



**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**The Ordinary General Meeting**  
**convened for 30 May 2012**

**PROXY FORM**

I (We), the undersigned shareholder / representative of the shareholder\*\* of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), hereby declare that:

\_\_\_\_\_ ("**Shareholder**")  
(name and surname / business name and registered office of Shareholder)

holds: \_\_\_\_\_ shares in the Company  
(number)

**and hereby appoint\*:**

☐ Ms/Mr \_\_\_\_\_, holding identity card/passport/any other official identity document\*\* number \_\_\_\_\_, issued by \_\_\_\_\_ ("**Proxy**") to act in accordance with the voting instruction included below / the Proxy's own discretion\*\*, in the scope described below.

**or:**

☐ \_\_\_\_\_ (name/business name), with the registered office in \_\_\_\_\_,

address: \_\_\_\_\_ ("**Proxy**") to act in accordance with the voting instruction included below / at the Proxy's own discretion\*\*, in the scope described below.

Does the Proxy have the right to grant further proxies\*? Yes ☐ No ☐

Scope of authority: The Proxy is authorized to represent the Shareholder at the Ordinary General Meeting of the Company to be held **at 12.00 p.m. on 30 May 2012**, in Warsaw, in the InterContinental Hotel at 49 Emilii Plater Street, 00-125 Warsaw ("**General Meeting**"), and in particular to participate in the General Meeting and take the floor in its debates, to sign the attendance list, to exercise the voting rights related to the shares held by the Shareholder for and on behalf of the Shareholder and to perform any other necessary acts in connection with the General Meeting.

Does this proxy cover all shares held by the Shareholder\*? Yes ☐ No ☐

This proxy covers \_\_\_\_\_ (number) shares held by the Shareholder\*\*\*.

**Data of the Shareholder / persons authorized to represent the Shareholder:**

Name and surname:	_____	Name and surname:	_____
Business name:	_____	Business name:	_____
Position:	_____	Position:	_____
Address:	_____	Address:	_____
Signature:	_____	Signature:	_____
Place:	_____	Place:	_____
Date:	_____	Date:	_____

\* Mark as applicable

\*\* Delete as applicable

\*\*\* Fill in only if this proxy does not cover all shares held by the Shareholder.

## **ADDITIONAL INFORMATION**

### **Identification:**

In order to identify the Shareholder granting a proxy and the Proxy representing such Shareholder, a document granting a proxy should be accompanied by the following:

- a) in the case of the Shareholder who is a natural person – a copy of their identity card, pages from a passport allowing identification or any other official document certifying such Shareholder's identity;
- b) in the case of the Shareholder who is not a natural person - a copy of a current extract from a proper register or any other document certifying the existence of such Shareholder or the right of its representative or representatives to represent such Shareholder, together with copies of an identity card, pages from a passport allowing identification or any other official document certifying the identity of such representative or representatives authorized to represent such Shareholder;
- c) in the case of the Proxy who is a natural person – a copy of their identity card, pages from a passport allowing identification or any other official document certifying such Proxy's identity;
- d) in the case of the Proxy who is not a natural person - a copy of a current extract from a proper register or any other document certifying the existence of such Proxy or the right of its representative or representatives to represent such Proxy, together with copies of an identity card, pages from a passport allowing identification or any other official document certifying the identity of such representative or representatives authorized to represent such Proxy;

In the case of foreign entities in whose countries of registration relevant registers are not kept, instead of a copy of a current extract from a register referred to in letters b) and d) above, a copy of a document certifying the existence of a given entity or the right of its representative or representatives to represent such entity should be presented.

In the event of doubts concerning the authenticity of the copies of the documents referred to above, the Company or a person appointed by the Company to register the Shareholders reserves the right to demand before the beginning of the General Meeting the presentation of the originals of the said documents or their copies certified by a notary public or any other entity authorized to certify true copies of documents. If such documents are not presented, a Proxy of the Shareholder may not be allowed to participate in the General Meeting.

All documents referred to above which are drawn up in a foreign language should be accompanied by a proper certified translation into the Polish language drawn up by a sworn translator.

If a proxy to participate in the General Meeting and exercise the voting right granted by the Shareholder is a conditional proxy, it should be accompanied by a documentary evidence that a particular condition has been fulfilled.

