

ANNOUNCEMENT ON CONVENING THE ANNUAL GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA

The Management Board of ENERGA SA with its registered office in Gdańsk (hereinafter: Company), acting pursuant to Article 399 § 1, Article 402¹ § 1 and 2, Article 402² of the Commercial Company Code and § 24.2.1 of the Company's Articles of Association, hereby convenes the Annual General Meeting (hereinafter: Annual Meeting or Meeting) to be held in the Sheraton Warsaw Hotel, ul. Bolesława Prusa 2, 00-493 Warsaw at 10 a.m. on 20 May 2014.

Agenda of the Meeting:

1. Open the Annual General Meeting.
2. Elect the Chairperson of the Annual General Meeting.
3. Assert that the Meeting has been convened correctly and is capable of adopting binding resolutions.
4. Adopt the agenda of the Annual General Meeting.
5. Review and approve the Management Board report on the activity of ENERGA Spółka Akcyjna in 2013.
6. Review and approve the standalone financial statements of the Company for the year ended 31 December 2013.
7. Adopt a resolution to distribute the net profit earned in 2013 and set the dividend record date and the dividend payment date.
8. Adopt resolutions to grant a discharge on the performance of duties by Management Board Members in 2013.
9. Adopt resolutions to grant a discharge on the performance of duties by Supervisory Board Members in 2013.
10. Review and approve the consolidated Management Board report on the activity of the ENERGA SA Capital Group in 2013.
11. Review and approve the consolidated financial statements of the ENERGA SA Capital Group for the year ended 31 December 2013.
12. Adopt a resolution to set the number of members of the ENERGA SA Supervisory Board.
13. Adopt a resolution to appoint Members of the ENERGA SA Supervisory Board for the 4th Term of Office.
14. Adjourn the Annual General Meeting.

In connection with item 13 of the above agenda, in the case of election of a Member of the Supervisory Board for the 4th Term of Office satisfying the independence criteria envisaged for independent Supervisory Board members, in accordance with § 23b Sec. 3 of the Company's Articles of Association, a candidate for an independent Supervisory Board member is obligated to submit to the Company, before his/her appointment to the Supervisory Board, a written representation on fulfillment of the required criteria and on expressing consent for becoming a candidate.

When assessing the independence of the candidate for the Company's Supervisory Board Member, the Company uses the criteria set forth in the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (2005/162/EC) in consideration of the requirements set forth by the Best Practices of WSE Listed Companies.

Date of registration and right to participate in the Annual Meeting.

The date of registration of participation in the Annual Meeting (hereinafter: Registration Date) is 20 May 2014, i.e. the day falling 16 days before the date of the Annual Meeting.

The Registration Date is the same for all those eligible from bearer shares and registered shares.

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

- 1) are the Company's Shareholders on the Registration Date and have submitted to the entity keeping the securities account, no earlier than after the announcement on convening the Annual Meeting and no later than on the first working day after the Registration Date, i.e. no later than on 5 May 2014, a request to an entity running their securities accounts to issue a name-specific certificate on the right to participate in the Annual Meeting,
- 2) are entitled under registered shares and pledgees and users holding the voting right, entered in the Company's Share Register as at the Registration Date.

The list of shareholders authorized to participate in the Annual Meeting will be available for viewing at the Company's seat at the address: al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower building, 11 floor, Company's Management Board Secretariat), 3 business days before the Annual Meeting, i.e. from 15 May to 19 May 2014, from 9.00 a.m. to 3.00 p.m.

A Company Shareholder may request the list of shareholders authorized to participate in the Annual Meeting to be sent free of charge, by electronic mail, specifying the electronic mail address to which the list should be sent.

A Shareholder has the right to request copies of motions concerning items included in the agenda within one week prior to the date of holding the Annual Meeting.

If a Shareholder is not on the list of shareholders authorized to participate in the Annual Meeting, he/she has to document his/her authorization with a name-specific certificate of deposit on the date of submission of the aforementioned request. The request may be sent by e-mail to the Company's e-mail address: wz@energa.pl.

The persons authorized to participate in the Annual Meeting are asked to register and collect their voting cards on the date and in the place of holding the Annual Meeting specified in the introduction at 08.30 a.m. - 09.30 a.m. before commencement of the Meeting.

