

**ENERGA Spółka Akcyjna
Extraordinary General Meeting
convened for 17 February 2014**

PROXY FORM

I (we), the undersigned, being a shareholder/representing a shareholder** of ENERGA Spółka Akcyjna with its registered office in Gdańsk (the "**Company**"), here represent that:

_____ (the "**Shareholder**")
(name and surname/business name and registered office of the Shareholder)

holds _____ Company shares
(number)

and I/we hereby authorize*:

Mr./Ms. _____, holder of identity card/passport/other official document confirming identity**, number _____, issued by _____, (the "**Proxy**") to act in accordance with the instructions regarding the manner of voting given below/at the discretion of the Proxy**, to the extent described below.

or:

_____ *(name/business name)* with its registered office in _____, address: _____, entered in the National Court Register – Register of Entrepreneurs kept by the _____ Court, ___ Commercial Division of the National Court Register under number KRS _____, with the share capital of PLN _____ (the "**Proxy**") to act in accordance with the instructions regarding the manner of voting given below/at the discretion of the Proxy**, to the extent described below.

The Proxy has the right to grant further proxies*. Yes/No

Scope of authorisation: the Proxy is authorized to represent the Shareholder at the Extraordinary General Meeting of the Company, convened for **10.00 a.m. on 17 February 2014** in Gdańsk, Aleja Zwycięstwa 14, Room No 5 Multikino S.A. (the "**Meeting**"), and in particular, to participate and address the Meeting, to sign the attendance register, to exercise the voting right for and on behalf of the Shareholder from the shares held by the Shareholder and to perform any and all other actions connected with the Meeting.

This proxy covers all the shares held by the Shareholder* Yes/No

This proxy covers _____ *(number)* of shares held by the Shareholder***.

Details of the Shareholder / persons authorized to represent the Shareholder:

Name and surname: _____	Name and surname: _____
Business name: _____	Business name: _____
Function: _____	Function: _____
Address: _____	Address: _____
Signature: _____	Signature: _____
Place: _____	Place: _____
Date: _____	Date: _____

* mark the appropriate box

** delete as appropriate

*** fill in only if the proxy does not cover all the shares held by the Shareholder

ADDITIONAL INFORMATION

1. Identification

In order to identify the Shareholder granting the proxy and the Proxy representing that Shareholder, the proxy document shall be accompanied by:

- a) in the case of a Shareholder who is a natural person – a copy of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the Shareholder;
- b) in the case of a Shareholder who is not a natural person – a copy of the current excerpt from the appropriate register or another document confirming the existence of such Shareholder and the right of his representative or representatives to represent the Shareholder, with copies of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the Shareholder's representative or representatives;
- c) in the case of a Proxy who is a natural person - a copy of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the Proxy;
- d) in the case of a Proxy who is not a natural person - a copy of the current excerpt from the appropriate register or another document confirming the existence of such Proxy and the right of his representative or representatives to represent him, with copies of the identity card, pages of the passport allowing identification of the holder or another official document confirming the identity of the representative or representatives authorized to represent the Proxy.

In the case of foreign entities established in countries where the appropriate registers are not kept, instead of copies of a current excerpt from the register referred to in sub-clause b and d above, a copy of a document confirming the existence of a given entity and the right of its representative or representatives to represent that entity shall be enclosed.

In the event of doubts as to the authenticity of the copies of the aforesaid documents, the Company or a person designated to register the Shareholders may demand, prior to the opening of the General Meeting, the presentation of the originals of the documents or their excerpts certified as consistent with the original by a notary, legal adviser or another entity authorised to issue such certifications. Unless they are presented, the Proxy of the Shareholder may not be allowed to participate in the General Meeting.

Any and all documents referred to above, drawn up in a foreign language, shall be accompanied by a certified translation into the Polish language made by a certified translator.

If the proxy to participate in the General Meeting and to exercise the voting right granted by the Shareholder is conditional, the proof of meeting a given condition shall also be enclosed.

In the event of the Shareholder granting a proxy with voting instructions, the Company will not verify whether the Proxies exercise the voting right in accordance with the instructions received from the Shareholders. Therefore, the voting instructions must be given only to the Proxy.

2. Proxy granted electronically

A proxy to participate in the Meeting and to exercise the voting right may be granted electronically. Granting a proxy in the electronic form shall not require affixing it with a secure electronic signature verified by a valid qualified certificate. The granting of a proxy in the electronic form shall be reported to the Management Board using means of electronic communications. The notice shall be sent by electronic mail to the e-mail address of the Company: wz@energa.pl. The notice shall be accompanied

by a scan of the proxy and a scan of the documents referred to in section 1 sub-clauses a - d above. The notice shall also include the e-mail address through which the Company may contact the Shareholder and the Proxy. The Management Board shall have the right to verify the notices and to take steps aimed at identifying the Shareholder and the Proxy and to confirm that the proxy has been duly granted. This verification may consist, in particular, in a return question addressed to the Shareholder or the Proxy over the telephone or electronically. The above rules shall apply accordingly to a modification or revocation of a proxy. Notices failing to meet the aforesaid requirements shall cause no legal consequences for the Company. The Company shall not be liable for errors in completing the proxy form and the actions of the persons using proxies. A Proxy appearing at the General Meeting shall be obligated to present, at the request of the Company or a person (persons) designated to register the Shareholders, the original documents enclosed with the aforesaid notice.

In the case of foreign entities established in countries where the appropriate registers are not kept, instead of copies of a current excerpt from the register, a copy of a document confirming the existence of a given entity and the right of its representative or representatives to represent that entity shall be enclosed.

In the event of doubts as to the authenticity of the copies of the aforesaid documents, the Company or a person designated to register the Shareholders may demand, prior to the opening of the General Meeting, the presentation of the originals of the documents or their excerpts certified as consistent with the original by a notary, legal adviser or another entity authorised to issue such certifications. Unless they are presented, the Proxy of the Shareholder may not be allowed to participate in the General Meeting.

Any and all documents referred to above, drawn up in a foreign language, shall be accompanied by a certified translation into the Polish language made by a certified translator.

3. Material information

IN THE EVENT OF DISCREPANCIES BETWEEN THE DETAILS OF THE SHAREHOLDER GIVEN IN THE PROXY AND THE DETAILS INCLUDED IN THE LIST OF SHAREHOLDERS DRAWN UP ON THE BASIS OF THE LIST RECEIVED FROM THE ENTITY OPERATING THE SECURITIES DEPOSIT AND HANDED OVER TO THE COMPANY PURSUANT TO ARTICLE 406³ OF THE COMMERCIAL COMPANIES CODE, THE SHAREHOLDER MAY NOT BE ADMITTED TO THE MEETING.

THE COMPANY DOES NOT OBLIGATE SHAREHOLDERS TO GRANT PROXIES USING THE ABOVE FORM.