

**RESOLUTION NO. [●]**  
**of the Extraordinary General Meeting of**  
**"PGE Polska Grupa Energetyczna Spółka Akcyjna"**  
**of 3 August 2010**  
*concerning the election of Chairperson 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**

Acting pursuant to article 409 § 1 of the Commercial Companies Code and § 32 of the Company's Statutes, the Extraordinary General Meeting of the Company 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 3 August 2010**  
*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 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 presentation of the significant elements of the plan for the Company's merger with PGE Górnictwo i Energetyka S.A. and PGE Energia S.A., the Management Board's report and the certified auditor's opinion on the audit of the merger plan.
7. The adoption of a resolution concerning the merger of PGE Polska Grupa Energetyczna S.A. ("Acquiring Company") with PGE Górnictwo i Energetyka S.A. and PGE Energia S.A. ("Companies Being Acquired") and amendments to the Company Statutes of PGE Polska Grupa Energetyczna S.A.
8. The adoption of a resolution concerning an application for the admission and introduction of series C and D shares to trading on the regulated market, the dematerialisation of series C and D shares and an authorisation to conclude an agreement with Krajowy Depozyt Papierów Wartościowych S.A. [the National Depository for Securities ].
9. The adoption of a resolution concerning the adoption of the consolidated text of the Statutes of PGE Polska Grupa Energetyczna S.A.
10. The adoption of a resolution concerning the General Meeting's consent to the preparation of the Company's individual financial statements starting from 1

January 2011 in accordance with the requirements of the International Financial Reporting Standards (IFRS).

11. 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 3 August 2010**  
*concerning the adoption of a decision not to elect the Returning*  
*Committee*

The Extraordinary 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 Extraordinary 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 ballot.

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting of  
"PGE Polska Grupa Energetyczna Spółka Akcyjna"  
of 3 August 2010**

*concerning the merger of PGE Polska Grupa Energetyczna S.A.  
("Acquiring Company") with PGE Górnictwo i Energetyka S.A. and PGE  
Energia S.A. ("Companies Being Acquired") and amendments to the  
Company Statutes of PGE Polska Grupa Energetyczna S.A.*

Acting pursuant to article 506 of the Commercial Companies Code (hereinafter "CCC"), after becoming acquainted with the Management Board's explanations concerning the significant elements of the merger plan, the Management Board's report and the certified auditor's opinion:

**§ 1**

**Merger**

1. The General Meeting of the Acquiring Company, i.e. PGE Polska Grupa Energetyczna S.A. decides to adopt the merger of the Acquiring Company with the Companies Being Acquired, i.e.
  - a) PGE Górnictwo i Energetyka S.A. with the registered office in Łódź,
  - b) PGE Energia S.A. with the registered office in Lublin,pursuant to article 492 § 1 item 1 of CCC, i.e. by way of transferring all assets of the Companies Being Acquired to the Acquiring Company in return for shares which the Acquiring Company will issue to the shareholders of the Companies Being Acquired and their inheritors referred to in article 11 paragraph 2 of the Act on the purchase of shares from the State Treasury under the power industry companies' consolidation process of 7 September 2007 (Journal of Laws, 2007, no. 191, item 1367, as amended) ("**Conversion Act**").
2. Pursuant to article 506 § 4 of CCC, the General Meeting of the Acquiring Company gives its consent to the merger plan as announced in the Monitor Sądowy i Gospodarczy [the Court and Commercial Gazette] issue 26/2010 (3384) of 8 February 2010 r, under item 1512, which is an Enclosure No. 1 hereto.
3. Pursuant to article 506 § 4 of CCC, the General Meeting of the Acquiring Company gives its consent to the proposed changes in the Statutes of the Acquiring Company as specified in Enclosure no. 3 to the Merger Plan and § 3 of this resolution.

**§ 2**

**Share capital increase**

1. In consequence of the merger, the Acquiring Company's share capital is

increased from the amount of PLN 17,300,900,000 (say: seventeen billion three hundred million nine hundred thousand zloty) to the total amount of PLN 18,697,837,270 (say: eighteen billion six hundred and ninety-seven million eight hundred and thirty-seven thousand two hundred and seventy zloty) i.e. by the amount of PLN 1,396,937,270 (say: one billion three hundred and ninety-six million nine hundred and thirty-seven thousand two hundred and seventy zloty) by way of an issue of 139,693,727 (say: one hundred and thirty-nine million six hundred and ninety-three thousand seven hundred and twenty-seven) shares, including 73,241,482 (say: seventy-three million two hundred and forty-one thousand four hundred and eighty-two) series C bearer shares and 66,452,245 (say: sixty-six million four hundred and fifty-two thousand two hundred and forty-five) series D bearer shares with a par value of PLN 10 (say: ten zloty) each (hereinafter "**Merger Shares**").

2. Pursuant to article 11 paragraph 2 of the Conversion Act, an increase in the Acquiring Company's share capital is effected with regard to the rights to acquire the Merger Shares by the inheritors of persons entitled to exchange the shares of the companies being consolidated for the shares of the consolidating company on terms and conditions as specified in the Conversion Act.
3. The Merger Shares will be allocated to the following:
  - (a) the shareholders of the Companies Being Acquired, pursuant to the provisions of article 514 of CCC, i.e. to the exclusion of the Acquiring Company as the shareholder of the Companies Being Acquired, which will not acquire its own shares in return for the shares in the Companies Being Acquired, and
  - (b) the inheritors referred to in article 11 paragraph 2 of the Conversion Act, applying the following share exchange parities:
 

PGE Górnictwo i Energetyka S.A.	1* : 1.27560301
PGE Energia S.A.	1* : 0.05891657
4. The Merger Shares will be included in the dividend of the Acquiring Company as of 1 January 2010, i.e. for the financial year ending on 31 December 2010.

