

**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 26 June 2017**

to elect the Chairperson of the Annual General Meeting

Acting pursuant to Article 409 § 1 of the Commercial Company Code and § 5 sec. 3 of the Bylaws of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk, the following is hereby resolved:

§ 1

The Annual General Meeting hereby elects Mr./Ms., PESEL, holding the personal ID no. to be the Chairperson of the Annual General Meeting of the Company.

§ 2

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

DRAFT

Attachment No. 2

**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 26 June 2017**

to accept the agenda for the Annual General Meeting of ENERGA SA

Acting pursuant to Article 409 § 2 of the Commercial Company Code and § 6 sec. 1 of the Bylaws of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk, the following is hereby resolved:

§ 1

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

1. Open the Annual General Meeting.
2. Elect the Chairperson of the Annual General Meeting.
3. Assert that the Meeting has been convened correctly and is capable of adopting valid resolutions.
4. Adopt the agenda of the Annual General Meeting.
5. Examine and approve the Management Board report on the activity of ENERGA SA for the year ended 31 December 2016.
6. Examine and approve the Company's financial statements for the year ended 31 December 2016.
7. Adopt a resolution to distribute the 2016 net profit and set the record date and dividend payment date.
8. Adopt resolutions to grant a discharge to Members of the Management Board on the performance of their duties in 2016.
9. Adopt resolutions to grant a discharge to Members of the Supervisory Board on the performance of their duties in 2016.
10. Examine and approve the Management Board Report on the activity of the ENERGA SA Group for the year ended 31 December 2016.
11. Examine and approve the consolidated financial statements of the ENERGA SA Group for the year ended 31 December 2016.
12. Adopt a resolution to set the number of members of the ENERGA SA Supervisory Board.
13. Appoint members of the ENERGA SA Supervisory Board of the 5th term of office.
14. Adjourn the Annual General Meeting.

§ 2

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

**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 26 June 2017**

to approve the Management Board Report on the activity of ENERGA SA for the year ended 31 December 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the Management Board Report on the activity of ENERGA SA for the year ended 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 49 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the Management Board Report on the activity of ENERGA SA for the financial year 2016 was adopted by the Management Board of the Company with Resolution No. 551/V/2017 of 22 May 2017.

By the Resolution No. 52/IV/2017 of 29 May 2017, the Supervisory Board of ENERGA SA issued a positive opinion on the report and moved to the Annual General Meeting to approve the report.

This Management Board Report on the activity of ENERGA SA is subject to examination and approval by the Company's General Meeting pursuant to Article 393 item 1 of the Commercial Company Code.

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Attachment No. 4

**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 26 June 2017**

to approve the financial statements of ENERGA SA for the year ended 31 December 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Company Code, the Annual General Meeting hereby resolves to:

§ 1

Approve the financial statements of ENERGA SA prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2016, which include:

- 1) statement of profit or loss showing net profit of PLN 784 million (seven hundred eighty four million zloty),
- 2) statement of comprehensive income showing total comprehensive income of PLN 815 million (eight hundred fifteen million zloty),
- 3) statement of financial position showing total assets and liabilities and equity of PLN 14,380 million (fourteen billion three hundred eighty million zloty),
- 4) statement of changes in equity showing an increase in equity by PLN 612 million (six hundred twelve million zloty),
- 5) statement of cash flows showing an increase in net cash by PLN 818 million (eight hundred eighteen million zloty),
- 6) accounting principles (policies) and notes.

§ 2

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

Justification for this resolution:

Pursuant to Article 52 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 Item 330, as amended), the financial statements of ENERGA SA for the year ended 31 December 2016 prepared in accordance with the International Financial Reporting Standards were adopted by the Management Board of the Company with Resolution No. 551/V/2017 of 22 May 2017.

By the Resolution No. 51/IV/2017 of 29 May 2017, the Supervisory Board of ENERGA SA issued a positive opinion on these statements and stating that they accurately and clearly present all the information material to evaluation of the economic and financial standing and the financial performance and moved to the Annual General Meeting to approve these statements.

These financial statements are subject to examination and approval by the Company's General Meeting pursuant to Article 393 item 1 of the Commercial Company Code and Article 53 section 1 of the Accounting Act.

