



**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**The Ordinary General Meeting**  
**convened for June 6<sup>th</sup>, 2014**

**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 Extraordinary General Meeting of the Company to be held **at 11.00 a.m. on June 6<sup>th</sup>, 2014**, in Warsaw, in the Novotel Hotel at 94/98 Marszałkowska Street, 00-510 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 11.00 a.m. on June 6<sup>th</sup>, 2014, in Warsaw, in the Novotel Hotel at 94/98 Marszałkowska Street, 00-510 Warsaw.**

**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**

**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**

**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**

**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 6 of the agenda: The adoption of a resolution concerning the approval of the IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended December 31<sup>st</sup> 2013**

**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 Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2013**

**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 consolidated financial statements consistent with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year ended December 31<sup>st</sup> 2013.**

**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 Management Board's report on the activities of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2013.**

**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 distribution of the PGE Polska Grupa Energetyczna S.A. net profit for the financial year 2013 and the determination of the dividend record date and the dividend payment date, as well as the distribution of retained profits and capital solutions and purpose of reserves.**

**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 granting of discharge to Mr Marcin Zieliński for the year 2013 in connection with his performance of the duties of Chairperson of the Supervisory Board.**

**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 granting of discharge to Mrs Malgorzata Dec for the year 2013 in connection with her performance of the duties of the Vice Chairperson of the Supervisory Board and with her performance of the duties of Chairperson of the Supervisory Board.**

**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 granting of discharge to Mr Maciej Baltowski for the year 2013 in connection with his performance of the duties of the Member of the Supervisory Board.**

**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 granting of discharge to Mrs Katarzyna Prus for the year 2013 in connection with her performance of the duties of the Member of the Supervisory Board.**

**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 granting of discharge Mr Jacek Barylski for the year 2013 in connection with his performance of the duties of the Member of the Supervisory Board.**

**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 granting of discharge to Mr Czesław Grzesiak for the year 2013 in connection with his performance of the duties of the Member of the Supervisory Board.**

**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 granting of discharge to Mr Grzegorz Krystek for the year 2013 in connection with his performance of the duties of the Member of the Supervisory Board.**

**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 granting of discharge Mr Jacek Drozd for the year 2013 in connection with his performance of the duties of the Member of the Supervisory Board and with his performance of the duties of Vice Chairperson of the Supervisory Board.**

**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 granting of discharge to Mrs Małgorzata Mika – Bryska for the year 2013 in connection with her performance of the duties of Member of the Supervisory Board.**

**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 granting of discharge to Mrs Anna Kowalik for the year 2013 in connection with her performance of the duties of Member of the Supervisory Board and with her performance of the duties of the Secretary of the Supervisory Board.**

**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 granting of discharge to Mr Grzegorz Krystek for the year 2013 in connection with his performance of the duties in connection with the temporarily delegation from the Supervisory Board to the Management Board.**

**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 granting of discharge to Mr Jacek Drozd for the year 2013 in connection with his performance of the duties in connection with the temporarily delegation from the Supervisory Board to the Management Board.**

**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 granting of discharge to Mr Piotr Szymanek for the year 2013 in connection with his performance of the duties of the Vice President of the Management Board and with his performance of the duties of acting as a President of the Management Board.**

**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 granting of discharge to Krzysztof Kilian for the year 2013 in connection with his performance of the duties of the President of the Management Board.**

**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 granting of discharge to Mrs Bogusława Matuszewska for the year 2013 in connection with her performance of the duties of the Vice President of the Management Board.**

**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 granting of discharge to Mr Wojciech Ostrowski for the year for the year 2013 in connection with his performance of the duties of the Vice President of the Management Board.**

**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 to Mr Pawel Smoleń for the year 2013 in connection with his performance of the duties of the Vice President of the Management Board.**

**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 granting of discharge to Mr Marek Woszczyk for the year 2013 in connection with his performance of the duties of the President of the Management Board.**

**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 granting of discharge to Mr Dariusz Marzec for the year 2013 in connection with his performance of the duties of the Vice President of the Management Board.**

**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 to Mr Jacek Drozd for the year 2013 in connection with his performance of the duties of the Vice President of the Management Board.**

**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 to Mr Grzegorz Krystek for the year 2013 in connection with his performance of the duties of the Vice President of the Management Board.**

**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: \_\_\_\_\_

Business name: \_\_\_\_\_

Position: \_\_\_\_\_

Address: \_\_\_\_\_

Name and surname: \_\_\_\_\_

Business name: \_\_\_\_\_

Position: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Place: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Place: \_\_\_\_\_

