

## SECOND NOTIFICATION TO THE SHAREHOLDERS ABOUT THE INTENTION TO MERGE

**PGE POLSKA GRUPA ENERGETYCZNA S.A.**

**WITH**

**PGE ENERGIA S.A. AND PGE GÓRNICTWO I ENERGETYKA S.A.**

**dated July 16, 2010**

Acting pursuant to Art. 504 § 1 of the Commercial Companies Code (the "CCC"), the Management Boards of the merging companies i.e.:

- a) PGE Polska Grupa Energetyczna S.A. with its registered office in Warsaw, at ul. Mysia 2, entered to the Register of Entrepreneurs held by the District Court for the Capital City of Warsaw, the 12th Commercial Division of the National Court Register under no. KRS 0000059307, tax identification (NIP) no. 526-025-05-41, statistical (REGON) no. 006227638, with the share capital paid up in full in the amount of PLN 17,300,900,000 ("**Acquiring Company**");
- b) PGE Energia S.A. with its registered office in Lublin, at ul. Garbarska 21a, entered to the Register of Entrepreneurs by the District Court in Lublin, the 11<sup>th</sup> Commercial Division of the National Court Register, under no. KRS 0000267235, tax identification (NIP) no. 701-004-62-08, statistical (REGON) no. 140751686, with the share capital paid up in full in the amount of PLN 7,519,861,158 and
- c) PGE Górnictwo i Energetyka S.A. with its registered office in Łódź, at ul. Piłsudskiego 12, entered to the Register of Entrepreneurs by the District Court in Łódź, the 20th Commercial Division of the National Court Register, under no. KRS 0000202169, tax identification (NIP) no. 725-187-45-79, statistical (REGON) no. 473237030, with the share capital paid up in full in the amount of PLN 3,827,809,700

The companies mentioned in p. b) and c) above are later jointly referred to as the "**Acquired Companies**" and the Acquiring Company and the Acquired Companies are referred to as the "**Companies**"

**jointly inform about the intention to merge**

**the Acquiring Company with the Acquired Companies**

- 1) The Companies shall merge in the manner prescribed in art. 492 § 1 item 1 of the CCC, i.e. by way of transferring the entire assets of the Acquired Companies onto the Acquiring Company, in exchange for the shares of the Acquiring Company, which shall be issued to the shareholders of the Acquired Companies;
- 2) The merger plan of the Acquiring Company with the Acquired Companies was published in Monitor Sądowy i Gospodarczy no. 26/2010 (3384) dated February 8, 2010 under item 1512;
- 3) The shareholders of the merging Companies may acquaint with the documents defined in Art. 505 § 1 of the CCC in the above mentioned registered offices of the merging Companies starting from July 2, 2010 till August 2, 2010 between 9am- 5pm.