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Attachment No. 1

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna with its  
registered office in Gdańsk  
adopted on 29 April 2015**

to elect the Chairperson of the Annual General Meeting

Acting pursuant to Article 409 § 1 of the Commercial Company Code, the following is hereby resolved:

§ 1

The Annual General Meeting hereby elects Mr./Ms. ...., PESEL ....., holding the personal ID no. .... to be the Chairperson of the Annual General Meeting of the Company.

§ 2

The resolution will come into force on the date of its adoption.

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Attachment No. 2

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to accept the agenda for the Annual General Meeting of ENERGA SA

The following is hereby resolved:

§ 1

The General Meeting of the Company hereby resolves to adopt the following agenda of the Annual General Meeting of ENERGA SA:

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 valid resolutions.
4. Adopt the agenda of the Annual General Meeting.
5. Examine and approve the Management Board report on the activity of ENERGA SA for the year ended 31 December 2014.
6. Examine and approve the separate financial statements of the Company for the year ended 31 December 2014.
7. Adopt a resolution to distribute the 2014 net profit and set the dividend record date and dividend payment date.
8. Adopt resolutions to grant a discharge to Members of the Management Board on the performance of their duties in 2014.
9. Adopt resolutions to grant a discharge to Members of the Supervisory Board on the performance of their duties in 2014.
10. Examine and approve the consolidated Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2014.
11. Examine and approve the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2014.
12. Adjourn the Annual General Meeting.

§ 2

The resolution will come into force on the date of its adoption.

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Attachment No. 3

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to approve the Management Board Report on the activity of ENERGA SA for the year ended 31 December 2014

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the Management Board Report on the activity of ENERGA SA for the year ended 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 49 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the Management Board Report on the activity of ENERGA SA for the year ended 2014 December 2014 was adopted by the Management Board of the Company with Resolution No. 919/III/2015 of 12 March 2015.

By the Resolution No. 22/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA issued a positive opinion on the report and moved to the Annual General Meeting to approve the report.

This Management Board Report on the Activity of ENERGA SA is subject to examination and approval by the Company's General Meeting pursuant to Article 393 item 1 of the Commercial Company Code.

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Attachment No. 4

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to approve the separate financial statements of ENERGA SA for the year ended 31 December 2014

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Company Code, the Annual General Meeting hereby resolves as follows:

§ 1

Approve the separate financial statements of ENERGA SA prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2014, which include:

- 1) separate statement of profit or loss showing a net profit of PLN 650,537 thousand (six hundred fifty million five hundred thirty seven thousand zloty),
- 2) separate statement of comprehensive income showing total comprehensive income of PLN 624,001 thousand (six hundred twenty four million one thousand zloty),
- 3) separate statement of financial position showing total assets and liabilities and equity of PLN 12,117,005 thousand (twelve billion one hundred seventeen million five thousand zloty),
- 4) separate statement of changes in equity showing an increase in equity by PLN 209,934 thousand (two hundred nine million nine hundred thirty four thousand zloty),
- 5) separate cash flow statement showing an increase in net cash by PLN 185,611 thousand (one hundred eighty five million six hundred eleven thousand zloty),
- 6) accounting policies and additional explanatory notes.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 52 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the separate financial statements of ENERGA SA for the year ended 31 December 2014 prepared in accordance with the International Financial Reporting Standards were adopted by the Management Board of the Company with Resolution No. 919/III/2015 of 12 March 2015.

By the Resolution No. 21/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA issued a positive opinion on these statements and stating that they accurately and clearly present all the information material to evaluation of the economic and financial standing and the financial performance and moved to the Annual General Meeting to approve these statements.

These financial statements are subject to examination and approval by the Company's General Meeting pursuant to Article 393 item 1 of the Commercial Company Code and Article 53 section 1 of the Accounting Act.

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Attachment No. 5

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to distribute the net profit for the financial year from 1 January 2014 to 31 December 2014 and set the dividend record date and dividend payment date

Acting pursuant to Article 395 §2 item 2, Article 348 §3 of the Commercial Company Code and §26 section 1 item 7 of the Company's Articles of Association, the following is hereby resolved:

§ 1

The net profit for the financial year of 2014 in the amount of PLN 650,538,620.29 (six hundred fifty million five hundred thirty eight thousand six hundred twenty and 29/100 zloty) shall be distributed as follows:

- 1) dividend for Shareholders - PLN 596,256,644.16 (five hundred ninety six million two hundred fifty six thousand six hundred forty four and 16/100 zloty), that is PLN 1.44 (one and 44/100 zloty) per share,
- 2) supplementary capital – PLN 54,281,976.13 (fifty four million two hundred eighty one thousand nine hundred seventy six and 13/100 zloty).

