

DRAFT

**Resolution number ...  
of the Extraordinary General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 7 January 2016**

**to:** elect the Chairperson of the Extraordinary General Meeting

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

§ 1

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

§ 2

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

DRAFT

**Resolution number ...  
of the Extraordinary General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 7 January 2016**

**to:** accept the agenda for the Extraordinary 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 Extraordinary General Meeting of ENERGA SA:

1. Open the Extraordinary General Meeting,
2. Elect the Chairperson of the Extraordinary General Meeting,
3. Assert that the Meeting has been convened correctly and is capable of adopting valid resolutions,
4. Adopt the agenda of the Extraordinary General Meeting,
5. Adopt resolutions on changes in the composition of the Supervisory Board of ENERGA Spółka Akcyjna with its registered office in Gdańsk.
6. Adjourn the Extraordinary General Meeting.

§ 2

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

DRAFT

**Resolution number ...  
of the Extraordinary General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 7 January 2016**

**to:** dismiss a Member of the ENERGA SA Supervisory Board of the 4th term of office

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18 section 2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to:

§ 1

Dismiss Mrs./Mr. .... PESEL no. ....  
from the ENERGA SA Supervisory Board of the 4th term of office.

§ 2

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

**Justification for this resolution:**

On 2 December 2015, the Company received a request from its Shareholder, i.e. the State Treasury, to convene an Extraordinary General Meeting of ENERGA SA and place an item in the agenda of the Meeting on changes in the composition of the Supervisory Board of ENERGA Spółka Akcyjna with its registered office in Gdańsk.

The justification for placing the item on changes in the Supervisory Board in the agenda of the General Meeting pointed to the rights vested in the State Treasury as a shareholder under the Company's Articles of Association and the commercial company code.

Pursuant to § 18 sec. 2 of the Articles of Association of ENERGA SA, powers of the ENERGA SA General Meeting include appointing and dismissing Members of the Company's Supervisory Board, including the personal rights of the Shareholder - State Treasury, as set forth in § 18 section 3 of the Company's Articles of Association.

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**Resolution number ...  
of the Extraordinary General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 7 January 2016**

**to:** appoint a Member of the ENERGA SA Supervisory Board of the 4th term of office

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18 section 2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to:

§ 1

Appoint Mrs./Mr. .... PESEL no. .... as Member of the ENERGA SA Supervisory Board of the joint 4th term of office.

§ 2

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

**Justification for this resolution:**

On 2 December 2015, the Company received a request from its Shareholder, i.e. the State Treasury, to convene an Extraordinary General Meeting of ENERGA SA and place an item in the agenda of the Meeting on changes in the composition of the Supervisory Board of ENERGA Spółka Akcyjna with its registered office in Gdańsk.

The justification for placing the item on changes in the Supervisory Board in the agenda of the General Meeting pointed to the rights vested in the State Treasury as a shareholder under the Company's Articles of Association and the commercial company code.

Pursuant to § 18 sec. 2 of the Articles of Association of ENERGA SA, powers of the ENERGA SA General Meeting include appointing Members of the Company's Supervisory Board, in the number arising from the personal rights of the Shareholder - State Treasury to appoint a specified number of Supervisory Board members, i.e. when the Supervisory Board consists of:

- 1) an even number of members – the empowered shareholder shall appoint half the Supervisory Board members plus one member,
- 2) an odd number of members – the empowered shareholder shall appoint the number of Supervisory Board members resulting from dividing the odd number of Supervisory Board members by two and rounding it up to the nearest integer.

The number of Supervisory Board Members is set by the General Meeting.

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**Resolution number ...  
of the Extraordinary General Meeting  
of the Company under the business name of ENERGA Spółka Akcyjna  
with its registered office in Gdańsk  
adopted on 7 January 2016**

**to:** appoint a Member of the ENERGA SA Supervisory Board of the 4th term of office who meets the criteria of independence

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18 sections 2 and 6 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to:

§ 1

Appoint Mrs./Mr. .... PESEL no. .... to a Member of the ENERGA SA Supervisory Board of the 4th joint term of office meeting the criteria of independence as set forth in § 23b sec. 2 of ENERGA SA's Articles of Association.

§ 2

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

**Justification for this resolution:**

On 2 December 2015, the Company received a request from its Shareholder, i.e. the State Treasury, to convene an Extraordinary General Meeting of ENERGA SA and place an item in the agenda of the Meeting on changes in the composition of the Supervisory Board of ENERGA Spółka Akcyjna with its registered office in Gdańsk.

The justification for placing the item on changes in the Supervisory Board in the agenda of the General Meeting pointed to the rights vested in the State Treasury as a shareholder under the Company's Articles of Association and the commercial company code.

Pursuant to § 18 sec. 6 of the ENERGA SA Articles of Association, in the period during which the Company is a public company, at least two Supervisory Board members appointed by the General Meeting should meet the criteria envisaged for independent supervisory board members within the meaning of 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), including the requirements following from the Code of Best Practices for Warsaw Stock Exchange Listed Companies.

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A candidate for an independent Supervisory Board member is obligated to submit to the Company, before being appointed to the Supervisory Board, a written representation on meeting the independence criteria.

....., date ..... 2016

.....  
(first name and surname).....  
PESEL no.

**REPRESENTATION**  
**of a candidate for an independent member of the ENERGA SA Supervisory Board**

I hereby represent that I meet the criteria envisaged for independent supervisory board members within the meaning of 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), including the requirements following from the Code of Best Practices for Warsaw Stock Exchange Listed Companies, including in particular:

- 1) I am not a shareholder holding over 5% votes at the General Meeting of ENERGA SA,
- 2) I am not linked<sup>1</sup> to a shareholder holding over 5% votes at the General Meeting of ENERGA SA,
- 3) I am not and I have not been employed by ENERGA SA and its subsidiaries in the last 3 years,
- 4) I do not and I have not discharged the function of a Management Board member or another management function in ENERGA SA or its subsidiaries, regardless of the legal form of employment in the last 5 years,
- 5) I am not and I have not been a statutory auditor or an employee of an entity providing statutory auditor services to ENERGA SA and its subsidiaries in the last 3 years,
- 6) I do not receive any remuneration or other financial benefits from ENERGA SA, its subsidiaries, except for the benefits due to me as a consumer who has entered an agreement with ENERGA SA or its subsidiary on standard terms and conditions,
- 7) I am not and I have not been a spouse, common law spouse, blood relative or relative by marriage of an ENERGA SA Management Board member or an employee holding a management position in ENERGA SA in the last 3 years,
- 8) I am not a management board member in any other company in which a member of ENERGA SA's Management Board is a supervisory board member,
- 9) I do not have any material business relations with ENERGA SA, its subsidiaries that might affect my independence.

At the same time I represent that:

- 1) pursuant to art. 18 of the Commercial Company Code, I have full capacity to perform legal acts, I have not been convicted in a final and unappealable verdict for offences under Chapters XXXIII-XXXVII of the Criminal Code or under Articles 585, 587, 590, and 591 of the Commercial Company Code,
- 2) I have not been registered in the Register of Insolvent Debtors kept pursuant to Article 55 of the National Court Register Act.
- 3) I give my consent for my personal data to be processed in connection with my candidacy and the possible appointment to the Supervisory Board of ENERGA SA,
- 4) I agree to be a candidate for a Member of the ENERGA SA Supervisory Board.

.....  
(signature of the person making the representation)

<sup>1</sup> this concerns financial, family and other relationships which may affect the position of a Supervisory Board member on the issue decided by the Supervisory Board.