on: the election of the Chairperson of the Ordinary General Meeting

Acting pursuant to Article 409 § 1 of the Polish Code of Commercial Companies and § 5 Section 3 of the Regulations of the General Meeting of ENERGA Spółka Akcyjna with the registered office in Gdańsk, it is hereby decided as follows:

§ 1

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

§ 2

The Resolution comes into effect upon its adoption.

Draft

on:

the adoption of the agenda of the Ordinary General Meeting of ENERGA SA

Acting pursuant to Article 409 § 2 of the Code of Commercial Companies and § 6.1 of the Rules of the General Meeting of Shareholders of ENERGA Spółka Akcyjna with its registered office in Gdańsk, it is hereby resolved as follows:

§ 1

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

- 1. Opening of the Ordinary General Meeting of Shareholders.
- 2. Electing the Chairperson of the Ordinary General Meeting.
- 3. Stating that the Ordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
- 4. Approving the agenda of the Ordinary General Meeting.
- 5. Examination and approval of the Management Board's Report on the Operations of ENERGA SA for the year ended 31 December 2018.
- 6. Examination and approval of the separate financial statements of the Company for the year ended 31 December 2018.
- 7. Passing of the resolution on the distribution of the net profit for the financial year 2018.
- 8. Passing of resolutions to grant a discharge to Members of the Company's Management Board in respect of the performance of their duties in 2018.
- 9. Passing of resolutions to grant a discharge to Members of the Company's Supervisory Board in respect of the performance of their duties in 2018.
- 10. Examination and approval of the Report of the Management Board of ENERGA SA on the Operations of the Capital Group for the year ended 31 December 2018.
- 11. Examination and approval of the consolidated financial statements of the ENERGA SA Capital Group for the year ended 31 December 2018.
- 12. Closing the debates of the Ordinary General Meeting.

§ 2

The Resolution comes into effect upon its adoption.

on:

examination and approval of the Management Report on the Operations of ENERGA SA for the year ended on 31 December 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (1) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To approve the Report of the Management Board of ENERGA SA on the Activity of ENERGA SA for the year ended 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

On the basis of Article 49 Section 1 of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2013, item 330, as amended), The Management Report on the Operations of ENERGA SA for the financial year 2018 was accepted by the Company's Management Board by way of Resolution no. 1532/V/2019 of 15 April 2019.

By way of Resolution no. 49/V/2019 of 28 May 2019, the Supervisory Board of ENERGA SA expressed its positive opinion on the report in question and requested its approval by the Ordinary General Meeting of Shareholders.

Pursuant to Article 393 item 1 of the Polish Code of Commercial Companies, the Management Report on the Operations of ENERGA SA requires the examination and approval of the General Meeting of Shareholders.

Draft

Resolution No. ...

of the Ordinary General Meeting of ENERGA Spółka Akcyjna, with its registered office in Gdańsk of 25 June 2019

on: examination and approval of stand-alone financial statements of ENERGA SA for the year ended on 31 December 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (1) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To approve the standalone 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 2018, consisting of:

- 1) standalone statement of profit or loss, disclosing a net profit of PLN 495 million (in words: four hundred and ninety-five million),
- 2) standalone statement of comprehensive income, disclosing total comprehensive income of PLN 459 million (in words: four hundred and fifty-nine million),
- 3) standalone statement of financial position, disclosing balance-sheet total of PLN 15,293 million (in words: fifteen billion two hundred and ninety-three million),
- 4) standalone statement of changes in equity, disclosing a decrease in equity of PLN 950 million (in words: nine hundred and fifty million),
- 5) stand-alone statement of cash flow, showing an increase in net cash by PLN 459 million (in words: four hundred and fifty-nine million),
- 6) accounting principles (policies) and other notes.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

On the basis of Article 52 of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2013, item 330, as amended), the stand-alone financial statements of ENERGA SA, prepared in line with the International Financial Reporting Standards, for the year ended 31 December 2018, were accepted by the Management Board by way of Resolution no. 1532/V/2019 of 15 April 2019.

