



"PGE Polska Grupa Energetyczna Spółka Akcyjna"
The Ordinary General Meeting
convened for June 28th, 2016

PROXY FORM

I (We), the undersigned shareholder / representative of the shareholder** of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw (the "**Company**"), hereby declare that:

_____ ("**Shareholder**")
(given name and surname / business name and registered office of Shareholder)

holds: _____ shares in the Company
(number)

and hereby appoint*:

☐ Ms/Mr _____, holding identity card/passport/any other official identity document** number _____, issued by _____ (the "**Proxy**") to act in accordance with the voting instruction included below / the Proxy's own discretion**, in the scope described below.

or:

☐ _____ (corporate/business name), with the registered office in _____,

address: _____ (the "**Proxy**") to act in accordance with the voting instruction included below / at the Proxy's own discretion**, in the scope described below.

Does the Proxy have the right to grant further proxies*? Yes ☐ No ☐

Scope of authority: The Proxy is authorized to represent the Shareholder at the Ordinary General Meeting of the Company to be held **at 2.00 p.m. on June 28th, 2016, in the building of Giełda Papierów Wartościowych w Warszawie S.A., at 4 Książęca Street, 00-498 Warsaw** (the "**General Meeting**"), and in particular to participate in the General Meeting and take the floor in its debates, to sign the attendance list, to exercise the voting rights related to the shares held by the Shareholder for and on behalf of the Shareholder and to perform any other necessary acts in connection with the General Meeting.

Does this proxy cover all shares held by the Shareholder*? Yes ☐ No ☐

This proxy covers _____ (number) shares held by the Shareholder***.

Particulars of the Shareholder / persons authorized to represent the Shareholder:

Given name and surname: _____ Given name and surname: _____

Business name: _____ Business name: _____

Position: _____ Position: _____

Address: _____ Address: _____

Signature: _____ Signature: _____

Place: _____ Place: _____

Date: _____ Date: _____

* Mark as applicable

** Delete as applicable

*** Fill in only if this proxy does not cover all shares held by the Shareholder.

ADDITIONAL INFORMATION

Identification:

In order to identify the Shareholder granting a proxy and the Proxy representing such a Shareholder, a document granting the proxy should be accompanied by the following:

- a) in the case of the Shareholder who is a natural person – a copy of their identity card, pages from a passport allowing identification or any other official document certifying the Shareholder's identity;
- b) in the case of the Shareholder who is not a natural person - a copy of a current extract from a proper register or any other document certifying the existence of the Shareholder or the right of its representative or representatives to represent the Shareholder, together with copies of an identity card, pages from a passport allowing identification or any other official document certifying the identity of such representative or representatives authorized to represent the Shareholder;
- c) in the case of the Proxy who is a natural person – a copy of their identity card, pages from a passport allowing identification or any other official document certifying the Proxy's identity;
- d) in the case of the Proxy who is not a natural person - a copy of a current extract from a proper register or any other document certifying the existence of the Proxy or the right of its representative or representatives to represent the Proxy, together with copies of an identity card, pages from a passport allowing identification or any other official document certifying the identity of such representative or representatives authorized to represent the Proxy.

In the case of foreign entities in whose countries of registration relevant registers are not kept, instead of a copy of a current extract from a register referred to in letters b) and d) above, a copy of a document certifying the existence of the given entity or the right of its representative or representatives to represent the entity should be presented.

In the event of doubts concerning the authenticity of the copies of the documents referred to above, the Company or a person appointed by the Company to register the Shareholders reserves the right to demand before the beginning of the General Meeting the presentation of the originals of the said documents or their copies certified by a notary public or any other entity authorized to certify true copies of documents. If such documents are not presented, a Proxy of the Shareholder may be not allowed to participate in the General Meeting.

All documents referred to above which are drawn up in a foreign language should be accompanied by a proper certified translation into the Polish language drawn up by a sworn translator.

If a proxy to participate in the General Meeting and exercise the voting right granted by the Shareholder is a conditional proxy, it should be accompanied by a documentary evidence that the particular condition has been fulfilled.

A proxy granted in the electronic format:

A proxy to participate in the General Meeting and exercise the voting right may be granted in an electronic format. A proxy granted in an electronic format needs not to be accompanied by a secure electronic signature verified by means of a valid qualified certificate. The Management Board should be notified of the fact of granting a proxy in an electronic format using the electronic means of communication. Such notification may be sent by electronic mail to the Company's e-mail address: wza@gkpge.pl. The notification should be accompanied by a scanned copy of the granted proxy and scanned copies of the documents referred to in letters a), b), c) and d) above. The notification should include also an electronic mail address at which the Company may contact the Shareholder and the Proxy. The Management Board shall have the right to verify submitted notifications and to take actions aiming at the identification of the Shareholder or the Proxy and the confirmation of their authorization. The verification may consist, in particular, in asking verification questions of the Shareholder or the Proxy by telephone or electronic mail. The above principles will apply to a change in or revocation of the granted proxy. Notifications which do not meet the requirements referred to above will not result in any legal consequences for the Company. The Company will not be liable for any errors in the proxy forms or actions of people using proxies. At the request of the Company or a person (persons) appointed by the

Company to register the Shareholders, a Proxy appearing in the General Meeting is obliged to present the originals of the documents attached to the notification referred to above.

