

[National emblem of the Republic of Poland]

MINISTER OF THE STATE TREASURY

DSK-PZ-5232-7/13 (MSP/DSK/578/13)

Warsaw, December 31, 2013

Mr.
Marek Woszczyk
President of the Management Board
PGE Polska Grupa Energetyczna S.A.

Dear Mr. President

Acting as a representative of the shareholder State Treasury, pursuant to the appointment deed of 24th April 2013 and article 2 of the State Treasury's Powers Exercise Act of 8th August 1996 (Journal of Law no. 106, item 493, as amended), as an authorized person on the base of article 400 § 1 of the Commercial Companies Code, I request to conduct the extraordinary general meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw in a shortest possible time and include in the agenda the following items:

The agenda:

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 adoption of a resolution concerning the determination of number of the Supervisory Board members,
7. The adoption of resolutions concerning changes in the make-up of the Supervisory Board. of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw,
8. The adoption of resolutions concerning the changes in the in the Company Statutes,
9. The closing of the General Meeting.

Including in the agenda of the General Meeting item regarding the changes in the make-up of the Supervisory Board resulting from the fact to complete the make-up of the Supervisory Board as a consequences of resignations made by members of the Supervisory Board i.e. Mr. Grzegorz Krystek and Mr. Jacek Drozd. In case of the will to change the numbers of the members of the Supervisory Board it is obligate to adopt by the General Meeting the resolutions on the base of § 20 section 1 of the Company Statutes, which provides that the number of members of the Supervisory Board is determinate by the separate resolution of the General Meeting.

The proposed changes in the statues of the Company relating to § 20, in respect of the findings of an odd number of members of the Supervisory Board and § 22 for the selection of the Chairperson of the Supervisory Board.

Hereby we attached the draft of a resolution of the General Meeting.

Yours respectfully,

[A signature]

[A red stamp:] Zdzisław Gawlik

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 2014
concerning changes in the Company Statutes

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

§ 1

The Ordinary General Meeting of PGE Polska Grupa Energetyczna S.A. introduces the following changes to the Company Statutes:

1. in § 20 clause 1 will read as follows:
"1.The Supervisory Board shall consist of from five to nine members. The Supervisory Board elected by way of group voting shall consist of five members."
2. in § 20 clause 3 will read as follows:
"3.At least half of members of the Supervisory Board, appointed by the General Meeting shall be elected from among persons identified by a shareholder specified in § 46 clause 2."
3. the § 22 will read as follows:

"§ 22

1. The Supervisory Board shall elect its Chairperson ,Vice Chairperson and Secretary from among its members.
2. The Supervisory Board may elect a new Chairperson, Vice Chairperson or Secretary of the Board at any time.
3. The Chairperson of the Supervisory Board is elected from among persons identified by a shareholder specified in § 46 clause 2.
4. Meetings of the Supervisory Board shall be chaired by its Chairperson and in the event of his/her absence the Vice Chairperson.
5. Declarations addressed to the Supervisory Board between its meetings shall be submitted to the Chairperson of the Board, and if it is not possible, to the Vice Chairperson of the Board or its Secretary."

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned changes 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.