DRAFT

Attachment No. 5

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 26 June 2017

to distribute the net profit for the financial year from 1 January 2016 to 31 December 2016 and set the record date and dividend payment date

Acting pursuant to Article 395 §2 item 2, Article 348 §3 of the Commercial Company Code and §26 section 1 item 7 of the Company's Articles of Association, the following is hereby resolved:

§ 1

The net profit for the financial year of 2016 in the amount of PLN 783,542,643.96 (seven hundred eighty three million five hundred forty two thousand six hundred forty three and 96/100 zloty) shall be distributed as follows:

- 1) dividend for Shareholders: PLN 78,672,751.66 (seventy eighty million six hundred seventy two thousand seven hundred fifty one and 66/100), that is PLN 0.19 (nineteen grosz) per share,
- 2) supplementary capital: PLN 704,869,892.30 (seven hundred four million eight hundred sixty nine thousand eight hundred ninety two and 30/100).

§ 2

The record date is hereby set at 25 September 2017 and the dividend payment date at 9 October 2017.

§ 3

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

A justification for this resolution has been provided by the Company's Management Board in its motion to distribute the net profit for the financial year 2016. By the Resolution No. 53/IV/2017 of 29 May 2017, the Supervisory Board of ENERGA SA issued a positive opinion on the motion.

The dividend will be paid to ENERGA SA's shareholders through the National Depository of Securities (KDPW). The procedures required in the dividend payment process are defined by the KDPW Bylaws and the Detailed Operating Rules of KDPW. Among others, no later than 5 business days before the dividend date (date of record, when rights to dividends are determined), the Company is obligated to register the event through KDPW's web application. In practical terms, this means that the record date should be set no earlier than on the 5th business day after this General Meeting is held.

With respect to the dividend payment date, KDPW's operating procedures specify that it cannot be set earlier than on the 10th business day after the dividend date.

Additionally, in accordance with the Code of Best Practices for Warsaw Stock Exchange Listed Companies, a dividend should be paid no later than 15 business days after the dividend rights are determined. A longer period between these dates requires a detailed justification.

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Attachment No. 6

**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 26 June 2017**

to grant a discharge to Mr. Dariusz Kaśków on the performance of his duties as the
President of the Management Board in 2016

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial
Company Code, the following is hereby resolved:

§ 1

Mr. Dariusz Kaśków (PESEL: 64112411358) is hereby granted a discharge on the per-
formance of his duties as the President of the Management Board for the period from 4
January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual
General Meeting grants a discharge to members of the company's governing bodies on
the performance of their duties.

Following an analysis and evaluation of the Management Board's Report on the Com-
pany's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Su-
pervisory Board adopted Resolution No. 54/IV/2016 of 29 May 2017 in which it rec-
ommended to the Company's Annual General Meeting to grant a discharge to Mr. Da-
riusz Kaśków, President of the ENERGA SA Management Board, on the performance
of his duties in the period from 4 January 2015 to 31 December 2016.

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Attachment No. 7

**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 26 June 2017**

to grant a discharge to Mr. Roman Pionkowski on the performance of his duties as
Vice-President of the Management Board in 2016-----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial
Company Code, the following is hereby resolved:

§ 1

Mr. Roman Pionkowski (PESEL: 62050309256) is hereby granted a discharge on the
performance of his duties as Vice-President of the Management Board for Develop-
ment Strategy for the period from 4 January 2016 to 26 February 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual
General Meeting grants a discharge to members of the company's governing bodies on
the performance of their duties.

Following an analysis and evaluation of the Management Board's Report on the
Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA
Supervisory Board adopted Resolution No. 54/IV/2016 of 29 May 2017 in which it
recommended to the Company's Annual General Meeting to grant a discharge to Mr.
Roman Pionkowski, Vice-President of the Management Board for Development
Strategy, on the performance of his duties in the period from 4 January 2015 to 26
February 2016.

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Attachment No. 8

**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 26 June 2017**

to grant a discharge to Mr. Mariusz Rędaszka on the performance of his duties as
Vice-President of the Management Board in 2016-----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial
Company Code, the following is hereby resolved:

§ 1

Mr. Mariusz Rędaszka (PESEL: 70112901139) is hereby granted a discharge on the
performance of his duties as Vice-President of the Management Board for Financial
Matters for the period from 4 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual
General Meeting grants a discharge to members of the company's governing bodies on
the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Com-
pany's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Su-
pervisory Board adopted Resolution No. 55/IV/2017 of 29 May 2017 in which it rec-
ommended to the Company's Annual General Meeting not to grant a discharge to Mr.
Mariusz Rędaszka, Vice-President of the Management Board for Financial Matters, on
the performance of his duties in the period from 4 January to 31 December 2016.

