

Warsaw, 19 April 2012

RESOLUTION NO. 384/VIII/2012
of the Supervisory Board of PGE Polska Grupa Energetyczna S.A.
of 19 April 2012

**concerning giving its opinion on the motion made by the Management Board to the
General Meeting to effect changes in the Company Statutes
resulting from item 10 of part IV of "The Good Practices of WSE listed companies"**

Acting pursuant to § 18 clause 1 item 10 of the Company Statutes, in connection with the Management Board's resolution no. 495/77/2011 of 20 December 2011 concerning the adoption of the document entitled "The Good Practices of PGE Polska Grupa Energetyczna S.A.", the Supervisory Board decides as follows:

§ 1

The Supervisory Board gives its positive opinion on the motion made by the Management Board to the General Meeting to effect a change in the Company Statutes consisting in the addition of the following new clause 3 and clause 4 to § 31:

"3. As of 1 January 2013, unless the announcement of the convening of the General Meeting specifies otherwise, shareholders may participate in the General Meeting using the electronic means of communication, which include in particular the following:

- 1) a real-time broadcast of the General Meeting,
- 2) a real-time two-way communication allowing shareholders to give their opinions during the course of the General Meeting while staying at a place other than the place of the General Meeting,
- 3) the exercise of the voting right in person or by proxy, before or during the course of the General Meeting."

"4. The detailed principles of participation in General Meetings using the electronic means of communication referred to in clause 3 above, including all requirements and limitations, in particular those necessary for the identification of shareholders and the assurance of the security of electronic communication shall be determined by the Management Board in the announcement of the convening of the General Meeting or by the Regulations of the General Meeting."

§ 2

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

The Resolution was voted on in an open ballot.

The Resolution was passed unanimously.

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

Mr Marcin Zieliński

Members of the Supervisory Board:

Mr Maciej Bałtowski

Mr Jacek Barylski
Ms Małgorzata Dec
Mr Czesław Grzesiak
Mr Grzegorz Krystek
Ms Katarzyna Prus
Mr Zbigniew Szmuniowski
Mr Krzysztof Żuk