

**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 elect the Chairperson of the Annual General Meeting

Acting pursuant to Article 409 § 1 of the Commercial Company Code and § 5 sec. 3 of the Bylaws of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk, the following is hereby resolved:

§ 1

The Annual General Meeting hereby elects Mr./Ms., PESEL, holding the personal ID no. to be the Chairperson of the Annual General Meeting of the Company.

§ 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 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. Adjourn the Annual General Meeting.

§ 2

This resolution shall 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 26 June 2017**

to approve the Management Board Report on the activity of ENERGA SA for the year ended
31 December 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the Management Board Report on the activity of ENERGA SA for the year ended 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 49 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the Management Board Report on the activity of ENERGA SA for the financial year 2016 was adopted by the Management Board of the Company with Resolution No. 551/V/2017 of 22 May 2017.

By the Resolution No. 52/IV/2017 of 29 May 2017, the Supervisory Board of ENERGA SA issued a positive opinion on the report and moved to the Annual General Meeting to approve the report.

This Management Board Report on the activity of ENERGA SA is subject to examination and approval by the Company's General Meeting pursuant to Article 393 item 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 26 June 2017

to approve the financial statements of ENERGA SA for the year ended 31 December 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the financial statements of ENERGA SA prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2016, which include:

- 1) statement of profit or loss showing net profit of PLN 784 million (seven hundred eighty four million zloty),
- 2) statement of comprehensive income showing total comprehensive income of PLN 815 million (eight hundred fifteen million zloty),
- 3) statement of financial position showing total assets and liabilities and equity of PLN 14,380 million (fourteen billion three hundred eighty million zloty),
- 4) statement of changes in equity showing an increase in equity by PLN 612 million (six hundred twelve million zloty),
- 5) statement of cash flows showing an increase in net cash by PLN 818 million (eight hundred eighteen million zloty),
- 6) accounting principles (policies) and notes.

§ 2

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

Justification for this resolution:

Pursuant to Article 52 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the financial statements of ENERGA SA for the year ended 31 December 2016 prepared in accordance with the International Financial Reporting Standards were adopted by the Management Board of the Company with Resolution No. 551/V/2017 of 22 May 2017.

By the Resolution No. 51/IV/2017 of 29 May 2017, the Supervisory Board of ENERGA SA issued a positive opinion on these statements and stating that they accurately and clearly present all the information material to evaluation of the economic and financial standing and the financial performance and moved to the Annual General Meeting to approve these statements.

These financial statements are subject to examination and approval by the Company's General Meeting pursuant to Article 393 item 1 of the Commercial Company Code and Article 53 section 1 of the Accounting 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 26 June 2017

to distribute the net profit for the financial year from 1 January 2016 to 31 December 2016
and set the record date and dividend payment date

Acting pursuant to Article 395 §2 item 2, Article 348 §3 of the Commercial Company Code and §26 section 1 item 7 of the Company's Articles of Association, the following is hereby resolved:

§ 1

The net profit for the financial year of 2016 in the amount of PLN 783,542,643.96 (seven hundred eighty three million five hundred forty two thousand six hundred forty three and 96/100 zloty) shall be distributed as follows:

- 1) dividend for Shareholders: PLN 78,672,751.66 (seventy eighty million six hundred seventy two thousand seven hundred fifty one and 66/100), that is PLN 0.19 (nineteen grosz) per share,
- 2) supplementary capital: PLN 704,869,892.30 (seven hundred four million eight hundred sixty nine thousand eight hundred ninety two and 30/100).

§ 2

The record date is hereby set at 25 September 2017 and the dividend payment date at 9 October 2017.

§ 3

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

A justification for this resolution has been provided by the Company's Management Board in its motion to distribute the net profit for the financial year 2016. By the Resolution No. 53/IV/2017 of 29 May 2017, the Supervisory Board of ENERGA SA issued a positive opinion on the motion.

The dividend will be paid to ENERGA SA's shareholders through the National Depository of Securities (KDPW). The procedures required in the dividend payment process are defined by the KDPW Bylaws and the Detailed Operating Rules of KDPW. Among others, no later than 5 business days before the dividend date (date of record, when rights to dividends are determined), the Company is obligated to register the event through KDPW's web application. In practical terms, this means that the record date should be set no earlier than on the 5th business day after this General Meeting is held.