§ 2

The dividend record date is hereby set at 7 May 2015 and the dividend payment date at 21 May 2015.

§ 3

The resolution will come into force on the date of its adoption.

A justification for this resolution has been provided by the Company's Management Board in its motion to distribute the net profit for the financial year 2014. By the Resolution No. 23/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA issued a positive opinion on the motion.

The dividend will be paid to ENERGA SA's shareholders through the National Depository of Securities (KDPW). The procedures required in the dividend payment process are defined by the KDPW Bylaws and the Detailed Operating Rules of KDPW. Among others, no later than 5 business days before the dividend date (date of record, when rights to dividends are determined), the Company is obligated to register the event through KDPW's web application. In practical terms, this means that the

dividend date should be set no earlier than on the 5th business day after this General Meeting is held.

With respect to the dividend payment date, KDPW's operating procedures specify that it cannot be set earlier than on the 10th business day after the dividend date. Additionally, in accordance with the Code of Best Practices for Warsaw Stock Exchange Listed Companies, a dividend should be paid no later than 15 business days after the dividend rights are determined. A longer period between these dates requires a detailed justification.

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Attachment No. 6

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Mirosław Kazimierz Bieliński on the performance of his duties as the President of the Management Board in 2014

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Mirosław Kazimierz Bieliński (PESEL: 62100503115) is hereby granted a discharge on the performance of his duties as the President of the Management Board for the period from 1 January 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the activity of the Company in 2014 and the Financial Statements for 2014 adopted Resolution No. 24/IV/2015 of 12 March 2015, in which it addressed the Company's Annual General Meeting to grant a discharge to Mr. Mirosław Bieliński, President of the ENERGA SA Management Board, on the performance of his duties from 1 January to 31 December 2014.

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Attachment No. 7

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Roman Szyszko on the performance of his duties as the Executive Vice-President of the Management Board, Chief Financial Officer, in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Roman Szyszko (PESEL: 65040804850) is hereby granted a discharge on the performance of his duties as the Executive Vice-President of the Management Board, Chief Financial Officer, for the period from 1 January 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the activity of the Company in 2014 and the Financial Statements for 2014, the ENERGA SA Supervisory Board adopted Resolution No. 25/IV/2015 of 12 March 2015, in which it addressed the Company's Annual General Meeting to grant a discharge to Mr. Roman Szyszko, Executive Vice-President of the Management Board, Chief Financial Officer, on the performance of his duties from 1 January to 31 December 2014.

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Attachment No. 8

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Wojciech Topolnicki on the performance of his duties as the Executive Vice-President of the Management Board, Strategy and Investments, in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Wojciech Topolnicki (PESEL: 75012700532) is hereby granted a discharge on the performance of his duties as the Executive Vice-President of the Management Board, Strategy and Investments, for the period from 1 January 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the activity of the Company in 2014 and the Financial Statements for 2014, the ENERGA SA Supervisory Board adopted Resolution No. 26/IV/2015 of 12 March 2015, in which it addressed the Company's Annual General Meeting to grant a discharge to Mr. Wojciech Topolnicki, Executive Vice-President of the Management Board, Strategy and Investments, on the performance of his duties from 1 January to 31 December 2014.

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Attachment No. 9

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Ms. Agnieszka Poloczek on the performance of her duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Agnieszka Poloczek (PESEL: 74121510089) is hereby granted a discharge on the performance of her duties in the Supervisory Board of ENERGA SA for the period from 1 January 2014 to 20 May 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 10

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Ms. Iwona Zatorska-Pańtak on the performance of her duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Iwona Zatorska-Pańtak (PESEL: 76060912788) is hereby granted a discharge on the performance of her duties in the Supervisory Board of ENERGA SA for the period from 1 January 2014 to 20 May 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 11

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Roman Jacek Kuczkowski on the performance of his duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Roman Jacek Kuczkowski (PESEL: 41080901999) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2014 to 20 May 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 12

