

**Draft resolutions  
of the Extraordinary General Meeting of Shareholders of Enea S.A.  
with its registered office in Poznań  
convened for 28.12.2017**

***Draft resolution to item 2 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
Enea Spółka Akcyjna having its registered office in Poznań  
dated 28.12.2017**

**regarding election of the Chairman of the Extraordinary General Meeting of Shareholders**

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

§1

The Extraordinary General Meeting of Shareholders of Enea S.A hereby appoints Mr./Mrs.  
..... 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 : ...	
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 Extraordinary General Meeting of Shareholders of the Company:  
Enea Spółka Akcyjna having its registered office in Poznań  
dated 28.12.2017**

**regarding adoption of the agenda of the Extraordinary General Meeting of Shareholders**

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

**§ 1**

The Extraordinary General Meeting of Shareholders 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 of Shareholders.
2. Election of the Chairman of the Extraordinary General Shareholders Meeting.
3. Stating that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding amending the resolution no. 38 of the Ordinary General Meeting of Shareholders dated 26 June 2017 on determination of remuneration of members of the Management Board.
6. Adoption of a resolution on acceptance of amendments to § 5 of Enea S.A.'s statute.
7. Adoption of a resolution on acceptance of amendments to § 11 of Enea S.A.'s statute.
8. Presentation of information on the results of the qualification procedure for the positions of: Member of the Management Board of Enea S.A. for Financial Affairs and Member of the Management Board of Enea S.A. for Corporate Affairs which was conducted in the period from 24.08.2017 to 05.10.2017.
9. Closing the 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 to item 5 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
Enea Spółka Akcyjna having its registered office in Poznań  
dated 28.12.2017**

**regarding amending the resolution no. 38 of the Ordinary General Meeting of Shareholders  
dated 26 June 2017 on determination of remuneration of members of the Management Board.**

The Extraordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company"), having acquainted with the opinion of Enea S.A.'s Supervisory Board presented in the Resolution no. ....2017 of ..... 2017 on the subject matter, resolves as follows:

**§ 1**

§ 1 of the resolution no. 38 of the Ordinary General Meeting of Shareholders dated 26 June 2017 is hereby amended and the following wording is given to § 3 item 3 of the resolution no. 3 of the Extraordinary General Meeting of Shareholders dated 15 December 2016:

"§ 3 item 3 of a resolution No. 3 of the Extraordinary General Meeting dated 15 December 2016 is hereby amended and receives the following wording:

"3. Additional Management Goals are set for completion being the condition precedent for the possibility of obtaining the variable part of the remuneration, namely:

- a) implementation of the principles of remunerating members of management and supervisory bodies compliant with the provisions of the Act in all the Capital Group companies until 30.06.2017,
- b) configuration of the composition of supervisory boards in all Capital Group companies so that their members hold authorisation to sit in supervisory boards confirmed with a positive result of the examination for candidates for supervisory board members or hold authorisations which statutorily exempt them from the obligation to pass it, in particular hold a scientific degree of a PhD in economic or legal sciences, or are listed as a legal adviser, solicitor, chartered accountant or investment adviser until 31.12.2017, excluding persons who were elected to the supervisory body by employees.
- c) performance of obligations mentioned in Article 17-20, Article 22 and Article 23 of the Act of 16 December 2016 on the principles of state assets management until 31.12.2017, excluding the performance of obligations mentioned above in subsidiaries which are not Significant Subsidiaries under the Statute of Enea S.A., in which Enea S.A. holds no qualified majority enabling amending the articles of association, and excluding the performance of obligations mentioned in Article 19 and 20 of the above-mentioned act in Lubelski Węgiel "Bogdanka" S.A. and its subsidiaries."

