

**RESOLUTION NO. [●]
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the election of Chairperson of the Ordinary General Meeting

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

§ 1

Acting pursuant to article 409 § 1 of the Commercial Companies Code and § 32 of the Company Statutes, the Ordinary General Meeting of the Company elects Mr/Ms [●] as Chairperson of the Ordinary 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

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

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

§ 1

Acting pursuant to § 16 clause 6 of the Regulations of the General Meeting of PGE Polska Grupa Energetyczna S.A., the Ordinary General Meeting adopts a decision 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 or secret ballot.

RESOLUTION NO. [●]
of the Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the adoption of the agenda of the Ordinary General Meeting

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

§ 1

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

1. The opening of the General Meeting.
2. The election of a 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 a decision not to elect the Returning Committee.
5. The adoption of the agenda of the General Meeting.
6. The adoption of a resolution concerning the consideration and approval of the financial statements of PGE Polska Grupa Energetyczna S.A. for the year 2009.
7. The adoption of a resolution concerning the consideration and approval of the Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2009.
8. The adoption of a resolution concerning the consideration and approval of the consolidated financial statements consistent with IFRS of the PGE Polska Grupa Energetyczna Capital Group for the year 2009.
9. The adoption of a resolution concerning the consideration and approval of the Management Board's consolidated report on the activities of the PGE Polska Grupa Energetyczna Capital Group for the year 2009.
10. The adoption of a resolution concerning the distribution of the Company's net profit for the financial year 2009 as well as the determination of the dividend date and the dividend payment date.
11. The adoption of a resolution concerning the granting of discharge to the members of the Management Board and Supervisory Board.

12. The adoption of a resolution concerning the granting of an annual award to President of the Management Board for the year 2009.
13. The adoption of a resolution concerning changes in the Company's Statutes.
14. 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

*concerning the consideration and approval of the financial statements of
PGE Polska Grupa Energetyczna S.A. for the year 2009.*

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

§ 1

Acting pursuant to article 395 § 2 item 1 of the Commercial Companies Code, the Ordinary General Meeting approves the financial statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2009 comprising the following elements audited by a certified auditor:

- a balance sheet drawn up as at 31 December 2009, showing the total balance of assets and liabilities in the amount of PLN 25,956,484,942.85 (say: twenty-five billion nine hundred and fifty-six million four hundred and eighty-four thousand nine hundred and forty-two zloty 85/100);
- a profit and loss statement for the period from 1 January 2009 to 31 December 2009, showing a net profit of PLN 1,440,497,736.84 (say: one billion four hundred and forty million four hundred and ninety-seven thousand seven hundred and thirty-six zloty 84/100);
- a statement of changes in equity for the period from 1 January 2009 to 31 December 2009 showing an increase in equity in the amount of PLN 6,400,701,902.61 (say: six billion four hundred million seven hundred and one thousand nine hundred and two zloty 61/100);
- a cash flow statement for the period from 1 January 2009 to 31 December 2009, showing an increase in cash during the course of the financial year in the amount of PLN 3,173,435,210.45 (say: three billion one hundred and seventy-three million four hundred and thirty-five thousand two hundred and ten zloty 45/100);
- additional information and notes.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

*concerning the consideration and approval of the Management Board's
report on the activities of PGE Polska Grupa Energetyczna S.A. for the
year 2009.*

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

§ 1

Acting pursuant to article 395 § 2 item 1 of the Commercial Companies Code, the Ordinary General Meeting approves the Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. for the year 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the consideration and approval of the consolidated financial statements consistent with IFRS of the PGE Polska Grupa Energetyczna Capital Group for the year 2009.

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

§ 1

Acting pursuant to article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting approves the consolidated financial statements consistent with IFRS of the PGE Polska Grupa Energetyczna Capital Group for the year 2009 comprising the following elements audited by a certified auditor:

- a consolidated financial position statement drawn up as at 31 December 2009 showing the total balance of assets and liabilities in the amount of PLN 54,447,798,000 (say: fifty-four billion four hundred and forty-seven million seven hundred and ninety-eight thousand zloty),
- a consolidated profit and loss statement for the period ended 31 December 2009, showing a net profit of PLN 4,337,223,000 (say: four billion three hundred and thirty-seven million two hundred and twenty-three thousand zloty) and a consolidated statement of total income for the year ended 31 December 2009, showing a total income of PLN 4,296,508,000 (say: four billion two hundred and ninety-six million five hundred and eight thousand zloty),
- a consolidated statement of changes in equity for the year ended 31 December 2009, showing an increase in equity in the amount of PLN 8,674,174,000 (say: eight billion six hundred and seventy-four million one hundred and seventy-four thousand zloty),
- a consolidated cash flow statement showing an increase in cash and cash equivalents during the course of the financial year ended 31 December 2009 in the amount of PLN 5,568,617,000 (say: five billion five hundred and sixty-eight million six hundred and seventeen thousand zloty),
- a description of the accounting principles (policies) and additional information and notes.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

