

**Resolutions adopted by the Extraordinary General Meeting
of ENEA S.A. on 28 May 2018**

**Resolution No. 1
of the Extraordinary General Meeting of Shareholders of the Company:
ENEA S.A. having its registered office in Poznań
dated 28 May 2018**

regarding election of the Chairman of the Extraordinary General Meeting

Acting under Article 409 § 1 of the Commercial Companies Code and § 29.5 of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. resolves as follows:

§1

The Extraordinary General Meeting of ENEA S.A. hereby appoints Ms. Beata Chłodzińska the Chairman of the Extraordinary General Meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 333,577,660

Percentage of the shares in the share capital: 75.57 %

Total of cast votes: 333,577,660

Votes "for": 333,577,660

Votes "against": 0

Votes "abstained": 0

The Resolution has been adopted in secret voting.

Resolution No. 2

**of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 28 May 2018**

regarding adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

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

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Stating that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on amending § 20 of the Statute of ENEA S.A.
6. Adoption of resolutions on amending § 23 of the Statute of ENEA S.A.
7. Adoption of resolutions on amending § 40 of the Statute of ENEA S.A.
8. Presentation of “ENEA S.A. report on representation expenses, expenditure on legal service, marketing services, public relations and social communication services, as well as advisory services related to management for the year ended 31 December 2017”, provided with an opinion of the Supervisory Board of ENEA S.A.
9. Closing the meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 333,577,660

Percentage of the shares in the share capital: 75.57 %

Total of cast votes: 333,577,660

Votes "for": 333,577,620

Votes "against": 40

Votes "abstained": 0

The Resolution has been adopted in open voting.

Resolution No. 3

**of the Extraordinary General Meeting of Shareholders of the Company:
ENE A Spółka Akcyjna having its registered office in Poznań
dated 28 May 2018**

on repealing subitem 2) in § 20 item 2 of the statute of ENE A S.A.

Acting under Article 430 § 1 of the Commercial Companies Code, having acquainted with the opinion of the Supervisory Board of ENE A S.A., presented in Resolution No. 30/IX/2018 of 17 May 2018 in the matter under consideration:

§ 1

The Extraordinary General Meeting of ENE A S.A. hereby amends the Statute of ENE A S.A. by repealing subitem 2) in § 20 item 2 of the Statute of ENE A S.A., reading as follows:

- 2) *approving the conclusion of significant contracts with Related Parties, provided that, to adopt a valid resolution on this matter it is necessary to conduct a voting over the adoption of such a resolution by the majority of members of the Supervisory Board mentioned in § 22 item 7 (taking part in the voting); "a significant contract" means a "significant contract" in the meaning of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions of deeming the information required by legal regulations of a state not being a member state equivalent,*

§ 2

The Supervisory Board of ENE A S.A. shall be entitled to define a consolidated text of the amended Company's Statute pursuant to § 1 of this resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 333,577,660

Percentage of the shares in the share capital: 75.57 %

Total of cast votes: 333,577,660

Votes "for": 332,537,795

Votes "against": 1,039,865

Votes "abstained": 0

The Resolution has been adopted in open voting.

Resolution No. 4

of the Extraordinary General Meeting of Shareholders of the Company: ENEA Spółka Akcyjna having its registered office in Poznań dated 28 May 2018

on amending § 20 item 5 subitem 5) of the Statute of ENEA S.A.

Acting under Article 430 § 1 of the Commercial Companies Code, having acquainted with the opinion of the Supervisory Board of ENEA S.A., presented in Resolution No. 32/IX/2018 of 17 May 2018 in the matter under consideration:

§ 1

The Extraordinary General Meeting of Shareholders of ENEA S.A. hereby amends the Statute of ENEA S.A. by changing the current wording of § 20 item 5 subitem 5) of the Statute of ENEA S.A. to read as follows:

- 5) *in companies in which the Company is a parent under the provisions of Article 4 item 3 of the act of 16 February 2007 on protection of consumers and competition, an approval of the Company's Supervisory Board is required for specification of the voting rights at a General Meeting of a Significant Subsidiary in the following fields:*
- a) incorporation of another company by the company,*
 - b) amendment of the statute or articles of association and scope of the company's operations,*
 - c) merger, transformation, division, termination and liquidation of the company,*
 - d) raising or reducing of the company's share capital,*
 - e) sale or lease of the enterprise or its organised part, and establishment of limited property rights on it,*
 - f) redemption of shares,*
 - g) determination of remuneration for members of management boards and supervisory boards,*
 - h) provisions relating to claims for damages suffered during the establishment of the Company or its management or supervision,*
 - i) on issues mentioned in Article 17 of the act of 16 December 2016 on the principles of state assets management, subject to § 11 item 5."*

§ 2

The Supervisory Board of ENEA S.A. shall be entitled to define a consolidated text of the amended Company's Statute pursuant to § 1 of this resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 333,577,660

Percentage of the shares in the share capital: 75.57 %

Total of cast votes: 333,577,660

Votes "for": 332,537,795

Votes "against": 1,039,865

Votes "abstained": 0

The Resolution has been adopted in open voting.

Resolution No. 5

**of the Extraordinary General Meeting of Shareholders of the Company:
ENE A Spółka Akcyjna having its registered office in Poznań
dated 28 May 2018**

on amending § 23 of the statute of ENE A S.A.