With respect to the dividend payment date, KDPW's operating procedures specify that it cannot be set earlier than on the 10th business day after the dividend date. Additionally, in accordance with the Code of Best Practices for Warsaw Stock Exchange Listed Companies, a dividend should be paid no later than 15 business days after the dividend rights are determined. 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 26 June 2017**

to grant a discharge to Mr. Dariusz Kaśków on the performance of his duties as the President of the Management Board in 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Dariusz Kaśków (PESEL: 64112411358) is hereby granted a discharge on the performance of his duties as the President of the Management Board for the period from 4 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board's Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 54/IV/2016 of 29 May 2017 in which it recommended to the Company's Annual General Meeting to grant a discharge to Mr. Dariusz Kaśków, President of the ENERGA SA Management Board, on the performance of his duties in the period from 4 January 2015 to 31 December 2016.

**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 grant a discharge to Mr. Roman Pionkowski on the performance of his duties as Vice-President of the Management Board in 2016 -----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Roman Pionkowski (PESEL: 62050309256) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Development Strategy for the period from 4 January 2016 to 26 February 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board's Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 54/IV/2016 of 29 May 2017 in which it recommended to the Company's Annual General Meeting to grant a discharge to Mr. Roman Pionkowski, Vice-President of the Management Board for Development Strategy, on the performance of his duties in the period from 4 January 2015 to 26 February 2016.

**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 grant a discharge to Mr. Mariusz Rędaszka on the performance of his duties as Vice-
President of the Management Board in 2016 -----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Mariusz Rędaszka (PESEL: 70112901139) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 4 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 55/IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Mariusz Rędaszka, Vice-President of the Management Board for Financial Matters, on the performance of his duties in the period from 4 January to 31 December 2016.

**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 grant a discharge to Mr. Grzegorz Ksepko on the performance of his duties as the Vice-President of the Management Board for Corporate Matters in 2016. -----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Grzegorz Ksepko (PESEL: 77012200531) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Corporate Matters for the period from 1 February 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 57/IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Grzegorz Ksepko, Vice-President of the Management Board for Corporate Matters, on the performance of his duties in the period from 1 February to 31 December 2016.

**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 grant a discharge to Mr. Przemysław Piesiewicz on the performance of his duties as the Vice-President of the Management Board for Development Strategy in 2016 -----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Przemysław Piesiewicz (PESEL: 77012702774) is hereby granted a discharge on the performance of his duties as the Vice-President of the Management Board for Development Strategy for the period from 21 March 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 56/IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting to grant a discharge to Mr. Przemysław Piesiewicz, Vice-President of the Management Board for Development Strategy, on the performance of his duties in the period from 21 March 2016 to 31 December 2016.

**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 grant a discharge to Ms. Mariola Anna Zmudzińska on the performance of her duties as the Vice-President of the Management Board for Investor Relations in 2016. -----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Mariola Anna Zmudzińska (PESEL: 73100801080) is hereby granted a discharge on the performance of her duties as the Vice-President of the Management Board for Investor Relations for the period from 21 March 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 58 /IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting to grant a discharge to Ms. Mariola Anna Zmudzińska, Vice-President of the Management Board for Investor Relations, on the performance of her duties in the period from 21 March 2016 to 31 December 2016.

**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 grant a discharge to Mr. Seweryn Kędra on the performance of his duties as the Vice-President of the Management Board for Financial Matters in 2016.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Seweryn Kędra (PESEL: 78121012398) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 1 January 2016 to 3 January 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 60/IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Seweryn Kędra, Vice-President of the Management Board for Financial Matters, on the performance of his duties in the period from 1 January to 3 January 2016.

**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 grant a discharge to Mr. Jarosław Mioduszeński on the performance of his duties in the Supervisory Board of ENERGA SA in 2016.

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Jarosław Mioduszeński (PESEL: 64102512133) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 7 January 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Mr. Mirosław Szreder on the performance of his duties in the Supervisory Board of ENERGA SA in 2016.

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Mirosław Szreder (PESEL: 57122607952) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 7 January 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws. By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Mr. Zbigniew Wtulich on the performance of his duties in the Supervisory Board of ENERGA SA in 2016.

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Zbigniew Wtulich (PESEL: 58022500013) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws. By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Ms. Paula Ziemiecka-Księżak on the performance of her duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Paula Ziemiecka-Księżak (PESEL: 77021300424) is hereby granted a discharge on the performance of her duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws. By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Mr. Bogdan Skalski on the performance of his duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Bogdan Skalski (PESEL: 73052604812) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 8 September 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Mr. Roman Pionkowski on the performance of his duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Roman Pionkowski (PESEL: 62050309256) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 3 January 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

In the period from 1 January 2016 to 3 January 2016, Mr. Roman Pionkowski discharged the function of President of the Management Board as a Supervisory Board Member seconded to the Management Board.