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Zbigniew Wtulich on the performance of his duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Zbigniew Wtulich (PESEL: 58022500013) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 13

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Marian Gawrylczyk on the performance of his duties in the  
Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial  
Company Code, the following is hereby resolved:

§ 1

Mr. Marian Gawrylczyk (PESEL: 65090809553) is hereby granted a discharge on the  
performance of his duties in the Supervisory Board of ENERGA SA for the period  
from 1 January 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual  
General Meeting grants a discharge to members of the company's governing bodies on  
the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in  
accordance with the generally applicable provisions of law, including the Commercial  
Company Code, and with the Company's Articles of Association and the Supervisory  
Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of  
ENERGA SA accepted the Supervisory Board activity report for the financial year  
2014 which included, among others, the Audit Committee activity report and  
assessment of the Supervisory Board's work in 2014.

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Attachment No. 14

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Mirosław Szreder on the performance of his duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Mirosław Szreder (PESEL: 57122607952) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 15

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Bogusław Nadolnik on the performance of his duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Bogusław Nadolnik (PESEL: 64040700418) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 16 January 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 16

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Ms. Paula Ziemiecka-Księżak on the performance of her duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Paula Ziemiecka-Księżak (PESEL: 77021300424) is hereby granted a discharge on the performance of her duties in the Supervisory Board of ENERGA SA for the period from 20 May 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 17

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Jarosław Mioduszeński on the performance of his duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Jarosław Mioduszeński (PESEL: 64102512133) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 20 May 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 18

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to grant a discharge to Mr. Jakub Żołyński on the performance of his duties in the Supervisory Board of ENERGA SA in 2014.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Jakub Żołyński (PESEL: 73011201535) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 20 May 2014 to 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, an Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2014, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By the Resolution No. 28/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA accepted the Supervisory Board activity report for the financial year 2014 which included, among others, the Audit Committee activity report and assessment of the Supervisory Board's work in 2014.

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Attachment No. 19

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to approve the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2014

Acting pursuant to Article 63c section 4 of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2014.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 55 section 2 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2014 was adopted by the Management Board of the Company with Resolution No. 920/III/2015 of 12 March 2015.

By the Resolution No. 30/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA issued a positive opinion on the report and moved to the Annual General Meeting to approve the report.

This Management Board Report on the activity of the ENERGA SA Group is subject to examination and approval by the Company's General Meeting pursuant to Article 63c section 4, in conjunction with Article 55 section 2 of the Accounting Act of 29 September 1994.

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Attachment No. 20

**Resolution No. ...  
of the Annual General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 29 April 2015**

to approve the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2014.

Acting pursuant to Article 63c section 4 of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the consolidated financial statements of the ENERGA SA Group prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2014, which include:

- 1) consolidated statement of profit or loss showing a net profit of PLN 1,006,198 thousand (one billion six million one hundred ninety eight thousand zloty),
- 2) consolidated statement of comprehensive income showing total comprehensive income of PLN 918,603 thousand (nine hundred eighteen million six hundred three thousand zloty),
- 3) consolidated statement of financial position showing total assets and liabilities and equity of PLN 18,116,678 thousand (eighteen billion one hundred sixteen million six hundred seventy eight thousand zloty),
- 4) consolidated statement of changes in equity showing an increase in consolidated equity by PLN 505,264 thousand (five hundred five million two hundred sixty four thousand zloty),
- 5) consolidated cash flow statement showing an increase in net cash by PLN 323,868 thousand (three hundred twenty three million eight hundred sixty eight thousand zloty),
- 6) accounting policies and additional explanatory notes.

§ 2

The resolution will come into force on the date of its adoption.

**Justification for this resolution:**

Pursuant to Article 55 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2014 prepared in accordance with the International Financial Reporting Standards was adopted by the Management Board of the Company with Resolution No. 920/III/2015 of 12 March 2015.

By the Resolution No. 29/IV/2015 of 12 March 2015, the Supervisory Board of ENERGA SA issued a positive opinion on the statements and stating that they accurately and clearly present all the information material to evaluation of the economic and financial standing and the financial performance of the ENERGA Group in 2014 and moved to the Annual General Meeting to approve these statements.

These consolidated financial statements of the Group are subject to examination and approval by the Company's General Meeting pursuant to Article 395 § 5 and Article 63c section 4 of the Accounting Act.