

**Draft resolutions  
of the Ordinary General Meeting of ENEA S.A.  
with its registered office in Poznań, convened for 20 May 2019**

***Draft resolution concerning item no. 2 of the planned agenda***

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding election of the Chairperson of the Ordinary General Meeting**

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

**§1**

The Ordinary General Meeting of ENEA S.A. hereby elects Mr./Ms. ....  
the Chairperson of the Ordinary General Meeting.

**§ 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 concerning item no. 4 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

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

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

§ 1

The Ordinary General Meeting of ENEA S.A. with its registered office in Poznań adopts the following agenda of the Ordinary General Meeting:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairperson of the Ordinary General Meeting.
3. Stating that the Ordinary General Meeting 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 2018*.
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 2018*, the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2018* and the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2018*.
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 2018*.
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 2018*.
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 2018*.
10. Presentation of the *Report of ENEA S.A. on representation expenses, expenditure on legal services, marketing services, public relations and social communication services, as well as advisory services related to management for the year ended 31 December 2018*, which was subject to the opinion of the Supervisory Board.
11. Adoption of a resolution regarding distribution of the net profit for the financial year covering the period from 1 January 2018 to 31 December 2018.
12. Adoption of resolutions on discharging Members of the Management Board of ENEA S.A. from liability in the performance of their duties in 2018.
13. Adoption of resolutions on discharging Members of the Supervisory Board of ENEA S.A. from liability in the performance of their duties in 2018.
14. Adoption of a resolution on the number of persons to be appointed to the Supervisory Board of ENEA S.A. of 10<sup>th</sup> term of office.
15. Adoption of a resolution on appointing Members of the Supervisory Board of the 10<sup>th</sup> term of office.

16. Adoption of a resolution on convening the first meeting of the Supervisory Board of ENEA S.A. of the new term of office.

17. Closing the Ordinary General Meeting.

§ 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 concerning item no. 7 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding approval of the *Report of the Management Board on the operations  
of ENEA S.A. and ENEA Capital Group in 2018***

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2018*.

**§ 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 Management 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.

Therefore, it is necessary for the Ordinary General Meeting of ENEA S.A. to consider and make a decision regarding the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2018*.

By virtue of the resolution No. 22/IX/2019 dated 20 March 2019, the Supervisory Board of ENEA S.A. issued a positive opinion on the said Report, stated its compliance with the books of account, documents and factual findings and recommended its approval to the Ordinary General Meeting.

**Draft resolution concerning item no. 8 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding approval of the *Non-consolidated financial statements of ENEA S.A.*  
*for the financial year ended on 31 December 2018***

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby approves the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2018* and composed of:

1. Non-consolidated statement of financial position as at 31 December 2018 showing a balance sheet amount of assets and liabilities equal to PLN 22,943,794 thou. (twenty-two billion nine hundred forty-three million seven hundred ninety-four thousand zloty);
2. Non-consolidated profit and loss statement and other comprehensive income for the period from 1 January 2018 to 31 December 2018 closing with a net profit in the amount of PLN 727,136 thou. (seven hundred twenty-seven million one hundred thirty-six thousand zloty) and with the comprehensive income totalling to PLN 666,157 thou. (six hundred sixty-six million one hundred fifty-seven thousand zloty);
3. Non-consolidated change in equity statement for the financial year from 1 January 2018 to 31 December 2018 showing an increase in equity of PLN 663,869 thou. (six hundred sixty-three million eight hundred sixty-nine thousand zloty);
4. Non-consolidated cash flow statement demonstrating a decrease in cash by PLN 600,448 thou. (six hundred million four hundred forty-eight thousand zloty);
5. Notes to the Non-consolidated financial statements including a description of key accounting principles 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 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 2018* were submitted to the Ordinary General Meeting.

By virtue of the resolution No. 20/IX/2019 dated 20 March 2019, 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.

