

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 27 June 2012**

*concerning the election of Chairperson of the Extraordinary General Meeting*

Acting pursuant to article 409 § 1 of the Commercial Companies Code and § 32 of the Company Statutes, the Extraordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Extraordinary General Meeting elects Mr/Ms [●] as Chairperson of the Extraordinary General Meeting of the Company.

**§ 2**

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

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in a secret ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 27 June 2012**

*concerning the adoption of the agenda of the Extraordinary General Meeting*

**The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("Company"), adopts as follows:**

**§ 1**

The Extraordinary General Meeting of the Company adopts the following agenda of the Extraordinary General Meeting:

1. The opening of the General Meeting.
2. The election of Chairperson of the General Meeting.
3. The ascertainment of the correctness of convening the General Meeting and its capability of adopting binding resolutions.
4. The adoption of the agenda of the General Meeting.
5. The adoption of a decision not to elect the Returning Committee.
6. The adoption of resolutions concerning the amendments to the Company Statutes and the authorisation of the Supervisory Board to determine the consolidated text of the Company Statutes.
7. The adoption of a resolution concerning the changes of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A. and the determination of the consolidated text of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A.
8. The closing of the General Meeting.

**§ 2**

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

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 27 June 2012**

*concerning the adoption of a decision not to elect the Returning  
Committee*

Acting pursuant to § 16 clause 6 of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A., The Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with the registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Extraordinary General Meeting decides not to elect the Returning Committee.

**§ 2**

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

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 27 June 2012**

*concerning an amendment to the Statutes of PGE Polska Grupa  
Energetyczna Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8) of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("**Spółka**") adopts the following resolution:

**§ 1**

After reviewing the Supervisory Board's opinion included in resolution no. 386/VIII/2012 of 19 April 2012, the Extraordinary General Meeting decides to amend § 14 clauses 1 - 3 of the Company Statutes as follows:

"§14

1. *The work of the Management Board shall be managed by the President of the Management Board. The President's special rights in this respect shall be specified in the Regulations of the Management Board.*
2. *All matters outside the scope of the Company's ordinary acts shall require a resolution of the Management Board. If at a meeting of the Management Board an equal number of votes is cast for and against a resolution, the vote cast by the President of the Management Board shall prevail.*
3. *Irrespective of the matters mentioned in clause 2 above, a resolution of the Management Board shall be required in case of every matter submitted by the Management Board to the Supervisory Board for consideration, including matters unreserved for its competence".*

**§ 2**

The resolution becomes effective as at the day of its adoption, with full force as of the entry of the amendment in the in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 27 June 2012**

*concerning an amendment to the Statutes of PGE Polska Grupa  
Energetyczna Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8) of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("**Spółka**") adopts the following resolution:

**§ 1**

After reviewing the Supervisory Board's opinion included in resolution no. 386/VIII/2012 of 19 April 2012, the Extraordinary General Meeting decides to amend the Company Statutes in § 18 clause 1 by deleting item 11, which says as follows:

*"11) approving the Company's organizational regulations."*

**§ 2**

The resolution becomes effective as at the day of its adoption, with full force as of the entry of the amendment in the in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]**  
**of the Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 27 June 2012**

*concerning an amendment to the Statutes of PGE Polska Grupa  
Energetyczna Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 1 of the Commercial Companies Code and § 37 clause 1 item 8) of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("**Spółka**") adopts the following resolution:

**§ 1**

After reviewing the Supervisory Board's opinion included in resolution no. 384/VIII/2012 of 19 April 2012, the Extraordinary General Meeting decides to amend the Company Statutes by adding in § 31 clause 3 and clause 4 as follows:

- "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 day of its adoption, with full force as of the entry of the amendment in the in the Register of Entrepreneurs of the National Court Register.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 27 June 2012**

*concerning authorization for the Supervisory Board to determine the  
consolidated text of the Statutes of PGE Polska Grupa Energetyczna  
Spółka Akcyjna with the registered office in Warsaw.*

Acting pursuant to article 430 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of the "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Warsaw ("**Company**"), adopts as follows:

**§ 1**

The Extraordinary General Meeting authorizes the Supervisory Board to determine the consolidated text of the Company Statutes including the amendments adopted by the Extraordinary General Meeting of Shareholders on 27 June 2012.

