

**ENERGA Spółka Akcyjna  
Annual General Meeting  
convened for 26 June 2017**

**FORM OF POWER OF ATTORNEY**

I (We) signed below, as the shareholder/representative of a shareholder of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("**Company**") hereby state that:

\_\_\_\_\_ ("**Shareholder**")  
(first name and surname/name and registered office of the Shareholder)

holds: \_\_\_\_\_ shares in the Company  
(number)

**and I (we) hereby authorize\*:**

Mrs./Mr. \_\_\_\_\_, holding a personal ID/passport/other official identification document\*\* number \_\_\_\_\_, issued by \_\_\_\_\_ ("**Proxy**") to act in accordance with the voting instructions stated below / at the Proxy's discretion\*\*, within the scope specified below.

**or:**

\_\_\_\_\_ (name), with its registered office in \_\_\_\_\_, address: \_\_\_\_\_, entered in the National Court Register – Register of Business Entities by the \_\_\_\_\_ Court \_\_\_\_\_, \_\_\_\_\_ Commercial division under KRS number \_\_\_\_\_ with the share capital of \_\_\_\_\_ ("**Proxy**") to act in accordance with the voting instructions stated below / at the Proxy's discretion\*\*, within the scope specified below.

The Proxy is authorized to grant further powers of attorney\*? Yes / No

Scope of authorization: the Proxy is authorized to represent the Shareholder at the Annual General Meeting of the Company convened for **26 June 2017 at 9:00 a.m.** in Gdańsk at al. Grunwaldzka 472, in the Olivia Tower Building, 12th floor, in the Olivia Sky Club Room ("**Meeting**") and in particular to attend and take the floor at the Meeting, to sign the attendance record and to exercise the voting right on behalf and for the Shareholder on its shares and to perform all other necessary activities associated with the Meeting.

This power of attorney covers all the shares held by the Shareholder\*? Yes/No

This power of attorney covers \_\_\_\_\_ (number) of shares held by the Shareholder\*\*\*.

**Details of the Shareholder / persons authorized to represent the Shareholder:**

|                               |                               |
|-------------------------------|-------------------------------|
| First name and surname: _____ | First name and surname: _____ |
| Company name: _____           | Company name: _____           |
| Position: _____               | Position: _____               |
| Address: _____                | Address: _____                |
| Signature: _____              | Signature: _____              |
| Town/city: _____              | Town/city: _____              |
| Date: _____                   | Date: _____                   |

\* mark appropriate field

\*\* delete as appropriate

\*\*\* complete only when this power of attorney does not apply to all the shares held by the Shareholder

## 1. Identification

To identify the Shareholder granting the power-of-attorney and the Proxy representing it, the following should be attached to the document confirming the granting of the power-of-attorney:

- a) in the case of a Shareholder who is a natural person – copy of the personal ID, pages of the passport enabling identification, or other official identification document confirming the Shareholder's identity;
- b) in the case of a Shareholder who is not a natural person – a copy of an excerpt from a pertinent register or other document confirming the existence of such a Shareholder and the right of his/her representative or representatives to represent it, together with copies of the personal ID, pages of the passport enabling identification of the holder, or other official identification document confirming the identity of the representative or representatives authorized to represent the Shareholder;
- c) in the case of a Proxy who is a natural person – copy of the personal ID, pages of the passport enabling identification, or other official identification document confirming the Proxy's identity;
- d) in the case of a Proxy who is not a natural person – a copy of an excerpt from a pertinent register or other document confirming the existence of such a Proxy and the right of his/her representative or representatives to represent it, together with copies of the personal ID, pages of the passport enabling identification of the holder, or other official identification document confirming the identity of the representative or representatives authorized to represent the Proxy.

In the case of foreign entities whose domicile countries do not keep pertinent registers, instead of a copy of a current excerpt from the register referred to in items b and d above, a copy of a document confirming existence of the given entity and the right of its representative or representatives to represent it should be attached.

In case of doubt as to the authenticity of the aforementioned copies of the documents, the Company or the person appointed to register Shareholders may demand, before commencement of the General Meeting, presentation of the originals of such documents or their official copies confirmed as compliant with the original by a notary, legal counsel or by another entity authorized to confirm documents as compliant with their originals. In the event of failure to present such documents, the Shareholder's Proxy may be denied participation in the General Meeting.

All of the aforementioned documents prepared in a foreign language should be accompanied by an appropriate certified translation into Polish prepared by a sworn translator.

If the power of attorney to participate and exercise the voting right in the General Meeting granted by a Shareholder is conditional, also evidence that the given condition has been satisfied should be attached.

In the event a Shareholder grants a power of attorney with voting instructions, the Company will not verify whether the Proxies exercise the voting right in accordance with the instructions received from the Shareholders. Consequently, the voting instructions should be provided to the Proxy only.

## 2. Power of attorney granted in electronic form

A power-of-attorney document to participate in the General Meeting and exercise the voting right may be granted in an electronic form. Such proxy granted electronically is not required to be signed with a secure electronic signature verifiable with a valid qualified certificate. The fact of granting a power of attorney in electronic form should be notified to the Management Board using means of electronic communication. Such a notice may be sent by e-mail to the Company's e-mail address: [wz@energa.pl](mailto:wz@energa.pl).

The notice should be accompanied by a scan of the power of attorney and a scan of the documents referred to in item 1 letters a-d above. The notice should also state the electronic mail address using which the Company will be able to contact the Shareholder and the Proxy. The Management Board has the right to verify the notices submitted and to take actions to identify the Shareholder and the Proxy and to confirm their due empowerment. Verification may involve in particular a return request, by electronic mail or by telephone, to the Shareholder or Proxy. The above rules apply accordingly to a change or revocation of the power of attorney document. The notices that do not satisfy the aforementioned requirements will not have any legal effects for the Company. The Company is not liable for errors in completion of the power of attorney form and actions of the persons using the powers of attorney. A Proxy appearing at the Meeting is obligated to present, at the demand of the Company or person appointed to register the Shareholders, the originals of the aforementioned documents attached to the notice.

In the case of foreign entities domiciled in countries that do not keep pertinent registers, instead of a scan of a current excerpt from the register, a scan of a document confirming the existence of the given entity and the right of its representative or representatives to represent it should be attached.

In case of doubt as to the authenticity of the aforementioned documents, the Company or the person appointed to register Shareholders may demand, before commencement of the General Meeting, presentation of the originals of such documents or their official copies confirmed as compliant with the original by a notary, legal counsel or by another entity authorized to confirm documents as compliant with their originals. In the event of failure to present such documents, a Shareholder's Proxy may be denied participation in the General Meeting.

All of the aforementioned documents prepared in a foreign language should be accompanied by an appropriate certified translation into Polish prepared by a sworn translator.

### **3. Important information**

**IN CASE OF DIFFERENCES BETWEEN THE SHAREHOLDER'S DETAILS IN THE POWER-OF-ATTORNEY AND THE DETAILS ON THE LIST OF SHAREHOLDERS PREPARED ON THE BASIS OF THE LIST RECEIVED FROM THE ENTITY RUNNING THE DEPOSIT OF SECURITIES AND DELIVERED TO THE COMPANY PURSUANT TO ART. 406<sup>3</sup> OF THE COMMERCIAL COMPANY CODE, A SHAREHOLDER MAY NOT BE PERMITTED TO TAKE PART IN THE MEETING.**

**THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT THE POWER OF ATTORNEY ON THE ABOVE FORM.**