

ANNOUNCEMENT ON THE CONVOCAION OF THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA

The Management Board of ENERGA SA with its registered office in Gdańsk (henceforth the Company), acting pursuant to Article 399 § 1, Article 402¹ § 1 and 2, Article 402² of the Commercial Companies Code and § 24 section 2 item 1 and 3 of the Articles of Association of the Company, as well as in conjunction with the motion of Shareholder – the State Treasury filed under Article 401 § 1 of the Commercial Companies Code (Journal of Laws of 2013, item 1030, as amended), hereby convenes the Extraordinary General Meeting of the Company (henceforth the General Meeting), to be held at 10.00 a.m. on 17 February 2014 in Gdańsk, Aleja Zwycięstwa 14, Room No 5 Multikino S.A.

Agenda:

1. Opening of the Extraordinary General Meeting.
2. Declaration of the correctness of the convocation of the Extraordinary General Meeting and its capacity to adopt binding resolutions.
3. Election of the Chairman of the Extraordinary General Meeting.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on consenting to the acquisition of fixed assets components in the form of long-term bonds issued by Breva Sp. z o.o.
6. Adoption of a resolution concerning amendments to the Articles of Association of ENERGA Spółka Akcyjna.
7. Closure of the Extraordinary General Meeting.

Registration date and right to participate in the General Meeting.

The date of registration for participation in the General Meeting (henceforth: the Registration Date) shall be 1 February 2014, i.e. the day falling 16 days prior to the date of the General Meeting.

The Registration Date is identical for holders of rights arising from bearer shares and registered shares.

In accordance with Article 406¹, Article 406² and Article 406³ of the Commercial Companies Code, the General Meeting is open to:

- 1) persons who are Shareholders of the Company as at the Registration Date and who submitted a request (no earlier than after the announcement of the convocation of the General Meeting and no later than on the first business day after the Registration Date, i.e. no later than on 3 February 2014) with the entity managing their securities account for the issuance of a personal certificate confirming their right to participate in the General Meeting,
- 2) holders of rights arising from registered shares and pledgees and users afforded voting rights, entered in the Share Register of the Company on the Registration Date.

The list of Shareholders entitled to participate in the General Meeting shall be displayed at the registered office of the Company: al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower Building, 11th floor, Secretariat of the Company's Management Board), three days prior to the date of the General Meeting, i.e. on 12-14 February 2014, between 9.00 a.m. and 3.00 p.m.

A Company Shareholder may request that the list of Shareholders entitled to participate in the General Meeting be sent to him/her free of charge by electronic mail, by giving the e-mail address where the list should be sent.

A Shareholder shall have the right to request an excerpt of the motions regarding matters placed on the agenda one week prior to the date of the General Meeting.

If a Shareholder is not included in the list of Shareholders entitled to participate in the General Meeting, he/she must present an individual deposit certificate showing that he/she is a Shareholder on the date of submitting the above request. The request may be sent by electronic mail to the e-mail address of the Company: wz@energa.pl.

Persons entitled to participate in the General Meeting are hereby requested to register and collect the ballot papers at the place where the General Meeting is to be held, indicated above, between 8.30 and 9.30 a.m. prior to the start of the Meeting.

Description of the procedures pertaining to participating in the General Meeting and exercising the voting rights.

1) the right of a Shareholder to demand the placing of specific matters on the agenda of the General Meeting

A Shareholder or Shareholders representing at least one twentieth of the share capital of the Company may demand that certain matters be placed on the agenda of the General Meeting. The demand of the Shareholder or Shareholders shall be submitted to the Management Board of the Company no later than 21 days prior to the designated date of the General Meeting, i.e. no later than on 27 January 2014.

The demand shall include grounds or a draft of a resolution regarding the proposed item of the agenda.

In addition, the Shareholder or Shareholders demanding that specific matters be placed on the agenda must present, together with the demand, documents confirming their identity and the right to demand that specific matters be placed on the agenda, in particular:

- a) a certificate confirming the right to participate in the General Meeting, issued by the entity carrying the securities account in accordance with the provisions on the trade in financial instruments, stating that its addressee is the Company Shareholder and holds an appropriate number of shares as at the date of submitting the demand;
- b) in the case of a Shareholder who is a natural person – a copy of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the Shareholder;
- c) in the case of a Shareholder who is not a natural person – a copy of the current excerpt from the appropriate register or another document confirming the existence of such Shareholder and the right of his representative or representatives to represent the Shareholder, with copies of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the Shareholder's representative or representatives.

The demand with all the required appendices may be submitted in writing:

- a) with confirmation of submission, at the registered office of the Company: al. Grunwaldzka 472, 80-309 Gdańsk, or sent to the Company, or
 - b) sent to the Company with receipt confirmed, to the following address: ENERGA SA al. Grunwaldzka 472, 80-309 Gdańsk,
- or sent to the Company by electronic mail to: wz@energa.pl.

The Company may take appropriate steps aimed at identifying the Shareholder or Shareholders and at verifying the validity of the documents sent.

The date of delivery to the Company shall attest to the date of submission of the demand, and in the event of using the electronic form, the date on which the aforementioned demand was placed in the Company's electronic mail system.

