



**PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014**

GUIDANCE

The use of this form is not mandatory and it is up to the shareholder to use it or not.

The shareholder gives instruction by putting an 'X' in the relevant field.

Where the shareholder decides to vote differently on his/ her shares, the shareholder is requested to indicate, as appropriate, the number of shares where the proxy is to vote 'for', 'against' or 'abstain' from vote. If no number of shares is given, the proxy is authorized to vote as instructed on all shares held by the shareholder.

The forms do not replace the power of attorney given to the proxy by the shareholder and authorizing the former to participate in the Extraordinary General Meeting and exercise the voting rights during the voting rounds concerning the resolutions of the Extraordinary General Meeting.

ENERGA SA reserves the right not to verify whether or not the proxy exercises the voting right in accordance with the instructions given by the Shareholder.

Please note that the draft resolutions enclosed with this proxy vote form may differ from the draft resolutions subject to voting at the Extraordinary General Meeting.

PROXY VOTE FORM**AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014****voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on the election of the Chairperson of the Extraordinary General
Meeting****Shareholder**

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be
held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:
_____**Shareholder's Proxy**

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Serial number of personal identity card or passport or any other identity document including designation of the
issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

**The proposed language of the resolution on the election of the Chairperson of the Extraordinary General
Meeting:**

Acting pursuant to Article 409 § 1 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting hereby elects, PESEL.....,
holder of identity card to be the Chair of the Company's Extraordinary General Meeting.

§ 2

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on the election of the Chairperson of the Extraordinary General Meeting, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning the election of the Chairperson of the Extraordinary General Meeting.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

* *please delete as appropriate*

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on the adoption of the agenda of the Extraordinary General
Meeting

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on the adoption of the agenda of the Extraordinary General Meeting:

It is hereby resolved as follows:

§ 1

The General Meeting of the Company resolves to adopt the following agenda of the Extraordinary General Meeting of ENERGA SA:

1. Opening of the Extraordinary General Meeting.
2. Electing the Chairperson of the Extraordinary General Meeting.
3. Stating that the Extraordinary General Meeting has been convened properly and is capable of adopting binding resolutions.
4. Accepting the agenda of the Extraordinary General Meeting.
5. Adopting resolutions on the amendments to the Company's Articles of Associations.
6. Adopting a resolution on the amendments to the By-Laws of the Company's General Meeting.

7. Adopting a resolution on consent for disposal of fixed assets related to the implementation of the Project to construct a dam and a power plant on Vistula River below Włocławek, and transfer on ENERGA Invest SA of any rights and obligations under the agreement concluded on 9 March 2010 between ENERGA SA and Ove Arup & Partners International Limited.
8. Adopting a resolution on consent to acquire fixed assets in the form of long-term bonds issued by ENERGA-OPERATOR SA.
9. Closing the debates of the Extraordinary General Meeting.

§ 2

This Resolution shall come into force upon being adopted.

Voting:

- | | | |
|--------------------------|---------|-------------------------|
| <input type="checkbox"/> | FOR | (number of votes) |
| <input type="checkbox"/> | AGAINST | (number of votes) |
| <input type="checkbox"/> | ABSTAIN | (number of votes) |

Where the Shareholder votes against the resolution on the adoption of the agenda of the Extraordinary General Meeting, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning the adoption of the agenda of the Extraordinary General Meeting.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 10 of the Company's Articles of
Association

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on an amendment to § 10 of the Company's Articles of Association:

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting amends § 10 of the Company's Articles of Association in that:

1) the following sections 2 and 3 shall be removed:

‘2 *During the period when the State Treasury is a shareholder in the Company, the State Treasury is entitled to the following rights in particular:*

- 1) *the right to receive information regarding the Company in the form of a quarterly report in accordance with the guidelines issued by the State Treasury Minister,*
- 2) *the right to receive information on all material changes to the Company's financial or legal standing,*
- 3) *the right to receive notifications of convening the General Meeting by registered letter with*

return receipt requested or courier even if the General Meeting is convened by way of an announcement in Monitor Sądowy i Gospodarczy,

