

[National emblem of the Republic of Poland]

# MINISTER OF THE STATE TREASURY

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DPS-PZ-5232-4/13 (MSP/DPS/992/13)

Warsaw, 6 June 2013

**Mr Krzysztof Kilian**  
**President of the Management Board**  
**of Polska Grupa Energetyczna S.A.**

[In hand:] Dear Mr Kilian,

Acting as a representative of the shareholder - the State Treasury, pursuant to the appointment deed of 24 April 2013 and article 2 of the State Treasury's Powers Exercise Act of 8 August 1996 (Journal of Law no. 106, item 493, as amended), i.e. an authorized person under article 401 § 1 of the Commercial Companies Code, I request that the agenda of the Ordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with its registered office in Warsaw, convened for 27 June 2013 include the following item:

1. The adoption of a resolution concerning changes in the Company Statutes.

## **Justification**

Pursuant to Article 401 § 1 of the Commercial Companies Code, a request to include particular matters in the agenda of a general meeting requires that a shareholder present a relevant justification or a draft resolution concerning a proposed item of the agenda. Consequently, below please find a justification for the proposed resolution.

As one of the shareholders, the State Treasury considers it advisable to effect changes in the Company Statutes, in particular by broadening the catalogue of affairs assigned to the Company's particular governing bodies. Such changes are to strengthen the governing bodies' powers in matters of considerable importance for the Company's business activities as well as for the interests of the Company and its shareholders.

Yours respectfully,

[A signature]

[A red stamp:] Włodzimierz Karpiński