

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

to set the number of members of the ENERGA SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18.1 and § 18.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves as follows:

§ 1

The Supervisory Board of ENERGA SA shall be comprised of ... (in words: ...) members.

§ 2

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

Justification for adopting this resolution:

According to § 18 item 2 of the ENERGA SA Articles of Association, the Shareholder Meeting of the Company sets the number of Supervisory Board members. It may be comprised of 5 to 12 persons.

This resolution is necessary in order to determine the personal entitlements, i.e. the number of Supervisory Board members to be named by the eligible shareholder mentioned in § 33 of the Company's Articles of Association.

Depending on the number of Supervisory Board members set by this resolution, the shareholder mentioned in § 33 of the Company's Articles of Association will receive a personal entitlement to appoint and dismiss a specific number of Supervisory Board members; namely, 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.