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Attachment No. 9

**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 26 June 2017**

to grant a discharge to Mr. Grzegorz Ksepko on the performance of his duties as the Vice-President of the Management Board for Corporate Matters in 2016.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Grzegorz Ksepko (PESEL: 77012200531) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Corporate Matters for the period from 1 February 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 57/IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Grzegorz Ksepko, Vice-President of the Management Board for Corporate Matters, on the performance of his duties in the period from 1 February to 31 December 2016.

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Attachment No. 10

**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 26 June 2017**

to grant a discharge to Mr. Przemysław Piesiewicz on the performance of his duties as the Vice-President of the Management Board for Development Strategy in 2016-----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Przemysław Piesiewicz (PESEL: 77012702774) is hereby granted a discharge on the performance of his duties as the Vice-President of the Management Board for Development Strategy for the period from 21 March 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 56/IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting to grant a discharge to Mr. Przemysław Piesiewicz, Vice-President of the Management Board for Development Strategy, on the performance of his duties in the period from 21 March 2016 to 31 December 2016.

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Attachment No. 11

**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 26 June 2017**

to grant a discharge to Ms. Mariola Anna Zmudzińska on the performance of her duties as the Vice-President of the Management Board for Investor Relations in 2016.-

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Mariola Anna Zmudzińska (PESEL: 73100801080) is hereby granted a discharge on the performance of her duties as the Vice-President of the Management Board for Investor Relations for the period from 21 March 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 58 /IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting to grant a discharge to Ms. Mariola Anna Zmudzińska, Vice-President of the Management Board for Investor Relations, on the performance of her duties in the period from 21 March 2016 to 31 December 2016.

**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 26 June 2017**

to grant a discharge to Mr. Seweryn Kędra on the performance of his duties as the Vice-President of the Management Board for Financial Matters in 2016.

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Seweryn Kędra (PESEL: 78121012398) is hereby granted a discharge on the performance of his duties as Vice-President of the Management Board for Financial Matters for the period from 1 January 2016 to 3 January 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

Following an analysis and evaluation of the Management Board Report on the Company's activity in 2016 and the Financial Statements for 2016, the ENERGA SA Supervisory Board adopted Resolution No. 60/IV/2017 of 29 May 2017 in which it recommended to the Company's Annual General Meeting not to grant a discharge to Mr. Seweryn Kędra, Vice-President of the Management Board for Financial Matters, on the performance of his duties in the period from 1 January to 3 January 2016.

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Attachment No. 13

**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 26 June 2017**

to grant a discharge to Mr. Jarosław Mioduszeowski on the performance of his duties in the Supervisory Board of ENERGA SA in 2016.

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Jarosław Mioduszeowski (PESEL: 64102512133) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 7 January 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 26 June 2017**

to grant a discharge to Mr. Mirosław Szreder on the performance of his duties in the Supervisory Board of ENERGA SA in 2016.

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Mirosław Szreder (PESEL: 57122607952) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 7 January 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 26 June 2017**

to grant a discharge to Mr. Zbigniew Wtulich on the performance of his duties in the Supervisory Board of ENERGA SA in 2016.

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Zbigniew Wtulich (PESEL: 58022500013) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

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Attachment No. 16

**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 26 June 2017**

to grant a discharge to Ms. Paula Ziemiecka-Księżak on the performance of her duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Paula Ziemiecka-Księżak (PESEL: 77021300424) is hereby granted a discharge on the performance of her duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

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Attachment No. 17

**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 26 June 2017**

to grant a discharge to Mr. Bogdan Skalski on the performance of his duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Bogdan Skalski (PESEL: 73052604812) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 8 September 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

**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 26 June 2017**

to grant a discharge to Mr. Roman Pionkowski on the performance of his duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Roman Pionkowski (PESEL: 62050309256) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 1 January 2016 to 3 January 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

In the period from 1 January 2016 to 3 January 2016, Mr. Roman Pionkowski discharged the function of President of the Management Board as a Supervisory Board Member seconded to the Management Board.