**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 grant a discharge to Mr. Jacek Kościelniak on the performance of his duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Jacek Kościelniak (PESEL: 63100910837) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 30 December 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws. By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Ms. Agnieszka Terlikowska-Kulesza on the performance of her duties in the Supervisory Board of ENERGA SA in 2016.

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Agnieszka Terlikowska-Kulesza (PESEL: 66042000060) is hereby granted a discharge on the performance of her duties in the Supervisory Board of ENERGA SA for the period from 8 September 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Mr. Maciej Żółtkiewicz on the performance of his duties in the
Supervisory Board of ENERGA SA in 2016 -----

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Maciej Żółtkiewicz (PESEL: 54011604931) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 7 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws. By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Mr. Andrzej Powalowski on the performance of his duties in the
Supervisory Board of ENERGA SA in 2016 -----

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Andrzej Powalowski (PESEL: 51100302510) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 7 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 grant a discharge to Mr. Marek Szczepaniec on the performance of his duties in the
Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Marek Szczepaniec (PESEL: 64081800357) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 7 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws. By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 approve the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2016-----

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

§ 1

Approve the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 55 section 2 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2016 was adopted by the Management Board of the Company with Resolution No. 552/V/2017 of 22 May 2017.

By the Resolution No. 64/IV/2017 of 29 May 2017, the Supervisory Board of ENERGA SA issued a positive opinion on the report and moved to the Annual General Meeting to approve the report.

This Management Board Report on the activity of the ENERGA SA Group is subject to examination and approval by the Company's General Meeting pursuant to Article 63c section 4, in conjunction with Article 55 section 2 of the Accounting 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 26 June 2017

to examine and approve the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2016

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

§ 1

Approve the consolidated financial statements of the ENERGA SA Group prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2016, which include:

- 1) consolidated statement of profit or loss showing net profit of PLN 147 million (one hundred forty seven million zloty),
- 2) consolidated statement of comprehensive income showing total comprehensive income of PLN 210 million (two hundred ten million zloty),
- 3) consolidated statement of financial position showing total assets and liabilities and equity of PLN 18,731 million (eighteen billion seven hundred thirty one million zloty),
- 4) consolidated statement of changes in equity showing an increase in consolidated equity by PLN 3 million (three million zloty),
- 5) consolidated statement of cash flows showing a decrease increase in net cash by PLN 194 million (one hundred ninety four million zloty),
- 6) accounting principles (policies) and other notes.

§ 2

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

Justification for this resolution:

Pursuant to Article 55 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2016 prepared in accordance with the International Financial Reporting Standards was adopted by the Management Board of the Company with Resolution No. 552/V/2017 of 22 May 2017.

By the Resolution No. 63/IV/2016 of 29 May 2017, the Supervisory Board of ENERGA SA issued a positive opinion on the statements and stating that they accurately and clearly present all the information material to evaluation of the economic and financial standing and the financial performance of the ENERGA Group in 2016 and moved to the Annual General Meeting to approve these statements.

These consolidated financial statements of the Group are subject to examination and approval by the Company's General Meeting pursuant to Article 395 § 5 of the Commercial Company Code and Article 63c section 4 of the Accounting 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 26 June 2017**

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 section 1, section 2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to:

§ 1

The Supervisory Board of ENERGA SA consists of... (in words:) members.

§ 2

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

Justification for this resolution:

Pursuant to § 18 section 2 of ENERGA SA's Articles of Association, the Company's General Meeting sets the number of the Supervisory Board members. It may comprise from 5 to 12 people.

Adoption of this resolution is required in order to determine the extent of the personal right, i.e. the number of Supervisory Board members identified by the authorized 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 referred to in § 33 of the Company's Articles of Association has the personal right to appoint and dismiss a relevant number of Supervisory Board Members, i.e.: if the Supervisory Board consists of:

- 1) an even number of members – the authorized shareholder shall appoint half the Supervisory Board members plus one member,
- 2) an odd number of members – the authorized shareholder shall appoint the number of Supervisory Board members resulting from dividing the odd number of Supervisory Board members by two and rounding it up to the nearest integer.

