

/logo:/ ORLEN

Warsaw, 21 September 2020

SHAREHOLDER:
POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
ul. Chemików 7
09-411 Płock

MANAGEMENT BOARD
ENERGA SPÓŁKA AKCYJNA
al. Grunwaldzka 472
80-309 Gdańsk

**REQUEST TO CONVENE AN EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA
AND PUT CERTAIN MATTERS ON THE AGENDA OF THAT MEETING**

Acting on behalf of **POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA** with its registered office in Płock, address: ul. Chemików 7, 09-411 Płock, entered in the Register of Businesses of the National Court Registry with the KRS number 0000028860, with the registry files kept by the District Court for Łódź-Śródmieście in Łódź, 20th Commercial Division of the National Court Registry, with a share capital of PLN 534,636,326.25 (fully paid), NIP Tax ID: 7740001454; REGON Business Statistical ID: 610188201 ("**PKN ORLEN**") - a shareholder of **ENERGA SPÓŁKA AKCYJNA** with its registered office in Gdansk, address: Al. Grunwaldzka 472, 80-309 Gdańsk, entered in the Register of Businesses of the National Court Registry held by the Gdańsk-Północ District Court in Gdańsk, 7th Commercial Division of the National Court Registry, with the KRS number 0000271591, NIP Tax ID: 9570957722; REGON Business Statistical ID: 220353024, with a share capital of PLN 4,521,612,884.88 (fully paid) ("**ENERGA**"), holding a total of 331,313,082 shares of ENERGA, representing 80.01% of ENERGA's share capital, and carrying a total of 476,241,082 votes, representing 85.20% of the total number of votes, pursuant to Article 400(1) of the Polish Code of Commercial Companies of 15 September 2000 (consolidated text of 22 February 2019; OJ [Dz. U.] of 2019, item 505, as amended), we request that an Extraordinary General Meeting of ENERGA be convened immediately and that a resolution be put on its agenda to withdraw from trading on the regulated market operated by the Warsaw Stock Exchange 269,139,114 AA series ordinary bearer shares of ENERGA, where each AA series share carries one vote at a general meeting, carrying a total of 269,139,114 votes, dematerialized and marked by the Krajowy Depozyt Papierów Wartościowych S.A. with the PLENERG00022 code.

A draft of the aforesaid resolution is presented as an appendix hereto.

POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA

/stamp:/ President of the Management Board

Daniel Obajtek

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/stamp:/ Member of the Management Board, Retail Sales

Patrycja Klarecka

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Appendix:

- draft resolution.

Draft resolution - appendix to the request to convene an Extraordinary General Meeting of ENERGA Spółka Akcyjna and put certain matters on the agenda of that meeting

Resolution No. ...

of the Extraordinary General Meeting of Shareholders of ENERGA Spółka Akcyjna, with its registered office in Gdańsk, of 12 2020

on: withdrawal of shares of ENERGA Spółka Akcyjna (ISIN: PLENERG00022) from trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange).

Acting pursuant to Article 91(3) of the Act of 29 July 2005 on the Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and on Public Companies (consolidated text of 22 February 2019; OJ [Dz. U.] of 2019, item 623, as amended) (the "Offering Act"), 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 of the Company resolves to withdraw from trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange, "WSE") 269,139,114 (in words: two hundred and sixty nine million one hundred and thirty nine thousand one hundred and fourteen) AA series ordinary bearer shares of the Company, with a par value of PLN 10.92 (in words: ten zlotys and ninety two groszy) each, marked by Krajowy Depozyt Papierów Wartościowych S.A. ("KDPW") with the ISIN code: PLENERG00022 ("Shares").

§ 2

The Extraordinary General Meeting of the Company hereby authorizes and obliges the Management Board of the Company to:

- (1) file an application with the Polish Financial Supervision Authority ("PFSA"), pursuant to Article 91(1) of the Offering Act, for a permission to withdraw the Shares from trading on the regulated market operated by the WSE;
- (2) take all the legal and factual steps necessary to withdraw the Shares from trading on the regulated market operated by the WSE, including in particular to take any and all factual and legal steps necessary in this respect before the PFSA, the KDPW and the WSE.

§ 3

The resolution shall come into force upon its adoption; however, the withdrawal of the Shares from trading on the regulated market shall take place on the date indicated in the PFSA's decision on their withdrawal.