Any and all documents referred to above, drawn up in a foreign language, shall be accompanied by a certified translation into the Polish language made by a certified translator.

Immediately, but no later than 18 days prior to the date of the General Meeting, i.e. 30 January 2014, the Management Board shall announce changes to the agenda made at the request of a Shareholder or Shareholders. The new agenda shall be announced in the form appropriate for convening the General Meeting, i.e. by placing the agenda on the website of the Company: www.grupaenerga.pl, in the investor relations/General Meeting tab and in the manner specified for conveying current information in accordance with provisions on a public offering and the conditions governing the introduction of financial instruments to organized trading, and public companies.

2) the right of a Shareholder to submit drafts of resolutions pertaining to matters placed on the agenda or matters to be placed on the agenda

A Shareholder or Shareholders representing at least one twentieth of the share capital of the Company may, prior to the date of the General Meeting, submit to the Company in writing (i.e. deliver personally with delivery confirmed or send to the Company with delivery confirmed) at the following address: ENERGA SA, al. Grunwaldzka 472, 80-309 Gdańsk or by means of electronic communications, by sending an e-mail to the following dedicated e-mail address: wz@energa.pl, drafts of resolutions pertaining to matters placed on the agenda or matters to be placed on the agenda.

The correct date of filing the aforementioned drafts shall be attested by the date and time of their delivery to the Company, and in the event of using the electronic form, the date and time of their placing in the e-mail system of the Company (delivery to the Company's server).

Draft resolutions shall be announced immediately on the website of the Company: www.grupaenerga.pl, in the investor relations/General Meeting) tab.

The Shareholder or Shareholders submitting draft resolutions shall present documents confirming their identity and the right to submit draft resolutions, described in point 1 above.

Draft resolutions shall be submitted in the Polish language.

During the General Meeting, each Shareholder may submit draft resolutions regarding matters placed on the agenda both before and during the General Meeting.

3) manner of exercising voting rights by a proxy and forms used during voting by proxies, and manner of notifying the Company by electronic communications means of the appointment of a proxy

The Shareholders shall have the right to participate in the General Meeting and to exercise their voting rights personally or through a proxy. The proxy shall exercise all the rights of the Shareholder, unless the proxy provides otherwise. The proxy may grant further proxies, if this is provided in the content of the proxy. One proxy may represent more than one Shareholder. In such case, the proxy may vote differently from the shares of each Shareholder. A Shareholder holding shares registered in more than one securities account may appoint separate proxies to exercise the voting rights from the shares registered in more than one securities account, may appoint a proxy to exercise the rights from the shares registered in each of the accounts.

The proxy to participate in the General Meeting and exercise the voting right must be granted in writing or electronically.

In order to identify the Shareholders granting the proxy and the Proxy representing that Shareholder, the proxy document shall be accompanied by:

- a) in the case of a Shareholder who is a natural person – a copy of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the Shareholder;
- b) in the case of a Shareholder who is not a natural person – a copy of the current excerpt from the appropriate register or another document confirming the existence of such Shareholder and the right of his representative or representatives to represent the Shareholder, with copies of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the Shareholder's representative or representatives;
- c) in the case of a Proxy who is a natural person - a copy of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the Proxy;
- d) in the case of a Proxy who is not a natural person - a copy of the current excerpt from the appropriate register or another document confirming the existence of such Proxy and the right of his representative or representatives to represent him, with copies of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the representative or representatives authorized to represent the Proxy.

In the case of foreign entities established in countries where the appropriate registers are not kept, instead of copies of a current excerpt from the register referred to in sub-clause b and d above, a copy of a document confirming the existence of a given entity and the right of its representative or representatives to represent that entity shall be enclosed.

In the event of doubts as to the authenticity of the copies of the aforesaid documents, the Company or a person designated to register the Shareholders may demand, prior to the opening of the General Meeting, the presentation of the originals of the documents or their excerpts certified as consistent with the original by a notary, legal adviser or another entity authorized to issue such certifications. Unless they are presented, the Proxy of the Shareholder may not be allowed to participate in the General Meeting.

Any and all documents referred to above, drawn up in a foreign language, shall be accompanied by a certified translation into the Polish language made by a certified translator.

If the proxy to participate in the General Meeting and to exercise the voting right granted by the Shareholder is conditional, the proof of meeting a given condition shall also be enclosed.

Granting a proxy in the electronic form shall not require affixing it with a secure electronic signature verified by a valid qualified certificate. The granting of a proxy in the electronic form shall be reported to the Company using means of electronic communications. The notice shall be sent by electronic mail to the e-mail address of the Company: wz@energa.pl. The notice shall be accompanied by a scan of the proxy and a scan of the documents referred to in sub-clauses a, b, c and d above. The notice shall also include the e-mail address through which the Company may contact the Shareholder and the Proxy. The Management Board shall have the right to verify the notices and to take steps aimed at identifying the Shareholder and the Proxy and to confirm that the

proxy has been duly granted. This verification may consist, in particular, in a return question addressed to the Shareholder or the Proxy over the telephone or electronically. The above rules shall apply accordingly to a modification or revocation of a proxy. Notices failing to meet the aforesaid requirements shall cause no legal consequences for the Company. The Company shall not be liable for errors in completing the proxy form and the actions of the persons using proxies. A Proxy appearing at the General Meeting shall be obligated to present, at the request of the Company or a person (persons) designated to register the Shareholders, the original documents enclosed with the aforesaid notice.

