

**Rules of Procedure of the General Meeting
of ENERGA Spółka Akcyjna with its registered office in Gdańsk
(with proposed changes)**

Section 1. [Subject Matter]

1. These Rules of Procedure ("Rules of Procedure") set out the order of holding Annual and Extraordinary General Meetings of ENERGA Spółka Akcyjna with its registered office in Gdańsk, entered into the National Court Register – Register of Businesses, by the District Court for Gdańsk - Północ in Gdańsk, 7th Commercial Division of the National Court Register, under number KRS 0000271591 ("Company").
2. These Rules of Procedure do not prejudice, in any respect, the provisions of the Articles of Association of the Company and of the Commercial Companies Code (CCC).

Section 2. [Use of Terms]

1. For the purposes of these Rules of Procedure:

- 1) **"General Meeting"** means the Annual or Extraordinary General Meeting of the Company;
- 2) **"Supervisory Board"** means the Supervisory Board of the Company;
- 3) **"Management Board"** means the Management Board of the Company;
- 4) **"Meeting Participant"** means:
 - a) a shareholder of the Company entitled to participate in and to exercise voting rights attached to shares at the General Meeting **[Shareholder]**;
 - b) a proxy of the Shareholder **[Proxy]**;
 - c) a pledgee and a usufruct holder entitled to participate in and to exercise voting rights attached to shares held by the Shareholder at the General Meeting **[In Rem Holder of Shares]**;
- 5) **"Attendees"** mean:
 - a) Management Board and Supervisory Board members, and in relation to the Annual General Meeting – also Management Board and Supervisory Board members who served in such capacities during the last financial year;
 - b) a notary;
 - c) counsel to the Company responsible for presenting legal opinions on matters relating to the Meeting agenda;
 - d) representatives of the Company's services that are responsible, inter alia, for:
 - presenting documents relating to the Meeting agenda;
 - assisting in matters related to keeping the attendance list, handling of voting procedures and preparing draft resolutions;
 - e) a person who has been invited to the Meeting in a specific capacity, and in particular in order to express an opinion on matters requiring special knowledge;
 - f) media representatives (with no voting rights).
- 6) **"Person Opening the Meeting"** means a person authorized to open the Meeting under the provisions of the Articles of Association or of the Commercial Companies Code;

- 7) **“Electronic System”** means an electronic (computerized) system used for casting and counting votes with electronic voting cards **[Electronic Cards]** which makes it possible to count “for”, “against” and “abstained” votes cast in respect of a proposal, and in a secret vote – to eliminate the identification of voting by individual Shareholders;
- 8) **“Registration”** means signing the attendance list and collecting voting cards (paper cards or Electronic Cards) by the Meeting Participant.
2. The Electronic System should have appropriate certification, if required by the applicable laws in this respect.

Section 2¹. [Rules for Granting Proxies]

1. A Proxy instrument shall be granted in writing or electronically.
2. A Proxy instrument made in a foreign language shall be translated into Polish by a sworn translator.
3. Details of granting proxies are set out in each notice of the General Meeting.

Section 3. [Meeting Related Services]

1. The Management Board shall provide technical and organizational services to the Meeting.
2. As part of the services referred to in Section 3.1, the Management Board is required to ensure in particular:
 - 1) well-equipped premises for holding the Meeting;
 - 2) protection of the Meeting through security staff;
 - 3) professional handling of:
 - a) the Registration procedure;
 - b) the voting procedure via the Electronic System;
 - c) electronic recording of the course of the Meeting;
 - 4) participation in the Meeting of the Attendees, unless the Attendee is only entitled to participate.
3. Voting at the Meeting shall take place via the Electronic System, and if the System is incapable of use, with the use of paper (regular) voting cards. The Chairperson of the Meeting shall ensure that the Meeting Participants are sufficiently instructed on how to vote via the Electronic System, including that the operation of the System is presented to them.

