

**General Meeting of Shareholders
of ENERGA Spółka Akcyjna****REQUEST
OF THE MANAGEMENT BOARD OF ENERGA SPÓŁKA AKCYJNA**

Acting pursuant to Section 25.3 of the Company's Articles of Association, the Management Board of ENERGA SA hereby requests amending the Rules of the General Meeting of Shareholders of ENERGA SA, specified in Appendix No. 1 hereto, by registering changes to the valid content.

Grounds

In connection with the Company's Articles of Association being amended to introduce, among other things, wording concerning real-time transmission of the proceedings of the General Meeting of Shareholders,

in accordance with the Good Practices for Warsaw Stock Exchange Listed Companies, it is necessary to formally reflect the wording of the Articles in the Rules of the General Meeting of Shareholders of ENERGA SA. The proposed changes will make it possible above all to adapt better the contents of the internal regulations valid in the Company to the standards required by Giełda Papierów Wartościowych w Warszawie SA (Warsaw Stock Exchange). The most important of these relate to the introduction of:

- 1) real-time transmission of the proceedings of the General Meeting of Shareholders – Section 11.1 of the Rules,
- 2) the obligation to make available the recording of the proceedings of the General Meeting of Shareholders on the Company's website – Section 11.2 of the Rules,
- 3) possible presence of media representatives at the General Meeting of Shareholders – without voting rights – point f in subparagraph 5 of paragraph 1 in Section 2 of the Rules.

The draft Resolution of the General Meeting of Shareholders which takes into account the proposed changes to the Rules of the General Meeting of Shareholders is attached as Appendix 2 to this request.

Appendices:

1. Rules of the General Meeting of Shareholders of ENERGA Spółka Akcyjna with its registered office in Gdańsk (with proposed changes).
2. Draft Resolution of the General Meeting of Shareholders of ENERGA SA on changing the Rules of the General Meeting of Shareholders of ENERGA SA.

Management Board of ENERGA SA

Alicja Barbara Klimiuk

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**Rules of the General Meeting of Shareholders of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
(with the proposed changes)**

§ 1. [Subject Matter of the Regulations]

1. These rules (hereinafter referred to as: the Rules) govern the proceedings of the Ordinary and Extraordinary General Meetings of Shareholders of ENERGA Spółka Akcyjna with its registered office in Gdańsk, entered in the National Court Register – Business Register of the District Court Gdańsk-Północ in Gdańsk, 7th Commercial Division of the National Court Register, under number KRS 0000271591 (hereinafter referred to as the Company).
2. These Rules shall under no circumstances be construed in any manner to conflict with the provisions of the Articles of Association of the Company or with the provisions of the Polish Code of Commercial Companies (CCC).

§ 2. [Definitions]

1. Whenever the further provisions of these Rules refer to:

- 1) **the Meeting:** this should be understood as the Ordinary or Extraordinary General Meeting of Shareholders of the Company,
- 2) **the Supervisory Board:** this should be understood as the Supervisory Board of the Company,
- 3) **the Management Board:** this should be understood as the Management Board of the Company,
- 4) **a Participant of the Meeting:** this should be understood as:
 - a) a Company shareholder authorised to participate in the Meeting and exercise at the Meeting the right to vote arising from the shares owned **[Shareholder]**,
 - b) a proxy of the Shareholder **[Proxy]**,
 - c) a pledgee and user authorised to participate in the Meeting and exercise at the Meeting the right to vote arising from the shares owned by a Shareholder **[Person with Material Rights Attached to Shares]**,
- 5) **Attendees of the Meeting:** this should be understood as:
 - a) members of the Management Board and Supervisory Board, when referring to an Ordinary Meeting – also the members of the Management Board and Supervisory Board who held those positions in the last financial year,
 - b) a notary public,
 - c) the Company's legal counsel tasked with presenting legal opinions on issues related to the agenda of the Meeting,
 - d) representatives of the Company's services, in particular those tasked with:
 - presenting documents related to the agenda of the Meeting,
 - providing assistance with respect to matters concerning the attendance list, operation of voting and preparing draft resolutions,
 - e) a person invited to the Meeting in a strictly specified capacity, and in particular in order to express opinions on issues requiring specialist knowledge,
 - f) representatives of the media – without voting right.

- 6) **the Person Opening the Meeting:** this should be understood as the person entitled to open the Meeting pursuant to the provisions of the Articles of Association or the provisions of the Code of Commercial Companies,
 - 7) **the Electronic System:** this should be understood as the electronic (computer-based) system used to cast and count votes with the use of electronic voting cards [**Electronic Cards**], enabling computer-assisted counting of votes cast in favour of or against a motion, as well as abstentions, and in the case of a secret ballot, – precluding identification of how the individual Shareholders have cast their votes,
 - 8) **Registration:** this should be understood as signing by the Participant of the Meeting the attendance list and collecting by such a Participant the voting cards (ballot papers or Electronic Cards).
2. The Electronic System should be appropriately certified if such certification is required under the relevant legal regulations.