The authorized shareholder appoints and dismisses Supervisory Board members through its written statements submitted to the Management Board. Such a statement shall be considered submitted at the time of its delivery.

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 appoint a Member of the ENERGA SA Supervisory Board of the 5th term of office-----

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18 section 2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to:

§ 1

Appoint Mrs./Mr. PESEL no. as
Member of the ENERGA SA Supervisory Board of the joint 5th term of office.

§ 2

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

Justification for this resolution:

Pursuant to § 18 sec. 2 of the Articles of Association of ENERGA SA, powers of the ENERGA SA General Meeting include appointing Members of the Company's Supervisory Board, in the number arising from the personal rights of the Shareholder - State Treasury to appoint a specified number of Supervisory Board members, i.e. when the Supervisory Board consists of:

- 3) an even number of members – the authorized shareholder shall appoint half the Supervisory Board members plus one member,
- 4) an odd number of members – the authorized shareholder shall appoint the number of Supervisory Board members resulting from dividing the odd number of Supervisory Board members by two and rounding it up to the nearest integer.

The authorized shareholder appoints and dismisses Supervisory Board members through its written statements submitted to the Management Board. Such a statement shall be considered submitted at the time of its delivery.

Accordingly, the Management Board of ENERGA SA believes that this resolution is warranted and justified.

**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 appoint a Member of the ENERGA SA Supervisory Board of the 5th term of office
meeting the independence criteria-----

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18 sections 2 and 6 of the Company's Articles of Association, the Annual General Meeting hereby resolves to:

§ 1

Appoint Mrs./Mr. PESEL no. as
Member of the ENERGA SA Supervisory Board of the 5th joint term of office meeting the
criteria of independence as set forth in § 23b sec. 2 of ENERGA SA's Articles of Association.

§ 2

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

Justification for this resolution:

Pursuant to § 18 sec. 6 of the ENERGA SA Articles of Association, in the period during which the Company is a public company, at least two Supervisory Board members appointed by the General Meeting should meet the criteria envisaged for independent supervisory board members within the meaning of the European 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), including the requirements following from the Code of Best Practice for Warsaw Stock Exchange Listed Companies.

A candidate for an independent Supervisory Board member is obligated to submit to the Company, before being appointed to the Supervisory Board, a written representation on meeting the independence criteria.

The Company's Management Board intends to comply with all the principles prescribed by the Code of Best Practice for Warsaw Stock Exchange Listed Companies, however compliance with this rule is conditional upon the General Meeting making a decision to elect two members of the ENERGA SA Supervisory Board who meet the independence criteria mentioned above.

Accordingly, the Management Board of ENERGA SA believes that adoption of the resolutions by the Annual General Meeting of the Company and election of two independent Members of the Supervisory Board is warranted and justified.

....., date 2017

.....
(first name and surname)

.....
PESEL no.

REPRESENTATION
of a candidate for an independent member of the ENERGA SA Supervisory Board

I hereby declare that I meet the criteria envisaged for independent supervisory board members within the meaning of the European 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), including the requirements following from the Code of Best Practice for Warsaw Stock Exchange Listed Companies, including in particular:

- 1) I am not a shareholder holding over 5% votes at the General Meeting of ENERGA SA,
- 2) I am not linked¹ to a shareholder holding over 5% votes at the General Meeting of ENERGA SA,
- 3) I am not and I have not been employed by ENERGA SA and its subsidiaries in the last 3 years,
- 4) I do not and I have not discharged the function of a Management Board member or another management function in ENERGA SA or its subsidiaries, regardless of the legal form of employment in the last 5 years,
- 5) I am not and I have not been a statutory auditor or an employee of an entity providing statutory auditor services to ENERGA SA and its subsidiaries in the last 3 years,
- 6) I do not receive any remuneration or other financial benefits from ENERGA SA, its subsidiaries, except for the benefits due to me as a consumer who has entered an agreement with ENERGA SA or its subsidiary on standard terms and conditions,
- 7) I am not and I have not been a spouse, common law spouse, blood relative or relative by marriage of an ENERGA SA Management Board member or an employee holding a management position in ENERGA SA in the last 3 years,
- 8) I am not a management board member in any other company in which a member of ENERGA SA's Management Board is a supervisory board member,
- 9) I do not have any material business relations with ENERGA SA, its subsidiaries that might affect my independence.

