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Schedule 1

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** the election of the Chairperson of the Ordinary General Meeting

Acting pursuant to Article 409 § 1 of the Polish Code of Commercial Companies and § 5 Section 3 of the Regulations of the General Meeting of ENERGA Spółka Akcyjna with the registered office in Gdańsk, it is hereby decided as follows:

§ 1

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

§ 2

This Resolution shall come into force upon being adopted.

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*Schedule 2*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** consent for recording the proceedings at the Ordinary General Meeting

Acting pursuant to Article 11 Section 2 of the Regulations of the General Meeting of ENERGA Spółka Akcyjna with the registered office in Gdańsk, it is hereby decided as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby consents for recording the proceedings at the Ordinary General Meeting held on 27 June 2018 using sound and image recording systems.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

In connection with amending the Company's Articles of Association and introduction, among others, of wording concerning real-time transmission of the proceedings of the General Meeting, in accordance with Good Practice of SE Listed Companies, and with reference to the General Meeting being transmitted in real time and the audio or video recordings being posted on the Company's website upon the end of the General Meeting (pursuant to § 25 Section 2 of the Company's Articles of Association), in order to satisfy the above it is necessary that the proceedings of the Ordinary General Meeting be recorded, which will primarily enable fulfilment of the standards required by the Warsaw Stock Exchange S.A.

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** the adoption of the agenda of the Ordinary General Meeting of ENERGA SA

Acting pursuant to Article 409 § 2 of the Polish Code of Commercial Companies and § 6 Section 1 of the Regulations of the General Meeting of ENERGA Spółka Akcyjna with the registered office in Gdańsk, it is hereby decided as follows:

§ 1

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

1. Opening of the Ordinary General Meeting.
2. Electing the Chairperson of the Ordinary General Meeting.
3. Stating that the Ordinary General Meeting has been convened properly and is capable of adopting binding resolutions.
4. Passing of the resolution on the consent for recording the proceedings at the General Meeting.
5. Accepting the agenda of the Ordinary General Meeting.
6. Examination and approval of the Management Report on the Operations of ENERGA SA for the year ended on 31 December 2017.
7. Examination and approval of the stand-alone financial statements of the Company for the year ended on 31 December 2017.
8. Passing of the resolution on the distribution of the profit for the financial year 2017.
9. Passing of resolutions on granting a vote of acceptance to Members of the Company's Management Board to confirm the discharge of their duties in 2017.
10. Passing of resolutions on granting a vote of acceptance to Members of the Company's Supervisory Board to confirm the discharge of their duties in 2017.
11. Examination and approval of ENERGA SA's Management Report on the Operations of the Capital Group for the year ended on 31 December 2017.
12. Examination and approval of the consolidated financial statements of ENERGA SA Capital Group for the year ended on 31 December 2017.
13. Passing of the resolution on amending the Regulations of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk.
14. Closing the debates of the Ordinary General Meeting.

§ 2

This Resolution shall come into force upon being adopted.

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*Schedule 4*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** examination and approval of the Management Report on the Operations of ENERGA SA for the year ended on 31 December 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

To approve the Management Report on the Operations of ENERGA SA for the year ended on 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

On the basis of Article 49 Section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013 item 330, as amended), the Management Report on the Operations of ENERGA SA for the financial year 2017 was accepted by the Company's Management Board by way of Resolution no. 1088/V/2018 of 16 May 2018.

By way of Resolution no. 37/V/2018 of 25 May 2018, the Supervisory Board of ENERGA SA expressed its positive opinion on the report in question and requested its approval by the Ordinary General Meeting of Shareholders.

Pursuant to Article 393 item 1 of the Polish Code of Commercial Companies, the Management Report on the Operations of ENERGA SA requires the examination and approval of the General Meeting of Shareholders.

