

**Draft resolutions
of the Ordinary General Meeting of Shareholders of Enea S.A.
with its registered office in Poznań convened for 26.06.2016**

Draft resolution to item 2 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

regarding election of the Chairman of the Ordinary General Meeting of Shareholders

Acting under Article 409 § 1 of the Commercial Companies Code and § 29 item 5 of the Company's Statute, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§1

The Ordinary General Meeting of Shareholders of Enea S.A. hereby elects Mr./Mrs.
the Chairman of the Ordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Draft resolution to item 4 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

regarding adoption of the agenda of the Ordinary General Meeting of Shareholders

The Ordinary General Meeting of Shareholders of Enea S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. having its registered office in Poznań adopts the following agenda of the Ordinary General Meeting of Shareholders:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Stating that the Ordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Presentation of the *Report of the Supervisory Board of Enea S.A. on its operations in 2016*.
6. Presentation of the opinion and report of a certified auditor from the audit of the *Non-consolidated financial statements of Enea S.A. for the financial year ended on 31 December 2016, Consolidated financial statements of Enea Capital Group for the financial year ended on 31 December 2016 and Report of the Management Board on the operations of Enea S.A. and Enea Capital Group in 2016*.
7. Consideration and adoption of a resolution on the approval of the *Report of the Management Board on the operations of Enea S.A. and Enea Capital Group in 2016*.
8. Consideration and adoption of a resolution on the approval of the *Non-consolidated financial statements of Enea S.A. for the financial year ended on 31 December 2016*.
9. Consideration and adoption of a resolution on the approval of the *Consolidated financial statements of Enea Capital Group for the financial year ended on 31 December 2016*.
10. Adoption of a resolution regarding distribution of the net profit for the financial year covering the period from 01.01.2016 to 31.12.2016.
11. Adoption of resolutions on discharging Members of the Management Board of Enea S.A. from liability in the performance of their duties in 2016.
12. Adoption of resolutions on discharging Members of the Supervisory Board of Enea S.A. from liability in the performance of their duties in 2016.
13. Adoption of a resolution on acceptance of amendments in the Statute of Enea S.A.
14. Closing the Ordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

Draft resolution to item 7 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding approval of the *Report of the Management Board on the operations
of Enea S.A. and Enea Capital Group in 2016***

Acting under Article 395 § 2(1) and Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. approves the *Report of the Management Board on the operations of Enea S.A. and Enea Capital Group in 2016*.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

JUSTIFICATION

Acting pursuant to Article 395 § 2 item 1 of the Commercial Companies Code the subject of the Ordinary General Meeting of Enea S.A. should be consideration and approval of the board's report on the operations of the company for the previous financial year. Additionally, pursuant to Article 395 § 5 of the Commercial Companies Code, the subject of the Ordinary General Meeting of Enea S.A. may be also consideration and approval of financial statements of a capital group under the provisions of the accounting law and other issues not mentioned in § 2 of this Article. Taking into account the fact that Enea S.A. belongs to Enea Capital Group and at the same time is a public company, listed on the Warsaw Stock Exchange, the obligation of the Company to publish the *Report of the Management Board on the operations of Enea Capital Group in 2016* within the Annual Report of the Company is deemed justified.

Therefore, it is necessary to consider and make a decision by the Ordinary General Meeting of Shareholders of Enea S.A. regarding the *Report of the Management Board on the operations of Enea S.A. and Enea Capital Group in 2016*.

With the resolution No. 20/IX/2017 dated 20.04.2017 the Supervisory Board of Enea S.A. issued a positive opinion on the said Report, stated it compliance with the books of account, documents and factual findings and recommended its approval to the Ordinary General Meeting of Shareholders.

