

DRAFT

**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 26 June 2017**

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

Acting pursuant to Article 409 § 2 of the Commercial Company Code and § 6 sec. 1 of the Bylaws of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk, the following is hereby resolved:

§ 1

The General Meeting of the Company hereby resolves to adopt the following agenda of the Annual General Meeting of ENERGA SA:

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 valid resolutions.
4. Adopt the agenda of the Annual General Meeting.
5. Examine and approve the Management Board report on the activity of ENERGA SA for the year ended 31 December 2016.
6. Examine and approve the Company's financial statements for the year ended 31 December 2016.
7. Adopt a resolution to distribute the 2016 net profit and set the record date and dividend payment date.
8. Adopt resolutions to grant a discharge to Members of the Management Board on the performance of their duties in 2016.
9. Adopt resolutions to grant a discharge to Members of the Supervisory Board on the performance of their duties in 2016.
10. Examine and approve the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2016.
11. Examine and approve the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2016.
12. Adopt a resolution to set the number of members of the ENERGA SA Supervisory Board.
13. Appoint members of the ENERGA SA Supervisory Board of the 5th term of office.
14. Adopt a resolution to amend Resolution No. 27 adopted by the Extraordinary General Meeting on 15 December 2016 on the rules for defining the executive compensation of the Management Board Members of ENERGA Spółka Akcyjna with its registered office in Gdańsk.

15. Adopt a resolution on amending the Articles of Association of ENERGA SA.
16. Adopt resolutions on:
 - 1) disposal of non-current assets,
 - 2) rules of procedure applicable to the execution of agreements on the provision of legal services, marketing services, public relations and social communication services and management consulting services and as well as amendments to such agreements,
 - 3) rules of procedure applicable to the Company's execution of donation agreements, debt forgiveness agreements or other agreements of a similar effect,
 - 4) rules and procedure applicable to the disposal of fixed assets,
 - 5) obligation to submit a report on representation expenses and expenses incurred on the purchase of legal services, marketing services, public relations and social communication services and management consulting services,
 - 6) specification of requirements for candidates for a member of the Company's Management Board,
 - 7) appointment of a member of the Management Board and recruitment procedure for a member of the Management Board,
 - 8) fulfillment of the obligations arising out of Article 17 Section 7, Article 18 Section 2, Article 20 and Article 23 of the State Property Management Act.
17. Adjourn the Annual General Meeting.

§ 2

This resolution shall come into force on the date of its adoption.