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Attachment No. 1

**Resolution No. ...
adopted by the Annual General Meeting of
of the Company operating under the business name of ENERGA Spółka Akcyjna with
its registered office in Gdańsk
on 26 June 2017**

**to amend Resolution No. 27 adopted by the Extraordinary General Meeting on 15
December 2016 on the rules for defining the executive compensation of the Management
Board Members of ENERGA Spółka Akcyjna with its registered office in Gdańsk.**

The Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

§ 3 section 3 of Resolution No. 27 adopted by the Extraordinary General Meeting on 15 December 2016 on the rules for defining the executive compensation of the Management Board Members of ENERGA Spółka Akcyjna with its registered office in Gdańsk is hereby amended and shall now read as follows:

„3. Additional Management Objectives to be accomplished are hereby established, which are required to receive the variable part of the compensation:

- a) implementation of compensation rules for members of the management and supervisory bodies complying with statutory regulations in all Group companies by 30 June 2017,
- b) shaping of the composition of the supervisory boards in all Group companies so that their members hold qualifications to sit on supervisory boards confirmed by passing an examination for candidates to become supervisory board members or that they hold qualifications exempting them from the obligation of passing such an examination, in particular due to holding the academic degree of a doctor of economic sciences or legal sciences or being a member of the bar of legal advisors, advocates, statutory auditors or investment advisors, by 31 December 2017,
- c) fulfillment of the obligations referred to in Articles 17-20, Article 22 and Article 23 of the State Property Management Act of 16 December 2016, by 31 December 2017.”.

§ 2

This resolution shall come into force on the date of its adoption.

DRAFT

Attachment No. 2

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 15 of the Company's Articles of Association

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

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

Items 3 and 4 shall be added to § 15 reading as follows:

3. A candidate for a member of the Company's Management Board must jointly satisfy the following conditions:-----
 - 1) holds a graduate degree or a graduate degree obtained abroad and recognized in the Republic of Poland on the basis of separate regulations,-----
 - 2) has had at least a 5-year period of employment on the basis of an employment contract, appointment, election, nomination, cooperative employment contract or the provision of services under another contract or self-employment, -----
 - 3) has gained at least 3 years of experience in managerial or independent positions or resulting from self-employment,-----
 - 4) satisfies the requirements specified in separate regulations, other than those listed in items 1-3, in particular does not breach the limitations or prohibitions for occupying the position of a member of the governing body in commercial companies.-----
4. A candidate for a member of the Company's Management Board may not be a person who satisfies at least one of the following conditions: -----
 - 1) discharges the function of a social collaborator or is employed in an MP, senator, MP-and-senator office or office of a member of the European Parliament on the basis of an employment contract or performs work on the basis of a mandate agreement or other similar agreement, -----
 - 2) is a member of the body of a political party representing a political party outside and authorized to incur liabilities,-----
 - 3) is employed by a political party on the basis of an employment contract or performs work on the basis of a mandate agreement or other similar agreement, -
 - 4) discharges an elected function in the company trade union organization or company trade union organization of a group company, -----
 - 5) his/her social or professional activity creates a conflict of interest with regard to the company's activity. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

DRAFT

Attachment No. 3

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 16 of the Company's Articles of Association

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

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

§ 16 shall read as follows:

1. Management Board members are appointed and dismissed by the Supervisory Board. --
2. The Supervisory Board appoints a Management Board Member following the completion of a recruitment procedure aimed at verification and evaluation of the candidates' qualifications and selecting the best candidate for the Management Board Member.-----
3. The Supervisory Board carries out the recruitment procedure in the event of the circumstances justifying appointment of a Management Board Member, -----
4. Launching the recruitment procedure for the position of Management Board Member, the Supervisory Board defines, by way of resolution, the detailed rules and procedure of such process, including in particular: the position subject to the procedure, date and place of submission of applications, date and place of the interview, scope of issues subject to the interview, requirement and candidate evaluation methods. -----
5. A candidate for a Management Board Member should satisfy the requirements laid down in § 15 sections 3 and 4. -----
6. The recruitment procedure announcement is published on the Company's website and in the Public Information Bulletin [Biuletyn Informacji Publicznej] of the Energy Ministry,
7. The deadline for accepting the submissions may not be shorter than 14 days of the publication of the announcement about the recruitment procedure, -----
8. The Supervisory Board reports to the shareholders on the outcome of the recruitment procedure and provides a recruitment procedure report.-----
9. The rules for compensating Management Board members and the amounts of their compensation are defined in consideration of the provisions of the Act of 9 June 2016 on the Rules for Remunerating Persons Managing Certain Companies-----
10. One of the Management Board members shall be appointed by the Supervisory Board to the position of President of the Management Board and one or several others to the

position of Vice-President of the Management Board. The provisions of this section shall remain in force regardless of the number of shares in the Company held by the State Treasury. -----

11. A Management Board Member shall submit his or her resignation to another Management Board Member or to the commercial proxy or, if this is impossible, to the Supervisory Board. The notice of resignation should be submitted in writing. The resigning Management Board Member shall inform the Supervisory Board Chairman of his/her resignation. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

DRAFT

Attachment No. 4

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 17 section 1 item 14 of the Company's Articles of Association

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

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

§ 17 section 1 item 14 shall now read as follows:

approving the rules for sponsorship activity conducted by the Company and evaluating the efficiency of the sponsorship activity conducted by the Company. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

DRAFT

Attachment No. 5

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 17 section 1 item 15 of the Company's Articles of Association

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

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

In § 17 section 1 item 15, sub-item i, the period shall be replaced with a comma and the following sub-items k, l, m o shall be added:

- k) execution of an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services, if the total fees for the provided services exceed PLN 500,000 net per annum,-----
- l) amendment to an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services exceeding the amount referred to in sub-item k;-----
- m) execution of agreements on the provision of legal services, marketing services, public relations and social communication services and management consulting services, in which the maximum fees are not defined, -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

DRAFT

Attachment No. 6

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 17 section 2 of the Company's Articles of Association

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

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

In § 17 section 2 item 3, the period shall be replaced with a comma and the following items 4, 5 and 6 shall be added:

- 4) submit to the General Meeting, along with the Supervisory Board's opinion, a report, prepared at least once a year, on representation expenses and expenses incurred on the purchase of legal services, marketing services, public relations and social communication services and management consulting services, -----
- 5) prepare, at least once a year, a report on supervision over the execution of investment project and submit it to the Supervisory Board for approval, -----
- 6) in the companies, for which the Company is a parent undertaking within the meaning of Article 4 item 3 of the Competition and Consumer Protection Act of 16 February 2007, in conjunction with Article 17 section 7, Article 18 section 2, Article 20 and Article 23 of the State Property Management Act, introduce the rules prescribed by the State Property Management Act. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

DRAFT

Attachment No. 7

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to amend § 18 section 5 of the Company's Articles of Association

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

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

§ 18 section 5 shall now read as follows:

In the period during which the State Treasury is a shareholder in the Company, only persons who meet the requirements set forth in Article 19 section 1 of the State Property Management Act may be appointed to serve as Supervisory Board members representing the State Treasury.