Draft resolution to item 8 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding approval of the *Non-consolidated financial statements of Enea S.A.
for the financial year ended on 31 December 2016***

The Ordinary General Meeting of Shareholders, acting pursuant to Article 53 item 1 of the act on accounting and pursuant to Article 395 § 2(1) of the Commercial Companies Code, resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. hereby approves the *Non-consolidated financial statements of Enea S.A. for the financial year ended on 31 December 2016* and composed of:

1. Non-consolidated statement of financial position as at 31.12.2016 showing a balance sheet amount of assets and liabilities equal to PLN 18,217,925 thou. (eighteen billion two hundred seventeen million and nine hundred twenty five thousand Zloty);
2. Non-consolidated profit and loss statement and other comprehensive income for the period from 01.01.2016 to 31.12.2016 closing with a net profit in the amount of PLN 620,243 thou. (six hundred twenty million two hundred forty three thousand Zloty) and with the comprehensive income totalling to PLN 652,474 thou. (six hundred fifty two million four hundred seventy four Zloty);
3. Non-consolidated change in equity statement for the financial year from 01.01.2016 to 31.12.2016 showing an increase in equity of PLN 652,474 thou. (six hundred fifty two million four hundred seventy four Zloty);
4. Non-consolidated cash flow statement demonstrating an increase in cash by PLN 217,190 thou. (two hundred seventeen million and one hundred ninety thousand Zloty);
5. notes to the Non-consolidated financial statements including a description of key rules of accounting applied and other explanatory notes.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

Justification:

Pursuant to Article 53 item 1 of the act on accounting the annual Non-consolidated financial statements are subject to approval by the approving authority, not later than within 6 months of the balance sheet date, and based on Article 395 § 2 item 1 of the Commercial Companies Code the subject of an ordinary general meeting of shareholders should be consideration and approval of the financial statements. In the light of the above, the *Non-consolidated financial statements of Enea S.A. for the financial year ended on 31 December 2016* were submitted to the Ordinary General Meeting of Shareholders.

With the resolution No. 17/IX/2017 dated 20.04.2017 the Supervisory Board of Enea S.A. issued a positive opinion on the compliance of the Statements with the books of account and documents of the Company and with the factual findings and recommended its approval to the Ordinary General Meeting of Shareholders.

Draft resolution to item 9 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding approval of the *Consolidated financial statements of Enea Capital Group
in the financial year ended on 31 December 2016.***

The Ordinary General Meeting of Shareholders, acting pursuant to Article 63c item 4 of the act on accounting and pursuant to Article 395 § 5 of the Commercial Companies Code, resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. approves the *Consolidated financial statements of Enea Capital Group for the financial year ended on 31 December 2016* and composed of:

1. consolidated statement of financial position as at 31.12.2016 showing a balance sheet amount of assets and liabilities equal to PLN 24,536,519 thou. (twenty four billion five hundred thirty six million and five hundred nineteen thousand Zloty);
2. consolidated profit and loss statement and other comprehensive income for the period from 01.01.2016 to 31.12.2016 showing a net profit in the amount of PLN 848,913 thou. (eight hundred forty eight million nine hundred thirteen thousand Zloty) with the comprehensive income totalling to PLN 886,327 thou. (eight hundred eighty six million three hundred twenty seven thousand Zloty),
3. consolidated statement of changes in equity for the financial year from 01.01.2016 to 31.12.2016 demonstrating an increase in equity by PLN 889,126 thou. (eight hundred eighty nine million one hundred twenty six thousand Zloty);
4. consolidated cash flow statement showing an increase in cash by PLN 518,123 thou. (five hundred eighteen million and one hundred twenty three thousand Zloty);
5. notes to consolidated financial statement covering a description of key rules of accounting applied and other explanatory notes.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

Justification:

Pursuant to Article 63c item 4 of the act of 29 September 1994 on accounting the annual consolidated financial statements are subject to approval by an approving body of the parent company not later than within 6 months of the balance sheet date on which the annual financial statements of the parent company should be prepared. Yet, based on Article 395 § 5 of the Commercial Companies Code the subject of an ordinary general meeting may be consideration and approval of financial statements of a group of companies in the meaning of the regulations on accounting. In the light of the above, the *Consolidated financial statements of Enea Capital Group for the financial year ended on 31 December 2016* were submitted to the Ordinary General Meeting of Shareholders.

With the resolution No. 19/IX/2017 dated 20.04.2017 the Supervisory Board of Enea S.A. issued a positive opinion on the said Statements and recommended their approval to the Ordinary General Meeting.

