

**PROXY VOTING FORM  
AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED  
FOR 8 APRIL 2020**

**GUIDANCE**

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 submitted to voting at the Extraordinary General Meeting of Shareholders.

**PROXY VOTING FORM****AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED  
FOR 8 APRIL 2020**

**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 8 April 2020, 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 passing.

**Voting:**

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

Where the Shareholder votes against the resolution on the election of the Chairperson of the Extraordinary General Meeting, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

**Dissenting opinion\***

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.....  
.....

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\***

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.....  
.....

**Other\***

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

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\* delete as necessary

**PROXY VOTING FORM**  
**AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED**  
**FOR 8 APRIL 2020**

**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 8 April 2020, 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:**

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 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. Statement to the effect that the Ordinary General Meeting has been duly convened and is capable of passing binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Passing of a resolution to amend the Company's Articles of Association.
6. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into effect upon its passing.

**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 proxy on the passing of a resolution concerning the adoption of the agenda of the Extraordinary General Meeting.

**Wording of the instruction\***

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.....

.....

**Other\***

.....

.....

.....

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

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\* delete as necessary

**PROXY VOTING FORM**  
**AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED**  
**FOR 8 APRIL 2020**  
**voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with**  
**its registered office in Gdańsk amending § 27 of the Company's Articles of Association**

**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 8 April 2020, 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: \_\_\_\_\_

**The proposed wording of the resolution amending § 27 of the Company's Articles of Association:**

Acting pursuant to Article 430 § 1 and § 5 of the Code of Commercial Companies, the Extraordinary General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk (the "Company") hereby resolves as follows:

The Extraordinary General Meeting amends § 27 of the Company's Articles of Association by repealing Sections 1 to 7 which read as follows:

*"1. Subject to Section 6, the voting rights of shareholders and the voting rights of usufructuaries and pledgees shall be restricted in such manner that none of them may exercise, at the Company's General Meeting, more than 10% of the total number of votes existing in the Company as at the day of the General Meeting.*

2.

*The provisions of Sections 1 and 3 are without prejudice to the requirements pertaining to the acquisition of significant blocks of shares in accordance with the provisions of the Act of 29 July 2005 on Public Offering and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies. In the event of determination of the obligations of entities acquiring or intending to acquire significant blocks of shares, the provisions of Section 1 and Section 3 shall not apply.*

3.

*For the purposes of restricting the voting rights, the votes of the shareholders linked by a parent or subsidiary relationship within the meaning of:*

1)

*the provisions of the Polish Code of Commercial Companies, or*

2)

*the provisions of the Act on the Protection of Competition and Consumers of 16 February 2007, or*

3)

*the provisions of the Accounting Act of 29 September 1994, or*

4)

*the provisions of the Act on Transparency of Financial Relations between Public Authorities and Public Commercial Entities and Financial Transparency of Certain Commercial Entities of 22 September 2006,*

*shall be treated cumulatively in such manner that the votes of such shareholders are totalled.*

4.

*If, as a result of such cumulative treatment, a reduction in votes is required in accordance with the provisions of Section 1 above, it shall be effected by a pro rata reduction in the number of votes of all the shareholders linked by the relationship referred to in Section 3 by rounding down or up the fractional votes of the shareholder possessing the largest stake. If such rounding is impossible due to the fact that two or more shareholders have the same number of votes, then the shareholder in respect of whom such operation is to be performed shall be selected by the Management Board on a random basis. Such reduction cannot lead to any shareholder being entirely stripped of his voting right.*

5.

*Each shareholder concerned shall notify the Management Board or the Chairperson of the General Meeting of the existence of the grounds referred to in Sections 1 and 3 if such shareholder intends to participate in the General Meeting.*

6.

*The provisions of Sections 1 to 5 shall not apply to the shareholders who, on the date of passing of the General Meeting resolution introducing the restrictions referred to in the foregoing sections (also if such restrictions are amended), i.e. on the 22th of August 2012, were entitled under shares representing more than 10% of the total number of votes at the General Meeting, or to shareholders acting in concert with them under agreements relating to the joint exercise of voting rights.*

7.

*A person who has not performed or improperly performed the information duty referred to in Section 5 above shall, until the time such duty is performed, exercise the voting right on one share only; the exercise of the voting right by such person on the remaining shares shall be ineffective."*

and change of the numbering of the previous Sections 8 and 9 to 1 and 2, respectively, as a result of which § 27 of the Articles of Association shall read as follows:

**"§ 27**

1.

*Resolutions of the General Meeting of Shareholders concerning: -----*

- 1) *the introduction of different types of shares, establishment of new types of shares,*
  - 2) *changes to share preferences, -----*
  - 3) *merger of the Company by formation of a new company or by acquisition by another company,*
  - 4) *a division of the Company, with the exception of division by separation, -----*
  - 5) *dissolution of the Company, moving the registered office or principal establishment of the Company abroad,*
  - 6) *transformation of the Company, -----*
  - 7) *any decrease in the share capital by redemption of a portion of shares, unless made in parallel with an increase in share capital,*  
*require a four-fifths majority of votes cast. -----*
2. *A resolution concerning a significant change to the Company's line of business can be passed without the redemption of shares from the shareholders who oppose the change."*

## § 2

The General Meeting authorises the Supervisory Board to determine the consolidated text of the amended Articles of Association.

## § 3

The resolution comes into force on the day of its passing with effect from the day the amendments are entered in the register of entrepreneurs of the National Court Register.

*Votes from [●] shares were cast in an open vote, which accounts for [●] % of total shares. [●] valid votes were cast. There were [●] votes in favour of the resolution and no votes against and no votes abstaining.*

*In accordance with Article 415 § 3 of the Code of Commercial Companies, all shareholders concerned consented to the passing of the resolution.*

The Chairman of the Extraordinary General Meeting stated that Resolution No [●] had been passed.

### **Particulars of the resolution:**

Passing of this resolution results from the call to subscribe to the sale of all shares issued by ENERGA Spółka Akcyjna announced on 5 December 2019 by Polski Koncern Naftowy ORLEN Spółka Akcyjna, where conditions of the call mentioned, among others, the condition for the General Meeting of Shareholders to pass a resolution amending the Company's Articles of Association in order to remove the statutory restrictions on voting rights referred to in Article 27(1) to (7) of the Articles of Association. Passing of this resolution is intended to meet this condition.

On 5 March 2020, the Supervisory Board of the Company issued a positive opinion on this case by way of Resolution 28/V/2020.

### **Voting:**

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



Where the Shareholder votes against the resolution amending § 27 of the Company's Articles of Association, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

**Wording of the objection\***

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The instruction concerning proxy voting on the resolution concerning an amendment to § 27 of the Company's Articles of Association.

**Wording of the instruction\***

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**Other\***

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\_\_\_\_\_  
*(place, date and signature of the Shareholder)*

\* delete as necessary