- 4) *the right to receive copies of all resolutions adopted by the Supervisory Board and minutes of Supervisory Board meetings at which:*
 - a) *the Company's annual activity is evaluated following the end of a financial year,*
 - b) *resolutions are adopted to appoint, dismiss or suspend members of the Management Board,*
 - c) *resolutions are adopted to delegate members of the Supervisory Board to perform temporarily the duties of Management Board members,*
 - d) *dissenting opinions to the adopted resolutions were filed,*
 - 5) *the right to receive copies of information provided to the Minister in charge of public finance about any sureties or guarantees granted, pursuant to Article 34 of the Act of 8 May 1997 on Sureties and Guarantees Granted by the State Treasury and Certain Legal Persons (uniform text, Journal of Laws of 2003 No. 174, Item 1689, as amended),*
 - 6) *the right to receive reports of the Supervisory Board prepared in connection with the exercise of supervision over the performance of investments by the Management Board and supervision over the correct and effective spending of cash on investments, including in particular on the acquisition of fixed assets,*
 - 7) *the right to receive, at least once per year, together with a report of the Supervisory Board on the results of assessment of the annual financial statements (consolidated financial statements of the capital group), an opinion of the Supervisory Board on the economic viability of the Company's capital exposure to other commercial companies,*
 - 8) *the right to receive copies of announcements subject to the duty of publication in Monitor Sądowy i Gospodarczy,*
 - 9) *the right to receive complete sets of documents forming, pursuant to Article 395 § 2 of the Commercial Companies Code, the subject matter of the Annual General Meeting, i.e.:*
 - a) *the financial statements (consolidated financial statements of the capital group),*
 - b) *the Management Board report on the Company's activity (Management Board report on the activity of the capital group) for the previous financial year,*
 - c) *the auditor's opinion and report on the audit of the Company's financial statements (consolidated financial statements of the capital group),*
 - d) *the Supervisory Board report,*
 - e) *the Management Board's motion on the distribution of profit or the coverage of loss,*
 - 10) *the right to receive a uniform text of the Articles of Association within four weeks from the date of entry of amendments to the Articles of Association in the register of commercial entities.*
3. *As of the date of admission of the Company's shares to trading on a regulated market, section 2 shall be repealed.'*
- 2) the numbering of the hitherto section 4 shall be changed to section 2.

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.

Voting:

FOR (number of votes)



- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 10 of the Company's Articles of Association, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 10 of the Company's Articles of Association.

Instruction*

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Other*

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 (place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 16 of the Company's Articles of
Association

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on an amendment to § 16 of the Company's Articles of Association:

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting amends § 16 of the Company's Articles of Association in that:

- 1) the following section 5 shall be removed:
 - ‘5. Once the State Treasury holds half or less of the shares in the Company, a Management Board Member may be:
 - 1) dismissed or suspended also by the General Meeting,
 - 2) suspended for important reasons by the Supervisory Board.’
- 2) the numbering of the hitherto sections 6 and 7 shall be changed to 5 and 6 as appropriate.

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 16 of the Company's Articles of Association, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 16 of the Company's Articles of Association.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 17 section 1 item 20 of the Company's
Articles of Association

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on an amendment to § 17 section 1 item 20 of the Company's Articles of Association:

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting amends the Company's Articles of Association in that the existing § 17 section 1 item 20:

'20) *specifying the voting instructions for the Company's representative to the general meetings of companies involved in generation, transmission or distribution of electricity in the following matters:*

- *the incurring of contingent liabilities by such companies,*
- *the contracting of loan agreements,*
- *the establishment of collateral by such companies, including the establishment of security interests on their assets,*
- *the contracting of other agreements or the adoption of general meeting resolutions pertaining or related to generation units, cogeneration units with a value in excess of EUR 50,000,000 or a*

distribution grid within the meaning of the Energy Law with a value in excess of EUR 5,000,000,', shall be reworded as follows:

- '20) *determining the voting instructions for the Company to the general meetings of companies involved in generation, transmission or distribution of electricity in the following matters:*
- a) *the incurring of contingent liabilities by such companies,*
 - b) *the contracting of loan agreements,*
 - c) *the establishment of collateral by such companies, including the establishment of security interests on their assets,*
 - d) *the contracting of other agreements or the adoption of general meeting resolutions pertaining or related to generation units, cogeneration units with a value in excess of EUR 50,000,000 or a distribution grid within the meaning of the Energy Law with a value in excess of EUR 5,000,000,'*

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 17 section 1 item 20 of the Company's Articles of Association, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 17 section 1 item 20 of the Company's Articles of Association.

