

NOTICE OF CONVENING THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA

The Management Board of ENERGA S.A. with its registered office in Gdańsk (hereinafter the Company, acting pursuant to Articles 398, 399 § 1, Article 402¹ and Article 402² of the Commercial Companies Code and § 24 section 2 clause 1 of the Statutes of the Company, hereby convenes for 3 September 2018 at 2.00 p.m. the Extraordinary General Meeting of the Company (hereinafter the General Meeting), to be held in Warsaw at the registered office of Giełda Papierów Wartościowych w Warszawie S.A., at ul. Książęca 4, in the Trading Room (Sala Notowań).

Agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation that the Meeting has been properly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adopting a resolution on expressing consent to the commencement of the Construction Phase within the framework of the Ostrołęka C Project, consisting in the preparation, construction and operation of a supercritical hard coal-fired steam power unit with a gross capacity of approximately 1,000 MWe.
6. Closure of the Extraordinary General Meeting.

Persons eligible to participate in the General Meeting are requested to register and collect voting ballots on the day and place of holding the General Meeting indicated in the introduction, between 12:30 and 1:30 p.m. before the start of the meeting.

Registration Date and the right to participate in the General Meeting.

The Registration Date for participation in the General Meeting (hereinafter: the Date of Registration) shall be 18 August 2018, i.e. the day falling 16 days before the date of the General Meeting.

The Registration Date is the same for the holders of bearer shares and registered shares.

The right to participate in the General Meeting, in accordance with Article 406¹, Article 406² and Article 406³ of the Commercial Companies Code, is vested in persons who:

- 1) are the Company's Shareholders on the Registration Date and submit - not earlier than after the announcement on convening the General Meeting and not later than on the first business day after the Registration Date, i.e. not later than on 31 January 2018, to the entity maintaining their securities accounts, a request to issue a personal certificate of the right to participate in the General Meeting,
- 2) are entitled from registered shares, as well as pledgees and usufructuaries entitled to vote, entered in the Company's Share Register on the Registration Date.

The list of shareholders eligible to participate in the General Meeting will be displayed at the Company's registered office at: al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower building, 11th floor, Secretariat of the Management Board), three business days prior to the General Meeting, i.e. on 29, 30 and 31 August 2018, between 9.00 a.m. and 3.00 p.m.

A shareholder of the Company may demand that the list of shareholders eligible to participate in the General Meeting be sent to them, free of charge, by e-mail, by giving the e-mail address where the list is to be sent.

A shareholder shall have the right to request that a copy of motions concerning matters included in the agenda be issued within one week before the General Meeting.

The request may be sent by electronic mail to the Company's e-mail address: wz@energa.pl.

If a Shareholder is not on the list of shareholders eligible to participate in the General Meeting, they must prove with a personal deposit certificate that they are a shareholder on the day of submitting the above request.

Description of procedures concerning participation in the General Meeting and exercising voting rights.

- 1) The right of a Shareholder to demand that certain matters be placed on the agenda of the General Meeting of Shareholders of the Company.

A Shareholder or Shareholders of the Company representing at least one twentieth of the share capital of the Company may request that certain matters be included in the agenda of the General Meeting. The request of the Shareholder or Shareholders should be submitted to the Management Board of the Company not later than 21 days before the date of the General Meeting, i.e. not later than on 13 August 2018.

The request should contain a rationale or a draft resolution concerning the proposed item of the agenda.

In addition, the Shareholder or Shareholders requesting that certain matters be placed on the agenda must present, together with the request, documents confirming their identity and the right to demand that certain matters be placed on the agenda of the General Meeting, in particular:

- a) a certificate on the right to participate in the General Meeting, issued by the entity maintaining the securities account in accordance with the regulations on trading in financial instruments, confirming that its addressee is a Shareholder of the Company and holds an appropriate number of shares as at the date of filing the request,
- b) in the event of a Shareholder being a natural person - a copy of the identity card, passport pages enabling identification or any other official document confirming the Shareholder's identity;
- c) in the event of a Shareholder who is not a natural person - a copy of a current excerpt from the relevant register or a computer printout of current information about the entity entered in the National Court Register referred to in Article 4 section 4aa of the National Court Register Act of 20 August 1997 (consolidated text of 10 March 2017, Journal of Laws of 2017, item 700, as amended) or any other document confirming the existence of such Shareholder and the right of their representative or representatives to represent such Shareholder, together with copies of the identity card, passport pages enabling identification or any other official document confirming the identity of the representative or representatives authorised to represent the Shareholder.