Description of procedures concerning participating in the Annual Meeting and exercising the voting right

- 1) The Shareholder's right to request the placement of specific items in the agenda of the Company's Annual Meeting

The Company's Shareholder or Shareholders representing at least one-twentieth of the Company's share capital may request that specific items be placed in the agenda of the Annual Meeting. The Shareholder's or Shareholders' request should be submitted to the Company's Management Board no later than 21 days before the set date of the Annual Meeting, i.e. no later than on 29 April 2014.

The request should contain a justification or draft resolution pertaining to the proposed item on the agenda.

In addition, the Shareholder or Shareholders requesting placement of specific items in the agenda have to present, together with the request, documents confirming their identity and the right to demand placement of specific items in the agenda of the Annual Meeting, in particular:

- a) certificate confirming the right to participate in the Annual Meeting issued by an entity keeping a securities account in accordance with the regulations on trading in financial instruments, confirming that its addressee is the Company's Shareholder and that he/she has the appropriate number of shares as at the date of the request;

- b) in the case of a Shareholder who is a natural person – copy of the personal ID, pages of the passport enabling identification of the holder, or other official identification document confirming the Shareholder's identity;
- c) in the case of a Shareholder who is not a natural person – a copy of an excerpt from a pertinent register or other document confirming the existence of such a Shareholder and the right of his/her representative or representatives to represent it, together with copies of the personal ID, pages of the passport enabling identification of the holder, or other official identification document confirming the identity of the representative or representatives authorized to represent the Shareholder.

The request, together with a complete set of attachments can be submitted in writing:

- a) with acknowledgment of submission, in the Company' seat at the address: al. Grunwaldzka 472, 80-309 Gdańsk,
 - b) with acknowledgment of receipt sent to the Company to the address: ENERGA SA al. Grunwaldzka 472, 80-309 Gdańsk,
- or sent to the Company by electronic mail to the following e-mail address: wz@energa.pl.

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

The date of submission of the aforementioned request is the date of its receipt by the Company and in the case of using electronic form, the date of recording the aforementioned request in the Company's electronic mail system.

All of the aforementioned documents prepared in a foreign language should be accompanied by an appropriate certified translation into Polish prepared by a sworn translator.

The Management Board will announce changes to the agenda made upon request of the Shareholder or Shareholders immediately, but no later than 18 days before the set date of the Annual Meeting, i.e. by 2 May 2014. The announcement of the new agenda will be made in the form envisaged for convening the Annual Meeting, i.e. placing it on the Company's website: www.grupa.energa.pl, in the tab: for Investors/Annual Meetings and in the manner prescribed for provision of current information in accordance with the regulations on public offering and the terms and conditions for introducing financial instruments to an organized trading system and on public companies.

- 2) the Shareholder's right to submit draft resolutions on items included in the agenda or items to be included in the agenda

A Shareholder or Shareholders of the Company representing at least one twentieth of the share capital, before the date of the Annual Meeting, may submit to the Company in writing (i.e. deliver in person with acknowledgement of submission or send to the Company with acknowledgement of receipt) to the address ENERGA SA, al. Grunwaldzka 472, 80-309 Gdańsk or using means of electronic communication, by sending an electronic message to the dedicated e-mail address: wz@energa.pl, draft resolutions regarding the matters included in the Annual Meeting agenda or matters that are to be included in the agenda.

The date of submission of the aforementioned request corresponds to the date and the time of its receipt by the Company and in the case of using the electronic form, the date of recording the aforementioned request in the Company's electronic mail system.

The draft resolutions are immediately posted on the Company's website: www.grupa.energa.pl, in the tab: for Investors/Annual Meetings.

The Shareholder or Shareholders should attach to their submitted draft resolutions copies of documents confirming their identity and the right to submit the draft resolutions described in item 1 above.

The draft resolutions should be submitted in Polish.

Each Shareholder may at the Annual Meeting submit draft resolutions pertaining to matters introduced into the agenda both before the date of the Annual Meeting and during the Annual Meeting.

