

Resolution No. ...
adopted by the Ordinary Shareholder Meeting
of the Company operating under the business name of:
ENERGA Spółka Akcyjna with its registered office in Gdańsk
on 20 May 2014

to appoint a Member of the ENERGA SA Supervisory Board for the 4th Term of Office.

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves as follows:

§ 1

Appoint Mr./Ms. to the position of a Member of the ENERGA SA Supervisory Board for the 4th joint Term of Office.

§ 2

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

Justification for adopting this resolution:

Pursuant to § 18.2 of the Articles of Association of ENERGA SA, powers of the General Meeting of ENERGA SA include appointment of the Company's Supervisory Board members, the number of which takes into account the personal entitlement of the State Treasury shareholder to appoint a specific number of Supervisory Board members, i.e. where the Supervisory Board consists of:

- 1) an even number of members, the eligible shareholder will appoint half of all members plus one member of the Supervisory Board,
- 2) an odd number of members, the eligible shareholder will appoint such a number of Supervisory Board members, which is arrived at by dividing the number of all members by two and rounding up to the nearest integer.

The eligible shareholder will appoint and dismiss Supervisory Board members by written statement submitted to the Management Board. The statement will be deemed to be submitted upon its delivery.

Accordingly, the Management Board of ENERGA SA believes that adopting this resolution would be justified.