

**RESOLUTION NO. [●]**  
**of the Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 March 2010**  
*concerning the election of Chairperson of the Extraordinary General Meeting*

The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**") adopts as follows:

**§ 1**

Acting pursuant to article 409 § 1 of the Commercial Companies Code and § 32 of the Company Statutes, the Extraordinary General Meeting of the Company elects Mr/Ms [●] as Chairperson of the Extraordinary 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 Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 30 March 2010**  
*concerning the adoption of the agenda of the Extraordinary General Meeting*

The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**") adopts as follows:

**§ 1**

The Extraordinary General Meeting of the Company adopts the following agenda of the Extraordinary General Meeting:

1. The opening of the General Meeting.
2. The election of a Chairperson of the General Meeting.
3. The ascertainment of the correctness of convening the General Meeting and its capability of adopting resolutions.
4. The adoption of the agenda of the General Meeting.
5. The adoption of a resolution concerning changes in the Company Statutes.
6. The adoption of a resolution concerning the adoption of the Regulations of the General Meeting of the Company.
7. The adoption of a resolution concerning changes in the composition of the Company's Supervisory Board, including the appointment of members of the Supervisory Board meeting the conditions specified in § 21 clause 4 of the Company Statutes.
8. The adoption of a resolution concerning the Company's coverage of the costs of convening and holding the General Meeting.
9. All other business.
10. 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 Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**on 30 March 2010**  
*concerning changes in the Company Statutes.*

The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**") adopts as follows:

**§ 1**

Acting pursuant to articles 430 § 1 and 415 § 1 of the Commercial Companies Code as well as § 37 clause 1 item 8 of the Company Statutes, after reviewing the Supervisory Board's opinion on the subject matter included in resolution no. 109/VIII/2010 of 26 January 2010, the Extraordinary General Meeting hereby decides to effect the following changes in the Company Statutes:

1. § 8 of the Company Statutes will be deleted.
2. § 21 clause 1 of the Company Statutes will read as follows:  
*"§ 21 clause 1*  
*The Supervisory Board shall consist of from five to nine members."*
3. § 27 clause 2 of the Company Statutes will read 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. § 27 clause 3 of the Company Statutes will read 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. § 22 clause 1 of the Company Statutes will be changed in such manner that the reference to *"§ 21 clause 3 of the Statutes"* will be substituted with the following reference: *"§ 20 clause 3 of the Statutes"*;
6. The current numbering of paragraphs § 9 to § 31 of the Company Statutes will be changed in such manner that they will be numbered as § 8 to § 30 of the Company Statutes respectively;
7. § 31 will be added to the Company Statutes. It will read as follows:  
*"§ 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. § 44 of the Company Statutes will read as follows:  
"§ 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 will be deleted.

## **§ 2**

The General Meeting adopts the consolidated text of the Company Statutes, which constitutes an enclosure to this resolution.

## **§ 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.

Enclosure: The consolidated text of the Company Statutes.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 March 2010**

*concerning the adoption of the Regulations of the General Meeting*

The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**") adopts as follows:

**§ 1**

Acting pursuant to § 30 clause 2 of the Company Statutes, the Extraordinary General Meeting of the Company hereby adopts the Regulations of the General Meeting, whose text constitutes an enclosure to this resolution.

**§ 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.

Enclosure: The Regulations of the General Meeting.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 March 2010**

*concerning changes in the composition of the Supervisory Board –  
dismissal of a member of the Supervisory Board*

The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**") adopts as follows:

**§ 1**

Acting pursuant to article 385 § 1 of the Commercial Companies Code and § 21 clause 2 of the Company Statutes, the Extraordinary General Meeting hereby dismisses Mr/Ms [●] from the position of member 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 a secret ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 March 2010**

*concerning changes in the composition of the Supervisory Board –  
appointment of a member of the Supervisory Board*

The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**") adopts as follows:

**§ 1**

Acting pursuant to article 385 § 1 of the Commercial Companies Code and § 21 clause 4 of the Company Statutes, the Extraordinary General Meeting hereby appoints Mr/Ms [●] to the position of member 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 a secret ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 30 March 2010**

*concerning the Company's coverage of the costs of convening and  
holding the General Meeting.*

The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**") adopts as follows:

**§ 1**

Acting pursuant to article 400 § 4 of the Code of Commercial Companies, the Extraordinary General Meeting hereby decides that the costs of convening and holding today's Extraordinary General Meeting will be borne by 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 an open ballot.