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*Schedule 5*

**Resolution No. ...**  
**of the Ordinary General Meeting of**  
**Company operating as: ENERGA Spółka Akcyjna with its registered office in**  
**Gdańsk**  
**of 27 June 2018**

**on:** examination and approval of stand-alone financial statements of ENERGA SA for the year ended on 31 December 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

To approve the stand-alone financial statements of ENERGA SA, prepared based on the International Financial Reporting Standards approved by the European Union, for the year ended 31 December 2017, comprising of:

- 1) stand-alone statement of profit or loss, disclosing a net profit of PLN 107 million (in word: one hundred and seven million zlotys),
- 2) stand-alone statement of comprehensive income, disclosing grand total income of PLN 68 million (in word: sixty-eight million zlotys),
- 3) stand-alone statement of financial position, showing a balance-sheet total of PLN 15,392 million (in words: fifteen billion three hundred and ninety-two million zlotys),
- 4) stand-alone statement of changes in equity, showing a decrease in equity of PLN 11 million (in words: eleven million zlotys),
- 5) stand-alone statement on cash flow, showing an increase in net cash by PLN 1,722 million (in words: one billion seven hundred and twenty-two million zlotys),
- 6) accounting principles (policies) and additional explanatory notes.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

On the basis of Article 52 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 item 330, as amended), the stand-alone financial statements of ENERGA SA, prepared in line with the International Financial Reporting Standards, for the year ended 31 December 2017, were accepted by the Management Board by way of Resolution no. 1088/V/2017 of 16 May 2018.

By way of Resolution no. 36/V/2018 of 25 May 2018, the Supervisory Board of ENERGA SA expressed its positive opinion on the statements in questions, stating that they fairly present all relevant information needed to assess the profitability and the results of the Company's operations, and requested their approval by the Ordinary General Meeting of Shareholders.

Pursuant to Article 393 item 1 of the Polish Code of Commercial Companies and Article 53 Section 1 of the Accounting Act, the financial statements referred to above require the examination and approval of the General Meeting of Shareholders.

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*Schedule 6*

**Resolution No. ...**  
**of the Ordinary General Meeting of**  
**Company operating as: ENERGA Spółka Akcyjna with its registered office in**  
**Gdańsk**  
**of 27 June 2018**

**on:** the distribution of the net profit for the financial year covering the period  
from 1 January 2017 to 31 December 2017

Acting pursuant to Article 395 § 2 item 2 of the Polish Code of Commercial Companies and § 26 Section 1 item 7 of the Company's Articles of Association, the Ordinary General Meeting has resolved as follows:

§ 1

The net profit for the financial year 2017, of PLN 106,601,622.10 (in words: one hundred and six million six hundred and one thousand six hundred and twenty-two zlotys and 10/100) shall be wholly allocated towards supplementary capital.

§ 2

This Resolution shall come into force upon being adopted.

The particulars of this resolution were presented by the Company's Management Board in its request for the distribution of the net profit for 2017. The Supervisory Board of ENERGA SA gave a positive assessment of the above-mentioned request in its Resolution no. 38/V/2018 of 25 May 2018.

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*Schedule 7*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Dariusz Kaśków to confirm the discharge of his duties as President of the Company's Management Board in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Dariusz Kaśków (PESEL: 64112411358) in respect of fulfilment of his duties of the President of the Management Board for the period from 1 January 2017 to 17 January 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and evaluated the Management Report on the Company's Operations in 2017 and the Company's financial statements for 2017, the Supervisory Board of ENERGA SA adopted Resolution no. 39/V/2018 of 25 May 2018, in which it asked the Ordinary General Meeting of Shareholders to grant a vote of acceptance to Mr. Dariusz Kaśków in respect of fulfilment of his duties of the President of the Management Board for the period from 1 January 2017 to 17 January 2017.



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*Schedule 8*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Mariusz Rędaszka to confirm the discharge of his duties as Vice-President of the Company's Management Board for Financial Affairs in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Mariusz Rędaszka (PESEL: 70112901139) in respect of fulfilment of his duties of the Vice-President of the Management Board for Financial Affairs for the period from 1 January 2017 to 17 January 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and evaluated the Management Report on the Company's Operations in 2017 and the Company's financial statements for 2017, the Supervisory Board of ENERGA SA adopted Resolution no. 40/V/2018 of 25 May 2018, in which it asked the Ordinary General Meeting of Shareholders to grant a vote of acceptance to Mr. Mariusz Rędaszka in respect of fulfilment of his duties of the Vice-President of the Management Board for Financial Affairs for the period from 1 January 2017 to 17 January 2017.

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*Schedule 9*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Grzegorz Ksepko to confirm the discharge of his duties as Vice-President of the Company's Management Board for Corporate Affairs in 2017-----

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Grzegorz Ksepko (PESEL: 77012200531) in respect of fulfilment of his duties of the Vice-President of the Management Board for Corporate Affairs for the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and evaluated the Management Report on the Company's Operations in 2017 and the Company's financial statements for 2017, the Supervisory Board of ENERGA SA adopted Resolution no. 41/V/2018 of 25 May 2018, in which it asked the Ordinary General Meeting of Shareholders to grant a vote of acceptance to Mr. Grzegorz Ksepko in respect of fulfilment of his duties of the Vice-President of the Management Board for Corporate Affairs for the period from 1 January 2017 to 31 December 2017.

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*Schedule 10*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Przemysław Piesiewicz to confirm the discharge of his duties as Vice-President of the Company's Management Board for Development Strategies in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Przemysław Piesiewicz (PESEL: 77012702774) in respect of fulfilment of his duties of the Vice-President of the Management Board for Development Strategies for the period from 1 January 2017 to 17 January 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and evaluated the Management Report on the Company's Operations in 2017 and the Company's financial statements for 2017, the Supervisory Board of ENERGA SA adopted Resolution no. 42/V/2018 of 25 May 2018, in which it asked the Ordinary General Meeting of Shareholders to grant a vote of acceptance to Mr. Przemysław Piesiewicz in respect of fulfilment of his duties of the Vice-President of the Management Board for Development Strategies for the period from 1 January 2017 to 17 January 2017.

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*Schedule 11*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Ms. Mariola Anna Zmudzińska to confirm the discharge of her duties as Vice-President of the Company's Management Board for Investor Relations in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Ms. Mariola Anna Zmudzińska (PESEL: 73100801080) in respect of fulfilment of her duties of the Vice-President of the Management Board for Investment Relations for the period from 1 January 2017 to 16 February 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and evaluated the Management Report on the Company's Operations in 2017 and the Company's financial statements for 2017, the Supervisory Board of ENERGA SA adopted Resolution no. 43/V/2018 of 25 May 2018, in which it asked the Ordinary General Meeting of Shareholders to grant a vote of acceptance to Ms. Mariola Anna Zmudzinska in respect of fulfilment of her duties of the Vice-President of the Management Board for Investor Relations for the period from 1 January 2017 to 16 February 2017.

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*Schedule 12*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Jacek Kościelniak to confirm the discharge of his duties as Vice-President of the Company's Management Board for Financial Affairs in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Jacek Kościelniak (PESEL: 63100910837) in respect of fulfilment of his duties of the Vice-President of the Management Board for Financial Affairs for the period from 11 February 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and evaluated the Management Report on the Company's Operations in 2017 and the Company's financial statements for 2017, the Supervisory Board of ENERGA SA adopted Resolution no. 44/V/2018 of 25 May 2018, in which it asked the Ordinary General Meeting of Shareholders to grant a vote of acceptance to Mr. Jacek Kościelniak in respect of fulfilment of his duties of the Vice-President of the Management Board for Financial Affairs for the period from 11 February 2017 to 31 December 2017.

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*Schedule 13*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Ms. Alicja Barbara Klimiuk to confirm the discharge of her duties as Vice-President of the Company's Management Board for Operating Affairs in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Ms. Alicja Barbara Klimiuk (PESEL: 59042301422) in respect of fulfilment of her duties of the Vice-President of the Management Board for Operating Affairs for the period from 1 March 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and evaluated the Management Report on the Company's Operations in 2017 and the Company's financial statements for 2017, the Supervisory Board of ENERGA SA adopted Resolution no. 45/V/2018 of 25 May 2018, in which it asked the Ordinary General Meeting of Shareholders to grant a vote of acceptance to Ms. Alicja Barbara Klimiuk in respect of fulfilment of her duties of the Vice-President of the Management Board for Operating Affairs for the period from 1 March 2017 to 31 December 2017.

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*Schedule 14*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Daniel Obajtek to confirm the discharge of his duties as President of the Company's Management Board in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Daniel Obajtek (PESEL: 76010216955) in respect of fulfilment of his duties of the President of the Management Board for the period from 02 March 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and evaluated the Management Report on the Company's Operations in 2017 and the Company's financial statements for 2017, the Supervisory Board of ENERGA SA adopted Resolution no. 46/V/2018 of 25 May 2018, in which it asked the Ordinary General Meeting of Shareholders to grant a vote of acceptance to Mr. Daniel Obajtek in respect of fulfilment of his duties of the President of the Management Board for the period from 2 March 2017 to 31 December 2017.

