

Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014

to elect the Chairperson of the Annual General Meeting

Acting pursuant to Art. 409 § 1 of the Commercial Company Code, it is hereby resolved as follows:

§ 1

The Annual General Meeting elects for the Chairperson of the Company's Annual General Meeting.

§ 2

The resolution will come into force on the date of its adoption.

Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014

to accept the agenda of the Annual General Meeting of ENERGA SA

The following is hereby resolved:

§ 1

The Annual General Meeting hereby adopts the following agenda of the Annual General Meeting:

1. Open the Annual General Meeting.
2. Elect the Chairperson of the Annual General Meeting.
3. Assert that the Meeting has been convened correctly and is capable of adopting binding resolutions.
4. Adopt the agenda of the Annual General Meeting.
5. Review and approve the Management Board report on the activity of ENERGA Spółka Akcyjna in 2013.
6. Review and approve the standalone financial statements of the Company for the year ended 31 December 2013.
7. Adopt a resolution to distribute the net profit earned in 2013 and set the dividend record date and the dividend payment date.
8. Adopt resolutions to grant a discharge on the performance of duties by Management Board Members in 2013.
9. Adopt resolutions to grant a discharge on the performance of duties by Supervisory Board Members in 2013.

10. Review and approve the consolidated Management Board report on the activity of the ENERGA SA Capital Group in 2013.
11. Review and approve the consolidated financial statements of the ENERGA SA Capital Group for the year ended 31 December 2013.
12. Adopt a resolution to set the number of members of the ENERGA SA Supervisory Board of the 4th Term of Office.
13. Adopt a resolution to appoint Members of the ENERGA SA Supervisory Board for the 4th Term of Office.
14. Adjourn the Annual General Meeting.

§ 2

The resolution will come into force on the date of its adoption.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to review and approve the Management Board report on the activity of ENERGA Spółka Akcyjna in 2013.

Acting pursuant to Article 393 § 1 and Article 395 § 2.1 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the Management Board activity report on the activity of ENERGA Spółka Akcyjna for the financial year from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 49.1 of the Accountancy Act of 29 September 1994 (Journal of Laws 2013 Item 330), the Management Board Report on the activity of ENERGA SA for the financial year 2013 was adopted by the Company's Management Board in Resolution No. 669/III/2014 of 6 March 2014.

The Supervisory Board of ENERGA SA, in its Resolution No. 10/III/2014 of 7 March 2014, issued a positive opinion on the report in question and put forward a motion for the Annual General Meeting to approve it.

The foregoing Management Board Report on the activity of ENERGA SA is subject to a review and approval by the Company's Annual General Meeting pursuant to Article 393.1 of the Commercial Company Code.

Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014

to approve the standalone financial statements of the Company prepared in accordance with the EU IFRS for the financial year 2013

Acting pursuant to Article 393.1 and Article 395 § 2.1 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the standalone financial statements of ENERGA SA prepared in accordance with the EU IFRS for the period from 1 January 2013 to 31 December 2013, which include:

- 1) standalone profit and loss account showing a net profit of PLN 499,049 thousand (four hundred ninety nine million forty nine thousand zloty),
- 2) standalone statement of financial position showing assets and liabilities and equity of PLN 11,565,087 thousand (eleven billion five hundred sixty five million eighty seven thousand zloty),
- 3) standalone statement of changes in equity showing an increase in equity in the amount of PLN 28,745 thousand (twenty eight million seven hundred forty five thousand zloty),
- 4) standalone cash flow statement showing a net cash increase of PLN 29,232 thousand (twenty nine million two hundred thirty two thousand zloty),
- 5) notes and explanations.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 52 of the Accountancy Act of 29 September 1994 (Journal of Laws 2013 Item 330), the standalone financial statements of ENERGA SA prepared in accordance with the International Financial Reporting Standards for the year ended 31 December 2013 were adopted by the Company's Management Board with Resolution No. 669/III/2014 of 6 March 2014.

The Supervisory Board of ENERGA SA, in its Resolution no. 9/III/2014 of 7 March 2014, issued a positive opinion on the statements in question regarding their consistency with the ledgers and documents and with the facts and put forward a motion for the Annual General Meeting to approve them.

