

**RESOLUTION NO. 1**  
**of the Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of February 6<sup>th</sup> 2014**

*concerning the election of Chairperson of the Extraordinary General Meeting*

Acting pursuant to article 409 § 1 of the Commercial Companies Code and § 32 of the Company Statutes, the Extraordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

The Extraordinary General Meeting elects Mrs Anna Kowalik as Chairperson of the Extraordinary General Meeting of the Company.

The total number of valid votes cast: 1 378 032 864

The number of votes cast for the resolution: 1 378 032 863

The number of votes cast against the resolution: 1

The number of abstaining votes: 0

The resolution was adopted in a secret ballot.

The valid votes was cast from 1 378 032 864 shares accounting for 73.70 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point an objection was raised to the protocol to the above resolutions no. 1

**RESOLUTION NO. 2**  
**of the Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of February 6<sup>th</sup> 2014**

*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 adopts the following agenda of the Extraordinary 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 results of the recruitment procedure related to the selection of a member of the Management Board of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw,
7. The adoption of resolution concerning the changes in the in the Company Statutes
8. The adoption of resolution concerning the authorization of the Supervisory Board to determine the consolidated text of the Statutes of the Company adopted by the Extraordinary General Meeting of the Company on February 6<sup>th</sup>, 2014,
9. The adoption of a resolution concerning the determination of number of the Supervisory Board members,
10. The adoption of resolutions concerning changes in the Supervisory Board. of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw,
11. 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: 1 378 032 864

The number of votes cast for the resolution: 1 361 743 456

The number of votes cast against the resolution: 1

The number of abstaining votes: 16 289 407

The resolution was adopted in an open ballot.

The valid votes was cast from 1 378 032 864 shares accounting for 73.70 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point an objection was raised to the protocol to the above resolutions no. 2

**RESOLUTION NO. 3**  
**of the Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of February 6<sup>th</sup> 2014**

*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 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 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: 1 378 030 455

The number of votes cast for the resolution: 1 377 989 467

The number of votes cast against the resolution: 40 988

The number of abstaining votes: 0

The resolution was adopted in an open ballot.

The valid votes was cast from 1 378 030 455 shares accounting for 73.70 % in share capital of PGE Polska Grupa Energetyczna S.A.

**RESOLUTION NO. 4**  
**of the Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of February 6<sup>th</sup> 2014**  
*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 Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw, (**"the Company"**), adopts as follows:

§ 1

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

1. in § 20 clause 1 will read as follows:

"1. The Supervisory Board shall consist of from five to nine members. The Supervisory Board elected by way of group voting shall consist of five members."

2. in § 20 clause 3 will read as follows:

"3. At least half of members of the Supervisory Board, appointed by the General Meeting shall be elected from among persons identified by a shareholder specified in § 46 clause 2."

3. the § 22 will read as follows:

"§ 22

1. The Supervisory Board shall elect its Chairperson ,Vice Chairperson and Secretary from among its members.
2. The Supervisory Board may elect a new Chairperson, Vice Chairperson or Secretary of the Board at any time.
3. The Chairperson of the Supervisory Board is elected from among persons identified by a shareholder specified in § 46 clause 2.
4. Meetings of the Supervisory Board shall be chaired by its Chairperson and in the event of his/her absence the Vice Chairperson.
5. Declarations addressed to the Supervisory Board between its meetings shall be submitted to the Chairperson of the Board, and if it is not possible, to the Vice Chairperson of the Board or its Secretary."

§ 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: 1 378 032 864

The number of votes cast for the resolution: 1 211 359 470

The number of votes cast against the resolution: 166 148 353

The number of abstaining votes: 525 041

The resolution was adopted in an open ballot.

The valid votes was cast from 1 378 032 864 shares accounting for 73.70 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point an objection was raised to the protocol to the above resolutions no. 4

## **RESOLUTION NO. 5**

### **of the Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" of February 6<sup>th</sup> 2014**

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

#### **§ 1**

The Extraordinary General Meeting authorizes the Supervisory Board to determine the consolidated text of the Company Statutes including the amendments adopted by the Extraordinary General Meeting of Shareholders on February 6<sup>th</sup> 2014.

#### **§ 2**

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

The total number of valid votes cast: 1 378 032 864

The number of votes cast for the resolution: 1 271 530 936

The number of votes cast against the resolution: 105 976 887

The number of abstaining votes: 525 041

The resolution was adopted in an open ballot.

The valid votes was cast from 1 378 032 864 shares accounting for 73.70 % in share capital of PGE Polska Grupa Energetyczna S.A.

At this point an objection was raised to the protocol to the above resolutions no. 5

**RESOLUTION NO. 6**  
**of the Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of February 6<sup>th</sup> 2014**  
*concerning to order a break in proceeding*  
*of the Extraordinary General Meeting.*

Acting pursuant to article 408 § 2 of the Commercial Companies Code and § 18 section 5 of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

1. The Extraordinary General Meeting orders a break in its proceedings until February 28<sup>th</sup>, 2014 up to 12:00 p.m.
2. The resumption of the Extraordinary General Meeting will take place on February 28<sup>th</sup>, 2014 at 12:00 p.m. in Warsaw, at the Novotel Hotel at 94/98 Marszałkowska Street.

**§ 2**

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

The total number of valid votes cast: 1 378 032 864

The number of votes cast for the resolution: 1 167 125 744

The number of votes cast against the resolution: 1

The number of abstaining votes: 210 907 119

The resolution was adopted in an open ballot.

The valid votes was cast from 1 378 032 864 shares accounting for 73.70 % in share capital of PGE Polska Grupa Energetyczna S.A.