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

DRAFT

Attachment No. 8

**Resolution No. ...
adopted by the Annual General Meeting of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 26 June 2017**

to add § 31 b of the Company's Articles of Association

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

§ 1

The Annual General Meeting hereby amends the Company's Articles of Association as follows:

The following § 31 b shall be added:

1. Disposal, by the Company, of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding 0.1% of total assets, determined on the basis of the most recent approved financial statements shall take place in the form of a tender, unless the value of the asset does not exceed PLN 20,000.
2. The Company may dispose of the non-current assets without a tender if: -----
 - 1) the agreement pertains to shares/interests or other financial non-current assets or licenses, patents or other industrial property rights or know-how, if the terms and the sale procedure other than a public tender is stipulated by a Supervisory Board resolution, -----
 - 2) the disposal takes place in a liquidation procedure according to the rules defined by a General Meeting resolution, in compliance with separate regulations, -----
 - 3) the disposal pertains to housing units owned by the company and the sale takes place for a price that is not lower than 50% of their market value to the tenant or his/her permanently resident relative within the meaning of Article 4 Item 13 of the Real Estate Management Act of 21 August 1997; the price is determined taking into account the fact that the premises are occupied; the value of improvements made by the tenant is credited towards the price of the premises, -----
 - 4) in other justified cases, on the Management Board's motion, for a price and according

- to rules defined by a Supervisory Board resolution, -----
- 5) the disposal is made to subsidiaries,-----
- 6) the disposal pertains to CO₂ emission allowances or their equivalents.-----
3. The following procedure for disposal of non-current assets is hereby established: -----
- 1) The tender announcement is published in the Public Information Bulletin [Biuletyn Informacji Publicznej] on the Energy Minister's website in a visible, publicly accessible place in the Company's seat and in other places customarily used for placing announcements.-----
- 2) A tender may be held no earlier than 14 days of the date of tender announcement. --
- 3) The following persons may not participate in the tender as bidders: -----
- a) Company's Management Board and Supervisory Board members,-----
- b) business entity running the tender and its Management Board and Supervisory Board members,-----
- c) persons to whom activities associated with the tender have been entrusted,-----
- d) spouse, children, parents and siblings of the persons referred to in items a-c,----
- e) persons who remain in such a legal or factual relationship with the person running the tender that may evoke justified doubts as regards impartiality of the person running the tender. -----
- 4) Participation in the tender is conditional upon making a tender deposit in the minimum amount of 5% of the asking price of the non-current asset being sold. The rules referred to in Item 8 may provide for a higher tender deposit.
- 5) Before entering the tender the Company sets the asking price which may not be lower than the market value determined by appraisers; if such value cannot be determined, the price may not be lower than the net book value. -----
- 6) The Company may elect not to have an appraiser value the non-current asset being sold if:-----
- a) the cost of the valuation would clearly exceed the market value -----
- b) the non-current asset has a set market price -----
- 7) A tender is carried out in the form of: -----
- a) oral tender;-----
- b) written tender. -----
- 8) The rules defining the rules and procedure for holding the tender, the wording of the tender announcement, the form of the tender and the terms of the tender are defined by the Company. -----
- 9) The organizer of the tender has the right to close the tender without selecting any of the bids without stating a reason. -----
- 10) The tender is won by the bidder who has offered the highest price. -----

§ 2

This resolution shall come into force on the date of its adoption with effect from the date of entry in the register of commercial undertakings of the National Court Register.

DRAFT

Attachment No. 9

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna with
its registered office in Gdańsk
on 26 June 2017**

on: rules of procedure applicable to the execution of agreements on the provision of legal services, marketing services, public relations and social communication services and management consulting services as well as amendments to such agreements

Acting pursuant to Article 17 Section 2 of the State Property Management Act of 16 December 2016 the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

The consent of the Supervisory Board shall be required to execute:

- 1) an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services, if the total fees for the provided services exceed PLN 500,000 net per annum;
- 2) an amendment to an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services increasing the amount referred to in Item 1;

- 3) an agreement on the provision of legal services, marketing services, public relations and social communication services and management consulting services in which the maximum fees are not specified.

§ 2

This resolution shall come into force on the date of its adoption.

