

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 approve the consolidated financial statements of the ENERGA SA Capital Group prepared in accordance with the International Financial Reporting Standards as adopted by the European Union for the year ended 31 December 2013

Acting pursuant to Article 63c.4 of the Accountancy Act of 29 September 1994 and Article 395 § 5 of the Commercial Company Code, the Ordinary Shareholder Meeting hereby resolves to:

§ 1

Approve the consolidated financial statements of the ENERGA SA Capital Group prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, for the financial year from 1 January 2013 to 31 December 2013, which include:

- 1) consolidated profit and loss account showing a net profit of PLN 742,978 thousand (seven hundred forty two million nine hundred seventy eight thousand zloty),
- 2) consolidated statement of financial position showing assets and liabilities and equity of PLN 17,084,556 thousand (seventeen billion eighty four million five hundred fifty six thousand zloty),
- 3) consolidated statement of changes in equity showing an increase in equity in the amount of PLN 329,773 thousand (three hundred twenty nine million seven hundred seventy three thousand zloty),
- 4) consolidated cash flow statement showing a net cash increase of PLN 321,340 thousand (three hundred twenty one million three hundred forty thousand zloty),
- 5) notes and explanations.

§ 2

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

Justification for adopting this resolution:

Pursuant to Article 55.1 of the Accountancy Act of 29 September 1994 (Journal of Laws 2013 Item 330), the consolidated financial statements of the ENERGA SA Capital Group prepared in accordance with the International Financial Reporting Standards for the year ended 31 December 2013 were adopted by the Company's Management Board with Resolution No. 670/III/2014 of 6 March 2014.

The Supervisory Board of ENERGA SA, in its Resolution No. 17/III/2014 of 7 March 2014, issued a positive opinion on the statements in question regarding their consistency with the ledgers and documents and with the facts and put forward a motion for the Annual General Meeting to approve them.

These consolidated financial statements of the Capital Group are subject to a review and approval by the Company's Annual General Meeting pursuant to Article 395 § 5 of the Commercial Company Code and Article 63c.4 of the Accountancy Act.