

**Resolution No. 1
adopted by the Annual General Meeting
of the Company under the business name of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 24 June 2016**

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. Beata Chłodzińska, PESEL 72121003868, holding the personal ID no. ATD 600769 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 408,215,143 votes FOR, with no votes AGAINST and no votes ABSTAINED, for the total number of 408,215,143 valid votes cast from 263,287,143 shares constituting 63.59% in the Company's share capital.

**Resolution No. 2
adopted by the Annual General Meeting
of the Company under the business name of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 24 June 2016**

to give consent to record the course of the Annual General Meeting of ENERGA SA

Acting pursuant to § 11 sec. 2 of the Bylaws of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk, the following is hereby resolved:

§ 1

The Annual General Meeting hereby gives its consent to record the Annual General Meeting of ENERGA SA convened for 24 June 2016, by using sound and vision recording.

§ 2

The resolution comes into force on the date of its adoption

Resolution No. 2 was adopted in an explicit ballot by 358,270,568 votes FOR, with no votes AGAINST and 11,171,268 votes ABSTAINED, for the total number of 369,441,836 valid votes cast from 224,513,836 shares constituting 54.22% in the Company's share capital.

**Resolution No. 3
adopted by the Annual General Meeting
of the Company under the business name of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 24 June 2016**

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 2015.
6. Examine and approve the financial statements of the Company for the year ended 31 December 2015.
7. Adopt a resolution to distribute the 2015 net profit and set the record date and dividend payment date.
8. Adopt resolutions to grant a discharge to Management Board Members on the performance of their duties in 2015.
9. Adopt resolutions to grant a discharge to Supervisory Board Members on the performance of their duties in 2015.
10. Examine and approve the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2015.
11. Examine and approve the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2015.
12. Adjourn the Annual General Meeting.

§ 2

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

Resolution No. 3 was adopted in an explicit ballot by 408,215,143 votes FOR, with no votes AGAINST and no votes ABSTAINED, for the total number of 408,215,143 valid votes cast from 263,287,143 shares constituting 63.59% in the Company's share capital.

**Resolution No. 4
adopted by the Annual General Meeting
of the Company under the business name of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 24 June 2016**

to approve the Management Board Report on the activity of ENERGA SA for the year ended 31 December 2015.

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 2015.

§ 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 financial year 2016 was adopted by the Management Board of the Company with Resolution No. 50/V/2016 of 14 March 2016.

By the Resolution No. 50/IV/2016 of 24 May 2016, 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.

Resolution No. 4 was adopted in an explicit secret ballot by 407,769,560 votes FOR, with no votes AGAINST and 445,573 votes ABSTAINED, for the total number of 408,215,133 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

**Resolution No. 5
adopted by the Annual General Meeting
of the Company under the business name of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 24 June 2016**

to approve the financial statements of ENERGA SA for the year ended 31 December 2015.

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 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 2015, which include:

- 1) statement of profit or loss showing a net profit of PLN 841 million (eight hundred forty one million zloty),
- 2) statement of comprehensive income showing total comprehensive income of PLN 851 million (eight hundred fifty one million zloty),
- 3) statement of financial position showing total assets and liabilities and equity of PLN 12,543 million (twelve billion five hundred forty three million zloty),
- 4) statement of changes in equity showing an increase in equity by PLN 255 million (two hundred fifty five million zloty),
- 5) statement of cash flows showing an increase in net cash by PLN 198 million (one hundred ninety eight million zloty),
- 6) accounting principles (policies) and other 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 financial statements of ENERGA SA for the year ended 31 December 2015 prepared in accordance with the International Financial Reporting Standards were adopted by the Management Board of the Company with Resolution No. 50/V/2016 of 14 March 2016.

By the Resolution No. 49/IV/2016 of 24 May 2016, 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.