### **A proxy granted in the electronic format:**

A proxy to participate in the General Meeting and exercise the voting right may be granted in an electronic format. A proxy granted in an electronic format shall not have to be accompanied by a secure electronic signature verified by means of a valid qualified certificate. The Management Board should be notified of the fact of granting a proxy in an electronic format using the electronic means of communication. Such notification may be sent by electronic mail to the Company's e-mail address: [wza@gkpge.pl](mailto:wza@gkpge.pl). Such notification should be accompanied by a scanned copy of a granted proxy and scanned copies of the documents referred to in letters a), b), c) and d) above. Such notification should also include also an electronic mail address at which the Company may contact the Shareholder or the Proxy. The Management Board shall have the right to verify submitted notifications and to take action aiming at the identification of the Shareholder or the Proxy and the confirmation of their authorization. Such verification may consist, in particular, in asking questions of the Shareholder or the Proxy by telephone or electronic mail. The above principles shall apply to a change in or revocation of the granted proxy. Notifications which do not meet the requirements referred to above shall not result in any legal consequences for the Company. The Company shall not be liable for any errors in proxy forms or actions of people using proxies. At the request of the Company or a person (persons) appointed by the Company to register

the Shareholders, a Proxy appearing in the General Meeting is obliged to present the originals of the documents attached to the notification referred to above.

In the case of foreign entities in whose countries of registration relevant registers are not kept, instead of a scanned copy of a current extract from a register, a scanned copy of a document certifying the existence of a given entity or the right of its representative or representatives to represent such entity should be presented.

In the event of doubts concerning the authenticity of the documents referred to above, the Company or a person appointed by the Company to register the Shareholders reserves the right to demand before the beginning of the General Meeting the presentation of the originals of the said documents or their copies certified by a notary public or any other entity authorized to certify true copies of documents. If such documents are not presented, a Proxy of the Shareholder may not be allowed to participate in the General Meeting.

All documents referred to above which are drawn up in a foreign language should be accompanied by a proper certified translation into the Polish language drawn up by a sworn translator.

If the Shareholder grants a proxy together with a voting instruction, the Company will not verify if Proxies exercise the voting rights in accordance with instructions received from the Shareholders. Therefore, a voting instruction should be given to the Proxy only.

#### **IMPORTANT INFORMATION:**

**IN THE EVENT OF ANY DIFFERENCES BETWEEN THE DATA OF THE SHAREHOLDER INCLUDED IN THE PROXY AND THE DATA INCLUDED IN THE LIST OF THE SHAREHOLDERS DRAWN UP ON THE BASIS OF A SPECIFICATION RECEIVED BY THE COMPANY FROM THE ENTITY RESPONSIBLE FOR THE DEPOSIT OF SECURITIES UNDER ARTICLE 406<sup>3</sup> OF THE COMMERCIAL COMPANIES CODE, SUCH SHAREHOLDER MAY NOT BE ALLOWED TO PARTICIPATE IN THE GENERAL MEETING.**

**THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT A PROXY ON THE PROXY FORM PRESENTED ABOVE.**

**PROXY VOTING RIGHT  
EXERCISE FORM**

**The General Meeting of the Company to be held at 12.00 p.m. on 29 June 2011, in Warsaw, in the InterContinental Hotel, at 49 Emilii Plater Street, 00-125 Warszawa.**

**Notes:**

1. This form is not used to verify how the Proxy exercises the voting right on behalf of the Shareholder.
2. This form does not substitute the proxy granted to the Proxy by the Shareholder.
3. The Shareholder is not obliged to use the form prepared by the Company. The use of the form is not a necessary condition for the Proxy to exercise the voting right.
4. The manner of the Proxy's exercise of the voting right depends on the scope of the proxy granted by the Shareholder.