Instruction*

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Other*

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 (place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 17 section 1 item 21 of the Company's
Articles of Association

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on an amendment to § 17 section 1 item 21 of the Company's Articles of Association:

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting amends the Company's Articles of Association in that in the existing § 17 section 1 item 21:

- 1) the word: '*specifying*' shall be replaced with the word: '*determining*',
- 2) the following phrase shall be deleted: '*or the Company's subsidiaries within the meaning of the provisions of the Commercial Companies Code*'.

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3



This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 17 section 1 item 21 of the Company's Articles of Association, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 17 section 1 item 21 of the Company's Articles of Association.

Instruction*

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Other*

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.....
(place, date and signature of the Shareholder)

** please delete as appropriate*

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 17 section 2 item 1 of the Company's
Articles of Association

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on an amendment to § 17 section 2 item 1 of the Company's Articles of Association:

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting amends the Company's Articles of Association in that the existing § 17 section 2 item 1:

'1) *provide the Supervisory Board with quarterly information on the investment projects referred to in section 1 item 15 (j), regardless of the progress of the relevant project,*'

shall be reworded as follows:

'1) *provide the Supervisory Board with quarterly information on the activities that require consent of the Supervisory Board as referred to in section 1 item 15 (j),'*

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles



of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 17 section 2 item 1 of the Company's Articles of Association , the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 17 section 2 item 1 of the Company's Articles of Association.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM**AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014****voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 22 section 6 of the Company's Articles of
Association****Shareholder**First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be
held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:
_____**Shareholder's Proxy**First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Serial number of personal identity card or passport or any other identity document including designation of the
issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

**The proposed language of the resolution on an amendment to § 22 section 6 of the Company's Articles of
Association:**

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting hereby amends the Company's Articles of Association in that it adds the
following phrase: *'videoconference or teleconference'* in § 22 section 6 after the word: '(e-mail)'.

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles
of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.



Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 22 section 6 of the Company's Articles of Association , the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 22 section 6 of the Company's Articles of Association.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

** please delete as appropriate*

PROXY VOTE FORM

**AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014**
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 22 of the Company's Articles
of Association

ShareholderFirst and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be
held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:
_____**Shareholder's Proxy**First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Serial number of personal identity card or passport or any other identity document including designation of the
issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

**The proposed language of the resolution on an amendment to § 22 of the Company's Articles of
Association:**

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting hereby amends the Company's Articles of Association in that it adds the
following section 8 in § 22:

'8. *Supervisory Board members may participate in the adoption of resolutions during the Board meeting by
casting their vote in writing via another Supervisory Board member. A vote cast in writing must not
concern issues that have been added to the agenda during the Supervisory Board meeting.*'

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles
of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 22 of the Company's Articles of Association, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 22 of the Company's Articles of Association.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM**AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014****voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 23a section 2 of the Company's Articles of
Association****Shareholder**First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be
held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:
_____**Shareholder's Proxy**First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Serial number of personal identity card or passport or any other identity document including designation of the
issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

**The proposed language of the resolution on an amendment to § 23a section 2 of the Company's Articles
of Association:**

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1The Extraordinary General Meeting amends the Company's Articles of Association in that the existing § 23a
section 2:

'2. *The Audit Committee shall be composed of at least 3 members, including at least 1 member fulfilling the
independence criteria prescribed by law, in consideration of the regulations referred to in § 23b section 2,
and holding accounting or financial audit qualifications.*,'

shall be reworded as follows:

'2. *The Supervisory Board may establish other permanent or ad hoc committees.*.'