- 3) the method of exercising the voting right by an attorney-in-fact and the forms used during voting by an attorney-in-fact, and the method of notification of the Company using means of electronic communication about appointment of an attorney-in-fact

The Shareholders has the right to participate in the Annual Meeting and exercise their voting right in person or by an attorney-in-fact. The Shareholder's attorney-in-fact exercises all rights of the Shareholder unless the power-of-attorney stipulates otherwise. The attorney-in-fact may grant further powers-of-attorney if such right arises out of the contents of the original power-of-attorney. One attorney-in-fact may represent more than one Shareholder. In such case the attorney-in-fact may vote differently from the shares of different Shareholders. If a Shareholder holds shares deposited in more than one securities account, such Shareholder may appoint separate attorneys-in-fact to exercise the rights attached to the shares deposited in each such account. If a Shareholder holds shares deposited in more than one securities account, such shareholder may appoint attorneys-in-fact to exercise the rights attached to the shares deposited in each such account.

A power-of-attorney to participate in the Annual Meeting and exercise the voting right must be granted in writing or electronically.

To identify the Shareholder granting a power-of-attorney and the Attorney-in-fact representing him/her, the following should be attached to the document confirming the granting of the power-of-attorney:

- a) in the case of a Shareholder who is a natural person – copy of the personal ID, pages of the passport enabling identification, or other official identification document confirming the Shareholder's identity;
- b) in the case of a Shareholder who is not a natural person – a copy of an excerpt from a pertinent register or other document confirming the existence of such a Shareholder and the right of his/her representative or representatives to represent it, together with copies of the personal ID, pages of the passport enabling identification of the holder, or other official identification document confirming the identity of the representative or representatives authorized to represent the Shareholder;
- c) in the case of an Attorney-in-fact who is a natural person – copy of the personal ID, pages of the passport enabling identification, or other official identification document confirming the Attorney-in-fact's identity;
- d) in the case of an Attorney-in-fact who is not a natural person – a copy of an excerpt from a pertinent register or other document confirming the existence of such an Attorney-in-fact and the right of his/her representative or representatives to represent it, together with copies of the personal ID, pages of the passport enabling identification of the holder, or other official identification document confirming the identity of the representative or representatives authorized to represent the Attorney-in-fact.

In the case of foreign entities whose domicile countries do not keep pertinent registers, instead of a copy of a current excerpt from the register referred to in items b and d

above, a copy of a document confirming existence of the given entity and the right of its representative or representatives to represent it should be attached.

In case of doubt as to the authenticity of the aforementioned copies of the documents, the Company or the person appointed to register Shareholders may demand, before commencement of the Annual Meeting, presentation of the originals of such documents or their official copies confirmed as compliant with the original by a notary, legal counsel or by another entity authorized to confirm documents as compliant with their originals.

In the event of failure to present such documents, the Shareholder's Attorney-in-fact may be denied participation in the Annual Meeting.

All of the aforementioned documents prepared in a foreign language should be accompanied by an appropriate certified translation into Polish prepared by a sworn translator.

If the power-of-attorney to participate and exercise the voting right in the Annual Meeting granted by a Shareholder is conditional, also evidence that the given condition has been satisfied should be attached.

A power-of-attorney granted electronically is not required to be signed with a secure electronic signature verifiable with a valid qualified certificate. The fact of granting a power-of-attorney in an electronic form should be notified to the Company using means of electronic communication no later than by 19 May 2014 by 10.00 a.m. The notice should be sent by electronic mail to the Company's e-mail address: wz@energa.pl. The notice should be accompanied by a scan of the power-of-attorney and a scan of the documents referred to in letters a, b, c and d above, respectively. The notice should indicate also the electronic mail address using which the Company will be able to contact the Shareholder and the Attorney-in-fact. The Management Board has the right to verify the notices submitted and to take actions to identify the Shareholder and the Attorney-in-fact and to confirm their due authorization. The verification may involve in particular a return request, by electronic mail or by telephone, to the Shareholder or Attorney-in-fact. The above rules apply accordingly to change or revocation of the power-of-attorney granted. The notices that do not satisfy the aforementioned requirements will not have any legal effects for the Company. The Company is not liable for errors in completion of the power-of-attorney form and actions of the persons using powers-of-attorney. An attorney-in-fact appearing at the Annual Meeting is obligated to present, at the demand of the Company or person (persons) appointed to register Shareholders, originals of the aforementioned documents attached to the notice.

In addition, the Company's Management Board advises that in the case a Shareholder grants a power-of-attorney with a voting instruction, the Company will not verify whether the attorneys-in-fact exercise the voting right in accordance with the instructions received from the Shareholders. Consequently, the voting instruction should be provided only to the attorney-in-fact.