**Item 2 of the agenda: The election of Chairperson of the General Meeting - Enclosure no. 1**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 4 of the agenda: The adoption of the agenda of the General Meeting – Enclosure no. 2**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 5 of the agenda: The adoption of a decision not to elect the Returning Committee – Enclosure no. 3**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 7 of the agenda: The adoption of a resolution concerning the approval of the financial statements consistent with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2011 – Enclosure no. 4**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 8 of the agenda: The adoption of a resolution concerning the approval of the Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2011 – Enclosure no. 5**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 9 of the agenda: The adoption of a resolution concerning the approval of the consolidated financial statements consistent with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2011 – Enclosure no. 6**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 10 of the agenda: The adoption of a resolution concerning the approval of the Management Board's consolidated report on the activities of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2011 – Enclosure no. 7**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 11 of the agenda: The adoption of a resolution concerning the distribution of the Company's net profit for the financial year 2011 and the determination of the dividend date and the dividend payment date – Enclosure no. 8**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011 – Enclosure no. 9**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011 – Enclosure no. 10**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011 – Enclosure no. 11**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011 – Enclosure no. 12**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011  
– Enclosure no. 13**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011  
– Enclosure no. 14**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011  
– Enclosure no. 15**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011  
– Enclosure no. 16**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011  
– Enclosure no. 17**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011  
– Enclosure no. 18**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011  
– Enclosure no. 19**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011  
– Enclosure no. 20**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011 – Enclosure no. 21**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011 – Enclosure no. 22**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011 – Enclosure no. 23**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 12 of the agenda: the adoption of a resolution concerning the granting of discharge for the year 2011 – Enclosure no. 24**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 13 of the agenda: The adoption of a resolution concerning the election of the Chairperson of Supervisory Board – Enclosure no. 25**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 13 of the agenda: The adoption of a resolution concerning the election of a Member of the Supervisory Board – Enclosure no. 26**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 14 of the agenda: The adoption of a resolution concerning the redemption of 22,898 treasury shares, including 12,594 series C shares and 10,304 series D treasury shares – Enclosure no. 27**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 15 of the agenda: The adoption of a resolution concerning the reduction of the Company's share capital by redeeming 22,898 treasury shares, including 12,594 series C shares and 10,304 series D treasury shares – Enclosure no. 28**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 16 of the agenda: The adoption of a resolution concerning an amendment to the text of the Statutes of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw – Enclosure no. 29**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 16 of the agenda: The adoption of a resolution concerning an amendment to the text of the Statutes of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw – Enclosure no. 30**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 16 of the agenda: The adoption of a resolution concerning an amendment to the text of the Statutes of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw – Enclosure no. 31**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 16 of the agenda: The adoption of a resolution concerning an amendment to the text of the Statutes of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw – Enclosure no. 32**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 16 of the agenda: The adoption of a resolution concerning the authorisation of the Supervisory Board to determine the consolidated text of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw – Enclosure no. 33**

**Votes\***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 17 of the agenda: The adoption of a resolution concerning an amendment to the text of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw – Enclosure no. 34**

**Votes\***



<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Others** *(in the event of submitting draft resolutions other than those proposed by the Management Board)*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Data of the Shareholder / persons authorized to represent the Shareholder:**

Name and surname:	_____	Name and surname:	_____
Business name:	_____	Business name:	_____
Position:	_____	Position:	_____
Address:	_____	Address:	_____
Signature:	_____	Signature:	_____
Place:	_____	Place:	_____
Date:	_____	Date:	_____

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\*Mark as applicable

## NOTES

The Shareholders who want to give a voting instruction are asked to do it by putting "X" in the correct field.

In the event of marking "others", the Shareholders are asked to put in this field a detailed instruction concerning the exercise of the voting right by the Proxy in case other draft resolutions are proposed by the Shareholders attending the General Meeting.

If the Shareholder decides to vote differently on a particular resolution, the Shareholder is asked to specify in the correct field the numbers of shares with respect to which the Proxy is to vote for or against a resolution, or to abstain from voting. If such numbers of shares are not specified, it is presumed that the Proxy is entitled to vote in a given manner with respect to all shares held by the Shareholder. In no event can the sum of the shares in the Company covered by an instruction concerning different voting exceed the total number of shares held by the Shareholder.

The drafts of the resolutions to be adopted with respect to the particular items of the agenda of the General Meeting constitute enclosures to these instructions.

The drafts of the resolutions attached to these instructions may be different from the drafts of the resolutions submitted for voting at the Ordinary General Meeting. In order to avoid doubts concerning the manner of voting by the Proxy, the Shareholders are asked to specify in the field "others" how the Proxy should act in the situation referred to above.

ENCLOSURE NO. 1

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the election of Chairperson of the Ordinary General Meeting*

Acting pursuant to article 409 § 1 of the Commercial Companies Code and § 32 of the Company Statutes, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting elects Mr/Ms [●] as Chairperson of the Ordinary General Meeting of the Company.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

ENCLOSURE NO. 2

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the adoption of the agenda of the Ordinary General Meeting*

**The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("Company"), adopts as follows:**

**§ 1**

The Ordinary General Meeting of the Company adopts the following agenda of the Ordinary General Meeting:

1. The opening of the General Meeting.
2. The election of Chairperson of the General Meeting.
3. The ascertainment of the correctness of convening the General Meeting and its capability of adopting binding resolutions.
4. The adoption of the agenda of the General Meeting.
5. The adoption of a decision not to elect the Returning Committee.
6. The announcement of the results of the recruitment procedure related to the selection of members of the Management Board of PGE Polska Grupa Energetyczna S.A.
7. The consideration of the financial statements consistent with IFRS of PGE Polska Grupa Energetyczna S.A. for the year 2011 and the adoption of a resolution concerning its approval.
8. The consideration of the Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2011 and the adoption of a resolution concerning its approval.
9. The consideration of the consolidated financial statements consistent with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2011 and the adoption of a resolution concerning its approval.
10. The consideration of the Management Board's report on the activities of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2011 and the adoption of a resolution concerning its approval.
11. The adoption of a resolution concerning the distribution of the Company's net profit for the financial year 2011 as well as the determination of the dividend date and the dividend payment date.