**§ 2**

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

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 27 June 2012**

*concerning amendments to the Regulations of the General Meeting of  
PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered  
office in Warsaw.*

Acting pursuant to article 29 clause 2 of the Statutes of PGE Polska Grupa Energetyczna Spółka Akcyjna, the Extraordinary General Meeting of PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw ("**Spółka**") adopts the following resolution:

**§ 1**

1. The Extraordinary General Meeting decides to change "The Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A." as follows:

- 1) **the Company's email address specified in § 3 clause 2 letter c, i.e.**

*["wza@pgesa.pl"](mailto:wza@pgesa.pl)*

**is replaced with the following email address:**

*["wza@gkpge.pl"](mailto:wza@gkpge.pl).*

- 2) **in § 10 after clause 3, clauses 4, 5 and 6 are added to read as follows:**

*"4. 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.*
  5. *A proxy to participate in the General Meeting and to exercise the voting right shall be granted in writing or an electronic format."*
  6. *The detailed principles of participation in General Meetings under the procedure referred to in clause 4, 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 these Regulations."*

- 3) **§ 11 clause 1 is changed to read as follows:**

*"1. Immediately before the commencement of the General Meeting the Shareholders entitled to participate in the General Meeting and intending to participate in it at its venue shall be registered. The Shareholders shall be registered by an appointed person or persons. The date of the commencement*

*of Shareholders' registration shall be announced by the Management Board together with the information concerning the convening of the General Meeting."*

**4) the first sentence in § 11 clause 2 is changed to read as follows:**

*2. For the purpose of identification, a Shareholder who intends to participate in the General Meeting at its venue and exercise their voting right in person should submit the following documents to the person or persons appointed to register the Shareholders:*

**5) the first sentence in § 11 clause 3 is changed to read as follows:**

*"3. If the Shareholder's grants a proxy to participate in the General Meeting and exercise the voting right at its venue in order to identify the Shareholder and the Proxy representing such Shareholder, the document certifying the granting of a proxy should be submitted to the person or persons appointed to register the Shareholders together with the following documents:*

**6) the Company's email address specified in § 11 clause 9, i.e.**

*["wza@pgesa.pl"](mailto:wza@pgesa.pl)*

*is replaced with the following email address:*

*["wza@gkpge.pl"](mailto:wza@gkpge.pl)*

**7) in § 11 after clause 10, clauses 11, 12, 13, 14, 15, 16, 17, 18 and 19 are added to read as follows:**

*"11. The detailed principles of participation in General Meetings using the electronic means of communication referred to in § 10 clause 3, 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 on the Company's website.*

*12. The Management Board shall determine requirements concerning participation in General Meetings, in particular those related to an Internet connection, computer system and software. A Shareholder intending to participate in the General Meeting using the electronic means of communication should at their own cost fulfil the requirements determined by the Management Board. Such requirements may not limit Shareholders' possibility of participating in General Meetings using the electronic means of communication; however, the determination of technical requirement resulting from the specific character of the system used to allow Shareholders to participate in General Meetings using the electronic means of communication shall not be considered as such limitations. The Company shall not be liable for the absence of the possibility of the fulfilment of such requirements on the part of Shareholders or for costs incurred by Shareholders' in order to fulfil such requirements.*

*13. A Shareholder intending to participate in the General Meeting using the electronic means of communication shall be obliged to submit, by a deadline and in a manner determined by the Management Board,*

*information and documents specified by the Management Board in the announcement of the convening of the General Meeting or on the Company's website. The Company shall not be liable for a Shareholder's failure to submit such information and documents, which shall prevent such Shareholder from participating in the General Meeting using the electronic means of communication.*

- 14. The Management Board shall provide the Shareholders who have submitted all required information and documents pursuant to clause 13 above with passwords, logins or any other data and information necessary for registration in the system allowing communication with the General Meeting room and the exercise of their voting rights using the electronic means of communication. The Company shall not be liable for its failure to provide Shareholders with logins or passwords or any other data at the time allowing them to participate in the General Meeting if such failure to deliver such data results from reasons beyond the Company's control.*
- 15. The Company may entrust the performance of the activities specified in clause 14 above to a professional entity providing services related to the provision and maintenance of systems allowing Shareholders to participate in General Meetings using the electronic means of communication.*
- 16. The Company stipulates that Shareholders who participate in the General Meeting using the electronic means of communication shall assume all risk related to the use of this form of participation in the General Meeting. The Company shall not be liable for the absence of the possibility of connecting to the website through which voting rights may be exercised using the electronic means of communication or using a relevant link redirecting to such website, the absence of the possibility of logging in to the website, the loss of connection with the room where the General Meeting is being held during the course of the General Meeting, the absence of the possibility of casting votes or any damage resulting therefrom.*
- 17. The Company shall not be liable for the exercise of voting rights by an unauthorized person in the event that a third party, for reasons beyond the Company's control, has acquired data referred to in clause 14 above.*
- 18. The Company shall not be liable for delays in online data transmissions.*
- 19. A Shareholder or a Shareholder's Proxy who participates in the General Meeting using the electronic means of communication shall be obliged to comply with instructions generated by the computer system and instruction from the team operating the system. The Company shall not be liable for a Shareholder's failure to exercise voting rights or for any damage related thereto in the event that such Shareholder or their Proxy has failed to comply with such instructions."*

