

ANNOUNCEMENT OF CONVENING AN ORDINARY GENERAL MEETING OF  
SHAREHOLDERS  
OF ENERGA SPÓŁKA AKCYJNA

The Management Board of ENERGA SA with its registered office in Gdańsk (hereinafter: the Company), acting pursuant to Article 395 § 1, 2 and 5, Article 399 § 1, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Polish Code of Commercial Companies, as well as § 24 Section 2 item 1 of the Company's Articles of Association, hereby gives notice of the Ordinary General Meeting of the Company (hereinafter: the General Meeting) to be held on the 29th of June 2020 at 10:00 am in Gdańsk, at al. Grunwaldzka 472, in Olivia Tower, Olivia Sky Club on Floor 12.

Agenda:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Electing the Chairperson of the Ordinary General Meeting.
3. Confirmation that the Ordinary General Meeting of Shareholders has been properly convened and is capable of passing resolutions.
4. Approving the agenda of the Ordinary General Meeting.
5. Review and approval of the Report of the Management Board of ENERGA SA on the activities of ENERGA Group and ENERGA SA for the year 2019.
6. Review and approval of the standalone financial statements of ENERGA SA for the year ended on 31 December 2019.
7. Passing of a resolution on coverage of the loss after tax for the financial year of 2019.
8. Review and approval of the consolidated financial statements of the ENERGA Group for the year ended on 31 December 2019.
9. Review of the Report by the Supervisory Board of ENERGA SA for the financial year of 2019.
10. Passing of resolutions to grant a discharge to Members of the Management Board in respect of the performance of their duties in 2019.
11. Passing of resolutions to grant a discharge to Members of the Supervisory Board in respect of the performance of their duties in 2019.
12. Passing of resolutions concerning the changes to the composition of the Supervisory Board of ENERGA SA and determination of the number of Members of the Supervisory Board of ENERGA SA for the 6th Term of Office.
13. Passing of a resolution on adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of ENERGA SA and authorising the Supervisory Board of the Company to specify elements of the remuneration policy in greater detail.
14. Closing the debates of the Ordinary General Meeting.

Persons who are entitled to participate in the General Meeting are requested to register and take voting cards on the date and at the place of the General Meeting as set out in the opening statement, from 8:00 am to 9:30 am prior to the beginning of the meeting.

**Record Date and Right to Participate in General Meeting.**

The record date for the Shareholders to participate in the General Meeting shall be the 13th of June 2020, that is 16 days prior to the date of the General Meeting.

The Record Date shall be the same for the shareholders entitled to vote under bearer shares and for those entitled to vote under registered shares.

The following persons shall have the right to participate in the General Meeting in accordance with Articles 406<sup>1</sup>, 406<sup>2</sup> and 406<sup>3</sup> of the Polish Code of Commercial Companies:

- 1) persons who are the Shareholders of record of the Company on the Record Date and who submitted – not earlier than after the announcement of the General Meeting and not later

than the first business day after the Record Date, that is not later than on the 15th of June 2020 – a request to the entity that maintains their securities accounts for issuing a personal certificate confirming their right to participate in the General Meeting,

- 2) persons who are entitled to vote under registered shares, as well as pledgees and usufructuaries with voting rights, as shown in the Company's Register of Shareholders as of the Record Date.

The list of shareholders entitled to participate in the General Meeting shall be available in the Company's registered office at al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower, the Registry of the Company's Management Board on Floor 11), three business days prior to the date of the General Meeting, that is on the 24th, 25th and 26th of June 2020 from 9:00 am to 3:00 pm.

The Company's Shareholders shall have the right to request that the list of shareholders of record entitled to participate in the General Meeting be sent to them, free of charge, at the e-mail address they designate.

At the Shareholders' request, the Company shall issue copies of the report of the Management Board on the activities of the ENERGA Group and ENERGA SA and the financial statements, together with a copy of the report of the Supervisory Board and the opinions of the statutory auditor not later than fifteen days prior to the General Meeting.

The Shareholders shall have the right to request that they be given a copy of motions on matters covered by the agenda within one week prior to the General Meeting.

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

The Shareholders who are not shown on the list of shareholders of record entitled to participate in the General Meeting shall be required to prove that they are in fact the shareholders of record by means of a registered depository receipt on the day of filing of the above-mentioned request.

### **Description of Procedures Relating to Attendance and Exercising Voting Rights at General Meeting.**

- 1) The Shareholder's right to request that certain items be placed on the agenda of the Company's General Meeting.

