RESOLUTION NO. …
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2013

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 27 June 2013

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 announcement of the result of the recruitment procedure related to the selection of member of the Management Board of PGE Polska Grupa Energetyczna S.A.

7. The consideration of the IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2012 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 2012 and the adoption of a resolution concerning its approval.

9. The consideration of the IFRS-consistent consolidated financial statements of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the financial year ended 31 December 2012 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 2012 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 2012 and allocation part of the supplementary capital for the dividend as well as the determination of the dividend record date and the dividend payment date.

12. The adoption of resolutions concerning the granting of discharge to the members of the Management Board and Supervisory Board.

13. The adoption of a resolution concerning the determination of number of the Supervisory Board members

14. The adoption of a resolutions concerning changes in the Supervisory Board

15. The adoption of a resolutions concerning the merger of PGE Polska Grupa Energetyczna S.A. and PGE Energia Jądrowa S.A., giving consent to to the merger plan and giving consent to the changes in the Company Statutes of PGE Polska Grupa Energetyczna S.A. as well as the authorisation of the Supervisory Board to determine the consolidated text of the Statutes of PGE Polska Grupa Energetyczna S.A.

16. 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 27 June 2013

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 27 June 2013

concerning the approval of the IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2012

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 Standalone Financial Statements prepared in accordance with IFRS of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2012 comprising the following elements audited by a certified auditor:

- a statement of comprehensive income for the year ended 31 December 2012 showing a net profit of PLN 783,997,742.44 and a total income of PLN 782,861,619.17;
- a financial position statement drawn up as at 31 December 2012 showing a total balance of assets and liabilities in the amount of PLN 30,390,557,502.03;
- a statement of changes in equity for the year ended 31 December 2012 showing a reduction in equity in the amount of PLN 2,638,610,415.1;
- a statement of cash flows showing a reduction in cash and cash equivalents during the course of the year ended 31 December 2012 in the amount of PLN 65,209,030.73;
- 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 27 June 2013

concerning the approval of The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2012

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 2012".

§ 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 27 June 2013

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 2012

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 prepared in accordance with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the financial year ended on 31 December 2012, comprising the following elements audited by a certified auditor:

- a consolidated statement of comprehensive income for the year ended 31 December 2012 showing a net profit of PLN 3,233,112 thousand and a total income of PLN 3,067,574 thousand;
- a consolidated financial position statement drawn up as at 31 December 2012 showing a total balance of assets and liabilities in the amount of PLN 58,253,935 thousand;
- a consolidated statement of changes in equity for the year ended 31 December 2012 showing a reduction in equity in the amount of PLN 441,799 thousand;
- a consolidated statement of cash flows showing an increase in cash and cash equivalents during the course of the year ended 31 December 2012 in the amount of PLN 749,008 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 27 June 2013

concerning the approval of the Management Board's report on the activities of the Capital Group of PGE Polska Grupa Energetyczna for the year 2012

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 2012".

§ 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 27 June 2013

concerning the distribution of the Company's net profit for the financial year 2012 and allocation part of the supplementary capital for the dividend as well as the determination of the dividend record date and the dividend payment date

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 of the Company decides to allocate the Company's net profit for the period from 1 January 2012 to 31 December 2012 in the amount of PLN 783,997,742.44 and a part of the supplementary capital in the amount of PLN 823,996,570.50 for the dividend payout to the Company's shareholders in the total amount of PLN 1,607,994,312.94, i.e. PLN 0.86 per one share.

§ 2

The Ordinary General Meeting of the Company decides to allocate the Company's retained profit in the amount of PLN 77,552,830.60 resulting from changes in the accounting principles and actuarial losses to the supplementary capital.

§ 3

The Ordinary General Meeting determines as follows:

- the dividend record date at 5 September 2013,
- the dividend payment date at 26 September 2013.

§ 4

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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of Chairperson of the Supervisory Board in the period from 1 January 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 Mrs Małgorzata Dec for the financial year 2012 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 January 2012 to 30 May 2012 and with her performance of the duties of Vice Chairperson of the Supervisory Board in the period from 31 May 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 Mrs Katarzyna Prus for the financial year 2012 in connection with her performance of the duties of the Secretary of the Supervisory Board in the period from 1 January 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of Vice Chairperson of the Supervisory Board in the period from 1 January 2012 to 30 May 2012 and with his performance of the duties of the Member of the Supervisory Board in the period from 31 May 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 Szmuniewski for the financial year 2012 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2012 to 30 May 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2012 to 30 May 2012.

§ 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 27 June 2013
concerning the granting of discharge for the year 2012

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 Kilian for the financial year 2012 in connection with his performance of the duties of the President of the Management Board in the period from 5 March to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 Mrs Bogusława Matuszewska for the financial year 2012 in connection with her performance of the duties of the Vice President of the Management Board in the period from 5 March 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 Smoleń for the financial year 2012 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 October 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2012 to 31 December 2012.