*concerning the consideration and approval of the Management Board's
consolidated report on the activities of the PGE Polska Grupa
Energetyczna Capital Group for the year 2009.*

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

§ 1

Acting pursuant to article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting approves the Management Board's consolidated report on the activities of PGE Polska Grupa Energetyczna S.A. Capital Group for the year 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

*concerning the distribution of the Company's net profit for the financial
year 2009 as well as the determination of the dividend date and the
dividend payment date.*

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

§ 1

Acting pursuant to article 395 § 2 item 2 of the Commercial Companies Code, the Ordinary General Meeting decides to distribute the net profit for the period from 1 January 2009 to 31 December 2009 in the amount of PLN 1,440,497,736.84 as follows:

- | | |
|------------------------------|----------------------|
| ▪ the supplementary capital: | PLN 125,629,336.84 |
| ▪ dividend for Shareholders: | PLN 1,314,868,400.00 |

§ 2

Acting pursuant to article 348 § 3 of the Commercial Companies Code and § 43 clause 5 of the Company Statutes, the Ordinary General Meeting determines:

- the dividend date for 22 September 2010
- the dividend payment date for 12 October 2010

§ 3

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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Marcin Zieliński for the financial year 2009 in connection with his performance of the duties of Chairperson of the Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Maciej Bałtowski for the financial year 2009 in connection with his performance of the duties of Vice Chairperson of the Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Wojciech Cichoński for the financial year 2009 in connection with his performance of the duties of Secretary of the Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Jacek Barylski for the financial year 2009 in connection with his performance of the duties of Member of the Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Mikołaj Budzanowski for the financial year 2009 in connection with his performance of the duties of Member of the Supervisory Board in the period from 1 January 2009 to 20 July 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Ms Małgorzata Dec for the financial year 2009 in connection with her performance of the duties of Member of the Supervisory Board in the period from 30 July 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Ryszard Malarski for the financial year 2009 in connection with his performance of the duties of Member of the Supervisory Board in the period from 14 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Ms Katarzyna Prus for the financial year 2009 in connection with her performance of the duties of Member of the Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Zbigniew Szmuniowski for the financial year 2009 in connection with his performance of the duties of Member of the Supervisory Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Tomasz Zadroga for the financial year 2009 in connection with his performance of the duties of President of the Management Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Adam Cichocki for the financial year 2009 in connection with his performance of the duties of Vice President of the Management Board in the period from 1 January 2009 to 27 February 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Henryk Majchrzak for the financial year 2009 in connection with his performance of the duties of Vice President of the Management Board in the period from 1 January 2009 to 27 February 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Marek Szostek for the financial year 2009 in connection with his performance of the duties of Vice President of the Management Board in the period from 3 August 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Piotr Szymanek for the financial year 2009 in connection with his performance of the duties of Vice President of the Management Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Wojciech Topolnicki for the financial year 2009 in connection with his performance of the duties of Vice President of the Management Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of discharge for the year 2009

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

§ 1

Acting pursuant to article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting grants discharge to Mr Marek Trawiński for the financial year 2009 in connection with his performance of the duties of Vice President of the Management Board in the period from 1 January 2009 to 31 December 2009.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010
concerning the granting of an annual award to President of the
Management Board for the year 2009.

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

§ 1

Acting pursuant to article 10 clause 2 of the Act on remuneration of persons managing some legal entities, the Ordinary General Meeting grants Mr Tomasz Zadroga, President of the Management Board, an annual award for the year 2009 in the amount of his 3 average monthly salaries.

§ 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 Ordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 23 June 2010**

concerning changes in the Company's Statutes.

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

§ 1

Acting pursuant to articles 430 § 1 and 415 § 1 of the Commercial Companies Code as well as § 37 clause 1 item 8 of the Company Statutes, after reviewing the Supervisory Board's opinion on the subject matter included in resolution no. 147/VIII/2010 of 12 April 2010, the Ordinary General Meeting hereby decides to effect the following changes in the Company Statutes:

1. § 18 clause 1 item 9 of the Company Statutes will read as follows:
"9) determining the amount of remuneration and other conditions of agreements as well as entering into agreements with members of the Management Board (including President of the Management Board), subject to the competence of the General Meeting as provided for in the mandatory provisions of the law,"
2. § 37 clause 1 item 10 of the Company Statutes will be deleted.

§ 2

The General Meeting adopts the consolidated text of the Company's Statutes, which constitutes an enclosure to this resolution.

§ 3

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.