



**"PGE Polska Grupa Energetyczna Spółka Akcyjna"
The Ordinary General Meeting
convened for 27 June 2013**

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 Ordinary General Meeting of the Company to be held **at 12.00 p.m. on 27 June 2013**, in Warsaw, in the InterContinental Hotel at 49 Emilii Plater Street, 00-125 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@gkpgge.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 406³ 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 12.00 p.m. on 27 June 2013, in Warsaw, in the InterContinental Hotel, at 49 Emilii Plater Street, 00-125 Warszawa.

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 7 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 31 December 2012

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

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 consolidated financial statements consistent with IFRS of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2012

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

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 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

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 Marcin Zieliński for the year 2012

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 Mrs Małgorzata Dec for the year 2012

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 Barylski for the year 2012

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 Czesław Grzesiak for the year 2012

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 Mr Grzegorz Krystek for the year 2012

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 Mrs Katarzyna Prus for the year 2012

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 Maciej Baltowski for the year 2012

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 Mr Zbigniew Szmuniowski for the year 2012

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 Krzysztof Żuk for the year 2012

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 Krzysztof Kilian for the year 2012

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 Mrs Bogusława Matuszewska for the year 2012

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 Wojciech Ostrowski for the year 2012

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 2012

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 Piotr Szymanek for the year 2012

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 Skowroński for the year 2012

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

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 14 of the agenda: The adoption of resolutions concerning the changes in the Supervisory Board - appointment

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 14 of the agenda: The adoption of resolutions concerning the changes in the Supervisory Board - dismissal

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 15 of the agenda: The adoption of a resolution concerning changes in the Company Statutes.
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 16 of the agenda: The adoption of a resolution 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

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 16 of the agenda: The adoption of a resolution 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

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: _____	Name and surname: _____
Business name: _____	Business name: _____
Position: _____	Position: _____
Address: _____	Address: _____
Signature: _____	Signature: _____
Place: _____	Place: _____
Date: _____	Date: _____

*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 Ordinary 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 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 resolution concerning changes in the Company Statutes.
16. 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.
17. 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 2012

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. 16
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 Szmuniowski 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 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 201 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 changes in the Company Statutes

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw, ("**the Company**"), adopts as follows:

§ 1

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

1. in § 18 clause 2 item 6 will read as follows:
"6) the Company's entering into agreements other than these referred to above or incurring liabilities other than these mentioned above whose value is equal to or higher than 100,000,000.00 euros; however, the Company's entering into agreements or incurring liabilities related to trade in electricity, related products or related rights as well as fuels shall not require the Supervisory Board's consent,"
2. in § 18 clause 2, after item 7, subsequent items 8 , 9, 10, 11 and 12 will be added; the items will read as follows:
 - 8) "**investment undertakings** concerning or related to a power generation unit or a combined heat and power generation unit with a value exceeding 50,000,000.00 euros, or a power distribution network with a value exceeding 5,000,000.00 euros, within the meaning of the Energy Law, to be carried out or co-financed by the Company or to be secured by the Company or on the Company's assets,
 - 9) **projects** concerning or related to exploration for, or identification of, mineral deposits or extraction of minerals with a value exceeding 50,000,000.00 euros, within the meaning of the Geological and Mining Law, to be carried out or co-financed by the Company or to be secured by the Company or on the Company's assets,
 - 10) the manner of exercising the voting right by a representative of PGE Polska Grupa Energetyczna S.A. at General Meetings in companies in which the Company holds at least 50% of shares or interests, in matters concerning power generation units or combined heat and power generation units with a value exceeding 50,000,000.00 euros or power distribution networks with a value exceeding 5,000,000.00 euros, within the meaning of the Energy Law,
 - 11) the manner of exercising the voting right by a representative of PGE Polska Grupa Energetyczna S.A. at General Meetings in companies in which the Company holds at least 50% of shares or interests, in matters concerning projects related to exploration for, or identification of, mineral deposits or extraction of minerals, within the meaning of the Geological and Mining Law, with a value exceeding 50,000,000.00 euros,
 - 12) the manner of exercising the voting right by a representative of PGE Polska Grupa Energetyczna S.A. at General Meetings in companies whose objects include electric power generation, transmission or distribution, in the following matters:
 - incurring by these companies of contingent liabilities,
 - concluding credit or loan agreements,
 - establishing security by these companies, including security on their property,

–concluding other agreements or adopting of resolutions at General Meetings / Assembly of Partners, concerning or related to power generation units, combined power and heat generation units with a value exceeding 50,000,000.00 euros or power distribution networks within the meaning of the Energy Law with a value exceeding 5,000,000.00 euros, as well as concerning or related to exploration for, or identification of, mineral deposits or extraction of minerals, within the meaning of the Geological and Mining Law, with a value exceeding 50,000,000.00 euros."

3. in § 42, after item 4, subsequent items 5, 6 and 7 will be added; the items will read as follows:

- 5) "to provide the Supervisory Board with quarterly information on investment undertakings referred to in § 18 clause 2 items 8, 9, irrespective of progress in the execution of a particular undertaking or project,
- 6) to provide the Supervisory Board with information on the course of, and decisions adopted at, General Meetings with respect to matters referred to in § 18 clause 2 items 10, 11 and 12,
- 7) to provide the Supervisory Board, within two months from the end of General Meetings in companies in which the Company holds shares or interests, such meetings dealing with the approval of financial statements and reports on business activities or consolidated financial statements of capital groups and reports on business activities of capital groups, with annual information concerning the execution of investment undertakings concerning or related to power generation units, combined power and heat generation units with a value exceeding 50,000,000.00 euros or power distribution networks with a value exceeding 5,000,000.00 euros, as well as projects concerning or related to exploration for, or identification of, mineral deposits or extraction of minerals, within the meaning of the Geological and Mining Law, with a value exceeding 50,000,000.00 euros."

4. in § 45, after item 5, subsequent items 6 and 7 will be added; the items will read as follows:

"6. Whenever these Statutes refer to the Energy Law, it shall mean the Energy Law of 10 April 1997 (Journal of Laws of 2012, item 1059, as amended).

7. Whenever these Statutes refer to the Geological and Mining Law, it shall mean the Geological and Mining Law of 9 June 2011 (Journal of Laws, no. 163, item 981, as amended)."

§ 2

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned changes in the register of entrepreneurs of the National Court Register.

The total number of valid votes cast:

The number of votes cast for the resolution:

The number of votes cast against the resolution:

The number of abstaining votes:

The resolution was adopted in an open ballot.

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.