A Shareholder or Shareholders of the Company representing at least one twentieth of the Company's share capital may request that certain items be placed on the agenda of the General Meeting. Such request of the Shareholder or Shareholders should be submitted to the Company's Management Board not later than 21 days prior to the designated date of the General Meeting, that is not later than on the 8th of June 2019.

The request should contain the grounds supporting it or a draft resolution concerning the proposed item of the agenda.

Furthermore, a Shareholder or Shareholders who request that certain items be placed on the agenda must present, along with their request, documents to prove their identity and their right to request that certain items be placed on the agenda of the General Meeting, including but not limited to:

- a) a certificate confirming their right to participate in the General Meeting, issued by the entity that maintains their securities account in accordance with the regulations on trading in financial instructions to prove that the person named in the certificate is a Shareholder of the Company and holds the adequate number of shares as at the date of placing the request,

- b) in the case of a Shareholder who is a natural person – a copy of the identity card, pages of the passport allowing identification or other official document confirming the Shareholder's identity;
- c) if the Shareholder is not a natural person – an up-to-date copy of the relevant register or a computer printout of self-downloaded up-to-date information on the entity entered in the National Court Register, as referred to in Article 4 paragraph 4aa of the Act of 20 August 1997 on the National Court Register (consolidated text of 10 March 2017, Journal of Laws of 2017, item 700 as amended), or any other document that proves the existence of the Shareholder and the right of his representative(s) to represent him, together with copies of the personal identity card, pages of the passport that enable identification or any other official document that confirms the identity of the representative(s) authorised to represent the Shareholder.

The request together with a full set of enclosures may be submitted in writing:

- a) upon confirmation of submission at the Company's registered office at: al. Grunwaldzka 472, 80-309 Gdańsk,
  - b) upon acknowledgement of receipt, sent to the Company at the following address: ENERGA SA al. Grunwaldzka 472, 80-309 Gdańsk,
- or, it may be sent by e-mail at the Company's e-mail address: [wz@energa.pl](mailto:wz@energa.pl).

The Company shall have the right to take any actions that may be required to identify the Shareholder or Shareholders, and to verify the validity of the received documents.

The date of receipt by the Company shall be the submission date of the request; where the electronic form is used, the date on which the above mentioned request is placed in the electronic mail system of the Company shall be the submission date.

Where the documents referred to above are made in a foreign language, they should be accompanied by a certified translation into Polish made by a sworn translator.

The Management Board shall immediately, but not later than 18 days prior to the designated date of the General Meeting, that is on the 11th of June 2020, announce the amendments to the agenda made at the request of the Shareholder or Shareholders. The new agenda shall be announced in the manner applicable to the announcement of the General Meeting, that is by being posted on the Company's website at: [www.grupa.energa.pl](http://www.grupa.energa.pl), in the tab: for Investors/ General Meeting and in the manner prescribed for the disclosure of current information in keeping with the regulations on public offering and the conditions of introducing financial instruments to the organised trading system and on public companies.

- 2) The Shareholders' right to propose draft resolutions concerning items put on the agenda or items to be put on the agenda.

A Shareholder or Shareholders of the Company representing at least one-twentieth of the Company's share capital may, prior to the date of the General Meeting, submit to the Company in writing (i.e. deliver in person upon confirmation of submission or send to the Company subject to acknowledgement of receipt) to the following address: ENERGA SA, al. Grunwaldzka 472, 80-309 Gdańsk, or using means of electronic communications to the dedicated e-mail address: [wz@energa.pl](mailto:wz@energa.pl), draft resolutions on issues on the agenda of the General Meeting or issues to be placed in the agenda.

The date and time of receipt by the Company shall be the submission date of the above mentioned draft resolutions; where the electronic form is used, the date on, and the time at, which they are placed in the electronic mail system of the Company shall be their submission date.

The draft resolutions shall be posted on the Company's website at: [www.grupa.energa.pl](http://www.grupa.energa.pl), in the tab: for investors/ General Meeting without unnecessary delay.

A Shareholder or Shareholders who submit draft resolutions should present documents proving their identity and their right to submit draft resolutions as described in item 1 above.

The draft resolutions should be submitted in Polish.

In the course of the General Meeting, each Shareholder may submit draft resolutions on matters added to the agenda both prior to and during the General Meeting.

- 3) Exercising voting rights by proxy and forms used by proxy during voting, as well as notifying the Company of proxy appointment by electronic communication means.