§ 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 27 June 2013

concerning the granting of discharge for the year 2012

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 2012 in connection with his performance of the duties of the acting President of the Management Board in the period from 1 January 2012 to 4 March 2012 and with his performance of the duties of the Vice President of the Management Board in the period from 5 March 2012 to 3 July 2012.

§ 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 27 June 2013

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 ……. persons.

§ 2

The Ordinary General Meeting annuls resolution number 26 of the Ordinary General Meeting of 30 May 2012.

§ 3

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

The total number of valid votes cast: ………………………

The number of votes cast for the resolution: ………………

The number of votes cast against the resolution: ………….

The number of abstaining votes: …………………………..

The resolution was adopted in an open ballot.

RESOLUTION NO. …
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2013
concerning changes in 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 ….. 2013 the Ordinary General Meeting appoints Mr/Ms ……………….. to composition of the Supervisory Board.

§ 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 27 June 2013
concerning changes in 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 ….. 2013 the Ordinary General Meeting dismiss Mr/Ms ……………….. from composition of the Supervisory Board.

§ 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 27 June 2013

concerning the merger of the company PGE Polska Grupa Energetyczna Spółka Akcyjna seated in Warsaw with the company PGE Energia Jądrowa Spółka Akcyjna seated in Warsaw, at the conditions stipulated in the merger plan published in the Court and Economic Monitor No. 98/2013 (4215), item 7022, expression of consent to the merger plan and the amendment of the statute

Acting pursuant to art. 506 § 1, 2 and 4 of the act of 15 September 2000 - the Commercial companies code (Journal of Laws from 2000 No. 94, item 1037, as amended - CCC) and § 37 clause 1 pt 6) and pt 8) of the Company Statute, the Ordinary General Shareholders' Meeting of PGE Polska Grupa Energetyczna Spółka Akcyjna seated in Warsaw, upon consideration of the verbal explanations provided by the Management Board in the matter of the essential elements of the Merger Plan, hereby decides what follows:

§ 1

The Ordinary General Shareholders' Meeting of PGE Polska Grupa Energetyczna Spółka Akcyjna seated in Warsaw („Merging Company") hereby decides to approve the merger of PGE Polska Grupa Energetyczna Spółka Akcyjna seated in Warsaw with PGE Energia Jądrowa Spółka Akcyjna seated in Warsaw (00-496), ul. Mysia 2, entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, entry number KRS 0000345416 („Merged Company"), in the manner prescribed in art. 492 § 1 pt 1 CCC, art. 515 CCC § 1 and art. 516 § 6 CCC, i.e. by way of transferring the entire assets of the Merged Company to the Merging Company, without increasing the share capital of the Merging Company and without the issue of new shares in the Merging Company in return for the shares of the Merged Company, and at conditions defined in the Merger Plan.

§ 2

1. The merger specified in § 1 above shall be executed at the conditions defined in the Merger Plan of the Merging Company with the Merged Company agreed on 16 May 2013 and published in the Court and Economic Monitor No. 98/2013 (4215), on 22 May 2013, item 7022.
2. The Ordinary General Shareholders' Meeting of the Merging Company hereby accepts the Merger Plan mentioned in clause 1.

§ 3

The transfer of the assets of the Merged Company to the Merging Company shall be effected on the merger date i.e. on the date of registry of the merger in the register of entrepreneurs of the National Court Register maintained for the Merging Company.

§ 4

The Ordinary General Shareholders' Meeting of the Merging Company hereby decides to amend the Statute of the Merging Company as follows:

1. § 3 clause 1 of the Statute of the Merging Company assumes the following wording:

„§ 3

1. The object of Company activity consists of the following:
1) mining of hard coal (PKD 05.10.Z),
2) mining of lignite (PKD 05.20.Z),
3) mining of uranium and thorium ores (PKD 07.21.Z),
4) operation of gravel and sand pits; mining of clays and kaolin (PKD 08.12.Z),
5) other mining and quarrying n.e.c. (PKD 08.9),
6) support activities for other mining and quarrying (PKD 09.90.Z),
7) manufacture of coke oven products (PKD 19.10.Z),
8) processing of nuclear fuel (PKD 24.46.Z),
9) manufacture of metal structures and parts of structures (PKD 25.11.Z),
10) manufacture of electronic components (PKD 26.11.Z),
11) manufacture of electricity distribution and control apparatus (PKD 27.12.Z),
12) manufacture of wiring devices (PKD 27.33.Z),
13) manufacture of other electrical equipment (PKD 27.90.Z),
14) repair, maintenance and installation of machines and equipment (PKD 33),
15) generation, transmission, distribution and trading of electricity (PKD 35.1),
16) manufacture of gaseous fuel; distribution and trading of gaseous fuel in a network system (PKD 35.2),
17) manufacture and distribution of steam, hot water and air for air conditioning installations (PKD 35.3),
18) water collection, treatment and supply (PKD 36.00.Z),
19) sewerage (PKD 37.00.Z),
20) activities related to the collection, processing and neutralization of waste; recycling of raw materials (PKD 38),
21) remediation activities and other waste management services (PKD 39.00.Z),
22) development of building projects (PKD 41.10.Z),
23) construction of residential and non-residential buildings (PKD 41.20.Z),
24) works related to the development of pipelines, telecommunication lines and power lines (PKD 42.2),
25) construction of water projects (PKD 42.91.Z),
26) construction of other civil engineering projects n.e.c. (PKD 42.99.Z),
27) specialised construction works (PKD 43),
28) wholesale on a fee or contract basis (PKD 46.1),
29) wholesale of other machinery and equipment (PKD 46.69.Z),

30) other specialized wholesale (PKD 46.7),
31) freight rail transport (PKD 49.20.Z),
32) freight transport by road (PKD 49.41.Z),
33) transport via pipeline (PKD 49.50),
34) warehousing and storage of other goods (PKD 52.10.B),
35) service activities incidental to land transportation (PKD 52.21.Z),
36) cargo handling (PKD 52.24.C),
37) telecommunications (PKD 61),
38) activities related to software and consulting in the scope of information technology and associated activities (PKD 62),
39) data processing, hosting and related activities (PKD 63.11.Z),
40) other information service activities n.e.c. (PKD 63.99.Z),
41) other monetary intermediation (PKD 64.19.Z),
42) activities of holding companies (PKD 64.20.Z),
43) trusts, funds and similar financial entities (PKD 64.30.Z),
44) other financial service activities, except insurance and pension funding n.e.c. (PKD 64.9),
45) security and commodity contracts brokerage (PKD 66.12.Z),
46) other activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z),
47) buying and selling of own real estate (PKD 68.10.Z),
48) renting and operating of own or leased real estate (PKD 68.20.Z),
49) management of real estate on a fee or contract basis (PKD 68.32.Z),
50) accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z),
51) activities of head offices and holdings, with the exception of financial holdings (PKD 70.10.Z),
52) management consultancy (PKD 70.2),
53) architecture and engineering activities and related consultancy (PKD 71.1),
54) technical testing and analysis (PKD 71.20),
55) other research and experimental development on natural sciences and engineering (PKD 72.19.Z),
56) market research and public opinion polling (PKD 73.20.Z),
57) specialised design activities (PKD 74.10.Z),
58) renting and leasing of other vehicles, with the exception of motorcycles (PKD 77.12.Z),
59) renting and leasing of construction and civil engineering machinery and equipment (PKD 77.32.Z),
60) renting and leasing of other machinery, equipment and tangible goods n.e.c. (PKD 77.39.Z),
61) security systems service activities (PKD 80.20.Z),
62) commercial activities n.e.c. (PKD 82.9),
63) regulation of and contribution to more efficient operation of businesses (PKD 84.13.Z),
64) defence activities (PKD 84.22.Z),
65) other education n.e.c. (PKD 85.59).”

2. § 3 clause 3 of the Statute of the Merging Company assumes the following wording

„§ 3.

3. The Company shall conduct its activities in compliance with the applicable legal regulations. In particular, the scope of the activity referred to in clause 1 item 15:

1) such activity shall be conducted in compliance with the provisions of the Energy Law of 10 April 1997 (consolidated text: Journal of Laws of 2006, no. 89, item 625, as amended), concerning, among other things, the status of distribution system operators, with respect to their legal and organization forms as well as decision making processes, as entities independent of any other activities not related to electricity distribution,

2) the Company shall not conduct the activity consisting in the fulfilment of the functions of a power grid transmission system operator."

3. clause 4 shall be added after clause 3 in § 6 of the Statute of the Merging Company in the following wording:

„4. Pursuant to art. 492 § 1 pt 1 of the Commercial companies code, the Company (as the merging company) has been merged with PGE Energia Jądrowa S.A. seated in Warsaw."

§ 5

The resolution shall be performed by the Management Board of the Merging Company in agreement with the Management Board of the Merged Company.

§ 6

The resolution becomes effective upon adoption. Amendments in the Statute of the Merging Company shall become effective upon the registry of 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.

RESOLUTION NO. [●]
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 27 June 2013

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 27 June 2013.

§ 2

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

The total number of valid votes cast: ………………………

The number of votes cast for the resolution: ………………

The number of votes cast against the resolution: ………….

The number of abstaining votes: …………………………..

The resolution was adopted in an open ballot.