§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 23a section 2 of the Company's Articles of Association , the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 23a section 2 of the Company's Articles of Association.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 23a sections 3 to 5 of the Company's
Articles of Association

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on an amendment to § 23a sections 3 to 5 of the Company's Articles of Association:

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting hereby amends the Company's Articles of Association in that it removes the following sections 3 to 5 in §23a:

3. *If the Supervisory Board consists of no more than 5 members, the tasks of the Audit Committee shall be performed by the members of the Supervisory Board.*
4. *The tasks of the Audit Committee include the following in particular:*
 - 1) *monitoring the financial reporting process,*
 - 2) *monitoring the effective operation of internal control, internal audit and risk management systems,*
 - 3) *monitoring the performance of financial audit activities,*
 - 4) *monitoring the independence of the auditor and the entity licensed to audit financial statements, including in the event of provision of the services referred to in Article 48 Section 2 of the Act of 7 May*



2009 on Statutory Auditors and Their Self-Regulatory Body, Entities Licensed to Audit Financial Statements and Public Oversight (Journal of Laws No. 77, Item 649, as amended).

- 5. The Audit Committee shall recommend to the Supervisory Board an entity licensed to audit financial statements to conduct financial audit activities in the Company.'

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 23a sections 3 to 5 of the Company's Articles of Association , the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 23a sections 3 to 5 of the Company's Articles of Association.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 25 of the Company's Articles of
Association

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on an amendment to § 25 of the Company's Articles of Association:

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting hereby amends the Company's Articles of Association in that:

- 1) the existing language of § 25 is numbered as section 3,
- 2) and the following sections 1 and 2 are added:
 - '1. Shareholders may participate in the General Meeting and exercise their voting rights in person or by proxy.
 2. The proceedings of the General Meeting shall be transmitted in real time and the audio- or video recording of the proceedings shall be posted on the Company's website upon the end of the proceedings.'



§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 25 of the Company's Articles of Association, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 25 of the Company's Articles of Association.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014
voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on an amendment to § 26 section 1 item 7 of the Company's
Articles of Association

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on an amendment to § 26 section 1 item 7 of the Company's Articles of Association:

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§ 1

The Extraordinary General Meeting hereby amends the Company's Articles of Association in that it removes the following phrase in § 26 section 1 item 7: *'subject to the deadline specified in § 31 section 2 of the Articles of Association'*.

§ 2

The General Meeting authorizes the Supervisory Board to adopt the uniform language of the Company's Articles of Association, upon accounting for the amendments introduced by way of this Resolution.

§ 3

This Resolution shall come into force upon being adopted.



Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on an amendment to § 26 section 1 item 7 of the Company's Articles of Association, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning an amendment to § 26 section 1 item 7 of the Company's Articles of Association.

Instruction*

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Other*

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_____ (place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM**AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014****voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on the amendments to the Regulations of the General Meeting of
ENERGA SA****Shareholder**First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be
held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:
_____**Shareholder's Proxy**First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other
relevant register to which the entity is entered including designation of that register: _____Serial number of personal identity card or passport or any other identity document including designation of the
issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

**The proposed language of the resolution on the amendments to the Regulations of the General Meeting
of Shareholders of ENERGA SA:**Acting pursuant to § 25 of the Company's Articles of Association and § 12 section 1 of the Regulations of the
General Meeting of ENERGA SA, it is hereby resolved as follows:

§ 1

1. The Extraordinary General Meeting amends the Regulations of the General Meeting of ENERGA SA in that:
 - 1) the following sub-item f) is added in § 2 section 1 item 5:
f) representatives of the media – without voting right.,
 - 2) section 2 in § 2 shall be removed, and the hitherto section 3 in § 2 shall be changed to section 2,
 - 3) the following § 2¹ shall be added:
§ 2¹. [Principles of Granting Powers of Attorney]
 1. *The power of attorney held by the Proxy shall be given in the written or electronic form.*
 2. *A Power of Attorney held by a Proxy and written in a foreign language should be translated into Polish by a sworn translator.*
 3. *Details concerning granting powers of attorney shall be posted in each notice of General*

Meeting.

- 4) the existing § 3 section 2 item 3 sub-item c):

'c) Any recording of the proceedings at the General Meeting using sound or image recording techniques,'

shall be reworded as follows:

'c) recording of the proceedings at the General Meeting using electronic recording techniques,'

- 5) the existing § 11:

'1. The Chairperson of the General Meeting may at any time demand that all or part of the proceedings be recorded and in particular he or she may delegate the recording of procedural resolutions and discussions concerning the matters included on the agenda of the meeting to an Attendee appointed by the Chairperson (Secretary of the General Meeting)

2. With the consent of the General Meeting, the Chairperson of the General Meeting may also request that all or part of the proceedings of the General Meeting be recorded using sound and image recording systems. Each person whose intervention is recorded in this manner may request that it not be disseminated or published.