**Draft resolution concerning item no. 9 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding approval of the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2018***

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2018* and composed of:

1. consolidated statement of financial position as at 31 December 2018 showing a balance sheet amount of assets and liabilities equal to PLN 29,965,625 thou. (twenty-nine billion nine hundred sixty-five million six hundred twenty-five thousand zloty),
2. consolidated profit and loss statement and other comprehensive income for the period from 1 January 2018 to 31 December 2018 showing a net profit in the amount of PLN 719,250 thou. (seven hundred nineteen million two hundred fifty thousand zloty) with the comprehensive income totalling to PLN 630,751 thou. (six hundred thirty million seven hundred fifty-one thousand zloty),
3. consolidated statement of changes in equity for the financial year from 1 January 2018 to 31 December 2018 demonstrating an increase in equity by PLN 1,049,493 thou. (one billion forty-nine million four hundred ninety-three thousand zloty),
4. consolidated cash flow statement showing a decrease in cash by PLN 36,288 thou. (thirty-six million two hundred eighty-eight thousand zloty),
5. notes to consolidated financial statement covering a description of key accounting principles 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 2018* were submitted to the Ordinary General Meeting.

By virtue of the resolution No. 21/IX/2019 dated 20 March 2019, 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 concerning item no. 11 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding distribution of the net profit for the financial year covering the period from 1  
January 2018 to 31 December 2018**

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

**§ 1**

The following distribution of the net profit for the period from 1 January 2018 to 31 December 2018 is determined in the amount of PLN 727,136 thou. (seven hundred twenty-seven million one hundred thirty-six thousand zloty):

- 100% of the net profit, i.e. PLN 727,136 thou., to increase reserve capitals for purposes of investment financing.

**§ 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:**

Adoption of the said resolution constitutes realisation of the disposition included in Article 395 § 2 item 2 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 1 January 2018 to 31 December 2018 was presented in a separate document entitled "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 1 January 2018 to 31 December 2018".

By virtue of the resolution No. 34/IX/2019 dated 11 April 2019, 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 1 January 2018 to 31 December 2018.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the President of the Management Board  
- Mr. Mirosław Kowalik from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

**§ 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 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 1 January 2018 to 31 December 2018 held the position of the President of the Management Board the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 35/IX/2019 dated 11 April 2019, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the President of the Management Board, Mr. Mirosław Kowalik, from liability in the performance of his duties for the period from 1 January 2018 to 31 December 2018.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Management Board - Mr. Piotr Adamczak from  
liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

**§ 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 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 1 January 2018 to 31 December 2018 held the position of the Member of the Management Board for Commercial Affairs the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 36/IX/2019 dated 11 April 2019, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Piotr Adamczak, from liability in the performance of his duties for the period from 1 January 2018 to 31 December 2018.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Management Board - Mr. Piotr Olejniczak from  
liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr. Piotr Olejniczak a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 January 2018 to 31 December 2018.

**§ 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 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 Olejniczak in the period from 1 January 2018 to 31 December 2018 held the position of the Member of the Management Board for Financial Affairs the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 37/IX/2019 dated 11 April 2019, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Piotr Olejniczak, from liability in the performance of his duties for the period from 1 January 2018 to 31 December 2018.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Management Board - Mr. Zbigniew Piętka from  
liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr. Zbigniew Piętka a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 January 2018 to 31 December 2018.

**§ 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 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. Zbigniew Piętka in the period from 1 January 2018 to 31 December 2018 held the position of the Member of the Management Board for Corporate Affairs the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 38/IX/2019 dated 11 April 2019, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Zbigniew Piętka, from liability in the performance of his duties for the period from 1 January 2018 to 31 December 2018.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Stanisław Kazimierz Hebda from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr. Stanisław Kazimierz Hebda a discharge from liability in the performance of his duties as the Chairman of the Supervisory Board during the period of 1 January 2018 to 31 December 2018.

**§ 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 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. Stanisław Kazimierz Hebda in the period from 1 January 2018 to 31 December 2018 held the position of the Chairman of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Piotr Kossak from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr. Piotr Kossak a discharge from liability in the performance of his duties as the Vice-Chairman of the Supervisory Board during the period of 1 January 2018 to 16 April 2018.

**§ 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 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 1 January 2018 to 16 April 2018 held the position of the Vice-Chairman of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Paweł Jabłoński from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr. Paweł Jabłoński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 20 April 2018 to 31 December 2018, including as the Vice-Chairman of the Supervisory Board during the period of 17 May 2018 to 31 December 2018.

**§ 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 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 Jabłoński in the period from 20 April 2018 to 31 December 2018 held the position of the Member of the Supervisory Board (including, from 17 May 2018, of the Vice-Chairman of the Supervisory Board), the adoption of this resolution is expedient and reasonable.



**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Rafał Szymański from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr. Rafał Szymański a discharge from liability in the performance of his duties as the Secretary of the Supervisory Board during the period of 1 January 2018 to 31 July 2018.