Resolution No. 5 was adopted in a explicit ballot by 396,929,808 votes FOR, with 114,057 votes AGAINST and 11,171,268 votes ABSTAINED, for the total number of 408,215,133 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

**Resolution No. 6
adopted by the Annual General Meeting
of the Company under the business name of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 24 June 2016**

to distribute the net profit for the financial year from 1 January 2015 to 31 December 2015 and set the 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 2015 in the amount of PLN 841,165,914.38 (eight hundred forty one million one hundred sixty five thousand, nine hundred fourteen and 38/100 zloty) shall be distributed as follows:

- 1) dividend for Shareholders: PLN 202,892,885.86 (two hundred two million eight hundred ninety two eight hundred eighty five and 86/100), that is PLN 0.49 (forty nine grosz) per share,
- 2) reserve capital: PLN 570,979,755.36 (five hundred seventy million nine hundred seventy nine thousand seven hundred fifty five and 36/100)
- 3) supplementary capital: PLN 67,293,273.16 (sixty seven million two hundred ninety three thousand seven hundred fifty five and 16/100 zloty).

§ 2

The record date is hereby set at 4 July 2016 and the dividend payment date at 18 July 2016.

§ 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 2015.

By the Resolution No. 52/IV/2016 of 24 May 2016, 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 record 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.

Resolution No. 6 was adopted in an explicit ballot by 408,206,221 votes FOR, with 8,911 votes AGAINST and 1 vote ABSTAINED, for the total number of 408,215,133 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

Resolution No. 7
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016

to amend the wording of draft resolutions

Acting pursuant to § 10 sec. 5 of the Bylaws of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk, the following is hereby resolved:

§ 1

The wording of the draft resolutions granting discharges to the following members of the ENERGA S.A. Management Board are hereby amended by replacing § 1 of such draft resolutions as follows:

previous wording:

“Mr. Mirosław Kazimierz Bieliński (PESEL: 62100503115) is hereby not granted a discharge on the performance of his duties as President of the Management Board for the period from 1 January 2015 to 29 April 2015.”

shall now read as follows:

“Mr. Mirosław Kazimierz Bieliński (PESEL: 62100503115) is hereby granted a discharge on the performance of his duties as President of the Management Board for the period from 1 January 2015 to 29 April 2015.”

previous wording:

“Mr. Mirosław Roman Szyszko (PESEL: 65040804850) is hereby not granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 1 January 2015 to 29 April 2015.”

shall now read as follows:

“Mr. Mirosław Roman Szyszko (PESEL: 65040804850) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 1 January 2015 to 29 April 2015.”

previous wording:

“Mr. Wojciech Topolnicki (PESEL: 75012700532) is hereby not granted a discharge on the performance of his duties as Vice-President of the Management Board for Development Strategy for the period from 1 January 2015 to 29 April 2015.”

shall now read as follows:

“Mr. Wojciech Topolnicki (PESEL: 75012700532) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Development Strategy for the period from 1 January 2015 to 29 April 2015.”

previous wording:

“Mr. Andrzej Marian Tersa (PESEL: 50020207435) is hereby not granted a discharge on the performance of his duties as President of the Management Board for the period from 29 April 2015 to 7 December 2015.”

shall now read as follows:

“Mr. Andrzej Marian Tersa (PESEL: 50020207435) is hereby granted a discharge on the performance of his duties as President of the Management Board for the period from 29 April 2015 to 7 December 2015.”

previous wording:

“Ms. Jolanta Maria Szydłowska (PESEL: 63061506681) is hereby not granted a discharge on the performance of her duties as Executive Vice-President of the Management Board for Corporate Affairs for the period from 29 April 2015 to 7 December 2015.”

shall now read as follows:

“Ms. Jolanta Maria Szydłowska (PESEL: 63061506681) is hereby granted a discharge on the performance of her duties as Executive Vice-President of the Management Board for Corporate Affairs for the period from 29 April 2015 to 7 December 2015.”

previous wording:

“Mr. Seweryn Piotr Kędra (PESEL: 78121012398) is hereby not granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 29 April 2015 to 31 December 2015.”

shall now read as follows:

“Mr. Seweryn Piotr Kędra (PESEL: 78121012398) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 29 April 2015 to 31 December 2015.”