DRAFT

Attachment No. 10

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna with
its registered office in Gdańsk
on 26 June 2017**

on: rules and procedure applicable to the disposal of non-current assets

Acting pursuant to Article 17 Section 4 of the State Property Management Act of 16 December 2016 the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

1. Disposal, by the Company, of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding 0.1% of total assets, determined on the basis of the most recent approved financial statements shall be made in the form of a tender, unless the value of the asset does not exceed PLN 20,000.
2. The Company may dispose of the non-current assets without a tender if:
 - 1) the agreement pertains to shares/ownership interests or other financial non-current assets or licenses, patents or other industrial property rights or know-how, if the terms and the sale procedure other than a public tender is stipulated by a Supervisory Board resolution,
 - 2) the disposal is made in a liquidation procedure according to the rules defined by a General Meeting resolution, in compliance with separate regulations,
 - 3) the disposal pertains to housing premises owned by the company and the sale takes place for a price that is not lower than 50% of their market value to the tenant or his/her relative permanently residing with him/her within the meaning of Article 4 Item 13 of the Real Estate Management Act of 21 August 1997; the price is determined taking into account the fact that the premises are occupied; the value of improvements made by the tenant is counted towards the price of the premises,
 - 4) in other justified cases, on the Management Board’s motion, for a price and according to rules defined by a Supervisory Board resolution,
 - 5) the disposal is made to subsidiaries,
 - 6) the disposal pertains to CO₂ emission allowances or their equivalents.

§ 2

The following procedure for disposal of non-current assets is hereby established:

1. The tender announcement is published in the Public Information Bulletin [Biuletyn Informacji Publicznej] on the Energy Minister's website, on the Company's website, in a visible, publically accessible place in the Company's seat and in other places customarily used for placing announcements.
2. A tender may be held no earlier than 14 days of the date of tender announcement.
3. The following persons may not participate in tenders as bidders:
 - 1) the Company's Management Board and Supervisory Board members,
 - 2) business entity running the tender and its Management Board and Supervisory Board members,
 - 3) persons commissioned to perform activities associated with the tender,
 - 4) spouse, children, parents and siblings of the persons referred to in Items 1-3,
 - 5) persons who remain in a legal or factual relationship with the person running the tender that may arouse justified doubts as regards the impartiality of the person running the tender.
4. Participation in the tender is conditional upon paying a tender deposit in the minimum amount of 5% of the asking price of the non-current asset being sold. The rules referred to in Item 8 may provide for a higher tender deposit.
5. Before launching the tender the Company sets the asking price which may not be lower than the market value determined by an appraiser; if such value cannot be determined, the price may not be lower than the net book value.
6. The Company may elect not to have the non-current asset being sold valued by an appraiser if:
 - 1) the cost of the valuation would clearly exceed the market value
 - 2) the non-current asset has a set market price
7. The tender is carried out in the form of:
 - 1) oral tender;
 - 2) written tender.
8. The bylaws defining the rules and procedure for holding the tender, the wording of the tender announcement, the form of the tender and the terms of the tender are defined by the Company.
9. The organizer of the tender has the right to close the tender without selecting any of the bids without stating a reason.
10. The tender is won by the bidder who has offered the highest price.

§ 2

This resolution shall come into force on the date of its adoption.

DRAFT

Attachment No. 11

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna with
its registered office in Gdańsk
on 26 June 2017**

on: obligation to submit a report on representation expenses and expenses incurred on the purchase of legal services, marketing services, public relations and social communication services and management consulting services

Acting pursuant to Article 17 Section 6 of the State Property Management Act of 16 December 2016, the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

The Management Board submits to the General Meeting a report on representation expenses and on expenses incurred on the purchase of legal services, marketing services, public relations and social communication services and management consulting services.

§ 2

The Supervisory Board is obligated to issue an opinion on the report on representation expenses and on expenses incurred on the purchase of legal services, marketing services, public relations and social communication services and management consulting services prepared by the Management Board.

§ 3

This resolution shall come into force on the date of its adoption.

