



**PROXY VOTING FORM
AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED
FOR 3 SEPTEMBER 2018**

INFORMATION

The use of this form is optional and is at the discretion of the shareholder.

The shareholder issues the instruction by inserting "X" in the appropriate box.

If a shareholder decides to vote in a different way from the shares held, he/she is asked to indicate in the appropriate box the number of shares from which the proxy is to vote "in favour", "against" or "abstain" from voting. Failure to indicate the number of shares shall mean that the proxy is entitled to vote in the indicated manner from all the shares held by the shareholder.

The forms do not replace the power of attorney granted by the shareholder to the proxy to participate in the Extraordinary General Meeting and exercise the voting right in the votes on particular resolutions of the Extraordinary General Meeting.

ENERGA SA stipulates that it will not verify whether 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 put to the vote at the Extraordinary General Meeting.

**PROXY VOTING FORM AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA
AKCYJNA CONVENED FOR 3 SEPTEMBER 2018**
**in the vote on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna
with its registered office in Gdańsk concerning the election of the Chairman of the Extraordinary
General Meeting**

Shareholder

Name and surname / Name (business name) and registered office: _____

Home address / Registered office address: _____

Address for deliveries: _____

Personal Identification Number (PESEL) / National Court Register (KRS) or number in the appropriate register in which the entity is entered, and the designation of this register: _____

Number of votes vested in the Shareholder at the Extraordinary General Meeting of Shareholders of ENERGA SA convened for 3 September 2018, which are covered by the power of attorney granted by the Shareholder to the Proxy:

Shareholder's Proxy

Name and surname / Name (business name) and registered office: _____

Home address / Registered office address: _____

Address for deliveries: _____

PESEL / KRS number or number in the appropriate register in which the entity is entered, and the designation of this register: _____

Series and number of the ID card or passport or another identity document and indication of the authority issuing this document: _____

Date of granting the power of attorney to the Proxy: _____

Proposed wording of the resolution concerning the election of the Chairman of the Extraordinary General Meeting:

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

§ 1

The Extraordinary General Meeting elects Mr/Ms..... as the Chairman/Chairwoman of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into effect upon its adoption.

Voting:

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

In the event of voting against the resolution on the election of the Chairman of the Extraordinary General Meeting, the Shareholder may express an objection below with a request to record the objection in the minutes

Wording of the objection*

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

Instruction concerning voting by the proxy on the adoption of a resolution concerning the election of the Chairman of the Extraordinary General Meeting.

Wording of the instruction*

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

Other*

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

.....
(place, date and signature of the Shareholder)

*delete as appropriate

**PROXY VOTING FORM AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA
AKCYJNA CONVENED FOR 3 SEPTEMBER 2018**

**in the vote on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna
with its registered office in Gdańsk concerning the adoption of the agenda of the Extraordinary
General Meeting**

Shareholder

Name and surname / Name (business name) and registered office: _____

Home address / Registered office address: _____

Address for deliveries: _____

Personal Identification Number (PESEL) / National Court Register (KRS) or number in the appropriate register in
which the entity is entered, and the designation of this register: _____

Number of votes vested in the Shareholder at the Extraordinary General Meeting of Shareholders of ENERGA SA
convened for 3 September 2018, which are covered by the power of attorney granted by the Shareholder to the
Proxy:

Shareholder's Proxy

Name and surname / Name (business name) and registered office: _____

Home address / Registered office address: _____

Address for deliveries: _____

PESEL / KRS number or number in the appropriate register in which the entity is entered, and the designation of
this register: _____

Series and number of the ID card or passport or another identity document and indication of the authority issuing
this document: _____

Date of granting the power of attorney to the Proxy: _____

**Proposed wording of the resolution concerning the adoption of the agenda of the Extraordinary General
Meeting:**

The following is hereby resolved:

§ 1

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

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation that the Meeting has been properly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adopting a resolution on expressing consent to the commencement of the Construction Phase within the
framework of the Ostrołęka C Project, consisting in the preparation, construction and operation of a
supercritical hard coal-fired steam power unit with a gross capacity of approximately 1,000 MWe
6. Closure of the Extraordinary General Meeting

Voting:

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

In the event of voting against the resolution on the adoption of the agenda of the Extraordinary General Meeting, the Shareholder may express an objection below with a request to record the objection in the minutes.

Wording of the objection*

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.....
.....

Instruction concerning voting by the proxy on the adoption of a resolution concerning the adoption of the agenda of the Extraordinary General Meeting.

Wording of the instruction*

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

Other*

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

.....
(place, date and signature of the Shareholder)

*delete as appropriate

**PROXY VOTING FORM AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA
AKCYJNA CONVENED FOR 3 SEPTEMBER 2018**

**in the vote on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna
with its registered office in Gdańsk concerning granting a directional consent to the
commencement of the Construction Stage as part of the Ostrołęka C Project, consisting in the
preparation, construction and operation of a supercritical hard coal-fired steam power unit with
a gross capacity of approximately 1,000 MWe.**

Shareholder

Name and surname / Name (business name) and registered office: _____

Home address / Registered office address: _____

Address for deliveries: _____

Personal Identification Number (PESEL) / National Court Register (KRS) or number in the appropriate register in
which the entity is entered, and the designation of this register: _____

Number of votes vested in the Shareholder at the Extraordinary General Meeting of Shareholders of ENERGA SA
convened for 3 September 2018, which are covered by the power of attorney granted by the Shareholder to the
Proxy:

Shareholder's Proxy

Name and surname / Name (business name) and registered office: _____

Home address / Registered office address: _____

Address for deliveries: _____

PESEL / KRS number or number in the appropriate register in which the entity is entered, and the designation of
this register: _____

Series and number of the ID card or passport or another identity document and indication of the authority issuing
this document: _____

Date of granting the power of attorney to the Proxy: _____

**Proposed wording of the resolution concerning granting a directional consent to the commencement of
the Construction Stage as part of the Ostrołęka C Project, consisting in the preparation, construction and
operation of a supercritical hard coal-fired steam power unit with a gross capacity of approximately 1,000
MWe.**

Acting in order to meet the condition referred to in Article 8.6 of the Investment Agreement entered into on 8
December 2016 (hereinafter the **Investment Agreement**) between ENERGA SA, ENEA S.A. and Elektrownia
Ostrołęka Sp. z o.o. (joint-stock company on the date of Agreement conclusion), hereinafter referred to as the
Parties, amended by Annex No 1 on 26 March 2018, the object of which in the implementation of the Ostrołęka C
project, consisting in the preparation, construction and operation of a supercritical hard coal-fired steam power
unit with a gross capacity of approximately 1,000 MWe (hereinafter the **Ostrołęka C Project**), the following is
hereby resolved:

