

Subject: Notice of PBG S. A. Extraordinary General Meeting called for March 5th 2019, with draft resolutions and grounds.

NOTICE OF EXTRAORDINARY GENERAL MEETING GIVEN BY MANAGEMENT BOARD OF PBG SPÓŁKA AKCYJNA OF WYSOGOTOWO

Acting pursuant to Art. 398 and Art. 399.1 of the Commercial Companies Code and Par. 20.1 and Par. 20.5 of the Company's Articles of Association, the Management Board of PBG Spółka Akcyjna with its registered office in Wysogotowo, hereby convenes an Extraordinary General Meeting to be held at 12:00 noon on March 5th 2019 at the registered office of PBG S.A. at ul. Skórzewska 35 (Building Z) in Wysogotowo, with the following agenda:

1. Agenda

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Recording of the legality of the Extraordinary General Meeting.
4. Presentation of the agenda.
5. Appointment of the Ballot Counting Committee.
6. Presentation by the Management Board of information on the plan to merge the Company with PBG oil and gas Sp. z o.o. of Wysogotowo.
7. Adoption of a resolution to merge PBG S.A. and PBG oil and gas sp. z o.o. of Wysogotowo.
8. Closing of the Extraordinary General Meeting.

2. Procedures governing attendance at the General Meeting and the exercise of voting rights

Shareholder's right to request that certain matters be placed on the agenda of the General 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 next General Meeting, i.e. the Extraordinary General Meeting convened for March 5th 2019. The request should be submitted to the Management Board at least 21 days prior to the date of the General Meeting, i.e. by February 12th 2019, and should contain grounds for or a draft resolution of the proposed agenda item. The request may be submitted in electronic form to: wza@pbg-sa.pl, or by letter to: Zarząd PBG S.A., ul. Skórzewska 35, Wysogotowo, 62-081 Przeźmierowo, Poland.

Shareholders' right to propose draft resolutions regarding any matters placed on the agenda of the General Meeting or any matters to be added to the agenda prior to the date of the General Meeting

Prior to the date of the General Meeting, a shareholder or shareholders representing at least one-twentieth of the share capital may propose draft resolutions regarding matters placed on the agenda of the General Meeting or matters to be placed on the agenda, either by letter to: Zarząd PBG S.A., ul. Skórzewska 35, Wysogotowo, 62-081 Przeźmierowo, Poland, or in electronic form to: wza@pbg-sa.pl.

Shareholders' right to propose draft resolutions pertaining to items placed on the agenda in the course of the General Meeting

During the General Meeting, each shareholder may propose draft resolutions on the matters included in the agenda.

Voting by proxy, including information on the proxy voting forms, and the manner of notifying the Company of appointing a proxy by electronic means of communication

Shareholders who are natural persons may participate in the General Meeting and exercise their voting rights in person or through a proxy. Shareholders who are not natural persons may participate in the General Meeting and exercise their voting rights through a person or persons authorised to make declarations of will on their behalf or through a proxy. A proxy may exercise all the Shareholder's rights at the General Meeting, unless the power of proxy states otherwise. A proxy may grant further powers of proxy if the original power of proxy so permits. A proxy may represent more than one Shareholder and may vote the shares of each Shareholder in a different manner. Shareholders holding shares registered in an omnibus account may appoint separate proxies to exercise their rights attached to the shares registered in the omnibus account. Shareholders holding shares registered in more than one securities account may appoint separate proxies to exercise their rights attached to the shares registered in each of the securities accounts. Powers of proxy to participate in the General Meeting and exercise voting rights must be granted in writing or in electronic form. Granting of a power of proxy in electronic form will not require the use of a safe electronic signature verifiable with the use of a valid qualified certificate.

A form of the power of proxy and a proxy voting form will be available as of the date of this notice, at www.pbg-sa.pl in the 'Investor Relations /AGM' section. Use of these forms is not obligatory.

Granting a power of proxy in electronic form should be notified to the Company by electronic means of communication, in a message sent to wza@pbg-sa.pl, sufficiently in advance to enable the Company to verify the identity and entitlement of both the Shareholder and the proxy. As every effort must be made to ensure effective verification of the document's validity, the power of proxy should be sent in the PDF format. A notification of granting a power of proxy should include precise identification of the proxy and the principal (first name, surname, ID card/passport number, Personal Identification Number (PESEL) and place of residence – in the case of natural persons; or name, registered address, number in the National Court Register (KRS) or other commercial register, registry court or other registration authority, and Taxpayer's Identification Number (NIP) – in the case of legal persons or other organisational units).

Furthermore, the phone numbers and email addresses at which the Company will be able to contact both the Shareholder and the proxy should be provided. A notification of granting a power of proxy should also specify the number of shares on which the right to vote is to be exercised, as well as the date and name of the General Meeting during which the rights are to be exercised. Moreover, it should specify whether the power of proxy is valid only on the day when the General Meeting is opened or until its actual closing.