§ 21. [Principles of Granting Proxies]

1. The Proxy power shall be granted in the written or electronic form.
2. A Proxy power written in a foreign language should be translated into Polish by a sworn translator.
3. Details concerning the granting of proxies shall be posted in each notice of the General Meeting.

§ 3. [Support Services at the Meeting]

1. The Management Board shall ensure technical and organisational support services at the General Meeting.
2. As part of the services referred to in paragraph 1, the Management Board shall ensure in particular:
 - 1) the properly fitted room where the Meeting will be held,
 - 2) protection of the General Meeting by the security personnel,
 - 3) professional management of:
 - a) the Registration process,
 - b) voting with the use of the Electronic System,
 - c) recording of the proceedings at the General Meeting using electronic recording techniques,
 - 4) participation of the Attendees of the Meeting, unless such an Attendee only has the right to such participation.
3. Votes at the Meeting shall be cast using the Electronic System and should the system be unavailable, votes shall be cast using (ordinary) ballot papers. The Chairperson of the Meeting should ensure that sufficient instruction on the method of voting with the use of the Electronic System is provided to the Participants of the Meeting, including a demonstration of the functioning of the System.

§ 4. [Registration of Participants of the Meeting]

1. The Registration of Participants of the Meeting should start at the time specified in the notice of the Meeting.
2. The attendance list should be made available for viewing to all Participants of the Meeting throughout the proceedings. If any Participants of the Meeting arrive after the list is completed and signed by the Chairperson of the Meeting, the attendance list should be appropriately supplemented with the missing names, with mention of the time when the additional entries were made.
3. The persons in charge of the Registration shall be required to:
 - 1) verify the identity of the Participants of the Meeting on the basis of the identity cards produced by them, or on the basis of other reliable documents,
 - 2) verify and receive from Proxies and Persons with Material Rights Attached to Shares any relevant documents confirming their right to represent a Shareholder or exercise their right to vote resulting from shares held by a Shareholder,
 - 3) provide the Meeting Participants with voting cards.
4. In the case of doubts, it shall be deemed that a decision to enter or to refuse to enter the name of a Participant of the Meeting into the attendance list requires a resolution of the Meeting.

§ 5. [Opening of the Meeting and election of the Chairperson]

1. The Person Opening the Meeting declares that it has been convoked correctly and then undertakes the activities necessary to elect the Chairperson of the Meeting.
2. The Person Opening the Meeting may take all procedural decisions necessary to commence the proceedings of the Meeting and to elect the Chairperson. In particular, he or she shall oversee the election process and announce its results.
3. If only one Participant of the Meeting is present at the Meeting, the Chairperson of the Meeting shall be appointed by acclamation. If at least two Participants of the Meeting are present at the Meeting, the Chairperson of the Meeting shall be elected in a secret ballot.
4. Should more than one candidate be proposed for the position of the Chairperson of the Meeting, the Chairperson of the Meeting shall be elected in a separate voting procedure for each candidate, in the alphabetical order, provided that the candidate proposed by the Person Opening the Meeting shall be voted upon as the first candidate. The first candidate to receive the absolute majority of valid votes cast shall be deemed elected. If several candidates receive the same number of votes, an additional vote shall be held to elect one of these candidates.

§ 6. [Agenda of the Meeting]

1. The Meeting shall follow the agenda included in the notice of the Meeting, unless a motion is filed to remove specific items from the agenda of the Meeting or to change the order of the items on the agenda. A resolution of the Meeting is required to resolve such a motion.
2. In the case of doubts it is deemed that in particular motions which concern examining matters included in the agenda of the Meeting, the method of voting or adopting resolutions are procedural motions which can be adopted despite not being included in the agenda of the Meeting.

§ 7. [Chairperson of the Meeting]

1. The Chairperson of the Meeting should act in accordance with the legal regulations, the Company's Articles of Association and good practices and in the best interest of the Company as a legal entity separate from individual Shareholders. In particular, he or she should make sure that the Shareholders are treated equally under the same circumstances.
2. The Chairperson of the Meeting shall direct the proceedings at the Meeting pursuant to these Rules, ensuring smooth work and enabling the Meeting to conclude on the same day when it started. The Chairperson of the Meeting should prevent the abuse of their rights by Participants of the Meeting.
3. The powers of the Chairperson of the Meeting as the person managing the proceedings at the Meeting shall include in particular:
 - 1) giving the floor to the Participants of the Meeting and – following a previous warning – taking the floor away from a Participant of the Meeting who has exceeded the maximum time allowed for his or her intervention or strayed from the topic discussed under this item of the agenda,
 - 2) calling on Attendees of the Meeting to take the floor whenever the Chairperson deems it necessary to consider a matter included in the agenda of the Meeting or related to this agenda,
 - 3) taking procedural decisions, with the provision that any Participant of the Meeting may appeal against such decisions to the resolution of the Meeting,
 - 4) ordering a vote to be held and overseeing the correct performance of the voting procedure, as well as signing documents including the results of the votes and announcing the results,
 - 5) overseeing the work of the Meeting support services.
4. Should the Chairperson of the Meeting step down, a new Chairperson shall be elected as per § 5.