Resolution No. 7 was adopted in an explicit ballot by 358,263,279 votes FOR, with no votes AGAINST and 49,951,854 votes ABSTAINED, for the total number of 408,215,133 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

**Resolution No. 8
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Mirosław Kazimierz Bieliński on the performance of his duties as President of the Management Board in 2015

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Companies 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 President of the Management Board for the period from 1 January 2015 to 29 April 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the 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's Report on the Company's activity in 2015 and the Financial Statements for 2015, the ENERGA SA Supervisory Board adopted Resolution No. 52/IV/2016 of 24 May 2016 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Mirosław Bieliński, President of the ENERGA SA Management Board, on the performance of his duties in the period from 1 January 2015 to 29 April 2015.

Resolution No. 8 was not adopted in a secret ballot by 358,254,317 votes AGAINST, with 321 votes FOR and 49,960,494 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

**Resolution No. 9
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Roman Szyszko on the performance of his duties as Vice-President of the Management Board for Financial Matters in 2015

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

§ 1

Mr. Mirosław Roman Szyszko (PESEL: 65040804850) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 1 January 2015 to 29 April 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the 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's Report on the Company's activity in 2015 and the Financial Statements for 2015, the ENERGA SA Supervisory Board adopted Resolution No. 53/IV/2016 of 24 May 2016 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Roman Szyszko, Vice-President of the Management Board for Financial Matters of ENERGA SA, on the performance of his duties in the period from 1 January 2015 to 29 April 2015.

Resolution No. 9 was not adopted in a secret ballot by 358,254,367 votes AGAINST, with 271 votes FOR and 49,960,494 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.

**Resolution No. 10
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Wojciech Topolnicki on the performance of his duties as Vice-President of the Management Board for Development Strategy in 2015

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

§ 1

Mr. Wojciech Topolnicki (PESEL: 75012700532) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Development Strategy for the period from 1 January 2015 to 29 April 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the 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's Report on the Company's activity in 2015 and the Financial Statements for 2015, the ENERGA SA Supervisory Board adopted Resolution No. 54/IV/2016 of 24 May 2016 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Wojciech Topolnicki, Vice-President of the ENERGA SA Management Board for Development Strategy, on the performance of his duties in the period from 1 January 2015 to 29 April 2015.

Resolution No. 10 was not adopted in a secret ballot by 358,254,367 votes AGAINST, with 271 votes FOR and 49,960,494 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.

**Resolution No. 11
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Andrzej Marian Tersa on the performance of his duties as President of the Management Board in 2015

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

§ 1

Mr. Andrzej Marian Tersa (PESEL: 50020207435) is hereby granted a discharge on the performance of his duties as President of the Management Board for the period from 29 April 2015 to 7 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the 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's Report on the Company's activity in 2015 and the Financial Statements for 2015, the ENERGA SA Supervisory Board adopted Resolution No. 55/IV/2016 of 24 May 2016 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Marian Andrzej Tersa, President of the ENERGA SA Management Board, on the performance of his duties in the period from 29 April 2015 to 7 December 2015.

Resolution No. 11 was not adopted in a secret ballot by 271 votes AGAINST, with 50 votes FOR and 408,214,811 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital

**Resolution No. 12
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Ms. Jolanta Maria Szydłowska on the performance of her duties as Executive Vice-President of the Management Board for Corporate Affairs in 2015.

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

§ 1

Ms. Jolanta Maria Szydłowska (PESEL: 63061506681) is hereby granted a discharge on the performance of her duties as Executive Vice-President of the Management Board for Corporate Affairs for the period from 29 April 2015 to 7 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the 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's Report on the Company's activity in 2015 and the Financial Statements for 2015, the ENERGA SA Supervisory Board adopted Resolution No. 56/IV/2016 of 24 May 2016 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Ms. Jolanta Maria Szydłowska, Executive Vice-President of the Management Board for Corporate Affairs, on the performance of her duties in the period from 29 April 2015 to 7 December 2015.

Resolution No. 12 was not adopted in a secret ballot by 271 votes AGAINST, with no votes FOR and 408,214,861 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital

**Resolution No. 13
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Seweryn Piotr Kędra on the performance of his duties as Vice-President of the Management Board for Financial Matters in 2015

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

§ 1

Mr. Seweryn Piotr Kędra (PESEL: 78121012398) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 29 April 2015 to 31 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Companies Code, the 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's Report on the Company's activity in 2015 and the Financial Statements for 2015, the ENERGA SA Supervisory Board put to a vote a resolution on the motion to grant a discharge to Mr. Seweryn Piotr Kędra on the performance of his duties as Vice-President of the Management Board for Financial Matters in 2015, which resolution failed to receive the required majority of votes and hence was not adopted.

Resolution No. 13 was not adopted in a secret ballot by 271 votes AGAINST, with np votes FOR and 408,214,861 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital

**Resolution No. 14
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Bogusław Nadolnik on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Companies 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 1 January 2015 to 9 November 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

Resolution No. 14 was adopted in a secret ballot by 407,852,676 votes FOR, with no votes AGAINST and 362,457 votes ABSTAINED, for the total number of 408,215,133 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

**Resolution No. 15
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Zbigniew Wtulich on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Companies 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 2015 to 31 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

Resolution No. 15 was adopted in a secret ballot by 407,852,676 votes FOR, with no votes AGAINST and 362,457 votes ABSTAINED, for the total number of 408,215,133 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

**Resolution No. 16
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Marian Gawrylczyk on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Companies 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 2015 to 28 July 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

Resolution No. 16 was adopted in a secret ballot by 407,852,675 votes FOR, with no votes AGAINST and 362,457 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.

**Resolution No. 17
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Mirosław Szreder on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Companies 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 2015 to 31 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

Resolution No. 17 was adopted in a secret ballot by 407,852,675 votes FOR, with no votes AGAINST and 362,457 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.

**Resolution No. 18
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Ms. Paula Ziemiecka-Księżak on the performance of her duties in the Supervisory Board of ENERGA SA in 2015

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Companies 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 1 January 2015 to 31 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

Resolution No. 18 was adopted in a secret ballot by 407,746,659 votes FOR, with no votes AGAINST and 468,473 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.

**Resolution No. 19
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Bogdan Skalski on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

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

§ 1

Mr. Bogdan Skalski (PESEL: 73052604812) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 12 November 2015 to 31 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

Resolution No. 19 was adopted in a secret ballot by 407,852,675 votes FOR, with 1 vote AGAINST and 362,457 votes ABSTAINED, for the total number of 408,215,133 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

**Resolution No. 20
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Jarosław Mioduszeński on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Companies 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 1 January 2015 to 31 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

Resolution No. 20 was adopted in a secret ballot by 407,852,676 votes FOR, with no votes AGAINST and 362,457 votes ABSTAINED, for the total number of 408,215,133 valid votes cast from 263,287,133 shares constituting 63.59% in the Company's share capital.

**Resolution No. 21
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Jakub Żołyński on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Companies 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 1 January 2015 to 1 October 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

Resolution No. 21 was adopted in a secret ballot by 407,852,676 votes FOR, with no votes AGAINST and 362,186 votes ABSTAINED, for the total number of 408,214,862 valid votes cast from 263,286,862 shares constituting 63.59% in the Company's share capital.