12. The adoption of a resolution concerning the granting of discharge to the members of the Management Board and Supervisory Board.
13. The adoption of resolutions concerning the election of Members of the Supervisory Board.
14. The adoption of a resolution concerning the redemption of 22,898 treasury shares, including 12,594 series C shares and 10,304 series D treasury shares.
15. The adoption of a resolution concerning the decrease of the share capital by way of redemption of 22,898 treasury shares, including 12,594 series C shares and 10,304 series D treasury shares.
16. The adoption of resolutions concerning the amendments to the Company Statutes and the authorisation of the Supervisory Board to determine the consolidated text of the Company Statutes.
17. The adoption of a resolution concerning the changes of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A. and the determination of the consolidated text of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A.
18. The closing of the General Meeting.

## § 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

ENCLOSURE NO. 3

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the adoption of a decision not to elect the Returning Committee*

Acting pursuant to § 16 clause 6 of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting decides not to elect the Returning Committee.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]**

**of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the approval of the financial statements consistent with IFRS of PGE  
Polska Grupa Energetyczna S.A. for the year 2011*

Acting pursuant to article 395 § 2 item 1 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting approves "The financial statements consistent with IFRS of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2011 comprising the following elements audited by a certified auditor:

- a statement of comprehensive income for the year ended 31 December 2011 showing a net profit of PLN 4,556,115,489.08 and a total income of PLN 4,556,419,562.43;
- a financial position statement drawn up as at 31 December 2011 showing a total balance of assets and liabilities in the amount of PLN 33,032,058,173.24;
- a statement of changes in equity for the year ended 31 December 2011 showing an increase in equity in the amount of PLN 3,340,639,335.58;
- a statement of cash flows showing an increase in cash and cash equivalents during the course of the year ended 31 December 2011 in the amount of PLN 759,820,285.58;
- a description of the accounting principles (policies) as well as additional information and notes.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

ENCLOSURE NO. 5

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the approval of The Management Board's report on the activities of  
PGE Polska Grupa Energetyczna S.A. for the year 2011*

Acting pursuant to article 395 § 2 item 1 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting approves "The Report of the Management Board on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2011".

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.



**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**

*concerning the approval of the consolidated financial statements consistent with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2011*

Acting pursuant to article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting approves the "Consolidated Financial Statements consistent with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the financial year ended on 31 December 2011", "Report of the Management Board

- a consolidated statement of comprehensive income for the year ended 31 December 2011 showing a net profit of PLN 4,972,614 thousand and a total income of PLN 4,978,265 thousand;
- a consolidated financial position statement drawn up as at 31 December 2011 showing a total balance of assets and liabilities in the amount of PLN 58,762,631 thousand;
- a consolidated statement of changes in equity for the year ended 31 December 2011 showing an increase in equity in the amount of PLN 3,618,595 thousand;
- a consolidated statement of cash flows showing an increase in cash and cash equivalents during the course of the year ended 31 December 2011 in the amount of PLN 1,304,043 thousand;
- a description of the accounting principles (policies) as well as additional information and notes.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

ENCLOSURE NO. 7

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the approval of the Management Board's report on the activities of  
the Capital Group of PGE Polska Grupa Energetyczna for the year 2011*

Acting pursuant to article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting approves "The Report of the Management Board on the activities of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2011".

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

ENCLOSURE NO. 8

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the distribution of the Company's net profit for the financial year 2011 as well as the determination of the dividend date and the dividend payment date*

Acting pursuant to article 395 § 2 item 2 and article 348 § 3 of the Commercial Companies Code and § 43 clause 5 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting decides to distribute net profit for the period from 1.01.2011 to 31.12.2011 in the amount of PLN 4,556,115,489.08 as follows:

- dividend for Shareholders in the amount of PLN 1.32 per one share;
- supplementary capital in the amount constituting the remaining part of net profit for the year 2011.

**§ 2**

The Ordinary General Meeting establishes as follows:

- dividend date at 22 August 2012.
- dividend payment date at 6 September 2012.

**§ 3**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

ENCLOSURE NO. 9

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Marcin Zieliński for the financial year 2011 in connection with his performance of the duties of Chairperson of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Maciej Bałtowski for the financial year 2011 in connection with his performance of the duties of Vice Chairperson of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Jacek Barylski for the financial year 2011 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

ENCLOSURE NO. 12

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012  
*concerning the granting of discharge for the year 2011***

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Ms Małgorzata Dec for the financial year 2011 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Czesław Grzesiak for the financial year 2011 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.