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 Extraordinary 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.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*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/Mrs [●] 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.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*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 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 consideration of the IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the 2013 year and the adoption of a resolution concerning its approval,
7. The consideration of the Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2013 and the adoption of a resolution concerning its approval,
8. The consideration of the IFRS-consistent consolidated financial statements of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the financial year 2013 and the adoption of a resolution concerning its approval,
9. The consideration of the Management Board's report on the activities of the Capital Group of PGE Polska Grupa Energetyczna for the year 2013 and the adoption of a resolution concerning its approval,
10. The adoption of a resolution concerning the distribution of the PGE Polska Grupa Energetyczna S.A. net profit for the financial year 2013 and the determination of the dividend record date and the dividend payment date, as well as the distribution of retained profits and capital solutions and purpose of reserves,
11. The adoption of resolutions concerning the granting of discharge to the members of the Management Board and Supervisory Board, and Members of the Supervisory Board delegated to act temporarily as a Members of the Management Board,

12. 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.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*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 6 June 2014**

*concerning the approval of the IFRS-consistent standalone financial statements  
of PGE Polska Grupa Energetyczna S.A. for the 2013 year*

Acting pursuant to article 393 item 1 and article 395 § 2 item 1 of the Commercial Companies Code and article 53 section 1 of the Accounting Act, 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 Standalone Financial Statements prepared in accordance with IFRS of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013 comprising the following elements audited by a certified auditor:

- a statement of comprehensive income for the year ended 31 December 2013 showing a net profit of PLN 2,337,559,286.34 and a total income of PLN 2,340,072,991.54;
- a financial position statement drawn up as at 31 December 2013 showing a total balance of assets and liabilities in the amount of PLN 31,378,809,542.57;
- a statement of changes in equity for the year ended 31 December 2013 showing an increase in equity in the amount of PLN 732,373,374.60;
- a statement of cash flows showing an increase in cash and cash equivalents during the course of the year ended 31 December 2013 in the amount of PLN 1,228,323,098.27;
- 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.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the approval of The Management Board's report on the activities of  
PGE Polska Grupa Energetyczna S.A. for the year 2013*

Acting pursuant to article 393 item 1 and 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 2013".

**§ 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 6 June 2014**

*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 2013*

Acting pursuant to article 393 item 1 and article 395 § 2 item 1 of the Commercial Companies Code and article 63c section 4 of the Accounting Act, 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 prepared in accordance with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the financial year ended on 31 December 2013, comprising the following elements audited by a certified auditor:

- a consolidated statement of comprehensive income for the year ended 31 December 2013 showing a net profit of PLN 4,143,163 thousand and a total income of PLN 4,396,477 thousand;
- a consolidated financial position statement drawn up as at 31 December 2013 showing a total balance of assets and liabilities in the amount of PLN 60,751,308 thousand;
- a consolidated statement of changes in equity for the year ended 31 December 2013 showing an increase in equity in the amount of PLN 2,636,977 thousand;
- a consolidated statement of cash flows showing an increase in cash and cash equivalents during the course of the year ended 31 December 2013 in the amount of PLN 1,157,731 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.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the approval of the Management Board's report on the activities of  
the Capital Group of PGE Polska Grupa Energetyczna for the year 2013*

Acting pursuant to article 395 § 5 of the Commercial Companies Code and article 63c section 4 of the Accounting Act, 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 2013".

**§ 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 6 June 2014**

*concerning the distribution of the PGE Polska Grupa Energetyczna S.A. net profit for the financial year 2013 and the determination of the dividend record date and the dividend payment date, as well as the distribution of retained profits and capital solutions and purpose of reserves*

Acting pursuant to Article 395 § 2 item 2 and Article 348 § 1 and 3 of the Commercial Companies Code, and § 43 clause 3 and 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 ("**the Company**"), adopts as follows:

**§ 1**

The Ordinary General Meeting decides to distribute the Company's net profit for the financial year 2013 in the amount of PLN 2,337,559,286.34 (say: two billion three hundred and thirty-seven million five hundred and fifty-nine thousand two hundred and eighty-six zlotys 34/100) as follows:

- a) the amount of PLN 2,056,736,911.90 (say: two billion fifty-six million seven hundred and thirty-six thousand nine hundred and eleven zlotys 90/100) to be allocated for dividend payout to the Company shareholders, which gives a dividend of PLN 1.10 (say: one zloty 10/100) per one Company share,
- b) the amount of PLN 237,631,186.48 (say: two hundred and thirty-seven million six hundred and thirty-one thousand one hundred and eighty-six zlotys 48/100) to be allocated to the supplementary capital,
- c) the amount of PLN 43,191,187.96 (say: forty-three million one hundred and ninety-one thousand one hundred and eighty-seven zlotys 96/100) to be allocated to finance the retained loss resulting from the merger of PGE Polska Grupa Energetyczna S.A. with PGE Energia Jądrowa S.A.

**§ 2**

The Ordinary General Meeting determines as follows:

- the dividend record date at 5 September 2014,
- the dividend payment date at 26 September 2014.

**§ 3**

The Ordinary General Meeting decides to allocate the Company's retained profit in the amount of PLN 2,808,401.20 (say: two million eight hundred and eight thousand four hundred and one zlotys 20/100) resulting from the recognition of actuarial earnings and adjustments to payments from profit for previous periods to the supplementary capital.

