

**ENERGA Spółka Akcyjna
Ordinary Shareholder Meeting
convened for 20 May 2014**

PROXY APPOINTMENT FORM

I/We signed hereunder, shareholders/representing shareholders** of ENERGA Spółka Akcyjna with its registered office in Gdańsk ("**Company**"), hereby represent that:

_____ ("**Shareholder**")

(First name and surname / Business name and registered office of the Shareholder)

holds: _____ shares of the
Company

(number)

and I/We hereby authorize*:

Ms./Mr. _____, holding an identity
card/passport/other _____ official _____ identification _____ document**
number _____, issued by _____ ("**Proxy**")

to act in accordance with the voting instructions provided below/ at the Proxy's discretion**, within the scope described below.

or:

_____ (name/business name), with its registered office in

address: _____, entered in the National Court Register
– Register of Entrepreneurs, by the _____ Court _____,
Economic Division of the National Court Register under file number KRS _____, with a
share capital of _____ ("**Proxy**") to act in accordance with the voting instructions
provided below / at the Proxy's discretion**, within the scope described below.

The proxy has the right to appoint further proxies*? Yes / No

Scope of authorization:: The Proxy is authorized to represent the Shareholder at the Ordinary Shareholder Meeting of the Company called for **20 May 2014, at 10 a.m.** in Warsaw, Sheraton Warsaw Hotel at ul. Bolesława Prusa 2 ("**Meeting**") and in particular to participate and take the floor during the Meeting, to sign the attendance list and to exercise voting right on behalf and for the Shareholder with the Shareholder's shares and to take any actions necessary in connection with the Meeting.

Does this proxy instrument pertain to all the shares held by the Shareholder*? Yes/No

This proxy instrument pertains to _____ (number) shares held by the Shareholder***.

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

First name and surname: _____ First name and surname: _____

Business name: _____ Business name: _____

Position: _____ Position: _____

Address: _____ Address: _____

By: _____ By: _____

Town/city: _____ Town/city: _____

Date: _____ Date: _____

* check applicable box

** delete as necessary

*** fill out only if this proxy instrument does not pertain to all the shares held by the Shareholder

ADDITIONAL INFORMATION

1. Identification

To identify the Shareholder granting the powers-of-attorney and the representing Proxy, the following should be attached to the document confirming the granting of proxy powers:

- a) in the case of a Shareholder who is a natural person – copy of the identity card, passport pages allowing for identification or another official document identifying the Shareholder;
- b) in the case of a Shareholder who is not a natural person – copy of the current extract from the relevant register or another document confirming the existence of such Shareholder and the right of its representative or representatives to represent it, including copies of identity cards, passport pages allowing for identification or another official document identifying the representative or representatives authorized to represent the Shareholder;
- c) in the case of a Proxy who is a natural person – copy of the identity card, passport pages allowing for identification or another official document identifying the Proxy;
- d) in the case of a Proxy who is not a natural person – copy of the current extract from the relevant register or another document confirming the existence of such Proxy and the right of its representative or representatives to represent it, including copies of identity cards, passport pages allowing for identification or another official document identifying the representative or representatives authorized to represent the Proxy;

In the case of foreign entities, in whose domicile the state does not keep appropriate registers, the current extracts from the register mentioned in items b and d above should be replaced by a copy of a document confirming the existence of the entity and the right of its representative or representatives to represent it.

In case of doubt as to the authenticity of the copies of the documents mentioned above, the Company or the person named to register Shareholders may request that originals of such documents or their official copies certified by a notary, legal advisor or another entity authorized to certify documents as compliant with their originals, be presented before the Extraordinary Shareholder Meeting begins. If such documents are not produced, the Shareholder's Proxy may be denied participation in the Meeting.

All of the documents mentioned above, which are prepared in a foreign language, should be accompanied by an appropriate certified translation into Polish, prepared by a sworn translator.

If the proxy instrument to participate in the meeting and exercise voting rights at the Meeting granted by the Shareholder is conditional then the evidence that the condition has been fulfilled should also be attached.

In the event that the Shareholder issues a proxy instrument containing voting instructions, the Company will not verify whether or not the Proxies exercise the voting right in accordance with the instructions received from the Shareholders. Accordingly, the voting instructions should be provided to the Proxy only.

2. Proxy instrument granted electronically

The proxy instrument to participate in the Meeting and exercise the voting right may be granted electronically. Such proxy granted electronically does not require a secure electronic signature verified with a valid qualified certificate. The Management Board should be notified about granting proxy electronically using the means of electronic communication. Such notification may be sent to the

Company's e-mail address: wz@energa.pl. A scan of the proxy instrument and a scan of the documents mentioned in items 1.a-d above should be attached to the notification.

The notification should also specify the e-mail address that the Company could use to contact the Shareholder and the Proxy. The Management Board has the right to verify the notifications received and to take action to identify the Shareholder and the Proxy and confirm that the powers have actually been granted.

Such verification may involve in particular, a double check by phone or by e-mail in the form of a question asked to the Shareholder or the Proxy. The same principles will apply accordingly to modify or revoke the proxy. The notifications, which fail to meet the requirements mentioned above will have no legal effect on the Company. The Company will not be responsible for any errors in filling out the proxy form and for actions of the persons using the proxies

A Proxy coming to the Meeting is obligated to present, upon request from the Company or a person named to register Shareholders, the original documents attached to the notification as mentioned above,

In the case of foreign entities, in whose domicile the state does not keep appropriate registers, the scan of a current extract from the register should be replaced by a scan of a document confirming the existence of the entity and the right of its representative or representatives to represent it.

In case of doubt as to the authenticity of the documents mentioned above, the Company or the person named to register Shareholders may request that originals of such documents or their official copies certified by a notary, legal advisor or another entity authorized to certify documents as compliant with their originals, be presented before the Extraordinary Shareholder Meeting begins. If such documents are not produced, the Shareholder's Proxy may be denied participation in the Meeting.

All of the documents mentioned above, which are prepared in a foreign language, should be accompanied by an appropriate certified translation into Polish, prepared by a sworn translator.

3. Important information

IN CASE OF DIFFERENCES BETWEEN SHAREHOLDER'S DETAILS PROVIDED IN THE PROXY INSTRUMENT AND DETAILS IN THE LIST OF SHAREHOLDERS PREPARED ON THE BASIS OF THE RECORDS RECEIVED FROM THE DEPOSITARY OF SECURITIES AND PROVIDED TO THE COMPANY PURSUANT TO ART. 406³ OF THE COMMERCIAL COMPANY CODE, THE SHAREHOLDER MAY BE DENIED PARTICIPATION IN THE MEETING.

THE COMPANY DOES NOT REQUIRE THE PROXY TO BE GIVEN ON THIS FORM.