Shareholders may participate in the General Meeting and exercise their voting rights in person or by proxy. The Shareholder's proxy shall exercise all rights of the Shareholder unless the power of attorney states otherwise. The proxy shall have the right to extend sub-powers of attorney if permitted under the power of attorney.

One proxy may represent several Shareholders. In such a case, the proxy may vote differently on the shares of each Shareholder. Shareholders who have shares in more than one securities account may appoint:

- a) separate proxies to exercise their rights on shares in each account,
- b) a single proxy to exercise their rights on shares in each account.

The power of attorney authorising its holder to participate in the General Meeting and exercise voting rights must be given in writing or in the electronic form. Such proxy granted electronically does not require a secure electronic signature verifiable with a valid qualified certificate.

In order to identify the Shareholder granting a proxy and the Proxy representing such a Shareholder, the document granting a proxy should be accompanied by the following:

- a) if the Shareholder is a private individual – a copy of the personal identity card, pages of the passport that enable his/her identification or any other official document that confirms the identity of the Shareholder;
- b) if the Shareholder is not a private individual – an up-to-date copy of the relevant register or a computer printout of self-downloaded up-to-date information on the entity entered in the National Court Register, as referred to in Article 4 paragraph 4aa of the Act of 20 August 1997 on the National Court Register (consolidated text of 19 July 2019, Journal of Laws of 2019, item 1500 as amended), or any other document that proves the existence of the Shareholder and the right of his representative(s) to represent him, together with copies of the personal identity card, pages of the passport that enable his/her identification or any other official document that confirms the identity of the representative(s) authorised to represent the Shareholder;
- c) if the Proxy is a private individual – a copy of the personal identity card, pages of the passport that enable his/her identification or any other official document that confirms the identity of the Proxy;
- d) if the Proxy is not a private individual – an up-to-date copy of the relevant register or a computer printout of self-downloaded up-to-date information on the entity entered in the National Court Register, as referred to in Article 4 paragraph 4aa of the Act of 20 August 1997 on the National Court Register (consolidated text of 19 July 2019, Journal of Laws of 2019, item 1500 as amended), or any other document that proves the existence of the Proxy and the right of his representative(s) to represent him, together with copies of the personal identity card, pages of the passport that enable his/her identification or any other official document that confirms the identity of the representative(s) authorised to represent the Proxy.

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

In the event of any doubt as to the genuineness of the copies of documents referred to above, the Company or the person designated to register Shareholders may request, before the commencement of the General Meeting, that the original documents or their copies attested by a notary public, a legal counsel or any other entity authorised to certify a copy as a true copy of the original be presented. Where the original documents or attested copies thereof are not presented, the Proxy of the Shareholder may not be permitted to participate in the General Meeting.

Where the documents referred to above are made in a foreign language, they should be accompanied by a certified translation into Polish made by a sworn translator.

Where the power of attorney to participate in the debates and exercise the voting right at the General Meeting is granted by the Shareholder on a condition or subject to a time limit, proof should also be attached that the condition was fulfilled or a given event took place if the occurrence of such event marks the start of the time limit.

A power of attorney granted using electronic communications must be notified to the Company by 9 am on the 22th of June 2020 at the latest. The notification should be sent by e-mail at the Company's e-mail address: [wz@energa.pl](mailto:wz@energa.pl).

The scanned copy of the power of attorney and the scanned documents as referred to, respectively, in items a), b), c) and d) above should be sent together with the notification. The notification should also specify the e-mail address at which the Company may contact the Shareholder and the Proxy. The Management Board shall have the right to verify the notifications sent and to take measures to identify the Shareholder and the Proxy and confirm the proper authorisation. Such verification may involve in particular asking a verification question by phone or e-mail to the Shareholder or Proxy. These rules shall apply respectively to the change or revocation of a power of attorney granted. The notifications that do not meet the above mentioned requirements shall not give rise to any legal consequences for the Company. The Company shall not be liable for any errors or mistakes when completing the power of attorney form or for the actions of persons who use the power of attorney. The Proxy appearing at the General Meeting is obliged to present, at the request of the Company or the person(s) appointed to register the Shareholders, the original documents attached to the notification referred to above.

At the same time, the Company's Management Board hereby gives notice that in the event where the Shareholders grant powers of attorney together with instructions as to the manner of voting, the Company shall not verify whether the Proxies exercise voting rights as instructed by the Shareholders. Therefore, the voting instruction should only be given to the designated proxy.