These financial statements are subject to a review and approval by the Company's Shareholder Meeting pursuant to Article 393.1 of the Commercial Company Code and Article 53.1 of the Accountancy Act.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to distribute the net profit for the financial year from 1 January 2013 to 31 December 2013 and set the dividend record date and the dividend payment date

Acting pursuant to Article 395 § 2.2 and Article 348 § 3 of the Commercial Company Code and § 26 sec. 1.7 of the Company's Articles of Association, the following is hereby resolved:

§ 1

The net profit for the financial year 2013 in the amount of PLN 499,048,758.09 (four hundred ninety nine million forty eight thousand seven hundred fifty eight 09/100) shall be allocated as follows:

- 1) Shareholders' dividend – PLN 414,067,114.00 (four hundred fourteen million sixty seven thousand one hundred fourteen zloty), i.e. PLN 1.00 (one zloty) per share.
- 2) supplementary capital – PLN 84,981,644.09 (eighty four million nine hundred eighty one thousand six hundred forty four 09/100).

§ 2

The dividend record date is set at 27 May 2014 and the dividend payment date at 10 June 2014.

§ 3

The resolution will come into force on the date of its adoption.

Justification for this resolution has been submitted by the Management Board of the Company in its motion to distribute the net profit for the financial year 2013. The Supervisory Board of ENERGA SA, in its Resolution No. 11/III/2014 of 7 March 2014, issued a positive opinion on the motion.

The dividend is paid to the shareholders of ENERGA SA through the National Depository of Securities (KDPW).

The Regulations of KDPW and Detailed Operating Principles of KDPW set out the procedures required for the payment of a dividend. Among others, no later than 5 business days before the dividend record date (dividend rights date), the Company is obligated to register the event in KDPW's web application.

In practice this means that the dividend record date should be set no earlier than the 5th business day after the date of this Shareholder Meeting.

For the dividend payment date, KDPW's operating principles state that it cannot be set earlier than as the 10th business day after the dividend record date. At the same time, according to the Best Practices of WSE Listed Companies, a dividend should be paid no later than 15 business days after the dividend record date. A longer period between these dates requires a detailed justification.

Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014

to grant a discharge to Mr. Mirosław Kazimierz Bieliński on the performance of his duties as the President of the Management Board in 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Mirosław Kazimierz Bieliński is hereby granted a discharge on the performance of his duties as the President of the Management Board in the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Annual General Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board report on the activity of the Company in 2013 and the Financial Statements for 2013, the Supervisory Board of ENERGA SA adopted Resolution No. 12/III/2014 of 7 March 2014 in which it put forward a motion to the Annual General Meeting of the Company to grant a discharge to Mr. Mirosław Kazimierz Bieliński, President of the ENERGA SA Management Board, on the performance of his duties in the period from 1 January to 31 December 2013.

Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014

to grant a discharge to Mr. Roman Szyszko on the performance of his duties as the Executive Vice President of the Management Board, Chief Financial Officer in 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Roman Szyszko is hereby granted a discharge on the performance of his duties as the Executive Vice President of the Management Board, Chief Financial Officer, in the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Annual General Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board report on the activity of the Company in 2013 and the Financial Statements for 2013, the Supervisory Board of ENERGA SA adopted Resolution No. 13/III/2014 of 7 March 2014 in which it put forward a motion to the Annual General Meeting of the Company to grant a discharge to Mr. Roman Szyszko, Executive Vice President of the ENERGA SA Management Board, Chief Financial Officer, on the performance of his duties in the period from 1 January to 31 December 2013.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to grant a discharge to Mr. Wojciech Topolnicki on the performance of his duties as the Executive Vice President of the Management Board, Growth Strategy in 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Wojciech Topolnicki is hereby granted a discharge on the performance of his duties as the Executive Vice President of the Management Board, Growth Strategy, in the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Ordinary Shareholder Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board report on the activity of the Company in 2013 and the Financial Statements for 2013, the Supervisory Board of ENERGA SA adopted Resolution No. 14/III/2014 of 7 March 2014 in which it put forward a motion to the Annual General Meeting of the Company to grant a discharge to Mr. Wojciech Topolnicki, Executive Vice President of the ENERGA SA Management Board, Growth Strategy, on the performance of his duties in the period from 1 January to 31 December 2013.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to grant a discharge to Mr. Zbigniew Wtulich on the performance of his duties as the Chairman of the Supervisory Board in 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Zbigniew Wtulich is hereby granted a discharge on the performance of his duties as the Chairman of the Supervisory Board in the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Annual General Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

In the financial year 2013, the Supervisory Board of ENERGA SA performed its tasks in accordance with the applicable provisions of law, including the Commercial Company Code and in accordance with the Company's Articles of Association and Supervisory Board Bylaws.

