

**Appendix no. 2 to the current report no. 23/2010 dated April 16, 2010 of PGE Polska Grupa Energetyczna S.A.**

The changes of the Statute of PGE Polska Grupa Energetyczna S.A. effected by resolution no. 3 of the Extraordinary General Meeting of March 30, 2010.

1. § 8 of the Company Statutes was abolished.

2. previous content of § 21 clause 1 of the Company Statutes:

"§ 21 clause 1

The Supervisory Board shall consist of from seven to nine members."

hereby amended as follows:

"§ 21 clause 1

The Supervisory Board shall consist of from five to nine members."

3. previous content of § 27 clause 2 of the Company Statutes:

"§ 27 clause 2

The Regulations of the Supervisory Board referred to in clause 1 above or a resolution of the General Meeting may provide for the establishment of committees within the Supervisory Board, in particular the Audit Committee and Remuneration Committee."

hereby amended as follows:

"§ 27 clause 2

The Regulations of the Supervisory Board referred to in clause 1 above, or a resolution of the General Meeting may provide for the establishment of committees within the Supervisory Board, in particular the Audit Committee as well as the Appointments and Remuneration Committee."

4. previous content of § 27 clause 3 of the Company Statutes:

"§ 27 clause 3

Members of the Supervisory Board shall be obliged to participate in meetings of the Supervisory Board. A member of the Supervisory Board shall provide reasons for his/her absence at a meeting in writing. Excusing the absence of a member of the Board from its meeting shall require a resolution of the Supervisory Board.

hereby amended as follows:

"§ 27 clause 3

Members of the Supervisory Board shall be obliged to participate in meetings of the Supervisory Board. Excusing the absence of a member of the Board from its meeting shall require a resolution of the Supervisory Board."

5. In § 22 clause 1 of the Company Statutes the reference to "§ 21 clause 3 of the Statutes" was substituted with the following reference: "§ 20 clause 3 of the Statutes";

6. The current numbering of paragraphs § 9 to § 31 of the Company Statutes was changed in such manner that they will be numbered as § 8 to § 30 of the Company Statutes respectively;

7. § 31 was added to the Company Statutes:

"§ 31

1. The General Meeting shall be convened by the Management Board by way of an announcement made on the Company's website and in the manner specified for conveying current information in accordance with the regulations concerning public offerings, conditions for introducing financial instruments to an organised trading system and public companies.

2. Such announcement should be made at least twenty six days before the date of the General Meeting."

8. previous content of § 44 of the Company Statutes:

"§ 44

The Company shall publish its announcements in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy). This obligation shall not apply to announcement concerning the convening of the General Meeting made after the date on which the Company becomes a public company; such announcement shall be made exclusively in the manner specified in article 4021 of the Commercial Companies Code. All copies of such announcements shall be sent to the State Treasury as long as the State Treasury remains the Company's shareholder. If a legal regulation requires that the Company publish an announcement additionally in a periodical other than the Court and Commercial Gazette, such periodical shall be a national daily newspaper."

"§ 44

The Company shall publish its announcements in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy). This obligation shall not apply to announcements concerning the convening of the General Meeting. All copies of such announcements shall be sent to the State Treasury as long as the State Treasury remains the Company's shareholder. If a legal regulation requires that the Company publish an announcement additionally in a periodical other than the Court and Commercial Gazette, such periodical shall be a national daily newspaper."

9. § 46 of the Company Statutes was abolished.