DRAFT

Attachment No. 12

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna with
its registered office in Gdańsk
on 26 June 2017**

on: specification of requirements for candidates for a member of the Company's Management Board

Acting pursuant to Article 22 of the State Property Management Act of 16 December 2016, the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("Company") hereby resolves as follows:

§ 1

A candidate for a member of the Company's Management Board must jointly satisfy the following conditions:

- a) has university education or university education acquired abroad but recognized in the Republic of Poland, on the basis of separate regulations,
- b) has had at least a 5-year period of employment on the basis of an employment contract, appointment, election, nomination, cooperative employment contract or the provision of services under another contract or self-employment,
- c) has gained at least 3 years of experience in managerial or independent positions or resulting from self-employment,
- d) satisfies the requirements specified in separate regulations, other than those listed in letters a-c, in particular does not breach the restrictions or prohibitions for occupying the position of a member of the governing body of commercial companies;

§ 2

A candidate for a member of the Company's Management Board may not be a person who:

- a) discharges the function of a voluntary worker or is employed in an MP, senator, MP-and-senator office or office of a member of the European Parliament on the basis of an

employment contract or performs work on the basis of a mandate agreement or other similar agreement.

- b) is a member of the governing body of a political party representing a political party outside and authorized to incur liabilities,
- c) is employed by a political party on the basis of an employment contract or performs work on the basis of a mandate agreement or other similar agreement,
- d) discharges an elected function in the company trade union organization or company trade union organization of a group company,
- e) his/her social or professional activity creates a conflict of interest with regard to the company's activity.

§ 3

This resolution shall come into force on the date of its adoption.

DRAFT

Attachment No. 13

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna with
its registered office in Gdańsk
on 26 June 2017**

on: appointment of a member of the Management Board and recruitment procedure for a member of the Management Board

Acting pursuant to Article 18 Section 1 of the State Property Management Act of 16 December 2016, the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

The Supervisory Board appoints a Management Board Member following the completion of a recruitment procedure aimed at verification and evaluation of the candidates’ qualifications and selecting the best candidate for the Management Board Member.

- 1) The Supervisory Board carries out the recruitment procedure in the event of the circumstances justifying appointment of a Management Board Member,
- 2) Launching the recruitment procedure for the position of Management Board Member, the Supervisory Board defines, by way of resolution, the detailed rules and procedure of such process, including in particular: the position subject to the procedure, date and place of submission of applications, date and place of the interview, scope of issues subject to the interview, requirements and candidate evaluation methods.
- 3) A candidate for a Management Board Member should satisfy the requirements laid down in Article 22 of the State Property Management Act.
- 4) The recruitment procedure announcement is published on the Company’s website and in the Public Information Bulletin [Biuletyn Informacji Publicznej] of the Energy Ministry,

- 5) The deadline for accepting applications may not be shorter than 14 days of the publication of the announcement about the recruitment procedure,
- 6) The Supervisory Board reports to the shareholders on the outcome of the recruitment procedure and provides a recruitment procedure report.

§ 2

This resolution shall come into force on the date of its adoption.

DRAFT

Attachment No. 14

**Resolution No. ...
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna with
its registered office in Gdańsk
on 26 June 2017**

on: introduction of the rules listed in the State Property Management Act in the companies in which the Company is a parent undertaking

Acting pursuant to Article 17 Section 7, Article 18 Section 2, Article 20 and Article 16 of the State Property Management Act of 16 December 2016, the Annual General Meeting of the Company operating under the business name of ENERGA Spółka Akcyjna with its registered office in Gdańsk (“Company”) hereby resolves as follows:

§ 1

In the companies in which the Company is a parent undertaking within the meaning of Article 4 Item 3 of the Competition and Consumer Protection Act of 16 February 2007 in connection with Article 17 Sections 1-6, Article 18 Section 1, Article 19 Sections 1-5 and Article 22 of the State Property Management Act, the Management Board is obligated to introduce the rules prescribed by the State Property Management Act.

§ 2

This resolution shall come into force on the date of its adoption.