

**PROXY VOTING FORM**  
**AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA CONVENED**  
**FOR 29 OCTOBER 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 29 OCTOBER 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 29 October 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 Polish Code of Commercial Companies and § 5 Section 3 of the Regulations of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk, the Extraordinary General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Extraordinary General Meeting hereby elects Mr./Ms. ...., to be the Chairperson of the Extraordinary General Meeting of the Company.

§ 2

This Resolution shall enter into force upon its adoption.

**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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*(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 29 OCTOBER 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 29 October 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 Polish Code of Commercial Companies and § 6 Section 1 of the Regulations of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk, the Extraordinary General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

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

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Stating that the Extraordinary 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 regarding the withdrawal of shares of ENERGA S.A. (ISIN: PLENERG00022) from trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange).
6. Adoption of a resolution regarding the Company's costs of convening and holding the Extraordinary General Meeting.
7. Closure of the Extraordinary General Meeting.

§ 2

This Resolution shall enter into force 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 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\***

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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 29 OCTOBER 2020**

**voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk amending 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).**

**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 29 October 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 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) ("Offering Act"), the Extraordinary General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

The Extraordinary General Meeting of the Company resolves to withdraw from trading on the regulated market operated by Gielda 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 enter 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.

**Voting:**

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

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

**Wording of the objection\***

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The instruction concerning proxy voting on the resolution withdrawal of shares of ENERGA Spółka Akcyjna (ISIN: PLENERG00022) from trading on the regulated market operated by Gielda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange).

**Wording of the instruction\***

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**Other\***

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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 29 OCTOBER 2020**

**in the vote on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk concerning on covering the expenses incurred to hold 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 29 October 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 on covering the expenses incurred to hold the Extraordinary General Meeting:**

Acting under Article 400 § 4 of the Polish Code of Commercial Companies, the Extraordinary General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") 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.

**Voting:**

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

Where the Shareholder votes against the resolution on covering the expenses incurred to hold 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 on covering the expenses incurred to hold the Extraordinary General Meeting

**Wording of the instruction\***

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**Other\***

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

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\* delete as necessary