**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Grzegorz Krystek for the financial year 2011 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Ms Katarzyna Prus for the financial year 2011 in connection with her performance of the duties of the Secretary of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012  
*concerning the granting of discharge for the year 2011***

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Zbigniew Szmuniowski for the financial year 2011 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Krzysztof Żuk for the financial year 2011 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012  
*concerning the granting of discharge for the year 2011***

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Tomasz Zadroga for the financial year 2011 in connection with his performance of the duties of the President of the Management Board in the period from 1 January 2011 to 14 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Paweł Skowroński for the financial year 2011 in connection with his performance of the duties of the Vice President of the Management Board in the period from 17 March 2011 to 14 December 2011 and with his performance of the duties of the acting President of the Management Board in the period from 15 December 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Wojciech Ostrowski for the financial year 2011 in connection with his performance of the duties of the Vice President of the Management Board in the period from 17 March 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Marek Szostek for the financial year 2011 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2011 to 14 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.



**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012  
*concerning the granting of discharge for the year 2011***

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Piotr Szymanek for the financial year 2011 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2011 to 31 December 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Wojciech Topolnicki for the financial year 2011 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2011 to 5 January 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**  
*concerning the granting of discharge for the year 2011*

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting grants discharge to Mr Marek Trawiński for the financial year 2011 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2011 to 16 March 2011.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the election of the Chairperson of the Supervisory Board*

Acting pursuant to article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

As of 31 May 2012 the Ordinary General Meeting appoints Mr/Ms [●] as Chairperson of the Supervisory Board of the 9th term of office.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the election of Member of the Supervisory Board*

Acting pursuant to article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

As of 31 May 2012 the Ordinary General Meeting appoints Mr/Ms [●] as Member of the Supervisory Board of the 9th term of office.

**§ 2**

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the redemption of 22,898 treasury shares, including 12,594 C series shares and 10,304 D series treasury shares,*

Acting pursuant to article 395 § 2 and article 360 § 1 of the Commercial Companies Code and § 9 clause 2 and § 37 clause 1 items 3 and 7 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

1. After reviewing the Supervisory Board's opinion included in resolution no. 382/VIII/2012 of 19 April 2012, the Ordinary General Meeting decides to redeem 22,898 (say: twenty two thousand and eight hundred ninety eight) Company's treasury shares. Due to the fact that the redeemed shares are treasury shares, the redemption takes place without any payments made.
2. The redeemed shares comprise 12,594 (say: twelve thousand five hundred and ninety-four) C series shares and 10,304 (say: ten thousand three hundred and four) D series treasury shares with a nominal value of PLN 10.00 each.
3. The redemption of the above mentioned shares shall take place by way of the Company's share capital reduction by PLN 228,980 (say: two hundred and twenty-eight thousand nine hundred and eighty zlotys).

**§ 2**

The redemption shall take place at the moment of the Company's share capital reduction.

**§ 3**

The resolution becomes effective as at the moment of its adoption, with full force as of the entry of the share capital reduction in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning the reduction of the share capital by way of redemption of 22,898  
treasury shares, including 12,594 series C shares  
and 10,304 series D treasury shares*

Acting pursuant to article 360 § 1 of the Commercial Companies Code and § 36 clause 1 items 3 and 7 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna and article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

1. After reviewing the Supervisory Board's opinion included in resolution no. 382/VIII/2012 of 19 April 2012, in connection with the redemption, under the Resolution no. [●] of the General Meeting adopted on the day of this Resolution i.e. [date], of 22,898 (say: twenty-two thousand eight hundred and ninety-eight) treasury shares, including 12,594 (say: twelve thousand five hundred and ninety-four) series C shares and 10,304 (say: ten thousand three hundred and four) treasury series D shares with a nominal value of PLN 10.00 each, decides to reduce the Company's share capital by PLN 228,980 (say: two hundred and twenty-eight thousand nine hundred and eighty zlotys). The reduction shall take place by the redemption of the said Company's treasury shares.
2. The aim of the Company's share capital reduction is to adapt the Company's share capital to the total nominal sum of nominal values of the Company's shares remaining after the redemption of 22,898 (say: twenty-two thousand eight hundred and ninety-eight) treasury shares mentioned in clause 1 above.
3. In consequence of the share capital reduction, the Ordinary General Meeting decides to amend § 7 of the Company Statutes as follows:

*The Company's share capital shall equal PLN 18,697,608,290 (say: eighteen billion six hundred and ninety-seven million six hundred and eight thousand two hundred and ninety zloty) and shall be divided into 1,869,760,829 (say: one billion eight hundred and sixty-nine million seven hundred and sixty thousand eight hundred and twenty-nine) shares with a par value of PLN10 (ten zloty) each, including:*

- 1) 1,470,576,500 series "A" bearer shares,
- 2) 259,513,500 series "B" bearer shares,
- 3) 73,228,888 series "C" bearer shares,
- 4) 66,441,941 series "D" bearer shares.