**8) in § 13 after clause 2, clause 3 is added to read as follows:**

*"3. The person opening the General Meeting or the Chairperson of the General Meeting may appoint Secretary/Secretaries of the General Meeting from among those present in the General Meeting room and with the consent of such person/persons. The Secretary's / Secretaries' responsibilities shall include exclusively assisting the person opening the General Meeting, and*

*subsequently the Chairperson of the General Meeting, in the operation of the electronic system allowing Shareholders to participate in the General Meeting using the electronic means of communication."*

**9) § 15 clause 1 is changed to read as follows:**

*"1. Immediately after the election, the Chairperson of the General Meeting shall order the preparation of the attendance list of the Shareholders participating in the General Meeting (at least their names and surnames or business names), including the number of shares represented by each of them and the number of their voting rights, and a specification of Shareholders or their Proxies who participate in the General Meeting using the electronic means of communication."*

**10) § 16 clause 1 is changed to read as follows:**

*"1. The General Meeting may elect the Returning Committee which shall be responsible in particular for the supervision of the voting procedures, in particular the actions of the persons operating the ballot counting devices, and for the determination of the results of voting and their submission to the Chairperson."*

**11) § 16 clause 5 is changed to read as follows:**

*"5. The Returning Committee shall notify the Chairperson of any irregularities identified in the voting procedures."*

**12) in § 16, clause 6 is deleted; the said clause reads as follows:**

*"6. The General Meeting may refrain from electing the Returning Committee, in particular if the Participants of the General Meeting vote by means of electronic devices (cards or similar devices recording the number of votes cast by the Shareholders), unless a Shareholder or Shareholders puts forward a motion to elect such Committee, in the manner provided for in the Commercial Companies Code."*

**13) in § 17 after clause 1, clause 2 is added to read as follows:**

*"2. In the event that Shareholders participate in the General Meeting using the electronic means of communication, the appointed Secretary of the General Meeting provides assistance in the operation of the computer system allowing Shareholders to participate in the General Meeting using the electronic means of communication, which includes verifying the number of Shareholders participating in the General Meeting, relaying questions and declarations of Shareholders who participate in the General Meeting using the electronic means of communication to the person opening the General Meeting and the Chairperson of the General Meeting."*

**14) in § 17, the current numbering of clauses 2, 3, 4, 5, 6 is changed; the said clauses are assigned the following numbers: 3, 4, 5, 6, 7,**

**15) in § 19 after clause 5, clause 6 is added to read as follows:**

*"6. In the event that a statement of a Shareholder who participates in the General Meeting using the electronic means of communication includes elements which may constitute a criminal offence, an infringement of one's*

*personal interest or offensive remarks, the Secretary of the General Meeting shall relay such statement to the person opening the General Meeting or the Chairperson, who shall make a decision concerning further steps to be taken."*

**16) in § 19, the current numbering of clauses 6 and 7 is changed to clauses 7 and 8, respectively**

**17) § 27 clause 3 is changed to read as follows:**

*"3. In the official minutes, the notary public shall ascertain the correctness of convening the General Meeting and its capability of adopting resolutions, shall record the text of adopted resolutions, and in the case of each resolution: the number of shares in connection with which valid votes have been cast, the percentage of such shares in the share capital, the total number of valid votes, the number of votes cast for or against each resolution and the number of abstaining votes as well as submitted objections. The official minutes should include the attendance list signed by the participants of the General Meeting and information concerning which Shareholders have participated in the General Meeting using the electronic means of communication."*

**18) in § 27, clause 6 is deleted; the said clause reads as follows:**

*"6. The official minutes should include the attendance list signed by the participants of the General Meeting."*

**19) in § 27, the current numbering of clause 7 is changed to clause 6.**

2. The General Meeting determines the consolidated text of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A. including the aforementioned changes. The consolidated text of the Regulations constitutes an enclosure to this resolution.

## § 2

The resolution becomes effective as at the day of its adoption, with full force as of the next General Meeting.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution was adopted in an open ballot.