Section 4. [Registration of the Meeting Participants]

1. The registration of the Meeting Participants should start at the time specified in the notice of the General Meeting.
2. The attendance list should be made available to the Meeting Participants for inspection throughout the duration of the Meeting. If new Meeting Participants arrive after the attendance list has been drawn up and signed by the Chairperson of the Meeting, the attendance list should be supplemented by entering therein details of such new persons and the time of making the entry.
3. Persons dealing with the Registration are required:
 - 1) To check the identity of the Meeting Participants on the basis of identity cards or other undisputed documents produced by them;
 - 2) To verify and collect from the Proxies and Eligible Persons documents confirming their authority to represent the Shareholder or to exercise voting right attached to shares held by the Shareholder.
 - 3) To deliver voting cards to the Meeting Participants.
4. In case of doubt, a decision to enter or not to enter the Meeting Participant in the attendance list shall be deemed to require a General Meeting resolution.

Section 5. [Opening of the Meeting and Election of the Chairperson]

1. The Person Opening the Meeting shall confirm that the Meeting has been duly convened and shall then proceed to elect the Chairperson of the Meeting.
2. The Person Opening the Meeting may take all decisions on points of order that are necessary to start the Meeting and to elect its Chairperson. In particular, s/he shall supervise the course of the elections and shall announce the result thereof.

3. If only one Meeting Participant is present at the Meeting, the Chairperson of the Meeting shall be elected by voice vote. If at least two Meeting Participants are present at the Meeting, the Chairperson of the Meeting shall be elected by secret vote.
4. If there is more than one nomination, the Chairperson of the Meeting shall be elected by voting on each nomination separately, in alphabetical order, provided, however, that the nomination proposed by the Person Opening the Meeting shall be voted on first. The candidate who obtains the absolute majority of validly cast votes shall be deemed elected. If more than one candidate obtains an equal number of votes, the vote shall be repeated with regard to these candidates.

Section 6. [Agenda of the Meeting]

1. The Meeting shall proceed according to the agenda specified in the notice of the Meeting, unless a proposal is made to remove certain matters from the agenda or to change the order in which they are to be considered. Such proposal may only be decided by a General Meeting resolution.
2. In case of doubt, it shall be considered that proposals on points of order, which may be resolved even if they were not included in the agenda, shall include, without limitation, proposals regarding consideration of matters included in the agenda, voting method and adoption of resolutions.

Section 7. [Chairperson of the Meeting]

1. The Chairperson of the Meeting shall proceed in accordance with laws, the Articles of Association of the Company and good practices, as well as in the interest of the Company as a subject of law distinct from individual Shareholders. The Chairperson of the Meeting should in particular have regard to the fact that the Shareholders should be treated on an equal footing in the same circumstances.
2. The Chairperson of the Meeting shall conduct the Meeting in accordance with the provisions of these Rules of Procedure, while ensuring its efficient course so that the Meeting is concluded on the day of commencement thereof. The Chairman of the Meeting should prevent the Meeting Participants from abusing their rights.
3. The Chairperson of the Meeting chairing the Meeting shall in particular have the following powers:
 - 1) To give the floor to and, upon prior warning, to take the floor from the Meeting Participant that exceeds the allowed time of his/her speech or goes beyond the matter discussed, including the agenda matter;
 - 2) To invite the Attendees to make statements whenever the Chairperson deems it necessary to consider a matter included in or related to the agenda;
 - 3) To make formal decisions, provided that the Meeting Participant has the right to appeal against these decisions to the resolution of the Meeting;
 - 4) To order voting and to ensure that it is duly held, to sign documents containing the voting results and to announce the voting results;
 - 5) To supervise persons that provide services to the Meeting.
4. If the Chairperson of the Meeting resigns, a new Chairperson shall be elected while applying the provisions of Section 5 *mutatis mutandis*.