The request with a complete set of attachments may be submitted in writing:

- a) against acknowledgement of receipt, at the Company's registered office at al. Grunwaldzka 472, 80-309 Gdańsk,
- b) against acknowledgement of receipt, sent to the Company at the following address: ENERGA SA, al. Grunwaldzka 472, 80-309 Gdańsk,
or sent to the Company by electronic mail at: wz@energa.pl.

The Company may take necessary steps to identify the Shareholder or Shareholders and verify the validity of the submitted documents.

The date of submission of the above request shall be evidenced by the date of its delivery to the Company, and in case of using the electronic form, the date of placing the above request in the e-mail system of the Company.

All documents referred to above, prepared in a foreign language, shall be accompanied by an appropriate translation into Polish, prepared by a sworn translator.

The Management Board shall immediately, but not later than 18 days prior to the scheduled date of the General Meeting, i.e. on 16 August 2018, announce changes in

the agenda introduced at the request of a Shareholder or Shareholders. The new agenda shall be announced in the manner appropriate for convening the General Meeting, i.e. by publishing them on the Company's website: www.grupa.energa.pl in the for investors / General Meetings section and in the manner specified for the transfer of current information in accordance with the regulations on public offering and the conditions for the introduction of financial instruments to an organised trading system and on public companies.

- 2) The right of a Shareholder to submit draft resolutions concerning matters included in the agenda or matters which are to be included in the agenda.

A Shareholder or Shareholders representing at least one twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company a written application (i.e. deliver in person against a receipt of submission or send to the Company against acknowledgement of receipt) to the following address ENERGA SA, al. Grunwaldzka 472, 80-309 Gdańsk or by electronic means, sending an e-mail to a dedicated e-mail address: wz@energa.pl, draft resolutions concerning matters included in the agenda of the General Meeting or matters which are to be included in the agenda.

The appropriate date of submission of the above notification shall be evidenced by the date and hour of its receipt by the Company, and in the event of using the electronic form, the date and hour of placing the above notification in the Company's e-mail system.

Drafts of resolutions shall be published immediately on the Company's website www.grupa.energa.pl, in the for investors/General Meetings section.

The Shareholder or Shareholders submitting draft resolutions shall present documents confirming their identity and their right to submit draft resolutions, described in clause 1 above.

Draft resolutions shall be submitted in the Polish language.

Each Shareholder may, during the General Meeting, submit draft resolutions concerning matters put on the agenda both before the date of the General Meeting and during the General Meeting.

- 3) The manner of exercising the voting right by the proxy, the forms used during voting by the proxy and the manner of notifying the Company using electronic means of communication about the appointment of the proxy.

The Shareholder shall have the right to participate in the General Meeting and exercise the right to vote in person or by proxy. The Shareholder's proxy exercises all the rights of the Shareholder, unless the power of attorney provides otherwise. The proxy may grant further powers of attorney if it results from the content of the power of attorney.

One proxy may represent more than one Shareholder. In such case, the proxy may vote differently from the shares of each Shareholder. A Shareholder holding shares recorded on more than one securities account may appoint:

- a) separate proxies to exercise the voting rights from shares recorded in each of the accounts,
- b) one proxy exercising the voting rights from shares recorded in each of the accounts.

A power of attorney to participate in the General Meeting and exercise the voting right shall be granted in writing or in electronic form. Granting a power of attorney in an electronic form shall not require a secure electronic signature verified with a valid qualified certificate.

