

Enclosure to the resolution of the Supervisory Board
of PGE Polska Grupa Energetyczna S.A.
no. 179/IX/2014 of 12 March 2014

**A Report of the Supervisory Board of PGE Polska Grupa Energetyczna S.A.
on the evaluation results of "The IFRS-consistent standalone financial
statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31
December 2013", "The Management Board's report on the activities of PGE
Polska Grupa Energetyczna S.A. for the year ended 31 December 2013" as well
as the Management Board's proposal concerning the distribution of net profit
for the financial year 2013, the dividend record date, the dividend payment date
and the distribution of retained profit and the allocation of reserve capitals to
supplementary capital**

Acting pursuant to Article 382 § 3 of the Commercial Companies Code, the Supervisory Board evaluated "The IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013" together with an opinion and report of a certified auditor prepared by KPMG Audyt Sp. z o.o., "The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013" as well as the Management Board's proposal concerning the distribution of net profit for the financial year 2013, the dividend record date, the dividend payment date and the distribution of retained profit and the allocation of reserve capitals to supplementary capital (hereinafter the Management Board's proposal concerning the distribution of net profit for the financial year 2013).

The Supervisory Board finds as follows:

I. With respect to "The IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013":

1. The Supervisory Board became acquainted with and analysed "The IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013", comprising a standalone statement of comprehensive income, a standalone statement of financial position, a standalone statement of changes in equity, a standalone statement of cash flows, as well as information on adopted accounting principles and additional explanatory notes.
2. The standalone financial statements for the year 2013 were audited by KPMG Audyt Sp. z o.o. with its registered office in Warsaw, entered in the register of entities authorized to audit financial statements under registration number 458, the said register kept in the custody of the National Chamber of Auditors in Poland.
3. "The IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013":
 - have been drawn up in all material aspects in accordance with the International Financial Reporting Standards, which have been approved by the European Union,
 - complies with the legal regulations and the provisions of the Company's Statutes having influence on the content of the standalone financial statements,
 - have been drawn up based on the account books, which are properly maintained in all material aspects.

A report of the Supervisory Board of PGE Polska Grupa Energetyczna S.A. on the evaluation of "The IFRS-consistent financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013", "The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2013" and the Management Board's proposal concerning the distribution of net profit for the financial year 2013.

-/ [an illegible signature]

4. The standalone financial statements present truly and fairly the economic and financial position of the Company as at 31 December 2013, the financial result and cash flows for the financial year ended on that day.

II. With respect to "The report of the Management Board on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2013":

1. "The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2013" has been prepared in accordance with the provisions of the Accounting Act of 29 September 1994 and the Regulation of the Minister of Finance of 19 February 2009 on current and periodical information to be released by issuers of securities and the conditions for recognizing as equivalent information required under the laws of a country which is not a Member State".
2. The report is reliable and objective as well as consistent with the account books, supporting documents and factual circumstances.
3. The Company properly executes its tasks related to its objects specified in § 3 of the Statutes of PGE Polska Grupa Energetyczna S.A.

III. With respect to the Management Board's proposal concerning the distribution of net profit for the financial year 2013:

The Supervisory Board became acquainted with the Management Board's proposal concerning the distribution of net profit for the financial year 2013.

The Management Board's proposal was prepared properly.

1. *A dividend may be paid out on the basis of the financial result determined in the standalone financial statements prepared for Statute purposes, i.e. in the Company's case, in accordance with the IFRS approved by the European Union.*
2. *According to the requirements of the Commercial Companies Code (Article 396), a public limited company is obliged to establish a supplementary capital for the financing of possible losses. Each year this supplementary capital is increased with at least 8% of an entity's profit for a given financial year as shown in its standalone financial statements until this capital has reached the amount of at least one third of such entity's share capital. The use of the supplementary and reserve capitals is determined by the General Meeting, however, the part of the supplementary capital equal to one third of the share capital may be used only to finance losses shown in an entity's separate financial statements and may not be distributed to other purposes.*

As a result, the Supervisory Board submits no reservations regarding the Management Board's proposal concerning the distribution of net profit for 2013.

Final conclusions

The Supervisory Board evaluates positively the following:

1. "The IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013";
2. "The report of the Management Board on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2013";

A report of the Supervisory Board of PGE Polska Grupa Energetyczna S.A. on the evaluation of "The IFRS-consistent financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013", "The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2013" and the Management Board's proposal concerning the distribution of net profit for the financial year 2013.

/-/ [an illegible signature]

3. "The Management Board's proposal concerning the distribution of net profit for the financial year 2013, the dividend record date, the dividend payment date and the distribution of retained profit and the allocation of reserve capitals to supplementary capital.

In connection with the above mentioned facts, the Supervisory Board recommends to the Company's General Meeting an approval of "The IFRS-consistent standalone financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013", "The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013" as well as the Management Board's proposal concerning the distribution of net profit for the financial year 2013, the dividend record date, the dividend payment date and the distribution of retained profit and the allocation of reserve capitals to supplementary capital.

Chairperson of the Supervisory Board
of PGE Polska Grupa Energetyczna S.A.
/-/ [an illegible signature]
Barbara Dybek

Members of the Supervisory Board

Jacek Barylski	/-/ [an illegible signature]
Jarosław Gołębiowski	/-/ [an illegible signature]
Czesław Grzesiak	
Anna Kowalik	/-/ [an illegible signature]
Piotr Machnikowski	/-/ [an illegible signature]
Małgorzata Mika-Bryska	/-/ [an illegible signature]
Małgorzata Molas	/-/ [an illegible signature]
Krzysztof Trochimiuk	/-/ [an illegible signature]

*RESOLUTION NO. 179/IX/2014 of the Supervisory Board of PGE Polska Grupa Energetyczna S.A.
of 12 March 2014*

A report of the Supervisory Board of PGE Polska Grupa Energetyczna S.A. on the evaluation of "The IFRS-consistent financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2013", "The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2013" and the Management Board's proposal concerning the distribution of net profit for the financial year 2013.

[A stamp:] Pz-2024
05
Legal Adviser
Mariusz
/-/ [an illegible signature]
12/03/2014