At the same time I represent that:

- 1) pursuant to art. 18 of the Commercial Company Code, I have full capacity to perform legal acts, I have not been convicted in a final and unappealable verdict for offences un-

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

der Chapters XXXIII-XXXVII of the Criminal Code or under Articles 585, 587, 590, and 591 of the Commercial Company Code,

- 2) I have not been registered in the Register of Insolvent Debtors kept pursuant to Article 55 of the National Court Register Act.
- 3) I give my consent for my personal data to be processed in connection with my candidacy and the possible appointment to the Supervisory Board of ENERGA SA,
- 4) I agree to be a candidate for a Member of the ENERGA SA Supervisory Board.

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

**Resolution No. ...
adopted by the Annual General Meeting of
of the Company operating under the business name of ENERGA Spółka Akcyjna with
its registered office in Gdańsk
on 26 June 2017**

**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.**

The Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

§ 3 section 3 of 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 is hereby amended and shall now read as follows:

„3. Additional Management Objectives to be accomplished are hereby established, which are required to receive the variable part of the compensation:

- a) implementation of compensation rules for members of the management and supervisory bodies complying with statutory regulations in all Group companies by 30 June 2017,
- b) shaping of the composition of the supervisory boards in all Group companies so that their members hold qualifications to sit on supervisory boards confirmed by passing an examination for candidates to become supervisory board members or that they hold qualifications exempting them from the obligation of passing such an examination, in particular due to holding the academic degree of a doctor of economic sciences or legal sciences or being a member of the bar of legal advisors, advocates, statutory auditors or investment advisors, by 31 December 2017,
- c) fulfillment of the obligations referred to in Articles 17-20, Article 22 and Article 23 of the State Property Management Act of 16 December 2016, by 31 December 2017.”.

§ 2

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

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 15 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code, the Annual General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

Items 3 and 4 shall be added to § 15 reading as follows:

3. A candidate for a member of the Company's Management Board must jointly satisfy the following conditions:-----
 - 1) holds a graduate degree or a graduate degree obtained abroad and recognized in the Republic of Poland on the basis of separate regulations,-----
 - 2) has had at least a 5-year period of employment on the basis of an employment contract, appointment, election, nomination, cooperative employment contract or the provision of services under another contract or self-employment, -----
 - 3) has gained at least 3 years of experience in managerial or independent positions or resulting from self-employment,-----
 - 4) satisfies the requirements specified in separate regulations, other than those listed in items 1-3, in particular does not breach the limitations or prohibitions for occupying the position of a member of the governing body in commercial companies.-----
4. A candidate for a member of the Company's Management Board may not be a person who satisfies at least one of the following conditions: -----
 - 1) discharges the function of a social collaborator or is employed in an MP, senator, MP-and-senator office or office of a member of the European Parliament on the basis of an employment contract or performs work on the basis of a mandate agreement or other similar agreement, -----
 - 2) is a member of the body of a political party representing a political party outside and authorized to incur liabilities,-----
 - 3) is employed by a political party on the basis of an employment contract or performs work on the basis of a mandate agreement or other similar agreement, ----
 - 4) discharges an elected function in the company trade union organization or company trade union organization of a group company,-----
 - 5) his/her social or professional activity creates a conflict of interest with regard to the company's activity.-----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017

to amend § 16 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code, the Annual General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

§ 16 shall read as follows:

1. Management Board members are appointed and dismissed by the Supervisory Board. --
2. The Supervisory Board appoints a Management Board Member following the completion of a recruitment procedure aimed at verification and evaluation of the candidates' qualifications and selecting the best candidate for the Management Board Member.-----
3. The Supervisory Board carries out the recruitment procedure in the event of the circumstances justifying appointment of a Management Board Member,-----
4. Launching the recruitment procedure for the position of Management Board Member, the Supervisory Board defines, by way of resolution, the detailed rules and procedure of such process, including in particular: the position subject to the procedure, date and place of submission of applications, date and place of the interview, scope of issues subject to the interview, requirement and candidate evaluation methods.-----
5. A candidate for a Management Board Member should satisfy the requirements laid down in § 15 sections 3 and 4.-----
6. The recruitment procedure announcement is published on the Company's website and in the Public Information Bulletin [Biuletyn Informacji Publicznej] of the Energy Ministry,
7. The deadline for accepting the submissions may not be shorter than 14 days of the publication of the announcement about the recruitment procedure,-----
8. The Supervisory Board reports to the shareholders on the outcome of the recruitment procedure and provides a recruitment procedure report.-----
9. The rules for compensating Management Board members and the amounts of their compensation are defined in consideration of the provisions of the Act of 9 June 2016 on the Rules for Remunerating Persons Managing Certain Companies-----
10. One of the Management Board members shall be appointed by the Supervisory Board to the position of President of the Management Board and one or several others to the position of Vice-President of the Management Board. The provisions of this section shall remain in force regardless of the number of shares in the Company held by the State Treasury. -----
11. A Management Board Member shall submit his or her resignation to another Management Board Member or to the commercial proxy or, if this is impossible, to the Supervi-