In the case of foreign entities in whose countries of registration relevant registers are not kept, instead of a scanned copy of a current extract from a register, a scanned copy of a document certifying the existence of the given entity or the right of its representative or representatives to represent the entity should be presented.

In the event of doubts concerning the authenticity of the documents referred to above, the Company or a person appointed by the Company to register the Shareholders reserves the right to demand before the beginning of the General Meeting the presentation of the originals of the said documents or their copies certified by a notary public or any other entity authorized to certify true copies of documents. If such documents are not presented, a Proxy of the Shareholder may be not allowed to participate in the General Meeting.

All documents referred to above which are drawn up in a foreign language should be accompanied by a proper certified translation into the Polish language drawn up by a sworn translator.

If the Shareholder grants a proxy together with a voting instruction, the Company will not verify if Proxies exercise the voting rights in accordance with the instructions received from the Shareholders. Therefore, a voting instruction should be given to the Proxy only.

IMPORTANT INFORMATION:

IN THE EVENT OF ANY DIFFERENCES BETWEEN THE PARTICULARS OF THE SHAREHOLDER INCLUDED IN THE PROXY AND THE PARTICULARS INCLUDED IN THE LIST OF THE SHAREHOLDERS DRAWN UP ON THE BASIS OF A SPECIFICATION RECEIVED BY THE COMPANY FROM THE ENTITY RESPONSIBLE FOR KEEPING THE DEPOSIT OF SECURITIES UNDER ARTICLE 406³ OF THE COMMERCIAL COMPANIES CODE, SUCH A SHAREHOLDER MAY BE NOT ALLOWED TO PARTICIPATE IN THE GENERAL MEETING.

THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT A PROXY ON THE PROXY FORM PRESENTED ABOVE.

**PROXY VOTING RIGHT
EXERCISE FORM**

The General Meeting of the Company to be held at 2.00 p.m. on June 28th, 2016, in Warsaw, in the building of Gielda Papierów Wartościowych w Warszawie S.A., at 4 Książęca Street, 00-498 Warsaw.

Notes:

1. This form is not used to verify how the Proxy exercises the voting right on behalf of the Shareholder.
2. This form does not substitute the proxy granted to the Proxy by the Shareholder.
3. The Shareholder is not obliged to use the form prepared by the Company. The use of the form is not a necessary condition for the Proxy to exercise the voting right.
4. The manner of the Proxy's exercise of the voting right depends on the scope of the proxy granted by the Shareholder.

**Item 2 of the agenda: The election of the Chairperson of the General Meeting
Votes***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 4 of the agenda: The adoption of the agenda of the General Meeting
Votes***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 5 of the agenda: The adoption of a decision not to elect the Returning Committee
Votes***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 6 of the agenda: The adoption of a resolution concerning the approval of the Financial Statements of PGE Polska Grupa Energetyczna S.A. for the year 2015 consistent with IFRS-EU.
Votes***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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**Item 7 of the agenda: The adoption of a resolution concerning the approval of the Management Board's Report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2015.
Votes***

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 8 of the agenda: The adoption of a resolution concerning the approval of the Consolidated Financial Statements of PGE Polska Grupa Energetyczna S.A. for the year 2015 consistent with IFRS-EU.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 9 of the agenda: The adoption of a resolution concerning the approval of the Management Board's Report on the activities of the Capital Group of PGE Polska Grupa Energetyczna for the year 2015.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 10 of the agenda: The adoption of a resolution concerning the distribution of the PGE Polska Grupa Energetyczna S.A. net profit for the financial year 2015 and the determination of the dividend record date and the dividend payment date.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Barbara Dybek for the year 2015 in connection with her performance of the duties of the Chairperson of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Piotr Machnikowski for the year 2015 in connection with his performance of the duties of the Vice Chairperson of the Supervisory Board and with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Anna Kowalik for the year 2015 in connection with her performance of the duties of the Secretary of the Supervisory Board and with her performance of the duties of the Chairperson of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jacek Barylski for the year 2015 in connection with his performance of the duties of the Member of the Supervisory Board and of the Vice Chairman of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jarosław Gołębiowski for the year 2015 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Krzysztof Trochimiuk for the year 2015 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Małgorzata Molas for the year 2015 in connection with her performance of the duties of the Member of the Supervisory Board and with her performance of the duties of the Secretary of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Ms Małgorzata Mika – Bryska for the year 2015 in connection with her performance of the duties of Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Czesław Grzesiak for the year 2015 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Marek Ściażko for the year 2015 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jacek Fotek for the year 2015 in connection with his performance of the duties of the Member of the Supervisory Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Marek Woszczyk for the year 2015 in connection with his performance of the duties of the President of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Dariusz Marzec for the year 2015 in connection with his performance of the duties of the Vice President of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Jacek Drozd for the year 2015 in connection with his performance of the duties of the Vice President of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Item 11 of the agenda: The adoption of a resolution concerning the acknowledgement of the fulfillment of duties by Mr Grzegorz Krystek for the year 2015 in connection with his performance of the duties of the Vice President of the Management Board.