Draft resolution to item 10 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding distribution of the net profit for the financial year
covering the period from 01.01.2016 to 31.12.2016.**

Acting pursuant to Article 395 § 2 item 2 and Article 348 § 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The following distribution of the net profit for the period from 01.01.2016 to 31.12.2016 is determined in the amount of PLN 620,243 thou. (say: six hundred twenty million two hundred forty three thousand Zloty):

- distribution of dividend to shareholders - PLN 110,360,644.50, i.e. PLN 0.25 earnings per share;
- increase of reserve capitals allocated to investment financing - PLN 509,882,355.50.

§ 2

The Ordinary General Meeting of Shareholders of Enea S.A. determines the dividend record date for 24.07.2017 and dividend payment date on 10.08.2017.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:	...

The Resolution shall be adopted in open voting.

Justification:

Adoption of the said resolution constitutes realisation of the disposition included in Article 395 § 2 item 2 and Article 348 § 3 of the Commercial Companies Code. Justification by the Management Board of Enea S.A. of the proposal of distribution of the net profit of Enea S.A. for the financial year covering the period from 01.01.2016 to 31.12.2016 was presented in a separate document titled "Justification by the Management Board of Enea S.A. of the proposed distribution of the net profit for the financial year covering the period from 01.01.2016 to 31.12.2016".

With the resolution No. 18/VIII/2017 dated 20.04.2017 the Supervisory Board of Enea S.A. issued a positive opinion on the motion of the Company's Management Board regarding the distribution of the net profit of Enea S.A. for the period from 01.01.2016 to 31.12.2016.

Draft resolution to item 11 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the President of the Management Board
- Mr. Mirosław Kowalik from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Mirosław Kowalik a discharge from liability in the performance of his duties as the President of the Management Board during the period of 07.01.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Mirosław Kowalik in the period from 07.01.2016 to 31.12.2016 held the position of the President of the Management Board the adoption of this resolution is expedient and reasonable.

With the resolution No. 21/IX/2017 dated 20.04.2017 the Supervisory Board of Enea S.A. recommended the Ordinary General Meeting of Shareholders discharging the President of the Management Board, Mr. Mirosław Kowalik, from liability in the performance of his duties for the period from 07.01.2016 to 31.12.2016.

Draft resolution to item 11 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Management Board
- Mr. Wiesław Piosik from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Wiesław Piosik a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 07.01.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wiesław Piosik in the period from 07.01.2016 to 31.12.2016 held the position of the Member of the Management Board for Corporate Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 24/IX/2017 dated 20.04.2017 the Supervisory Board of Enea S.A. recommended the Ordinary General Meeting of Shareholders discharging the Member of the Management Board, Mr. Wiesław Piosik, from liability in the performance of his duties for the period from 07.01.2016 to 31.12.2016.

Draft resolution to item 11 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Management Board
- Mr. Piotr Adamczak from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Piotr Adamczak a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 15.02.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Piotr Adamczak in the period from 15.02.2016 to 31.12.2016 held the position of the Member of the Management Board for Commercial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 23/IX/2017 dated 20.04.2017 the Supervisory Board of Enea S.A. recommended the Ordinary General Meeting of Shareholders discharging the Member of the Management Board, Mr. Piotr Adamczak, from liability in the performance of his duties for the period from 15.02.2016 to 31.12.2016.

Draft resolution to item 11 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Management Board
- Mr. Mikołaj Franzkowiak from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Mikołaj Franzkowiak a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 15.02.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Mikołaj Franzkowiak in the period from 15.02.2016 to 31.12.2016 held the position of the Member of the Management Board for Financial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 22/IX/2017 dated 20.04.2017 the Supervisory Board of Enea S.A. recommended the Ordinary General Meeting of Shareholders discharging the Member of the Management Board, Mr. Mikołaj Franzkowiak, from liability in the performance of his duties for the period from 15.02.2016 to 31.12.2016.

Draft resolution to item 11 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Management Board
- Mrs. Dalida Gepfert from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mrs. Dalida Gepfert a discharge from liability in the performance of her duties as a Member of the Management Board during the period from 01.01.2016 to 07.01.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Dalida Gepfert in the period from 01.01.2016 to 07.01.2016 held the position of the Member of the Management Board for Financial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 27/IX/2017 dated 20.04.2016 the Supervisory Board of Enea S.A. recommended the Ordinary General Meeting of Shareholders discharging the Member of the Management Board, Mrs. Dalida Gepfert, from liability in the performance of her duties for the period from 01.01.2016 to 07.01.2016.

Draft resolution to item 11 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Management Board
- Mr. Grzegorz Kinelski from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Grzegorz Kinelski a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 01.01.2016 to 07.01.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Grzegorz Kinelski in the period from 01.01.2016 to 07.01.2016 held the position of the Member of the Management Board for Commercial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 28/IX/2017 dated 20.04.2016 the Supervisory Board of Enea S.A. recommended the Ordinary General Meeting of Shareholders discharging the Member of the Management Board, Mr. Grzegorz Kinelski, from liability in the performance of his duties for the period from 01.01.2016 to 07.01.2016.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mrs. Małgorzata Niezgoda from liability in the performance of her duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mrs. Małgorzata Niezgoda a discharge from liability in the performance of her duties as the Chairwoman of the Supervisory Board during the period of 01.01.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Małgorzata Niezgoda in 2016 held the position of the Chairwoman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Piotr Kossak from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Piotr Kossak a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 15.01.2016 to 31.12.2016, including as the Vice-Chairman of the Supervisory Board in the period of 18.02.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Piotr Kossak in the period from 15.01.2016 to 31.12.2016 held the position of the Member of the Supervisory Board, including of the Vice-Chairman of the Supervisory Board in the period from 18.02.2016 to 31.12.2016, the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Rafał Szymański from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Rafał Szymański a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2016 to 31.12.2016, including as the Secretary of the Supervisory Board in the period of 18.02.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Rafał Szymański in the period from 01.01.2016 to 31.12.2016 held the position of the Member of the Supervisory Board, including of the Secretary of the Supervisory Board in the period from 18.02.2016 to 31.12.2016, the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Sławomir Brzeziński from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Sławomir Brzeziński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2016 to 31.12.2016, including as the Member of the Management Board of Enea S.A. for Commercial Affairs in the period of being delegated to perform them, i.e. from 07.01.2016 to 15.02.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Sławomir Brzeziński in 2016 held the position of the Member of the Supervisory Board, and performed the duties of the Member of the Management Board of Enea S.A. for Commercial Affairs in the period of being delegated to perform them, i.e. from 07.01.2016 to 15.02.2016, the adoption of this resolution is expedient and reasonable.

With the resolution No. 26/IX/2017 dated 20.04.2016, the Supervisory Board of Enea S.A. recommended the Ordinary General Meeting of Shareholders to grant a discharge to the Member of the Supervisory Board of Enea S.A. delegated to temporarily act as the Member of the Management Board for Commercial Affairs of Enea S.A. - Mr. Sławomir Brzeziński from liability in the performance of his duties for the period of 07.01.2016 to 15.02.2016.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Wiesław Piosik from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Wiesław Piosik a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2016 to 07.01.2016, including as the President of the Management Board of Enea S.A. in the period of being delegated to perform them, i.e. from 01.01.2016 to 07.01.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wiesław Piosik in the period from 01.01.2016 to 07.01.2016 held the position of the Member of the Supervisory Board, and performed the duties of the President of the Management Board of Enea S.A. in the period of being delegated to perform them, i.e. from 01.01.2016 to 07.01.2016, the adoption of this resolution is expedient and reasonable.

With the resolution No. 25/IX/2017 dated 20.04.2016, the Supervisory Board of Enea S.A. recommended the Ordinary General Meeting of Shareholders to grant a discharge to the Member of the Supervisory Board of Enea S.A. delegated to temporarily act as the President of the Management Board of Enea S.A. – Mr. Wiesław Piosik from liability in the performance of his duties for the period of 01.01.2016 to 07.01.2016.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
- Mr. Rafał Bargiel from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Rafał Bargiel a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 15.01.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Rafał Bargiel in the period from 15.01.2016 to 31.12.2016 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
- Mr. Roman Stryjski from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Roman Stryjski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 15.01.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Roman Stryjski in the period from 15.01.2016 to 31.12.2016 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
- Mr. Piotr Mirkowski from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Piotr Mirkowski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 15.01.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Piotr Mirkowski in the period from 15.01.2016 to 31.12.2016 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Tadeusz Mikłosz from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Tadeusz Mikłosz a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Tadeusz Mikłosz in 2016 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Wojciech Klimowicz from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Wojciech Klimowicz a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wojciech Klimowicz in 2016 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Paweł Skopiński from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Paweł Skopiński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 05.09.2016 to 31.12.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Paweł Skopiński in the period from 05.09.2016 to 31.12.2016 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Tomasz Gołębiowski from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Tomasz Gołębiowski a discharge from liability in the performance of his duties as the Vice-Chairman of the Supervisory Board during the period of 01.01.2016 to 15.01.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Tomasz Gołębiowski in the period from 01.01.2016 to 15.01.2016 held the position of the Vice-Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mrs. Sandra Malinowska from liability for the performance of her duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mrs. Sandra Malinowska a discharge from liability in the performance of her duties as the Secretary of the Supervisory Board during the period of 01.01.2016 to 15.01.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Sandra Malinowska in the period from 01.01.2016 to 15.01.2016 held the position of the Secretary of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

**regarding discharging the Member of the Supervisory Board
– Mr. Radosław Winiarski from liability in the performance of his duties in 2016**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Radosław Winiarski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2016 to 15.01.2016.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

Justification:

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the authority of the Ordinary General Meeting of Shareholders of Enea S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Radosław Winiarski in the period from 01.01.2016 to 15.01.2016 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 13 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of:
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017**

regarding adoption of amendments in the Statute of Enea S.A.

Acting under Article 430 § 1 of the Commercial Companies Code, having read the opinion of the Supervisory Board of Enea S.A. presented in the resolution No. 36/IX/2017 of 24.05.2017 on the subject matter:

§ 1

The Ordinary Meeting of Shareholders of Enea S.A. amends the Statute of Enea S.A. as follows:

1) amendment to § 5 of the Statute by adding item 3 after item 2 reading as follows:

3. The Company performs the activities relating to guaranteeing the energy security of the Republic of Poland.

2) amendment to § 20 item 4 of Enea S.A.'s Statute via replacing its existing wording with a new one reading:

4. The requirement of obtaining the Supervisory Board's approval set out in § 20 item 2 and 3 above applies only if the General Meeting of Shareholders is not authorised under this Statute or by law, to grant its consent to such actions. If the General Meeting is authorised to grant its consent to such actions, the Supervisory Board should comment on the admissibility of such actions beforehand. Subject to the provisions of § 20 item 2(2), the requirement of obtaining any consent foreseen in § 20 item 2 and 3 above from the Supervisory Board does not apply to concluding by the Company of agreements resulting from the conduct of core operations by the Company which is related to trade in electricity and gas, in particular within the following scope:

- 1) purchase or sale of electricity or gas,*
- 2) comprehensive contracts containing the provisions of agreements on sale of electricity and agreement on the provision of electricity distribution services or comprehensive agreements containing the provisions of agreements on sale of gas and agreement on gas distribution services,*
- 3) on provision of electricity and gas transmission services or on provision of electricity or gas distribution services,*
- 4) acquisition or disposal of proprietary interests from certificates of origin for electricity generated in renewable energy sources, in cogeneration, from agricultural biogas or certificates of origin for agricultural gas,*
- 5) acquisition or disposal of proprietary interests resulting from certificates of energy efficiency,*
- 6) comprehensive road lighting service and other legal actions connected with the performance of the above mentioned agreements.*

§ 2

The General Meeting of Enea S.A. hereby adopts the consolidated text of the Statute in the wording as attached to this Resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

Justification

Amendment to § 5 of the Statute by adding item 3 after item 2 reading as follows:

3. The Company performs the activities relating to guaranteeing the energy security of the Republic of Poland.

It is justified to underline in the Company's Statute the particular role of Enea S.A. in the area of the state's energy security which is confirmed in the range of legal acts and programming documents. It is worth referring here to the provisions of the Regulation of the Prime Minister of 13 January 2017 regarding specification of the list of companies with a significant importance to the state's economy awarding Enea S.A. the status of a company of a significant importance to the Polish economy.