sory Board. The notice of resignation should be submitted in writing. The resigning Management Board Member shall inform the Supervisory Board Chairman of his/her resignation. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 17 section 1 item 14 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code, the Annual General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

§ 17 section 1 item 14 shall now read as follows:

approving the rules for sponsorship activity conducted by the Company and evaluating the efficiency of the sponsorship activity conducted by the Company. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 17 section 1 item 15 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code, the Annual General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

In § 17 section 1 item 15, sub-item i, the period shall be replaced with a comma and the following sub-items k, l, m o shall be added:

- k) execution of an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services, if the total fees for the provided services exceed PLN 500,000 net per annum,-----
- l) amendment to an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services exceeding the amount referred to in sub-item k;-----
- m) execution of agreements on the provision of legal services, marketing services, public relations and social communication services and management consulting services, in which the maximum fees are not defined, -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 17 section 2 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code, the Annual General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

In § 17 section 2 item 3, the period shall be replaced with a comma and the following items 4, 5 and 6 shall be added:

- 4) submit to the General Meeting, along with the Supervisory Board's opinion, a report, prepared at least once a year, on representation expenses and expenses incurred on the purchase of legal services, marketing services, public relations and social communication services and management consulting services,-----
- 5) prepare, at least once a year, a report on supervision over the execution of investment project and submit it to the Supervisory Board for approval, -----
- 6) in the companies, for which the Company is a parent undertaking within the meaning of Article 4 item 3 of the Competition and Consumer Protection Act of 16 February 2007, in conjunction with Article 17 section 7, Article 18 section 2, Article 20 and Article 23 of the State Property Management Act, introduce the rules prescribed by the State Property Management Act. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 18 section 5 of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code, the Annual General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

§ 18 section 5 shall now read as follows:

In the period during which the State Treasury is a shareholder in the Company, only persons who meet the requirements set forth in Article 19 section 1 of the State Property Management Act may be appointed to serve as Supervisory Board members representing the State Treasury.

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to add § 31 b of the Company's Articles of Association

Acting pursuant to Article 430 § 1 of the Commercial Company Code, the Annual General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

The following § 31 b shall be added:

1. Disposal, by the Company, of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding 0.1% of total assets, determined on the basis of the most recent approved financial statements shall take place in the form of a tender, unless the value of the asset does not exceed PLN 20,000.
2. The Company may dispose of the non-current assets without a tender if: -----
 - 1) the agreement pertains to shares/interests or other financial non-current assets or licenses, patents or other industrial property rights or know-how, if the terms and the sale procedure other than a public tender is stipulated by a Supervisory Board resolution, -----
 - 2) the disposal takes place in a liquidation procedure according to the rules defined by a General Meeting resolution, in compliance with separate regulations, -----
 - 3) the disposal pertains to housing units owned by the company and the sale takes place for a price that is not lower than 50% of their market value to the tenant or his/her permanently resident relative within the meaning of Article 4 Item 13 of the Real Estate Management Act of 21 August 1997; the price is determined taking into account the fact that the premises are occupied; the value of improvements made by the tenant is credited towards the price of the premises, -----
 - 4) in other justified cases, on the Management Board's motion, for a price and according to rules defined by a Supervisory Board resolution,-----
 - 5) the disposal is made to subsidiaries,-----
 - 6) the disposal pertains to CO₂ emission allowances or their equivalents.-----
3. The following procedure for disposal of non-current assets is hereby established: -----
 - 1) The tender announcement is published in the Public Information Bulletin [Biuletyn Informacji Publicznej] on the Energy Minister's website in a visible, publicly accessible place in the Company's seat and in other places customarily used for placing announcements.-----
 - 2) A tender may be held no earlier than 14 days of the date of tender announcement. --
 - 3) The following persons may not participate in the tender as bidders: -----
 - a) Company's Management Board and Supervisory Board members,-----