In order to identify the Shareholder granting the power of attorney and the Proxy representing them, the following documents shall be attached to the document confirming granting the power of attorney:

- a) in the case of a Shareholder who is a natural person - a copy of the identity card, pages of the passport enabling its identification or any other official document confirming the Shareholder's identity;
- b) in the case of a Shareholder who is not a natural person - a copy of a current excerpt from the relevant register or a computer printout of current information about the entity entered into the National Court Register referred to in Article 4 section 4aa of the National Court Register Act of 20 August 1997 (consolidated text of 10 March 2017, Journal of Laws of 2017, item 700, as amended) or any other document confirming the existence of such Shareholder and the right of his/her representative or representatives to represent him/her, together with copies of the identity card, pages of the passport enabling his/her identification or any other official document confirming the identity of the representative or representatives authorised to represent the Shareholder;
- c) in the event of a Proxy being a natural person - a copy of the identity card, passport pages enabling its identification or other official document confirming the identity of the Proxy;
- d) in the event of a Proxy who is not a natural person - a copy of a current excerpt from the relevant register or a computer printout of current information about the entity entered into the National Court Register referred to in Article 4 section 4aa of the National Court Register Act of 20 August 1997 (consolidated text of 10 March 2017, Journal of Laws of 2017, item 700, as amended) or any other document confirming the existence of such Proxy and the right of his/her representative or representatives to represent him/her, together with copies of the identity card, pages of the passport enabling his/her identification or any other official document confirming the identity of the representative or representatives authorised to represent the Proxy.

In the case of foreign entities in whose country of establishment relevant registers are not kept, instead of a copy of a current excerpt from the register referred to in letters (b) and (d) above, a copy of a document proving the existence of the entity concerned and the right of its representative or representatives to represent it shall be attached.

In the event of doubts as to the authenticity of the copies of the documents referred to above, the Company or a person designated to register the Shareholders may request, prior to the commencement of the General Meeting, the presentation of the originals of the documents in question or their copies certified by a notary, legal adviser or other entity authorised to certify them to be true copies of the originals. If they are not presented, the Shareholder's Proxy may not be allowed to participate in the General Meeting.

All documents referred to above, drawn up in a foreign language, shall be accompanied by an appropriate translation into Polish, drawn up by a sworn translator.

If a power of attorney to participate in the meeting and to exercise voting rights at the General Meeting, has been granted by the Shareholder subject to a condition or time limit, it shall also be necessary to attach proof that a given condition has been met or an event has occurred, provided that the beginning of the time limit is counted from the occurrence of such event, has occurred.

The fact of granting a power of attorney shall be reported to the Company by means of electronic communication not later than by 28 August 2018 at 9.00 a.m. The notification shall be sent by e-mail to the Company's e-mail address: wz@energa.pl.

The notification shall be accompanied by a scan of the granted power of attorney or the power of attorney in electronic form and a scan of the documents referred to in letters

(a), (b), (c) and (d) above, respectively. The notification shall also specify an e-mail address through which the Company will be able to contact the Shareholder and the Proxy. The Management Board shall have the right to verify the notifications sent and to take actions aimed at identifying the Shareholder and the Proxy and confirming the appropriate authorisation. Verification may consist in particular in a return question put over the telephone or by electronic means to the Shareholder or the Proxy. The above rules shall apply mutatis mutandis to a change or revocation of the power of attorney granted. Notifications that do not meet the above requirements shall have no legal effect in respect of the Company. The Company shall not be liable for errors in filling in the power of attorney form, and the actions of persons using powers of attorney. A Proxy appearing at the General Meeting, at the request of the Company or the person(s) designated to register the Shareholders, shall present the original documents, enclosed to the notification referred to above.

The Management Board also informs that if a Shareholder grants a power of attorney together with a voting instruction, the Company will not verify whether the proxies exercise the right to vote in accordance with the instructions received by them from the Shareholders. Therefore, voting instructions should be given only to the proxy.

A member of the Company's Management Board or an employee of the Company may act as proxies for the Shareholders at the General Meeting of Shareholders. If a member of the management board, member of the supervisory board, liquidator, Company employee or member of the governing bodies or employee of the Company's subsidiary co-operative is a proxy at the General Meeting, the power of attorney may authorise representation at only one General Meeting. The Proxy shall be obliged to disclose to the Shareholder any circumstances indicating the existence or a possibility of a conflict of interest, and shall also be obliged to vote in accordance with the instructions given by the Shareholder. Granting a further power of attorney is excluded.

- 4) Information on alternative forms of participation in the General Meeting, addressing the Meeting and exercising the voting right.