Votes*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Others *(in the event of submitting draft resolutions other than those proposed by the Management Board)*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At Proxy's discretion
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Particulars of the Shareholder / persons authorized to represent the Shareholder:

Given name and surname: _____

Given name and surname: _____

Business name: _____

Business name: _____

Position: _____

Position: _____

Address: _____

Address: _____

Signature: _____

Signature: _____

Place: _____

Place: _____

Date: _____

Date: _____

*Mark as applicable

NOTES

The Shareholders who want to give a voting instruction are asked to do it by putting "X" in the correct field.

In the event of marking "others", the Shareholders are asked to put in this field a detailed instruction concerning the exercise of the voting right by the Proxy in case other draft resolutions are proposed by the Shareholders attending the General Meeting.

If the Shareholder decides to vote differently on a particular resolution with respect to shares held by them, the Shareholder is asked to specify in the correct field the numbers of shares with respect to which the Proxy is to vote for or against a resolution, or to abstain from voting. If such numbers of shares are not specified, it is presumed that the Proxy is entitled to vote in a given manner with respect to all shares held by the Shareholder. In no event may the sum of the shares in the Company covered by an instruction concerning different voting exceed the total number of shares held by the Shareholder.

The drafts of the resolutions to be adopted with respect to the particular items of the agenda of the General Meeting constitute enclosures to these instructions.

The drafts of the resolutions attached to these instructions may be different from the drafts of the resolutions submitted for voting at the Ordinary General Meeting. In order to avoid doubts concerning the manner of voting by the Proxy, the Shareholders are asked to specify in the field "others" how the Proxy should act in the situation referred to above.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the election of Chairperson of the Ordinary General Meeting

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

§ 1

The Ordinary General Meeting of the Company elects Mr/Ms [●] as Chairperson of the Ordinary 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016
concerning the adoption of the agenda of the Ordinary General Meeting

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

§ 1

The Ordinary General Meeting adopts the following agenda of the Ordinary 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 consideration of the PGE Polska Grupa Energetyczna S.A. Financial Statements for the year 2015 consistent with IFRS-EU and the adoption of a resolution concerning its approval.
7. The consideration of the Management Board's Report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2015 and the adoption of a resolution concerning its approval.
8. The consideration of the PGE Polska Grupa Energetyczna S.A. Consolidated Financial Statements for the year 2015 consistent with IFRS-EU and the adoption of a resolution concerning its approval.
9. The consideration of the Management Board's Report on the activities of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2015 and the adoption of a resolution concerning its approval.
10. The adoption of a resolution concerning the distribution of the PGE Polska Grupa Energetyczna S.A. net profit for the financial year 2015 and the determination of the dividend record date and the dividend payment date.
11. The adoption of resolutions concerning acknowledgement of the fulfillment of duties by the members of the Management Board and Supervisory Board.
12. 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

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

§ 1

The Ordinary 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:

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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

*concerning the approval of the PGE Polska Grupa Energetyczna S.A.
Financial Statements for the year 2015 consistent with IFRS-EU*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code and Article 53 clause 1 of the Accounting Act, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting approves the "PGE Polska Grupa Energetyczna S.A. Separate Financial Statements for the year 2015 ended 31 December 2015 in accordance with IFRS-EU" comprising the following elements audited by a statutory auditor:

- a statement of comprehensive income for the year ended 31 December 2015 showing a net profit of PLN 1,768 million and a total comprehensive income of PLN 1,810 million;
- a statement of financial position drawn up as at 31 December 2015 showing a total balance of assets and equity and liabilities in the amount of PLN 39,540 million ;
- a statement of changes in equity for the year ended 31 December 2015 showing an increase in equity in the amount of PLN 352 million;
- a statement of cash flows showing a decrease in cash and cash equivalents during the course of the year ended 31 December 2015 in the amount of PLN (969) million;
- a description of the accounting principles (policies) as well as additional information and notes.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

*concerning the approval of the Management Board's Report on the activities of
PGE Polska Grupa Energetyczna S.A. for the year 2015*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting approves the "Report of the Management Board on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2015 ended 31 December 2015".

