

**FORM TO BE USED BY A PROXY TO EXERCISE THE VOTING RIGHT
AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA
CONVENED FOR 17 FEBRUARY 2014**

INSTRUCTIONS

Using this form is not obligatory and depends on the shareholder's decision.

The shareholder issues instructions by placing an "X" in the appropriate box.

If the shareholder decides to vote differently from his/her shares, he/she is requested to indicate in the appropriate box the number of shares from which the proxy is to vote "for", "against" or "abstain". If the number of shares has not been indicated, it shall be construed that the proxy has the right to vote in the designated way from all the shares held by the shareholder.

We wish to point out that the draft resolutions attached to this form may differ from the draft resolutions put to the vote at the EGM. In such case, in order to avoid doubts as to the manner in which the proxy is to vote, we recommend specifying the way in which the proxy is to behave in the aforementioned situation in the box marked "other".

**FORM TO BE USED BY A PROXY TO EXERCISE THE VOTING RIGHT
AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA
CONVENED FOR 17 FEBRUARY 2014**

**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 of the Company.

§ 2.

The Resolution comes into force on the day of adoption.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAINED (number of votes)
- OTHER (number of votes)

In the event of voting against the resolution concerning election of the Chairman of the Extraordinary General Meeting, the Shareholder may express his/her objections below with a request to enter the objections in the minutes.

Objections*

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.....

Instructions regarding the proxy voting on the resolution concerning election of the Chairman of the Extraordinary General Meeting.

Instructions*

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.....

.....
(place, date and Shareholder's signature)

* delete as appropriate

**FORM TO BE USED BY A PROXY TO EXERCISE THE VOTING RIGHT
AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA
CONVENED FOR 17 FEBRUARY 2014**

**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 programme	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.

Voting:

FOR (number of votes)
 AGAINST (number of votes)
 ABSTAINED (number of votes)
 OTHER (number of votes)

In the event of voting against the resolution concerning acquisition of fixed assets components in the form of long-term bonds issued by Breva Sp. z o.o., the Shareholder may express his/her objections below with a request to enter the objections in the minutes.

Objections*

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Instructions regarding the proxy voting on the resolution concerning acquisition of fixed assets components in the form of long-term bonds issued by Breva Sp. z o.o..

Instructions*

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.....
.....

.....
(place, date and Shareholder's signature)

* delete as appropriate

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AT THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA
CONVENED FOR 17 FEBRUARY 2014**

**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 Articles of Association of the Company, incorporating the amendments made under this Resolution.

§ 3.

The Resolution comes into force on the day of adoption.

Voting:

<input type="checkbox"/> FOR	(number of votes)
<input type="checkbox"/> AGAINST	(number of votes)
<input type="checkbox"/> ABSTAINED	(number of votes)
<input type="checkbox"/> OTHER	(number of votes)

In the event of voting against the resolution concerning amendment to § 33 section 2 of the Articles of Association of ENERGA SA with its registered office in Gdańsk, the Shareholder may express his/her objections below with a request to enter the objections in the minutes.

Objections*

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Instructions regarding the proxy voting on the resolution concerning amendment to § 33 section 2 of the Articles of Association of ENERGA SA with its registered office in Gdańsk.

Instructions*

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.....
(place, date and Shareholder's signature)

* delete as appropriate