The Company's Statutes do not provide for the possibility of participation, addressing the Meeting or exercising voting rights during the General Meeting by means of electronic communication.

The proceedings of the General Meeting will be transmitted live via the Internet to the public network, and will be recorded and made available to the public at www.grupa.energa.pl. The information on the broadcast will be published on the Company's website not later than 7 days before the date of the General Meeting.

- 5) Provisions of the Company Statutes concerning voting right restrictions and Shareholders' obligations in this regard.

Pursuant to § 27 of the Company Statutes:

1. Subject to section 6, the shareholders' voting rights and the voting rights of usufructuaries and pledgees of shares shall be restricted in such a way, that none of them may exercise at the General Meeting more than 10% of the total number of votes existing in the Company on the date of holding the General Meeting.
2. The provisions of section 1 and 3 shall be without prejudice to the requirements concerning the acquisition of significant holdings in accordance with the provisions of the Act on Public Offering and the Conditions Governing the Introduction of Financial Instruments to the Organised Trading system and on Public Companies of 29 July 2005. Where the obligations of the entities acquiring or expected to acquire significant holdings have been determined, sections 1 and 3 shall not apply.

3. For the purpose of restricting the voting right, the votes of shareholders between whom there exists a relationship of dominance or dependence, within the meaning of the following legal acts, shall be aggregated:
 - 1) The Commercial Companies Code, or
 - 2) provisions of the Competition and Consumer Protection Act of 16 February 2007, or
 - 3) provisions of the Accounting Act of 29 September 1994, or
 - 4) provisions of the Act on the Transparency of Financial Relations between Public Authorities and Public Entrepreneurs and Financial Transparency of Certain Entrepreneurs of 22 September 2006,by adding together the shares held by such shareholders.
4. Where, as a result of aggregation, it is necessary to reduce the number of votes in accordance with the provisions of section 1 above, this shall be done by proportionally reducing the number of votes of all shareholders between whom the relationship referred to in section 3 exists, rounded off by reducing or increasing the number of votes at the shareholder with the largest block of shares. If rounding off cannot be effected because two or more shareholders have the same number of votes, the shareholder to whom the rounding off is to apply shall be drawn at random by the Management Board. The reduction must not result in a shareholder being deprived of the entire right to vote.
5. Each shareholder concerned shall be obliged to notify the Management Board or the Chairman of the General Meeting of the existence of the premises specified in sections 1 and 3, if they intend 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 resolution of the General Meeting introducing the restriction indicated in the preceding sections (also if the restrictions are changed), i.e. on 22 August 2012, were eligible from shares entitling them to more than 10% of the total number of votes at the General Meeting, as well as shareholders acting in concert with them on the basis of agreements concerning joint exercise of voting rights from shares.
7. A person who has not performed or has performed improperly the information obligation referred to in section 5 above, until the moment of performing the information obligation, may exercise the voting right only from one share; the exercise of the voting right from the remaining shares by such person shall be ineffective.

6) Access to documentation.

Persons eligible to participate in the General Meeting may obtain the full text of the documentation to be presented to the General Meeting and draft resolutions:

- a) on the Company's website www.grupa.energa.pl, in the [for investors/General Meetings](#) section,
 - b) at the registered office of the Company at al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower Building, 11th floor, Secretariat of the Management Board), on business days between 9.00 a.m. and 3.00 p.m., not later, however, than by 28 August 2018, after sending their request in advance by e-mail to wz@energa.pl.
- 7) Place of publication of information on the General Meeting.

All information regarding the General Meeting is made available at the Company's website www.grupa.energa.pl, in the [for investors/General Meetings](#) section.

Attachments:

1. Draft Resolution of the Extraordinary General Meeting of ENERGA SA on the election of the Chairman of the Meeting.

2. Draft Resolution of the Extraordinary General Meeting of Shareholders of ENERGA SA on the adoption of the agenda.
3. Draft Resolution of the Extraordinary General Shareholders' Meeting of ENERGA S.A. on granting consent to the commencement of the Construction Stage as part of the Ostrołęka C Project, consisting in the preparation, construction and operation of a supercritical hard coal-fired steam power unit with a gross capacity of approximately 1,000 MWe.