 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Grzegorz Tchorek in respect of 2021

#### 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 Mr Grzegorz Tchorek in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from January 1st 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Cezary Falkiewicz in respect of 2021

#### 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 Mr Cezary Falkiewicz in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from July 9th 2021 to December 31st 2021, including – in the period from July 30th 2021 to December 31st 2021 – the position of Deputy Chair of the PGNiG S.A. Supervisory Board.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Tomasz Gabzdyl in respect of 2021

#### 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 Mr Tomasz Gabzdyl in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from July 9th 2021 to December 31st 2021, including – in the period from July 30th 2021 to December 31st 2021 – the position of Secretary of the PGNiG S.A. Supervisory Board.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: grant of discharge from liability to Mr Mariusz Gierczak in respect of 2021

#### 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 Mr Mariusz Gierczak in respect of his duties as Member of the PGNiG S.A. Supervisory Board in the period from July 9th 2021 to December 31st 2021.

#### Section 2

of

### Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna dated June 22nd 2022

concerning: issuing an opinion on the Report on remuneration of Members of PGNiG S.A.

Management Board and Supervisory Board for 2021

#### 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 PGNiG S.A. Management Board and Supervisory Board for 2021, adopted by PGNiG S.A. Supervisory Board Resolution No. 23/IX/2022 of March 22nd 2022.

#### 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. for 2021 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).