By way of Resolution no. 48/V/2019 of 28 May 2019, the Supervisory Board of ENERGA SA expressed its positive opinion on the statements in questions, stating that they fairly present all relevant information needed to assess the profitability and the results of the Company's operations, and requested their approval by the Ordinary General Meeting of Shareholders. Pursuant to Article 393 item 1 of the Polish Code of Commercial Companies and Article 53 Section 1 of the Accounting Act, the financial statements referred to above require the examination and approval of the General Meeting of Shareholder

on: the distribution of the net profit for the financial year covering the period from 1 January 2018 to 31 December 2018

Acting pursuant to Article 395 § 2.2 of the Code of Commercial Companies and § 26.1.7 of the Company's Articles of Association, it is hereby resolved as follows:

§ 1

The net profit for financial year 2018, of PLN 495,002,271.26 (in words: four hundred and ninety-five million two thousand two hundred and seventy-one 26/100) shall be wholly allocated towards supplementary capital.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution are presented by the Management Board in a motion to distribute net profit for the financial year 2018. The Supervisory Board of ENERGA SA gave a positive assessment of the above-mentioned request in its Resolution no. 50/V/2019 of 28 May 2019.

on:

granting a vote of acceptance to Ms. Alicja Barbara Klimiuk to confirm the discharge of her duties as Vice-President of the Company's Management Board for Operations in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Ms. Alicja Barbara Klimiuk (PESEL: 59042301422) in respect of fulfilment of her duties of the Vice-President of the Management Board for Operations for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed the Report of the Management Board on the Operations of the Company in 2018 and the Financial Statements for 2018, the Supervisory Board of ENERGA SA adopted Resolution No 51/V/2019 of 28 May 2019, where it asked the Ordinary General Meeting of the Company to grant discharge to Ms Alicja Barbara Klimiuk, Vice-President of the Management Board for Operations, on the performance of her duties for the period from 1 January 2018 to 31 December 2018.

on:

granting a vote of acceptance to Mr. Jacek Kościelniak to confirm the discharge of his duties as Vice-President of the Company's Management Board for Finance in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Jacek Kościelniak (PESEL: 63100910837) in respect of fulfilment of his duties of the Vice-President of the Management Board for Finance for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed the Report of the Management Board on the Operations of the Company in 2018 and the Financial Statements for 2018, the Supervisory Board of ENERGA SA adopted Resolution No 52/V/2019 of 28 May 2019, where it asked the Ordinary General Meeting of the Company to grant discharge to Mr Jacek Kościelniak, Vice-President of the Management Board for Finance, on the performance of his duties for the period from 1 January to 31 December 2018.

on: granting a vote of acceptance to Mr. Grzegorz Ksepko to confirm the discharge of his duties as Vice-President of the Management Board for Corporate Matters in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Grzegorz Ksepko (PESEL: 77012200531) in respect of fulfilment of his duties of the Vice-President of the Management Board for Corporate Matters for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed the Report of the Management Board on the Operations of the Company in 2018 and the Financial Statements for 2018, the Supervisory Board of ENERGA SA adopted Resolution No 53/V/2019 of 28 May 2019, where it asked the Ordinary General Meeting of the Company to grant discharge to Mr Grzegorz Ksepko, Vice-President of the Management Board for Corporate Matters, on the performance of his duties for the period from 1 January to 31 December 2018.

on: granting a vote of acceptance to Mr. Daniel Obajtek to confirm the discharge of his duties as President of the Company's Management Board in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§1

A vote of acceptance is hereby given to Mr. Daniel Obajtek (PESEL: 76010216955) in respect of fulfilment of his duties of the President of the Management Board for the period from 1 January 2018 to 5 February 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed the Report of the Management Board on the Operations of the Company in 2018 and the Financial Statements for 2018, the Supervisory Board of ENERGA SA adopted Resolution No 54/V/2019 of 28 May 2019, where it asked the Ordinary General Meeting of the Company to grant discharge to Mr Daniel Obajtek, President of the Management Board, on the performance of his duties for the period from 1 January to 5 February 2018.

on: granting a vote of acceptance to Mr. Arkadiusz Siwko to confirm the discharge of his duties as President of the Company's Management Board in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§1

A vote of acceptance is hereby given to Mr. Arkadiusz Siwko (PESEL: 64012802696) in respect of fulfilment of his duties of the President of the Management Board for the period from 2 July 2018 to 31 July 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed the Report of the Management Board on the Operations of the Company in 2018 and the Financial Statements for 2018, the Supervisory Board of ENERGA SA adopted Resolution No 55/V/2019 of 28 May 2019, where it asked the Ordinary General Meeting of the Company to grant discharge to Mr Arkadiusz Siwko, President of the Management Board, on the performance of his duties for the period from 2 July to 31 July 2018.

