

**Resolution No. 1
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 Ms. Monika Kacprzyk-Wojdyga, holding the personal ID no. ATR 881153 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.

Resolution No. 1 was adopted in a secret ballot by votes FOR, with no votes AGAINST and no votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 2
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.

Resolution No. 2 was adopted in a secret ballot by 408 733 074 votes FOR, with no votes AGAINST and no votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 3
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.

Resolution No. 3 was adopted in a secret ballot by 408 733 074 votes FOR, with no votes AGAINST and no votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 4
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.

Resolution No. 4 was adopted in a secret ballot by 408 733 074 votes FOR, with no votes AGAINST and no votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 5
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.

Resolution No. 5 was adopted in a secret ballot by 408 733 074 votes FOR, with no votes AGAINST and no votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 6
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.

Resolution No. 6 was adopted in a secret ballot by 408 639 443 votes FOR, with 53 000 votes AGAINST and 40 481 votes ABSTAINED, for the total number of 408 732 924 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 7
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.

Resolution No. 7 was adopted in a secret ballot by 408 639 593 votes FOR, with 53 000 votes AGAINST and 40 481 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 8
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.

Resolution No. 8 was adopted in a secret ballot by 408 639 593 votes FOR, with 53 000 votes AGAINST and 40 481 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 9
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.

Resolution No. 9 was adopted in a secret ballot by 408 639 443 votes FOR, with 53 000 votes AGAINST and 40 631 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 262 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 10
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.

Resolution No. 10 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 906 votes AGAINST and 40 631 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 11
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.

Resolution No. 11 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 906 votes AGAINST and 40 631 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 12
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.

Resolution No. 12 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 000 votes AGAINST and 41 537 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 13
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.

Resolution No. 13 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 000 votes AGAINST and 40 631 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 14
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.

Resolution No. 14 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 906 votes AGAINST and 40 631 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 15
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.

Resolution No. 15 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 906 votes AGAINST and 40 631 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 16
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.

Resolution No. 16 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 906 votes AGAINST and 40 631 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 17
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 Mioduszewski 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 Mioduszewski (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.

Resolution No. 17 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 000 votes AGAINST and 41 537 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 18
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.

Resolution No. 18 was adopted in a secret ballot by 408 638 537 votes FOR, with 53 000 votes AGAINST and 41 537 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 19
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.

Resolution No. 19 was adopted in a secret ballot by 408 733 074 votes FOR, with no votes AGAINST and no votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.

**Resolution No. 20
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.

Resolution No. 20 was adopted in a secret ballot by 408 732 168 votes FOR, with no votes AGAINST and 906 votes ABSTAINED, for the total number of 408 733 074 valid votes cast from 263 805 074 shares constituting 63.71% in the Company's share capital.