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Attachment No. 19

**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 26 June 2017**

to grant a discharge to Mr. Jacek Kościelniak on the performance of his duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Jacek Kościelniak (PESEL: 63100910837) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 30 December 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

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Attachment No. 20

**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 26 June 2017**

to grant a discharge to Ms. Agnieszka Terlikowska-Kulesza on the performance of her duties in the Supervisory Board of ENERGA SA in 2016.

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Ms. Agnieszka Terlikowska-Kulesza (PESEL: 66042000060) is hereby granted a discharge on the performance of her duties in the Supervisory Board of ENERGA SA for the period from 8 September 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

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Attachment No. 21

**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 26 June 2017**

to grant a discharge to Mr. Maciej Żółtkiewicz on the performance of his duties in the
Supervisory Board of ENERGA SA in 2016 -----

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial
Company Code, the following is hereby resolved:

§ 1

Mr. Maciej Żółtkiewicz (PESEL: 54011604931) is hereby granted a discharge on the
performance of his duties in the Supervisory Board of ENERGA SA for the period
from 7 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual
General Meeting grants a discharge to members of the company's governing bodies on
the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in
accordance with the generally applicable provisions of law, including the Commercial
Company Code, and with the Company's Articles of Association and the Supervisory
Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board
accepted the Supervisory Board's activity report for the financial year 2016 which in-
cluded, among others, activity reports of the Audit Committee and the Nomination and
Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

DRAFT

Attachment No. 22

**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 26 June 2017**

to grant a discharge to Mr. Andrzej Powalowski on the performance of his duties in the
Supervisory Board of ENERGA SA in 2016 -----

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial
Company Code, the following is hereby resolved:

§ 1

Mr. Andrzej Powalowski (PESEL: 51100302510) is hereby granted a discharge on the
performance of his duties in the Supervisory Board of ENERGA SA for the period
from 7 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual
General Meeting grants a discharge to members of the company's governing bodies on
the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in
accordance with the generally applicable provisions of law, including the Commercial
Company Code, and with the Company's Articles of Association and the Supervisory
Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board
accepted the Supervisory Board's activity report for the financial year 2016 which
included, among others, activity reports of the Audit Committee and the Nomination
and Compensation Committee and an evaluation of the Supervisory Board's work in
2016.

DRAFT

Attachment No. 23

**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 26 June 2017**

to grant a discharge to Mr. Marek Szczepaniec on the performance of his duties in the Supervisory Board of ENERGA SA in 2016

Acting pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code, the following is hereby resolved:

§ 1

Mr. Marek Szczepaniec (PESEL: 64081800357) is hereby granted a discharge on the performance of his duties in the Supervisory Board of ENERGA SA for the period from 7 January 2016 to 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 395 § 2 Item 3 of the Commercial Company Code, the Annual General Meeting grants a discharge to members of the company's governing bodies on the performance of their duties.

In the financial year 2016, the ENERGA SA Supervisory Board performed its tasks in accordance with the generally applicable provisions of law, including the Commercial Company Code, and with the Company's Articles of Association and the Supervisory Board Bylaws.

By Resolution No. 62/IV/2015 of 29 May 2017, the ENERGA SA Supervisory Board accepted the Supervisory Board's activity report for the financial year 2016 which included, among others, activity reports of the Audit Committee and the Nomination and Compensation Committee and an evaluation of the Supervisory Board's work in 2016.

DRAFT

Attachment No. 24

**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 26 June 2017**

to approve the Management Board Report on the activity of the ENERGA SA Group
for the year ended 31 December 2016 -----

Acting pursuant to Article 63c section 4 of the Accounting Act of 29 September 1994
and Article 395 § 5 of the Commercial Company Code, the Annual General Meeting
hereby resolves to:

§ 1

Approve the Management Board Report on the activity of the ENERGA SA Group for
the year ended 31 December 2016.

§ 2

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

Justification for this resolution:

Pursuant to Article 55 section 2 of the Accounting Act of 29 September 1994 (i.e.
Journal of Laws 2013 Item 330, as amended), the Management Board Report on the
activity of the ENERGA SA Group for the year ended 31 December 2016 was adopted
by the Management Board of the Company with Resolution No. 552/V/2017 of 22
May 2017.

By the Resolution No. 64/IV/2017 of 29 May 2017, the Supervisory Board of ENER-
GA SA issued a positive opinion on the report and moved to the Annual General
Meeting to approve the report.

This Management Board Report on the activity of the ENERGA SA Group is subject
to examination and approval by the Company's General Meeting pursuant to Article
63c section 4, in conjunction with Article 55 section 2 of the Accounting Act of 29
September 1994.