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

*concerning the approval of the PGE Polska Grupa Energetyczna S.A.
Consolidated Financial Statements for the year 2015 consistent with IFRS-EU*

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63 c clause 4 of the Accounting Act, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting approves the "PGE Polska Grupa Energetyczna S.A. Consolidated Financial Statements for the year 2015 ended 31 December 2015 in accordance with IFRS-EU", comprising the following elements audited by a statutory auditor:

- a consolidated statement of comprehensive income for the year ended 31 December 2015 showing a net loss of PLN (3,037) million and a total comprehensive income of PLN (2,985) million (loss);
- a consolidated statement of financial position drawn up as at 31 December 2015 showing a total balance of assets and equity and liabilities in the amount of PLN 61,296 million;
- a consolidated statement of changes in equity for the year ended 31 December 2015 showing a decrease in equity in the amount of PLN (4,467) million;
- a consolidated statement of cash flows showing a decrease in cash and cash equivalents during the course of the year ended 31 December 2015 in the amount of PLN (3,082) million;
- a description of the accounting principles (policies) as well as additional information and notes.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

*concerning the approval of the Management Board's Report on the activities of
the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2015*

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63 c clause 4 in connection with the Article 55 clause 2 of the Accounting Act, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting approves the "Report of the Management Board on the activities of the Capital Group of PGE Polska Grupa Energetyczna S.A. for the year 2015 ended 31 December 2015".

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

*concerning the distribution of the PGE Polska Grupa Energetyczna S.A.
net profit for the financial year 2015 and the determination of the dividend
record date and the dividend payment date*

Acting pursuant to Article 395 § 2 item 2 and Article 348 § 3 of the Commercial Companies Code, and § 43 clause 5 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting decides to distribute the Company's net profit for the financial year 2015 in the amount of PLN 1,767,999,316.86 (say: one billion seven hundred and sixty-seven million, nine hundred and ninety-nine thousand three hundred and sixteen zloty and eighty-six groszy) as follows:

- a) the amount of PLN 1,720,179,962.68 (say: one billion seven hundred and twenty million, one hundred and seventy-nine thousand nine hundred sixty two zloty and sixty-eight groszy) to be allocated for dividend payout to the Company shareholders, which gives a dividend of PLN 0.92 (say: zero zloty and ninety-two groszy) per one Company share,
- b) remaining amount of PLN 47,819,354.18 (say: forty seven million, eight hundred nineteen thousand, three hundred fifty four zloty and eighteen groszy) to be allocated to the supplementary capital.

§ 2

The Ordinary General Meeting determines as follows:

- the dividend record date at 23 September 2016,
- the dividend payment date at 14 October 2016.

§ 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.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Barbara Dybek for the financial year 2015 in connection with her performance of the duties of the Chairperson of the Supervisory Board in the period from 1 January 2015 to 14 September 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Piotr Machnikowski for the financial year 2015 in connection with his performance of the duties of the Vice Chairperson of the Supervisory Board in the period from 1 January 2015 to 9 October 2015, and of the Member of the Supervisory Board from 10 October 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Anna Kowalik for the financial year 2015 in connection with her performance of the duties of the Secretary of the Supervisory Board in the period from 1 January 2015 to 9 October 2015, and of the Chairperson of the Supervisory Board from 10 October 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jacek Barylski for the financial year 2015 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2015 to 9 October 2015, and of the Vice Chairperson of the Supervisory Board from 10 October 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jarosław Gołębiewski for the financial year 2015 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Krzysztof Trochimiuk for the financial year 2015 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2015 to 14 September 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Małgorzata Molas for the financial year 2015 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 January 2015 to 9 October 2015, and of the Secretary of the Supervisory Board from 10 October 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Ms Małgorzata Mika - Bryska for the financial year 2015 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 January 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Czesław Grzesiak for the financial year 2015 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January 2015 to 24 June 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Marek Ściążko for the financial year 2015 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 14 September 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jacek Fotek for the financial year 2015 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 14 September 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Marek Woszczyk for the financial year 2015 in connection with his performance of the duties of the President of the Management Board in the period from 1 January 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Dariusz Marzec for the financial year 2015 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Jacek Drozd for the financial year 2015 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2015 to 31 December 2015.

§ 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 secret ballot.

RESOLUTION NO. ...
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 28 June 2016

concerning the acknowledgement of the fulfillment of duties for the year 2015

Acting pursuant to Article 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting acknowledges the fulfillment of duties by Mr Grzegorz Krystek for the financial year 2015 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January 2015 to 31 December 2015.

§ 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 secret ballot.