In its Resolution No. 16/III/2014 of 7 March 2014, the Supervisory Board of ENERGA SA adopted the Supervisory Board activity report for the financial year 2013,

which included, among others, an activity report of the Audit Committee and evaluation of the Supervisory Board's work in 2013.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to grant a discharge to Mr. Marian Gawrylczyk on the performance of his duties as the Deputy Chairman of the Supervisory Board w 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Marian Gawrylczyk is hereby granted a discharge on the performance of his duties as the Deputy Chairman of the Supervisory Board in the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Annual General Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

In the financial year 2013, the Supervisory Board of ENERGA SA performed its tasks in accordance with the applicable provisions of law, including the Commercial Company Code and in accordance with the Company's Articles of Association and Supervisory Board Bylaws.

In its Resolution No. 16/III/2014 of 7 March 2014, the Supervisory Board of ENERGA SA adopted the Supervisory Board activity report for the financial year 2013, which included, among others, an activity report of the Audit Committee and evaluation of the Supervisory Board's work in 2013.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to grant a discharge to Ms. Agnieszka Poloczek on the performance of her duties as the Secretary of the Supervisory Board in 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Agnieszka Poloczek is hereby granted a discharge on the performance of her duties as the Secretary of the Supervisory Board in the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Annual General Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

In the financial year 2013, the Supervisory Board of ENERGA SA performed its tasks in accordance with the applicable provisions of law, including the Commercial Company Code and in accordance with the Company's Articles of Association and Supervisory Board Bylaws.

In its Resolution No. 16/III/2014 of 7 March 2014, the Supervisory Board of ENERGA SA adopted the Supervisory Board activity report for the financial year 2013, which included, among others, an activity report of the Audit Committee and evaluation of the Supervisory Board's work in 2013.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to grant a discharge to Ms. Iwona Zatorska-Pańtak on the performance of her duties of a Supervisory Board Member in 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Iwona Zatorska-Pańtak is hereby granted a discharge on the performance of her duties of a Supervisory Board Member in the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Annual General Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

In the financial year 2013, the Supervisory Board of ENERGA SA performed its tasks in accordance with the applicable provisions of law, including the Commercial Company Code and in accordance with the Company's Articles of Association and Supervisory Board Bylaws.

In its Resolution No. 16/III/2014 of 7 March 2014, the Supervisory Board of ENERGA SA adopted the Supervisory Board activity report for the financial year 2013, which included, among others, an activity report of the Audit Committee and evaluation of the Supervisory Board's work in 2013.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to grant a discharge to Mr. Roman Jacek Kuczkowski on the performance of his duties
Supervisory Board Member in 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Roman Jacek Kuczkowski is hereby granted a discharge on the performance of his duties of a Supervisory Board Member in the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Annual General Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

In the financial year 2013, the Supervisory Board of ENERGA SA performed its tasks in accordance with the applicable provisions of law, including the Commercial Company Code and in accordance with the Company's Articles of Association and Supervisory Board Bylaws.

In its Resolution No. 16/III/2014 of 7 March 2014, the Supervisory Board of ENERGA SA adopted the Supervisory Board activity report for the financial year 2013, which included, among others, an activity report of the Audit Committee and evaluation of the Supervisory Board's work in 2013.

**Resolution No. ...
adopted by the Ordinary Shareholder Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to grant a discharge to Mr. Mirosław Szreder on the performance of his duties of a Supervisory Board Member in 2013

Acting pursuant to Article 393.1 and Article 395 § 2.3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Mirosław Szreder is hereby granted a discharge on the performance of his duties of a Supervisory Board Member for the period from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 395 § 2.3 of the Commercial Company Code, the Annual General Meeting contains an item on granting a discharge to members of corporate bodies on the performance of their duties.

In the financial year 2013, the Supervisory Board of ENERGA SA performed its tasks in accordance with the applicable provisions of law, including the Commercial Company Code and in accordance with the Company's Articles of Association and Supervisory Board Bylaws.

In its Resolution No. 16/III/2014 of 7 March 2014, the Supervisory Board of ENERGA SA adopted the Supervisory Board activity report for the financial year 2013, which included, among others, an activity report of the Audit Committee and evaluation of the Supervisory Board's work in 2013.

**Resolution No. ...
adopted by the Ordinary Shareholder Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to approve the ENERGA SA Management Board Report on the activity of the Capital Group in 2013

Acting pursuant to Article 63c.4 of the Accountancy Act of 29 September 1994 and Article 395 § 5 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the ENERGA SA Management Board Report on the activity of the ENERGA Spółka Akcyjna Capital Group for the financial year from 1 January 2013 to 31 December 2013.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 55.2 of the Accountancy Act of 29 September 1994 (Journal of Laws 2013 Item 330), the Management Board Report on the activity of the ENERGA SA Capital Group for the financial year 2013 was adopted by the Company's Management Board in Resolution No. 670/III/2014 of 6 March 2014.

