

DRAFT

Appendix 1

**Resolution No. ...
of the Extraordinary General Meeting
of the Company called: ENERGA Spółka Akcyjna, with its registered office in Gdańsk
of [●] 2020**

on: the election of the Chairperson of the Extraordinary 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 Extraordinary General Meeting hereby elects Mr/Ms,
PESEL, holder of identity card, to be
the Chairperson of the Extraordinary General Meeting of Shareholders of the Company.

§ 2

This Resolution shall enter into force upon its adoption.

DRAFT

Appendix 2

**Resolution No. ...
of the Extraordinary General Meeting
of the Company called: ENERGA Spółka Akcyjna, with its registered office
in Gdańsk of [●] 2020**

on: the adoption of the agenda of the Extraordinary General Meeting
ENERGA SA

Acting on the basis of Article 409 § 2 of the Commercial Companies Code and § 6
Section 1 of the Regulations of the Shareholders' Meeting of ENERGA Spółka Akcyjna
with the registered office in Gdańsk, the following is being 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. Stating that the Ordinary General Meeting has been duly convened and is capable
of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on changing the composition of the supervisory board.
6. Adoption of a resolution to amend the Company's Articles of Association.
7. Adoption of a resolution regarding covering the expenses incurred to hold the
Extraordinary General Meeting.
8. Closure of the Extraordinary General Meeting

§ 2

This Resolution shall enter into force upon its adoption.

DRAFT

Appendix 3

**Resolution No. ...
of the Extraordinary General Meeting
of the Company called: ENERGA Spółka Akcyjna with its registered office in
Gdańsk of [•] 2020**

on: changes on the supervisory board.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and Section 18(2) of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to:

§1

Recall Ms / Mr PESEL number from
her/ his function as a supervisory board member.

§2

This Resolution shall come into force upon its adoption.

**Resolution No. ...
of the Extraordinary General Meeting
of the Company called: ENERGA Spółka Akcyjna with its registered office in
Gdańsk of [♦] 2020**

on: changes on the supervisory board.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and Section 18(2) of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to:

§1

Appoint Ms / Mr PESEL number as a
supervisory board member.

§2

This Resolution shall come into force upon its adoption.

DRAFT

Appendix 4

**Resolution No [●]
of the Extraordinary General Meeting
of the Company called: ENERGA Spółka Akcyjna, with its registered office in
Gdańsk of [●] 2020**

on: amendments to § 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:

§ 1

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

- "1. Subject to Section 6, the voting rights of a shareholder and the voting rights of a usufructuary and a pledgee 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 of 16 February 2007 on the Protection of Competition and Consumers, or*
 - 3) the provisions of the Accounting Act of 29 September 1994, or*
 - 4) the provisions of the Act of 22 September 2006 on Transparency of Financial Relations between Public Authorities and Public Commercial Entities and Financial Transparency of Certain Commercial Entities,**

DRAFT

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 1-5 shall not apply to shareholders who, on the date of adoption 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 changing the numbering of existing subparagraphs 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,*

DRAFT

- 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 adopted without the redemption of shares from the shareholders who oppose the change."*

§ 2

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

§ 3

The resolution comes into force on the day of its adoption 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 account for [●] % of total shares. [●] valid votes were cast. There were [●] votes in favor of the Resolution and no votes against and no votes abstaining.

In accordance with art. 415 § 3 of the Code of Commercial Companies, all interested shareholders agreed to adoption of the Resolution.

The Chairman of the Extraordinary General Meeting decided that Resolution No [●] was 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, with Resolution No 28/V/2020 issued a positive opinion on this case.

DRAFT

Appendix 5

**Resolution No. ...
of the Extraordinary General Meeting
of the Company called: ENERGA Spółka Akcyjna, with its registered office in
Gdańsk of [•] 2020**

on: on covering the expenses incurred to hold the Extraordinary General Meeting.

Acting under Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of Energa S.A. hereby resolves as follows:

§ 1

The expenses incurred to hold the Extraordinary General Meeting shall be covered by the Company.

§ 2

This Resolution shall enter into force upon its adoption.