

EXPERT AUDITOR OPINION

from the audit of the merger plan of the following companies:

**PGE Polska Grupa Energetyczna S.A. with its registered office in
Warsaw**

and

PGE Górnictwo i Energetyka S.A. with its registered office in Łódź

and

PGE Energia S.A. with its registered office in Lublin

Warsaw, March 2010

EXPERT AUDITOR OPINION

from the audit of the correctness and reliability of the merger plan in the scope defined in art. 503 of the Commercial Companies Code

prepared for

the District Court of the City of Warsaw, XII Commercial Division of the National Court Register

and for

**the Management Boards of: PGE Polska Grupa Energetyczna S.A.,
PGE Górnictwo i Energetyka S.A.
and PGE Energia S.A.**

Pursuant to the decision of the District Court for the City of Warsaw, XII Commercial Division of the National Court Register dated February 12, 2010 appointing Zbigniew Telega as the expert auditor acting on behalf of PKF Audyt Sp. z o.o., I have performed an audit of the merger plan related to the following companies: PGE Polska Grupa Energetyczna S.A. (the "Acquiring Company") and PGE Górnictwo i Energetyka S.A. and PGE Energia S.A. (the "Acquired Companies"), in the following scope:

1. Type, business name and seat of the merging Companies
2. Shares exchange proportion
3. Conditions of allocating merger shares to the shareholders of Acquired Companies
4. Conditions of allocating merger shares to successors mentioned in art. 11 section 2 of the Conversion act
5. Date from which the merger shares entitle shareholders to participate in the profits of the Acquiring Company
6. Rights granted by the Acquiring Company to the shareholders of the Acquired Companies or other particularly entitled persons in the Acquired Companies
7. Particular benefits for members of the corporate bodies of the merging Companies as well as for other merger participants
8. Mandatory appendices to the merger plan (art. 499 § 2 in relation to art. 516 § 6 of the Commercial Companies Code)

The object of my audit consisted of the verification of the correctness and reliability of data presented in the merger plan with respect to the provisions of art. 503 of the act of September 15, 2000 – Commercial Companies Code (Journal of Laws No. 94, item 1037, as amended), hereinafter referred to as the CCC.

I have performed the audit according to the following provisions:

- Title IV, Section II of the act of September 15, 2000 – Commercial Companies Code,
- knowledge and experience stemming from the standards related to the profession of expert auditor issued by the National Chamber of Statutory Auditors, in the period of their validity

It is my opinion that the enclosed merger plan of the companies PGE Polska Grupa Energetyczna S.A. (Acquiring Company) and PGE Górnictwo i Energetyka S.A. and PGE Energia S.A. (Acquired Companies), complies in both form and content with the effective provisions of the CCC and, in particular, contains all the information required under art. 499 § 1 of the CCC. Furthermore, the merger plan:

- adequately defines the proportion of the exchange of shares of the Acquired Companies' shares into shares of the Acquiring Company as:
 - 1 share of PGE Górnictwo i Energetyka S.A. = 1.27560301 shares of PGE Polska Grupa Energetyczna S.A.
 - 1 share of PGE Energia S.A. = 0.05891657 shares of PGE Polska Grupa Energetyczna S.A.
- specifies that as a result of the issue of 139,698,146 shares of PGE Polska Grupa Energetyczna S.A. with a nominal value of PLN 10.00 (ten) each, the share capital of PGE Polska Grupa Energetyczna S.A. shall be increased by an amount not greater than PLN 1,369,981,460.00
- rightly assumes that the basis for defining the proportion of exchange of shares consists of the appraisal of the Companies as follows:
 - in the case of PGE Polska Grupa Energetyczna S.A., the appraisal shall be based on the results of the company calculated according to the discounted cash flow (DCF) method;
 - in the case of PGE Górnictwo i Energetyka S.A. and PGE Energia S.A., the appraisal shall be based on the respective results of these companies calculated according to the adjusted net asset method.

The appraisal of the shares of the merging Companies serving as the basis for defining the exchange parity specified in the merger plan did not raise difficulties whereas the applied method enabled a reliable presentation of the current market value of the Companies.

Information presented in the statement on the accounting position of the Acquiring Company and of the Acquired Company comply with the information contained in the balance sheet and the profit and loss account of PGE Polska Grupa Energetyczna S.A. seated in Warsaw, PGE Górnictwo i Energetyka S.A. seated in Łódź and PGE Energia S.A. seated in Lublin, prepared for the period from January 1, 2009 to December 1, 2009.

Zbigniew Telega
Expert auditor no. 10935
key expert auditor responsible for the audit
performed on behalf of PKF Audyt Sp. z o.o.
entity authorized to audit financial statements no. 548

Warsaw, March 10, 2010