

ANNOUNCEMENT OF CONVENING AN EXTRAORDINARY GENERAL MEETING
OF ENERGA SPÓŁKA AKCYJNA

The Management Board of ENERGA S.A. with its registered office in Gdańsk (hereinafter: the Company), in connection with the receipt on 21 September 2020 from Polski Koncern Naftowy ORLEN S.A. with its registered office in Płock, as a shareholder representing more than one twentieth of the Company's share capital, a request to convene the Extraordinary General Meeting of the Company and place in its agenda the matter concerning the withdrawal of the Company's shares from trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange), acting pursuant to Article 398, Article 399 § 1, Article 400 § 1, Article 402¹, Article 402² of the Polish Code of Commercial Companies as well as § 25 Section 3 item 3 of the Company's Articles of Association and § 28 Section 1 item 4 of the Rules and Regulations of the Management Board of ENERGA S.A., hereby convenes the Extraordinary General Meeting of the Company (hereinafter: General Meeting), to be held at 10 a.m. on 29 October 2020 in Gdańsk, at al. Grunwaldzka 472, in Olivia Tower, Olivia Sky Club on 12 floor.

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.

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 (hereinafter: Record Date) shall be 13 October 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 406¹, 406² and 406³ of the Polish Code of Commercial Companies:

- 1) persons who are the Shareholders of the Company on the Record Date and who submitted – not earlier than after the announcement of convening the General Meeting and not later than the first business day after the Record Date, that is not later than on 14 October 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 11 floor), three business days prior to the date of the General Meeting, that is on 26, 27 and 28 October 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.

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 8 October 2020.

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 instruments 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) if the Shareholder is a natural person – a copy of the identity card or passport pages that enable identification or any other official document that identifies the Shareholder;
- 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 9 August 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 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 S.A. al. Grunwaldzka 472, 80-309 Gdańsk,
- or, it may be sent by e-mail at the Company's e-mail address: 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 not later than on 11 October 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, in the tab: For Investors/General Meetings 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 S.A., al. Grunwaldzka 472, 80-309 Gdańsk, or using means of electronic communications to the dedicated e-mail address: 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 as soon as possible posted on the Company's website at: www.grupa.energa.pl, in the tab: For investors/General Meetings.

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 9 August 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 9 August 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 domiciled in countries where no relevant registers are maintained, the power of attorney should be accompanied by a copy of a document proving the existence of the relevant entity and the rights of its representative(s) to represent it, instead of an up-to-date copy of the register as referred to in items 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 9:00 am on 22 October 2020 at the latest. The notification should be sent by e-mail at the Company's e-mail address: 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 received notifications and to take actions in order to identify the Shareholder and the Proxy, and to confirm the relevant authorisation. Such verification may involve in particular asking a verification question by phone or e-mail to the Shareholder or Proxy. The above principles shall be applied *mutatis mutandis* when changing or revoking the power of attorney. 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 the General Meeting.

The Company does not allow the use of means of electronic communications to speak at the General Meeting.

The Company does not allow the use of means of electronic communications or by correspondence to exercise voting rights at the General Meeting.

The proceedings of the General Meeting shall be broadcast live online to the public network, recorded and made available to the public on 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.

The Company's Articles of Association does not provide for restrictions on voting rights.

- 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, in the tab: For Investors/General Meetings,
- 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 11 floor), on business days from 9:00 am to 3:00 pm, upon prior notice by e-mail to the following e-mail address: 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, in the tab: For Investors/General Meetings.

Enclosures:

1. Draft Resolution on the election of the Chairperson of the Extraordinary General Meeting.
2. Draft Resolution on the adoption of the agenda of the Extraordinary General Meeting.
3. Draft Resolution on 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).
4. Draft Resolution regarding the Company's costs of convening and holding the Extraordinary General Meeting.