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*Schedule 15*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Ms. Paula Ziemiecka-Księżak to confirm the discharge of her duties in the Supervisory Board of ENERGA SA in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Ms. Paula Ziemiecka-Księżak (PESEL: 77021300424) in respect of fulfilment of her duties in the Supervisory Board of ENERGA SA for the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2017 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

In its Resolution no. 48/V/2018 of 25 May 2018, the Supervisory Board of ENERGA accepted the report on the operations of the Supervisory Board in the financial year 2017 comprising, among others, of the report on operations of the Audit Committee and the Appointment and Remuneration Committee and evaluation of the activity of the Supervisory Board in 2017.



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*Schedule 16*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Zbigniew Wtulich to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Zbigniew Wtulich (PESEL: 58022500013) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2017 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

In its Resolution no. 48/V/2018 of 25 May 2018, the Supervisory Board of ENERGA accepted the report on the operations of the Supervisory Board in the financial year 2017 comprising, among others, of the report on operations of the Audit Committee and the Appointment and Remuneration Committee and evaluation of the activity of the Supervisory Board in 2017.

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*Schedule 17*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Ms. Agnieszka Terlikowska-Kulesza to confirm the discharge of her duties in the Supervisory Board of ENERGA SA in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Ms. Agnieszka Terlikowska-Kulesza (PESEL: 66042000060) in respect of fulfilment of her duties in the Supervisory Board of ENERGA SA for the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2017 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

In its Resolution no. 48/V/2018 of 25 May 2018, the Supervisory Board of ENERGA accepted the report on the operations of the Supervisory Board in the financial year 2017 comprising, among others, of the report on operations of the Audit Committee and the Appointment and Remuneration Committee and evaluation of the activity of the Supervisory Board in 2017.

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*Schedule 18*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Maciej Żółtkiewicz to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Maciej Żółtkiewicz (PESEL: 54011604931) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2017 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

In its Resolution no. 48/V/2018 of 25 May 2018, the Supervisory Board of ENERGA accepted the report on the operations of the Supervisory Board in the financial year 2017 comprising, among others, of the report on operations of the Audit Committee and the Appointment and Remuneration Committee and evaluation of the activity of the Supervisory Board in 2017.

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*Schedule 19*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Andrzej Powałowski to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Andrzej Powałowski (PESEL: 51100302510) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2017 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

In its Resolution no. 48/V/2018 of 25 May 2018, the Supervisory Board of ENERGA accepted the report on the operations of the Supervisory Board in the financial year 2017 comprising, among others, of the report on operations of the Audit Committee and the Appointment and Remuneration Committee and evaluation of the activity of the Supervisory Board in 2017.

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*Schedule 20*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Marek Szczepaniec to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Marek Szczepaniec (PESEL: 64081800357) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2017 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

In its Resolution no. 48/V/2018 of 25 May 2018, the Supervisory Board of ENERGA accepted the report on the operations of the Supervisory Board in the financial year 2017 comprising, among others, of the report on operations of the Audit Committee and the Appointment and Remuneration Committee and evaluation of the activity of the Supervisory Board in 2017.

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*Schedule 21*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** granting a vote of acceptance to Mr. Jacek Kościelniak to confirm the discharge of his duties in the Supervisory Board of ENERGA SA in 2017

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Code of Commercial Companies, the Ordinary General Meeting has resolved as follows:

§ 1

A vote of acceptance is hereby given to Mr. Jacek Kościelniak (PESEL: 63100910837) in respect of fulfilment of his duties in the Supervisory Board of ENERGA SA. for the period from 1 January 2017 to 10 February 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2017 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

In its Resolution no. 48/V/2018 of 25 May 2018, the Supervisory Board of ENERGA accepted the report on the operations of the Supervisory Board in the financial year 2017 comprising, among others, of the report on operations of the Audit Committee and the Appointment and Remuneration Committee and evaluation of the activity of the Supervisory Board in 2017.

*DRAFT*

*Schedule 22*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** approval of ENERGA SA's Management Report on the Operations of the Capital Group for the year ended on 31 December 2017

Acting pursuant to Article 63c Section 4 of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Polish Code of Commercial Companies, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1

To approve ENERGA SA's Management Report on the Operations of the Capital Group for the year ended on 31 December 2017.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

On the basis of Article 55 Section 2 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2013 item 330, as amended), ENERGA SA's Management Report on the Operations of the Capital Group for the year ended 31 December 2017 was accepted by the Management Board by way of Resolution no. 1089/V/2018 of 16 May 2018.