Amendment to § 20 item 4 of Enea S.A.'s Statute via replacing its existing wording:

4. The requirement of Supervisory Board approval set out in § 20 item 2 and 3 above applies only if the General Shareholders Meeting is not authorised under this Statute or by law to grant its consent to such actions. If the General Meeting is authorised to grant its consent to such actions, the Supervisory Board should comment on the admissibility of such actions beforehand. Subject to the provisions of § 20 item 2(2) the requirement to obtain Supervisory Board consent stipulated in § 20 item 2 and 3 above does not apply to the agreements concluded by the Company and concerning:

- 1) buying and selling electricity,*
- 2) comprehensive contracts containing the provisions of power purchase agreements and power distribution agreements,*
- 3) power transmission or distribution services,*
- 4) acquisition or sale of proprietary interests arising from certificates of origin in particular electric energy origin certificates generated in renewable sources of energy, from cogeneration or agricultural biogas,*
- 5) comprehensive road lighting service and other legal actions connected with the performance of the above contracts.*

with a new one reading:

4. *The requirement of Supervisory Board approval set out in § 20 item 2 and 3 above applies only if the General Shareholders Meeting is not authorised under this Statute or by law to grant its consent to such actions. If the General Meeting is authorised to grant its consent to such actions, the Supervisory Board should comment on the admissibility of such actions beforehand. Subject to the provisions of § 20 item 2(2), the requirement of obtaining any consent foreseen in § 20 item 2 and 3 above from the Supervisory Board does not apply to concluding by the Company of agreements resulting from the conduct of core operations by the Company which is related to trade in electricity and gas, in particular within the following scope:*
- 1) *purchase or sale of electricity or gas,*
 - 2) *comprehensive contracts containing the provisions of agreements on sale of electricity and agreement on the provision of electricity distribution services or comprehensive agreements containing the provisions of agreements on sale of gas and agreement on gas distribution services,*
 - 3) *on provision of electricity and gas transmission services or on provision of electricity or gas distribution services,*
 - 4) *acquisition or disposal of proprietary interests from certificates of origin for electricity generated in renewable energy sources, in cogeneration, from agricultural biogas or certificates of origin for agricultural gas,*
 - 5) *acquisition or disposal of proprietary interests resulting from certificates of energy efficiency,*
 - 6) *comprehensive road lighting service and other legal actions connected with the performance of the above mentioned agreements.*

As at today the provisions of Enea S.A.'s Statute in § 20 item 4(1) and (2) do not include gas offered by Enea S.A., which in the case of gas contracts, exceeding the value of EUR 5 mln, pursuant to § 20 item 3(10) of Enea S.A.'s Statute results in the necessity of obtaining each time by Enea S.A.'s Management Board the consent of the Supervisory Board of Enea S.A. for the conclusion of such a contract, and thus implies a significant prolongation of the process of gas sales to the largest contractors and reduced efficacy of their obtaining.

Adding in item 3 agreements on gas transmission and agreements on the provision of gas distribution services arises from the fact that the conclusion by the Company of agreements mentioned in item 1 and 2 depends on the conclusion of relevant agreements on transmission or distribution of gas, which together with the necessity of Enea S.A.'s Management Board obtaining the consent of the Supervisory Board for the conclusion of such an agreement also prolongs the process of gas sales. Thus, the amendment of item 3 will improve the gas sales process. At the same time, taking into account other areas of Enea S.A.'s operations it is also necessary to release Enea S.A.'s Management Board from the obligation to obtain the consent of Enea S.A.'s Supervisory Board in relation to the agreements on purchase or sale of proprietary interests resulting from certificates of origin for agricultural biogas which results in the amendment of item 4.

The release of Enea S.A.'s Management Board from the obligation to obtain Enea S.A.'s consent in relation to the purchase or sale of proprietary interests resulting from certificates of energy efficiency through adding item 5 arises from the need to shorten the process of performing the obligations resulting from the act of 12 May 2016 on energy efficiency which entered into force on 01.10.2016, Enea S.A. is obliged to acquire proprietary interests resulting from certificates of energy efficiency.