



**A justification for the draft resolutions of the Extraordinary General Meeting ("EGM") of "PGE Polska Grupa Energetyczna Spółka Akcyjna" ("Company", "PGE") convened for 14 September 2015 concerning changes in the composition of the Supervisory Board of PGE Polska Grupa Energetyczna S.A.**

The draft resolutions have been drawn up by the Company in connection with the letter received on 12 August 2015 from the Minister of the State Treasury acting in the capacity of the representative of the shareholder the State Treasury, who pursuant to the letter of appointment of 15 June 2015 and Article 2 of the Act on the principles of exercising the rights to which the State Treasury is entitled of 8 August 1996, and Article 400 § 1 of the Commercial Companies Code, requested that - within the shortest possible period of time - an extraordinary general meeting of the company PGE Polska Grupa Energetyczna S.A. with its registered office be convened and that the agenda of such a meeting include an item concerning changes in the composition of the Company's Supervisory Board.

The request was justified by the need to strengthen ownership supervision.

Having regard to the fact that pursuant to article 400 § 1 of the Commercial Companies Code, a shareholder representing at least one twentieth of the share capital may request that an extraordinary general meeting be convened and that particular matters be included in the agenda of such a meeting, and pursuant to § 20 clauses 1 and 2 of the Company Statutes decisions concerning the aforementioned matters belong to competences of the General Meeting, the Company's Management Board has accepted the request of the Minister of the State Treasury, included the aforementioned items in the agenda of the EGM and presented relevant draft resolutions.