Along with the notification of granting a power of proxy in electronic form, the Shareholder must send in a PDF file containing scanned copies of ID cards, passports or other official documents enabling identification of the Shareholder as the principal and of the appointed proxy. If a power of proxy is granted by a legal person or an organisational unit, the Shareholder as the principal must send in a scanned copy of the entry in the relevant register where the principal is entered or other document confirming the authorisation of a natural person (natural persons) granting the power of proxy to represent the Shareholder.

Documents sent in electronic form which are not drawn up in Polish must be translated into Polish by a sworn translator.

The Company may take appropriate steps aimed at identifying the Shareholder and the proxy. In particular, such verification may consist in exchanging emails or phone calls with the Shareholder or the proxy in order to confirm the granting of the power of proxy and its scope. The Company reserves the right to treat a lack of reply to any questions asked for verification purposes as inability to verify the granting of the power of proxy. This will constitute a sufficient basis to refuse the proxy admission to the Extraordinary General Meeting.

The rules pertaining to notification that a power of proxy has been granted will also apply in the case of notifying the Company that a power of proxy has been revoked.

Any notification of granting or revoking a power of proxy which is not compliant with the foregoing requirements will not be binding upon the Company.

The manner of appointment of a proxy is left to the Shareholder's discretion, and the Company will not be responsible for any errors made in completing the forms or for actions taken by holders of powers of proxy.

Sending in the above documents in electronic form will not release the proxy from the obligation to produce his or her identification documents when the attendance list of persons authorised to participate in the General Meeting is being prepared.

Attending the General Meeting by electronic means of communication Speaking at the General Meeting by electronic means of communication. Exercise of voting rights by electronic means of communication.

The Management Board of PBG S.A., acting pursuant to Art. 27.3 of the Company's Articles of Association, resolved not to allow participation in and taking the floor or exercising voting rights

at the Extraordinary General Meeting to be held on March 5th 2019 by electronic means of communication. The Management Board's decision is justified by the fact that there is no established practice to organise and conduct general meetings of public companies with the use of electronic means of communication and by a reasonable concern about the proper conduct of the Meeting. The Management Board believes that Shareholders may duly exercise their voting rights if the rule allowing communication by electronic means during the Extraordinary General Meeting is departed from.

Exercising voting rights by postal ballot

Voting rights may not be exercised by postal ballot as the Rules of Procedure for the General Meeting do not provide for such a possibility.

3. Record date

The record date for participation in the Extraordinary General Meeting is February 17th 2019 (the "**Record Date**").

4. Right to attend the Extraordinary General Meeting

Only natural and legal persons who are Shareholders of the Company on the Registration Date, i.e. February 17th 2019, have the right to participate in the Extraordinary General Meeting.

In order to ensure participation in the Extraordinary General Meeting, entitled holders of bearer shares in book-entry form should request the entity maintaining their securities accounts - not earlier than after the notice of the Extraordinary General Meeting is given, and not later than on the first business day after the Record Date, i.e. not later than February 18th 2019 - to issue personal certificates confirming their right to participate in the General Meeting. Certificates confirming the right to participate in the General Meeting will serve as the basis for preparation of records submitted to the entity operating the depository for securities in accordance with the laws and regulations governing trade in financial instruments.

The list of Shareholders entitled to attend the Extraordinary General Meeting will be on display at the Company's registered office in Wysogotowo, at ul. Skórzewska 35 (62-081 Przeźmierowo, Poland), for three business days prior to the date of the Extraordinary General Meeting, from 10:00 am to 2:00 pm, at the Main Secretary Office in Building Z. A shareholder may request that the list of shareholders be delivered to him/her free of charge via electronic mail, providing an email address to which the list should be delivered. Such requests should be sent to wza@pbg-sa.pl.

5. Access to documents; website where information concerning the General Meeting will be published

The full texts of documents to be presented to the Extraordinary General Meeting, as well as draft resolutions to be adopted, will be available at the Company's website as from the day of convening the Extraordinary General Meeting, pursuant to Art. 402³.1 of the Commercial Companies Code.

Information concerning the Extraordinary General Meeting is available in the Investor Relations/AGM section of the Company's website at: www.pbg-sa.pl.

6. Confirmation of Shareholders' and proxies' identity on the day of the Extraordinary General Meeting

In order to prepare the attendance list, the Management Board may request the attendees of the Extraordinary General Meeting to produce an ID card, a passport or another document confirming their identity. Moreover, persons representing a Shareholder which is not a natural person must furnish an original copy (or a copy certified by a notary public) of the valid entry in the relevant register or another document evidencing their authorisation to represent the Shareholder.

If a Shareholder participates in the Extraordinary General Meeting through a proxy, the proxy must furnish the power of proxy (unless granted in electronic form) and present his or her ID card, passport or another official document confirming the proxy's identity and containing data consistent with the data given in the power of proxy. If the proxy represents a Shareholder who is not a natural person, he or she must also furnish an original copy (or a copy certified as true by a notary public) of the valid entry in the relevant register or another document confirming the authorisation of the persons granting the power of proxy to represent the Shareholder.