DRAFT

Attachment No. 25

**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 26 June 2017**

to examine and approve the consolidated financial statements of the ENERGA SA
Group for the year ended 31 December 2016

Acting pursuant to Article 63c section 4 of the Accounting Act of 29 September 1994
and Article 395 § 5 of the Commercial Company Code, the Annual General Meeting
hereby resolves to:

§ 1

Approve the consolidated financial statements of the ENERGA SA Group prepared in
accordance with the International Financial Reporting Standards as endorsed by the
European Union, for the year ended 31 December 2016, which include:

- 1) consolidated statement of profit or loss showing net profit of PLN 147 million
(one hundred forty seven million zloty),
- 2) consolidated statement of comprehensive income showing total comprehensive
income of PLN 210 million (two hundred ten million zloty),
- 3) consolidated statement of financial position showing total assets and liabilities and
equity of PLN 18,731 million (eighteen billion seven hundred thirty one million
zloty),
- 4) consolidated statement of changes in equity showing an increase in consolidated
equity by PLN 3 million (three million zloty),
- 5) consolidated statement of cash flows showing a decrease increase in net cash by
PLN 194 million (one hundred ninety four million zloty),
- 6) accounting principles (policies) and other notes.

§ 2

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

Justification for this resolution:

Pursuant to Article 55 section 1 of the Accounting Act of 29 September 1994 (i.e.
Journal of Laws 2013 Item 330, as amended), the consolidated financial statements of
the ENERGA SA Group for the year ended 31 December 2016 prepared in accordance
with the International Financial Reporting Standards was adopted by the Management
Board of the Company with Resolution No. 552/V/2017 of 22 May 2017.

By the Resolution No. 63/IV/2016 of 29 May 2017, the Supervisory Board of ENER-
GA SA issued a positive opinion on the statements and stating that they accurately and
clearly present all the information material to evaluation of the economic and financial
standing and the financial performance of the ENERGA Group in 2016 and moved to
the Annual General Meeting to approve these statements.

These consolidated financial statements of the Group are subject to examination and approval by the Company's General Meeting pursuant to Article 395 § 5 of the Commercial Company Code and Article 63c section 4 of the Accounting Act.

DRAFT

Attachment No. 26

**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 26 June 2017**

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 section 1, section 2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to:

§ 1

The Supervisory Board of ENERGA SA consists of.... (in words:) members.

§ 2

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

Justification for this resolution:

Pursuant to § 18 section 2 of ENERGA SA's Articles of Association, the Company's General Meeting sets the number of the Supervisory Board members. It may comprise from 5 to 12 people.

Adoption of this resolution is required in order to determine the extent of the personal right, i.e. the number of Supervisory Board members identified by the authorized 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 referred to in § 33 of the Company's Articles of Association has the personal right to appoint and dismiss a relevant number of Supervisory Board Members, i.e.: if the Supervisory Board consists of:

- 1) an even number of members – the authorized shareholder shall appoint half the Supervisory Board members plus one member,
- 2) an odd number of members – the authorized shareholder shall appoint the number of Supervisory Board members resulting from dividing the odd number of Supervisory Board members by two and rounding it up to the nearest integer.

The authorized shareholder appoints and dismisses Supervisory Board members through its written statements submitted to the Management Board. Such a statement shall be considered submitted at the time of its delivery.

DRAFT

Attachment No. 27

**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 26 June 2017**

to appoint a Member of the ENERGA SA Supervisory Board of the 5th term of office

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18 section 2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to:

§ 1

Appoint Mrs./Mr. PESEL no.
as Member of the ENERGA SA Supervisory Board of the joint 5th term of office.

§ 2

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

Justification for this resolution:

Pursuant to § 18 sec. 2 of the Articles of Association of ENERGA SA, powers of the ENERGA SA General Meeting include appointing Members of the Company's Supervisory Board, in the number arising from the personal rights of the Shareholder - State Treasury to appoint a specified number of Supervisory Board members, i.e. when the Supervisory Board consists of:

- 3) an even number of members – the authorized shareholder shall appoint half the Supervisory Board members plus one member,
- 4) an odd number of members – the authorized shareholder shall appoint the number of Supervisory Board members resulting from dividing the odd number of Supervisory Board members by two and rounding it up to the nearest integer.