**§ 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:**

- according to art. 111 of the act - Provisions introducing a law on the management of state assets (Journal of Laws 2016.2260), in the scope of meeting the conditions for performing the function of a member of a supervisory body within the meaning of the Act on the management of state assets (Polish Journal of Laws - Dz.U.2016.2259), further on the "Act", by persons who, on the date of entry into force of the Act, perform such functions, the existing provisions shall apply until their terms expire. Thus, the intention of the legislator was that the requirements of the Act in relation to members of the supervisory bodies were not retroactive, i.e. they did not apply to members of the bodies appointed before the entry into force of the Act;
- according to Article 19 of the Act - defining the requirements for candidates for members of supervisory bodies - the legislator uses the term "candidate", which indicates that the provisions of the Act are not applicable and do not establish the requirements specified in this article to current members of supervisory boards - these persons are not candidates for such functions, but they hold them now;
- the requirements of the Act - including the requirements for candidates for members of supervisory boards - apply to entities in which Enea S.A. is entitled to exercise rights from shares only indirectly, i.e. only after their introduction into articles of association/statutes and after registration of amended articles/statutes with the business register. Thus, prior to the registration of amendments to the articles/statutes, verifying the current members of the supervisory boards if they meet the requirements resulting from yet unregistered articles statutes, has no legal basis;
- In terms of the above mentioned conditions, the issue of members of supervisory boards elected by employees is particularly important - as the potential dismissal of the current supervisory board members selected by the employees (due to non-fulfilment of the requirements referred to above) is not consistent with the guaranteed right of employees to participate in supervisory bodies foreseen in articles/statutes of companies;
- an additional argument for the proposed amendment is the ongoing work on a draft law amending the law on the principles of state assets management and certain other acts;
- a possibility of introducing the provisions of the Act on the state assets management in the scope of Article 19 in the final wording after amendments of the aforementioned Act into the statute of Lubelski Węgiel "Bogdanka" S.A.;
- status of Lubelski Węgiel "Bogdanka" S.A. as a public company - making frequent changes to the company statute increases the risk of negative reception and may indicate a lack of stability in the regulations relating to the company;
- another important reason is the fact that Enea S.A. holds shares in subsidiaries that are not Significant Subsidiaries (as defined in the Statute of Enea S.A.) or in which they do not have a qualified majority enabling the company to amend its articles of association.

**Draft resolution to item 6 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
Enea Spółka Akcyjna having its registered office in Poznań  
dated 28.12.2017**

**on acceptance of amendments to § 5 of Enea S.A.'s statute.**

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

§ 1

The Extraordinary General Meeting of Shareholders of Enea S.A. hereby amends the Statute of Enea S.A. by amending **§ 5 of the Statute and adding item 3 after item 2 with the following wording:**

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

§ 2

The Supervisory Board of Enea S.A. is hereby authorised to determine a uniform 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:	...
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:**

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 (Polish Journal of Laws - Dz.U.2017.95).

**Draft resolution to item 7 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
Enea Spółka Akcyjna having its registered office in Poznań  
dated 28.12.2017**

**on acceptance of amendments to § 11 of Enea S.A.'s statute.**

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

**§ 1**

The Extraordinary General Meeting of Shareholders of Enea S.A. hereby amends the Statute of Enea S.A. by **amending § 11 item 2 of the Statute, namely:**

- 1) replacing the dot at the end of item 14 with a coma,**
- 2) adding item 15 after item 14, with the following wording:**

“15) adoption of policies and procedures oriented on the realisation of the common economic interest of the group of companies, including based on the group’s operating segments (business areas) and development of:

- a) organisational, informative and decision-making structures within the capital group,
- b) business activity and joint venture management procedure within the capital group,

in order to guarantee functional and economic efficiency of the capital group’s operations.”

**§ 2**

The Supervisory Board of Enea S.A. is hereby authorised to determine a uniform 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:	...
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:**

A clear emphasis is placed on the ability and responsibility of Enea S.A.’s Management Board to adopt plans, policies and procedures for the implementation of the common interest of the capital group, including those aimed at increasing the efficiency of group management. The Management Board of Enea S.A. should possess the means to ensure efficient and effective management of the group and to set standards in this regard. Unifying management methods, standards and procedures will improve management processes and strengthen their transparency.