**§ 2**

The resolution becomes effective as at the date of its adoption, with full force as of the entry of the share capital reduction and the amendment of the Company's Statutes in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning an amendment to the Statutes of PGE Polska Grupa Energetyczna  
Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8) of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("**Spółka**") adopts the following resolution:

**§ 1**

After reviewing the Supervisory Board's opinion included in resolution no. 386/VIII/2012 of 19 April 2012, the Ordinary General Meeting decides to amend § 14 clauses 1 - 3 of the Company Statutes as follows:

"§14

1. *The work of the Management Board shall be managed by the President of the Management Board. The President's special rights in this respect shall be specified in the Regulations of the Management Board.*
2. *All matters outside the scope of the Company's ordinary acts shall require a resolution of the Management Board. If at a meeting of the Management Board an equal number of votes is cast for and against a resolution, the vote cast by the President of the Management Board shall prevail.*
3. *Irrespective of the matters mentioned in clause 2 above, a resolution of the Management Board shall be required in case of every matter submitted by the Management Board to the Supervisory Board for consideration, including matters unreserved for its competence".*

**§ 2**

The resolution becomes effective as at the day of its adoption, with full force as of the entry of the amendment in the in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.



**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning an amendment to the Statutes of PGE Polska Grupa Energetyczna  
Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8) of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("**Spółka**") adopts the following resolution:

**§ 1**

After reviewing the Supervisory Board's opinion included in resolution no. 386/VIII/2012 of 19 April 2012, the Ordinary General Meeting decides to amend the Company Statutes in § 18 clause 1 by deleting item 11, which says as follows:

*"11) approving the Company's organizational regulations."*

**§ 2**

The resolution becomes effective as at the day of its adoption, with full force as of the entry of the amendment in the in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning an amendment to the Statutes of PGE Polska Grupa Energetyczna  
Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8) of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("**Spółka**") adopts the following resolution:

**§ 1**

After reviewing the Supervisory Board's opinion included in resolution no. 383/VIII/2012 of 19 April 2012, the Ordinary General Meeting decides to amend § 42 item 2 of the Company Statutes as follows:

*"§ 42*

- 2) to draw up consolidated financial statements of the PGE Capital Group together with a report on the Capital Group's activities in a previous financial year within three months from the balance sheet date,".*

**§ 2**

The resolution becomes effective as at the day of its adoption, with full force as of the entry of the amendment in the in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 May 2012**

*concerning an amendment to the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8) of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("**Spółka**") adopts the following resolution:

**§ 1**

After reviewing the Supervisory Board's opinion included in resolution no. 384/VIII/2012 of 19 April 2012, the Ordinary General Meeting decides to amend the Company Statutes by adding in § 31 clause 3 and clause 4 as follows:

- "3. *As of 1 January 2013, unless the announcement of the convening of the General Meeting specifies otherwise, shareholders may participate in the General Meeting using the electronic means of communication, which include in particular the following:*
- 1) a real-time broadcast of the General Meeting,*
  - 2) a real-time two-way communication allowing shareholders to give their opinions during the course of the General Meeting while staying at a place other than the place of the General Meeting,*
  - 3) the exercise of the voting right in person or by proxy, before or during the course of the General Meeting.*
4. *The detailed principles of participation in General Meetings using the electronic means of communication referred to in clause 3 above, including all requirements and limitations, in particular those necessary for the identification of shareholders and the assurance of the security of electronic communication shall be determined by the Management Board in the announcement of the convening of the General Meeting or by the Regulations of the General Meeting."*

**§ 2**

The resolution becomes effective as at the day of its adoption, with full force as of the entry of the amendment in the in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012**

*concerning authorization for the Supervisory Board to determine the  
consolidated text of the Statutes of PGE Polska Grupa Energetyczna Spółka  
Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 5 of the Commercial Companies Code, the Ordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting authorizes the Supervisory Board to determine the consolidated text of the Company Statutes including the amendments adopted by the Ordinary General Meeting of Shareholders on 30 May 2012.

**§ 2**

The resolution becomes effective as at the day of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

ENCLOSURE NO. 34

RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 May 2012

*concerning amendments to the Regulations of the General Meeting of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 29 clause 2 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("Spółka") adopts the following resolution:

§ 1

1. The Ordinary General Meeting decides to change "The Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A." as follows:

1) the Company's email address specified in § 3 clause 2 letter c, i.e.

