

Current Report 22/2017

Subject: Appointment of the Members of the Supervisory Board

The Management Board of KOGENERACJA S.A. hereby notifies that the Extraordinary General Meeting of 21 September 2017 has appointed with the effect from 21.10.2017 for the term of office – in accordance with §13 section 3 of the Statutes of the Issuer – 3 (three) years (*Resolution of the Extraordinary General Meeting 6/2017*):

1. Krzysztof Skóra,

and, provided that the Company receives written statements (i.e. copies certified by a solicitor or a barrister) submitted by the following EDF Polska S.A. shareholders, or in the name thereof: (i) EDF International SAS and (ii) EDF Investment II BV, transferring all of their registered shares in EDF Polska S.A. and confirming the delivery of the documents of those registered shares to PGE Polska Grupa Energetyczna S.A. for the period of – in accordance with §13 section 3 of the Statute of the Issuer – the term of office of 3 (three) years of the following members (*Resolutions of the Extraordinary General Meeting 3,4,5/2017*):

2. Piotr Czak,

3. Jakub Frejlich,

4. Radosław Woszczyk.

The aforementioned condition is considered to be met with the date of receipt of the last of the aforementioned statements. The Company shall inform about the fulfilment of the condition in a separate report.

Résumés of the Members of the Supervisory Board

Mr Krzysztof SKÓRA, a graduate of Akademia Ekonomiczna in Wrocław, Faculty of Management and Computer Science, field of study: Organisation and Management, a graduate of postgraduate studies at Akademia Ekonomiczna in Wrocław: Finance and banking.

From February 2016 to October 2016 – the President of the Management Board of KGHM Polska Miedź S.A. in Lubin; in 2012–2016, business consultant; in 2008–2012, Vice-President of the Management Board in Miejskie Przedsiębiorstwo Wodociągów i Kanalizacji Sp. z o.o. in Lubin; in 2006–2008, President of the Management Board of KGHM Polska Miedź S.A. in Lubin; in 2003–2006, Treasurer of the Ruja Commune; in 1999–2002, Vice-President of the Management Board of Dolnośląska Spółka Inwestycyjna in Lubin (KGHM Polska Miedź S.A. holding group); in 1998–1999, Vice-President of the Management Board of Legnicka Specjalna Strefa Ekonomiczna S.A.; in 1997–1998, Vice-President of the Management Board of Kwarce S.A. in Mikołajowice (Dolnośląska Spółka Inwestycyjna S.A. holding group); in 1995–1997, Director of the Finance Policies Department of Dolnośląska Spółka Inwestycyjna S.A. in Lubin.

Former Chairman or the Member of the Supervisory Boards in the following companies: PGE EJ1 Sp. z o.o. in 2016; Polkomtel S.A. in Warszawa; Kupferhandelsges m.b.H in Vienna in 2006–2008; KGHM Polska Miedź S.A. in Lubin in 2006; R-PRH ‘Giełda Hurtowa’ S.A. in Legnica; ANCOR Sp. z o.o. in Polkowice; Danipol Sp. z o.o. in Polkowice; ZNM Zanam Sp. z o.o. in Polkowice; CVC Sp. z o.o. in Legnica in 1994–2005; KGHM Polska Miedź S.A. in Lubin in 1991–1994. Member is authorised to sit Supervisory Boards of state-owned companies.

In accordance with the filed statement, Mr Krzysztof Skóra meets the criteria of independence referred to in art. 129 section 3 of the Law of 11 May 2017 on statutory auditors, audit companies and public oversight (Dz. U. [Journal of Laws] item 1089).

Mr Piotr CZAK, a graduate of Warsaw School of Economics (master’s degree in the field of Management) and Warsaw University of Technology (postgraduate studies in the field of Gas Engineering).

In 2010–2011, an analyst at RWE Polska and Orange Polska; in 2012–2013, consultant, apprentice at KPMG in Warszawa; in 2013–2015, senior analyst at Accenture (Mannheim, Germany and in Warszawa); in 2015–2016, expert on Polish electricity and gas market at Pöyry Management Consulting, Oxford, Great Britain. From April 2016 to the present day, Director of Business Development Department at PGE Polska Grupa Energetyczna S.A.

Mr Jakub FREJLICH, a graduate of the University of Warsaw, Faculty of Law and Administration, field of study: Law and a graduate of University of Warsaw, faculty of Economics, Finance and Banking. Scholarship holder of the Socrates Erasmus program at the University of Antwerp – Faculty of Applied Economics. He completed *Management* managerial development program led by Ican Institute. The Member is authorised to sit Supervisory Boards of state-owned companies.