**§ 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 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 1 January 2018 to 31 July 2018 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Piotr Mirkowski from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018, including as the Secretary of the Supervisory Board in the period from 12 September 2018 to 31 December 2018.

**§ 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 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 1 January 2018 to 31 April 2018 held the position of the Member of the Supervisory Board (including, from 12 September 2018, of the Secretary of the Supervisory Board), the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Rafał Bargiel from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 16 April 2018.

**§ 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 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 1 January 2018 to 16 April 2018 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Sławomir Brzeziński from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

**§ 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 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 the period from 1 January 2018 to 31 December 2018 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Wojciech Klimowicz from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

**§ 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 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 the period from 1 January 2018 to 31 December 2018 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Paweł Korobłowski from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr. Paweł Korobłowski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 24 September 2018 to 31 December 2018.

**§ 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 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 Korobłowski in the period from 24 September 2018 to 31 December 2018 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Ireneusz Kulka from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr. Ireneusz Kulka a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 22 March 2018 to 31 December 2018.

**§ 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 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. Ireneusz Kulka in the period from 22 March 2018 to 31 December 2018 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Tadeusz Mikłosz from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

**§ 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 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 the period from a 1 January 2018 to 31 December 2018 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.



**Draft resolution concerning item no. 13 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Paweł Skopiński from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 13 March 2018.

**§ 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 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 1 January 2018 to 13 March 2018 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution concerning item no. 13 of the planned agenda***

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**regarding discharging the Member of the Supervisory Board  
– Mr. Roman Stryjski from liability in the performance of his duties in 2018**

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

**§ 1**

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

**§ 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 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 1 January 2018 to 31 December 2018 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 14 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on the number of persons to be appointed to the Supervisory Board of ENEA S.A.  
of 10<sup>th</sup> term of office**

Acting under Article 385 item 1 of the Commercial Companies Code and § 22.1 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby decides that the the Supervisory Board of ENEA S.A. of 10<sup>th</sup> term of office shall be composed of ..... persons.

**§ 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 385 item 1 of the Commercial Companies Code and § 22.1 of the Company's Statute, the General Meeting of ENEA S.A. is responsible for determining the number of persons appointed to the Supervisory Board of the Company, which may consist of 6 to 15 members. In view of the above, the adoption of the resolution in question is expedient and reasonable.

**Draft resolution concerning item no. 15 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on appointing a Member of the Supervisory Board of the 10<sup>th</sup> term of office  
elected by the employees of ENEA Capital Group**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 in connection with § 23 of the Company's Statute, as well as in connection with Article 14 sections 2 and 3 of the Act on Commercialisation and Certain Employees' Rights, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr Michał Dominik Jaciubek as a Member of the Supervisory Board of 10<sup>th</sup> joint term of office. The appointment is effective as of 21 May 2019.

**§ 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 385 § 1 of the Commercial Companies Code and § 22.4 of the Company's Statute, the General Meeting of ENEA S.A. is responsible for appointing members of the Supervisory Board, including members of the Supervisory Board elected by employees. Pursuant to the wording of Article 14(2) of the Act on Commercialisation and Certain Employees' Rights, members of supervisory boards in a company established as a result of commercialisation, in which the State Treasury ceased to be the sole shareholder in a company established as a result of commercialisation, are elected in direct and secret voting, while observing the principle of universality. ENEA S.A. is a company to which the above provision applies. The Company held elections for the Members of the Supervisory Board of ENEA S.A. of 10<sup>th</sup> term of office elected by the employees of ENEA Capital Group, whose validity was stated in Resolution No. 1 of 27 March 2019 by the General Election Commission. At the same time, the General Election Commission stated that as a result of the conducted elections Mr Michał Dominik Jaciubek became a candidate for the position of a Member of the Supervisory Board of ENEA S.A. of 10<sup>th</sup> term of office. The result of the election is binding for the General Meeting.

In view of the above, the adoption of the resolution in question is expedient and reasonable.

**Draft resolution concerning item no. 15 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on appointing a Member of the Supervisory Board of the 10<sup>th</sup> term of office  
elected by the employees of ENEA Capital Group**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 in connection with § 23 of the Company's Statute, as well as in connection with Article 14 sections 2 and 3 of the Act on Commercialisation and Certain Employees' Rights, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Maciej Mazur as a Member of the Supervisory Board of 10<sup>th</sup> joint term of office. The appointment is effective as of 21 May 2019.