3. Records of the proceedings signed by the Secretary of the General Meeting and the Chairperson of the General Meeting referred to in Section 1 above, as well as correctly secured carriers with the recordings referred to in Section 2 shall be retained by the Management Board at the Company for three years.'

shall be reworded as follows:

'1. The proceedings of the General Meeting shall be transmitted in real time and recorded using sound or image recording systems.

2. The recording of the proceedings shall be posted on the Company's website, in the section "Investor Relations", upon the end of the General Meeting.'

2. The amendments to the Regulations of the General Meeting of ENERGA SA, referred to in Section 1, shall be effective as of the following General Meeting of ENERGA SA.

§ 2

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)
- ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on amendments to the Regulations of the General Meeting of ENERGA SA, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning amendments to the By-Laws of the General Meeting of ENERGA SA.

Instruction*

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Other*

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(place, date and signature of the Shareholder)

** please delete as appropriate*

PROXY VOTE FORM**AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014**

**voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on consent for disposal of fixed assets related to the
implementation of the Project to construct a dam and a power plant on Vistula River below
Włocławek, and transfer on ENERGA Invest SA of any rights and obligations under the
agreement concluded on 9 March 2010 between ENERGA SA and Ove Arup & Partners
International Limited**

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder: _____

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

**The proposed language of the resolution on consent for disposal of fixed assets related to the
implementation of the Project to construct a dam and a power plant on Vistula River below Włocławek,
and transfer on ENERGA Invest SA of any rights and obligations under the agreement concluded on 9
March 2010 between ENERGA SA and Ove Arup & Partners International Limited**

Acting pursuant to § 26 section 1 item 3 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Extraordinary General Meeting ENERGA SA hereby consents that:

- 1) ENERGA SA disposes of certain fixed assets to ENERGA Invest SA relating to the implementation of the Project to construct a dam and a power plant on Vistula River below Włocławek (Vistula Project), that is the documentation of the Vistula Project made by Ove Arup & Partners International Limited of the United Kingdom operating in Poland as a branch of a foreign entrepreneur under the business name of Ove Arup & Partners International Limited Sp. z o.o. Oddział w Polsce [Branch in Poland] with its registered office in Warsaw (Ove Arup & Partners International Limited), for the total net price not lower than PLN 31 447 863.44 (in words: thirty-one million four hundred forty-seven thousand eight hundred sixty-three

zlotys 44/100),

- 2) ENERGA SA transfers on ENERGA Invest SA any and all rights and obligations under the agreement concluded on 9 March 2010 between ENERGA SA and Ove Arup & Partners International Limited and concerning the development of the documentation required to construct the dam and the power plant on Vistula below Włocławek.

§ 2

This Resolution shall come into force upon being adopted.

Voting:

- FOR (number of votes)
 AGAINST (number of votes)
 ABSTAIN (number of votes)

Should the Shareholder vote against the resolution on consent for disposal of fixed assets related to the implementation of the Project to construct a dam and a power plant on Vistula River below Włocławek, and transfer on ENERGA Invest SA of any rights and obligations under the agreement concluded on 9 March 2010 between ENERGA SA and Ove Arup & Partners International Limited, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning consent for disposal of fixed assets related to the implementation of the Project to construct a dam and a power plant on Vistula River below Włocławek, and transfer on ENERGA Invest SA of any rights and obligations under the agreement concluded on 9 March 2010 between ENERGA SA and Ove Arup & Partners International Limited.

