

RESOLUTION NO. [●]
of the Extraordinary General Meeting of
"PGE Polska Grupa Energetyczna Spółka Akcyjna"
of 8 December 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 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 8 December 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 a 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 Electra S.A.
7. The adoption of a resolution concerning the merger of PGE Polska Grupa Energetyczna S.A. ("**The Acquiring Company**") with PGE Electra S.A. ("**The Company Being Acquired**") and changes in the Company Statutes of PGE Polska Grupa Energetyczna S.A.
8. The adoption of a resolution concerning the adoption of the consolidated text of the Statutes of PGE Polska Grupa Energetyczna S.A.
9. 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 8 December 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 8 December 2010

*concerning the merger of PGE Polska Grupa Energetyczna S.A.
("Acquiring Company") with PGE Electra S.A. ("The Company Being
Acquired") and changes in the Statutes of PGE Polska Grupa
Energetyczna S.A.*

Acting pursuant to article 506 § 2 and § 4 the Commercial Companies Code of 15 September 2000 (Journal of Laws of 2000, no. 94, item 1037, as amended) (hereinafter "CCC"), after becoming acquainted with the Management Board's explanations concerning the significant elements of the Merger Plan:

§ 1

Merger

1. The General Meeting of the Acquiring Company, i.e. PGE Polska Grupa Energetyczna S.A. with the registered office in Warsaw, decides to adopt the merger of the Acquiring Company with the Company Being Acquired, i.e. PGE Electra S.A. with the registered office in Warsaw, under the procedure provided for in article 492 § 1 item 1 of CCC, article 515 § 1 of CCC and article 516 § 6 of CCC, i.e. by way of transferring all assets of the Company Being Acquired to the Acquiring Company without any increase in the share capital of Acquiring Company and without any issue of new shares in the Acquiring Company in return for shares in the Company Being Acquired.
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 no. 216/210 of 5 November 2010, under item 13443, which constitutes Enclosure no. 1 to this resolution.
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. 2 to the Merger Plan and § 2 of this resolution.

§ 2

Changes in the Statutes of the Acquiring Company

The General Meeting of the Acquiring Company gives its consent to the following changes in § 3 clause 1, § 6, § 14 clause 2 item 3 and § 18 clause 2 item 6 of the Statutes of the Acquiring Company:

1) "§ 3

1. *The Company's economic activity shall include the following:*

- 1) *Activities of head offices and holdings, except financial holdings (PKD 70.10.Z),*
- 2) *Activities of holding companies (PKD 64.20.Z),*
- 3) *Regulation of and contribution to more efficient operation of businesses (PKD 84.13.Z),*
- 4) *Management consultancy activities (PKD 70.2),*
- 5) *Trusts, funds and similar financial entities (PKD 64.30.Z),*
- 6) *Other financial service activities, except insurance and pension funding (PKD 64.9),*
- 7) *Other activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z),*
- 8) *Other monetary intermediation (PKD 64.19.Z),*
- 9) *Electric power generation, transmission and distribution (PKD 35.1),*
- 10) *Manufacture of gas; distribution of gaseous fuels through mains (PKD 35.2),*
- 11) *Generation and supply of steam, hot water and air to air conditioning systems (PKD 35.3),*
- 12) *Mining of hard coal (PKD 05.10.Z),*
- 13) *Mining of lignite (PKD 05.20.Z),*
- 14) *Mining and quarrying n.e.c. (PKD 08.9),*
- 15) *Support activities for other mining and quarrying (PKD 09.90.Z),*
- 16) *Manufacture and processing of coke oven products (PKD 19.10.Z),*
- 17) *Transport via pipeline (PKD 49.50),*
- 18) *Water collection, treatment and supply (PKD 36.00.Z),*
- 19) *Construction of utility projects (PKD 42.2),*
- 20) *Construction of other civil engineering projects n.e.c. (PKD 42.99 Z),*
- 21) *Specialised construction activities (PKD 43),*
- 22) *Construction of residential and non-residential buildings (PKD 41.20.Z),*
- 23) *Construction of water projects (PKD 42.91.Z),*
- 24) *Architectural and engineering activities and related technical consultancy (PKD 71.1),*
- 25) *Specialised design activities (PKD 74.10.Z),*
- 26) *Technical testing and analysis (PKD 71.20),*
- 27) *Other research and experimental development on natural sciences and engineering (PKD 72.19.Z),*
- 28) *Operation of gravel and sand pits; mining of clays and kaolin (PKD 08.12.Z),*
- 29) *Wholesale on a fee or contract basis (PKD 46.1),*