**§ 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 385 § 1 of the Commercial Companies Code and § 22.4 of the Company's Statute, the General Meeting of ENEA S.A. is responsible for appointing members of the Supervisory Board, including members of the Supervisory Board elected by employees. Pursuant to the wording of Article 14(2) of the Act on Commercialisation and Certain Employees' Rights, members of supervisory boards in a company established as a result of commercialisation, in which the State Treasury ceased to be the sole shareholder in a company established as a result of commercialisation, are elected in direct and secret voting, while observing the principle of universality. ENEA S.A. is a company to which the above provision applies. The Company held elections for the Members of the Supervisory Board of ENEA S.A. of 10<sup>th</sup> term of office elected by the employees of ENEA Capital Group, whose validity was stated in Resolution No. 1 of 27 March 2019 by the General Election Commission. At the same time, the General Election Commission stated that as a result of the conducted elections Mr. Maciej Mazur became a candidate for the position of a Member of the Supervisory Board of ENEA S.A. of 10<sup>th</sup> term of office. The result of the election is binding for the General Meeting.

In view of the above, the adoption of the resolution in question is expedient and reasonable.

**Draft resolution concerning item no. 15 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on appointing a Member of the Supervisory Board of the 10<sup>th</sup> term of office  
elected by the employees of ENEA Capital Group**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 in connection with § 23 of the Company's Statute, as well as in connection with Article 14 sections 2 and 3 of the Act on Commercialisation and Certain Employees' Rights, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Mariusz Pliszka as a Member of the Supervisory Board of 10<sup>th</sup> joint term of office. The appointment is effective as of 21 May 2019.

**§ 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 385 § 1 of the Commercial Companies Code and § 22.4 of the Company's Statute, the General Meeting of ENEA S.A. is responsible for appointing members of the Supervisory Board, including members of the Supervisory Board elected by employees. Pursuant to the wording of Article 14(2) of the Act on Commercialisation and Certain Employees' Rights, members of supervisory boards in a company established as a result of commercialisation, in which the State Treasury ceased to be the sole shareholder in a company established as a result of commercialisation, are elected in direct and secret voting, while observing the principle of universality. ENEA S.A. is a company to which the above provision applies. The Company held elections for the Members of the Supervisory Board of ENEA S.A. of 10<sup>th</sup> term of office elected by the employees of ENEA Capital Group, whose validity was stated in Resolution No. 1 of 27 March 2019 by the General Election Commission. At the same time, the General Election Commission stated that as a result of the conducted elections Mr. Mariusz Pliszka became a candidate for the position of a Member of the Supervisory Board of ENEA S.A. of 10<sup>th</sup> term of office. The result of the election is binding for the General Meeting.

In view of the above, the adoption of the resolution in question is expedient and reasonable.

**Draft resolution concerning item no. 15 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on appointing a Member of the Supervisory Board for the 10<sup>th</sup> term of office and entrusting  
him/her with the function of the Chairman of the Supervisory Board**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code, § 22.4 and § 22.5 in connection with § 24.2 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr./Ms. ....  
to the Supervisory Board of Company of 10<sup>th</sup> joint term of office and entrusts him/her with the function of the Chairman / Chairwoman of the Supervisory Board. The appointment and entrustment of the function is effective as of 21 May 2019.

**§ 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 385 § 1 of the Commercial Companies Code as well as § 22.4 and § 22.5 in connection with § 24.2 of the Company's Statute, the General Meeting of ENEA S.A. is responsible for appointing Members of the Supervisory Board and appointing the Chairman/Chairwoman of the Supervisory Board from among the persons proposed in accordance with § 22.5 of the Company's Statute. In view of the above, the adoption of the resolution in question is expedient and reasonable.

**Draft resolution concerning item no. 15 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on appointing a Member of the Supervisory Board for the 10<sup>th</sup> term of office**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr./Ms. ....  
as a Member of the Supervisory Board of 10<sup>th</sup> joint term of office. The appointment is effective as of 21 May 2019.

**§ 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 385 item 1 of the Commercial Companies Code and § 22.4 of the Company's Statute, the General Meeting of ENEA S.A. is responsible for appointing Members of the Supervisory Board. In view of the above, the adoption of the resolution in question is expedient and reasonable.