By way of Resolution no. 50/V/2018 of 25 May 2018, the Supervisory Board of ENERGA SA expressed its positive opinion on the report in question and requested its approval by the Ordinary General Meeting of Shareholders.

Pursuant to Article 63c Section 4, in conjunction with Article 55 Section 2 of the Accounting Act of 29 September 1994, the above-mentioned ENERGA SA's Management Report on the Operations of the Capital Group requires the examination and approval of the General Meeting of Shareholders.

*DRAFT*

*Schedule 23*

**Resolution No. ...  
of the Ordinary General Meeting of  
Company operating as: ENERGA Spółka Akcyjna with its registered office in  
Gdańsk  
of 27 June 2018**

**on:** examination and approval of the consolidated financial statements of  
ENERGA S.A.'s Capital Group for the year ended on 31 December 2017

Acting pursuant to Article 63c Section 4 of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Polish Code of Commercial Companies, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1

To approve the consolidated financial statements of ENERGA S.A.'s Capital Group, prepared based on the International Financial Reporting Standards approved by the European Union, for the year ended 31 December 2017, comprising of:

- 1) consolidated statement of profit or loss, disclosing a net profit of PLN 789 million (in word: seven hundred and eighty-nine million zlotys),
- 2) consolidated statement of comprehensive income, disclosing grand total income of PLN 724 million (in word: seven hundred and twenty-four million zlotys),
- 3) consolidated statement of financial position, showing a balance-sheet total of PLN 21,056 million (in words: twenty-one billion fifty-six million zlotys),
- 4) consolidated statement of changes in equity, showing an increase in consolidated equity of PLN 648 million (in words: six hundred and forty-eight million zlotys),
- 5) consolidated statement on cash flow, showing an increase in net cash by PLN 2,179 million (in words: two billion one hundred and seventy-nine million zlotys),
- 6) accounting principles (policies) and other explanatory notes.

§ 2

This Resolution shall come into force upon being adopted.

**Particulars of the resolution**

On the basis of 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 ENERGA SA's Capital Group, prepared in line with the International Financial Reporting Standards, for the year ended 31 December 2017, were accepted by the Management Board by way of Resolution no. 1089/V/2018 of 16 May 2018.

By way of Resolution no. 49/V/2018 of 25 May 2018, the Supervisory Board of ENERGA SA expressed its positive opinion on the statements in questions, stating that they fairly present all relevant information needed to assess the assets, financial position and result of the ENERGA Group for 2017 and requested their approval by the Ordinary General Meeting of Shareholders.

Pursuant to Article 395 § 5 of the Polish Code of Commercial Companies and Article 63c Section 4 of the Accounting Act, the Capital Group's consolidated financial state-



ments referred to above require the examination and approval of the General Meeting of Shareholders.

DRAFT

Schedule 24

**Resolution No. ...**  
**of the Ordinary General Meeting of**  
**Company operating as: ENERGA Spółka Akcyjna with its registered office in**  
**Gdańsk**  
**of 27 June 2018**

**on:** amendments to the Regulations of the General Meeting of Shareholders of ENERGA SA

Acting pursuant to § 25 Section 3 of the Company's Articles of Association and § 12 Section 1 of the Regulations of the General Meeting of Shareholders of ENERGA SA, it is hereby resolved as follows:

§ 1

1. The Ordinary General Meeting amends the Regulations of the General Meeting of Shareholders 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) the following paragraph § 2<sup>1</sup> shall be added, Section 2 of which shall be the former Section 2 of § 2, reading as follows:

*“§ 2<sup>1</sup>. [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.”,*

3) Section 3 in § 2 shall be renumbered into Section 2,

4) § 3 Section 2 item 3c, reading:

*“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) § 11, reading as follows:

- “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 Shareholders 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.

### **Particulars of the resolution**

In connection with amending the Company’s Articles of Association and introduction, among others, of wording concerning real-time transmission of the proceedings of the General Meeting, in accordance with Good Practice of SE Listed Companies, it is necessary to formally reflect the wording of the Articles in the Regulations of the General Meeting of ENERGA SA. With the amendments proposed herein, it will be

possible to bring the Company's internal rules more into line with the standards required by the Warsaw Stock Exchange SA.

At the same time, we propose that the amendments to the Regulations of the General Meeting of Shareholders of ENERGA SA shall be effective as of the subsequent General Meeting of ENERGA SA.

By way of Resolution no. 56/V/2018 of 25 May 2018, the Supervisory Board gave a favourable opinion of the amendments proposed.