- b) business entity running the tender and its Management Board and Supervisory Board members,-----
 - c) persons to whom activities associated with the tender have been entrusted,-----
 - d) spouse, children, parents and siblings of the persons referred to in items a-c,----
 - e) persons who remain in such a legal or factual relationship with the person running the tender that may evoke justified doubts as regards impartiality of the person running the tender. -----
- 4) Participation in the tender is conditional upon making a tender deposit in the minimum amount of 5% of the asking price of the non-current asset being sold. The rules referred to in Item 8 may provide for a higher tender deposit.
 - 5) Before entering the tender the Company sets the asking price which may not be lower than the market value determined by appraisers; if such value cannot be determined, the price may not be lower than the net book value.-----
 - 6) The Company may elect not to have an appraiser value the non-current asset being sold if:-----
 - a) the cost of the valuation would clearly exceed the market value -----
 - b) the non-current asset has a set market price -----
 - 7) A tender is carried out in the form of: -----
 - a) oral tender;-----
 - b) written tender. -----
 - 8) The rules defining the rules and procedure for holding the tender, the wording of the tender announcement, the form of the tender and the terms of the tender are defined by the Company.-----
 - 9) The organizer of the tender has the right to close the tender without selecting any of the bids without stating a reason. -----
 - 10) The tender is won by the bidder who has offered the highest price. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

**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**

on: 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 as well as amendments to such agreements

Acting pursuant to Article 17 Section 2 of the State Property Management Act of 16 December 2016 the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

The consent of the Supervisory Board shall be required to execute:

- 1) an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services, if the total fees for the provided services exceed PLN 500,000 net per annum;
- 2) an amendment to an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services increasing the amount referred to in Item 1;
- 3) an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services in which the maximum fees are not specified.

§ 2

This resolution shall 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 26 June 2017

on: rules and procedure applicable to the disposal of non-current assets

Acting pursuant to Article 17 Section 4 of the State Property Management Act of 16 December 2016 the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

1. Disposal, by the Company, of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding 0.1% of total assets, determined on the basis of the most recent approved financial statements shall be made in the form of a tender, unless the value of the asset does not exceed PLN 20,000.
2. The Company may dispose of the non-current assets without a tender if:
 - 1) the agreement pertains to shares/ownership interests or other financial non-current assets or licenses, patents or other industrial property rights or know-how, if the terms and the sale procedure other than a public tender is stipulated by a Supervisory Board resolution,
 - 2) the disposal is made in a liquidation procedure according to the rules defined by a General Meeting resolution, in compliance with separate regulations,
 - 3) the disposal pertains to housing premises owned by the company and the sale takes place for a price that is not lower than 50% of their market value to the tenant or his/her relative permanently residing with him/her within the meaning of Article 4 Item 13 of the Real Estate Management Act of 21 August 1997; the price is determined taking into account the fact that the premises are occupied; the value of improvements made by the tenant is counted towards the price of the premises,
 - 4) in other justified cases, on the Management Board’s motion, for a price and according to rules defined by a Supervisory Board resolution,
 - 5) the disposal is made to subsidiaries,
 - 6) the disposal pertains to CO₂ emission allowances or their equivalents.

§ 2

The following procedure for disposal of non-current assets is hereby established:

1. The tender announcement is published in the Public Information Bulletin [Biuletyn Informacji Publicznej] on the Energy Minister’s website, on the Company’s website, in a

visible, publically accessible place in the Company's seat and in other places customarily used for placing announcements.

2. A tender may be held no earlier than 14 days of the date of tender announcement.
3. The following persons may not participate in tenders as bidders:
 - 1) the Company's Management Board and Supervisory Board members,
 - 2) business entity running the tender and its Management Board and Supervisory Board members,
 - 3) persons commissioned to perform activities associated with the tender,
 - 4) spouse, children, parents and siblings of the persons referred to in Items 1-3,
 - 5) persons who remain in a legal or factual relationship with the person running the tender that may arouse justified doubts as regards the impartiality of the person running the tender.
4. Participation in the tender is conditional upon paying a tender deposit in the minimum amount of 5% of the asking price of the non-current asset being sold. The rules referred to in Item 8 may provide for a higher tender deposit.
5. Before launching the tender the Company sets the asking price which may not be lower than the market value determined by an appraiser; if such value cannot be determined, the price may not be lower than the net book value.
6. The Company may elect not to have the non-current asset being sold valued by an appraiser if:
 - 1) the cost of the valuation would clearly exceed the market value
 - 2) the non-current asset has a set market price
7. The tender is carried out in the form of:
 - 1) oral tender;
 - 2) written tender.
8. The bylaws defining the rules and procedure for holding the tender, the wording of the tender announcement, the form of the tender and the terms of the tender are defined by the Company.
9. The organizer of the tender has the right to close the tender without selecting any of the bids without stating a reason.
10. The tender is won by the bidder who has offered the highest price.