#### § 4

The Ordinary General Meeting decides to reverse the capital reserve in the amount of PLN 49,779,301.47 (say: forty-nine million seven hundred and seventy-nine thousand three hundred and one zlotys 47/100) which resulted from the distribution of profit of PGE Electra S.A. effected before the merger of PGE Electra S.A. with PGE Polska Grupa Energetyczna S.A. and to allocate this amount to the supplementary capital.

#### § 5

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 has been adopted in an open ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2013 in connection with his performance of the duties of Chairperson of the Supervisory Board in the period from January 1<sup>st</sup> 2013 to June 27<sup>th</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Mrs Małgorzata Dec for the financial year 2013 in connection with her performance of the duties of the Vice Chairperson of the Supervisory Board in the period from January 1<sup>st</sup> 2013 to June 27<sup>th</sup> 2013 and with her performance of the duties of Chairperson of the Supervisory Board in the period from June 27<sup>th</sup> 2013 to December 31<sup>st</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2013 in connection with his performance of the duties of the Member of the Supervisory Board in the period from January 1<sup>st</sup> 2013 to June 27<sup>th</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Mrs Katarzyna Prus for the financial year 2013 in connection with her performance of the duties of the Member of the Supervisory Board in the period from January 1<sup>st</sup> 2013 to June 27<sup>th</sup> 2013.

**§ 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 secret ballot.



**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2013 in connection with his performance of the duties of the Member of the Supervisory Board in the period from January 1<sup>st</sup> 2013 to December 31<sup>st</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2012 in connection with his performance of the duties of the Member of the Supervisory Board in the period from January 1<sup>st</sup> 2013 to December 31<sup>st</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2013 in connection with his performance of the duties of the Member of the Supervisory Board in the period from January 1<sup>st</sup> 2013 to November 17<sup>th</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Drozd for the financial year 2013 in connection with his performance of the duties of the Member of the Supervisory Board in the period from June 27<sup>th</sup> 2013 to July 17<sup>th</sup> 2013 and with his performance of the duties of Vice Chairperson of the Supervisory Board in the period from July 17<sup>th</sup> 2013 to November 20<sup>th</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Mrs Małgorzata Mika - Bryska for the financial year 2013 in connection with her performance of the duties of Member of the Supervisory Board in the period from June 27<sup>th</sup> 2013 to December 31<sup>st</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Mrs Anna Kowalik for the financial year 2013 in connection with her performance of the duties of the Member of the Supervisory Board in the period from June 27<sup>th</sup> 2013 to July 17<sup>th</sup> 2013 and with her performance of the duties of the Secretary of the Supervisory Board in the period from July 17<sup>th</sup> 2013 to December 31<sup>st</sup> 2013..

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2013 in connection with his performance of the duties in connection with the temporarily delegation from the Supervisory Board to the Management Board in the period from November 18<sup>th</sup> 2013 to December 23<sup>rd</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Jacka Drozda for the financial year 2013 in connection with his performance of the duties in connection with the temporarily delegation from the Supervisory Board to the Management Board in the period from November 21<sup>st</sup> 2013 to December 23<sup>rd</sup> 2013.

**§ 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 secret ballot.



**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**  
*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2013 in connection with his performance of the duties of the Vice President of the Management Board in the period from January 1<sup>st</sup> to November 18<sup>th</sup> 2013 and with his performance of the duties of acting as a President of the Management Board in the period from November 18<sup>th</sup> to December 23<sup>rd</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**  
*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Kilian for the financial year 2013 in connection with his performance of the duties of the President of the Management Board in the period from January 1<sup>st</sup> 2013 to November 18<sup>th</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Mrs Bogusława Matuszewska for the financial year 2013 in connection with her performance of the duties of the Vice President of the Management Board in the period from January 1<sup>st</sup> 2013 to October 25<sup>th</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2013 in connection with his performance of the duties of the Vice President of the Management Board in the period from January 1<sup>st</sup> 2013 to October 25<sup>th</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Smoleń for the financial year 2013 in connection with his performance of the duties of the Vice President of the Management Board in the period from January 1<sup>st</sup> 2013 to July 19<sup>th</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**

*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Woszczyk for the financial year 2013 in connection with his performance of the duties of the President of the Management Board in the period from December 23<sup>rd</sup> 2013 to December 31<sup>st</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**  
*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Dariusz Marzec for the financial year 2013 in connection with his performance of the duties of the acting Vice President of the Management Board in the period from December 24<sup>th</sup> 2013 to December 31<sup>st</sup> 2013.

**§ 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 secret ballot.

**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**  
*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 Drozd for the financial year 2013 in connection with his performance of the duties of the acting Vice President of the Management Board in the period from December 23<sup>rd</sup> 2013 to December 31<sup>st</sup> 2013.

**§ 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 secret ballot.



**RESOLUTION NO. ...**  
**of the Ordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 6 June 2014**  
*concerning the granting of discharge for the year 2013*

Acting pursuant to article 393 section 1 and 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 2013 in connection with his performance of the duties of the acting Vice President of the Management Board in the period from December 23<sup>rd</sup> 2013 to December 31<sup>st</sup> 2013.

**§ 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 secret ballot.