- 30) *Other specialised wholesale (PKD 46.7),*
- 31) *Wholesale of solid, liquid and gaseous fuels and related products (PKD 46.71.Z),*
- 32) *Telecommunications (PKD 61),*
- 33) *Computer programming, consultancy and related activities (PKD 62),*
- 34) *Data processing, hosting and related activities (PKD 63.11.Z),*
- 35) *Market research and public opinion polling (PKD 73.20.Z),*
- 36) *Other education n.e.c. (PKD 85.59),*
- 37) *Accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z),*
- 38) *Manufacture of metal structures and parts of structures (PKD 25.11.Z),*
- 39) *Manufacture of electricity distribution and control apparatus (PKD 27.12.Z),*
- 40) *Manufacture of electronic components (PKD 26.11.Z),*
- 41) *Manufacture of wiring devices (PKD 27.33.Z),*
- 42) *Manufacture of other electrical equipment (PKD 27.90.Z),*
- 43) *Repair and installation of machinery and equipment (PKD 33),*
- 44) *Security systems service activities (PKD 80.20.Z),*
- 45) *Freight rail transport (PKD 49.20.Z),*
- 46) *Freight transport by road (PKD 49.41.Z),*
- 47) *Service activities incidental to land transportation (PKD 52.21.Z),*
- 48) *Cargo handling (PKD 52.24.C),*
- 49) *Renting and leasing of other machinery, equipment and tangible goods n.e.c. (PKD 77.39.Z),*
- 50) *Renting and leasing of other machinery, equipment and tangible goods n.e.c. (PKD 77.39.Z),*
- 51) *Renting and leasing of construction and civil engineering machinery and equipment (PKD 77.32.Z),*
- 52) *Waste collection, treatment and disposal activities; materials recovery (PKD 38),*
- 53) *Sewerage (PKD 37.00.Z),*
- 54) *Defence activities (PKD 84.22.Z),*
- 55) *Business support service activities n.e.c. (PKD 82.9).*
- 56) *Agents specialised in the sale of other particular products (PKD 46.18.Z),*
- 57) *Agents involved in the sale of a variety of goods (PKD 46.19.Z)".*

2) "§ 6

- 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.*
3. *Pursuant to article 492 § 1 item 1 of the Commercial Companies Code, the Company (as the Acquiring Company) has been merged with PGE Electra S.A. with the registered office in Warsaw."*
- 3) *"§ 14 clause 2*
 - 3) *the Company's entering into agreements other than these mentioned above or incurring liabilities other than these mentioned above in the amount exceeding 400,000 euros, excluding agreements or liabilities related to trade transactions concerning electricity, related products or related rights as well as trade transactions concerning the purchase and sale of fuels,"*
- 4) *"§ 18 clause 2*
 - 6) *the Company's entering into agreements other than these referred to above or incurring liabilities other than these mentioned above whose value is equal to or higher than 100,000,000.00 euros; however, the Supervisory Board's consent shall not be required in the following cases:*
 - a) *the Company's entering into agreements with directly or indirectly subordinate companies (within the meaning of the Commercial Companies Code),*
 - b) *entering into agreements or incurring liabilities related to trade in electricity, related products or related rights as well as fuels,"*

§ 3

The resolution becomes effective as at the date of its adoption, 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 8 December 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-Electra S.A. and changes 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 8 December 2010, whose text 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.