

Warsaw, June 20, 2013

RESOLUTION NO. 82/IX/2013
of the Supervisory Board of PGE Polska Grupa Energetyczna S.A.
of June 20, 2013

concerning giving its opinion on the motion made by the Management Board to the General Meeting of PGE Polska Grupa Energetyczna S.A. on the adoption of a resolution concerning the merger of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw and PGE Energia Jądrowa Spółka Akcyjna with the registered office in Warsaw, giving consent to the merger plan and to the changes in the Company Statutes of PGE Polska Grupa Energetyczna S.A.

§ 1

Acting pursuant to § 18 clause 1 item 10) in connection with § 37 clause 1 item 6) and item 8) of the Company Statutes and in connection with article 506 of the Commercial Companies Code (CCC) and after reviewing the following:

- 1) the Resolution of the Management Board of PGE Polska Grupa Energetyczna S.A. no. 96/30/2013 of May 16, 2013 (concerning the adoption of the Merger Plan),
- 2) the Merger Plan of PGE Polska Grupa Energetyczna S.A. and PGE Energia Jądrowa S.A.,
- 3) the Resolution of the Management Board of PGE Polska Grupa Energetyczna S.A. no. 97/30/2013 of May 16, 2013 (concerning the motion made to the Supervisory Board),

the Supervisory Board **gives its positive opinion** to the motion made by the Management Board to the General Meeting of PGE Polska Grupa Energetyczna S.A. on the adoption of a resolution concerning:

- 1) the merger of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw (the Acquiring Company) and PGE Energia Jądrowa S.A. with the registered office in Warsaw (the Acquired Company) under article 492 § 1 item 1 of the CCC, article 515 § 1 of the CCC and article 516 § 6 of the CCC, i.e. by way of a transfer of the entire assets of the Acquired Company to the Acquiring Company without increasing the share capital of the Acquiring Company and without the issue of new shares of the Acquiring Company in exchange for the shares of the Acquired Company;
- 2) giving the consent to the Merger Plan of the above mentioned Companies together with appendixes;
- 3) the changes in the Statutes of the Acquiring Company, whose draft makes Appendix no.3 to the Merger Plan mentioned in clause 2.

§ 2

The resolution becomes effective as at the time of its adoption.

The resolution has been adopted in an open ballot with the following division of votes:

5 – for, 0 – against, 0 – abstaining.

Chairperson of the Supervisory Board
of PGE Polska Grupa Energetyczna S.A.

Marcin Zieliński