Acting under Article 430 § 1 of the Commercial Companies Code, having acquainted with the opinion of the Supervisory Board of ENE A S.A., presented in Resolution No. 31/IX/2018 of 17 May 2018 in the matter under consideration:

§ 1

The Extraordinary General Meeting of ENE A S.A. hereby amends the Statute of ENE A S.A. by changing the current wording of § 23 of the Statute of ENE A S.A. to read as follows:

- 1. The employees of the Company and its Subsidiaries are entitled to elect Supervisory Board members in the manner set out by the prevailing provisions of law, including the provisions of the commercialisation act and some rights of employees.*
- 2. The Supervisory Board calls elections of Supervisory Board members. In this respect, the provisions of § 14 and 15 apply accordingly, however with the proviso that where these provisions refer to employees or Company's employees, trade union operating in the Company, it shall mean, respectively, employees of the Company, employees of its Subsidiaries, and trade unions operating in the Company or its Subsidiaries.*
- 3. The Supervisory Board adopts resolutions implementing the Election Regulations, which contain detailed provisions on electing and recalling Supervisory Board members elected by employees of the Company and its Subsidiaries.*
- 4. The provisions of § 16 apply accordingly to recalling Supervisory Board members elected by employees of the Company and its Subsidiaries, with the proviso that where these provisions refer to employees or Company's employees, it shall mean employees of the Company and employees of its Subsidiaries.*

§ 2

The Supervisory Board of ENE A S.A. shall be entitled to define a consolidated text of the amended Company's Statute pursuant to § 1 of this resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 333,577,660

Percentage of the shares in the share capital: 75.57 %

Total of cast votes: 333,577,660

Votes "for": 301,376,738

Votes "against": 222,922

Votes "abstained": 31,978,000

The Resolution has been adopted in open voting.

Resolution No. 6

**of the Extraordinary General Meeting of Shareholders of the Company:
ENE A Spółka Akcyjna having its registered office in Poznań
dated 28 May 2018**

on repealing item 4) in § 40 of the Statute of ENE A S.A.

Acting under Article 430 § 1 of the Commercial Companies Code, having acquainted with the opinion of the Supervisory Board of ENE A S.A., presented in Resolution No. 30/IX/2018 of 17 May 2018 in the matter under consideration:

§ 1

The Extraordinary General Meeting of ENE A S.A. hereby amends the Statute of ENE A S.A. by repealing item 4) in § 40 of the Statute of ENE A S.A., reading as follows:

4. Any mention in this Statute of a "Related Party" should be construed to mean a related party as defined in the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions of deeming the information required by legal regulations of a state not being a member state equivalent.

§ 2

The Supervisory Board of ENE A S.A. shall be entitled to define a consolidated text of the amended Company's Statute pursuant to § 1 of this resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 333,577,660

Percentage of the shares in the share capital: 75.57 %

Total of cast votes: 333,577,660

Votes "for": 332,537,795

Votes "against": 1,039,865

Votes "abstained": 0

The Resolution has been adopted in open voting.

Resolution No. 7

**of the Extraordinary General Meeting of Shareholders of the Company:
ENE A Spółka Akcyjna having its registered office in Poznań
dated 28 May 2018**

on amending § 40 item 5) of the Statute of ENE A S.A.

Acting under Article 430 § 1 of the Commercial Companies Code, having acquainted with the opinion of the Supervisory Board of ENE A S.A., presented in Resolution No. 31/IX/2018 of 17 May 2018 in the matter under consideration:

§ 1

The Extraordinary General Meeting of ENE A S.A. hereby amends the Statute of ENE A S.A. by changing the current wording of § 40 item 5) of the Statute of ENE A S.A. to read as follows:

5. *Any mention in this Statute of a "Significant Subsidiary" should be construed as a Subsidiary, where the book value of the Company's interest as declared in the Company's most recent audited financial statements exceeds 10% (ten per cent) of the Company's shareholders' equity.*

§ 2

The Supervisory Board of ENE A S.A. shall be entitled to define a consolidated text of the amended Company's Statute pursuant to § 1 of this resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 333,577,660

Percentage of the shares in the share capital: 75.57 %

Total of cast votes: 333,577,660

Votes "for": 332,537,755

Votes "against": 1,039,905

Votes "abstained": 0

The Resolution has been adopted in open voting.

Resolution No. 8

**of the Extraordinary General Meeting of Shareholders of the Company:
ENE A Spółka Akcyjna having its registered office in Poznań
dated 28 May 2018**

on adding item 7) in § 40 of the Statute of ENE A S.A.

Acting under Article 430 § 1 of the Commercial Companies Code, having acquainted with the opinion of the Supervisory Board of ENE A S.A., presented in Resolution No. 31/IX/2018 of 17 May 2018 in the matter under consideration:

§ 1

The Extraordinary General Meeting of ENE A S.A. hereby amends the Statute of ENE A S.A. by adding, after item 6), item 7) reading as follows:

7. *Any mention in this Statute of a "Subsidiary" should be construed as a subsidiary of the Company within the meaning of Article 3.1 (39) of the Accounting Act of 19 July 2016.*

§ 2

The Supervisory Board of ENE A S.A. shall be entitled to define a consolidated text of the amended Company's Statute pursuant to § 1 of this resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 333,577,660

Percentage of the shares in the share capital: 75.57 %

Total of cast votes: 333,577,660

Votes "for": 332,537,755

Votes "against": 1,039,905

Votes "abstained": 0

The Resolution has been adopted in open voting.