

DRAFT

**Resolution No. ...  
of the Annual Shareholders' Meeting of a company known as ENERGA Spółka Akcyjna with its  
registered office in Gdańsk, of 25 June 2019**

**on:** adoption of the agenda of the Annual Shareholders' Meeting of 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 Shareholders' Meeting resolves to adopt the following agenda of the Annual Shareholders' Meeting of ENERGA SA:

1. Opening of the Annual Shareholders' Meeting.
2. Election of the Chairperson of the Annual Shareholders' Meeting.
3. Ascertainment that the Annual Shareholders' Meeting has been properly convened and is able to adopt valid resolutions.
4. Approval of the agenda of the Annual Shareholders' Meeting.
5. Consideration and approval of the Management Board's Report on the Operations of ENERGA SA in the year ended 31 December 2018.
6. Consideration and approval of the individual financial statements of the Company for the year ended 31 December 2018.
7. Adoption of a resolution on the allocation of net profits for the accounting year 2018.
8. Adoption of resolutions acknowledging fulfillment of duties by Management Board Members in 2018.
9. Adoption of resolutions acknowledging fulfillment of duties by Supervisory Board Members in 2018.
10. Consideration and approval of the ENERGA SA Management Board's Report on Group Operations in the year ended 31 December 2018.
11. Consideration and approval of the consolidated financial statements of ENERGA SA Group in the year ended 31 December 2018.
12. Adoption of a resolution determining the rules for setting the remuneration of Management Board Members and repealing Resolution No. 27 of the Extraordinary Shareholders' Meeting of 15 December 2016 on the rules for setting the remuneration of Management Board Members of ENERGA Spółka Akcyjna with its registered office in Gdańsk and Resolution No. 30 of the Annual Shareholders' Meeting of a company known as ENERGA Spółka Akcyjna with its registered office in Gdańsk dated 26 June 2017 on: amending Resolution No. 27 of the Extraordinary Shareholders' Meeting of 15 December 2016 on the rules for setting the remuneration of Management Board Members of ENERGA Spółka Akcyjna with its registered office in Gdańsk.
13. Adoption of a resolution determining the rules for setting the remuneration of Supervisory Board Members and repealing Resolution No. 28 of the Extraordinary Shareholders' Meeting of a company known as ENERGA Spółka Akcyjna with its registered office in Gdańsk dated 15 December 2016 on: determining the rules for setting the remuneration of Supervisory Board Members of ENERGA Spółka Akcyjna with its registered office in Gdańsk.
14. Adoption of a resolution amending the Company Articles of Association.
15. Adjournment of the Annual Shareholders' Meeting.

§2

This Resolution shall enter into force upon its adoption.