Instruction*

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Other*

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 (place, date and signature of the Shareholder)

* please delete as appropriate

PROXY VOTE FORM

**AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY CALLED ENERGA SPÓŁKA
AKCYJNA TO BE HELD ON 15 DECEMBER 2014**

**voting on the Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna with
its registered office in Gdańsk on consent to acquire fixed assets in the form of long-term bonds
issued by
ENERGA-OPERATOR SA**

Shareholder

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Number of votes to which the Shareholder is entitled at the Extraordinary General Meeting of ENERGA SA to be held on 15 December 2014 and which is covered by the power of attorney given to the Proxy by the Shareholder:

Shareholder's Proxy

First and last name / Name (business name) and registered office: _____

Address of residence/ Address of registered office: _____

Mailing address: _____

Personal Identification Number (PESEL)/ National Court Register (KRS) number or the number of any other relevant register to which the entity is entered including designation of that register: _____

Serial number of personal identity card or passport or any other identity document including designation of the issuing authority: _____

Date on which the Shareholder gave the power of attorney to the Proxy: _____

The proposed language of the resolution on consent to acquire fixed assets in the form of long-term bonds issued by ENERGA-OPERATOR SA:

Acting pursuant to § 26 section 1 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

The Extraordinary General Meeting of ENERGA SA hereby consents to the purchase of fixed assets in the form of:

- 1) long-term bonds issued by ENERGA-OPERATOR SA with the total nominal value up to PLN 276 000 000.00 (in words: two hundred seventy six million), on the following general terms:

| | |
|---|---|
| 1) product: | domestic bonds, |
| 2) total maximum value of the bonds issued as part of the program | PLN 276 000 000.00 (in words: two hundred seventy six million), |
| 3) bond issue validity period | up to 20 years, |
| 4) period of issuing the individual bond | up to 15 years, |

| | |
|--|--|
| classes | |
| 5) nominal value per one share | PLN 100 000.00 (in words: one hundred thousand zlotys), |
| 6) bondholder | ENERGA SA, |
| 7) additional provisions | interest rate of the bonds based on the rates applied by the financing institutions of ENERGA SA plus the costs of debt service incurred or to be incurred by ENERGA SA, |
| 8) collateral securing the bonds issue | none; |

- 2) additional long-term bonds issued by ENERGA-OPERATOR SA with the nominal value of PLN 100 000 000.00 (in words: one hundred million zlotys), and for that purpose resolves to amend § 1 of Resolution No. 1 of the Company's Extraordinary General Meeting of 18 October 2012 on expressing consent to acquire items of PP&E in the form of long-term bonds issued by ENERGA-OPERATOR SA as recorded in the notarial deed registered under the number Roll of Deeds A 6223/2012 by Zbigniew Kundo, a notary, running the notary office in Gdańsk at ul. Grunwaldzka 102, and reword it as follows:

§ 1

Consent is given to the acquisition of items of PP&E in the form of long-term bonds issued by ENERGA-OPERATOR SA with the total nominal value up to PLN 2,800,000,000.00 (in words: two billion eight hundred million zlotys), on the following general terms:

| | |
|---|---|
| I. <i>Product:</i> | <i>Domestic bonds,</i> |
| II. <i>Total maximum value of the bonds issued as part of the program</i> | <i>PLN 2,800,000,000.00 (in words: two billion eight hundred million)</i> |
| III. <i>Bond issue validity period</i> | <i>up to 20 years</i> |
| IV. <i>Period of issuing the individual bond classes</i> | <i>up to 15 years</i> |
| V. <i>Nominal value per one share</i> | <i>PLN 100,000.00 (in words: one hundred thousand zlotys),</i> |
| VI. <i>Bondholder</i> | <i>ENERGA SA</i> |
| VII. <i>Additional provisions</i> | <i>interest rate of the bonds based on the rates applied by the financing institutions of ENERGA SA plus the costs of debt service incurred or to be incurred by ENERGA SA,</i> |
| VIII. <i>Collateral securing the bonds issue</i> | <i>None'</i> |

§ 3

This Resolution shall come into force on the date of its adoption.

Voting:

- FOR (number of votes)
- AGAINST (number of votes)

ABSTAIN (number of votes)

Where the Shareholder votes against the resolution on consent to acquire fixed assets in the form of long-term bonds issued by ENERGA-OPERATOR SA, the Shareholder may express his/her dissenting opinion and request that it should be put on record.

Dissenting opinion*

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The instruction concerning proxy voting on the resolution concerning consent to acquire fixed assets in the form of long-term bonds issued by ENERGA-OPERATOR SA.

Instruction*

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Other*

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 (place, date and signature of the Shareholder)

* please delete as appropriate