### § 3

## Changes in the Statutes of the Acquiring Company

The General Meeting of the Acquiring Company gives its consent to the following amendments to the Statutes of the Acquiring Company:

1. changing the text of § 6:

"§ 6

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\* "1" signifies one share of the Company Being Acquired. In view of the fact that the parity is not an integral number, it is not possible to indicate *in abstracto* the number of the shares of the Acquiring Company which would be an integral number (it is not possible to acquire a fraction of a share). It will be possible to determine the exact number of the shares of the Acquiring Company to be acquired by the particular shareholders of the Companies Being Acquired in relation to the specific number of their shares; if in consequence of the conversion of the number of shares based on the adopted parity the number of shares in the Acquiring Company is not an integral number, the remaining fraction of a share due to a shareholder will be settled by way of payments referred to in item 5 of the merger plan.

1. *The founder of the Company is the State Treasury.*
2. *Pursuant to article 492 § 1 item 1 of the Commercial Companies Code, the Company (as the acquiring company) has been merged with the following companies: PGE Górnictwo i Energetyka S.A. with the registered office in Łódź, PGE Energia S.A. with the registered office in Lublin."*

2. changing the text of § 7:

"§ 7

*The Company's share capital shall equal PLN 18,697,837,270 (say: eighteen billion six hundred and ninety-seven million eight hundred and thirty-seven thousand two hundred and seventy zloty) and shall be divided into 1,869,783,727 (say: one billion eight hundred and sixty-nine million seven hundred and eighty-three thousand seven hundred and twenty-seven) shares with a par value of PLN10 (ten zloty) each, including:*

- 1) 1,470,576,500 series A bearer shares,*
- 2) 259,513,500 series B bearer shares,*
- 3) 73,241,482 series C bearer shares,*
- 4) 66,452,245 series D bearer shares."*

§ 4

The resolution becomes effective as at 14 August 2010 r, and with regard to the changes in the Statutes of the Acquiring Company - as at the date of a relevant entry of the changes 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 3 August 2010**

*concerning an application for the admission and introduction of series C and D shares to trading on the regulated market, the dematerialisation of series C and D shares and an authorisation to conclude an agreement with Krajowy Depozyt Papierów Wartościowych S.A. [National Depository for Securities ].*

In connection with the planned offer for an issue of not more than 139,693,727 (say: one hundred and thirty-nine million six hundred and ninety-three thousand seven hundred and twenty-seven) new series C and D shares of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw, with a par value of PLN 10 (say: ten zloty) each, the Extraordinary General Meeting adopts as follows:

§1

1. Pursuant to article 27 paragraph 2 item 3a of the Public Offerings Act and in connection with the Extraordinary General Meeting's adoption of resolution no. **[Merger Resolution]** concerning an increase in the Company's share capital and the changes in the Company Statutes, the General Meeting hereby decides to apply for the admission and introduction to trading on the regulated market of the Giełda Papierów Wartościowych w Warszawie S.A. [Warsaw Stock Exchange] ("WSE"), subject to the fulfilment of all conditions provided for in the regulations of WSE of the following:
  - a. not more than **73,241,482** (say: seventy-three million two hundred and forty-one thousand four hundred and eighty-two) series C ordinary bearer shares, each with a par value of PLN 10 (say: ten zloty) ("**Series C Shares**"),
  - b. not more than **66,452,245** (say: sixty-six million four hundred and fifty-two thousand two hundred and forty-five) series D ordinary bearer shares, each with a par value of PLN 10 (say: ten zloty) ("**Series D Shares**"),

and to authorise the Management Board to take all necessary actions related thereto.

2. The General Meeting decides to dematerialise Series C Shares and Series D Shares, and, acting pursuant to article 27 paragraph 2 item 3b of the Public Offerings Act and article 5 paragraph 8 of the Financial Instruments Trading Act of 29 July 2005, it authorises the Management Board to enter, with Krajowy Depozyt Papierów Wartościowych S.A. [National Securities Depository], into an agreement providing for the registration of Series C Shares and Series D Shares as well as to take any other necessary actions related to their dematerialisation.

§ 2

The resolution becomes effective as at 14 August 2011.



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 3 August 2010**

*concerning the adoption of the consolidated text of the Statutes of PGE  
Polska Grupa Energetyczna S.A.*

In connection with the Extraordinary General Meeting's adoption of resolution no. [●] concerning the merger of PGE Polska Grupa Energetyczna S.A. with PGE Górnictwo i Energetyka S.A. and PGE Energia S.A. and a change in the Statutes 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 General Meeting adopts the consolidated text of the Company Statutes, including the changes adopted by resolution no. [●] of the Extraordinary General Meeting of 3 August 2010, which constitutes an enclosure to this resolution.

**§ 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 3 August 2010**

*concerning the preparation of the Company's individual financial  
statements starting from 1 January 2011 in accordance with the  
requirements of the International Financial Reporting Standards (IFRS).*

Acting pursuant to article 45 paragraph 1c of the Accounting Act and in connection with article 393 item 1 of the Commercial Companies Code, the Extraordinary General Meeting of PGE Polska Grupa Energetyczna Spółka Akcyjna with the registered office in Warsaw ("**Company**") adopts as follows:

**§ 1**

The General Meeting approves the preparation of the Company's individual financial statements in accordance with the requirements of the International Financial Reporting Standards (IFRS) as of 1 January 2011.

**§ 2**

The resolution becomes effective as at 1 January 2011.

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.