

RESOLUTION no. 52/15/2013

of the Management Board of PGE Polska Grupa Energetyczna S.A.

of 13 March 2013

Acting pursuant to § 14 clause 2 and clause 3, in connection with § 18 clause 1 item 2 and item 10 of the Statutes of PGE Polska Grupa Energetyczna S.A. ("**the Company**"), the Management Board decides as follows:

§ 1

1. To propose that the Company's net profit for the financial year 2012 in the amount of PLN 783,997,742.44 (say: seven hundred and eighty-three million nine hundred and ninety-seven thousand seven hundred and forty-two 44/100 zlotys) and that part of the supplementary capital which can be allocated for dividend payment in the amount of PLN 823,996,570.50 (say: eight hundred and twenty-three million nine hundred and ninety-six thousand five hundred and seventy 50/000 zlotys) be distributed as follows:
 - PLN 0.86 per one Company share, i.e. PLN 1,607,994,312.94 (say: one billion six hundred and seven million nine hundred and ninety-four thousand three hundred and twelve 94/100 zlotys) to be allocated for dividend payout to the Company's shareholders.
2. To propose the dividend record date at 05 September 2013.
3. To propose the dividend payment date at 26 September 2013.
4. To propose that retained profit of PLN 77,552,830.60 (say: seventy-seven million five hundred and fifty-two thousand eight hundred and thirty 60/100 zlotys) resulting from changes in the accounting principles and actuarial losses be allocated to the supplementary capital.

§ 2

To request that the Supervisory Board evaluate the proposal concerning the distribution of net profit for the financial year 2012 and a part of the supplementary capital as well as the determination of the aforementioned dividend record date and the dividend payment date, and the distribution of retained profit.

§ 3

The resolution becomes effective as at the day of its adoption.
The Resolution has been passed unanimously.