§ 2

This resolution shall 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 26 June 2017**

on: 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

Acting pursuant to Article 17 Section 6 of the State Property Management Act of 16 December 2016, the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

The Management Board submits to the General Meeting a report on representation expenses and on expenses incurred on the purchase of legal services, marketing services, public relations and social communication services and management consulting services.

§ 2

The Supervisory Board is obligated to issue an opinion on the report on representation expenses and on expenses incurred on the purchase of legal services, marketing services, public relations and social communication services and management consulting services prepared by the Management Board.

§ 3

This resolution shall 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 26 June 2017**

on: specification of requirements for candidates for a member of the Company's Management Board

Acting pursuant to Article 22 of the State Property Management Act of 16 December 2016, the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

A candidate for a member of the Company's Management Board must jointly satisfy the following conditions:

- a) has university education or university education acquired abroad but recognized in the Republic of Poland, on the basis of separate regulations,
- b) has had at least a 5-year period of employment on the basis of an employment contract, appointment, election, nomination, cooperative employment contract or the provision of services under another contract or self-employment,
- c) has gained at least 3 years of experience in managerial or independent positions or resulting from self-employment,
- d) satisfies the requirements specified in separate regulations, other than those listed in letters a-c, in particular does not breach the restrictions or prohibitions for occupying the position of a member of the governing body in commercial companies;

§ 2

A candidate for a member of the Company's Management Board may not be a person who:

- a) discharges the function of a voluntary worker or is employed in an MP, senator, MP-and-senator office or office of a member of the European Parliament on the basis of an employment contract or performs work on the basis of a mandate agreement or other similar agreement.
- b) is a member of the governing body of a political party representing a political party outside and authorized to incur liabilities,
- c) is employed by a political party on the basis of an employment contract or performs work on the basis of a mandate agreement or other similar agreement,

- d) discharges an elected function in the company trade union organization or company trade union organization of a group company,
- e) his/her social or professional activity creates a conflict of interest with regard to the company's activity.

§ 3

This resolution shall 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 26 June 2017**

on: appointment of a member of the Management Board and recruitment procedure for a member of the Management Board

Acting pursuant to Article 18 Section 1 of the State Property Management Act of 16 December 2016, the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

The Supervisory Board appoints a Management Board Member following the completion of a recruitment procedure aimed at verification and evaluation of the candidates’ qualifications and selecting the best candidate for the Management Board Member.

- 1) The Supervisory Board carries out the recruitment procedure in the event of the circumstances justifying appointment of a Management Board Member,
- 2) Launching the recruitment procedure for the position of Management Board Member, the Supervisory Board defines, by way of resolution, the detailed rules and procedure of such process, including in particular: the position subject to the procedure, date and place of submission of applications, date and place of the interview, scope of issues subject to the interview, requirements and candidate evaluation methods.
- 3) A candidate for a Management Board Member should satisfy the requirements laid down in Article 22 of the State Property Management Act.
- 4) The recruitment procedure announcement is published on the Company’s website and in the Public Information Bulletin [Biuletyn Informacji Publicznej] of the Energy Ministry,
- 5) The deadline for accepting applications may not be shorter than 14 days of the publication of the announcement about the recruitment procedure,
- 6) The Supervisory Board reports to the shareholders on the outcome of the recruitment procedure and provides a recruitment procedure report.

§ 2

This resolution shall 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 26 June 2017**

on: introduction of the rules listed in the State Property Management Act in the companies in which the Company is a parent undertaking

Acting pursuant to Article 17 Section 7, Article 18 Section 2, Article 20 and Article 16 of the State Property Management Act of 16 December 2016, the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

In the companies in which the Company is a parent undertaking within the meaning of Article 4 Item 3 of the Competition and Consumer Protection Act of 16 February 2007 in connection with Article 17 Sections 1-6, Article 18 Section 1, Article 19 Sections 1-5 and Article 22 of the State Property Management Act, the Management Board is obligated to introduce the rules prescribed by the State Property Management Act.

§ 2

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