The Management Board additionally informs that, in the event of the Shareholder granting a proxy with voting instructions, the Company will not verify whether the Proxies exercise the voting right in accordance with the instructions received from the Shareholders. Therefore, the voting instructions must be given only to the Proxy.

A member of the Management Board of the Company and a Company employee may act as Proxies of the Shareholders at the General Meeting. If the Proxy is a member of the Management Board, member of the Supervisory Board, liquidator, Company employee or member of the governing bodies or an employee of a company or a co-operative society which is a subsidiary of the Company, the proxy may authorize its holder to represent the Shareholder only at one General Meeting. The Proxy shall be obligated to disclose to the Shareholder circumstances which indicate the existence or a possibility of a conflict of interests, and shall in addition be obligated to vote in accordance with the instructions issued by the Shareholder. Granting further proxies shall be excluded.

4) information on the alternative forms of participation in the General Meeting, addressing the Meeting and exercising the voting right

The Management Board of the Company informs that, in view of the provisions of the Company Statutes and the By-laws of the General Meeting, participating in and addressing the General Meeting using means of electronic communications, and casting votes in writing or by using means of electronic communications, is not possible.

5) provisions of the Company Statutes pertaining to restricting the voting right and the obligations of Shareholders in this regard

In accordance with § 27 of the Company Articles of Association:

1. Subject to section 6, the voting right of Shareholders and the voting right of the pledgees and users of shares is hereby limited so that neither of them may exercise more than 10% of the total number of votes existing in the Company on the day of holding the General Meeting.
2. Provisions of sections 1 and 3 are without prejudice to the requirements concerning acquisition of major block of shares in accordance with the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of 29 July 2005. In the event of setting the obligations of entities acquiring or intending to acquire major blocks of shares, provisions of section 1 and section 3 shall not apply.
3. Votes of Shareholders linked by dominance or dependence relations within the meaning of:
 - 1) provisions of the Commercial Companies Code, or
 - 2) provisions of the Act on the Protection of Competition and Consumers of 16 February 2007,
 - 3) provisions of the Accounting Act of 29 September 1994, or

- 4) provisions of Act on the Transparency of Financial Relations Between Public Agencies and Public Enterprises and the Financial Transparency of Certain Enterprises of 22 September 2006, shall be cumulated for the purpose of limiting the voting right, so that the number of votes of such Shareholders shall be added up.
4. If, as a result of cumulating votes, it is necessary to limit the number of votes in compliance with section 1 above, this shall be effected by reducing proportionately the number of votes of all the Shareholders connected by the relations referred to in section 3, rounding off the figure by lowering or increasing the last votes held by the Shareholder with the largest block of shares. If such rounding off is not possible due to the fact that two or more Shareholders have the same number of votes, then the Management Board shall draw the Shareholder subjected to this operation at random. The reduction may not deprive the Shareholder of the entire voting right.
5. Each Shareholder concerned shall be obligated to notify the Management Board or the Chairman of the General Meeting of the existence of the prerequisites specified in section 1 and 3, if he/she intends to participate in the General Meeting.
6. Provisions of sections 1-5 shall not apply to Shareholders who on the day of adoption of the resolution of the General Meeting introducing the restrictions mentioned in the preceding sections (also if these restrictions are modified), i.e. on 22 August 2012, had voting rights stemming from shares in excess of 10% of the total number of votes at the General Meeting, as well as Shareholders acting in agreement with them on the basis of agreements pertaining to joint exercise of the voting right from shares.
7. Until the performance of the information obligation, a person who has failed to perform or has unduly performed the information obligation mentioned in section 5 above, may exercise the voting right only from one share; exercising the voting right from the remaining shares by such person shall be ineffective.

6) access to documentation

Persons entitled to participate in the General Meeting may obtain the full documentation to be presented to the General Meeting and the drafts of resolutions by visiting the website of the Company: www.grupaenerga.pl, the investor relations/General Meeting) tab or at the registered office of the Company: al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower Building, 11th floor, Secretariat of the Management Board) on business days between 9.00 a.m. and 3.00 p.m., but no later than by 14 February 2014, upon giving notice of such requirement by electronic mail to: wz@energa.pl.

7) place of publication of information regarding the General Meeting

All information regarding the General Meeting is made available on the website of the Company: www.grupaenerga.pl, the investor relations/General Meeting tab.

Appendices:

1. Draft of a Resolution of the General Meeting of ENERGA SA concerning election of the Chairman of the Meeting.
2. Draft of a Resolution of the General Meeting of ENERGA SA concerning granting consent to the acquisition of fixed assets components in the form of long-term bonds issued by Breva Sp. z o.o.
3. Draft of a Resolution of the General Meeting of ENERGA SA concerning amendments to the Statutes of the Company with grounds.