

RESOLUTION NO. 1
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 Ms Monika Kacprzyk-Wojdyga 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: 1,365,659,757

The number of votes cast for the resolution: 1,365,269,540

The number of votes cast against the resolution: 0

The number of abstaining votes: 390,217

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 2
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,158,090

The number of votes cast against the resolution: 0

The number of abstaining votes: 501,667

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 3
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,269,540

The number of votes cast against the resolution: 0

The number of abstaining votes: 390,217

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 4

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: 1,365,659,757

The number of votes cast for the resolution: 1,365,210,905

The number of votes cast against the resolution: 58,635

The number of abstaining votes: 390,217

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 5

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: 1,365,659,757

The number of votes cast for the resolution: 1,365,210,905

The number of votes cast against the resolution: 58,635

The number of abstaining votes: 390,217

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 6
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,099,455

The number of votes cast against the resolution: 58,635

The number of abstaining votes: 501,667

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 7

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: 1,365,659,757

The number of votes cast for the resolution: 1,365,210,905

The number of votes cast against the resolution: 58,635

The number of abstaining votes: 390,217

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 8

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

concerning the amendment to the draft resolution on 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 § 25 clause 2 of the Regulations of the General Meeting, 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 amendment to the draft resolution on 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, that consist in change of the amount of dividend for Shareholders per one share from "PLN 1.32" to "PLN 1.83".

§ 2

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

The total number of valid votes cast: 1,365,659,757

The number of votes cast for the resolution: 1,284,134,099

The number of votes cast against the resolution: 0

The number of abstaining votes: 81,525,658

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 9
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 1.83 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: 1,365,659,757

The number of votes cast for the resolution: 1,289,767,471

The number of votes cast against the resolution: 0

The number of abstaining votes: 75,892,286

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 10
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 11
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 12
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,098,539

The number of votes cast against the resolution: 171,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 13
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 14
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 15
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 16
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 17
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 18
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 19
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 20
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 21
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 22
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 23
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 24

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: 1,365,659,757

The number of votes cast for the resolution: 1,365,042,539

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 25

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: 1,317,496,455

The number of votes cast for the resolution: 1,316,879,237

The number of votes cast against the resolution: 227,000

The number of abstaining votes: 390,218

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,317,496,455 shares accounting for 70.46 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 26

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

concerning the determination of number of Supervisory Board members

Acting pursuant to § 20 clause 1 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 determines that the Supervisory Board will consist of 7 persons.

§ 2

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

The total number of valid votes cast: 1,365,659,757

The number of votes cast for the resolution: 1,242,411,637

The number of votes cast against the resolution: 0

The number of abstaining votes: 123,248,120

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 27
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 Marcin Zieliński 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: 1,365,659,557

The number of votes cast for the resolution: 1,305,819,081

The number of votes cast against the resolution: 19,164,608

The number of abstaining votes: 40,675,868

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,557 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 28
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 Maciej Bałtowski 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: 1,365,659,757

The number of votes cast for the resolution: 1,305,819,081

The number of votes cast against the resolution: 19,164,608

The number of abstaining votes: 40,676,068

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 29
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 Jacek Barylski 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: 1,365,659,757

The number of votes cast for the resolution: 1,305,819,081

The number of votes cast against the resolution: 19,164,608

The number of abstaining votes: 40,676,068

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 30
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 Ms Katarzyna Prus 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: 1,365,659,757

The number of votes cast for the resolution: 1,305,819,081

The number of votes cast against the resolution: 19,164,608

The number of abstaining votes: 40,676,068

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 31
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 Ms Małgorzata Dec 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: 1,365,659,757

The number of votes cast for the resolution: 1,305,819,081

The number of votes cast against the resolution: 19,164,608

The number of abstaining votes: 40,676,068

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 32
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 Czesław Grzesiak 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: 1,365,659,757

The number of votes cast for the resolution: 1,305,819,081

The number of votes cast against the resolution: 19,164,608

The number of abstaining votes: 40,676,068

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 33
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 Grzegorz Krystek 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: 1,365,659,757

The number of votes cast for the resolution: 1,305,819,081

The number of votes cast against the resolution: 19,164,608

The number of abstaining votes: 40,676,068

The resolution was adopted in a secret ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 34
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,210,904

The number of votes cast against the resolution: 58,635

The number of abstaining votes: 390,218

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 35
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. 34 of the General Meeting adopted on the day of this Resolution i.e. 30 May 2012, 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: 1,365,659,757

The number of votes cast for the resolution: 1,365,210,904

The number of votes cast against the resolution: 58,635

The number of abstaining votes: 390,218

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

DRAFT RESOLUTION
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: 1,365,659,757

The number of votes cast for the resolution: 207,942,993

The number of votes cast against the resolution: 1,157,326,546

The number of abstaining votes: 390,218

The resolution was not adopted.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

DRAFT RESOLUTION
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: 1,365,659,757

The number of votes cast for the resolution: 207,942,993

The number of votes cast against the resolution: 1,157,326,546

The number of abstaining votes: 390,218

The resolution was not adopted.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

DRAFT RESOLUTION
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: 1,365,659,757

The number of votes cast for the resolution: 207,942,993

The number of votes cast against the resolution: 1,157,326,546

The number of abstaining votes: 390,218

The resolution was not adopted.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 36
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,066,328

The number of votes cast against the resolution: 203,211

The number of abstaining votes: 390,218

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

RESOLUTION NO. 37
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: 1,365,659,757

The number of votes cast for the resolution: 1,365,066,328

The number of votes cast against the resolution: 203,211

The number of abstaining votes: 390,218

The resolution was adopted in an open ballot.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.

DRAFT RESOLUTION
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"

is replaced with the following email address:

"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@gkpge.pl"](mailto:wza@gkpge.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: 1,365,659,757

The number of votes cast for the resolution: 197,942,993

The number of votes cast against the resolution: 1,157,326,546

The number of abstaining votes: 10,390,218

The resolution was not adopted.

The valid votes was cast from 1,365,659,757 shares accounting for 73.04 % in share capital of PGE Polska Grupa Energetyczna S.A.