**Resolution No. 22
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Waldemar Kamrat on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

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

§ 1

Mr. Waldemar Kamrat (PESEL: 53102506695) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 October 2015 to 2 December 2015, including on the performance of his duties as Vice-President of the Management Board for Development Strategy during the period of his secondment to the Management Board, i.e. in the period from 6 October 2015 to 2 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

In the period from 6 October 2015 to 2 December 2015, Mr. Waldemar Kamrat discharged the function of Management Board Member – Vice-President of the Management Board for Development Strategy as a Supervisory Board Member seconded to the Management Board.

*Appendix to Current Report No. 24/2016
on resolutions adopted by ENERGA SA AGM on 24 June 2016*

Resolution No. 22 was adopted in a secret ballot by 407,852,675 votes FOR, with no votes AGAINST and 362,457 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.

**Resolution No. 23
adopted by the Annual General Meeting
of the Company operating under the business name of ENERGA Spółka Akcyjna
with its registered office in Gdańsk
on 24 June 2016**

in the matter of: granting a discharge to Mr. Roman Pionkowski on the performance of his duties in the Supervisory Board of ENERGA SA in 2015

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

§ 1

Mr. Roman Pionkowski (PESEL: 62050309256) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 2 December 2015 to 31 December 2015, including on the performance of his duties as President of the Management Board during the period of his secondment to the Management Board, i.e. in the period from 7 December 2015 to 31 December 2015.

§ 2

This resolution shall come into force on the date of its adoption.

Justification for this resolution:

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

In the financial year 2015, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Companies Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 58/IV/2015 of 24 May 2016, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2015 which included, among others, the activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2015.

In the period from 7 December 2015 to 31 December 2015, Mr. Roman Pionkowski discharged the function of President of the Management Board as a Supervisory Board Member seconded to the Management Board.

*Appendix to Current Report No. 24/2016
on resolutions adopted by ENERGA SA AGM on 24 June 2016*

Resolution No. 23 was adopted in a secret ballot by 407,852,675 votes FOR, with no votes AGAINST and 362,457 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.

**Resolution No. 24
adopted by the Annual General Meeting
of the Company under the business name of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 24 June 2016**

to approve the Management Board Report on the activity of the ENERGA SA Group
for the year ended 31 December 2015

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 2015.

§ 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 2015 was adopted by the Management Board of the Company with Resolution No. 51/V/2016 of 14 March 2016.

By the Resolution No. 60/IV/2016 of 24 May 2016, 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.

Resolution No. 24 was adopted in an explicit ballot by 407,760,870 votes FOR, with no votes AGAINST and 454,262 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.

**Resolution No. 25
adopted by the Annual General Meeting
of the Company under the business name of
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 24 June 2016**

to examine and approve the consolidated financial statements of the ENERGA SA
Group for the year ended 31 December 2015

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 2015, which include:

- 1) consolidated statement of profit or loss showing a net profit of PLN 840 million
(eight hundred forty million zloty),
- 2) consolidated statement of comprehensive income showing total comprehensive
income of PLN 857 million (eight hundred fifty seven million zloty),
- 3) consolidated statement of financial position showing total assets and liabilities and
equity of 18,456 million (eighteen billion four hundred fifty six million zloty),
- 4) consolidated statement of changes in equity showing an increase in consolidated
equity by PLN 261 million (two hundred sixty one million zloty),
- 5) consolidated statement of cash flows showing a decrease increase in net cash by
PLN 253 million (two hundred fifty three million zloty),
- 6) accounting principles (policies) and other 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 2015 prepared in accordance
with the International Financial Reporting Standards was adopted by the Management
Board of the Company with Resolution No. 51/V/2016 of 14 March 2016.

By the Resolution No. 61/IV/2016 of 24 May 2015, the Supervisory Board of ENER-
GA 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 2015 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 of the Commercial Company Code and Article 63c section 4 of the Accounting Act.

Resolution No. 25 was adopted in an explicit ballot by 407,646,813 votes FOR, with 114,057 votes AGAINST and 454,262 votes ABSTAINED, for the total number of 408,215,132 valid votes cast from 263,287,132 shares constituting 63.59% in the Company's share capital.