

Resolution no. ...
adopted by the Annual 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, meeting the independence criteria

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18.2 and § 18.6 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, meeting the independence criteria as set forth in § 23b.2 of the Articles of Association of ENERGA SA.

§ 2

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

Justification for adopting this resolution:

Pursuant to §18.6 of the Articles of Association of ENERGA SA, when the Company operates as a public company, at least two members of the Supervisory Board should satisfy the independence criteria prescribed for an independent supervisory board member within the meaning of the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (2005/162/EC), in consideration of additional requirements arising out of Best Practices of Warsaw Stock Exchange Listed Companies.

A candidate for an independent member of the Supervisory Board must submit to the Company, before his or her appointment to the Supervisory Board, a written representation on satisfying the required criteria.

The intention of the Company's Management Board is to observe all the principles prescribed by the Best Practices of Warsaw Stock Exchange Listed Companies, however in order for this principle to be fulfilled, the Shareholder Meeting must adopt a decision to elect two members of the ENERGA SA Supervisory Board satisfying the independence criteria as mentioned above.

Accordingly, the Management Board of ENERGA SA believes that adopting these resolutions by the Ordinary Shareholder Meeting of the Company and electing two independent members of the Supervisory Board would be justified.