**Draft resolution concerning item no. 15 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on appointing a Member of the Supervisory Board for the 10<sup>th</sup> term of office  
as an independent member**

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 sections 4 and 7 of the Company's Statute and in connection with Article 129 section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr./Ms. ....  
as an independent member of the Supervisory Board of Company of 10<sup>th</sup> joint term of office pursuant to § 22 section 7 of the Company's Statute. The appointment is effective as of 21 May 2019.

**§ 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 385 § 1 of the Commercial Companies Code and § 22.7 of the Company's Statute, the General Meeting of ENEA S.A. is responsible for appointing at least one independent Member of the Supervisory Board. Moreover, in accordance with the provisions of Article 129, section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, a majority of the members of the audit committee, including its chair, shall be independent from the public-interest entity concerned. In view of the fact that there is a permanent Audit Committee within the Supervisory Board of ENEA S.A., the General Meeting of ENEA S.A. is responsible for appointing at least one independent Member of the Supervisory Board.

At the same time, ENEA S.A. as a company whose securities are admitted to trading on the regulated market of the Warsaw Stock Exchange is obliged to comply with Best Practice for WSE Listed Companies ("CBP") constituting an appendix to Resolution No. 26/1413/2015 of the WSE Supervisory Board dated 13 October 2015. In accordance with Rule II.Z.3 of Chapter II of CBP entitled "The Supervisory Board of the Warsaw Stock Exchange", "at least two members of the Supervisory Board should meet the independence criteria referred to in Rule II.Z.4".

In accordance with CBP, Annex II to the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board should apply to the criteria of independence of supervisory board members. Notwithstanding the provisions of point 1(b) of the said Annex, a person who is an employee of the company, a subsidiary or an associated entity, or a person related to such entities by a similar agreement, cannot be deemed to meet the independence criteria referred to in the Annex. Moreover, a relationship with a shareholder precluding the independence of a member of the Supervisory Board within the meaning of the aforementioned principle is also understood as an actual and significant relationship with a shareholder holding at least 5% of the total number of votes in the company. The intention of the Company's Management Board is to observe all the principles set out in CBP, however, the actual observance of the aforementioned principle II.Z.3 depends on the decision of the General Meeting to appoint two members of the Supervisory Board of ENEA S.A. meeting the independence criteria referred to above.

In view of the above, the Management Board of ENEA S.A. recommends that the Ordinary General Meeting elect two independent members of the Supervisory Board and recognizes the adoption of the resolutions in question as expedient and reasonable.

***Draft resolution concerning item no. 15 of the planned agenda***

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on appointing a Member of the Supervisory Board for the 10<sup>th</sup> term of office having knowledge  
and skills in accounting or auditing financial statements**

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22. 4 of the Company's Statute and in connection with Article 129 section 1 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr./Ms. ....  
as a Member of the Supervisory Board of the Company of 10<sup>th</sup> joint term of office, as a member having knowledge and skills in accounting or auditing financial statements. The appointment is effective as of 21 May 2019.

**§ 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 385 § 1 and the Commercial Companies Code and § 22.4 of the Company's Statute, the General Meeting of ENEA S.A. is responsible for appointing members of the Supervisory Board. Moreover, pursuant to the provisions of Article 129 (1) of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the audit committee is composed of at least 3 members. At least one of the members of the audit committee must have knowledge and skills in accounting or auditing financial statements. In view of the fact that there is a permanent Audit Committee within the Supervisory Board of ENEA S.A., the General Meeting of ENEA S.A. is responsible for appointing at least one member of the Supervisory Board who has knowledge and skills in accounting or auditing financial statements.

In view of the above, the adoption of the resolution in question is expedient and reasonable.

**Draft resolution concerning item no. 16 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna with its registered office in Poznań,  
dated 20 May 2019**

**on convening the first meeting of the Supervisory Board of ENEA S.A.  
of the new term of office**

Acting pursuant to § 26.2 of the Statute of the Company, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. convenes the first meeting of the Supervisory Board of ENEA S.A. of the new 10<sup>th</sup> term of office as on .....

**§ 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 § 26.2 of the Company's Statute, the first meeting of the Supervisory Board of a new term of office shall be convened by way of a resolution of the General Meeting which appointed members of the Supervisory Board on a date falling no later than one month after the date of the General Meeting.

In view of the above, the adoption of the resolution in question is expedient and reasonable.