on: granting a vote of acceptance to Ms. Paula Ziemiecka-Księżak to confirm the discharge of her duties in the Supervisory Board of ENERGA SA in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Ms. Paula Ziemiecka-Księżak (PESEL: 77021300424) in respect of fulfilment of her duties in the Supervisory Board of ENERGA SA for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2018 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

on:

granting a vote of acceptance to Mr. Zbigniew Wtulich to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Zbigniew Wtulich (PESEL: 58022500013) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2018 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

on:

granting a vote of acceptance to Ms. Agnieszka Terlikowska-Kulesza to confirm the discharge of her duties in the Supervisory Board of ENERGA SA in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Ms. Agnieszka Terlikowska-Kulesza (PESEL: 66042000060) in respect of fulfilment of her duties in the Supervisory Board of ENERGA SA for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2018 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

on:

granting a vote of acceptance to Mr. Andrzej Powałowski to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Andrzej Powałowski (PESEL: 51100302510) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2018 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

on:

granting a vote of acceptance to Mr. Marek Szczepaniec to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Marek Szczepaniec (PESEL: 64081800357) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2018 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

on:

granting a vote of acceptance to Mr. Maciej Żółtkiewicz to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2018

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Maciej Żółtkiewicz (PESEL: 54011604931) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2018 to 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2018 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

on:

approval of ENERGA SA's Management Report on the Operations of the Capital Group for the year ended on 31 December 2018

Acting pursuant to Article 63c (4) of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To approve the Report of the Management Board of ENERGA SA on the Activity of the Capital Group for the year ended 31 December 2018.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

On the basis of Article 55 Section 2a of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2013 item 330, as amended), ENERGA SA's Management Report on the Operations of the Capital Group for the year ended 31 December 2018 was accepted by the Management Board by way of Resolution no. 1553/V/2019 of 15 April 2019.

By way of Resolution no. 59/V/2019 of 28 May 2019, the Supervisory Board of ENERGA SA expressed its positive opinion on the report in question and requested its approval by the Ordinary General Meeting of Shareholders.

Pursuant to Article 63c Section 4, in conjunction with Article 55 Section 2a of the Accounting Act of 29 September 1994, the above-mentioned ENERGA SA's Management Report on the Operations of the Capital Group requires the examination and approval of the General Meeting of Shareholders.

Resolution No. ...

of the Ordinary General Meeting of ENERGA Spółka Akcyjna, with its registered office in Gdańsk of 25 June 2019

on: examination and approval of the consolidated financial statements of ENERGA S.A.'s Capital Group for the year ended on 31 December 2018

Acting pursuant to Article 63c (4) of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To approve the consolidated financial statements of the ENERGA SA Capital Group prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2018, consisting of:

- 1) consolidated statement of profit or loss, disclosing a net profit of PLN 744 million (in words: seven hundred and forty-four million),
- 2) consolidated statement of comprehensive income, disclosing total comprehensive income of PLN 696 million (in words: six hundred and ninety-six million),
- consolidated statement of financial position, disclosing balance-sheet total of PLN 21,599 million (in words: twenty-one billion five hundred and ninety-nine million),
- 4) consolidated statement of changes in equity, disclosing a decrease in consolidated equity of PLN 917 million (in words: nine hundred and seventeen million),
- 5) consolidated statement of cash flows, showing an increase in net cash by PLN 891 million (in words: eight hundred and ninety-one million),
- 6) accounting principles (policies) and other explanatory information.

§ 2

The Resolution comes into effect upon its adoption.

Particulars of the resolution

On the basis of Article 55 Section 1 of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2013 item 330, as amended), the consolidated financial statements of ENERGA SA's Capital Group, prepared in line with the International Financial Reporting Standards, for the year ended 31 December 2018, were accepted by the Management Board by way of Resolution no. 1533/V/2019 of 15 April 2019.

By way of Resolution no. 58/V/2019 of 28 May 2019, the Supervisory Board of ENERGA SA expressed its positive opinion on the statements in questions, stating that they fairly present all relevant information needed to assess the assets, financial position and result of the ENERGA Group for 2018 and requested their approval by the Ordinary General Meeting of Shareholders.

Pursuant to Article 395 § 5 of the Polish Code of Commercial Companies and Article 63c Section 4 of the Accounting Act, the Capital Group's consolidated financial statements referred to above require the examination and approval of the General Meeting of Shareholders.