The Supervisory Board of ENERGA SA, in its Resolution No. 18/III/2014 of 7 March 2014, issued a positive opinion on the report in question and put forward a motion for the Ordinary Shareholder Meeting to approve it.

This Management Board Report on the activity of the ENERGA SA Capital Group is subject to a review and approval by the Company's Shareholder Meeting pursuant to Article 63c.4, in conjunction with Article 55.2, of the Accountancy Act of 29 September 1994

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to approve the consolidated financial statements of the ENERGA SA Capital Group prepared in accordance with the International Financial Reporting Standards as adopted by the European Union for the year ended 31 December 2013

Acting pursuant to Article 63c.4 of the Accountancy Act of 29 September 1994 and Article 395 § 5 of the Commercial Company Code, the Ordinary Shareholder Meeting hereby resolves to:

§ 1

Approve the consolidated financial statements of the ENERGA SA Capital Group prepared in accordance with the International Financial Reporting Standards as adopted

by the European Union, for the financial year from 1 January 2013 to 31 December 2013, which include:

- 1) consolidated profit and loss account showing a net profit of PLN 742,978 thousand (seven hundred forty two million nine hundred seventy eight thousand zloty),
- 2) consolidated statement of financial position showing assets and liabilities and equity of PLN 17,084,556 thousand (seventeen billion eighty four million five hundred fifty six thousand zloty),
- 3) consolidated statement of changes in equity showing an increase in equity in the amount of PLN 329,773 thousand (three hundred twenty nine million seven hundred seventy three thousand zloty),
- 4) consolidated cash flow statement showing a net cash increase of PLN 321,340 thousand (three hundred twenty one million three hundred forty thousand zloty),
- 5) notes and explanations.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to Article 55.1 of the Accountancy Act of 29 September 1994 (Journal of Laws 2013 Item 330), the consolidated financial statements of the ENERGA SA Capital Group prepared in accordance with the International Financial Reporting Standards for the year ended 31 December 2013 were adopted by the Company's Management Board with Resolution No. 670/III/2014 of 6 March 2014.

The Supervisory Board of ENERGA SA, in its Resolution No. 17/III/2014 of 7 March 2014, issued a positive opinion on the statements in question regarding their consistency with the ledgers and documents and with the facts and put forward a motion for the Annual General Meeting to approve them.

These consolidated financial statements of the Capital Group are subject to a review and approval by the Company's Annual General Meeting pursuant to Article 395 § 5 of the Commercial Company Code and Article 63c.4 of the Accountancy Act.

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to set the number of members of the ENERGA SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18.1 and § 18.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves as follows:

§ 1

The Supervisory Board of ENERGA SA shall be comprised of ... (in words: ...) members.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

According to § 18 item 2 of the ENERGA SA Articles of Association, the Shareholder Meeting of the Company sets the number of Supervisory Board members. It may be comprised of 5 to 12 persons.

This resolution is necessary in order to determine the personal entitlements, i.e. the number of Supervisory Board members to be named by the eligible shareholder mentioned in § 33 of the Company's Articles of Association.

Depending on the number of Supervisory Board members set by this resolution, the shareholder mentioned in § 33 of the Company's Articles of Association will receive a personal entitlement to appoint and dismiss a specific number of Supervisory Board members; namely, where the Supervisory Board consists of:

- 1) an even number of members, the eligible shareholder will appoint half of all members plus one member of the Supervisory Board,
- 2) an odd number of members, the eligible shareholder will appoint such a number of Supervisory Board members, which is arrived at by dividing the number of all members by two and rounding up to the nearest integer.

The eligible shareholder will appoint and dismiss Supervisory Board members by written statement submitted to the Management Board. The statement will be deemed to be submitted upon its delivery.

**Resolution No. ...
adopted by the Ordinary Shareholder Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to appoint a Member of the ENERGA SA Supervisory Board for the 4th Term of Office.

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves as follows:

§ 1

Appoint Mr./Ms. to the position of a Member of the ENERGA SA Supervisory Board for the 4th joint Term of Office.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to § 18.2 of the Articles of Association of ENERGA SA, powers of the General Meeting of ENERGA SA include appointment of the Company's Supervisory Board members, the number of which takes into account the personal entitlement of the State Treasury shareholder to appoint a specific number of Supervisory Board members, i.e. where the Supervisory Board consists of:

- 1) an even number of members, the eligible shareholder will appoint half of all members plus one member of the Supervisory Board,
- 2) an odd number of members, the eligible shareholder will appoint such a number of Supervisory Board members, which is arrived at by dividing the number of all members by two and rounding up to the nearest integer.

The eligible shareholder will appoint and dismiss Supervisory Board members by written statement submitted to the Management Board. The statement will be deemed to be submitted upon its delivery.

Accordingly, the Management Board of ENERGA SA believes that adopting this resolution would be justified.

**Resolution no. ...
adopted by the Ordinary Shareholder Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014**

to appoint a Member of the ENERGA SA Supervisory Board for the 4th Term of Office, meeting the independence criteria

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18.2 and § 18.6 of the Company's Articles of Association, the Annual General Meeting hereby resolves as follows:

§ 1

Appoint Mr./Ms. to the position of a Member of the ENERGA SA Supervisory Board for the 4th joint Term of Office, meeting the independence criteria as set forth in § 23b.2 of the Articles of Association of ENERGA SA.

§ 2

The resolution will come into force on the date of its adoption.

Justification for adopting this resolution:

Pursuant to §18.6 of the Articles of Association of ENERGA SA, when the Company operates as a public company, at least two members of the Supervisory Board should satisfy the independence criteria prescribed for an independent supervisory board

member within the meaning of the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (2005/162/EC), in consideration of additional requirements arising out of Best Practices of Warsaw Stock Exchange Listed Companies.

A candidate for an independent member of the Supervisory Board must submit to the Company, before his or her appointment to the Supervisory Board, a written representation on satisfying the required criteria.

The intention of the Company's Management Board is to observe all the principles prescribed by the Best Practices of Warsaw Stock Exchange Listed Companies, however in order for this principle to be fulfilled, the Shareholder Meeting must adopt a decision to elect two members of the ENERGA SA Supervisory Board satisfying the independence criteria as mentioned above.

Accordingly, the Management Board of ENERGA SA believes that adopting these resolutions by the Ordinary Shareholder Meeting of the Company and electing two independent members of the Supervisory Board would be justified.



....., date: 2014

.....
(first name and surname)

.....
PESEL

**REPRESENTATION
of a candidate for an independent Member of the ENERGA SA Supervisory Board.**

I hereby represent that I satisfy the independence criteria prescribed for an independent supervisory board member within the meaning of the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (2005/162/EC), in consideration of additional requirements arising out of Best Practices of Warsaw Stock Exchange Listed Companies.

- 1) I am not a shareholder holding over 5% of votes at the Shareholder Meeting of ENERGA SA,
- 2) I have no ties¹ with a shareholder holding over 5% of votes at the Shareholder Meeting of ENERGA SA,
- 3) I am not and I was not, at any time during the last 3 years, employed by ENERGA SA or its subsidiaries,
- 4) I do not and I did not, at any time during the last 5 years, discharge the function of a Management Board Member or other management function for ENERGA SA or its subsidiaries, regardless of the legal form of employment,
- 5) I am not and I was not, at any time during the last 3 years, an auditor or employee of an entity providing audit services to ENERGA SA or its subsidiaries,
- 6) I have received no compensation or any financial benefits from ENERGA SA or its subsidiaries, except for the typical benefits provided to a consumer who has concluded an agreement with standard terms with ENERGA SA or its subsidiary,
- 7) I am not and I was not, at any time during the last 3 years, a spouse, common-law spouse, relative or in-law of an ENERGA SA Management Board member or a person holding a management position in ENERGA SA,
- 8) I am not a Management Board member in another company in which an ENERGA SA Management Board is a member of the Supervisory Board,
- 9) I have no significant business ties with ENERGA SA or its subsidiaries, which could affect my independence.

I also represent that:

- 1) pursuant to Article 18 of the Commercial Company Code, I am fully capable of taking legal actions and I have not been convicted in a final judgment for offenses under Chapters XXXIII-XXXVII of the Criminal Code or under Articles 585, 587, 590, and 591 of the Commercial Company Code,
- 2) I am not listed in the Register of Insolvent Debtors pursuant to Article 55 the National Court Register Act.
- 3) I agree for the processing of my personal data in connection with my candidacy and the possible appointment to the Supervisory Board of ENERGA SA,
- 4) I give my consent to run for the position of a Member of the ENERGA SA Supervisory Board.

.....
(signature of the person making the representation)

¹concerns financial, family, and other relationships which may affect the position of the Supervisory Board member on issues decided by the Supervisory Board.