

*DRAFT*

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of ... 2014**

**concerning:** election of the Chairman of the Extraordinary General Meeting

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

§ 1.

The Extraordinary General Meeting elects Mr./Ms. ...., PESEL ....., holder of identity card ..... the Chairman of the Extraordinary General Meeting.

§ 2.

The Resolution comes into force on the day of adoption.

DRAFT

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of ... 2014**

**concerning:** granting consent to the acquisition of fixed assets components in the form of long-term bonds issued by Breva Sp. z o.o.

Acting pursuant to § 26 section 1 point 2 of the Articles of Association of the Company, the following is hereby resolved:

§ 1.

Consent is hereby given to the acquisition of fixed assets components in the form of long-term bonds issued by Breva Sp. z o.o. with a value not exceeding PLN 100,435,000.00 (say: one hundred million four hundred thirty five thousand zlotys), on the following framework conditions:

1) product	domestic bonds
2) total maximum value of bonds issued under the program	PLN 100,435,000.00 (say: one hundred million four hundred thirty five thousand zlotys)
3) period during which the Company will be bound by the bonds issue agreement	up to 15 years
4) nominal value of one bond	PLN 1,000.00 (say: one thousand zlotys)
5) bond holder	ENERGA SA
6) bonds redemption	after commissioning the investment project on the basis of the DSCR index
7) additional conditions	rate of interest based on rates applied by financial institutions in projects of this type
8) bonds issue security	none

§ 2.

The Resolution comes into force on the day of adoption.

DRAFT

**Resolution No ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of ... 2014**

**concerning:** amendment to § 33 section 2 of the Articles of Association of ENERGA SA with its registered office in Gdańsk

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, the following is hereby resolved:

§ 1.

The Extraordinary General Meeting amends the Articles of Association of the Company so that § 33 section 2, now reading:

*“2. The personal rights referred to in § 18 and § 19 of the Articles of Association shall expire on the day on which the share of the rights holder in the share capital falls below 10%.”*

shall now read as follows:

*“2. The personal rights referred to in § 18 and § 19 of the Articles of Association shall expire on the day on which the share of the rights holder in the share capital falls below 20%.”*

§ 2.

The General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Statutes of the Company, incorporating the amendments made under this Resolution.

§ 3.

The Resolution comes into force on the day of adoption.

**Grounds for the draft resolution concerning  
amendment to § 33 section 2 of the Articles of Association of ENERGA SA**

By a motion dated 14 January 2014 (reference symbol: MSP/DSK/KD/572/13) the Minister of the State Treasury requested placing the following item on the agenda of the next General Meeting of ENERGA SA:

“Adoption of a resolution concerning an amendment to the Articles of Association of ENERGA Spółka Akcyjna”.

As grounds for the motion, the following explanation was provided: “In connection with a comment made by the Financial Supervision Authority in the course of drafting the final version of the issue prospectus prior to the Company’s IPO, the State Treasury, as the Selling Shareholder, has undertaken to take steps aimed at amending the Articles of Association by increasing the minimum share of the ST, specified in § 33 of the Articles of Association, required for exercising personal rights, from 10% to 20%.”

The draft resolution of the General Meeting of the Company concerning amendment to § 33 section 2 of the Articles of Association of ENERGA SA with its registered office in Gdańsk allows the motion of the Minister of the State Treasury.

The motion of the Minister of the State Treasury to include the aforesaid item in the agenda of the General Meeting has been placed on the website of the Company.