A member of the Company's Management Board and a Company's employee may be proxies of Shareholders at the General Meeting. Where a member of the management board, a member of the supervisory board, an adjuster, an employee of the Company or a member of the governing bodies or an employee of the Company or a cooperative being a subsidiary of the Company, the power of attorney may authorize its holder to represent the Company at only one General Meeting. The Proxy is required to advise the Shareholder of any circumstances that indicate that there exists or might exist a conflict of

interests, and, furthermore, the Proxy is required to vote in accordance with the instructions provided by the Shareholder. No further power of attorney may be granted.

- 4) Alternative forms of participation in, speaking and exercising voting rights at the General Meeting.

The Company does not allow the use of means of electronic communications to participate in, or speak and exercise voting rights at, the General Meeting.

Proceedings of the General Meeting of Shareholders shall be broadcast live online to the public, recorded and made available at [www.grupa.energa.pl](http://www.grupa.energa.pl). Information on the broadcast shall be posted on the Company's website no later than 7 days before the date of the General Meeting.

- 5) The provisions of the Company's Articles of Association concerning the restriction of the voting right and the Shareholders' obligations in that regard.

Articles of Association of the Company provide for no restrictions on the right to vote.

- 6) Access to documentation.

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

- a) on the Company's website at: [www.grupa.energa.pl](http://www.grupa.energa.pl), in the tab: for the investors/ General Meeting,
- b) in the Company's registered office at al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower, the Registry of the Company's Management Board on Floor 11), on business days from 9:00 am to 3:00 pm, however, not later than on the 24th of June 2020, upon prior notice by e-mail to the following e-mail address: [wz@energa.pl](mailto:wz@energa.pl).

- 7) The place of posting the information concerning the General Meeting.

All information concerning the General Meeting shall be available at the Company's website: [www.grupa.energa.pl](http://www.grupa.energa.pl), in the tab: for the investors/ General Meeting.

**Attachments:**

1. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the election of the Chairperson of the General Meeting.
2. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the adoption of the agenda.
3. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the approval of the Report of the Management Board of ENERGA SA on the activities of ENERGA Group and ENERGA SA for the year 2019.
4. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the approval of the Company's separate financial statements for the year ended 31 December 2019.
5. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the coverage of the loss after tax for the financial year of 2019.
6. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the approval of the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2019.
7. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Mr Jacek Goliński to confirm the discharge of his duties as the President of the Management Board in 2019.
8. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Mr Dominik Wadecki to confirm the discharge of his duties as the Vice-President of the Management Board for Operations in 2019.
9. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Mr Grzegorz Ksepko to confirm the discharge of his duties as the Vice-President of the Management Board for Corporate Matters in 2019.

10. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Ms Adrianna Sikorska to confirm the discharge of her duties as the Vice-President of the Management Board for Communications in 2019.
11. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Mr Jacek Kościelniak to confirm the discharge of his duties as the Vice-President of the Management Board for Finance in 2019.
12. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Ms Alicja Barbara Klimiuk to confirm the discharge of her duties as the Vice-President of the Management Board for Operations in 2019.
13. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Ms Paula Ziemiańska-Księżak to confirm the discharge of her duties as the Chairwoman of the Supervisory Board of ENERGA SA in 2019.
14. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Mr Zbigniew Wtulich to confirm the discharge of his duties as the Vice-Chairman of the Supervisory Board of ENERGA SA in 2019.
15. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Ms Agnieszka Terlikowska-Kulesza to confirm the discharge of her duties as the Secretary of the Supervisory Board of ENERGA SA in 2019.
16. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Mr Maciej Żółtkiewicz to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in 2019.
17. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Mr Andrzej Powalowski to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in 2019.
18. Draft Resolution of the Ordinary General Meeting of ENERGA SA on granting the vote of acceptance to Mr Marek Szczepaniec to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in 2019.
19. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the determination of the number of Members of the Supervisory Board of ENERGA SA for the 6th Term of Office.
20. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the election of a Member of the Supervisory Board of ENERGA SA for the 6th Term of Office that meets the independence criteria.
21. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the election of a Member of the Supervisory Board of ENERGA SA for the 6th Term of Office.
22. Draft Resolution of the Ordinary General Meeting of ENERGA SA on the on adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of ENERGA SA and authorising the Supervisory Board of the Company to specify elements of the remuneration policy in greater detail.