



Acquisition of material assets

The Management Board of PGE Polska Grupa Energetyczna S.A. („PGE”) discloses that on September 10, 2014 PGE concluded an donation agreement with PGE Obrót S.A. with its seat in Rzeszów for acquisition of material assets from PGE Obrót S.A.

Subject matter of the donation agreement is 874,905,583 ordinary bearer shares of PGE Dystrybcja S.A. with its seat in Lublin, with a nominal value of PLN 10 each (aggregate nominal value of the shares acquired by PGE amounts to PLN 8,749,055,830). Above shares represent 89.91% of the share capital of PGE Dystrybcja S.A. and entitle to perform 874,905,583 votes at the general meeting of this company, representing 89.92% at the general meeting of this company. The value of above mentioned shares of PGE Dystrybcja S.A., evidenced in the accounts of PGE Obrót S.A., amounted to PLN 9,641,819,643.75 as at June 30, 2014.

Acquisition of the above mentioned shares by PGE was pursued without remuneration on the ground of the above mentioned donation agreement. The acquired shares are considered by PGE as long-term capital investment.

Before the transaction PGE held 98,036,833 shares of PGE Dystrybcja S.A. constituting 10.08% in the share capital and 10.08% at the general meeting of PGE Dystrybcja S.A. and PGE Obrót S.A. held 874,905,583 shares of PGE Dystrybcja S.A. constituting 89.91% in the share capital and 89.92% at the general meeting of PGE Dystrybcja S.A.

After the transaction PGE holds 972,942,416 shares of PGE Dystrybcja S.A., constituting 99.99% in the share capital and 100% at the general meeting of PGE Dystrybcja S.A. (PGE Dystrybcja S.A. holds 131,873 treasury shares constituting 0.01% in the share capital, from which PGE Dystrybcja S.A. cannot exercise vote rights at the general meeting of this company or exercise any other rights attached to the treasury shares pursuant to art. 364 § 2 of the Polish Code of Commercial Companies).

The Management Board of PGE also discloses that PGE Obrót S.A. is a subsidiary of PGE (PGE holds 100% shares of PGE Obrót S.A.) and Mr. Jacek Drozd – Vice-President of the Management Board of PGE – holds a position of a Chairman of the Supervisory Board of PGE Obrót S.A.

The assets subject to transaction meet the criteria of the material assets since their value exceeds 10% of the PGE’s equity.

Legal ground: § 5 section 1 point 1 and § 7 of the Regulation of the Minister of Finance dated February 19, 2009 on current and periodic information published by issuers of securities and on conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state. (Dziennik Ustaw 2014, item 133).

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