Connected with the PGE Group since 2011. As of 2014, Deputy Director in Treasury and Investor Relations Department at PGE Polska Grupa Energetyczna S.A. Responsible for the fulfilment of the information obligations of a listed company and the image on financial markets and execution with stock market investors and debtors, including rating agencies. Participated as one of the managers of public offers of PGE in bond markets.

In 2014–2017, a member of the Supervisory Board of EXATEL S.A., a telecommunication company of the PGE Group; in the period between April 2016 and April 2017, served as a Chairman of this Board.

Mr Radosław WOSZCZYK, a graduate of Warsaw School of Economics, faculty of Internal Trade. Deputy Director of the Control Department of PGE Polska Grupa Energetyczna S.A. in Warszawa from 2014 to the present; in 2017, manager of the M&A project with the objective of purchasing EDF assets held in Poland; Vice-President of the Management Board, acting President of the Management Board of EXATEL S.A. in Warszawa in 2015–2016; Director of the Audit and Treasury Department in PGE Energia Natury Sp. z o.o. in 2013–2014; Managing Director of KOSMECH II with its registered office in Milanówek in 2013; member of the Management Board of EXATEL S.A. in 2012; Director of Finance Audit Department at PGE Polska Grupa Energetyczna S.A. (legal successor of PSE SA) in 2007–2013. Member of the Board of Directors of SwePol Link AB with its registered office in Stockholm in 2006–2009; Manager of Audit Department at Zakłady Płyt Wiórowych in Grajewo and ZPW Prospan in Wieruszów in 2001–2002.

The Member is authorised to sit Supervisory Boards of state-owned companies. President of Supervisory Boards of: PGE Energia Odnawialna S.A. with its registered office in Warszawa (from 2014 to the present), Przedsiębiorstwo Transportowo-Sprzętowe Betrans Sp. z o.o. with its registered office in Bełchatów (2011–2012), PGE ZEŁT Obrót Sp. z o.o. with its registered office in Łódź

(2009–2010), Zakład Energetyczny Warszawa Teren S.A. with its registered office in Warszawa (2007–2010), EXATEL S.A. with its registered office in Warszawa (2006–2008) and a member of the Supervisory Boards of: Elektrownia Wiatrowa Resko Sp. z o.o. with its registered office in Czymanowo (2011), PSE Electra S.A. with its registered office in Warszawa (2004–2007), PSE Serwis Sp. z o.o. with its registered office in Warszawa (2004–2006), PSE Wschód Sp. z o.o. with its registered office in Radom (2003–2004).

Mr Krzysztof Skóra appointed with the effect from 21 October 2017 in accordance with the filed statement is not involved in any activities competitive against KOGENERACJA S.A.; does not participate in companies competitive against KOGENERACJA S.A. as a partner in civil private partnerships and partnerships or as a member of a body of a share-holding company or in any other legal entity competitive against KOGENERACJA S.A. as a member of its governing body; is not registered in the Register of Insolvent Debtors maintained pursuant to the Law on the National Court Register (consolidated text: J. of Laws of 2017 pos. 700, as amended).

In accordance with submitted statements to the best knowledge at the time of submitting of the concerned statement, the members of the Supervisory Board appointed conditionally on 21 September 2017: Mr Piotr Czak, Mr Jakub Frejlich and Mr Radosław Woszczyk on the day of fulfilment of the condition of their appointment:

- will be not involved in any activities competitive against KOGENERACJA S.A.;
- will not participate in companies competitive against KOGENERACJA S.A. as a partner in civil private partnerships and partnerships or as a member of a body of a share-holding company or in any other legal entity competitive against KOGENERACJA S.A. as a member of its governing body;
- will be not registered in the Register of Insolvent Debtors maintained pursuant to the Law on the National Court Register (consolidated text: J. of Laws of 2017 pos. 700, as amended).

Legal basis: article 56 section 1 item 2 of the Law on Public Offering – current and interim information; § 5 section 1 item 22 and §28 of the Ordinance by the Minister of Finance of 19 February 2009 on current and interim information communicated by issuers of securities and on the conditions for regarding as equivalent the information required by the provisions of law in force in a non-Member State (Dz. U. [Journal of Laws] of 2014, item 133).