Documents in a foreign language should be translated into Polish by a sworn translator.

DRAFT RESOLUTIONS

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Resolution No. []
of the Extraordinary General Meeting of
PBG S.A. of Wysogotowo
of March 5th 2019
on the appointment of Chair of the Extraordinary General Meeting

Pursuant to Art. 409.1 of the Commercial Companies Code and Art. 25.2 of the Company's Articles of Association, the Annual General Meeting of PBG S.A. of Wysogotowo hereby appoints _____ as the Chairperson of the Extraordinary General Meeting.

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Resolution No. []

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**of the Extraordinary General Meeting of
PBG S.A. of Wysogotowo
of March 5th 2019
to appoint the Ballot Counting Committee**

Pursuant to Par. 15 of the Rules of Procedure for the General Meeting, the Extraordinary General Meeting of PBG S.A. of Wysogotowo hereby appoints the following persons as members of the Ballot Counting Committee:

- 1) _____
- 2) _____
- 3) _____

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**Resolution No. [•]
of the Extraordinary General Meeting of
PBG S.A. of Wysogotowo
of March 5th 2019
on the merger of PBG S.A.
with PBG oil and gas sp. z o.o. of Wysogotowo**

ART. 1

Acting pursuant to Art. 492.1.1 and Art. 516 in conjunction with Art. 506 of the Commercial Companies Code of September 15th 2000, the Extraordinary General Meeting of PBG Spółka Akcyjna of Wysogotowo (the "**Acquirer**") approves the merger of the Acquirer with **PBG oil and gas Spółka z ograniczoną odpowiedzialnością** of Wysogotowo (address: ul. Skórzewska 35, Wysogotowo, 62-081 Przeźmierowo, Poland), entered in the Business Register maintained by the District Court for Poznań - Nowe Miasto and Wilda of Poznań, 8th Commercial Division of the National Court Register, under KRS No. 0000353767, Tax Identification Number (NIP): 7811849537, Industry Identification Number (REGON): 301405570, with the share capital of PLN 20,000.00 (the "**Acquiree**"), in accordance with Art. 492.1.1 of the CCC, i.e. through transfer of all assets of the Acquiree to the Acquirer on the terms and conditions set out in the Merger Plan, which was agreed and signed by the Management Boards of the Acquirer and the Acquiree on January 31st 2019 (the "Merger Plan").

ART. 2

Acting pursuant to Art. 506.4 of the Commercial Companies Code, the Extraordinary General Meeting of the Acquirer approves the Merger Plan, according to which:

- 1) the Acquirer and the Acquiree will merge by way of the procedure set out in Art. 492.1.1 of the CCC in conjunction with Art. 515.1 of the CCC and in conjunction with Art. 516 of the CCC, through the transfer of all assets of the Acquiree to the Acquirer, i.e. the Acquirer's sole shareholder;
- 2) the merger will be effected without a share capital increase at the Acquirer;
- 3) the value of assets of the Acquiree was determined as at December 1st 2018, using the net asset value method;

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- 4) no special rights will be granted to members of the merging companies' governing bodies or to any other persons participating in the merger;
- 5) the Acquirer's Articles of Association will not be amended.

ART. 3

The Extraordinary General Meeting of PBG S. A. hereby authorises the Company's Management Board to take any practical and legal steps that may be required in the merger procedure, in particular to notify the merger to the Business Register of the National Court Register.

ART. 4

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

GROUNDINGS FOR DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING

As prescribed by the Code of Best Practice for WSE Listed Companies, grounds should be provided for all draft resolutions of the General Meeting except for resolutions concerning procedural matters and standard resolutions adopted by Annual General Meetings.

In the opinion of the Management Board, the merger of PBG oil and gas Spółka z ograniczoną odpowiedzialnością of Wysogotowo („POG”) with PBG spółka akcyjna of Wysogotowo („PBG”) is economically justified and is designed to implement the company's strategy. The planned merger will help optimise the operating costs and streamline the Group's structure. Since 2012, POG has provided specialist construction services in the oil and gas sector, i.e. in PBG's core business segment. The transfer of PBG's competencies to POG was caused by to the arrangement bankruptcy proceedings conducted against PBG, and PBG's inability to secure new contracts (primarily under public procurement laws) during the time the proceedings were pending. The proceedings were completed and the arrangement became final in 2016. The planned merger will allow the surviving entity to reduce administrative expenses as well as reporting and accounting obligations and will support more effective organisation of work and management of resources. The merger is permitted under the PBG restructuring documents and does not require Bondholders' consent.

APPENDICES

- 1) Appendix 1 – Merger Plan and appendices
- 2) Appendix 2 – Proxy form
- 3) Appendix 3 – Proxy voting form

Legal basis:

Par. 19.1.1 and 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

For the Company:

Magdalena Eckert