



**An announcement of the Management Board about the convening of the  
Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka  
Akcyjna"**

The Management Board of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), acting pursuant to article 398, article 399 § 1, article 402<sup>1</sup> § 1 in connection with article 402<sup>2</sup> of the Commercial Companies Code of 15 September 2000 (*Journal of Laws of 2000, no. 94, item 1037, as amended*) ("**CCC**") and § 29 clause 1 items 1) and 3) of the Company Statutes, convenes, for the day of 3 August at 2.30 p.m., the Extraordinary General Meeting of the Company ("**General Meeting**"). The General Meeting will be held at the Stock Exchange Centre at 4 Książęca Street, 00-498 Warsaw.

The agenda:

1. Opening of the General Meeting.
2. Election of a Chairperson of the General Meeting.
3. Ascertainment of the correction of convening the General Meeting and its capability of adopting binding resolutions.
4. Adoption of the agenda of the General Meeting.
5. Adoption of the decision not to elect the Returning Committee.
6. Presentation of relevant elements of the Plan for the Merger of the Company with companies PGE Górnictwo i Energetyka S.A. and PGE Energia S.A., Management Board's report, and Expert's opinion on the audited Merger Plan.
7. Adoption of a resolution concerning the merger of PGE Polska Grupa Energetyczna S.A. („Transferor Company”) with companies: PGE Górnictwo i Energetyka S.A., and PGE Energia S.A. („Transferee Companies”), and amendments to the Statute of the Company PGE Polska Grupa Energetyczna S.A.
8. Adoption of a resolution concerning applying for the admission and introduction of Series C and D shares to trading on a regulated market, dematerialization of Series C and D shares, and authorisation for the conclusion of a contract with Krajowy Depozyt Papierów Wartościowych S.A. [the National Depository of Securities].
9. Adoption of a resolution concerning the adoption of the consolidated text of the PGE Polska Grupa Energetyczna S.A. Statutes.
10. Adoption of a resolution concerning consent to the preparation of statutory unit financial reports by PGE Polska Grupa Energetyczna S.A., according to International Accounting Standards (IAS), starting from 1 January 2011.
11. Closing of the General Meeting.

## **A description of the procedures concerning participation in the General Meeting and exercise of the voting right**

Pursuant to article 406<sup>1</sup> § 1 of the Commercial Companies Code, those holding Company shares sixteen days before the date of the General Meeting (the date of registering participation in the General Meeting) i.e. as at 18 July 2010, are entitled to participate in the General Meeting.

In order to ensure their participation in the General Meeting, the Shareholder should require - not earlier than after the announcement of the convening of the General Meeting, i.e. not earlier than on 7 July 2010 and not later than on the first business day after the date of the registration of participation in the General Meeting, i.e. not later than on 19 July 2010 - that the entity managing their securities account issue a name-bearing certificate of entitlement to participate in the General Meeting.

The Management Board will make a list of the Shareholders entitled to participate in the General Meeting available in the secretariat of the Management Board, in the Company's registered office at 2 Mysia Street, 00-496 Warsaw on the three consecutive business days before the date of the General Meeting, i.e. on 29, 30 July and 2 August 2010 from 9.00 a.m. to 3.00 p.m., in room 352.

The Management Board announces that the Shareholder may request that the list of the Shareholders be sent to them by electronic mail, free of charge. The Shareholder requesting that the list of the Shareholders be sent to them should specify an electronic mail address to which the list should be sent. Such request may be sent by electronic mail to the Company's e-mail address: [wza@pgesa.pl](mailto:wza@pgesa.pl).

The Management Board announces that the Shareholder has the right to participate in the General Meeting and exercise the voting right in person or by proxy. The Shareholder's proxy exercises all rights of the Shareholders unless the text of the proxy stipulates otherwise. The proxy may grant further proxies unless the text of the proxy stipulates otherwise. One proxy may represent more than one Shareholder. In such case, the proxy may vote differently with respect to shares held by each Shareholder. If the Shareholder holds shares registered in more than one securities account, they may appoint a proxy to exercise the rights related to shares registered in each such account.

A proxy to participate in the General Meeting and exercise the voting right should be drawn up in writing or an electronic form.

In order to identify the Shareholder granting a proxy and the Proxy representing such Shareholder, a document granting a 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 such 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 such Shareholder or the right of its representative or representatives to represent such 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 such 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 such 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 such Proxy or the right of its representative or representatives to represent such 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 such 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 a given entity or the right of its representative or representatives to represent such entity should be presented.