Management Board members and employees of the Company can be Shareholders' attorneys-in-fact at the Annual Meeting. If a member of the Management Board, member of the Supervisory Board, liquidator, an employee of the Company, or member of a corporate body or employee of the Company's subsidiary or cooperative acts as an attorney-in-fact, then the power-of-attorney may authorize that person to represent the Shareholder at a single Annual Meeting only. An Attorney-in-fact is obligated to disclose to the Shareholder any circumstances indicating the existence or the possibility of a conflict of interest and in addition is obligated to vote in accordance with the instructions given by the Shareholder. No further proxies may be granted.

- 4) information about alternative forms of participation in the Annual Meeting, taking the floor and exercise of the voting right

The Company's Management Board announces that due to the content of the Company's Articles of Association and the General Meeting Bylaws, it is not possible to participate in the Annual Meeting or take the floor during the Annual Meeting by means of electronic communication or to exercise the voting right by mail or by means of electronic communication.

- 5) provisions of the Company's Articles of Association pertaining to restriction of the voting right and the Shareholder's obligations in this respect

Pursuant to § 27 of the Company's Articles of Association:

1. Subject to item 6, the voting right of shareholders in possession, including as a usufructuary or a pledgee, of shares is hereby restricted in such manner that no such shareholder may exercise, at the Company's Annual Meeting, more than 10% of the total number of votes existing in the Company as at the day of the Annual Meeting.
2. The provisions of items 1 and 3 are without prejudice to the requirements pertaining to acquisition of significant blocks of shares in accordance with the provisions of the Act of 29 July 2005 on public offering and the terms and conditions for introducing financial instruments to an organized trading system and on public companies. In a situation of determining the obligations of entities acquiring or intending to acquire significant blocks of shares, the provisions of item 1 and item 3 do not apply.
3. For the purposes of restricting the voting right, the votes of shareholders interconnected by a parent or subsidiary relationship within the meaning of:
 - 1) the provisions of the Commercial Company Code, or
 - 2) the provisions of the Act of 16 February 2007 on the protection of competition and consumers, or
 - 3) the provisions of the Accounting Act of 29 September 1994, or
 - 4) the provisions of the Act of 22 September 2006 on transparency of financial relations between public authorities and public commercial entities and financial transparency of certain commercial entities,are treated cumulatively in such manner that the votes of such shareholders are totaled.
4. If, as a result of such cumulative treatment, a reduction in votes is required in accordance with the provisions of section 1 above, it shall be effected by a pro rata reduction in the number of votes of all the shareholders involved in the relationship referred to in section 3 by rounding down or up the fractional votes of the shareholder in possession of the largest stake. If such rounding is impossible due to the fact that two or more shareholders have the same number of votes, then the shareholder in respect of whom such operation is to be effected shall be selected by the Management Board on a random basis. Such reduction may not lead to any shareholder being entirely stripped of its voting right.
5. Each shareholder concerned shall notify the Management Board or the Chairperson of the Annual Meeting of the existence of the grounds referred to in items 1 and 3 if such shareholder intends to participate in the Annual Meeting.
6. The provisions of items 1-5 do not apply to shareholders who, on the date of adoption of the Annual Meeting resolution introducing the restrictions referred to in the foregoing sections (also if such restrictions are amended), i.e. on 22 August 2012, were entitled under shares representing more than 10% of the total number of votes at the Annual Meeting or shareholders acting in concert with them under agreements relating to the joint exercise of voting rights.

7. A person who has failed to exercise or has improperly executed the reporting duty referred to in item 5 above may, until the performance of such reporting duty, exercise the voting right only on one share; exercise of the voting right by such person on the remaining shares shall be ineffective.

6) access to documentation

The persons authorized to participate in the Annual Meeting may obtain the full text of the documentation to be presented to the Annual Meeting, the draft resolutions on the Company's website at: www.grupa.energa.pl, in the tab: for Investors/Annual Meetings or in the Company' seat at the address: Al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower building, 11 floor, Company Management Board Secretariat) on business days from 9.00 a.m. to 3.00 p.m., no later than on 15 May 2014, upon sending a prior request by e-mail to the e-mail address: wz@energa.pl.

7) place of displaying information about the Annual Meeting

All information pertaining to the Company's Annual Meeting is made available at the Company's website: www.grupa.energa.pl, in the tab: for Investors/Annual Meetings.