["wza@pgesa.pl"](mailto:wza@pgesa.pl)

is replaced with the following email address:

["wza@gkpge.pl"](mailto:wza@gkpge.pl).

2) in § 10 after clause 3, clauses 4, 5 and 6 are added to read as follows:

"4. As of 1 January 2013, unless the announcement of the convening of the General Meeting specifies otherwise, shareholders may participate in the General Meeting using the electronic means of communication, which include in particular the following:

- 1) a real-time broadcast of the General Meeting,
- 2) a real-time two-way communication allowing shareholders to give their opinions during the course of the General Meeting while staying at a place other than the place of the General Meeting,
- 3) the exercise of the voting right in person or by proxy, before or during the course of the General Meeting.

5. A proxy to participate in the General Meeting and to exercise the voting right shall be granted in writing or an electronic format."

6. The detailed principles of participation in General Meetings under the procedure referred to in clause 4, including all requirements and limitations, in particular those necessary for the identification of shareholders and the assurance of the security of electronic communication shall be determined by the Management Board in the announcement of the convening of the General Meeting or by these Regulations."

3) § 11 clause 1 is changed to read as follows:

"1. Immediately before the commencement of the General Meeting the Shareholders entitled to participate in the General Meeting and intending to participate in it at its venue shall be registered. The Shareholders shall be registered by an appointed person or persons. The date of the commencement of Shareholders' registration shall be announced by the Management Board together with the information concerning the convening of the General Meeting."

4) the first sentence in § 11 clause 2 is changed to read as follows:

2. For the purpose of identification, a Shareholder who intends to participate in the General Meeting at its venue and exercise their voting right in person should submit the following documents to the person or persons appointed to register the Shareholders:

5) the first sentence in § 11 clause 3 is changed to read as follows:

"3. If the Shareholder's grants a proxy to participate in the General Meeting and exercise the voting right at its venue in order to identify the Shareholder and the Proxy representing such Shareholder, the document certifying the granting of a proxy should be submitted to the person or persons appointed to register the Shareholders together with the following documents:

6) the Company's email address specified in § 11 clause 9, i.e.

["wza@pgesa.pl"](mailto:wza@pgesa.pl)

*is replaced with the following email address:*

*["wza@gkpgge.pl"](mailto:wza@gkpgge.pl)*

**7) in § 11 after clause 10, clauses 11, 12, 13, 14, 15, 16, 17, 18 and 19 are added to read as follows:**

- "11. The detailed principles of participation in General Meetings using the electronic means of communication referred to in § 10 clause 3, including all requirements and limitations, in particular those necessary for the identification of shareholders and the assurance of the security of electronic communication shall be determined by the Management Board in the announcement of the convening of the General Meeting or on the Company's website.*
- 12. The Management Board shall determine requirements concerning participation in General Meetings, in particular those related to an Internet connection, computer system and software. A Shareholder intending to participate in the General Meeting using the electronic means of communication should at their own cost fulfil the requirements determined by the Management Board. Such requirements may not limit Shareholders' possibility of participating in General Meetings using the electronic means of communication; however, the determination of technical requirement resulting from the specific character of the system used to allow Shareholders to participate in General Meetings using the electronic means of communication shall not be considered as such limitations. The Company shall not be liable for the absence of the possibility of the fulfilment of such requirements on the part of Shareholders or for costs incurred by Shareholders' in order to fulfil such requirements.*
- 13. A Shareholder intending to participate in the General Meeting using the electronic means of communication shall be obliged to submit, by a deadline and in a manner determined by the Management Board, information and documents specified by the Management Board in the announcement of the convening of the General Meeting or on the Company's website. The Company shall not be liable for a Shareholder's failure to submit such information and documents, which shall prevent such Shareholder from participating in the General Meeting using the electronic means of communication.*
- 14. The Management Board shall provide the Shareholders who have submitted all required information and documents pursuant to clause 13 above with passwords, logins or any other data and information necessary for registration in the system allowing communication with the General Meeting room and the exercise of their voting rights using the electronic means of communication. The Company shall not be liable for its failure to provide Shareholders with logins or passwords or any other data at the time allowing them to participate in the General Meeting if such failure to deliver such data results from reasons beyond the Company's control.*
- 15. The Company may entrust the performance of the activities specified in clause 14 above to a professional entity providing services related to the provision and maintenance of systems allowing Shareholders to participate in General Meetings using the electronic means of communication.*
- 16. The Company stipulates that Shareholders who participate in the General Meeting using the electronic means of communication shall assume all risk related to the use of this form of participation in the General Meeting. The Company shall not be liable for the absence of the possibility of connecting to the website through which voting rights may be exercised using the electronic means of communication or using a relevant link redirecting to such website, the absence of the possibility of logging in to the website, the loss of connection with the room where the General Meeting is being held during the course of the General Meeting, the absence of the possibility of casting votes or any damage resulting therefrom.*
- 17. The Company shall not be liable for the exercise of voting rights by an unauthorized person in the event that a third party, for reasons beyond the Company's control, has acquired data referred to in clause 14 above.*
- 18. The Company shall not be liable for delays in online data transmissions.*
- 19. A Shareholder or a Shareholder's Proxy who participates in the General Meeting using the electronic means of communication shall be obliged to comply with instructions generated by the computer system and instruction from the team operating the system. The Company shall not be liable for a Shareholder's failure to exercise voting rights or for any damage related thereto in the event that such Shareholder or their Proxy has failed to comply with such instructions."*