In the event of doubts concerning the authenticity of the copies of the documents referred to above, the Management Board 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 not be 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 made 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 a particular condition has been fulfilled.

A proxy granted in an electronic form does not have to be accompanied by a secure electronic signature verified by means of a valid qualified certificate. The Company should be notified of the fact of granting a proxy in an electronic form using the electronic means of communication. Such notification should be sent by electronic mail to the Company's e-mail address: [wza@pgesa.pl](mailto:wza@pgesa.pl). Such notification should be accompanied by a scanned copy of a granted proxy and scanned copies of the documents referred to in letters a), b), c) and d) above. Such notification should include an electronic mail address by means of which the Company will be able to contact the Shareholder and Proxy. The Management Board has the right to verify received notifications and to take action with a view to identifying the Shareholder and Proxy as well verifying their authority. Such verification may consist, in particular, in asking questions of the Shareholder or Proxy by telephone or electronic mail. The above principles apply to changes in or cancellations of granted proxies, respectively. A notification which does not fulfil the requirements mentioned above does not cause any legal effects on the part of the Company. The Company is not liable for any errors in 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 a given entity or the right of its representative or representatives to represent such entity should be presented.

In the event of doubts concerning the authenticity of the documents referred to above, the Management Board 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 not be 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 made by a sworn translator.

The Management announces also that 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 instructions received from the Shareholders. Therefore, a voting instruction should be given to the Proxy only.

### **Shareholders' selected rights**

The Management Board announces that the Shareholder or Shareholders representing at least one twentieth of the share capital may request that particular matters be included in the agenda of the General Meeting. This right is exercised by way of submitting a request including a justification or a draft resolution or resolutions concerning a proposed item on the agenda. Such request should be submitted to the Management Board not later than 21 days before the specified date of the General Meeting, i.e. by 13 July 2010. Such request should be submitted to the Management Board at the following address: Zarząd "PGE Polska Grupa Energetyczna Spółka Akcyjna", ul. Mysia 2, 00-496 Warszawa, or sent by electronic mail to the Company's e-mail address: [wza@pgesa.pl](mailto:wza@pgesa.pl). Such request should be accompanied by copies of documents certifying the right of the person (persons) submitting such request to act on behalf of the Shareholder.

The Management Board announces that the Shareholder or Shareholders representing at least one twentieth of the share capital may, by the date of the General Meeting, propose draft resolutions concerning matters included or to be included in the agenda of the General Meeting. Such draft resolutions should be submitted to the Management Board at the following address: Zarząd "PGE Polska Grupa Energetyczna Spółka Akcyjna", ul. Mysia 2, 00-496 Warszawa, or sent by electronic mail to the Company's e-mail address: [wza@pgesa.pl](mailto:wza@pgesa.pl). Such draft resolutions should be accompanied by copies of documents certifying the right of the person (persons) proposing such draft resolutions to act on behalf of the Shareholder.

The Management Board announces that during the debates of the General Meeting each Shareholder may propose draft resolutions concerning the matter included in the agenda. Draft resolutions should be presented in the Polish language.

### **Using means of electronic communication**

The Management Board announces that in view of the content of the Company Statutes and the absence of the Regulations of the General Meeting, it is not possible to participate in and take the floor during the General Meeting using means of electronic communication; it is also not possible to vote by correspondence or using means of electronic communication.

### **Registration of presence in the General Meeting**

Persons entitled to participate in the General Meeting should register their presence and collect voting ballots directly in front of the General Meeting room 30 minutes before the beginning of the General Meeting.

### **Access to documentation**

The Management Board announces that the complete text of the documentation to be presented to the General Meeting including draft resolutions will be available on the Company's website as of the date of the convening of the General Meeting. All other documents concerning matters included or to be included in the agenda of the General Meeting by the date of the General Meeting will be available on the Company's website immediately after they have been drawn up and submitted to the Company by the authorized Shareholders.

### **Access to information**

All information related to the General Meeting is available on the Company's website at the following address: <http://www.pgesa.pl> under the tab entitled "Investor relations".

Additionally, to this announcement, the Management Board attaches information presenting a specification of the proposed changes to the Company Statutes (Enclosure no. 1) and the proposed consolidated text of the Company Statutes (Enclosure no. 2).

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### **Enclosures:**

Enclosure no. 1 – Information concerning the proposed changes to the Company Statutes.

Enclosure no. 2 – Information concerning the draft consolidated text of the Company Statutes.

*Signatures of persons representing the Company:*