The authorized shareholder appoints and dismisses Supervisory Board members through its written statements submitted to the Management Board. Such a statement shall be considered submitted at the time of its delivery.

Accordingly, the Management Board of ENERGA SA believes that this resolution is warranted and justified.

DRAFT

Attachment No. 28

**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 26 June 2017**

to appoint a Member of the ENERGA SA Supervisory Board of the 5th term of office
meeting the independence criteria -----

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18
sections 2 and 6 of the Company's Articles of Association, the Annual General
Meeting hereby resolves to:

§ 1

Appoint Mrs./Mr. PESEL no.
as Member of the ENERGA SA Supervisory Board of the 5th joint term of office
meeting the criteria of independence as set forth in § 23b sec. 2 of ENERGA SA's Ar-
ticles of Association.

§ 2

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

Justification for this resolution:

Pursuant to § 18 sec. 6 of the ENERGA SA Articles of Association, in the period dur-
ing which the Company is a public company, at least two Supervisory Board members
appointed by the General Meeting should meet the criteria envisaged for independent
supervisory board members within the meaning of the European Commission Recom-
mendation 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),
including the requirements following from the Code of Best Practice for Warsaw
Stock Exchange Listed Companies.

A candidate for an independent Supervisory Board member is obligated to submit to
the Company, before being appointed to the Supervisory Board, a written representa-
tion on meeting the independence criteria.

The Company's Management Board intends to comply with all the principles pre-
scribed by the Code of Best Practice for Warsaw Stock Exchange Listed Companies,
however compliance with this rule is conditional upon the General Meeting making a

decision to elect two members of the ENERGA SA Supervisory Board who meet the independence criteria mentioned above.

Accordingly, the Management Board of ENERGA SA believes that adoption of the resolutions by the Annual General Meeting of the Company and election of two independent Members of the Supervisory Board is warranted and justified.

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Attachment No. 29

....., date 2017

.....
(first name and surname)

.....
PESEL no.

REPRESENTATION of a candidate for an independent member of the ENERGA SA Supervisory Board

I hereby declare that I meet the criteria envisaged for independent supervisory board members within the meaning of the European 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), including the requirements following from the Code of Best Practice for Warsaw Stock Exchange Listed Companies, including in particular:

- 1) I am not a shareholder holding over 5% votes at the General Meeting of ENERGA SA,
- 2) I am not linked¹ to a shareholder holding over 5% votes at the General Meeting of ENERGA SA,
- 3) I am not and I have not been employed by ENERGA SA and its subsidiaries in the last 3 years,
- 4) I do not and I have not discharged the function of a Management Board member or another management function in ENERGA SA or its subsidiaries, regardless of the legal form of employment in the last 5 years,
- 5) I am not and I have not been a statutory auditor or an employee of an entity providing statutory auditor services to ENERGA SA and its subsidiaries in the last 3 years,
- 6) I do not receive any remuneration or other financial benefits from ENERGA SA, its subsidiaries, except for the benefits due to me as a consumer who has entered an agreement with ENERGA SA or its subsidiary on standard terms and conditions,
- 7) I am not and I have not been a spouse, common law spouse, blood relative or relative by marriage of an ENERGA SA Management Board member or an employee holding a management position in ENERGA SA in the last 3 years,
- 8) I am not a management board member in any other company in which a member of ENERGA SA's Management Board is a supervisory board member,
- 9) I do not have any material business relations with ENERGA SA, its subsidiaries that might affect my independence.

At the same time I represent that:

- 1) pursuant to art. 18 of the Commercial Company Code, I have full capacity to perform legal acts, I have not been convicted in a final and unappealable verdict for offences under Chapters XXXIII-XXXVII of the Criminal Code or under Articles 585, 587, 590, and 591 of the Commercial Company Code,
- 2) I have not been registered in the Register of Insolvent Debtors kept pursuant to Article 55 of the National Court Register Act.
- 3) I give my consent for my personal data to be processed in connection with my candidacy and the possible appointment to the Supervisory Board of ENERGA SA,

¹ this concerns financial, family and other relationships which may affect the position of a Supervisory Board member on the issue decided by the Supervisory Board.

*Appendix to Current Report No. 25/2017
on resolutions adopted by ENERGA SA AGM on 26 June 2017*

4) I agree to be a candidate for a Member of the ENERGA SA Supervisory Board.

.....
(signature of the person making the representation)