§ 8. [Proceedings]

1. The Chairperson of the Meeting should make sure that the matters on which resolutions are to be adopted are sufficiently clarified and discussed before a vote is taken.
2. After each matter included in the agenda of the Meeting is presented, the Chairperson of the Meeting shall draft the list of all Participants of the Meeting in the order in which they applied to take part in the discussion and after the list is closed the Chairperson shall open the floor for discussion in the order determined by the list. If no list is drafted, the Chairperson shall give the floor to particular Participants of the Meeting in the order in which they expressed their will to take the floor. As regards formal issues, the Chairperson of the Meeting may give the floor to individual persons without following the predetermined speaking order.

3. Upon the consent of the Meeting, a collective discussion may be held with respect to several items on the agenda.
4. If necessary to comply with the agenda of the Meeting, the Chairperson of the Meeting may order that the Participants apply in writing to take the floor, stating their names.
5. Each Participant of the Meeting who wishes to take part in the discussion has the right to one five-minute long intervention and a three-minute long reply.
6. The Participants may only take the floor to address issues on the agenda of the Meeting and to the extent covered by the item on the agenda which is currently being considered.
7. After all speakers from the list have taken the floor, the Chairperson of the Meeting shall close the discussion. Nevertheless, the Chairperson should make sure that the matters on which resolutions are to be adopted are sufficiently clarified and discussed before a vote is taken.
8. After the end of the agenda of the meeting is reached, the Chairperson of the Meeting shall close the proceedings of the Meeting.

§ 9. [Committees]

1. If voting at the Meeting is to be conducted with the use of (ordinary) ballot papers, the Meeting shall appoint a vote-counting committee consisting of three people. The Meeting may appoint a three-person committee to prepare draft resolutions. The Attendees of the Meeting may also be members of both committees.
2. Members of the committees shall be appointed following an open election, with the provision that if the number of candidates is the same as the number of members of the committee, the members shall be appointed by acclamation. The members then appoint the Chairperson of the committee.
3. The provisions of § 5 paragraph 3, second sentence, and of § 5 paragraph 4 shall apply mutatis mutandis to the election of the members of the committees referred to in paragraph 1.

§ 10. [Voting and adopting resolutions]

1. All votes at the Meeting are cast openly by raising a ballot papers or by the appropriate use of the Electronic Card. A secret ballot is announced if required by the provisions of the Polish Code of Commercial Companies, the Articles of Association of the Company or the Rules, or if the Meeting so decides.
2. The votes allowed on ballot papers shall be “yes”, “no” or “I abstain”. A vote shall be cast by striking out the items that do not reflect the intended content of the vote. If more than one item on the card remains, the vote is deemed null and void.
3. The Electronic System should enable immediate printout of the minutes of the voting procedure to make it possible for the results to be announced.
4. Voting on a resolution should be preceded by the draft of the resolution being read out openly by the Chairperson of the Meeting or a person appointed by them, unless the draft has previously been provided to the Participants of the Meeting in writing or unless the Meeting decides against reading out the draft.
5. Each Participant of the Meeting has the right to propose changes and supplements to draft resolutions until the closing of the discussion regarding the relevant item of the agenda concerning the draft resolution to which the proposal applies.
6. The order of votes on the motions submitted with respect to the draft resolution shall be determined by the Chairperson of the Meeting in the following way:
 - 1) motions whose adoption or rejection determines other motions (the furthest going motions) shall be voted upon first,
 - 2) the draft resolution as a whole shall be voted upon next, taking into consideration the previously adopted motions.
7. The document stating the results of the vote shall be signed by the Chairperson of the Meeting, as well as by the members of the vote-counting committee, provided that such a committee has been appointed.
8. After a resolution is adopted by the Meeting, the Chairperson shall announce the results of the vote and declare whether the resolution has been adopted.

§ 11. [Recording of the Meeting proceedings]

1. The proceedings of the General Meeting shall be transmitted in real time and recorded using sound or image recording systems.
2. The recording of the proceedings shall be posted on the Company’s website, in the section “Investor Relations”, upon the end of the Meeting.

§ 12. [Final Provisions]

1. These Rules shall enter into effect on the day specified in the Resolution of the Meeting.
2. If the Rules are amended, the Management Board shall be required to prepare their consolidated text.