



**PROXY VOTING FORM
FOR THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED
FOR 15 FEBRUARY 2018**

EXPLANATION

This form is not mandatory and may be used at a shareholder's discretion.

A shareholder gives an instruction by entering "X" in a relevant field.

If a shareholder makes a decision on voting its shares differently, it is asked to specify the number of shares in the appropriate field on which the proxy may vote "for", "against" or "abstain" from voting. If the number of shares is not specified then the proxy is authorized to vote in the specified manner on all the shares held by the shareholder.

The forms do not replace a power-of-attorney, to be granted by the shareholder to the proxy to take part in the Extraordinary General Meeting and the exercise of rights to vote in ballots on individual resolutions of the Extraordinary General Meeting.

ENERGA SA stipulates that it will not verify whether or not the proxy exercises the voting right in accordance with the instructions given by the Shareholder.

Please note that the draft resolutions attached to this form may differ from the draft resolutions that are submitted to a vote at the Extraordinary General Meeting.

**PROXY VOTING FORM
FOR THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED
FOR 15 FEBRUARY 2018**

**in a vote on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna
with its registered office in Gdańsk to elect the Chairperson of the Extraordinary General
Meeting**

Shareholder

First name and surname / Name and registered office: _____

Residential address / office address: _____

Mailing address: _____

PESEL / KRS number or number of another relevant register in which it is entered and description of the register:

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA convened for 15 February 2018, which are covered by the power-of-attorney granted by the Shareholder to the Proxy:

Shareholder's Proxy

Full name / Name and registered office: _____

Residential address / office address: _____

Mailing address: _____

PESEL / KRS number or number of another relevant register in which it is entered and description of the register:

Series and number of a personal ID or a passport or another identification document and specification of an authority that has issued the document: _____

Date of granting the power-of-attorney to the Proxy by the Shareholder: _____

Proposed wording of the resolution to elect the Chairperson of the Extraordinary General Meeting:

Acting pursuant to Article 409 § 1 of the Commercial Company Code, the following is hereby resolved:

§ 1

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

§ 2

The resolution comes into force on the date of its adoption.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAINED (number of votes)

If a Shareholder votes against the resolution to elect the Chairperson of the Extraordinary General Meeting then he/she may express his/her objection below and request that it be entered in the minutes

Wording of the objection*

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.....
.....

Instructions on voting by proxy on adopting the resolution to elect the Chairperson of the Extraordinary General Meeting.

Wording of the instructions*

.....
.....
.....

Other*

.....
.....
.....

.....
(city/town, date and Shareholder's signature)

* delete as appropriate

**PROXY VOTING FORM
FOR THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED
FOR 15 FEBRUARY 2018**

**in a vote on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna
with its registered office in Gdańsk to adopt the agenda of the Extraordinary General Meeting**

Shareholder

First name and surname / Name and registered office: _____

Residential address / office address: _____

Mailing address: _____

PESEL / KRS number or number of another relevant register in which it is entered and description of the register:

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA convened for 15 February 2018, which are covered by the power-of-attorney granted by the Shareholder to the Proxy:

Shareholder's Proxy

Full name / Name and registered office: _____

Residential address / office address: _____

Mailing address: _____

PESEL / KRS number or number of another relevant register in which it is entered and description of the register:

Series and number of a personal ID or a passport or another identification document and specification of an authority that has issued the document: _____

Date of granting the power-of-attorney to the Proxy by the Shareholder: _____

Proposed wording of the resolution to adopt the agenda of the Extraordinary General Meeting:

The following is hereby resolved:

§ 1

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

1. Open the Extraordinary General Meeting.
2. Elect the Chairperson of the Extraordinary General Meeting.
3. Assert that the Meeting has been convened correctly and is capable of adopting binding resolutions.
4. Adopt the agenda of the Extraordinary General Meeting.
5. Adopt a resolution to express consent for acquisition by ENERGA SA of non-current assets in the form of long-term bonds issued by ENERGA-OPERATOR SA.
6. Adjourn the Extraordinary General Meeting.

Voting:

- | | | | |
|--------------------------|-----------|-------|-------------------|
| <input type="checkbox"/> | FOR | | (number of votes) |
| <input type="checkbox"/> | AGAINST | | (number of votes) |
| <input type="checkbox"/> | ABSTAINED | | (number of votes) |



If a Shareholder votes against the resolution to adopt the agenda of the Extraordinary General Meeting then he/she may express his/her objection below and request that it be entered in the minutes.

Wording of the objection*

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.....
.....

Instructions on voting by proxy on adopting the resolution to adopt the agenda of the Extraordinary General Meeting.

Wording of the instructions*

.....
.....
.....

Other*

.....
.....
.....

.....
(city/town, date and Shareholder's signature)

* delete as appropriate

**PROXY VOTING FORM
FOR THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED
FOR 15 FEBRUARY 2018**

**in the vote on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna
with its registered office in Gdańsk to express consent for acquisition by ENERGA SA of non-
current assets in the form of long-term bonds issued by ENERGA-OPERATOR SA**

Shareholder

First name and surname / Name and registered office: _____

Residential address / office address: _____

Mailing address: _____

PESEL / KRS number or number of another relevant register in which it is entered and description of the register:

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA convened for 15 February 2018, which are covered by the power-of-attorney granted by the Shareholder to the Proxy:

Shareholder's Proxy

Full name / Name and registered office: _____

Residential address / office address: _____

Mailing address: _____

PESEL / KRS number or number of another relevant register in which it is entered and description of the register:

Series and number of a personal ID or a passport or another identification document and specification of an authority that has issued the document: _____

Date of granting the power-of-attorney to the Proxy by the Shareholder: _____

Proposed wording of the resolution to express consent for acquisition by ENERGA SA of non-current assets in the form of long-term bonds issued by ENERGA-OPERATOR SA:

Acting pursuant to Article 26 Section 1 Item 2 of the Company's Articles of Association, the following is hereby resolved:

§ 1

The Extraordinary General Meeting hereby expresses consent for acquisition of non-current assets in the form of long-term bonds issued by ENERGA-OPERATOR SA, to be earmarked to cover expenditures associated with execution of the investment program executed in 2017-2019 on the following framework terms:

I. Product	domestic bonds
II. Total maximum value of the bonds issued under	PLN 1,066,000,000 (one billion sixty six million)

the program	Polish zloty)
III. Term of being bound by the bond issue agreement	up to 20 years
IV. Issue period of individual bond series	up to 20 years
V. Par value per bond	PLN 100,000 (one hundred thousand Polish zloty)
VI. Bondholder	ENERGA SA
VII. Additional terms and conditions	bond interest rate based on the rates applied by ENERGA SA's financing institutions
VIII. Bond issue collateral	none

§ 2

The resolution comes into force on the date of its adoption.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAINED (number of votes)

In the case of voting against the resolution to express consent for acquisition by ENERGA SA of non-current assets in the form of long-term bonds issued by ENERGA-OPERATOR SA, the Shareholder may express his/her objection below and request that it be entered in the minutes.

Wording of the objection*

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Instructions on voting by proxy on adopting the resolution to express consent for acquisition by ENERGA SA of non-current assets in the form of long-term bonds issued by ENERGA-OPERATOR SA.

Wording of the instructions*

.....

Other*

.....

.....

 (city/town, date and Shareholder's signature)

* delete as appropriate