**8) in § 13 after clause 2, clause 3 is added to read as follows:**

*"3. The person opening the General Meeting or the Chairperson of the General Meeting may appoint Secretary/Secretaries of the General Meeting from among those present in the General Meeting room*

*and with the consent of such person/persons. The Secretary's / Secretaries' responsibilities shall include exclusively assisting the person opening the General Meeting, and subsequently the Chairperson of the General Meeting, in the operation of the electronic system allowing Shareholders to participate in the General Meeting using the electronic means of communication."*

**9) § 15 clause 1 is changed to read as follows:**

*"1. Immediately after the election, the Chairperson of the General Meeting shall order the preparation of the attendance list of the Shareholders participating in the General Meeting (at least their names and surnames or business names), including the number of shares represented by each of them and the number of their voting rights, and a specification of Shareholders or their Proxies who participate in the General Meeting using the electronic means of communication."*

**10) § 16 clause 1 is changed to read as follows:**

*"1. The General Meeting may elect the Returning Committee which shall be responsible in particular for the supervision of the voting procedures, in particular the actions of the persons operating the ballot counting devices, and for the determination of the results of voting and their submission to the Chairperson."*

**11) § 16 clause 5 is to be changed as follows:**

*"5. The Returning Committee shall notify the Chairperson of any irregularities identified in the voting procedures."*

**12) in § 16, clause 6 is deleted; the said clause reads as follows:**

*"6. The General Meeting may refrain from electing the Returning Committee, in particular if the Participants of the General Meeting vote by means of electronic devices (cards or similar devices recording the number of votes cast by the Shareholders), unless a Shareholder or Shareholders puts forward a motion to elect such Committee, in the manner provided for in the Commercial Companies Code."*

**13) in § 17 after clause 1, clause 2 is added to read as follows:**

*"2. In the event that Shareholders participate in the General Meeting using the electronic means of communication, the appointed Secretary of the General Meeting provides assistance in the operation of the computer system allowing Shareholders to participate in the General Meeting using the electronic means of communication, which includes verifying the number of Shareholders participating in the General Meeting, relaying questions and declarations of Shareholders who participate in the General Meeting using the electronic means of communication to the person opening the General Meeting and the Chairperson of the General Meeting."*

**14) in § 17, the current numbering of clauses 2, 3, 4, 5, 6 is changed; the said clauses are assigned the following numbers: 3, 4, 5, 6, 7,**

**15. in § 19 after clause 5, clause 6 is added to read as follows:**

*"6. In the event that a statement of a Shareholder who participates in the General Meeting using the electronic means of communication includes elements which may constitute a criminal offence, an infringement of one's personal interest or offensive remarks, the Secretary of the General Meeting shall relay such statement to the person opening the General Meeting or the Chairperson, who shall make a decision concerning further steps to be taken."*

**16) in § 19, the current numbering of clauses 6 and 7 is changed to clauses 7 and 8, respectively**

**17) § 27 clause 3 is changed to read as follows:**

*"3. In the official minutes, the notary public shall ascertain the correctness of convening the General Meeting and its capability of adopting resolutions, shall record the text of adopted resolutions, and in the case of each resolution: the number of shares in connection with which valid votes have been cast, the percentage of such shares in the share capital, the total number of valid votes, the number of votes cast for or against each resolution and the number of abstaining votes as well as submitted objections. The official minutes should include the attendance list signed by the participants of the General Meeting and information concerning which Shareholders have participated in the General Meeting using the electronic means of communication."*

**18) in § 27, clause 6 is deleted; the said clause reads as follows:**

*"6. The official minutes should include the attendance list signed by the participants of the General Meeting."*

**19) in § 17, the current numbering of clause 7 is changed to clause 6.**

2. The General Meeting determines the consolidated text of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A. including the aforementioned changes. The consolidated text of the Regulations constitutes an enclosure to this resolution.

## **§ 2**

The resolution becomes effective as at the day of its adoption, with full force as of the next General Meeting.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.