Section 8. [Proceedings at the Meeting]

1. The Chairperson of the Meeting should ensure that the matters to be resolved are sufficiently clarified and discussed before being put to vote.
2. After presenting each matter included in the agenda of the Meeting, the Chairperson of the Meeting shall draw up, if necessary, a list of the Meeting Participants that, one by one, call for discussion and, after closing the same, shall open the discussion by giving the floor in the order compliant with the list. If no list has been drawn up, the Chairperson shall give the floor on a first-come, first-served basis. However, as regards formal matters, the Chairperson of the Meeting may give the floor out of turn.
3. With the consent of the Meeting, the discussion may be held on more than one item of the agenda jointly.
4. If necessary to maintain the order, the Chairperson of the Meeting may order that applications for discussion be made in writing and specify the applicant's full name.
5. Each Meeting Participant who has applied for discussion shall have the right to one five-minute speech and a three-minute response.
6. The floor may only be taken on matters included in the agenda of the Meeting in relation to the agenda item being considered.

7. The list of speakers having been exhausted, the Chairperson of the Meeting shall close the discussion. However, the Chairperson of the Meeting should ensure that the matters to be resolved are sufficiently clarified and discussed before being put to vote.
8. There being no more business to discuss on the agenda, the Chairperson of the Meeting shall close the Meeting.

Section 9. [Committees]

1. If votes at the Meeting are to be held using paper (regular) voting cards, the Meeting shall appoint a three-member returning committee. The Meeting may appoint a three-member committee to prepare draft resolutions. The Attendees may also serve on these two committees.
2. Members of the committees shall be appointed by way of election, in open elections, provided, however, that if the number of nominees to the committee corresponds to the number of the committee members, the committee members shall be appointed by voice vote. The Chairperson of the Committee shall be elected by the Committee members themselves.
3. The provisions of Section 5.3, second sentence, and Section 5.4 shall apply mutatis mutandis to the election of the members of the committee referred to in Section 9.1.

Section 10. [Voting and Adopting Resolutions]

1. Voting at the Meeting shall be held in open vote on a show of hands with a paper voting card or using the Electronic Card, respectively. Secret vote shall be ordered whenever the provisions of the Commercial Companies Code, the Articles of Association or the Rules of Procedure so require, or if the Meeting so decides.
2. A secret vote paper card shall contain the following inscriptions: "yes", "no" and "abstained". A vote shall be cast by deleting the inscriptions that do not correspond to the content of the vote. If more than one inscription has not been deleted from the voting card, the vote shall be invalid.
3. The Electronic System should ensure an immediate printout of the voting report which makes it possible to announce the voting results.
4. Before a resolution is put to vote, its draft should be read out by the Chairperson of the Meeting or his/her designee, unless the draft resolution has been submitted to the Meeting Participants in writing or the Meeting decides that the draft should not be read out.
5. Each Meeting Participant shall have the right to propose modifications and additions to the draft resolutions by the time the discussion on the item of the agenda covering the draft resolution to which the proposal relates is closed.
6. The order of voting on proposals submitted to the draft resolution shall be determined by the Chairperson of the Meeting as follows:
 - 1) proposals whose adoption or rejection is conclusive for other (further) proposals shall be voted on first;
 - 2) the draft resolution is then voted on in its entirety in the wording taking account of the proposals that have already been voted on.
7. A document evidencing the voting results shall be signed by the Chairperson of the Meeting and the members of the returning committee (if appointed).
8. After the resolution has been adopted by the Meeting, the Chairperson shall announce the voting results and shall state whether the resolution has been adopted.

Section 11. [Audio and Video Recording of the Meeting]

1. The proceedings of the General Meeting shall be transmitted in real time and recorded in the form of audio or video.
2. Upon conclusion of the Meeting, the recording of the proceedings shall be posted on the Company's website, "Investor Relations" section.

Section 12. [Final Provisions]

1. The Rules of Procedure shall enter into force on the date specified in the General Meeting resolution.
2. In the event of any change in the Rules of Procedure, the Management Board is required to prepare a consolidated version thereof.